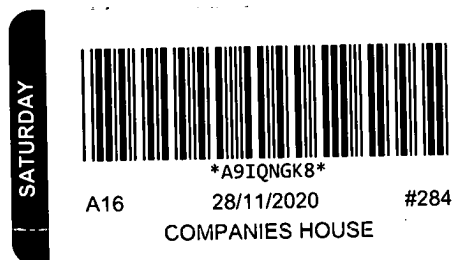


Company Registration No. 2208606

Stardare Limited

Report and Financial Statements

30 June 2020



Stardare Limited

Report and financial statements 2020

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Stardare Limited

Report and financial statements 2020

Officers and professional advisers

Directors

D P Levy
M J Collecott
D Cullen
R Caplehorn

Secretary

M J Collecott

Registered Office

Lilywhite House
782 High Road
Tottenham
London
N17 0BX

Bankers

HSBC Bank plc
70 Pall Mall
London
SW1Y 5EZ

Solicitors

Slaughter and May LLP
1 Bunhill Row
London
EC1Y 8YY

Auditor

Deloitte LLP
Statutory Auditor
London

Stardare Limited

Directors' report

The directors present their report and the financial statements of Stardare Limited ('the Company') for the year ended 30 June 2020.

The Directors' report has been prepared in accordance with the special provisions relating to small companies under section 444(5) of the Companies Act 2006 and the company is therefore exempt from preparing a Strategic Report.

Principal activities

The principal activity of the company is that of the acquisition of property on behalf of the Tottenham Hotspur group.

Risks and uncertainties

The risks and uncertainties of the company are aligned to those of Tottenham Hotspur Limited and discussed in page 4 of the consolidated Group accounts.

Directors

The directors who served throughout the year were as follows:

D P Levy
M J Collecott
D Cullen
R Caplehorn

Dividends and results

The directors do not recommend the payment of a dividend in the current year (2019: £nil). The company made a loss after tax for the year of £22,645 (2019: £27,054) and the net assets as at 30 June 2020 were £403,882 (2019: £426,527).

The directors consider the future prospects of the company to be satisfactory.

Going concern

The company is a property company with net assets at 30 June 2020 and was loss-making during the financial year. The financial statements have been prepared on the going concern basis because the parent company, Tottenham Hotspur Limited ('the Group'), stated that it will provide the necessary financial support to the company for at least twelve months from the date these accounts are signed. The parent company directors prepare budgets and forecasts and have produced detailed and realistic cash flow projections which are reviewed on an ongoing basis. These demonstrate that the parent company has the financial capability to satisfy this obligation.

The Board of Directors continually monitors the Group's exposure to a range of risks and uncertainties, including the success of the First Team and our level of spending thereon, the current economic landscape and the funding requirements for capital projects. These risks and uncertainties, the Group's financial performance and position for the year and its cash flows and funding position, are detailed elsewhere in the Directors' Report. In addition, note 17 to the consolidated financial statements includes the Group's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposure to credit and liquidity risk. The Directors believe that these risks and uncertainties are mitigated by, inter alia, the robust nature of our business with long-term fixed revenues from the key business areas, notably the FA Premier League ("FAPL") TV deal that began from the 2019-20 season and key sponsors.

The Board of Directors have recently undertaken a thorough review of the Group's budgets and forecasts and have produced detailed cash flow projections, which include the expected impact of COVID-19 on the key matchday and media revenue streams. The base case scenario assumes that TV and media revenue will continue for the entirety of the 2020/21 season in line with Premier League forecasts and there are no material changes to existing financing arrangements, whilst prudent assumptions have been made in relation to on-pitch performance.

Stardare Limited

Directors' report (continued)

Various scenarios have been considered and stress-tested which include fixtures remaining behind closed doors for the entirety of the 2020/21 season and restrictions on future events, retail and venue related income streams. The Directors have identified a number of actions they could take in order to mitigate any potential cash flow or financing shortfalls that could reasonably arise. These mitigating actions could include, but are not limited to, advancement of future cash inflows and/or deferring future cash outflows, sale of assets and extension of financing arrangements. In addition to possible mitigating actions, the Directors have also considered a number of potential upsides which include the financial impact of better than forecast on-pitch performance, including advancement in domestic and UEFA cup competitions and successful insurance claims.

These cash flow projections which, when considered in conjunction with the Group's operational plans to deal with the impact of COVID-19, the refinancing performed in the period by the group as detailed in note 15 of the consolidated financial statements, as well as existing loans, overdrafts and cash, and which include consideration of reasonably possible changes in trading performance, demonstrate that the Board will ensure there is sufficient working capital to continue to operate for the foreseeable future.

The Directors believe that the Company has adequate resources to continue in operational existence for the foreseeable future and, as such, the financial statements have been prepared on the going concern basis.

Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor are not aware; and
- the director has taken all steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



M J Collecott
Secretary

8/10/ 2020

Stardare Limited

Directors' responsibilities statement

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

Company law requires the directors to prepare such financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements

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.

Independent auditor's report to the members of Stardare Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Stardare Limited (the 'company') which comprise:

- the income statement;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 10.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

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.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Independent auditor's report to the members of Stardare Limited (continued)

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 for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

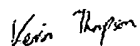
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Independent auditor's report to the members of Stardare Limited (continued)

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.



Kevin Thompson (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
9 October 2020

Stardare Limited

Income statement Year ended 30 June 2020

	Notes	2020 £	2019 £
Revenue	1	4,685	5,856
Operating expenses		<u>(26,610)</u>	<u>(33,208)</u>
Operating loss	2	(21,925)	(27,352)
Loss on ordinary activities before taxation		<u>(21,925)</u>	<u>(27,352)</u>
Tax (charge)/credit on loss on ordinary activities	3	<u>(720)</u>	<u>298</u>
Retained loss for the financial year		<u><u>(22,645)</u></u>	<u><u>(27,054)</u></u>

The above results all derive from continuing operations.

There is no other comprehensive income in either period other than the loss as stated above and therefore no statement of comprehensive income is presented.

Stardare Limited

Balance sheet 30 June 2020

	Notes	2020 £	2019 £
Non-current assets			
Property, plant and equipment	4	<u>1,586,001</u>	<u>1,612,275</u>
Current assets			
Trade and other receivables	5	<u>8,339,677</u>	<u>8,336,877</u>
Current liabilities	6	<u>(9,521,796)</u>	<u>(9,522,625)</u>
Net current liabilities		<u>(1,182,119)</u>	<u>(1,185,748)</u>
Net assets		<u>403,882</u>	<u>426,527</u>
Equity			
Share capital	7	2	2
Retained earnings		<u>403,880</u>	<u>426,525</u>
Net assets		<u>403,882</u>	<u>426,527</u>

The financial statements of Stardare Limited, registered number 2208606, were approved by the Board of Directors and authorised for issue on 8/10 / 2020.

Signed on behalf of the Board of Directors



M J Collecott
Director

Stardare Limited

Statement of changes in equity 30 June 2020

	Share capital £	Retained earnings £	Total £
Balance at 1 July 2018	2	453,579	453,581
Loss for the year	-	(27,054)	(27,054)
Balance at 30 June 2019	2	426,525	426,527
Loss for the year	-	(22,645)	(22,645)
Balance at 30 June 2020	2	403,880	403,882

Stardare Limited

Notes to the accounts Year ended 2020

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current and prior year, are described below.

General information

Stardare Limited is a limited company incorporated and domiciled in the United Kingdom. The company is registered in England and Wales and the address of its registered office is disclosed in the company information. The principal activity of the company is described in the Directors' report.

Basis of preparation

The company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

The financial statements have been prepared on the historical cost basis and in accordance with the Companies Act 2006.

The presentation and functional currency of the company is pounds sterling.

Application of new and revised International Financial Reporting Standards (IFRSs)

The company has adopted the following new and revised IFRSs:

- IFRS 16 Leases

The impact of the adoption of IFRS 16 has no material impact on the results of the company.

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in preparation of these financial statements, in accordance with FRS 101:

- IFRS 7 Financial instruments: Disclosures
- The following paragraphs of IAS 1 Presentation of financial statements:
 - 10(d) statement of cash flows
 - 16 statement of compliance with all IFRS
 - 134-136 capital management disclosures,
- Paragraph 30 and 31 of IAS 8, disclosure and impact of new IFRSs that has been issued but not yet effective, and
- The requirements in IAS 24 of Related party disclosures, to disclose related party transactions entered between two or more members of a group.

Stardare Limited

Notes to the accounts Year ended 2020

1. Accounting policies (continued)

Where relevant equivalent disclosures have been given in the consolidated financial statements of Tottenham Hotspur Limited. The consolidated financial statements of Tottenham Hotspur Limited will be available to the public and can be obtained from Lilywhite House, 782 High Road, Tottenham, London N17 0BX.

Accounting convention

The financial statements are prepared under the historical cost convention.

Cash flow statement

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement. Where required, equivalent disclosures are given in the consolidated accounts of Tottenham Hotspur Limited. The consolidated accounts of Tottenham Hotspur Limited are publically available.

Going concern

The company is a property company with net current liabilities and net assets at 30 June 2020 and was loss-making during the financial period. The financial statements have been prepared on the going concern basis because the parent company, Tottenham Hotspur Limited, stated that it will provide the necessary financial support to the company for at least twelve months from the date these accounts are signed. The parent company directors prepare budgets and forecasts and have produced detailed and realistic cash flow projections which are reviewed on an ongoing basis. These demonstrate that the parent company has the financial capability to satisfy this obligation. For further information in light of the COVID pandemic, refer to the Directors' Report.

Revenue

Revenue represents rental income received from the letting of the company's properties. Revenue is recognised as per the contractual terms of the rental agreements. All revenue arises in the United Kingdom.

Tax

The tax expense represents the tax currently payable.

The tax currently payable is based on taxable profit for the year. Taxable profits differ from net profit as reported in the income statement because they exclude items of income or expense that are taxable or deductible in other years and they further exclude items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been substantively enacted by the balance sheet date.

Property, plant and equipment

Property, plant and equipment is stated at cost or valuation, net of depreciation and any provision for impairment.

Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Freehold land and buildings	2% straight-line
Fixtures and fittings	20% straight-line

Stardare Limited

Notes to the accounts Year ended 2020

1. Accounting policies (continued)

Critical accounting judgements and sources of estimation uncertainty

In the application of the company's accounting policies, the directors of the company are required to make judgements, estimates and assumptions about the carrying amounts 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. There are no critical accounting judgements or sources of estimation uncertainty which have a material impact on the financial statements.

2. Operating loss

	2020 £	2019 £
Operating loss is stated after charging:		
Depreciation	<u>26,714</u>	<u>26,713</u>

There were no employees during the current or preceding year and none of the directors received any remuneration in respect of their services to the company in either year.

The audit fee of £2,000 (2019: £2,000) is borne by another group company in the current and prior year. No fees were paid to the company's auditor or affiliated entities, relating to other services, during the current or prior year. Refer to the Tottenham Hotspur Limited financial statements for full disclosure of fees payable to auditor.

3. Tax on loss on ordinary activities

	2020 £	2019 £
Reconciliation of current tax		
loss on ordinary activities before taxation	<u>(21,925)</u>	<u>(27,352)</u>
Tax credit on loss on ordinary activities before taxation at 19.00 % (2019: 19.00%)	4,166	5,197
Effect of:		
Expenses not deductible	<u>(4,886)</u>	<u>(4,899)</u>
Total current tax (charge)/credit	<u>(720)</u>	<u>298</u>

As per current UK corporate tax law, the UK corporation tax rate was reduced from 20% to 19% from 1 April 2017. The Finance (No. 2) Act 2016, which was substantively enacted on 6 September 2016 further reduces UK corporation tax rate to 17%, effective from 1 April 2020. Prior to the effective date the reduction was reversed, increasing the tax rate back to 19%. The reduction in tax rate included in the Finance (No. 2) Act 2016 was enacted at the balance sheet date and the effect thereof is reflected in these financial statements. This will reduce the future current tax charges accordingly. Other than the provision for deferred tax (note 5) and the items referred to above, there are no items which would materially affect future tax charges.

Stardare Limited

Notes to the accounts Year ended 2020

4. Property, plant and equipment

	Freehold land and buildings £	Total £
Cost		
At 1 July 2019	1,772,137	1,772,137
Additions	440	400
At 30 June 2020	1,772,577	1,772,577
Accumulated depreciation		
At 1 July 2019	159,862	159,862
Charge for the year	26,714	26,714
At 30 June 2020	186,576	186,576
Net book value		
At 30 June 2020	1,586,001	1,586,001
At 30 June 2019	1,612,275	1,612,275

5. Trade and other receivables

	2020 £	2019 £
Trade receivables	14,654	11,844
Amounts owed from group undertakings	8,324,239	8,324,172
Deferred tax	784	861
	8,339,677	8,336,877

All amounts owed by group undertakings are interest free and repayable on demand.

Stardare Limited

Notes to the accounts Year ended 2020

6. Current liabilities

	2020 £	2019 £
Trade payables	238	842
Bank overdraft	8,165,830	8,168,140
Amounts owed to group undertakings	1,343,203	1,341,941
Other payables	11,268	11,471
Other tax and social security	1,257	231
	<u>9,521,796</u>	<u>9,522,625</u>

All amounts owed to group undertakings are interest free and repayable on demand.

7. Share capital

	2020 £	2019 £
Authorised		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Called up, allotted and fully paid		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

8. Contingent liabilities

The company, together with its parent and fellow subsidiaries, has given a multilateral undertaking to its bankers to guarantee the overdrafts of the group companies.

At the balance sheet date the company had overdrafts of £8,165,830 (2019: £8,168,140).

9. Ultimate parent company

The ultimate controlling party is ENIC International Limited, a company incorporated and registered in the Bahamas. The parent undertaking of the largest and smallest group, which includes the company, and for which group financial statements are prepared is Tottenham Hotspur Limited, a company incorporated in the United Kingdom and registered in England and Wales. Copies of the annual report and accounts of Tottenham Hotspur Limited can be obtained from Lilywhite House, 782 High Road, Tottenham, London, N17 0BX.

10. Related party transactions

The company has applied the exemption granted by FRS 101 'Reduced Disclosure Framework' not to disclose intercompany transactions with Tottenham Hotspur group companies.