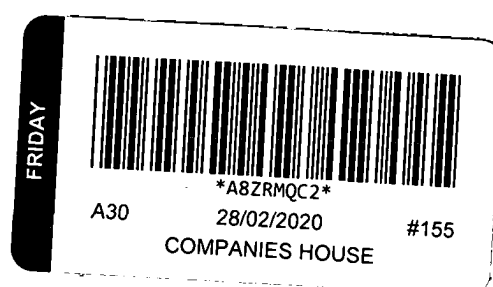


**Recon Group UK Limited**

**Recon Group UK Limited**  
**Annual Report and Financial Statements**  
**for the year ended 31 May 2019**

Registered number: 10176070



# **Recon Group UK Limited**

## **Annual Report for the year ended 31 May 2019**

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# **Recon Group UK Limited**

## **Directors and advisors for the year ended 31 May 2019**

### **Directors**

Mr J Xia  
Mr W Edens  
Mr N Sawiris  
Mr C Purslow

### **Registered office**

Villa Park  
Trinity Road  
Birmingham  
England  
B6 6HE

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Cornwall Court  
19 Cornwall Street  
Birmingham  
B3 2DT

## **Recon Group UK Limited**

Registered number: 10176070

### **Strategic report for the year ended 31 May 2019**

The directors present the strategic report and the audited consolidated financial statements for the year ended 31 May 2019.

#### **Principal activities**

The Group operates a professional football club and has property investments. The principal activity of the Company is that of a holding Company.

#### **Results and Review of business**

The directors have not declared or paid an interim dividend during the year (2018: £nil). They do not recommend a final dividend (2018: £nil).

The football season resulted in a final league place of 5<sup>th</sup> compared to the previous season where a 4<sup>th</sup> place finish in the English Football League Championship was achieved. The Club subsequently won the English Football League Championship play-offs.

The club will compete in the Premier League for the 2019/20 season.

Turnover for the year amounted to £54.3m (2018: £68.6m).

The result, before taxation, amounted to a loss of £68.9m (2018: £36.1m loss). The loss for the financial year of £68.9m (2018: £36.1m loss) has been deducted from reserves.

Net assets at the year end were £87.8m (2018: £49.4m).

During the year the group sold land and property located at its Villa Park site to NSW Stadium Ltd, a company with common ultimate beneficial ownership. Sale proceeds were based upon an independent third-party valuation. The group subsequently entered into an operating lease agreement to lease the land and property. Details of the operating lease commitment are disclosed in note 26.

#### **Promotion Related Payment**

In accordance with the provisions of the purchase agreement dated 18 May 2016 between Recon Group Limited (Buyer), Alfred Lerner Declaration of Trust, Randolph D Lerner (together the Sellers) and Zhejiang Ruikang Investment Co. Limited and Jian Tong Xia (together the Guarantors), the Club entered into an assignment letter, which provided that if Recon Group Limited (Hong Kong) and the Guarantors failed to pay a £30,000,000 bonus due to the Sellers on promotion, then the Club would be liable for the bonus payment.

Following promotion to the Premier League the Club received a default notice from the sellers dated 6 June 2019

As a result, a £30m liability is recognised within these financial statements. This liability was settled through payment on 12<sup>th</sup> July 2019. The company's ultimate parent, NSW SCS, made a capital injection of £30m to enable the company to settle this liability.

#### **Key Performance Indicators ('KPIs')**

The directors consider that the key performance indicators of a professional football club are finishing position in the league, progress in cup competitions, attendance and turnover.

The key financial performance indicators that the Directors monitor are turnover, players' payroll, net transfer spending, EBITDA and daily cash flow.

## **Recon Group UK Limited**

Registered number: 10176070

### **Strategic report for the year ended 31 May 2019 (continued)**

#### **Principal risks and uncertainties**

The key risk facing any club is that of poor on field results. The Board attempts to mitigate this risk by providing the manager with first class training facilities and appropriate payroll and transfer budgets, and through generous support to the Academy.

The Board is focused on providing necessary investment in the playing squad, operational functions and infrastructure of the Club whilst recognising that it must remain compliant with EFL profit and sustainability rules.

The Club submitted a compliant return for the English Football League's profit and sustainability rules for the period covering the three years ended 31<sup>st</sup> May 2019 and has subsequently begun its recruitment program for the upcoming English Premier League season.

Management will continue to review forecast compliance with Premier League profit and sustainability rules and the directors believe they will remain compliant for the 2019/20 season.

This report was approved by the board on 02/08/19 and signed on its behalf.



**Mr C Purslow**

**Director**

## **Recon Group UK Limited**

Registered number: 10176070

### **Directors' report for the year ended 31 May 2019**

The directors present their report and audited consolidated financial statements for the year ended 31 May 2019.

#### **Future developments**

The Club's prime goal is consolidating its position as a member of the FA Premier League.

#### **Dividends**

The directors do not recommend payment of a final dividend (2018: £nil).

#### **Charitable contributions**

All fund raising events are dealt with by the Aston Villa Foundation which is registered with the Charity Commission. There were no political contributions (2018: £nil).

#### **Post balance sheet events**

The group's ultimate parent, NSW SCS, made a capital injection of £30m on 9<sup>th</sup> July 2019 which increased share capital in Recon Group UK Limited at this date and was used to settle liabilities arising on promotion to the Premier League, as explained within the strategic report.

Since the balance sheet date various players have been bought and sold, details of which can be seen in Note 24.

#### **Financial risk management**

The Group's residual financial risks relate to trade receivables and liquidity.

Trade receivables comprise transfer fees receivable and other receivables. The risk associated with transfer fees receivable is in part transferred to the Premier League via the Football League's registration clearing system. The Group maintains rigorous credit control procedures to mitigate credit risk associated with other trade receivables.

#### **Going concern**

The directors have formed a judgement that the company has adequate resources available to continue operating and to discharge all financial obligations as they fall due for a period of at least 12 months from the date of approval of the financial statements.

The company remains reliant on shareholder funding. The directors have prepared a detailed cash flow forecast for the forthcoming season to assess funding requirements. This is monitored and reassessed for player trading and league status to assess plans for each transfer window and for other significant variations such as investment into the group and company. The group have received £87m of capital funding subsequent to the year end, and based on current expectations are forecast to have sufficient resources to meet their liabilities as they fall due for a period of not less than 12 months from the date of these financial statements. Further investment in the playing squad during transfer windows or capital investment programs will be financed through owner funding or further player trading.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company NSW SCS. The Board, of which two members are the majority shareholders of the Club's ultimate controlling party, have received confirmation that the Club's ultimate controlling party, NSW SCS, intends to support the group and company for at least 12 months from the approval of these financial statements.

## **Recon Group UK Limited**

Registered number: 10176070

### **Directors' report for the year ended 31 May 2019 (continued)**

#### **Directors**

The directors of the Company who held office during the year and up to the date of signing the financial statements, unless stated, are given below:

Mr J Xia

Mr W Edens (appointed 25<sup>th</sup> July 2018)

Mr N Sawiris (appointed on 25<sup>th</sup> July 2018)

Mr C Purslow (appointed on 14<sup>th</sup> September 2018)

#### **Employees**

The Company continues its policy of keeping its employees informed on a regular basis of matters concerning them as employees and on financial and economic factors affecting the performance of the Company.

#### **Disabled persons**

The Company recognises its responsibility to employ disabled persons in suitable employment and gives full and fair consideration to applications for employment made by such persons, having regard to their particular aptitudes and abilities.

Any employee who becomes disabled is encouraged to remain in the Company's employment, in the same job if this is practicable. If a change of job is necessary, such an employee is considered for any suitable alternative work which is available and any necessary training is arranged.

Disabled employees are treated equally with all employees in respect of their eligibility for training, career development and promotion.

#### **Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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.

## **Recon Group UK Limited**

Registered number: 10176070

### **Directors' report for the year ended 31 May 2019 (continued)**

#### **Directors' responsibilities statement (continued)**

The directors 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.

In the case of each director in office at the date the Directors' Report is approved:

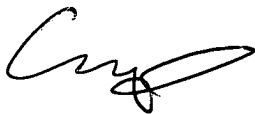
- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

#### **Directors' and officers' insurance**

The Company maintains cover under a qualifying third party indemnity for all directors and officers against liabilities which may be incurred by them whilst acting as directors or officers.

#### **Independent Auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting. This report was approved by the board on **02/08/19** and signed on its behalf.



**Mr C Purslow**  
**Director**



# **Recon Group UK Limited**

Registered number: 10176070

## ***Independent auditors' report to the members of Recon Group UK Limited***

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion, Recon Group UK Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 May 2019 and of the group's loss and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the consolidated and company balance sheets as at 31 May 2019; the consolidated profit and loss account, the consolidated cash flow statement, and the consolidated and company statements of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Independence**

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **Conclusions relating to going concern**

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the 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 group's and 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 the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's and company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union, which is currently due to occur on 31 October 2019, are not clear, and it is difficult to evaluate all of the potential implications on the group's trade, customers, suppliers and the wider economy.

#### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

## Recon Group UK Limited

Registered number: 10176070

### ***Independent auditors' report to the members of Recon Group UK Limited (continued)***

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### **Strategic report and Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 May 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

#### **Responsibilities for the financial statements and the audit**

##### **Responsibilities of the directors for the financial statements**

As explained more fully in the Directors' responsibilities statement set out on pages 5 and 6, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the company or to cease operations, or have no realistic alternative but to do so.

##### **Auditors' 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 auditors' 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

##### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **Other required reporting**

##### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Neil Philpott (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Birmingham

2 August 2019.

# Recon Group UK Limited

Registered number: 10176070

## Consolidated profit and loss account for the year ended 31 May 2019

		2019			2018		
		Operations excluding player trading	Player transactions	Total	Operations excluding player trading	Player transactions	Total
	Note	£'000	£'000	£'000	£'000	£'000	£'000
<b>Turnover</b>	2	52,610	1,648	54,258	65,583	3,017	68,600
Net operating expenses before player trading and exceptional items		(112,701)	(25,513)	(138,214)	(98,824)	(23,793)	(122,617)
<b>Operating loss before player trading and exceptional items</b>		(60,091)	(23,865)	(83,956)	(33,241)	(20,776)	(54,017)
Profit on disposal of players' registrations	5	-	10,598	10,598	-	15,882	15,882
Exceptional items – promotion liability	3	(30,000)	-	(30,000)			
Exceptional items – promotion related payments	3	(15,808)	-	(15,808)			
Profit on disposal fixed assets		36,374	-	36,374	-	-	-
Exceptional operating income	4	14,494	-	14,494	3,000	-	3,000
Total net operating expenses	3	(107,641)	(14,915)	(122,556)	(95,824)	(7,911)	(103,735)
<b>Operating loss</b>		(55,031)	(13,267)	(68,298)	(30,241)	(4,894)	(35,135)
Interest receivable and similar income	7			55			6
Interest payable and similar expenses	8			(641)			(940)
<b>Loss before taxation</b>				(68,884)			(36,069)
Tax on loss	9			-			-
<b>Loss for the financial year</b>				(68,884)			(36,069)

The results derive wholly from continuing operations of the Group.

There are no recognised gains and losses other than the loss for the current and previous financial year. Accordingly, no statement of other comprehensive income is presented.

Player transactions includes fees received for players out on loan, as well as amortisation, impairment and profit on disposal of players' registrations.

## Recon Group UK Limited

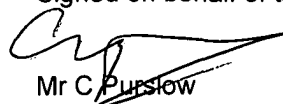
Registered number: 10176070

### Consolidated balance sheet as at 31 May 2019

	Note	2019 £'000	2018 £'000
<b>Fixed assets</b>			
Intangible assets	11	52,973	49,469
Tangible assets	12	33,768	43,934
		<b>86,741</b>	93,403
<b>Current assets</b>			
Stocks	14	-	-
Debtors	15	83,710	24,328
Cash at bank and in hand		21,900	3,437
		<b>105,610</b>	27,765
<b>Creditors: amounts falling due within one year</b>	16	<b>(103,651)</b>	(62,638)
<b>Net current assets/(liabilities)</b>		<b>1,959</b>	(34,873)
<b>Total assets less current liabilities</b>		<b>88,700</b>	58,530
<b>Creditors: amounts falling due after more than one year</b>	17	<b>(949)</b>	(9,113)
<b>Provisions for liabilities</b>	19	-	-
<b>Net assets</b>		<b>87,751</b>	49,417
<b>Capital and reserves</b>			
Called up share capital	20	127,545	69,460
Capital contribution		57,000	57,000
Merger reserve		302,688	302,688
Capital redemption reserve		49,133	-
Profit and loss account		(448,615)	(379,731)
<b>Total shareholders' funds</b>		<b>87,751</b>	49,417

The financial statements on pages 9 to 35 were approved by the board of directors on 02/08/19

Signed on behalf of the board of directors

  
Mr C. Purslow  
Director

## Recon Group UK Limited

Registered number: 10176070

### Consolidated statement of changes in equity for the year ended 31 May 2019

	Called up share capital £'000	Capital contribution reserve £'000	Merger reserve £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total shareholders' funds £'000
Balance at 1 June 2017	-	57,000	302,688	-	(343,662)	16,026
Loss for the financial year	-	-	-	-	(36,069)	(36,069)
Share capital issued in year	69,460	-	-	-	-	69,460
Balance at 31 May 2018	<b>69,460</b>	<b>57,000</b>	<b>302,688</b>	-	<b>(379,731)</b>	<b>49,417</b>
Loss for the financial year	-	-	-	-	(68,884)	(68,884)
Capital redemption in year	-	-	-	49,133	-	49,133
Share capital issued in year	58,085	-	-	-	-	58,085
Balance at 31 May 2019	<b>127,545</b>	<b>57,000</b>	<b>302,688</b>	<b>49,133</b>	<b>(448,615)</b>	<b>87,751</b>

The accounting policies and the notes on pages 15 to 35 form part of these financial statements.

## Recon Group UK Limited

Registered number: 10176070

### Company statement of changes in equity for the year ended 31 May 2019

	Called up share capital	Capital Contribution	Capital redempti on reserve	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000	£'000	£'000
Balance at 1 June 2017	-	57,000	-	(64)	56,936
Loss for the financial year	-	-	-	(71,640)	(71,640)
Share capital issued in year	69,460	-	-	-	69,460
Balance at 31 May 2018	<b>69,460</b>	<b>57,000</b>	-	<b>(71,704)</b>	<b>54,756</b>
Loss for the financial year	-	-	-	-	-
Capital redemption in year	-	-	49,133	-	49,133
Share capital issued in year	58,085	-	-	-	58,085
Balance at 31 May 2019	<b>127,545</b>	<b>57,000</b>	<b>49,133</b>	<b>(71,704)</b>	<b>161,974</b>

The accounting policies and the notes on pages 15 to 35 form part of these financial statements.

## Recon Group UK Limited

Registered number: 10176070

### Company balance sheet as at 31 May 2019

	Note	2019 £'000	2018 £'000
<b>Fixed assets</b>			
Investments	13	160,539	54,820
<b>Current assets</b>			
Debtors	15	1,743	1,743
Cash at bank and in hand		1	1
		1,744	1,744
<b>Creditors: amounts falling due within one year</b>	16	(309)	(1,808)
<b>Net current assets/(liabilities)</b>		1,435	(64)
<b>Total assets less current liabilities</b>		161,974	54,756
<b>Creditors: amounts falling due after more than one year</b>	17	-	-
<b>Net assets</b>		161,974	54,756
<b>Capital and reserves</b>			
Called up share capital	20	127,545	69,460
Capital contribution		57,000	57,000
Capital redemption reserve		49,133	-
Profit and loss account		(71,704)	(71,704)
<b>Total shareholders' funds</b>		161,974	54,756

The notes on pages 15 to 35 are an integral part of these financial statements.

The financial statements on pages 9 to 35 were approved by the Board of Directors on 02/08/19

The loss for the financial year in the financial statements of the parent Company was £nil (2018: £71,639,985).

Signed on behalf of the Board of Directors

  
Mr C Purslow  
Director

**Recon Group UK Limited**

**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**Consolidated cash flow statement for the year ended 31 May 2019**

		2019	2018
	Note	£'000	£'000
Net cash used in operating activities	21	(54,856)	(9,656)
Taxation paid		-	-
<b>Net cash used in operating activities</b>		<b>(54,856)</b>	<b>(9,656)</b>
<b>Cash flows from investing activities</b>			
Purchase of tangible fixed assets		(17,174)	(3,891)
Purchase of intangible fixed assets		(24,567)	(41,114)
Proceeds from disposal of tangible fixed assets		10	-
Proceeds from disposal of intangible fixed assets		9,417	37,057
Interest received		55	6
<b>Net cash used in investing activities</b>		<b>(32,259)</b>	<b>(7,942)</b>
<b>Cash flows from financing activities</b>			
Issue of share capital		105,719	69,460
Interest paid		(641)	(940)
Increase/(Decrease) in other borrowings		500	(48,000)
<b>Net cash from financing activities</b>		<b>105,578</b>	<b>20,520</b>
<b>Net increase in cash and cash equivalents</b>		<b>18,463</b>	<b>2,922</b>
Cash and cash equivalents at the beginning of the year		3,437	515
<b>Cash and cash equivalents at the end of the year</b>		<b>21,900</b>	<b>3,437</b>
<b>Cash and cash equivalents consists of:</b>			
Cash at bank and in hand		21,900	3,437
<b>Cash and cash equivalents</b>		<b>21,900</b>	<b>3,437</b>



## **Recon Group UK Limited**

### **Notes to the financial statements for the year ended 31 May 2019 (continued)**

#### **1 Accounting policies**

##### **General information**

Recon Group UK Limited ('the company') principal activity continues to be that of a holding company. The principal activity of the Group is the operation of a professional football club.

The company is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is Villa Park, Trinity Road, Birmingham B6 6HE.

##### **Statement of compliance**

The individual and consolidated financial statements of the company and the group have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

##### **Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The company has adopted FRS 102 in these financial statements.

##### **Basis of accounting**

The financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are also disclosed in this note.

The company has taken advantage of the exemption in section 408 of the Companies Act 2006 from disclosing its individual profit and loss account.

The principal accounting policies, which have been applied consistently throughout the year, are set out below.

##### **Exemptions for qualifying entities under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions. Exemptions under FRS 102 paragraph 1.12 have been applied for the Company: in relation to presentation of a cash flow statement, related party transactions, certain financial instrument disclosures and the non-disclosure of key management personnel compensation.

**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**1 Accounting policies (continued)**

**Going Concern**

The directors have formed a judgement that the company has adequate resources available to continue operating and to discharge all financial obligations as they fall due for a period of at least 12 months from the date of approval of the financial statements.

The company remains reliant on shareholder funding. The directors have prepared a detailed cash flow forecast for the forthcoming season to assess funding requirements. This is monitored and reassessed for player trading and league status to assess plans for each transfer window and for other significant variations such as investment into the group and company. The group have received £87m of capital funding subsequent to the year end, and based on current expectations are forecast to have sufficient resources to meet their liabilities as they fall due for a period of not less than 12 months from the date of these financial statements. Further investment in the playing squad during transfer windows or capital investment programs will be financed through owner funding or further player trading.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company NSW SCS. The Board, of which two members are the majority shareholders of the Club's ultimate controlling party, have received confirmation that the Club's ultimate controlling party, NSW SCS, intends to support the group and company for at least 12 months from the approval of these financial statements.

**Basis of preparation and consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 May each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities. All intercompany transactions and balances are eliminated on consolidation. Uniform accounting policies have been applied across the Group. The loss for the financial year/period dealt with in the financial statements of the parent Company was £nil (2018: £71,639,985). As permitted by section 408 of the Companies Act 2006, no separate profit and loss account is presented in respect of the parent Company.

The bringing together of the company's subsidiary undertakings has been accounted for using merger accounting principles set out in the Companies Act 2006 as applicable to group reconstructions. As such, these consolidated financial statements include the financial information in full of Recon Group UK Limited (for the year ending 31 May 2019) and Recon Sports Limited (for the year ending 31 May 2019) as required by Schedule 6 to SI 2008/410.

**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**1 Accounting policies (continued)**

**Turnover**

Turnover represents amounts receivable for goods and services, excluding transfer fees receivable in respect of the disposal of players' registrations, in the normal course of the Group's business. It is stated net of discounts and value added tax. Turnover in regards to player transactions relates to fees receivable for the loans of players' registrations.

Gate receipts turnover is recognised over the period of the English football season, covering the period from August to May each year, as home matches are played.

Fixed elements of broadcasting contracts are taken in proportion to the number of league matches played, home and away. Broadcasting facility fees are accounted for when earned.

Sponsorship turnover, including royalties are recognised over the duration of their respective contracts.

Merchandising, travel and catering turnover, included within Commercial turnover, are recognised on an earned basis. Executive box rentals are recognised over the duration of their contracts.

UEFA solidarity and prize money are distributions received from UEFA, European football's governing body. These amounts are recognised on an earned basis.

**Grants and donations**

Grants and donations received in respect of safety work and other stadium improvements are credited to deferred grant income and are released to the consolidated profit and loss account over the anticipated useful life of the assets to which they relate, or for as long as the Group owns the related assets.

**Fixed asset investments**

The Company's investments in subsidiaries are stated at cost less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

**Tangible fixed assets**

Tangible fixed assets are stated at historical purchase cost less accumulated depreciation and any provision for impairment. Cost includes the original purchase price of the asset and the costs directly attributable with the purchase of the asset. Depreciation is calculated on a straight-line basis to write down the assets to their estimated residual value over the anticipated useful lives, which are reassessed on a periodic basis, at the following annual rates:

Freehold land	Nil
Short leasehold property	10%
Freehold buildings	2-8%
Plant and equipment	10-33%

**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**1 Accounting policies (continued)**

**Intangible fixed assets – players' registrations**

The costs associated with the acquisition of players' registrations are capitalised as an intangible fixed asset at the date of acquisition and are amortised over the period of the respective player's contract, including extensions thereto.

Liability in respect of contingent appearance fees is recognised where the directors consider the likelihood of a player meeting future appearance criteria, laid down in the transfer agreement of that player, to be probable.

Internally generated intangible assets are held at £nil value. Any external costs incurred in extensions to a player's original contract are capitalised and amortised over the period of the player's extended contract.

The profit or loss arising out of the disposal of players' registrations represent the difference between the consideration receivable, net of any transaction costs, and the amortised cost of the intangible asset.

**Impairment of tangible and intangible fixed assets**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible fixed assets as included in cash generating units to determine whether there is any indication that those assets have suffered an impairment loss. If any such indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of fair value less costs to sell and the value in use. Any impairment loss is recognised immediately as an expense.

**Players' signing-on fees and loyalty payments**

Signing-on fees payable to players and loyalty payments, which are payable only if the player is still in employment with the Group, are recognised in operating expenses as incurred.

**Foreign currencies**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities held at the balance sheet date are revalued using the rate at that date.

**Bank borrowings**

Interest-bearing bank loans and overdrafts are recorded at the net proceeds received. Finance charges are accounted for on an accrual basis to the consolidated profit and loss account.

**Leases**

Assets acquired under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible assets and are depreciated over their useful lives. The capital element of future lease obligations are recorded as liabilities with the interest element being charged to the profit and loss account at a constant rate over the period of the lease.

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease.

**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**1 Accounting policies (continued)**

**Taxation (continued)**

The taxation expense represents the sum of tax currently payable or recoverable and deferred taxation and takes into account adjustments for prior periods

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Deferred taxation is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible timing differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, 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 there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is measured on an undiscounted basis.

**Pensions**

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

Certain of the Company's employees and ex-employees are members of the Football League Limited Pension and Life Assurance Scheme (FLLPLAS), a defined benefit scheme. As the Company is one of a number of participating employers in FLLPLAS it is not possible to identify the Company's share of the individual assets and liabilities within the scheme. However, the actuarial surplus or deficit is estimated and a provision is made for any unfunded obligation with any payments made being deducted from the outstanding balance. The assets of the scheme are held separately from those of the Group, being invested with insurance companies. Further details are set out in note 23.

**Subsidiary company audit exemption**

For the year ending 31 May 2019, Aston Villa Ladies Limited (Registered number: 08414046) and 1874 Development Limited (Registered number: 10484901) were entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

**Financial instruments**

The company has chosen to adopt sections 11 and 12 of FRS102 in respect of financial instruments.

**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**1 Accounting policies (continued)**

**Financial assets**

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, 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. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. 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 is recognised in the profit or loss account. Financial assets are derecognised when (a) the contractual rights to the cash flows from the assets expire or are settled, or (b) substantially all the risk and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

**Financial liabilities**

Basic financial liabilities, including trade and other payables and amounts due to fellow group companies 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 receipts discounted at a market rate of interest.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts 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 payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest.

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 they are included in a hedging arrangement.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

**Critical accounting judgements and estimation uncertainty**

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

**a) Players' registrations**

The costs associated with the acquisition of players' registrations are capitalised the fair value of the consideration payable including an estimate of the fair value of any contingent consideration. Subsequent reassessments of the amount of contingent consideration payable are also included in

## Notes to the financial statements for the year ended 31 May 2019 (continued)

### 1 Accounting policies (continued)

#### a) Players' registrations (continued)

the cost of the player's registration. The estimate of the consideration of the contingent payable requires management to assess the likelihood of specific performance conditions being met which would trigger the payment of the contingent consideration. This assessment is carried out on an individual player basis.

#### b) Impairment review

The Group will perform an impairment review on intangible assets, including player registrations if adverse events indicate that the amortised carrying value of the asset may not be recoverable. Whilst no individual player can be separated from the single cash generating unit, being the operations of the group as a whole, there may be certain circumstances where a player is taken out of the cash generating unit, when it becomes clear that they will not play for the club's first team again. For example a player sustaining a career threatening injury or is permanently removed from the first team squad for another reason. If such circumstances were to arise, the carrying value of the player would be assessed against the Group's best estimate of the player's fair value less any costs to sell.

### 2 Turnover

The Group's turnover is analysed into its five main components as follows:

	2019 £'000	2018 £'000
Gate receipts	12,745	11,831
Broadcasting	22,270	40,343
Sponsorship	7,339	4,757
Commercial	11,904	11,669
UEFA solidarity and prize money	-	-
	<b>54,258</b>	<b>68,600</b>

The constituents of each component are as follows:

Gate receipts – Revenues generated from the sale of match tickets.

Broadcasting – Distributions from the FA Premier League and English Football League broadcasting agreements, including the merit award, cup competition broadcasting rights and local radio broadcasting.

Sponsorship – Major sponsorship contracts and club partnership agreements.

Commercial – Merchandising, royalties, conference and banqueting, fees received for the loan of players' registrations and all other revenue sources.

UEFA solidarity and prize money – Distributions received from UEFA, European football's governing body.

The Group has one main business segment, that of professional football operations, and one main geographical segment, which is the United Kingdom, therefore no further segmental information is provided.

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 3 Loss before taxation

The Group's operating loss for the year has been arrived at after charging/(crediting):

	2019	2018
	£'000	£'000
Depreciation of owned tangible fixed assets	3,118	2,991
Impairment of owned tangible fixed assets	1,538	-
Profit on disposal of tangible fixed assets (including release of related grant income of £2,349,000)	(36,374)	-
Amortisation of players' registrations	25,513	23,793
Deferred grant income	-	(141)
Stock recognised as an expense	-	-
Staff costs (note 6) (including £11,654,795 of promotion related payments)	94,998	73,110
Community development expenditure	843	1,519
Youth development expenditure	9,280	10,713
Promotion related payments	15,808	-
Auditors' remuneration for audit services:		
- audit of the Company's subsidiaries	70	67
- audit-related assurance services	16	16
- non-audit services	89	69
Exceptional item – impairment of amounts due to the company relating to liabilities arising on promotion to the Premier League	30,000	-

The audit fee for the Company was borne by another Group Company in both financial years.

#### 4 Exceptional operating income

	2019	2018
	£'000	£'000
Income from compensation deed relating to freehold land	14,494	3,000
	14,494	3,000



**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**5 Profit on disposal of players' registrations**

The profit on disposal of players' registration in the year amounted to £10,598,204 (2018: profit of £15,882,323).

**6 Staff costs**

Group	2019 Number	2018 Number
Average monthly number of employees by activity:		
Players, football management and coaches	175	184
Commercial, merchandising and operations	146	128
Maintenance and administration	65	67
Full-time employees	386	379
Part-time employees on match days and other events	465	411
	851	790

	2019 £'000	2018 £'000
<b>Remuneration</b>		
Wages and salaries	85,229	65,122
Social security costs	9,316	7,501
Other pension costs (note 23)	453	487
	94,998	73,110

The Company does not have any employees (2018: none).

	2019 £	2018 £
<b>Directors' remuneration</b>		
Aggregate emoluments	530,664	403,014
Company contribution to money purchase schemes	3,365	35,000
	534,029	438,014

Company contribution to money purchase schemes relate to one director (2018: one).

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 6 Staff costs (continued)

	2019	2018
	£	£
<b>Remuneration of the highest paid director</b>		
Aggregate emoluments	<b>438,544</b>	438,014

All of the directors are remunerated in relation to their services to the Group by a subsidiary company and none of the directors received remuneration in relation to their services to the company.

Key management personnel are considered to be the statutory directors of the Company.

#### 7 Interest receivable and similar income

	2019	2018
	£'000	£'000
Interest receivable	<b>55</b>	6

#### 8 Interest payable and similar expenses

	2019	2018
	£'000	£'000
Interest on bank overdrafts and loans	<b>216</b>	308
Other interest payable	<b>425</b>	632
	<b>641</b>	940

# Recon Group UK Limited

## Notes to the financial statements for the year ended 31 May 2019 (continued)

### 9 Tax on loss

	2019 £	2018 £
<b>Current tax:</b>		
UK corporation tax: UK Corporation tax on loss for the year	-	-
Adjustment in respect of prior periods	-	-
	-	-
<b>Deferred tax:</b>		
UK: Origination and reversal of timing differences	-	-
Impact of change in tax rate	-	-
Tax on loss on ordinary activities	-	-

Corporation tax is calculated at 19% (2018: 19%) of the estimated assessable loss for the financial year.

The tax assessed for the year is higher (2018: higher) than the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are explained below:

	2019 £'000	2018 £'000
<b>Loss before taxation</b>	<b>(68,884)</b>	<b>(36,069)</b>
Tax at the UK corporation tax rate of 19% (2018: 19%)	<b>(13,088)</b>	<b>(6,853)</b>
Expenses not deductible for tax purposes	<b>6,276</b>	<b>377</b>
Income not taxable	<b>(2,812)</b>	<b>(90)</b>
Chargeable gains	<b>5,827</b>	<b>-</b>
Accounting profit on chargeable disposal	<b>(6,760)</b>	<b>-</b>
Movement in unprovided deferred tax	<b>10,557</b>	<b>6,566</b>
<b>Total tax charge for the year</b>	<b>-</b>	<b>-</b>

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 10 Dividends

The directors do not recommend the payment of a final dividend which results in no dividend being paid for the year (2018: £nil).

#### 11 Intangible assets

Group	Players' registrations £'000
<b>Cost</b>	
At 1 June 2018	93,898
Additions	31,153
Disposals	(5,257)
<b>At 31 May 2019</b>	<b>119,794</b>
<b>Accumulated amortisation</b>	
At 1 June 2018	44,429
Charge for the year	25,513
Disposals	(3,121)
<b>At 31 May 2019</b>	<b>66,821</b>
<b>Net book value</b>	
<b>At 31 May 2019</b>	<b>52,973</b>
At 31 May 2018	49,469

The Company does not have any intangible fixed assets (2018: £nil).

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 12 Tangible assets

Group	Freehold land and buildings £'000	Leasehold land and buildings £'000	Plant and equipment £'000	Total £'000
<b>Cost</b>				
At 1 June 2018	110,533	201	31,105	141,839
Additions	15,140	-	2,035	17,175
Disposals	(40,523)	-	(2,341)	(42,864)
<b>At 31 May 2019</b>	<b>85,150</b>	<b>201</b>	<b>30,799</b>	<b>116,150</b>
<b>Accumulated depreciation</b>				
At 1 June 2018	70,786	32	27,087	97,905
Charge for the year	1,422	2	1,694	3,118
Impairment charge for the year	-	-	1,538	1,538
Disposals	(19,404)	-	(775)	(20,179)
<b>At 31 May 2019</b>	<b>52,804</b>	<b>34</b>	<b>29,544</b>	<b>82,382</b>
<b>Net book value</b>				
<b>At 31 May 2019</b>	<b>32,346</b>	<b>167</b>	<b>1,255</b>	<b>33,768</b>
At 31 May 2018	39,747	169	4,018	43,934

Freehold land and buildings includes freehold land amounting to £5,142,925 (2018: £11,399,026) which has not been depreciated.

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 13 Investments

Company	Investment in subsidiaries £'000	Loans to subsidiaries £'000	Total £'000
<b>Cost</b>			
At 1 June 2018	92,460	34,000	126,460
Additions	105,719	-	105,719
<b>At 31 May 2019</b>	<b>198,179</b>	<b>34,000</b>	<b>232,179</b>
<b>Impairment</b>			
At 1 June 2018 and 31 May 2019	71,640	-	71,640
<b>Net book value</b>			
<b>At 31 May 2019</b>	<b>126,539</b>	<b>34,000</b>	<b>160,539</b>
At 31 May 2018	20,820	34,000	54,820

The Company and the Group have investments in the following subsidiary undertakings.

Company	Principal activity	Holding	
1874 Developments Limited	Property investment	1 ordinary £1 share	100%
Aston Villa Limited	Holding company	325,687,691 ordinary £1 shares	100%
Recon Football Limited*	Property investment	5,170,494,660 ordinary 5p shares	100%
Aston Villa Football Club Ltd	Commercial operations	84,938,182 ordinary £1 shares	100%
Aston Villa FC Limited*	Professional football club	2,000,000 ordinary £1 shares	100%
Aston Villa Ladies Limited*	Ladies football club	1 ordinary £1 share	100%
Villa In The Community*	Community activities	Limited by guarantee	-
Aston Villa Social Ent. CIC*	Community activities	7 ordinary shares of £10 each	100%

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 13 Investments (continued)

All of the subsidiary undertakings are incorporated in England and Wales and have a registered address of Villa Park, Birmingham B6 6HE. The results of the subsidiary undertakings have been consolidated in the Group financial statements. All of the above subsidiaries are owned directly by Recon Group UK Limited unless marked by an asterisk. The directors believe that the carrying value of the investments is supported by their underlying net assets.

At the balance sheet date, the Group held one share (2017: one) in The Football League Limited. Subsequent to the year end, this share was exchanged for one share in The Football Association Premier League Limited.

#### 14 Stocks

Group	2018 £'000	2017 £'000
Goods held for resale	-	-

The Company did not have any stock (2018: £nil). Stocks are stated after provisions for impairment of £nil (2018: £nil).

#### 15 Debtors

	Group 2019 £'000	Company 2019 £'000	Group 2018 £'000	Company 2018 £'000
Trade debtors	16,404	-	18,068	-
Amounts owed by group undertakings	2,898	1,743	2,898	1,743
Other debtors	702	-	733	-
Other loans receivable	56,700	-	-	-
Prepayments and accrued income	7,006	-	2,629	-
	83,710	1,743	24,328	1,743

Debtors are stated after provisions for impairment of £30,000,000 (2018: £nil)

Trade debtors and other debtors are measured at amortised cost. Derivative financial instruments are measured at fair value through profit or loss.

Other loans receivable are unsecured, repayable on demand and bear interest at rates ranging from 0% to 2%.

# Recon Group UK Limited

## Notes to the financial statements for the year ended 31 May 2019 (continued)

### 16 Creditors: amounts falling due within one year

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>2019</b>	<b>2019</b>	<b>2018</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Bank loans and overdrafts (note 18)	-	-	-	-
Trade creditors	<b>32,849</b>	-	20,544	-
Loan notes payable to parent undertakings (note 18)	-	-	1,000	1,500
Amounts owed to group undertakings	<b>309</b>	<b>309</b>	308	308
Taxation and social security	<b>2,817</b>	-	5,877	-
Other creditors	<b>1,210</b>	-	558	-
Other loans	-	-	5,000	-
Accruals and deferred income	<b>66,466</b>	-	29,351	-
	<b>103,651</b>	<b>309</b>	62,638	1,808

Amounts owed to parent and subsidiary undertakings are unsecured, bear no interest and are repayable on demand.

Trade creditors, amounts owed to parent and subsidiary undertakings and other creditors are measured at amortised cost.

Other loans are secured against certain receipts for the disposal of intangible asset registrations, incur interest of 5% - 7%, and are repayable on fixed repayment terms.



# Recon Group UK Limited

## Notes to the financial statements for the year ended 31 May 2019 (continued)

### 17 Creditors: amounts falling due after more than one year

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>2019</b>	<b>2019</b>	<b>2018</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Bank loans and overdrafts (note 18)	-	-	-	-
Loan notes payable to parent undertaking (note 18)	-	-	-	-
Trade creditors	<b>949</b>	-	6,764	-
Grants and donations	-	-	2,349	-
	<b>949</b>	-	9,113	-

#### Grants and donations

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>2019</b>	<b>2019</b>	<b>2018</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
At 1 June	<b>2,349</b>	-	2,490	-
Credit to loss from operations in the year	<b>(2,349)</b>	-	(141)	-
<b>At 31 May</b>	-	-	2,349	-

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 18 Loans and other borrowings

	Group 2019 £'000	Company 2019 £'000	Group 2018 £'000	Company 2018 £'000
Bank loans and overdrafts	-	-	-	-
Loan notes	-	-	1,000	1,500
Other loans	-	-	5,000	-
	-	-	6,000	1,500
Maturity of financial liabilities:				
Due in one year or less, or on demand	-	-	6,000	1,500
Due in more than 5 years	-	-	-	-
	-	-	6,000	1,500

#### 19 Provisions for liabilities

##### Deferred tax

The following are the major deferred tax liabilities recognised by the Group and Company and movements thereon during the current year and prior year.

Group and company	Capital allowances £'000	Short-term timing differences £'000	Losses £'000	Total £'000
At 1 June 2018	-	-	-	-
Credit to profit and loss account	-	-	-	-
<b>At 31 May 2019</b>	-	-	-	-

There is an unprovided deferred tax asset of £68.0m (2018: £58.5m) in respect of tax losses carried forward in the Group, and no unprovided deferred tax asset in the Company. No deferred tax asset will be recognised until the directors assess that these losses can be utilised with reasonable certainty.

# Recon Group UK Limited

## Notes to the financial statements for the year ended 31 May 2019 (continued)

### 20 Called up share capital

		2019		2018
	Number	£'000	Number	£'000
Allotted and fully paid – ordinary shares of £1 each	74,545,454	74,545	69,459,890	69,460
Allotted and part paid – ordinary shares of £1 each	70,158,657	53,000	-	-
	144,704,111	127,545	69,459,890	69,460

During the year, shares with a par value of £49,133,000 were redeemed by the company and cancelled with a transfer being made to the Capital redemption reserve.

### 21 Notes to the cash flow statement

	2019	2018
	£'000	£'000
<b>Loss for the financial year</b>	<b>(68,884)</b>	<b>(36,069)</b>
Adjustments for:		
Net interest expense	586	934
<b>Operating loss</b>	<b>(68,298)</b>	<b>(35,135)</b>
Profit on sale tangible fixed assets	(36,374)	-
Profit on disposal players registrations	(10,598)	(15,882)
Amortisation of players' registrations	25,513	23,793
Impairment of players' registrations	-	-
Depreciation of tangible fixed assets	3,118	2,991
Impairment of tangible fixed assets	1,538	-
Amortisation of grant income	-	(141)
Working capital movements:		
Decrease/(Increase) in debtors	2,633	(9,154)
Increase in creditors	27,612	23,872
<b>Cash flow used in operating activities</b>	<b>(54,856)</b>	<b>(9,656)</b>

**Notes to the financial statements  
for the year ended 31 May 2019 (continued)**

**22 Contingent liabilities and commitments**

The terms of certain contracts with other football clubs in respect of the acquisition of players' registrations include the payment of additional amounts upon the fulfilment of specific conditions in the future. The maximum unprovided liability which may arise in respect of these players at 31 May 2019 is £1.4m (2018: £2.0m).

A former employee has brought a claim against the club for automatic unfair dismissal. It is currently impracticable to estimate either the probability of the outcome of this claim or any potential financial effect

**23 Retirement benefit schemes**

Certain members of the Group's staff are members of either the Football League Limited Players' Retirement Income Scheme, a defined contribution scheme, or the Football League Limited Pension and Life Assurance Scheme (FLLPLAS), a defined benefit scheme. As the Company is one of a number of participating employers in the scheme, it is not possible to allocate any actuarial surplus or deficit on an annual basis. However, under Section 75 of the Pensions Act 1995, the Company, as a participating employer in the scheme, is liable to fund the deficit relating to Company's ex-employees who are members of the scheme. The Scheme Actuary finalised a full valuation as at 31 August 2017 and allocated £527,494 as the Club's share of the deficit. The deficit is funded by annual contributions. The balance outstanding at the year-end date is included in other creditors. The Club has made contributions of £93,291 in the year (2018: £89,916). The assets of the scheme are held separately from those of the Company.

At the year end, the amount outstanding in relation to the defined contribution schemes was £358,249 (2018: £451,540).

Contributions are also paid into individuals' private pension schemes. The total contributions across all schemes during the year amounted to £453,199 (2018: £487,061). At the end of the year contributions of £176,262 (2018: £nil) were outstanding.

**24 Events after the balance sheet date**

The group's ultimate parent, NSW SCS, made a capital injection of £30m on 9<sup>th</sup> July 2019 which increased share capital in Recon Group UK Limited at this date and was used to settle liabilities arising on promotion to the Premier League.

Since the balance sheet date various players have been bought and sold. The net income of these transfers, taking into account the applicable levies and sell on clauses, is £nil (2018: £2.9m). The net cost of these transfers, taking into account the applicable levies, is £131.9m (2018: £13.3m). These transfers will be accounted for in the year ending 31 May 2020.

## Recon Group UK Limited

### Notes to the financial statements for the year ended 31 May 2019 (continued)

#### 25 Related party transactions

The Company has taken advantage of the exemption under FRS 102 p33.2 from the provisions of not to disclose transactions with other entities that are wholly owned subsidiaries of Recon Group UK Limited.

At the year end, the Company had loans receivable of £56,700,000 (2017: nil) due from NSW Stadium Ltd, a company with common ultimate beneficial ownership.

#### 26 Commitments under operating leases

At 31 May 2019 the group had future minimum lease repayments under non-cancellable operating leases as follows:

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>2019</b>	<b>2019</b>	<b>2018</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Not later than 1 year	<b>2,600</b>	-	-	-
Later than 1 and not later than 5 years	<b>7,800</b>	-	-	-
	<b>10,400</b>	-	-	-

During the year the group sold land and property located at its Villa Park site to NSW Stadium Ltd, a company with common ultimate beneficial ownership. Sale proceeds were based upon an independent third-party valuation. The group subsequently entered into an operating lease agreement to lease the land and property.

#### 27 Ultimate parent undertaking and controlling party

At 31 May 2019 the directors consider NSW SCS, registered in Luxembourg to be the company's controlling party.