W. W. (1990) LIMITED

Annual Report and Financial Statements .

For the year ended 31 May 2016

A31 28/02/2017 COMPANIES HOUSE #257

## ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2016

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#### OFFICERS AND PROFESSIONAL ADVISERS

#### DIRECTORS

Y Shi

X Sun

#### **COMPANY SECRETARY**

R I Skirrow

#### REGISTERED OFFICE

Molineux Stadium Waterloo Road Wolverhampton WV1 4QR

#### BANKERS

Barclays Bank PLC 15 Colmore Row Birmingham B3 2BH

#### **AUDITOR**

Deloitte LLP Chartered Accountants and Statutory Auditor 2 Hardman Street Manchester M3 3HF

#### STRATEGIC REPORT

The directors, in preparing this strategic report, have complied with s414C of the Companies Act 2006.

#### PRINCIPAL ACTIVITIES

The principal activity of the group during the year was the provision of football and other related activities.

#### REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The company remains the parent company of the wholly owned subsidiaries Wolverhampton Wanderers FC (1986) Limited and Wolverhampton Wanderers Properties Limited (together, 'the group').

In the year under review, the Club competed in the Football League Championship. Although a sequence of four consecutive wins around Christmas and New Year took the team to 10<sup>th</sup> place and created some optimism for the remaining part of the season, the final months of the season were disappointing and led to a final position of 14<sup>th</sup> in the table.

Turnover for the year increased to £27.25m (2015: £26.4m), primarily as a result of a new, improved three year Football League television contract which produced an uplift of £0.5m from central distributions and a further £0.4m increase from facility fees of a higher number of Wolves' fixtures.

Despite the increase in season ticket holders to 14,136 (2015: 13,998), average league attendances decreased to 20,157 compared to 22,423 in the prior year. The resulting total net receipts fell by £0.25m. However, this shortfall was almost completely offset by increases in Commercial income of £0.2m, from areas including sponsorship and advertising.

Player trading in the year generated a net profit of £7.1m. The profit on disposal of players' registrations of £9.9m was primarily generated from the sales of Richard Stearman to Fulham and Benik Afobe to AFC Bournemouth during the summer 2015 and January 2016 transfer windows, respectively.

Of the costs associated with the restructuring of the Club at the end of the 2012/13 season, following a second consecutive relegation, only a small provision of £128k remains in the accounts at 31<sup>st</sup> May 2016. This provision is for "onerous contracts" which will be terminating during 2016/17 season and, hence, will be fully utilised during that period.

The ownership of W.W. (1990) Limited changed in July 2016 when it was acquired by a Chinese consortium. Its immediate acquirer, Prestige Century Holdings Limited, is itself a wholly owned subsidiary within the Fosun group of companies, the largest of which, and for which group financial statements are prepared, is Fosun International Holdings Limited.

Consequently, the aim for the group very much remains one of gaining promotion back to the Premier League and it is hoped that the increased investment in new players that will flow from the new owners, coupled to some promising, young players that have been developed through the Club's Academy system, will deliver success in the near future.

The directors serving during the year under review had remained committed to a medium to long term redevelopment project for the Molineux Stadium and its surrounding areas. Similarly, the group has continued to develop its Compton Park training ground and as part of that ongoing development work was carried out during this year on floodlighting and pitch improvements.

The continuing development of the facilities at the training ground continues to serve the football club well and is evidence of the significant importance that is attached to the development of "home grown" players of the required standard.

The Club continues to hold Category 1 Academy status under the Premier League's Elite Player Performance Plan ("EPPP") criteria as set in July 2012. The result of the most recent re-audit of provisions and practices, announced in June 2016, was that Category 1 status would continue for the next three years. This represented the highest possible endorsement. The relatively new Academy Arena, and its facilities, is vital in having maintained this top EPPP status.

The directors who have been appointed since the change in ownership share the same commitment as their predecessors to maintaining and developing both the Compton site and Molineux. They consider future prospects for the company to be good.

#### STRATEGIC REPORT (continued)

#### **GOING CONCERN**

The directors have concluded after making enquiries that they have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future and therefore they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the accounting policies in note 1 of the financial statements.

#### FINANCIAL RISK MANAGEMENT

The company's principal risk relates to the league in which the Club competes and the financial impact that this has on the business in terms of attendances and the funds received from central distributions made by either the Premier League or the Football League. The year under review was the final year that the Club, as a recently relegated club, will be entitled to receive Premier League "parachute" distributions.

The directors have reviewed the financial risk management objectives and policies of the group and do not consider it necessary to use hedging instruments or enter into any speculative financial instruments.

There is a comprehensive system in place for reporting financial information to the Board including the preparation of budgets for each business activity, monthly accounts comparisons to budget and the prior year and regular profit and loss projections and cash flow forecasts.

#### PRICE RISK

This is largely governed by the league in which the Club is competing and prices are set accordingly. The policy adopted recognises the inherent value of the fan base and core supporters and the need to grow the number of supporters following the team. By monitoring feedback and industry pricing the Club looks to offer good value for money to help achieve this objective.

#### LIQUIDITY AND CASH FLOW RISK

A large part of the seasonal business is paid for ahead of fixtures taking place, through the 'Early Bird' schemes on both ticketing and corporate business. Major fluctuations in cash flow during the season will usually only arise through player transactions during the transfer window periods. Match-to-match business is largely dependent upon attendance levels and team performances.

As most of the business is secured in advance of the start of the season, budgets can be prepared within defined key business parameters and hence working capital can be assessed and managed accordingly.

The W.W. (1990) Group, of which the Club is an integral company, continues to demonstrate effective working capital management with sufficient headroom to accommodate any seasonal fluctuations. Cash flows are prepared and managed on a monthly basis but monitored on a daily basis to the satisfaction of the directors and shareholders. Fosun Industrial Holdings Ltd, the ultimate holding company, have confirmed their intention to meet all of the obligations of the Group, to the extent they may be unable to meet those obligations themselves, for a period of not less than one year from the date of the signing of the financial statements.

#### **OWNERSHIP**

The company's ownership has changed since the end of the year under review. Late July 2016 saw W.W. (1990) Limited being acquired by Prestige Century Holdings Limited, itself a wholly owned subsidiary within the Fosun group of companies, the largest of which, and for which group financial statements are prepared, is Fosun International Holdings Limited.

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

R I Skirrow

Company Secretary 29th November 2016

#### **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 May 2016.

#### RESULTS AND DIVIDENDS

The directors are unable to recommend payment of a dividend (2015: £nil). The retained profit for the year of £5,831,000 has been credited to reserves (2015: £731,000).

#### POST BALANCE SHEET EVENTS

Details of post-year end trading are set out in note 25 to the financial statements.

#### DIRECTORS

The directors who served during the year and subsequently are listed below.

J D Moxey (resigned 5 August 2016) S P Morgan OBE (resigned 21 July 2016) V W Fairclough (resigned 21 July 2016)

A M Lewis (appointed 12 October 2015, resigned 21 July 2016)

Y Shi (appointed 21 July 2016) X Sun (appointed 21 July 2016)

#### DIRECTORS' INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors and these provisions remain in force at the date of this report.

#### **DISABLED EMPLOYEES**

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

#### **EMPLOYEE CONSULTATION**

The group considers that employee involvement is essential to the continuing development and success of its business and uses a variety of methods to inform, consult and involve its employees. This is achieved through formal and informal meetings.

#### **DIRECTORS' REPORT (continued)**

#### **AUDITOR**

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

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

A resolution to reappoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

#### APPROVAL OF REDUCED DISCLOSURES

The company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12 in respect of its separate financial statements, which are presented alongside the consolidated financial statements. The company's shareholder has been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The company also intends to take advantage of these exemptions in the financial statements to be issued in the following year. Objections may be served on the company by Prestige Century Holdings Limited, as its immediate parent.

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

R I Skirrow

Company Secretary 29th November 2016

#### DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

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

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF W.W. (1990) LIMITED

We have audited the financial statements of W.W. (1990) Limited for the year ended 31 May 2016 which comprise the consolidated profit and loss account, the consolidated statement of comprehensive income, the consolidated and company balance sheets, the consolidated and company statements of changes in equity, the consolidated cash flow statement and the related notes 1 to 26. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

#### Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 May 2016 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements 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.

Just Boyle

Scott Bayne FCA (Senior Statutory Auditor) for and on behalf of Deloitte LLP Chartered Accountants and Statutory Auditor Manchester, United Kingdom 1 December 2016

## CONSOLIDATED PROFIT AND LOSS ACCOUNT For the year ended 31 May 2016

	Note	Operations excluding player trading £'000	Player amortisation and trading £'000	2016 £'000	2015 £'000
TURNOVER	1,4	27,247		27,247	26,392
Net operating expenses	6.	(28,416)	(2,909)	(31,325)	(29,118)
OPERATING LOSS Release of a fundamental restructuring		(1,169)	(2,909)	(4,078)	(2,726)
provision	7	-	~	-	901
Profit on disposal of players' registrations	7		9,963	9,963	2,535
(LOSS)/PROFIT BEFORE FINANCING	7	(1,169)	7,054	. 5,885	710
Net finance (expense)/income	. 8			(54)	21
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION				5,831	731
Tax on profit on ordinary activities	9				-
PROFIT FOR THE FINANCIAL YEAR	4			5,831	731

All results derive from continuing operations.

There are no recognised gains and losses other than those included in the results above. Accordingly, no separate consolidated statement of comprehensive income has been prepared.

### CONSOLIDATED BALANCE SHEET As at 31 May 2016

Note	·2016 £'000	2015 £'000
FIXED ASSETS	2000	
Intangible assets 10	8,260	4,238
Tangible assets	54,156	55,079
CUIDD FROM A COMME	62,416	59,317
CURRENT ASSETS Stocks 13	488	327
Debtors 14	11,058	3,976
Cash at bank and in hand	14	1,025
	11,560	5,328
CREDITORS: amounts falling due		(( 000)
within one year 15	(13,318)	(6,928)
NET CURRENT LIABILITIES	(1,758)	(1,600)
TOTAL ASSETS LESS CURRENT LIABILITIES	60,658	57,717
CREDITORS: amounts falling due after more than one year 16	(854)	(262)
PROVISION FOR LIABILITIES 17	(203)	(2,977)
DEFERRED INCOME 18	(4,535)	(5,243)
NET ASSETS	55,066	49,235
CAPITAL AND RESERVES		
Called up share capital 19	78,000	78,000
Capital contribution reserve	100	100
Revaluation reserve	8,938	9,124
Profit and loss account	(31,972)	(37,989)
SHAREHOLDERS' FUNDS	55,066	49,235

These financial statements of W.W. (1990) Limited, registered number 02487393, were approved by the Board of Directors and authorised for issue on 19<sup>th</sup> November 2016.

Signed on behalf of the Board of Directors

Y Shi Director il do do

## COMPANY BALANCE SHEET As at 31 May 2016

	Note	2016 £'000	2015 £'000
FIXED ASSETS Investments	12	10,000	10,000
CURRENT ASSETS Cash at bank and in hand		. 1	. 1
CREDITORS: amounts falling due within one year	15	(2)	(18)
NET CURRENT LIABILITIES		(1)	(17)
NET ASSETS		9,999	9,983
CAPITAL AND RESERVES Called up share capital Capital contribution reserve Profit and loss account	. 19	78,000 100 (68,101)	78,000 100 (68,117)
SHAREHOLDERS' FUNDS		9,999	9,983

These financial statements of W.W. (1990) Limited, registered number 02487393, were approved by the Board of Directors and authorised for issue on 19th November 2016.

Signed on behalf of the Board of Directors

Y Shi Director

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY As at 31 May 2016

	Called up share capital £'000	Capital contribution reserve £'000	Revaluation reserve £'000	Profit and loss account £'000	Total £'000
At 31 May 2014 as previously reported Changes on transition to FRS 102 (see note 26)	78,000	100	9,310	(38,906)	48,504
At 1 June 2014 as restated Profit for the financial year and total	78,000	100	9,310	(38,906)	48,504
comprehensive income Transfer between reserves	-	-	(186)	. 731	731
At 31 May 2015 Profit for the financial year and total	78,000	100	9,124	(37,989)	49,235
comprehensive income Transfer between reserves	-	-	(186)	5,831 186	5,831
At 31 May 2016	78,000	100	8,938	(31,972)	55,066

# COMPANY STATEMENT OF CHANGES IN EQUITY As at 31 May 2016

	Called up share capital	Capital contribution reserve	Profit and loss account £'000	Total
At 31 May 2014 as previously reported	78,000	100	(68,116)	9,984
Changes on transition to FRS 102 (see note 26)	-			-
At 1 June 2014 as restated  Loss for the financial year and total comprehensive	78,000	100	(68,116)	9,984
expense			(1)	. (1)
At 31 May 2015	78,000	100	(68,117)	9,983
Profit for the financial year and total comprehensive income	·	-	16	. 16*
At 31 May 2016	78,000	100	(68,101)	9,999

## CONSOLIDATED CASH FLOW STATEMENT For the year ended 31 May 2016

	Note	2016 £'000	2015 £'000
Net cash flow from operating activities	20	(2,443)	(4,367)
Cash flows from investing activities			
Interest received and similar income		-	24
Purchase of tangible fixed assets		(999)	(3,586)
Sale of tangible fixed assets	•	•	16
Purchase of players		(6,027)	(4,736)
Sale of players		4,324	6,718
Net cash flows from investing activities	•	(2,702)	(1,564)
Cash flows from financing activities			
Finance leases		(18)	(16)
Interest paid		(54)	(3)
Net cash flows from financing activities		(72)	(19)
Net decrease in cash and cash equivalents	•	(5,217)	(5,950)
Cash and cash equivalents at beginning of year		1,025	6,975
Cash and cash equivalents at end of year		(4,192)	1,025
Cash and cash equivalents at end of year:			
Cash at bank and in hand		14	1,025
Bank overdraft		(4,206)	
		(4,192)	1,025

#### 1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### General information and basis of accounting

W.W. (1990) Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the group's operations and its principal activities are set out in the Strategic report on pages 2 to 3.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The prior year financial statements were restated for material adjustments on adoption of FRS 102 in the current year. For more information see note 26.

The functional currency of W.W. (1990) Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates. The consolidated financial statements are also presented in pounds sterling. Foreign operations are included in accordance with the policies set out below.

W.W. (1990) Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

#### Going concern

The group's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report above. This includes an overview of the group's financial position, its cash flows, liquidity position and borrowing facilities. In addition there is a description of the group's policies and procedures to manage their principal risks and uncertainties.

In ensuring that the group has sufficient liquid resources to meet its liabilities as they fall due, the directors have reviewed in detail the business' cash flow projections. After taking account of a possible downturn in results and performance, these projections indicate that the group has sufficient available resources to operate for the foreseeable future.

The directors have obtained a letter from Fosun Industrial Holdings Ltd, the ultimate holding company, which confirms their intention to meet all of the obligations of the Group, to the extent they may be unable to meet those obligations themselves, for a period of not less than one year from the date of the signing of the financial statements.

After making enquiries, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources and support to continue in operational existence for the foreseeable future. Accordingly, they adopt the going concern basis in preparing the annual report and financial statements.

#### Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 May each year.

#### Turnover

Turnover represents match receipts and other income associated with the principal activity of running a professional football club and excludes value added tax. Turnover is recognised when the provision of each service is complete. All turnover is derived from activities in the UK. The fixed element of broadcasting revenues is recognised over the duration of the football season whilst facility fees for live coverage or highlights are taken when earned. Merit awards are accounted for only when known at the end of the football season.

#### 1. ACCOUNTING POLICIES (continued)

#### Deferred income

Revenues received in advance are credited to deferred income and released to the profit and loss account over the period to which they relate.

#### Intangible fixed assets

The costs associated with the acquisition of players' registrations are capitalised as intangible fixed assets. These costs are fully amortised, in equal annual instalments, over the period of the respective players' contracts. Provision for impairment is made when it becomes apparent that any diminution in value is permanent.

#### Signing-on fees

Signing-on fees payable to players are charged, as part of operating expenses, to the profit and loss account over the period of the player's contract. Where a player's registration is transferred, any signing on fees payable in respect of future periods are charged against profit or loss on disposal of players' registrations.

#### Contingent appearance fees

Where the directors consider the likelihood of a player meeting future performance and appearance criteria laid down in the transfer agreement of that player to be probable, provision for this cost is made (see note 17). If the likelihood of meeting these criteria is not probable no provision is made.

#### Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost less estimated market residual value of each asset, on a straight-line basis over its expected useful life as below:

Land	Not depreciated
Stadium development	2%
Training facilities	2-20%
Car park	2%
Plant and equipment	10%
Motor vehicles	20%
Fixtures and fittings	12.5%

No depreciation is charged on capital work in progress until the assets are available for use. On completion, such assets are transferred to the appropriate category of tangible fixed assets.

#### Grants

Grants relating to tangible fixed assets are treated as deferred income (see note 18) and released to the profit and loss account over the expected lives of the assets concerned.

#### Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

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

#### (i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### 1. ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- (a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- (b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- (c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- (d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.
- (e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.
- (f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

#### (ii) Investments

Investments in subsidiaries are measured at cost less impairment.

#### (iii) Equity instruments

Equity instruments issued by the company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

#### Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

#### Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

#### 1. ACCOUNTING POLICIES (continued)

#### Impairment of assets (continued)

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

#### Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

#### Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. Net realisable value is based on estimated selling price less the estimated cost of disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

#### **Employee benefits**

Defined contribution arrangements are made to eligible employees of the group. The pension cost charged in the year represents contributions payable by the group. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

#### Leases and hire purchase contracts

Rentals paid under operating leases are charged on a straight line basis to the profit and loss account over the lease term, even if the payments are not made on such a basis.

Tangible fixed assets acquired under finance leases and hire purchase contracts are capitalised at the estimated fair value at the date of inception of each lease or contract. The total finance charges are allocated over the period of the lease in such a way as to give a reasonably constant charge on the outstanding liability.

#### Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

When the amount that can be deducted for tax for an asset that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax.

#### 1. ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the company is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model is measured using the tax rates and allowances that apply to sale of the asset.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### 2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the group's accounting policies, which are described in note 1, the directors 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. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and key sources of estimation uncertainty that the directors have made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

#### Contingent appearance fees

Provisions and contingent liabilities relating to player transfers include the directors' best estimate of future events, such as the number of appearances made by players, which determine amounts that will become payable. Actual future costs may differ from the amounts provided.

#### 3. COMPANY ONLY FINANCIAL STATEMENTS

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year amounted to £16,000 (2015: loss of £1,000).

#### 4. TURNOVER

An analysis of the group's turnover is as follows:

	2016 £'000	2015 £'000
Gate receipts	5,372	5,622
Sponsorship and advertising	. 3,452	3,063
Broadcasting rights	901	450
Commercial	3,416	3,606
League distributions	13,028	12,550
Other turnover	1,078	1,101
	27,247	26,392
INFORMATION REGARDING DIRECTORS AND EMPLOYEES	-	
WO OWNER TO WE WAS A STREET OF THE BOY EAST	2016	261.5
	2016 £'000	2015 £'000
Directors' emoluments	£'000	£/UUU
Remuneration	433	430
Pension contributions	433 75	75
Chiston contributions		. 73
	508	505
Highest paid director		
Remuneration	433	430
Pension contributions	75	· 75
	508	505
	,	
*	2016	2015
	No.	No.
Average number of persons employed (including directors)	•	
Playing staff	69	66
Non playing staff	200	182
	269	248
	2016	2015
	£'000	£,000
Staff costs during the year (including directors)	15.040	
Wages and salaries	15,919	15,654
Social security costs	2,192	1,875
Pension costs	129	128
	18,240	17,657
	<del></del>	

The number of directors who were members of a defined contribution scheme in the year was one (2015: one).

The above information regarding staff are those for the W.W. (1990) Limited group, as there are no employees of W.W. (1990) Limited apart from the directors. Directors' remuneration is paid by Wolverhampton Wanderers FC (1986) Limited. It is not practicable to allocate the directors' remuneration between their services as executives of W.W. (1990) Limited and their services as directors of Wolverhampton Wanderers FC (1986) Limited and Wolverhampton Wanderers Properties Limited.

The directors do not consider there to be any key management personnel other than the directors (2015: same).

#### 6. NET OPERATING EXPENSES

••			•	
			2016	2015
	Net operating expenses comprise:		£'000	£'000
	Depreciation of owned assets		1,892	1,782
	Depreciation of leased assets		15	12
	Amortisation of players' registrations		2,909	2,412
	Loss/(profit) on disposal of fixed assets	•	13	(4)
	Amortisation of grants (note 18)		(24)	(24)
	•		4,805	4,179
	Staff costs (note 5)		18,240	17,657
	Other operating charges	• •	8,280	7,282
	Operating expenses		31,325	29,118
7.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXAL	ION		
•	Profit before taxation is stated after		2016	2015
	charging/(crediting):		£,000	£,000
	Auditor's remuneration.		_	
	Audit fees - audit of the company's accounts	·	.2	. 2
	Audit fees - audit of the company's subsidiaries			
	pursuant to legislation		35	35
	Non-audit fees - tax services		21	. 8
	Depreciation of owned assets		1,892	1,782
	Depreciation of leased assets		15	12
	Amortisation of players' registrations	•	2,909	2,412
	Cost of stock recognised as an expense		1,037	1,026
	Release of contingent appearance fee provision		(41)	(238)
	Exceptional restructuring credit		(0.062)	(901)
	Profit on disposal of player registrations		(9,963)	(2,535)
:	Loss/(profit) on disposal of fixed assets	•	13	(4)
	Amortisation of grants (note 18)		(24)	(24)
	Operating leases			22
	Hire of plant and machinery		35	32
	Hire of assets other than plant and machinery		110 ·	104

The exceptional restructuring credit is in respect of the restructuring programme initiated by the Board following the second successive relegation of the football club in 2013, which includes a net restructuring credit of £nil (2015: £901,000).

### 8. NET FINANCE (EXPENSE)/INCOME

		•	2016 £'000	2015 £'000
Bank interest receivable Bank interest payable Interest payable on finance leases	· .		(50) (4)	25 (4)
Net finance (expense)/income			(54)	21

#### 9. TAX ON PROFIT ON ORDINARY ACTIVITIES

The group has no liability for taxation due to the availability of tax losses brought forward. The group has tax losses remaining to carry forward of £10,633,000 (2015: £18,289,000).

The standard rate of tax applied to reported profit on ordinary activities is 20.00% (2015: 20.83%). The applicable tax rate changed to 20% from 1 April 2015. The applicable tax rate has changed to 20% following the substantive enactment of the Finance Act 2013. Finance (No.2) Act 2015 enacted further reductions resulting in a main rate of corporation tax of 19% for financial years 2017 to 2019 and a rate of 18% with effect from 1 April 2020.

The difference between the total tax charge shown above and the amount calculated by applying Standard rate of UK Corporation Tax to the profit before tax is as follows:

The differences are explained below:	2016 £'000	2015 £'000
Profit on ordinary activities before tax	5,831	731
Tax on profit on ordinary activities at standard rate of 20.00% (2015: 20.83%)	1,166	152
Factors affecting charge: Expenses not deductible for tax purposes	226	230
Non-taxable income Utilisation of tax losses	(2) (1,390)	(6) (376)
Total tax charge for the year	-	-

The potential deferred tax asset of £3,720,000 (2015: £5,069,000), which arises largely in respect of losses carried forward, has not been recognised as it is not expected that there will be sufficient taxable profits of the right classification available in the foreseeable future against which the losses may be offset. In addition, deferred tax has not been provided in respect of revaluations of fixed assets. Following the revaluation in 2013, if the assets were to be sold at their revised valuation, the potential gain arising on the disposal of the stadium and training facilities would be offset by indexation allowance, therefore the tax estimated on the disposals would be £nil (2015: £nil).

•	· ·		£'000	£'000
Unutilised losses Accelerated capital allowances Other timing differences		٠.	1,914 1,791 15	3,858 1,120 91
Unrecognised deferred tax asset	•		3,720	5,069

#### 10. INTANGIBLE FIXED ASSETS

Group	Players' registrations £'000
Cost At 1 June 2015 Additions Disposals	18,295 8,745 (8,700)
At 31 May 2016	18,340
Amortisation At 1 June 2015 Charge for the year Disposals	14,057 2,909 (6,886)
At 31 May 2016	10,080
Net book value At 31 May 2016	8,260
At 31 May 2015	4,238

The company has no intangible assets relating to players' registrations.

#### 11. TANGIBLE FIXED ASSETS

Group	Stadium development £'000	Training facilities £'000	Plant, equipment and motor vehicles £'000	Car park	Fixtures and fittings £'000	Total £'000
Cost or valuation		•				
At 1 June 2015	44,605	9,383	5,755	763	4,518	65,024
Additions	60	444	193	-	302	999
Disposals	~	-	(11)	-	(10)	(21)
At 31 May 2016	44,665	9,827	5,937	763	4,810	66,002
Accumulated depreciation				•		
At 1 June 2015	1,749	426	3,921	156	3,693	9,945
Charge for the year	188	310	457	15	244	1,907
Disposals		· -	(6)	-		(6)
At 31 May 2016	2,630	736	4,372	171	3,937	11,846
Net book value			•			
At 31 May 2016	42,035	9,091	1,565	592	873	54,156
At 31 May 2015	42,856	8,957	1,834	607	825	55,079

Included within training facilities are long term leases with a net book value of £316,500 (2015: £319,000). The depreciation on these leased assets was £2,500 (2015: £2,500).

Included within plant and equipment is an asset held under finance lease with a net book value of £95,000 (2015: £107,000). The depreciation on these leased assets was £12,000 (2015: £9,000).

The stadium development and Compton training facilities were valued at £48,895,000, on a depreciated replacement cost basis, by Eddisons Commercials Limited, Chartered Surveyors, on 31 May 2013. This valuation was recognised as the deemed cost of these assets on transition to FRS 102, as permitted by section 35 of that standard. At 31 May 2016 the net book value determined according to the historical cost convention of these assets would be £38,759,000 (cost of £50,579,000 less accumulated depreciation of £11,820,000). All other tangible fixed assets are stated at historical cost less depreciation.

#### 12. INVESTMENTS

#### Company

	Subsidiary undertakings £'000
Cost	
At 1 June 2015 and 31 May 2016	14,660
Impairment	
At 1 June 2015 and 31 May 2016	. (4,660)
Net book value	· · · · · · · · · · · · · · · · · · ·
At 31 May 2015 and 31 May 2016	10,000
	<del></del>

The company wholly owns the following subsidiaries, both of which are incorporated in England.

Subsidiary undertakings

Activity

Wolverhampton Wanderers F.C. (1986) Limited

Football club

Wolverhampton Wanderers Properties Limited

Property company

#### 13. STOCKS

		•			Group		Company
				2016 £'000		2016 £'000	£'000
Goods held for resale	•		•	488	327		*

There is no material difference between the balance sheet value of stocks and their replacement cost.

#### 14. DEBTORS

•		Group		Company	
. ·	2016 £'000	2015 £'000	2016 £'000	2015 £'000	
Trade debtors	. 448	449	_	_ ·	
Other debtors	8,427	1,282	-	-	
Prepayments and accrued income	2,183	2,245	•	-	
	11,058	3,976	-	-	

All debtors are due within one year.

Debtors relating to player trading of £7,656,000 (2015: £203,000) are included in other debtors.

#### 15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	•	Group		Company	
	2016 £'000	2015 £'000	£'000	2015 £'000	
Bank overdraft (secured)	4,206	-	-	-	
Amounts due on finance leases	20	18	-	-	
Trade creditors	2,012	1,390	-		
Other taxation and social security	1,309	1,516	-	-	
Other creditors and accruals	5,771	4,004	2	18	
	13,318	6,928	2	18	

The amounts due on finance leases are secured on the assets to which they relate and will be fully settled within 5 years.

Amounts payable in respect of player trading of £4,143,000 (2015: £2,060,000) are included within other creditors.

#### 16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

•	(	•	Company		
	2016 £'000	2015 £'000	2016 £'000	2015 £'000	
Amounts due on finance leases	46	66		-	
Other creditors	808	196			
	854	262		<u>-</u>	

The amounts due on finance leases are secured on the assets to which they relate and will be fully settled within 5 years.

Amounts payable in respect of player trading of £805,000 (2015: £170,000) are included within other creditors.

#### 17. PROVISION FOR LIABILITIES

#### Group

	Contingent appearance fees £'000	Restructuring provision £'000	Total £'000
Balance at 1 June 2015	245	2,732	2,977
Released in the year	(41)	•	(41)
Utilised in the year	(129)	(2,604)	(2,733)
Balance at 31 May 2016	75	128	203

The company had no provisions for liabilities in either year.

In addition, the Group may be required to pay contingent sums, dependent on the occurrence of future first team and international appearances and on field playing success of £7,287,000 (2015: £3,114,000) at the balance sheet date.

The restructuring provision is in respect of the restructuring programme initiated by the Board following the second successive relegation of the football club. The club expects that the provision will be fully utilised within one year.

#### 18. DEFERRED INCOME

	Group	Advance revenue £'000	Deferred grant income £'000	Total £'000
	At 1 June 2015	4,207	1,036	5,243
	Amounts received in the year	3,514	•	3,514
	Transfer to profit and loss account	(4,198)	(24)	(4,222)
	At 31 May 2016	3,523	1,012	4,535
	The company had no deferred income in either year.			
19.	CALLED UP SHARE CAPITAL			
			2016	2015
			£'000	£,000
	Called up, allotted and fully paid			
	48 ordinary A shares of £1,000,000 each		48,000	48,000
	30,000,000 ordinary B shares of £1 each		30,000	30,000
			78,000	78,000
20.	RECONCILIATION OF OPERATING LOSS TO NI ACTIVITIES	ET CASH FLOW FROM	I OPERATINO 2016 £'000	3 2015 £'000
		•	. 2000	2000
	Operating loss		(4,078)	(2,726)
	Depreciation	• .	1,907	1,795
	Amortisation of players' registration	•	2,909	2,412
	Loss/(profit) on disposal of fixed assets	•	13	(4)
	Amortisation of deferred grant income		(24)	(24)
	Increase in stock		(161)	(91)
	Decrease in debtors		371	332
	Decrease in creditors	•	(776)	(300)
	Decrease in provisions		(2,604)	(5,761)
	Net cash flow from operating activities	: <del>-</del>	(2,443)	(4,367)

#### 21. FINANCIAL COMMITMENTS

	Gro	Group		Company	
	2016 £'000	2015 £'000	2016 £'000	2015 £'000	
Capital commitments		2000	2000	2000	
Contracted for but not provided	1,484	756	· -	• •	

Most of the committed capital expenditure can be attributed to the development of the Compton training ground.

#### Operating lease commitments

The group has no land and building operating leases.

Total future minimum lease payments under non-cancellable operating leases are as follows:

				Gro	up
•				2016	2015
	٠.	•	•	£'000 :	£,000
Within one year	•		,	14	4
Between one and five years				112	232
•	٠			126	236

The company had no operating lease commitments in either year.

#### 22. FINANCIAL INSTRUMENTS

The carrying values of the group's financial assets and liabilities are summarised by category below:

	2016 £'000	2015 £'000
Financial assets		2 000
Measured at undiscounted amount receivable		
Trade and other debtors (see note 14)	11,058	3,976
	,	
	2016 £'000	2015 £'000
Financial liabilities		000
Measured at amortised cost		•
Obligations under finance leases (see notes 15 and 16)	. 66	84
Measured at undiscounted amount payable		•
Bank overdraft (see note 15)	4,206	-
Trade and other creditors (see notes 15 and 16)	9,901	7,106
	14,173	7,190

#### 22. FINANCIAL INSTRUMENTS (continued)

The group's income, expense, gains and losses in respect of financial instruments are summarised below:

	2016 £'000	2015 £'000
Interest expense On financial liabilities at undiscounted amount payable	(50)	· _
On financial liabilities at amortised cost	(4)	· (4)

#### 23. PENSIONS

Certain staff of the group are members of either the Football League Limited 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 FLLPLAS, it is not possible to allocate any actuarial surplus or deficit on a meaningful basis and consequently contributions are expensed in the profit and loss account as they become payable. The assets of the scheme are held separately from those of the group, being invested with insurance companies. Under the provisions of FRS17 the scheme is treated as a defined benefit multi-employer scheme.

The scheme's actuary has advised that the participating employer's share of the underlying assets and liabilities cannot be identified on a reasonable and consistent basis and, accordingly, it has been accounted for by the company as a defined contribution scheme. At 31 August 2014, an MFR deficit was identified in the scheme, of which £81,865 was attributable to Wolverhampton Wanderers at 31 May 2016, resulting in a continuation of contributions advised by the actuary. The outstanding element of this cost is reflected in the total pension cost for the year of £129,000 (2015: £128,000).

#### 24. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The ultimate holding company is Fosun International Holdings Limited, a company incorporated in the British Virgin Islands. The immediate parent undertaking is Prestige Century Holdings Limited, a company registered in the British Virgin Islands.

The largest group of which the company is a member and for which group financial statements are prepared is that headed by Fosun International Holdings Limited.

The company has taken advantage of the exemptions available under FRS 102, section 33 "Related Party Disclosures" relating to transactions with its wholly owned subsidiary companies.

#### 25. POST BALANCE SHEET EVENTS

Since the year end, there has been a change in the ownership of the company. In July 2016, the company was acquired by Fosun International Holdings Limited who subsequently made a loan to the company of £21,000,000.

Also, since the year end, the group has sold player registrations recorded as intangible assets with a value at the balance sheet date of £804,502 (2015: £203,916). In addition, the group has acquired player registrations with a value of £17,152,721 (2015: £4,194,219) since the balance sheet date. Also, since the balance sheet date, the group has recognised a profit on sales of player registrations £1,604,034 (2015: £2,264,262).

#### 26. EXPLANATION OF TRANSITION TO FRS 102

This is the first year that the company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The following disclosures are required in the year of transition.

The last financial statements under previous UK GAAP were for the year ended 31 May 2015 and the date of transition to FRS 102 was therefore 1 June 2014. As a consequence of adopting FRS 102, a number of accounting policies have changed to comply with that standard. No adjustments were required to opening reserves or the prior year profit as a result of the transition.

On transition to FRS 102 the group took advantage of the provisions available under section 35 "Transition to this FRS" to use the previous GAAP valuation of its land and buildings as their deemed cost. Subsequent depreciation has been based on this deemed cost and started from the date at which the revaluation was established.