

Financial Statements

Drome Limited

For the 52-week period ended 29 January 2022



Company No. 03027454

Company information

Company registration number:	03027454
Registered office:	Sandbrook House Sandbrook Park Rochdale England OL11 1RY
Directors:	B C Bown

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Report of the directors

The directors present their report and the financial statements of the company for the 52-week period ended 29 January 2022.

Principal activity

The company did not trade during the period. There has been no income and expenditure and no change has arisen in the position of the company.

Directors

The directors of the company who served during the year were:

B C Bown

Statement of directors' responsibilities

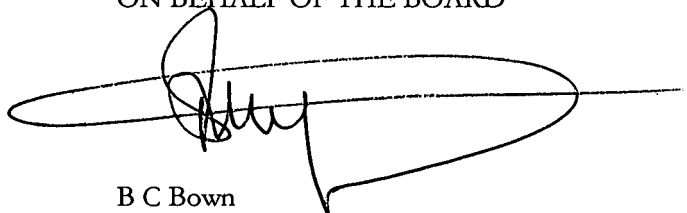
The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

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 Principles (UK GAAP), 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 and profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

ON BEHALF OF THE BOARD

A large, stylized handwritten signature in black ink, appearing to be 'B C Bown', written over a horizontal line.

B C Bown

14 / 11 / 2022

Balance sheet

	Note	2022 £	2021 £
Fixed assets		-	-
Current assets		-	-
Prepayments and accrued income		-	-
Creditors: amounts falling due within one year		-	-
Net current assets / (liabilities)		-	-
Total assets less current liabilities		-	-
Creditors: amounts falling due after more than one year		-	-
Accruals and deferred income		-	-
Net assets		-	-
Capital and reserves			
Called up share capital	2	2	2
Profit and loss account	3	(2)	(2)
Shareholder's deficit		-	-

Audit Exemption Statement

- For the 52-week period ending 29 January 2022 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.
- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

Directors' responsibilities:

- The directors have not required the company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

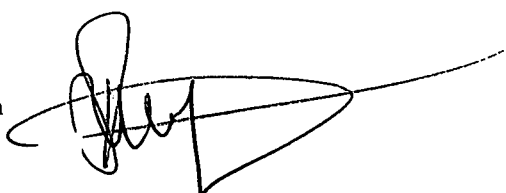
These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The company did not trade during the period. There has been no income and expenditure and no change has arisen in the position of the company.

The financial statements were approved by the Directors on

14/11/2022.

B C Bown
Director



Company registration number: 03027454

The notes on page 5 and 6 form part of these financial statements

Notes to the financial statements

1 Principal accounting policies

The financial statements have been prepared in under the historical cost convention and in accordance with the Companies Act 2006 and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

2 Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
20 ordinary shares of 10p each	<u>2</u>	<u>2</u>

3 Reserves

	Profit and loss account £
At 31 January 2021	(2)
Profit for the financial period	-
At 29 January 2022	<u>(2)</u>

The ultimate parent undertaking of the company is Pentland Group Limited as at the date of the signing of the financial statements, which is the largest group in which the Company is a member and for which group financial statements are drawn up. Pentland Group Limited is registered in England and Wales. Copies of the consolidated financial statements of Pentland Group Limited can be obtained from Companies House.

The smallest group of undertakings in which the Company's results are included in Footasylum Limited. Copies of the consolidated financial statements of Footasylum Limited can be obtained from Companies House.

4 Post balance sheet events

On 18 March 2019, in conjunction with the board at Footasylum Plc, JD Sports Fashion Plc announced the terms of an offer to be made for the remaining 81.3% of the ordinary share capital of Footasylum at a price of 82.5 pence per ordinary share. This offer was declared unconditional on 12 April 2019 with acceptances received for a total of 78,176,481 shares representing a further 74.8% of the issued ordinary share capital. The Board believes that JD Sports Fashion plc is a well-established business with a strong reputation for lifestyle fashion and, with JD's offering being differentiated to Footasylum, it is complementary as a Group. The Board also believes that there will be significant operational and strategic benefits from a combination of the two businesses.

On 17 May 2019, the CMA served an initial enforcement order under section 72(2) of the Enterprise Act 2002 on Pentland Group PLC (Pentland) and JD Sports Fashion PLC (JD Sports), in relation to the completed acquisition by JD Sports of Footasylum PLC. The deadline for the CMA to announce its decision whether to refer the Merger for a Phase 2 investigation is 19 September 2019. Whilst the enforcement order is ongoing, JD Sports Fashion plc will continue to offer financial support to Footasylum PLC and maintain Footasylum PLC as a going concern.

The Competition and Markets Authority ('CMA') announced in its Final Report ('FR') on 6th May 2020 that they were prohibiting the merger with JD Sports Fashion plc ('JD Sports') and that, consequently, they

Notes to the financial statements

required JD Sports to fully divest its investment. A claim for Judicial Review to the Competition Appeal Tribunal ('Tribunal') was made by JD Sports and the Tribunal issued their judgement on 13th November 2020. The Tribunal quashed the decision of the CMA in its FR in so far as its conclusions were based on the CMA's assessment of the likely effects of the COVID-19 pandemic (i) on the relevant markets, (ii) on the merging parties and/or the merged entity, and (iii) on the competitive constraints likely to apply to the merging parties and/or the merged entity where they did not have the necessary evidence from which it could properly draw such conclusions.

The CMA's application for permission to appeal the judgement was rejected on 17 December 2020 by the Tribunal and on 3 March 2021 by the Court of Appeal. The CMA will proceed with its reconsideration of the merger and on 19 May 2021 the CMA released JD Sports, Footasylum and Pentland from the Final Undertakings which included the divestment of Footasylum from JD Sports while their investigations continue.

The final report was released on 5 November 2021 and the CMA accepted the final undertakings on 14 January 2022 thereby requiring JD Sports to sell Footasylum as an effective and proportionate remedy.

On 14 February 2022, Footasylum was imposed with a penalty of £380,000 by the CMA because of a failure to comply with certain provisions of the interim order issued by the CMA on 19 May 2021.

On 5 August 2022, Aurelius Group completed the acquisition of Footasylum and its associated subsidiaries from JD Sports for a consideration of £37.5m. The sale has been agreed in accordance with the final undertakings issued by the CMA on 14 January 2022, following its decision to prohibit JD Sports's acquisition of Footasylum last year. On acquisition date a loan was made from Footasylum Ltd to Aurelius IV Acquico Two Limited (UK BidCo) totalling £14,964,411, this amount was drawn down from the new Wells Fargo £35m asset based lending facility."

5 Ultimate parent undertaking

At the balance sheet date the immediate parent undertaking is JD Sports Fashion Plc listed on the London stock exchange, of which their immediate parent undertaking is Pentland Group (Trading) Limited, a company registered in England and Wales. R S Rubin and his close family are considered the ultimate controlling party by virtue of their control of Pentland Group Holdings Limited (a company registered in Jersey). Consolidated financial statements will be prepared by Pentland Group Holdings Limited, which is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements for the year ended 31 December 2021. The consolidated financial statements of Pentland Group Holdings Limited can be obtained from the company's registered office at 26 New Street, St Helier, Jersey, JE2 3RA. The consolidated financial statements of JD Sports Fashion Plc are available to the public and may be obtained from The Company Secretary, JD Sports Fashion Plc, Hollinsbrook Way, Pilsworth, Bury, BL9 8RR or online at JDplc.com

On the 5th August 2022, Aurelius IV UK Acquico One Limited acquired 100% of Footasylum Ltd. AURELIUS Investment Lux One Sarl (incorporated in Luxembourg) owns 100% share capital if Aurelius IV UK Acquico One Limited and there is deemed no ultimate parent company or owner having above 15% ownership in the Fund and no individual ultimate parent company or owner having above 10% ownership in AURELIUS Investment Lux One Sarl, the top company in the acquisition of Footasylum Ltd.