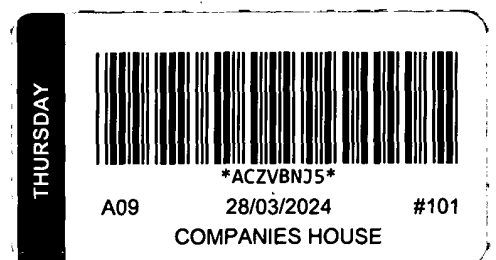


Company registration number 03295063 (England and Wales)

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023



WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

COMPANY INFORMATION

Directors	M Miles S Patel	(Appointed 28 February 2024)
Company number	03295063	
Registered office	The Hawthorns West Bromwich United Kingdom B71 4LF	
Auditor	Azets Audit Services 6th Floor, Bank House 8 Cherry Street Birmingham United Kingdom B2 5AL	

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

CONTENTS

	Page
Strategic report	1 - 4
Directors' report	5 - 7
Directors' responsibilities statement	8
Independent auditor's report	9 - 11
Statement of comprehensive income	12
Balance sheet	13
Statement of changes in equity	14
Notes to the financial statements	15 - 32

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 JUNE 2023

The directors present the strategic report for the year ended 30 June 2023.

Fair review of the business

The 2022/23 Season saw West Bromwich Albion Football Club compete in the English Football League (EFL) Championship for the second successive season.

On 28 February 2024 Bilkul Football WBA, LLC – a company ultimately owned by Shilen Patel and Dr Kiran C. Patel – acquired an 87.8% shareholding in the company's immediate parent company West Bromwich Albion Group Limited.

As a result Ke Xu and Guochuan Lai resigned as directors of the company on 28 February 2024 and Shilen Patel was appointed.

The club decided that Steve Bruce, who led the club to a 10th place finish during the 2021/22 season, should continue as Head Coach for the 2022/23 campaign.

Although a second season within the Championship brought about a further reduction in revenue, it was agreed with the Club's controlling shareholder, Guochuan Lai, that as strong a squad as possible should be retained in order to enhance the prospects of a return to the English Premier League. While Callum Robinson was sold, the board resisted offers for other senior players and recruited Brandon Thomas-Asante, Martin Kelly, Jed Wallace, John Swift, Okay Yokuslu, Nathaniel Chalobah, Tom Rogic and Erik Pieters to strengthen the squad. Dara O'Shea was sold at the end of the 2022/23 season in June 2023.

Unfortunately, the team were unable to consistently deliver positive results that suggested a challenge for promotion. Steve Bruce left his position as Head Coach of the Club on 10th October 2022, and Richard Beale was appointed as interim Head Coach on 10th October 2022. Subsequently, Carlos Corberan was then appointed as Head Coach on 25th October 2022 along with a number of other backroom staff.

Ron Gourlay (Chief Executive Officer) tendered his resignation in March 2023 and was placed on Gardening Leave on 14th June 2023. Mark Miles (Managing Director) subsequently assumed the duties of the Chief Executive Officer with immediate effect.

Financially, turnover decreased from £65.4m to £56.7m due to a fall in English Premier League media related activities income and sponsorship income, the company generated a loss before tax for the year of £11.0m (period ended 30 June 2022: Profit of £5.4m).

Staff costs increased to £45.9m (period ended 30 June 2022: £42.4m), with the increase predominantly driven by additional new first team players and the replacement of the Head Coach and related coaching staff.

The 2022/23 season saw an overall net increase in cash of £5.3m (period ended 30 June 2022: Net increase in cash of £4.7m), which is mainly attributed to a net inflow of a £20m MSD loan facility in West Bromwich Albion Group Limited which was passed onto West Bromwich Albion Football Club Limited to fund working capital. This was further supported by £9.8m in player sales (period ended 30 June 2022: inflow of £17.8m). The Club continues to re-base itself whilst continuing to play in the English Football League Championship.

In December 2022, the club authorised an independent King's Counsel investigation into a 2014 loan to West Bromwich Albion Holdings Limited from West Bromwich Albion Football Club Limited. The findings are yet to be reported to the club.

The Club and its 2022/23 official charity partners The Albion Foundation (TAF) and The Cyrille Regis Legacy Trust continued to support the local community in a variety of different ways. The Club and TAF continue to work collaboratively on several strategies including Safeguarding & Wellbeing, Sustainability, Equality, Diversity & Inclusion and fans for the future to name just a few. In September 2022 TAF ran a "Clash of the Legends" Charity match which was a celebration of the careers of former WBA players Chris Brunt and James Morrison. The game featured a number of former players from West Bromwich Albion and raised over £170,000 for TAF. In addition to supporting the Cyrille Regis Legacy Trust in a variety of ways, the club made a financial donation to the Trust for every "away" shirt sold. The away shirt was a modern take on a traditional shirt and featured a silhouette of the late Cyrille Regis.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

Statement by the Directors on performance of their statutory duties in accordance with s172(1) Companies Act 2006

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders in their decision making. This is achieved through regular contact (verbal and written) with the Senior Management Team and/or external advisors (where necessary), whose views and recommendations are taken into consideration.

The likely consequences of any decision in the long term

The Directors consider all the potential impacts and risks for the Club, supporters, employees, the local community, suppliers and the governing authorities when making decisions, believed to be in the best interest of the company and its shareholders.

All decisions are designed to promote success on the pitch, whether this be promotion from the English Football League (EFL) to the English Premier League (EPL) or the work undertaken to build a playing squad capable of regaining its English Premier League status. The relatively short-term nature of these goals is tempered by the Club's commitment to remain financially stable. The Board considers all the potential impacts and risks for the Club, supporters, employees, the local community, suppliers, and governing authorities when making decisions, which believes to be in the best interest of the Company and its shareholders.

The interests of the company's employees

The Club's employees are fundamental to the successful operations of the company, regardless of their role or where they are based. The Club and the Club's Board of Directors are fully committed to equality, diversity and inclusion objectives and ensure this is cascaded down to all departments. The Health and Safety of the Club's employees continues to be a key focus as is ensuring the mental well-being of all employees. As well as now having fully trained mental health first aiders, the Club has provided all employees with 24/7 access to relevant information and support lines.

The need to foster the company's relationships with suppliers, customers, and others

As a company we work closely with the business community across the local area in terms of using services, procuring goods, and providing conferencing facilities for them to use. Where possible, the company aims to support the local economy and recognises the need to be socially responsible. The company has good working relationships with key stakeholders, particularly our principal club sponsors, Ideal Heating. The company actively engages with its regulatory bodies (the EPL, the EFL and the Football Association) and is committed to operating within their framework of rules and regulations.

The Club's supporters are also of particular importance, and we are committed to maintaining an open dialogue with key stakeholders. The company ensures all facilities are maintained to a high standard and regularly engages in dialogue with supporters. This relationship is predominantly maintained through the Albion Assembly and shareholder meetings, which enable our supporters and shareholders to discuss key issues with senior Club officials.

The impact of the company's operations on the community and the environment

The company supports and works alongside The Albion Foundation, its charitable arm and official charity partner, to provide a number of initiatives to the local community. The Albion Foundation utilises the company's access to EPL and EFL funds, the Club's brand, and the power of football to deliver excellence in Wellbeing, Behaviour Change and Active Lifestyles to the local community. The company currently has three senior members of staff that serve as trustees to The Albion Foundation.

The company takes its environmental responsibilities very seriously and has recently developed several policies, along with a sustainability working group, to minimise its impact on the environment. It has recently embraced both the ESOS and SECR processes as it looks to reduce energy usage across all operations.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

The desirability of the company maintaining a reputation for high standards of business conduct

The very nature of the company's business means that it is high profile and generates significant interest, locally, nationally, and internationally. This makes it extremely important that the company maintains and conducts all its business to a very high standard. The directors have developed policies and frameworks to ensure this goal is met and when matters are identified or reported they are appropriately investigated, and actions taken as necessary.

The need to act fairly between members of the Group

All decisions are made with the benefit of the company at the fore and therefore they are for the benefit of all members of the Group.

Principal risks and uncertainties

The board is aware of the risks which affect the company. It has analysed previous seasons spent in the English Premier League and EFL Championship and has tried to implement lessons learnt from these experiences. The long-term policy of the Club is to strive to be a member of the English Premier League and improve its infrastructure year on year.

Credit and liquidity risk are the main financial risks faced by the company. Credit risk is mitigated by implementing effective credit control procedures on trade and other debtors. Liquidity Risk is mitigated by running detailed cash flow forecasts and budgets, enabling Management to make effective decisions in a timely manner.

The Board also actively monitors and considers the role of the Financial Fair Play ('FFP') regulations in how it operates. These regulations require that the Board considers all aspects of how any player transfer or wage agreements entered into are beneficial to the Club in the long-term as well as the short-term. The Club remains compliant with the Financial Fair Play regulations in 2022/23 season. The Management of the Club will continue to review forecast compliance with Financial Fair Play regulations.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

Key performance indicators

	Period ended 30 June 2023	Period ended 30 June 2022	Period ended 30 June 2021	Year ended 31 July 2020	Year ended 30 June 2019
League	Championship	Championship	Premier League	Championship	Championship
Turnover	£56.7m	£65.4m	£106.9m	£53.7m	£70.8m
Operating profit/ (loss) before player trading, amortisation and impairment	(£7.0m)	£4.6m	£21.1m	(27.0m)	£6.3m
(Loss)/profit before tax	(£11.0m)	£5.4m	£0.1m	(£23.4m)	(£6.6m)
League position	9th	10th	19th	2nd	4th
Points	66	67	26	83	80
Average attendance	23,000	21,900	N/A*	*24,100	24,100
Season ticket holders	18,328	17,680	N/A**	17,650	17,750

*Due to COVID-19 restrictions enforced both locally and nationally 18 of 19 home league fixtures were played behind closed doors. The final home league game of the season did see fans back at The Hawthorns but this was restricted to a maximum of 25% of stadium capacity.

**Season tickets that were sold ahead of the 2020/21 season were either refunded to fans or rolled over to be used against future purchases. No season ticket income has been recognised in 2020/21.

On behalf of the board



M Miles
Director

Date: 15/3/24

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2023

The directors present their annual report and financial statements for the year ended 30 June 2023.

Principal activities

The principal activity of the company ("the club") continued to be that of a Professional Football Club.

Results and dividends

The results for the year are set out on page 12.

Directors

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

R Gourlay	(Resigned 6 June 2023)
G Lai	(Resigned 28 February 2024)
M Miles	
K Xu	(Resigned 28 February 2024)
S Patel	(Appointed 28 February 2024)

Post reporting date events

Since the Balance Sheet date various players have been signed and sold.

The income arising from transfers and compensation agreements, taking into account the applicable levies and sell on clauses is £2,119,000. These transfers will be accounted for in the year ending June 2024.

In October 2023, the company entered into a term facility agreement for £4m with an independent UK based Financial Institution to bring forward the sales proceeds from the sale of Dara O'Shea. This facility is repayable over 2 years at a rate of interest of 8.5%.

In November 2023, West Bromwich Albion Group Limited extended the loan facility from MSD Holdings UK Limited by £8m. The extension of the loan has not impacted the repayment period or interest terms of the loan facility. Since the year end, £2m has been repaid to MSD.

On 28 February 2024 Bilkul Football WBA, LLC – a company ultimately owned by Shilen Patel and Dr Kiran C. Patel – acquired an 87.8% shareholding in West Bromwich Albion Group Limited, the immediate parent company of West Bromwich Albion Football Club Limited.

As part of the acquisition by Bilkul Football WBA, LLC, a funding agreement has been agreed with the club and EFL to 30 June 2025 which has also led to the liabilities associated with the (i) 2014 loan between West Bromwich Albion Football Club and West Bromwich Albion Holdings Limited and (ii) the March 2021 Wisdom Smart loans between Wisdom Smart Corporation Limited and West Bromwich Albion Group Limited being novated to Bilkul Football WBA, LLC. The Wisdom Smart loans including accrued interest have since been repaid to West Bromwich Albion Group Limited by Bilkul Football WBA, LLC, providing operating monies for the club. An additional capital injection totalling £2.52m has been received, aligned with the EFL funding agreement. These monies have been transferred to West Bromwich Albion Football Club Limited.

Auditor

The auditor, Azets Audit Services, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

Statement of carbon emissions in compliance with Streamlined Energy and Carbon Reporting (SECR)

	Year Ended 30 June 2023	Year Ended 30 June 2022
Total energy use covering electricity, gas, other fuels and transport	7,966,947	4,364,481 kWh
Total emissions generated through combustion of gas	296	355tCO ₂ e
Total emissions generated through use of purchased electricity	383	589tCO ₂ e
Total emissions generated through use of other fuels	1,426	131tCO ₂ e
Total emissions generated through business travel	75	72tCO ₂ e
Total gross emissions	2,180	1,147tCO ₂ e
Intensity ratio (total gross emissions) by square foot Club premises	10.07	5.32kgCO ₂ e

The Club has continued to implement various policies during and after the reporting period with the purpose of increasing the energy efficiency of the Club. This includes upgrading to LED lighting and fitting light sensors.

The Club is committed to responsible energy management and will continue to practice energy efficiency. The Club recognises that climate change is a serious environmental challenge currently threatening the global community and we understand we all have a role to play in reducing greenhouse gas emissions.

The above has been compiled using SECR methodology (as specified in "Environmental reporting guidelines: including Streamlined Energy and Carbon Reporting and greenhouse gas reporting") used in conjunction with Government GHG reporting conversion factors.

Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of Financial instruments.

Statement of disclosure to auditor

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

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

Going concern and future developments

These financial statements are prepared on the going concern basis. The directors assess going concern on a group wide basis. The directors have a reasonable expectation that the West Bromwich Albion group of companies, including West Bromwich Albion Football Club Limited will continue to operate for the foreseeable future. This being at least 12 months from the approval of the financial statements.

Following a second season within the EFL Championship in season 22/23, and the resultant reduction in revenues as compared to the English Premier League over subsequent seasons, the Board have paid due consideration to the overall club strategy, playing squad, and operating and financing cash flows, including all significant revenue streams, the operating cost base of the club, player trading and sources of finance.

The group prepares detailed cash flow forecasts each financial year considering a range of reasonable foreseeable potential scenarios in relation to income and costs, and has done so until the conclusion of season 24/25 – to 30 June 2025.

In December 2022, the group secured a 4-year £20m loan from MSD Holding UK Limited, which was further extended by £8m in November 2023.

On 28 February 2024 Bilkul Football WBA, LLC – a company ultimately owned by Shilen Patel and Dr Kiran C. Patel – acquired an 87.8% shareholding in West Bromwich Albion Group Limited.


As part of the acquisition by Bilkul Football WBA, LLC, a funding agreement has been agreed with the club and EFL to 30 June 2025 which has also led to the liabilities associated with the (i) 2014 loan between West Bromwich Albion Football Club and West Bromwich Albion Holdings Limited and (ii) the March 2021 Wisdom Smart loans between Wisdom Smart Corporation Limited and West Bromwich Albion Group Limited being novated to Bilkul Football WBA, LLC. The Wisdom Smart loans have since been repaid to West Bromwich Albion Group Limited by Bilkul Football WBA, LLC.

The sufficiency of the funding agreement in relation to projected cash requirements, the MSD loan, the expiration of a number of players contracts along with cash injection following the change of majority shareholding lead the directors to believe that the group will be able to meet its liabilities for a period of at least 12 months from the date of signing the financial statements.

The club retains a level of flexibility in its playing squad options and the directors will balance the financial needs with a squad that has the ability to still strive for promotion.

Based on the above, the directors remain confident the group will generate sufficient resources to meet its liabilities as they fall due for a period of at least 12 months and the Board has therefore concluded that it is appropriate for the financial statements to be prepared on a going concern basis.

On behalf of the board



M Miles
Director

Date: 15/3/24

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 30 JUNE 2023

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

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

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

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

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

Opinion

We have audited the financial statements of West Bromwich Albion Football Club Limited (the 'company') for the year ended 30 June 2023 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

Extent to which our procedures are capable of detecting irregularities, including fraud

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

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

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

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

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Ben Sheldon ACA (Senior Statutory Auditor)
For and on behalf of Azets Audit Services

Date: 21 March 2024

Chartered Accountants
Statutory Auditor

6th Floor, Bank House
8 Cherry Street
Birmingham
United Kingdom
B2 5AL

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2023

		Operations excluding player amortisation, impairment and trading	Player amortisation, impairment and trading	Year ended 30 June 2023	Year ended 30 June 2022
	Notes	£'000	£'000	£'000	£'000
Turnover	3	56,749	-	56,749	65,416
Operating expenses		(64,196)	(11,313)	(75,509)	(77,188)
Other operating income		488	-	488	-
Profit on disposal of player registrations		-	6,545	6,545	16,916
Operating (loss)/profit	4	(6,959)	(4,768)	(11,727)	5,144
Interest receivable and similar income				734	228
(Loss)/profit before taxation				(10,993)	5,372
Tax on profit	8			-	-
(Loss)/profit after taxation				(10,993)	5,372
(Loss)/profit for the financial year				(10,993)	5,372

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

The notes on pages 15 to 32 form part of these financial statements.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

BALANCE SHEET

AS AT 30 JUNE 2023

		2023	2022
	Notes	£'000	£'000
Fixed assets			
Intangible assets	10	21,344	33,926
Tangible assets	11	17,926	18,341
Investment properties	12	934	934
		<u>40,204</u>	<u>53,201</u>
Current assets			
Stocks	13	824	601
Debtors	14	19,261	20,126
Cash at bank and in hand		12,668	7,344
		<u>32,753</u>	<u>28,071</u>
Creditors: amounts falling due within one year	15	<u>(57,783)</u>	<u>(49,624)</u>
Net current liabilities		(25,030)	(21,553)
Total assets less current liabilities		<u>15,174</u>	<u>31,648</u>
Creditors: amounts falling due after more than one year	16	<u>(6,295)</u>	<u>(11,776)</u>
Net assets		<u>8,879</u>	<u>19,872</u>
Capital and reserves			
Called up share capital	18	-	-
Revaluation reserve	19	3,359	3,451
Investment property revaluation reserve	19	(613)	(613)
Profit and loss reserves	19	6,133	17,034
Total equity		<u>8,879</u>	<u>19,872</u>

The notes on pages 15 to 32 form part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 15/3/24 and are signed on its behalf by:



M Miles
Director

Company Registration No. 03295063

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2023

	Share capital	Revaluation reserve	Investment property revaluation reserve	Profit and loss reserves	Total
	£'000	£'000	£'000	£'000	£'000
Balance at 1 July 2021	-	3,543	(613)	11,570	14,500
Year ended 30 June 2022:					
Profit and total comprehensive income for the year	-	-	-	5,372	5,372
Transfers	-	(92)	-	92	-
Balance at 30 June 2022	-	3,451	(613)	17,034	19,872
Year ended 30 June 2023:					
Loss and total comprehensive income for the year	-	-	-	(10,993)	(10,993)
Transfers	-	(92)	-	92	-
Balance at 30 June 2023	-	3,359	(613)	6,133	8,879

The notes on pages 15 to 32 form part of these financial statements.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2023

1 Accounting policies

Company information

West Bromwich Albion Football Club Limited is a private company limited by shares incorporated in England and Wales. The registered office is The Hawthorns, West Bromwich, United Kingdom, B71 4LF.

At 30 June 2023, the company's ultimate parent company was Yunyi Guokai (Shanghai) Sports Development Limited, a company registered in China. On 28 February 2024 Bilkul Football WBA, LLC – a company ultimately owned by Shilen Patel and Dr Kiran C. Patel – acquired an 87.8% shareholding in West Bromwich Albion Group Limited. The highest company for which group financial statements as at 30 June 2023 have been prepared is West Bromwich Albion Group Limited, a company incorporated in England and Wales.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

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

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

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;

The financial statements of the company are consolidated in the financial statements of West Bromwich Albion Group Limited. These consolidated financial statements are available from its registered office, The Hawthorns, Halfords Lane, West Bromwich, West Midlands, B71 4LF.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

1 Accounting policies

(Continued)

1.2 Going concern

These financial statements are prepared on the going concern basis. The directors assess going concern on a group wide basis. The directors have a reasonable expectation that the West Bromwich Albion group of companies, including West Bromwich Albion Football Club Limited will continue to operate for the foreseeable future. This being at least 12 months from the approval of the financial statements.

Following a second season within the EFL Championship in season 22/23, and the resultant reduction in revenues as compared to the English Premier League over subsequent seasons, the Board have paid due consideration to the overall club strategy, playing squad, and operating and financing cash flows, including all significant revenue streams, the operating cost base of the club, player trading and sources of finance.

The group prepares detailed cash flow forecasts each financial year considering a range of reasonable foreseeable potential scenarios in relation to income and costs, and has done so until the conclusion of season 24/25 – to 30 June 2025.

In December 2022, the group secured a 4-year £20m loan from MSD Holding UK Limited, which was further extended by £8m in November 2023.

On 28 February 2024 Bilkul Football WBA, LLC – a company ultimately owned by Shilen Patel and Dr Kiran C. Patel – acquired an 87.8% shareholding in West Bromwich Albion Group Limited.

As part of the acquisition by Bilkul Football WBA, LLC, a funding agreement has been agreed with the club and EFL to 30 June 2025 which has also led to the liabilities associated with the (i) 2014 loan between West Bromwich Albion Football Club and West Bromwich Albion Holdings Limited and (ii) the March 2021 Wisdom Smart loans between Wisdom Smart Corporation Limited and West Bromwich Albion Group Limited being novated to Bilkul Football WBA, LLC. The Wisdom Smart loans have since been repaid to West Bromwich Albion Group Limited by Bilkul Football WBA, LLC.

The sufficiency of the funding agreement in relation to projected cash requirements, the MSD loan, the expiration of a number of players contracts along with cash injection following the change of majority shareholding lead the directors to believe that the group will be able to meet its liabilities for a period of at least 12 months from the date of signing the financial statements.

The club retains a level of flexibility in its playing squad options and the directors will balance the financial needs with a squad that has the ability to still strive for promotion.

Based on the above, the directors remain confident the group will generate sufficient resources to meet its liabilities as they fall due for a period of at least 12 months and the Board has therefore concluded that it is appropriate for the financial statements to be prepared on a going concern basis.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

1 Accounting policies

(Continued)

1.3 Turnover

Turnover represents all income arising from the activities of the company excluding player transfer fees and Value Added Tax. Included within turnover are English Premier League and Football League receipts, net gate receipts, merchandising/retail receipts, sponsorship and advertising receipts, conferencing and event receipts and other income.

English Premier League and EFL income is recognised in full in the season to which it relates.

English Premier League income rebates have been recognised in full in the season to which they relate.

Season tickets and seasonal hospitality income is recognised over the season to which they relate and released over the home matches played.

Sponsorship and advertising income is recognised over the duration of the contract. Dependant on the terms of the contract this can be spread on a match to match or straight line basis.

Net gate receipts, including match day hospitality receipts, are recognised in the relevant match date.

Conference and event income is recognised on the date of the event.

Retail income is recognised at the point of sale.

1.4 Intangible fixed assets and amortisation

The cost of acquiring player registrations is included in the balance sheet as intangible assets at cost less amortisation, which is charged over the length of the relevant contract. Contingent consideration is recognised when the defined events are deemed probable in the opinion of the directors - given the nature of the football industry, this is when the event has occurred. Provision is made where, in the opinion of the directors, an impairment of the carrying value of player registrations has occurred.

1.5 Tangible fixed assets

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

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

Freehold land and buildings	Nil
Freehold property	2% to 20% straight line
Fixtures, fittings, plant & equipment	2% to 25% straight line

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

Land is not depreciated. Depreciation on other assets is charged so as to allocate the costs of assets less their residual value over their estimated useful lives, using the straight-line method.

1.6 Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value at the reporting end date. Changes in fair value are recognised in profit or loss.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

1 Accounting policies

(Continued)

1.7 Impairment of fixed assets

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

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of cost and replacement cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.9 Cash and cash equivalents

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

1.10 Financial instruments

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

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

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

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

1 Accounting policies

(Continued)

Basic financial assets

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

Other financial assets

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

Impairment of financial assets

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

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

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

Derecognition of financial assets

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

Classification of financial liabilities

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

Basic financial liabilities

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

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

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

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

1 Accounting policies

(Continued)

Other financial liabilities

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

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

Derecognition of financial liabilities

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

1.11 Equity instruments

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

1.12 Taxation

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

Current tax

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

Deferred tax

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

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

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

1 Accounting policies

(Continued)

1.13 Employee benefits

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

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

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

1.14 Retirement benefits

The Company operates defined contribution plans for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Profit and loss account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plans are held separately from the Company in independently administered funds.

1.15 Leases

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

1.16 Government grants

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

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

1.17 Foreign exchange

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

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

1.18 Heritage Assets

The Club holds a collection of football memorabilia which is not recognised in the Balance Sheet as cost information is not readily available and the directors believe that the benefits of obtaining valuations for these items would not justify the cost. The memorabilia has been built up over many years through existing items from the Club, donations and occasional acquisitions. The Club draws upon the collection for display in the stadium. The directors are of the opinion, that should a valuation for the collection be obtained, that the valuation would not be material in the context of these financial statements and is incidental to the main activity of the Club. Consequently, further disclosures under FRS102 in respect of Heritage Assets are not deemed necessary.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

In preparing the financial statements, the directors have made the following key judgements, estimates or assumptions:

Impairment of non-current assets

The Company assess the impairment of tangible and intangible assets subject to amortisation or depreciation whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important that could trigger an impairment review include the following:

- Significant underperformance relative to historical or projected future operating results, including relegation from the current league;
- Significant damage or, in context of players; significant injury;
- Significant changes in the manner of the use of the acquired assets or the strategy for the overall business; and
- Significant negative industry or economic trends.

Investment property valuation

On 21 June 2017, the freehold investment property was professionally valued by Chartered Surveyors, on an open market for existing use basis.

The directors are of the view that there is no material difference between the carrying value and market value at 30 June 2023, informed by a further professional valuation performed by Chartered Surveyors in January 2024, on an open market for existing use basis.

Recoverability of loans

Management assess the recoverability of loans on an annual basis including amounts loaned to West Bromwich Albion Holdings Limited. As part of this process the Directors consider the likely fair value based on a likely plan for repayment. At 30 June 2023 this was considered likely as a result of a change in ownership of the company. On 28 February 2024 Bilkul Football WBA, LLC acquired an 87.8% shareholding in West Bromwich Albion Group Limited, the immediate parent company of West Bromwich Albion Football Club Limited.

As part of the acquisition by Bilkul Football WBA, LLC, a funding agreement has been agreed with the club and EFL to 30 June 2025 which has also led to the liabilities associated with the (i) 2014 loan between West Bromwich Albion Football Club and West Bromwich Albion Holdings Limited being novated to Bilkul Football WBA, LLC.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

3 Turnover and other revenue

	2023 £'000	2022 £'000
Turnover analysed by class of business		
Gate receipts	4,895	5,064
Merchandising	2,604	2,783
Media related activities	43,056	51,540
Other commercial income	6,194	6,029
	<u>56,749</u>	<u>65,416</u>
	2023 £'000	2022 £'000
Other revenue		
Interest income	734	228
Grants received	67	67
	<u></u>	<u></u>

All turnover arose within the United Kingdom and relates to the principal activity.

The Company only recognises one segment, being football operations, therefore no further segmental information is provided.

4 Operating (loss)/profit

	2023 £'000	2022 £'000
Operating (loss)/profit for the year is stated after charging/(crediting):		
Exchange (gains)/losses	(15)	278
Government grants	(67)	(67)
Depreciation of owned tangible fixed assets	857	884
(Profit)/loss on disposal of tangible fixed assets	-	72
Amortisation of player registrations	10,491	16,305
Impairment of player registrations	822	-
Profit on disposal of player registrations	(6,545)	(16,916)
Operating lease charges	67	73
	<u></u>	<u></u>

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

5 Auditor's remuneration

	2023 £'000	2022 £'000
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	46	27
For other services		
Audit-related assurance services	8	8
Taxation compliance services	11	9
Other taxation services	34	-
All other non-audit services	5	5
	<u>58</u>	<u>22</u>

6 Employees

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

	2023 Number	2022 Number
First Team Players and Coaching	77	67
Scholars and Youth coaching	62	60
Administration and Commercial	70	70
Ground Staff	19	13
Total	<u>228</u>	<u>210</u>

Their aggregate remuneration comprised:

	2023 £'000	2022 £'000
Wages and salaries	40,251	37,465
Social security costs	5,520	4,759
Pension costs	176	158
	<u>45,947</u>	<u>42,382</u>

In addition to the above the Club also employs an average of 258 (for the period ended 30 June 2022 - 229) temporary staff.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

7 Directors' remuneration

	2023 £'000	2022 £'000
Remuneration for qualifying services	1,047	644
Company pension contributions to defined contribution schemes	16	13
	<u>1,063</u>	<u>657</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 3 (2022 - 3).

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

	2023 £'000	2022 £'000
Remuneration for qualifying services	619	259
Company pension contributions to defined contribution schemes	2	-
	<u>621</u>	<u>259</u>

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £2,000 (2022: £1,000).

8 Taxation

	2023 £'000	2022 £'000
Deferred tax		
Origination and reversal of timing differences	43	80
Roll over relief on player registration timing differences	1,545	(1,512)
Other player registration timing differences	(440)	747
Tax losses carried forward	1,148	685
	<u>-</u>	<u>-</u>
Total deferred tax	-	-

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

8 Taxation

(Continued)

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

	2023 £'000	2022 £'000
(Loss)/profit before taxation	(10,993)	5,372
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 20.50% (2022: 19.00%)	(2,254)	1,021
Tax effect of expenses that are not deductible in determining taxable profit	45	14
Tax effect of utilisation of tax losses not previously recognised	-	(1,283)
Group relief	-	(66)
Research and development tax credit	29	-
Fixed asset differences	(199)	-
Other differences	-	314
Remeasurement of deferred tax for changes in tax rates	(532)	-
Movement in deferred tax not recognised	2,911	-
Taxation charge for the year	-	-

An increase in the UK corporation tax rate from 19% to 25% (effective from 1 April 2023) was substantively enacted on 24 May 2021.

The company has deferred tax liabilities arising on tangible and intangible fixed asset timing differences totalling £4,167,000 offset by deferred tax assets arising on losses, as balances arise in the same tax jurisdiction and can be legally offset. Losses amount to £31,922,000, with total deferred tax assets arising from losses totalling £7,981,000 and therefore in excess of deferred tax liabilities, however the excess is not recognised due to uncertainty over its recoverability.

9 Impairments

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

	Notes	2023 £'000	2022 £'000
In respect of:			
Intangible assets	10	822	-
Recognised in:			
Operating expenses		822	-

The impairment losses arise following the early termination of player registrations.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

10 Intangible fixed assets

	Player registrations £'000
Cost	
At 1 July 2022	92,547
Additions	365
Disposals	(16,921)
At 30 June 2023	75,991
Amortisation and impairment	
At 1 July 2022	58,621
Amortisation charged for the year	10,491
Impairment losses	822
Disposals	(15,287)
At 30 June 2023	54,647
Carrying amount	
At 30 June 2023	21,344
At 30 June 2022	33,926

More information on impairment movements in the year is given in note 9.

11 Tangible fixed assets

	Freehold land and buildings £'000	Fixtures, fittings, plant & equipment £'000	Total £'000
Cost			
At 1 July 2022	30,173	8,026	38,199
Additions	147	295	442
At 30 June 2023	30,320	8,321	38,641
Depreciation and impairment			
At 1 July 2022	12,351	7,507	19,858
Depreciation charged in the year	646	211	857
At 30 June 2023	12,997	7,718	20,715
Carrying amount			
At 30 June 2023	17,323	603	17,926
At 30 June 2022	17,822	519	18,341

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

12 Investment property

	2023 £'000
Fair value	
At 1 July 2022 and 30 June 2023	934

On 21 June 2017, the freehold investment property was professionally valued by Chartered Surveyors, on an open market for existing use basis.

The directors are of the view that there is no material difference between the carrying value and market value at 30 June 2023, informed by a further professional valuation performed by RICS registered Chartered Surveyors in January 2024, on an open market for existing use basis.

The carrying value of investment property comprises:

	2023 £'000	2022 £'000
Freehold	500	500
Long leasehold	434	434
	<u>934</u>	<u>934</u>

13 Stocks

	2023 £'000	2022 £'000
Finished goods and goods for resale	824	601

Stocks are stated after provisions for impairment of £80,251 (2022: £84,395).

There is no material difference between the replacement cost of stocks and the amounts stated above.

14 Debtors

	2023 £'000	2022 £'000
Amounts falling due within one year:		
Trade debtors	2,492	327
Amounts receivable in respect of player transfers	3,034	8,514
Corporation tax recoverable	18	395
Amounts owed by group undertakings	2,584	2,697
Amounts owed by West Bromwich Albion Holdings Limited	4,056	3,965
Other debtors	778	21
Prepayments and accrued income	2,478	4,207
	<u>15,440</u>	<u>20,126</u>

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

14 Debtors	(Continued)	
	2023 £'000	2022 £'000
Amounts falling due after more than one year:		
Amounts receivable in respect of player transfers	3,821	-
Total debtors	19,261	20,126

Trade debtors are stated after provisions for impairment of £11,000 (2022: £11,000).

Amounts owed by West Bromwich Albion Holdings Limited consist of amounts totalling £3,778,000 (2022: £3,778,000) ("2014 loan") which are unsecured, repayable on demand and accrue interest at the Bank of England's Base rate + 5% and amounts totalling £278,000 (2022: £187,000) representing legal and professional costs incurred on behalf of West Bromwich Albion Holdings Limited and are interest free, unsecured and repayable on demand.

Prepayments and accrued income includes additional accrued interest amounts due from West Bromwich Albion Holdings Limited of £1,615,000 (2022: £1,306,000).

As part of the acquisition by Bilkul Football WBA, LLC, the liabilities associated with the 2014 loan between West Bromwich Albion Football Club and West Bromwich Albion Holdings Limited have been novated to Bilkul Football WBA, LLC on 28 February 2024.

15 Creditors: amounts falling due within one year		2023 £'000	2022 £'000
	Notes		
Trade creditors		1,232	756
Amounts payable in respect of player transfers		5,139	10,741
Amounts owed to group undertakings		36,321	18,645
Taxation and social security		3,557	2,122
Government grants	17	67	67
Other creditors		724	305
Accruals and deferred income		10,743	16,988
		57,783	49,624

Amounts owed to group undertakings are unsecured, have no fixed date for repayment and are all repayable on demand. The directors do not expect to make substantial repayment of the amounts owed to group undertakings within 12 months following approval of these financial statements.

16 Creditors: amounts falling due after more than one year		2023 £'000	2022 £'000
	Notes		
Amounts payable in respect of player transfers		5,300	10,714
Government grants	17	995	1,062
		6,295	11,776

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

17 Government grants

	2023 £'000	2022 £'000
Arising from government grants	1,062	1,129
Included in the financial statements as follows:		
Current liabilities	67	67
Non-current liabilities	995	1,062
	1,062	1,129

18 Share capital

	2023	2022
2 ordinary shares of £'0001 each	2	2

19 Reserves

Revaluation reserve

The revaluation reserve represents amounts revalued in relation to freehold property.

Investment property revaluation reserve

The investment property revaluation reserve represents amounts revalued in relation to investment property net of deferred tax recognised on the revaluation.

Profit and loss reserves

The profit and loss account reserve represents all current and prior period cumulative profits and losses. The profit and loss account reserve comprises the profit and loss account and the investment property revaluation reserve. The investment property revaluation reserve is shown separately in order to disclose fair value movements.

20 Contingent liabilities

a) The terms of certain contracts with other football clubs in respect of the transfer of players' registrations include the payment of certain amounts upon fulfilment of a specific number of appearances in the future, or the occurrence of future events, which amounts to £7.6m (2022: £10.7m).

b) In December 2022, West Bromwich Albion Group Limited secured a £20m loan facility from MSD UK Holdings Limited, which has been fully drawn down. The loan is secured by a fixed and floating charge over all of the assets of West Bromwich Albion Group Limited, West Bromwich Albion Football Club Limited, WBA Football Development Limited and West Bromwich Albion Heritage Limited. The loan facility was extended by £8m in November 2023.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

21 Operating lease commitments

Lessee

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

	2023 £'000	2022 £'000
Within one year	75	66
Between two and five years	101	146
In over five years	2	-
	<u>178</u>	<u>212</u>

22 Pension commitments

The Company operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Company in independently administered funds. The pension cost charge represents contributions payable by the Company to the funds and amounted to £159,668 (2022: £158,000). Contributions totalling £27,607 (2022: £25,000) were payable to the funds at the balance sheet date and are included in creditors.

23 Related party transactions

Transactions with West Bromwich Albion Holdings Limited

Amounts owed by West Bromwich Albion Holdings Limited consist of amounts totalling £3,778,000 (2022: £3,778,000) ("2014 loan") which are unsecured, repayable on demand and accrue interest at the Bank of England's Base rate + 5% and amounts totalling £278,000 (2022: £187,000) (£91,000 increase during the period) representing legal and professional costs incurred on behalf of West Bromwich Albion Holdings Limited and are interest free, unsecured and repayable on demand.

Prepayments and accrued income includes additional accrued interest amounts due from West Bromwich Albion Holdings Limited of £1,615,000 (2022: £1,306,000).

As part of the acquisition by Bilkul Football WBA, LLC, the liabilities associated with the 2014 loan between West Bromwich Albion Football Club and West Bromwich Albion Holdings Limited have been novated to Bilkul Football WBA, LLC on 28 February 2024.

The Albion Foundation

During the year, the company processed payroll on behalf of The Albion Foundation at a total value of £1,941,000 (2022: £1,788,000) and have been repaid in full. £180,000 (2022: £Nil) was outstanding at the balance sheet date within other debtors.

During the year, the company made sales to The Albion Foundation totalling £24,782 (2022: £19,577.23) and incurred purchases totalling £46,750 (2022: £6,260). £48,776 (2022: £45,745) was outstanding at the balance sheet date within trade debtors and £18,468 (2022: £5,500) was due within trade creditors.

M Miles is also a director of The Albion Foundation.

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

24 Events after the reporting date

Since the Balance Sheet date various players have been signed and sold.

The income arising from transfers and compensation agreements, taking into account the applicable levies and sell on clauses is £2,119,000. These transfers will be accounted for in the year ending June 2024.

In October 2023, the company entered into a term facility agreement for £4m with an independent UK based Financial Institution to bring forward the sales proceeds from the sale of Dara O'Shea. This facility is repayable over 2 years at a rate of interest of 8.5%.

In November 2023, West Bromwich Albion Group Limited extended the loan facility from MSD Holdings UK Limited by £8m. The extension of the loan has not impacted the repayment period or interest terms of the loan facility. Since the year end, £2m has been repaid to MSD.

On 28 February 2024 Bilkul Football WBA, LLC – a company ultimately owned by Shilen Patel and Dr Kiran C. Patel – acquired an 87.8% shareholding in West Bromwich Albion Group Limited, the immediate parent company of West Bromwich Albion Football Club Limited.

As part of the acquisition by Bilkul Football WBA, LLC, a funding agreement has been agreed with the club and EFL to 30 June 2025 which has also led to the liabilities associated with the (i) 2014 loan between West Bromwich Albion Football Club and West Bromwich Albion Holdings Limited and (ii) the March 2021 Wisdom Smart loans between Wisdom Smart Corporation Limited and West Bromwich Albion Group Limited being novated to Bilkul Football WBA, LLC. The Wisdom Smart loans including accrued interest have since been repaid to West Bromwich Albion Group Limited by Bilkul Football WBA, LLC, providing operating monies for the club. An additional capital injection totalling £2.52m has been received, aligned with the EFL funding agreement. These monies have been transferred to West Bromwich Albion Football Club Limited.

25 Capital commitments

At 30 June 2022 and 30 June 2021, the company had the following capital commitments:

	2023 £'000	2022 £'000
Contracts for future capital expenditure not provided in the financial statements		
- Freehold property	783	783

The above capital commitment relates to the installation of a new bollards system around the stadium to ensure that The Hawthorns is as secure as possible for spectators.

26 Ultimate controlling party

At 30 June 2023, the company's ultimate parent company was Yunyi Guokai (Shanghai) Sports Development Limited, a company registered in China, and the ultimate UK parent was West Bromwich Albion Holdings Limited. The company's immediate parent company is West Bromwich Albion Group Limited, a company incorporated in England and Wales, United Kingdom. It is anticipated that the highest company for which consolidated accounts will be published which include this company will be West Bromwich Albion Group Limited. These accounts can be obtained from Companies House, Cardiff.

The ultimate controlling party of Yunyi Guokai (Shanghai) Sports Development Limited is G Lai by virtue of control over various trusts in place.

On 28 February 2024 Bilkul Football WBA, LLC – a company ultimately owned by Shilen Patel and Dr Kiran C. Patel – acquired an 87.8% shareholding in West Bromwich Albion Group Limited, the immediate parent company of West Bromwich Albion Football Club Limited.