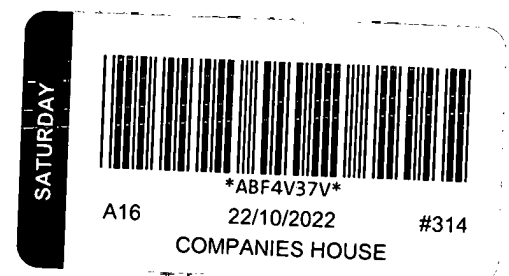


Directors' Report and
Financial Statements for the Period 31 January 2021 to 29 January 2022
for
Activinstinct Ltd



Contents of the Financial Statements
for the Period 31 January 2021 to 29 January 2022

	Page
Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	3
Balance Sheet and Statement of Profit and Loss and Other Comprehensive Income	4
Notes to the Financial Statements	5

DIRECTORS:

N J Greenhalgh
R Schultz

SECRETARIES:

N Cassidy
Oakwood Corporate Secretary Limited

REGISTERED OFFICE:

Edinburgh House
Hollins Brook Way
Pilsworth
Bury
Lancashire
BL9 8RR

REGISTERED NUMBER:

04478999 (England and Wales)

Directors' Report
for the Period 31 January 2021 to 29 January 2022

The directors present their report with the financial statements of the company for the period 31 January 2021 to 29 January 2022.

REVIEW OF BUSINESS

The Company has not traded during the current or prior period. The Directors do not expect that this position will change within the foreseeable future. The Company has been a dormant company in terms of section 1169 of the Companies Act 2006.

GOING CONCERN

As the Directors do not intend to acquire a replacement trade for the Company, they have not prepared the financial statements on a going concern basis. Going forward, the Company will be a dormant company in terms of section 1169 of the Companies Act 2006.

The Company is a subsidiary undertaking of JD Sports Fashion Plc, and it reliant on this company for its continued financial support. JD Sports Fashion Plc has indicated its on-going support for a period of at least one year from the date these accounts have been signed provided that the Company remains in the Group.

PROPOSED DIVIDEND

The Directors do not recommend the payment of a dividend (2021: £nil).

POLITICAL DONATIONS AND EXPENDITURE

The Company made no political contributions or charitable donations during the period (2021: £nil).

DIRECTORS

N J Greenhalgh has held office during the whole of the period from 31 January 2021 to the date of this report.

Other changes in directors holding office are as follows:

R Schultz was appointed as a director after 29 January 2022 but prior to the date of this report.

P A Cowgill ceased to be a director after 29 January 2022 but prior to the date of this report.

None of the Directors who held office at the end of the financial period had any disclosable interest in the shares of the Company or any rights to subscribe for shares in the Company.

Messrs PA Cowgill and NJ Greenhalgh were directors of JD Sports Fashion Plc during the period and their interests in its share capital are shown in the Directors' Remuneration Report of that Company.

ON BEHALF OF THE BOARD:



N J Greenhalgh - Director

Date: 11 October 2022

Statement of Directors' Responsibilities
for the Period 31 January 2021 to 29 January 2022

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Balance Sheet
29 January 2022

	Notes	£'000	2022 £'000	£'000	2021 £'000
CURRENT ASSETS					
Debtors	5		2,394		2,394
CREDITORS					
Amounts falling due within one year	6		<u>403</u>		<u>403</u>
NET CURRENT ASSETS			<u>1,991</u>		<u>1,991</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>1,991</u>		<u>1,991</u>
CAPITAL AND RESERVES					
Called up share capital	7		73		73
Share premium			532		532
Retained earnings			<u>1,386</u>		<u>1,386</u>
SHAREHOLDERS' FUNDS			<u>1,991</u>		<u>1,991</u>


The company is entitled to exemption from audit under Section 480 of the Companies Act 2006 for the period ended 29 January 2022.

The members have not required the company to obtain an audit of its financial statements for the period ended 29 January 2022 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements were approved by the Board of Directors and authorised for issue on 11 October 2022 and were signed on its behalf by:



N J Greenhalgh - Director

Statement of Profit and Loss
and Other Comprehensive Income
for the Period 31 January 2021 to 29 January 2022

During the financial year and the preceding financial year the company has not traded and has received no income and incurred no expenditure. Consequently, during those periods the company has made neither a surplus nor a deficit.

Notes to the Financial Statements
for the Period 31 January 2021 to 29 January 2022

1. STATUTORY INFORMATION

ActivInstinct Limited (the "Company") is a company incorporated and domiciled in the UK. The Company's registered number and registered office address can be found on the Company information page.

2. ACCOUNTING POLICIES

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The financial statements are prepared on the historical cost basis and are presented in pounds sterling, rounded to the nearest thousand, unless otherwise stated.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's parent undertaking, JD Sports Fashion Plc includes the Company in its consolidated financial statements. The consolidated financial statements of JD Sports Fashion Plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the the Company Secretary, Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, BL9 8RR or at www.jdplc.com.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of JD Sports Fashion Plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosure:

- The disclosures required by IFRS 7 Financial Instrument Disclosures

Notes to the Financial Statements - continued
for the Period 31 January 2021 to 29 January 2022

2. ACCOUNTING POLICIES - continued

Going concern

As the Directors do not intend to acquire a replacement trade for the Company, they have not prepared the financial statements on a going concern basis. No adjustments to the financial statements have been required as a result of this.

Financial instruments

Financial assets and financial liabilities are recognised in the Balance Sheet when the Company becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire or are transferred. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost less impairment losses. A provision for the impairment of trade and other debtors is made using the expected credit loss method in accordance with IFRS 9. The movement in the provision is recognised in the profit and loss account.

Trade and other creditors

Trade and other creditors are non-interest bearing and recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Impairment

The carrying amounts of the Company's assets other than stocks and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account.

3. DIRECTORS' REMUNERATION

Messrs Cowgill and Greenhalgh did not receive any emoluments from the Company during the year (2021: £nil) as they were employed by, and were remunerated through, other JD Sports Fashion Plc companies. Messrs Cowgill and Greenhalgh did not provide any material qualifying services to the Company.

4. STATEMENT OF CHANGES IN EQUITY

The Company did not trade during the current financial period and there were no changes in equity as a result. Accordingly no Statement of Changes in Equity is presented.

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022	2021
	£'000	£'000
Amounts owed by group undertakings	<u>2,394</u>	<u>2,394</u>

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022	2021
	£'000	£'000
Amounts owed to group undertakings	<u>403</u>	<u>403</u>

Notes to the Financial Statements - continued
for the Period 31 January 2021 to 29 January 2022

7. CALLED UP SHARE CAPITAL

	As at 29 January 2022 £000	As at 30 January 2021 £000
Allotted, called up and fully paid		
1,455,590 Ordinary shares of 5p each	73	73

The total number of issued ordinary shares as at 29 January 2022 was 1,455,590 (2021: £1,455,590) with a par value of £0.05 per share (2021: £0.05). All shares are fully paid up.

8. PARENT COMPANY

The company is a wholly owned subsidiary of ActivInstinct Holdings Limited, a company registered in England and Wales. ActivInstinct Holdings Limited is a subsidiary undertaking of JD Sports Fashion Plc, which is the smallest group in which the Company is a member and for which Group Financial Statements are drawn up. JD Sports Fashion Plc is registered in England. Copies of the consolidated financial statements of JD Sports Fashion Plc are available to the public and can be obtained from the Company Secretary, Edinburgh House, Hollinsbrook Way, Pilsworth, Bury, BL9 8RR or at www.jdplc.com.

9. ULTIMATE CONTROLLING PARTY

The ultimate parent undertaking is Pentland Group Holdings Limited (a company registered in Jersey). R S Rubin and his close family are considered the ultimate controlling party by virtue of their control of Pentland Group Holdings Limited.

Consolidated financial statements will be prepared by Pentland Group Holdings Limited, which is the parent undertaking of the 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.