

CLOWES DEVELOPMENTS (UK) LIMITED

**Report and Financial Statements
YEAR ENDED 31 MARCH 2023**

Company Registration No. 00819793

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CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

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CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

OFFICERS AND PROFESSIONAL ADVISORS

COMPANY REGISTRATION NUMBER 00819793

REGISTERED OFFICE ADDRESS Ednaston Park
Painters Lane
Ednaston
Ashbourne
Derbyshire
DE6 3FA

DIRECTORS D C Clowes (Chairman)
G R Arthur BSc FRICS
T G Clowes
I D Dickinson BA FCA (resigned 15 May 2023)
M P Freeman
R M Hepwood MRTPI MRICS
R C Jones
M A Malik
J D A Richards
R M Tavernor FCMA CGMA

SECRETARY I D Dickinson (resigned 15 May 2023)

BANKERS The Royal Bank of Scotland plc
49 Bishopsgate
London
EC2N 3AS

SOLICITORS	Centrefield LLP 7 Constance Street Knott Mill Manchester M15 4JQ	Flint Bishop LLP Pinnacle Building 2 Prospect Place Pride Park Derby DE24 8HG	Gateley PLC One Eleven Edmund Street Birmingham B3 2HJ
	Geldards LLP No 1, Pride Place Pride Park Derby DE24 8QR	Holmes Mackillop Ltd 109 Douglas Street Blythwood Square Glasgow G2 4HB	Morton Fraser LLP 2 Lister Square Quartermile Two Edinburgh EH3 9GL

AUDITOR Grant Thornton UK LLP
Registered Auditors
Chartered Accountants & Statutory Auditor
71 Princess Road West
Leicester
LE1 6TR

CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

STRATEGIC REPORT

CHAIRMAN'S STATEMENT

I am thrilled to present the group's strongest numbers in its history with turnover of £253.2m and operating profit of £43.4m which represents a return on sales of 17%, whilst incurring exceptional costs in the year that have significantly diluted retained earnings.

Net assets reduced marginally to £296.5m (2022: £300.1m) and net debt increased to £62.9m (2022: £nil), mainly due to investment activities.

These results originate from a number of sources but crucially we were able to complete our deal with NFUM delivering six industrial units which accounted for £99m of the total turnover. We also saw the first completion at Dove Valley Park on our deal with Hines involving the speculative development of over 750,000 square feet of commercial space which will further boost revenues into the next financial year.

The large fund deals are important and lucrative milestones in the group's history but have the potential to add a strain to our pipeline. Whilst this remains strong, there is no doubt the commercial sector has been made more competitive over the last couple of years with land values reaching levels that stretch viability, further compounded by mounting build costs. Clowes functions in such a way that we don't need to make acquisitions during such turbulent times. We retain a strong network of agents, land owners and other developers to ensure we can cherry-pick the right opportunities for the group.

The group's key principles remain the same with our core business being the promotion and development of our land holdings, both strategic and immediate. We are still privately owned and don't need to work to the demands of outside shareholders. We also rely on our strong investment arm by generating a strong rent roll that covers the monthly costs of the business and maintains our revolving credit facilities, which become invaluable when market adjustments occur.

We are value driven and opportunity lead. We have maintained a low overhead and flat management structure allowing for quick decision making. That said, we have looked to formalise a lot of internal processes and procedures but in such a way that doesn't impede on the core principles that got this group where it is today.

Being adaptable is key, especially when circumstances fall outside of your control. Whilst there may be residual effects of the COVID pandemic, some may say this has been largely replaced by the war in Ukraine. This has changed the way we interact with our clients, partners and supply chain but as our numbers and delivery of units show, we've managed to navigate this well.

Whilst not a core function of the business, there has been a slowdown in the acquisition of residential development land, chiefly because of increasing interest rates and strong house pricing making it unviable for most to consider purchasing a new home, though values are starting to correct themselves in line with demand. There is also significant delays from a number of Local Planning Authorities who continue to be struggling with lack of resource, further agitating the tight pipeline of consented sites coming through. A number of our sites have consents and we are seeing strong interest in these despite wider factors discussed above and we're confident that we will continue to deliver into the future.

During the year, the group continued to invest in new opportunities and acquired 100% of the share capital of Derby County (The Rams) Limited whose principal activities are that of a professional football club. Whilst the turnover of the football club is a small proportion of group revenues, the cost of running the operation has a material impact on the operating profit of the group and for this reason, the financial results are clearly segmented in the strategic report. The group also acquired 100% of the share capital of Gellaw Newco 202 Limited, a football stadium company.

Shortly after the period end, Ian Dickinson resigned after 16 years with the group, including 4 years as Managing Director. Thomas Clowes has subsequently been appointed into the role and the Board wish him every success.

David Clowes

D C Clowes
Chairman
20/12/2023

CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

STRATEGIC REPORT (CONTINUED)

PRINCIPAL ACTIVITY AND BUSINESS MODEL

The group's principal activities are the acquisition of land, buildings and property to achieve development sales. Properties are rented out whilst the group seeks appropriate opportunities and permissions to develop individual properties on the sites on which they are located.

The group loss after taxation for the year attributable to the owners of the parent amounted to £3,633,293 (2022: profit £33,451,840). The loss in year was due to extraordinary items included in the consolidated statement of income on page 11 and further detailed in the notes to the accounts

The directors are not aware, at the date of this report, of any likely major changes in the group's activities in the next year.

HISTORICAL PERFORMANCE

The group's performance and financial position over the last 5 years ending 31 March can be summarised as follows:

	2019	2020	2021	2022	2023
	£'m	£'m	£'m	£'m	£'m
Turnover	116.1	106.5	82.9	119.8	253.2
Operating profit	39.3	26.5	23.3	41.8	43.4
ROS	34%	25%	28%	35%	17%
Net assets	225.6	246.8	266.7	300.1	296.5
Segment Analysis :				Football	2023
			Property	(9 months)	Total
			£'m	£'m	£'m
Turnover			236.7	16.5	253.2
Operating profit / (loss)			50.2	(6.8)	43.4
Net assets/ (liabilities)			322.5	(26.0)	296.5

The group turnover and profitability are a reflection of the fluctuating nature of the business, where single large transactions in one year distort the longer term growth trend of the business. The results for 2023/24 are forecast to be lower than those achieved in the current year with several contracted deals in place, some of which have already completed since the year end.

FINANCIAL KEY PERFORMANCE INDICATORS

The group manages its operations on a regional basis within the UK and currently has no overseas assets. For this reason, the company's directors believe that further key performance indicators for the group are not necessary or appropriate for an understanding of the development, performance or position of the business.

CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

STRATEGIC REPORT (CONTINUED)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The group's principal financial instruments comprise of operational bank accounts, bank overdrafts and a rolling credit facility. The main purpose of these financial instruments is to manage the group's funding and liquidity requirements. The group has other financial assets and liabilities, such as trade debtors and trade creditors, which arise directly from its operations. The directors consider the group's exposure to credit risk, liquidity risk and cash flow risk is not material for the assessment of the assets, liabilities, financial position and the profit or loss of the group.

As all cash funds are held in sterling bank accounts of reputable UK banks, there is no exposure to price or exchange risk.

BUSINESS RISKS

Competition - competitive pressure in the UK is a continuing risk for the group, which could result in it losing sales to its key competitors. The group manages this risk by providing added value services to its tenants, and by maintaining strong relationships with agents, solicitors, other developers, landowners and professional services suppliers. The group has only one small joint venture currently, but works collaboratively with a number of business partners. The group also fosters close relationships with members of its supply chain to ensure procurement of the best possible outcomes for tenants, freehold purchasers and the group.

Health and Safety - the health and safety of all employees, customers and contractors is of the utmost importance to the group. This year the group appointed a health & safety consultant to implement new policies and procedures focussing on preventative measures to minimise risk. The group are conducting risk assessments at all sites and properties to ensure they are fully compliant and are also delivering a series of training programmes to all employees.

Building design and compliance - there are many challenges facing the construction & property management industry, including fire safety, electrical and gas safety, energy efficiency which ultimately have a financial impact on the group. These risks are effectively managed by our property management and development teams who are fully aware of the regulatory changes and continually monitor and upgrade buildings within our portfolio to meet the latest compliance standards.

SECTION 172 STATEMENT

The board of directors of Clowes Developments (UK) Limited consider that, both individually and collectively, they have acted in a way they consider, in good faith, would be the most likely to promote the success of the company and group for the benefit of its shareholders whilst having due regard to the interests of stakeholders and matters set out in S172(1) (a-f).

The main shareholder is also Chairman of the company and group and keeps a close eye on the day-to-day running of the business. The shareholders do not take dividends from the company and hence all cash generated is re-invested in new projects to facilitate the continuing organic growth of the business.

The company and group are run for the long-term benefit of the shareholders, and little cognisance is taken of short term blips in profits. The key to this is the recognition that property development is a medium to longer term business such that individual projects can span as little as 12 months but can also take a decade or more. The mix and flow of individual projects is therefore critical in ensuring a stable workflow and cashflow for the company and group. The business has such a substantial portfolio that it can mothball sites when the small team of directors and staff are overstretched, or utilise key third party development managers to assist.

The directors and staff, and the years of experience that they have accumulated, are vital to the ongoing success of the business. Most of the directors have decades of property development experience and staff are actively encouraged to progress within the team.

CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

STRATEGIC REPORT (CONTINUED)

SECTION 172 STATEMENT (CONTINUED)

The company and group operate with a limited team of contractors and professional services companies to ensure the highest quality of buildings and compliance with all legal, environmental and planning regulations, whilst delivering on time and on budget for tenants and design and build purchasers. The company has only one small joint venture with a trusted partner, and has collaborations with only a handful of carefully selected parties on four sites out of the 130 in the group portfolio. Almost all sites are purchased on a freehold basis, and the business rarely has option or promotion agreements. All of the group's properties are in the UK.

ENVIRONMENT

The group recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. Initiatives designed to minimise the group's impact on the environment include the construction of energy efficient buildings, careful design of the external built environment, remediation of brownfield land, recycling and reducing energy consumption.

The group has significant land holdings throughout the UK. As a consequence, the group has been exploring the opportunities for using some land for renewable energy (solar farms or EV charging) and for bio-diversity improvements through planting or creating suitable environments to encourage flora and fauna to flourish. The group will continue to pursue these opportunities.

STREAMLINED ENERGY AND CARBON REPORTING

The group was last required to collect information on its energy usage and carbon emissions in the calendar year January to December 2018, and has done so again most recently for the financial year ended 31 March 2023 in accordance with the UK Government environmental reporting guidelines, along with UK Government greenhouse gas conversion factors. The acquisition of the football club and stadium has had a significant impact on the results in the current year so are shown separately below to ease comparison to the period ended 31 December 2018.

	July 2022 to March 2023 Football Club	April 2022 to March 2023	January 2018 to December
Energy consumption used to calculate emissions (kWh)	5,557,892	9,660,677	5,521,102
Emissions from combustion of gas (tCO ₂ e)	326	854	668
Emissions from purchased electricity (tCO ₂ e)	694	1,152	500
Emissions from burning of wood pellets (tCO ₂ e)	17	17	-
Emissions from combustion of fuel for transport purposes (tCO ₂ e)	63	100	75
Total gross tCO ₂ e emissions	<u>1,100</u>	<u>2,123</u>	<u>1,243</u>
Intensity ratio: Tonnes of CO ₂ e per £m EBITDA		31.4	46.6

The figures above represent energy use and associated greenhouse gas emissions for all types of energy use including by tenants within the Group's properties and include all business travel.

The group remains committed to reducing its carbon footprint through a programme of ongoing improvements to its built property stock, and the construction of energy efficient new buildings using the latest technologies.

This report was approved by the Board and signed on its behalf on

David Clowes

D C Clowes
Chairman
20/12/2023

CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 March 2023.

RESULTS AND DIVIDENDS

The results of the group for the year are detailed on page 11 of these financial statements. The directors do not recommend the payment of a dividend (2022: £nil).

EMPLOYEES

Details of the number of employees and related costs can be found in note 8 to the financial statements. The average number of persons employed in the group is 227 (2022: 48).

The group has in place policies and practices to keep employees informed on matters relevant to them as employees through regular meetings and memoranda.

The group actively encourages the promotion of safe working conditions and continues to develop policies and procedures to secure and enhance the health and welfare of all employees.

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the group continues, and that appropriate training and workplace adjustments are arranged.

GOING CONCERN

The financial statements have been prepared on the going concern basis as the directors consider that the company and group have sufficient cash resources and through the group's overdraft and revolving credit facilities to continue to operate for the foreseeable future. In reaching this view, the directors have reviewed the likely trading results of the company and the group, the company's and group's cash flow forecasts and have ensured that adequate committed lending facilities will be available to meet all reasonable cash requirements for the period to 31 December 2024 (a period of at least 12 months from the date of approval of these financial statements).

DIRECTORS

The directors who served throughout the year and subsequently were as follows:

D C Clowes
G R Arthur
T G Clowes
I D Dickinson (resigned 15 May 2023)
M P Freeman
R M Hepwood
R C Jones
M A Malik
J D A Richards
R M Tavernor

CLOWES DEVELOPMENTS (UK) LIMITED

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

DIRECTORS' REPORT (CONTINUED)

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic Report, the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group and the company for that period. In preparing those 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose, with reasonable accuracy at any time, the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

AUDITOR

In the case of each of the persons who are directors of the company at the date when this report was approved:

- so far as each director is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's and the group's auditor is unaware; and
- each director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's and group's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Grant Thornton UK LLP have expressed their willingness to continue in office as auditor of the company and a resolution for that re-appointment will be proposed at the forthcoming Annual General Meeting.

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

R M Tavernor

R M Tavernor
Director
20/12/2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLOWES DEVELOPMENTS (UK) LIMITED

Opinion

We have audited the financial statements of Clowes Developments (UK) Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of 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 group's and of the parent company's affairs as at 31 March 2023 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 group and the parent 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

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including effects arising from macro-economic uncertainties such as the cost of living crisis. We assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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 Group's or 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 Directors' report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Directors' 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLOWES DEVELOPMENTS (UK) LIMITED (CONTINUED)

Opinions on other matters prescribed by the Companies Act 2006

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

Matters on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the group and 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.

Matters on which we are required to report by exception

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

Responsibilities of directors for the financial statements

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 group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLOWES DEVELOPMENTS (UK) LIMITED (CONTINUED)

Explanation as to what extent the audit was considered 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, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK)

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting frameworks (FRS 102 and Companies Act 2006) and the relevant tax compliance regulations in the jurisdictions in which the company operates.
- We enquired of management concerning the company's policies and procedures relating to:
 - the identification, evaluation and compliance with laws and regulations;
 - the detection and response to the risks of fraud; and
 - the establishment of internal controls to mitigate risks related to fraud or non-compliance with laws and regulations.
- We enquired of management whether they were aware of any instances of non-compliance with laws and regulations or whether they had any knowledge of actual, suspected or alleged fraud.
- We corroborated the results of our enquires to relevant supporting documentation.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur and the risk of management override of controls. Audit procedures performed by the engagement team included:
 - evaluation of the programmes and controls established to address the risks related to irregularities and fraud;
 - testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions;
 - identifying and testing related party transactions.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
 - knowledge of the industry in which the client operates;
 - understanding of the legal and regulatory requirements specific to the entity/regulated entity including:
 - the provisions of the applicable legislation
 - the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules
 - the applicable statutory provisions.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report

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.

Grant Thornton UK LLP

Philip Sayers BSc BFP FCA
Senior Statutory Auditor
for and on behalf of

Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants
East Midlands
20/12/2023

CLOWES DEVELOPMENTS (UK) LIMITED**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
YEAR ENDED 31 MARCH 2023**

	Note	2023 £	2022 £
TURNOVER	5	253,211,618	119,821,283
Cost of sales		(194,443,327)	(68,861,940)
GROSS PROFIT		58,768,291	50,959,343
Administrative expenses		(16,811,952)	(9,139,487)
Profit on disposal of player registrations and associated costs		1,468,474	-
OPERATING PROFIT	6	43,424,813	41,819,856
Extraordinary items	7	(36,568,204)	-
OPERATING PROFIT BEFORE INTEREST		6,856,609	41,819,856
Share of operating loss in joint ventures		(2,264)	(565)
Interest payable	9	(3,159,310)	(960,828)
Interest receivable		193,864	186,243
PROFIT BEFORE TAXATION		3,888,900	41,044,706
Tax on profit	10	(7,522,193)	(7,592,866)
(LOSS) / PROFIT FOR THE YEAR		(3,633,293)	33,451,840

All activities are continuing operations.

The notes on pages 16 to 29 form part of these financial statements.

CLOWES DEVELOPMENTS (UK) LIMITED**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2023**

	Note	2023	2022
		£	£
FIXED ASSETS			
Intangible fixed assets	11	2,970,849	-
Negative Goodwill	11	(57,983,400)	-
Tangible fixed assets	12	93,185,003	3,659,826
Investment in joint ventures:	15		
Share of gross assets		220,253	210,283
Share of gross liabilities		(228,836)	(216,602)
		(8,583)	(6,319)
Investment in associates		169	50
		38,164,038	3,653,557
DEBTORS DUE AFTER MORE THAN ONE YEAR	16	-	21,746,012
CURRENT ASSETS			
Stocks	17	358,844,867	344,224,817
Debtors	19	41,065,969	27,254,517
Cash at bank and in hand	20	4,603,552	16,116,442
		404,514,388	387,595,776
CREDITORS: amounts falling due within one year	21	(98,494,811)	(103,464,163)
NET CURRENT ASSETS		306,019,577	284,131,613
TOTAL ASSETS LESS CURRENT LIABILITIES		344,183,615	309,531,183
CREDITORS: amounts falling due after more than one year	22	(47,500,000)	(9,152,394)
PROVISIONS FOR LIABILITIES	23	(212,255)	(268,674)
NET ASSETS		296,471,360	300,110,115
CAPITAL AND RESERVES			
Called up share capital	24	551	551
Capital redemption reserve	25	49	49
Revaluation reserve	25	4,634,918	4,750,495
Profit and loss account	25	291,711,703	295,235,152
EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT COMPANY		296,347,221	299,986,247
NON-CONTROLLING INTERESTS		124,139	123,868
		296,471,360	300,110,115

These financial statements were approved by the Board of Directors and authorised for issue on 20/12/2023

Signed on behalf of the Board of Directors

R M Tavemor

R M Tavemor
Director

Company Registration Number 00819793

The notes on pages 16 to 29 form part of these financial statements.

CLOWES DEVELOPMENTS (UK) LIMITED**COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2023**

	Note	2023 £	2022 £
FIXED ASSETS			
Tangible fixed assets	12	4,833,894	3,651,431
Investments	13	532,377	92,254
		<u>5,366,271</u>	<u>3,743,685</u>
DEBTORS DUE AFTER MORE THAN ONE YEAR	16	-	11,746,012
CURRENT ASSETS			
Stocks	17	232,311,418	197,921,386
Debtors	19	160,408,230	114,117,429
Cash at bank and in hand	20	82,899	1,450
		<u>392,802,547</u>	<u>312,040,265</u>
CREDITORS: amounts falling due within one year	21	(139,483,193)	(121,368,221)
NET CURRENT ASSETS		<u>253,319,354</u>	<u>190,672,044</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>258,685,625</u>	<u>206,161,741</u>
CREDITORS: amounts falling due after more than one year	22	(47,500,000)	-
PROVISIONS FOR LIABILITIES	23	(229,933)	(287,271)
NET ASSETS		<u><u>210,955,692</u></u>	<u><u>205,874,470</u></u>
CAPITAL AND RESERVES			
Called up share capital	24	551	551
Capital redemption reserve	25	49	49
Revaluation reserve	25	4,634,918	4,750,495
Profit and loss account	25	206,320,174	201,123,375
SHAREHOLDERS' FUNDS		<u><u>210,955,692</u></u>	<u><u>205,874,470</u></u>

The company has taken advantage of the exemption allowed under Section 408 of the Companies Act 2006 and has not presented its own Statement of Income and Retained Earnings in the financial statements. The profit after tax of the parent company for the year was £4,873,785 (2022 : £15,265,976).

These financial statements were approved by the Board of Directors and authorised for issue on 20/12/2023

Signed on behalf of the Board of Directors

R M Tavernor

R M Tavernor
Director

Company Registration Number: 00819793

The notes on pages 16 to 29 form part of these financial statements.

CLOWES DEVELOPMENTS (UK) LIMITED**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 31 MARCH 2023**

	Share Capital	Capital Redemption Reserve	Revaluation Reserve	Retained Earnings	Equity attributable to the Owners of the Parent	Non- Controlling Interests	Total Equity
	£	£	£	£	£	£	£
At 1 April 2021	551	49	4,981,649	261,552,158	266,534,407	122,683	266,657,090
Profit for the year	-	-	-	33,451,840	33,451,840	-	33,451,840
New shares issued to non-controlling interests	-	-	-	-	-	1,185	1,185
Transfer of depreciation on revalued properties	-	-	(231,154)	231,154	-	-	-
At 31 March 2022	551	49	4,750,495	295,235,152	299,986,247	123,868	300,110,115
Profit for the year	-	-	-	(3,633,293)	(3,633,293)	-	(3,633,293)
New shares issued to non-controlling interests	-	-	-	-	-	271	271
Disposal of shares in subsidiary companies	-	-	-	(5,733)	(5,733)	-	(5,733)
Transfer of depreciation on revalued properties	-	-	(115,577)	115,577	-	-	-
At 31 March 2023	551	49	4,634,918	291,711,703	296,347,221	124,139	296,471,360

**COMPANY STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 31 MARCH 2023**

	Share Capital	Capital Redemption Reserve	Revaluation Reserve	Retained Earnings	Total Equity
	£	£	£	£	£
At 1 April 2021	551	49	4,981,649	185,626,245	190,608,494
Profit for the year	-	-	-	15,265,976	15,265,976
Transfer of depreciation on revalued properties	-	-	(231,154)	231,154	-
At 31 March 2022	551	49	4,750,495	201,123,375	205,874,470
Profit for the year	-	-	-	4,873,785	4,873,785
Dividend income from UK subsidiaries	-	-	-	207,437	207,437
Transfer of depreciation on revalued properties	-	-	(115,577)	115,577	-
At 31 March 2023	551	49	4,634,918	206,320,174	210,955,692

The notes on pages 16 to 29 form part of these financial statements.

CLOWES DEVELOPMENTS (UK) LIMITED**CONSOLIDATED STATEMENT OF CASH FLOWS
YEAR ENDED 31 MARCH 2023**

	Note	2023 £	2022 £
Cash flows from operating activities			
Profit for the year		(3,633,293)	33,451,840
Adjustments for:			
Depreciation of fixed assets		3,311,853	753,334
Amortisation of intangible assets		306,462	-
Impairment of goodwill	14	19,743,638	-
Profit on disposal of fixed assets		-	(41,296)
Profit on disposal of intangible assets		(1,468,474)	-
Share of joint venture loss		2,264	565
Increase in stocks		(14,620,050)	(58,453,208)
Interest paid		3,159,310	960,828
Interest received		(193,864)	(186,243)
Taxation		7,522,193	7,592,866
Increase in debtors		8,904,560	(8,927,570)
Increase in creditors		(25,678,085)	89,515,167
Corporation tax paid		(6,869,879)	(7,468,095)
Net cash from operating activities		(9,513,365)	57,198,188
Cash flows from investing activities			
Purchase of tangible fixed assets	12	(2,327,076)	(963,460)
Purchase of intangible assets	11	(1,031,221)	-
Purchase of current asset investment		(970,000)	(2,000,000)
Consideration on purchase of subsidiaries	14	(13,240,000)	-
Unsecured creditors/loans repaid post acquisition of subsidiaries	14	(41,279,948)	-
Divestment in subsidiary companies		(2,185)	-
Sale of tangible fixed assets		-	56,043
Sale of intangible assets		1,468,474	-
New shares issued to minority interests		271	1,185
Interest received		193,864	186,243
Net cash used in investing activities		(57,187,821)	(2,719,989)
Cash flows from financing activities			
Drawdown / (repayment) of RBS revolving credit facility	21/22	67,500,000	(50,000,000)
(Repayment) / drawdown of Homes England Loan	22	(9,152,394)	5,037,741
Interest paid	9	(3,159,310)	(960,828)
Net cash flow (used in) / from financing activities		55,188,296	(45,923,087)
Net increase in cash and cash equivalents		(11,512,890)	8,555,111
Cash and cash equivalents at the start of the year	20	16,116,442	7,561,331
Cash and cash equivalents at the end of the year	20	4,603,552	16,116,442

**CONSOLIDATED STATEMENT OF NET DEBT
YEAR ENDED 31 MARCH 2023**

	At 1 April 2022 £	Cash flows £	At 31 March 2023 £
Cash at bank and in hand	16,116,442	11,512,890	4,603,552
Bank overdrafts	-	-	-
Debt due after one year	(9,152,394)	38,347,606	(47,500,000)
Debt due within one year	-	20,000,000	(20,000,000)
	<u>6,964,048</u>	<u>69,860,496</u>	<u>(62,896,448)</u>

The notes on pages 16 to 29 form part of these financial statements.

CLOWES DEVELOPMENTS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2023

1 COMPANY INFORMATION

Clowes Developments (UK) Limited is a private company limited by shares, incorporated in England and Wales. Its registered office is Ednaston Park, Painters Lane, Ednaston, Ashbourne, Derbyshire DE6 3FA.

The company's principal activities are as disclosed in the Strategic Report on page 2 of these Financial Statements.

2 BASIS OF PREPARATION

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of Clowes Developments (UK) Limited and its subsidiary companies. The financial statements of all subsidiary and joint venture companies are made up to 31 March annually.

A separate profit and loss account dealing with the results of the company only has not been presented as the company has taken the exemption of section 408 of the Companies act 2006.

The financial statements are prepared under the historical cost convention.

The financial statements are presented in Sterling (£).

Going Concern

The financial statements have been prepared on the going concern basis as the directors consider that the company and group have sufficient cash resources and through the group's overdraft and revolving credit facilities to continue to operate for the foreseeable future. In reaching this view, the directors have reviewed the likely trading results of the company and the group, the company's and group's cash flow forecasts and have ensured that adequate committed lending facilities will be available to meet all reasonable cash requirements for the period to 31 December 2024 (a period of at least 12 months from the date of approval of these financial statements).

3 ACCOUNTING POLICIES

TURNOVER

Turnover represents income receivable, net of discounts and value added tax and excluding transfer fees receivable in respect of the disposal of players' registrations, arising in the normal course of the Group's business.

- Turnover derived from the sale of developed property is recognised at the point of legal completion of a sale contract whilst rental and other property related turnover is recognised on an accruals basis.
- Ticketing revenue is recognised over the period of the football season as games are played and are net of levies paid to the English Football League (EFL).
- Sponsorship, hospitality and similar commercial income, including royalties, are recognised over the duration of their respective contracts.
- The fixed element of broadcasting revenue is recognised in proportion to the number of league games played, whilst the non-fixed element of TV receipts received for live coverage or highlights are taken when earned at the point of broadcast.

CLOWES DEVELOPMENTS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) YEAR ENDED 31 MARCH 2023

3 ACCOUNTING POLICIES (Continued)

INTANGIBLE ASSETS

Goodwill

Goodwill arising on consolidation represents the excess of the fair value of consideration given over the fair value of the identifiable net assets acquired. Goodwill arising on the acquisition of subsidiaries and associates is capitalised in the balance sheet and amortised over a period of 1 to 5 years. Where goodwill is considered to be immaterial, it is written off in the year of acquisition.

Annual impairment reviews are performed to ensure the carrying value of goodwill is appropriate.

Negative Goodwill

Negative goodwill arising on the acquisition of subsidiary companies is capitalised in the balance sheet and amortised over the useful life of the assets.

Player Related Intangibles

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

Where a contract is renegotiated, the unamortised costs, together with the new costs relating to the contract extension, are amortised over the term of the new contract.

Under the conditions of certain transfer agreements, further fees may become payable in the event of players or the Company achieving specified outcomes. Costs are capitalised where the Directors consider the payment of such fees to be probable. Future fees where payment is not probable are considered to be contingent liabilities.

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

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

Computer Software

Computer software under the cost model is stated at historical cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is provided on a straight line basis at 25% to 33% per annum.

TANGIBLE FIXED ASSETS

Tangible fixed assets are held at cost less provisions for depreciation and impairment, except as noted below. Depreciation is calculated to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold Land and Buildings	20% straight line (Buildings only)
Fixtures, Fittings and Equipment	10% - 25% straight line
Leasehold Improvements	2% - 10% straight line
Motor vehicles	20% straight line, 25% per annum reducing balance

INVESTMENTS

Investments are stated at cost less provision for diminution in value

JOINT VENTURES

Investments in joint ventures are accounted for using the gross equity method. The consolidated profit and loss account includes the Group's share of joint venture profits less losses while the Group's share of the net assets of the joint venture is shown in the consolidated balance sheet. Goodwill arising on the acquisition of joint ventures is accounted for in accordance with the policy set out above. Any unamortised balance of goodwill is included in the carrying value of the investment in joint ventures.

CLOWES DEVELOPMENTS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) YEAR ENDED 31 MARCH 2023

3 ACCOUNTING POLICIES (Continued)

STOCK AND WORK-IN-PROGRESS

Stocks and work-in-progress are stated at the lower of cost and net realisable value. Work in progress is valued on the basis of direct external costs incurred. Provision is made for any foreseeable losses or diminution in value where appropriate. Properties previously held as fixed assets but now held as stock are carried at deemed cost (which incorporates an historic revaluation) as permitted by the transitional provisions of FRS 102.

DEBTORS

Debtors are measured at transaction price, less any impairment.

CREDITORS

Creditors are measured at transaction price.

CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

TAXATION

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

Deferred tax is provided in full on all timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax at a future date at rates expected to apply when they crystallise based on current tax rates. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets are not discounted.

DIVIDENDS

The company does not pay dividends currently and re-invests any cash surpluses in re-developing existing properties and purchasing new properties. Dividends are paid by subsidiary companies to the parent company, only on winding up of the subsidiary company.

OPERATING LEASES - LESSOR

Rentals receivable under operating leases are credited to profit or loss on a straight line basis over the period of the lease.

OPERATING LEASE RENTALS

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

PENSIONS - DEFINED CONTRIBUTION PLAN

The company operates a defined contribution plan 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 profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

FINANCIAL INSTRUMENTS

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Where the contractual obligations of financial instruments are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented in the statement of financial position.

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**4 JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY****FAIR VALUE OF ASSETS AND LIABILITIES ON BUSINESS COMBINATIONS**

The Directors assessed the fair value of the assets and liabilities on the purchase of the trade and assets of The Derby County Football Club Limited (In Administration), The Derby County FC Academy Limited (In Administration), Stadia DCFC Limited (In Administration), Club DCFC Limited (In Administration) and SEVCO 5112 Limited (In Administration), collectively "the Group", based on actual receipts and payments made during the period and external market data.

CARRYING VALUE OF STOCK

The carrying values of work-in-progress and properties held for resale are stated at the lower of cost and net realisable value

5 TURNOVER

Turnover is wholly attributable to the principal activities of the group and arises solely within the United Kingdom. Turnover can be split between property and football turnover as follows:

	2023 £	2022 £
Property sales	218,723,589	109,779,401
Rental income	8,141,256	10,041,882
Other property related income	<u>9,844,501</u>	<u>-</u>
Total turnover from property related activities	236,709,346	119,821,283
 Ticketing	 6,798,178	 -
League and Broadcasting	3,142,055	-
Hospitality, events and catering	4,236,986	-
Sponsorship	1,049,548	-
Other football related income	<u>1,275,505</u>	<u>-</u>
Total turnover from football related activities	16,502,272	-
Total Turnover	<u>253,211,618</u>	<u>119,821,283</u>

6 GROUP OPERATING PROFIT

	2023 £	2022 £
a) Operating profit is stated after charging :		
Depreciation of tangible fixed assets	3,311,853	753,334
Amortisation of intangible fixed assets	20,880,313	-
Write back of negative goodwill	(1,128,631)	-
Operating lease rentals	707,098	-
Profit on disposal of players' registrations, levies and associated costs	(1,468,474)	-
Audit fees	192,400	131,750
	<u>22,494,559</u>	<u>885,084</u>
 b) Fees payable to the company's auditor and its associates in respect of :		
Audit of the company's annual financial statements	90,900	91,497
Audit of the company's subsidiaries' annual financial statements	101,500	40,253
Taxation services	130,328	57,000
All other services	225,115	15,000
	<u>547,843</u>	<u>203,750</u>

7 EXTRAORDINARY ITEMS

	2023 £	2022 £
Purchased goodwill relating to the acquisition of Derby County (The Rams) Limited (see note 14)	19,743,638	-
Specific bad debt provision	16,824,566	-
	<u>36,568,204</u>	<u>-</u>

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**8 INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

	2023	2022
	£	£
Directors' remuneration		
Remuneration	3,198,753	4,431,922
Pension contributions to directors' personal pensions	47,567	9,671
	<u>3,246,320</u>	<u>4,441,594</u>
Highest paid director		
Total emoluments including pension contributions of £37,000 (2022: £90,000)	<u>1,279,037</u>	<u>2,301,390</u>

The directors consider the key management personnel of the group and company are its directors, and their remuneration is disclosed above

	Group	Group	Company	Company
	2023	2022	2023	2022
	£	£	£	£
Staff costs during the year				
Wages and salaries	16,044,941	5,550,076	3,062,896	5,025,864
Social security costs	1,871,826	685,205	386,035	639,458
Pension contributions	201,319	166,794	29,857	118,674
	<u>18,118,086</u>	<u>6,402,075</u>	<u>3,478,788</u>	<u>5,783,996</u>
Average number of persons employed				
	No.	No.	No.	No.
Professional Players and Apprentices	60	0	0	0
Non- playing staff	117	0	0	0
Average FTE employed by the Football Club	177	0	0	0
Average FTE employed by the Property group (Administrative)	50	48	37	35
Grand Total	<u>227</u>	<u>48</u>	<u>37</u>	<u>35</u>

In addition to the above, on average there are a further 264 matchday stewards employed on zero-hour contracts at a total cost of £283,202

9 INTEREST PAYABLE

	2023	2022
	£	£
Bank interest	2,707,481	945,320
Interest payable on loans owed to related parties	155,255	-
Interest payable on other loans	192,214	-
Interest on late payments of corporation tax	85,260	-
Other interest payable	19,100	15,508
	<u>3,159,310</u>	<u>960,828</u>

10 TAX ON PROFIT

a) Analysis of charge for the year		2023	2022
		£	£
Current tax			
UK corporation tax at 19% (2022 : 19%) based on the profit for the year	- group	7,418,071	5,547,452
	- joint ventures	(430)	(107)
Adjustments in respect of previous year		160,971	1,840,591
Total current tax		<u>7,578,612</u>	<u>7,387,935</u>
Deferred tax (note 23)			
Origination and reversal of timing differences	- group	(56,419)	248,515
Rate changes		118	(31,007)
Adjustments in respect of previous year		(118)	(12,577)
Total deferred tax		<u>(56,419)</u>	<u>204,931</u>
Tax on profit (see note 10b)		<u>7,522,193</u>	<u>7,592,866</u>

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**10 TAX ON PROFIT (CONTINUED)****b) Factors affecting the tax charge for the year**

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19% (2022: 19%).

The differences are explained below:

	2023 £	2022 £
Profit before tax on continuing operations	3,891,163	41,045,271
Share of operating (loss) in joint ventures	(2,264)	(565)
Group profit on ordinary activities before tax	<u>3,888,900</u>	<u>41,044,706</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK at 19% (2022: 19%)	738,891	7,798,494
Effects of:		
Expenses not deductible for tax purposes	6,880,085	26,932
Income not chargeable for tax purposes	(490,242)	(1,153,085)
Adjustments to tax charge in respect of previous year - current tax	160,971	1,840,591
Adjustments to tax charge in respect of previous year - deferred tax	118	12,577
Fixed asset differences	243,259	38,668
Annual deduction for land remediation expenditure	-	(649,355)
Remeasurement of deferred tax due to changes in tax rates	73,828	(569,689)
Deferred tax not recognised	(84,717)	247,784
Share of utilisation of tax losses in joint venture undertaking	-	(51)
Tax on profit (note 10a)	<u>7,522,193</u>	<u>7,592,866</u>

Deferred tax assets and liabilities are measured at tax rates that are enacted or substantively enacted at the balance sheet date. A corporation tax rate of 25% has been used to measure the deferred tax assets and liabilities at 31 March 2023.

11 INTANGIBLE FIXED ASSETS

Group	Goodwill £	Player Related Intangibles £	Computer Software £	Total Intangible Assets £	Negative goodwill £
Cost					
At 1 April 2022	-	-	-	-	-
On company purchase	19,743,638	3,357,027	17,694	23,118,359	(59,112,031)
Additions	-	1,019,355	11,866	1,031,221	-
At 31 March 2023	<u>19,743,638</u>	<u>4,376,382</u>	<u>29,560</u>	<u>24,149,580</u>	<u>(59,112,031)</u>
Impairment and amortisation					
At 1 April 2022	-	-	-	-	-
Charge for the year	19,743,638	1,427,049	8,044	21,178,731	(1,128,631)
At 31 March 2023	<u>19,743,638</u>	<u>1,427,049</u>	<u>8,044</u>	<u>21,178,731</u>	<u>(1,128,631)</u>
Net book value					
At 31 March 2023	<u>-</u>	<u>2,949,333</u>	<u>21,516</u>	<u>2,970,849</u>	<u>(57,983,400)</u>
At 31 March 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Goodwill of £19,743,638 arising from the purchase of the trade and assets of The Derby County Football Club Limited (In Administration), The Derby County FC Academy Limited (In Administration), Stadia DCFC Limited (In Administration), Club DCFC Limited (In Administration) and SLVCO 5112 Limited (In Administration) was written off in full during the period

Negative goodwill of £59,112,031 arising on the acquisition of 100% of the share capital in Gellaw Newco 202 Limited will be written off on a straight line basis over the remaining useful life of the property asset, that being the period ending 30 June 2057.

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**12 TANGIBLE FIXED ASSETS**

Group	Leasehold Improvements £	Freehold Land and Buildings £	Motor Vehicles £	Fittings and Equipment £	Total £
Cost or valuation					
At 1 April 2022	-	3,405,030	188,815	1,886,404	5,480,249
Additions	-	1,955,664	-	371,412	2,327,076
On company purchase	7,288,394	81,109,803	-	2,111,757	90,509,954
Re-classification	-	443,110	-	(443,110)	-
Disposals	-	-	-	(266)	(266)
At 31 March 2023	<u>7,288,394</u>	<u>86,913,607</u>	<u>188,815</u>	<u>3,926,197</u>	<u>98,317,013</u>
Depreciation					
At 1 April 2022	-	882,115	182,505	755,803	1,820,423
Charge for the year	512,875	1,952,912	1,577	844,489	3,311,853
Re-classification	-	265,866	-	(265,866)	-
Disposals	-	-	-	(266)	(266)
At 31 March 2023	<u>512,875</u>	<u>3,100,893</u>	<u>184,082</u>	<u>1,334,160</u>	<u>5,132,010</u>
Net book value					
At 31 March 2023	<u>6,775,519</u>	<u>83,812,714</u>	<u>4,733</u>	<u>2,592,037</u>	<u>93,185,003</u>
At 31 March 2022	<u>-</u>	<u>2,522,915</u>	<u>6,310</u>	<u>1,130,601</u>	<u>3,659,826</u>

Freehold land and buildings includes land at a cost of £1,410,000 (2022: £1,410,000) which is not depreciated

Company	Leasehold Improvements £	Freehold Land and Buildings £	Motor Vehicles £	Fixtures, Fittings and Equipment £	Total £
Cost or valuation					
At 1 April 2022	-	3,405,030	15,880	1,876,548	5,297,458
Additions	-	1,936,000	-	30,413	1,966,413
Reclassification	-	443,110	-	(443,110)	-
At 31 March 2023	<u>-</u>	<u>5,784,140</u>	<u>15,880</u>	<u>1,463,851</u>	<u>7,263,871</u>
Depreciation					
At 1 April 2022	-	882,115	15,005	748,907	1,646,027
Charge for the year	-	532,801	219	250,930	783,950
Reclassification	-	265,866	-	(265,866)	-
At 31 March 2023	<u>-</u>	<u>1,680,782</u>	<u>15,224</u>	<u>733,971</u>	<u>2,429,977</u>
Net book value					
At 31 March 2023	<u>-</u>	<u>4,103,358</u>	<u>656</u>	<u>729,880</u>	<u>4,833,894</u>
At 31 March 2022	<u>-</u>	<u>2,522,915</u>	<u>875</u>	<u>1,127,641</u>	<u>3,651,431</u>

Freehold land and buildings includes land at a cost of £1,410,000 (2022: £1,410,000) which is not depreciated

13 INVESTMENTS

Company					£
Cost					
At 1 April 2022					92,254
Additions					503,225
Impairment					(59,990)
Disposals					(3,112)
At 31 March 2023					<u>532,377</u>
Net book value					
At 31 March 2023					<u>532,377</u>
At 31 March 2022					<u>92,254</u>

During the year, the company undertook the following transactions of unquoted investments:

Company	CRN	Transaction	Ownership	Country of Incorporation
Derby County (The Rams) Limited	14190771	Acquisition	100%	England
Gellaw Newco 202 Limited	11422836	Acquisition	100%	England

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**14 ACQUISITION OF A BUSINESS****Gellaw Newco 202 Limited**

On 17 June 2022, the group acquired 100% of the share capital of Gellaw Newco 202 Limited for a consideration of £1. The transaction has been accounted for using the acquisition model of accounts. At 17 June 2022, the assets and liabilities were accounted for at their fair value to the company as set out below :

	Fair Value
	£
Investment Properties	81,109,332
Loans	<u>(22,000,000)</u>
Total identifiable net assets	<u><u>59,109,332</u></u>

The fair value of consideration was paid as follows :

Cash paid on acquisition	1
Goodwill arising upon acquisition	(59,109,331)

The investment property is a football stadium leased to another group company, Derby County (The Rams) Limited. Negative goodwill arising on acquisition of the company will be released to the profit and loss account on a straight line basis over the remaining useful life of the property which is up to 30 June 2057.

The loan of £22,000,000 was repaid in full immediately after acquisition by way of a loan from the parent company.

Derby County (The Rams) Limited

On 23 June 2022, the group incorporated a new company named Derby County (The Rams) Limited, a 100% subsidiary of Clowes Developments (UK) Limited. On 1 July 2022, Derby County (The Rams) Limited purchased the trade and assets and certain liabilities as prescribed by EFL regulations, of SEVCO 5112 Limited (in Administration), The Derby County Football Club Limited (in Administration), Derby County FC Academy Limited (in Administration), Club DCFC Limited (in Administration) and Stadia DCFC Limited (in Administration), collectively "the Group (in Administration)".

The transaction has been accounted for using the acquisition model of accounts. At 1 July 2022, the assets and certain liabilities were accounted for at their fair value to the company as set out below :

	Fair Value
	£
Fixed Assets	9,400,591
Intangible Assets	3,374,721
Current Assets	329,170
Creditors	(11,424,671)
Taxation and Social Security	<u>(8,183,449)</u>
Total identifiable net liabilities	<u><u>(6,503,638)</u></u>

The fair value of consideration was paid as follows :

Cash paid on acquisition	13,240,000
Goodwill arising upon acquisition	19,743,638

Goodwill acquired on the purchase of the trade and assets of the Group (in Administration) worth £19,743,638 was impaired in the year and has been recognised in the consolidated statement of comprehensive income.

Other creditors relating to the acquisition of the company worth £19,279,948 have been paid since the acquisition date.

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**15 SUBSIDIARY UNDERTAKINGS**

The company's subsidiaries were as follows:

	CRN	Percentage of issued share capital held	
		Group %	Company %
Bentley Bridge Management Company Limited	06911370	72.73	72.73
Caldene Homes Limited	08086481	100.00	100.00
Caldene Properties Limited **	05636147	100.00	100.00
Castlewood Business Park Management Company Limited	07782250	2.30	2.30
Centrix Park Management Company Limited	06822807	7.41	7.41
Clowes Developments (Cart Corridor) Limited **	SC286815	100.00	0.00
Clowes Developments (MFDS) Limited **	07058242	100.00	100.00
Clowes Developments (Midlands) Limited **	02023300	100.00	100.00
Clowes Developments (North West) Limited **	02210399	100.00	100.00
Clowes Developments (Scotland) Limited **	SC153369	100.00	100.00
Conder Developments Limited **	02748970	100.00	100.00
Crown Park Management Company Limited	12526424	60.00	60.00
Derby County (The Rams) Limited	14190771	100.00	100.00
Dorothy Flude Retail Park Management Company Limited **	13274266	100.00	100.00
Dove Valley Park Limited **	02672681	100.00	100.00
DVP Management Limited *	11757320	12.93	0.00
East Midlands Distribution Centre Limited	05617031	1.95	1.95
Elysium Developments (Rainham) Limited **	11121465	100.00	0.00
Elysium Gardens (East London) Limited **	11155887	100.00	100.00
Elysium Gardens (North London) Limited **	13310165	100.00	100.00
Fairham Pastures Developments Limited **	02707424	100.00	0.00
G.A.D. Estates Limited **	01703423	100.00	100.00
Gellaw Newco 202 Limited **	11422836	100.00	100.00
Ivanhoe (Ashby) Management Company Limited	05582410	3.64	3.64
Ivanhoe Business Park (A to D) Management Company Limited	09698201	1.00	1.00
Land Partners (Scotland) Limited **	SC268233	100.00	0.00
Outwoods Management Company Limited	05797945	53.85	0.00
Pontardawe Coal and Metals Company Limited (The)	00476883	85.00	85.00
Sackville Developments (Warwick) Limited **	05544767	100.00	100.00
Silverbrae Limited **	SC203080	100.00	0.00
Stoney Stanton Business Park Management Company Limited *	12858187	100.00	100.00
Strategic Land & Leisure Limited *	03440959	100.00	100.00
The Friary Hotel Limited *	02997223	100.00	100.00
Tournament Court Management Company Limited	05699022	3.57	0.00
Tournament Fields (Warwick) Management Company Limited	05713121	43.65	0.00
Wessex Capital Limited	03963773	85.00	85.00

All the above companies were incorporated in Great Britain and operate in the country of registration. All subsidiary undertakings, except for Derby County (The Rams) Limited, which is a professional football club, are principally engaged in property development, ownership and management.

All the above companies have been included in the consolidated financial statements. Those with a shareholding of less than 50% are controlled by the group by virtue of the fact that some of the shares have additional voting rights resulting in a minimum of 51% overall.

* each of these companies were dormant during the current year.

** each of these companies were entitled to exemption from audit under section 479A of the Companies Act 2006.

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**15 SUBSIDIARY UNDERTAKINGS (CONTINUED)****Investments in joint ventures:**

The group has interests in the following joint ventures that are property development companies registered in Great Britain.

	% of issued ordinary share
Clowes Westerman Limited	50%

The accounting period for Clowes Westerman Limited is 31 March. The loss of Clowes Westerman Limited for the year ended 31 March 2023 was £4,527 (2022 : loss £1,129) and its net liabilities at that date were £17,165 (2022 : net liabilities £12,638).

Clowes Westerman Limited

	2023	2022
	£	£
Share of:		
(Loss) before taxation	(2,264)	(565)
(Loss) after taxation	(2,264)	(565)
Current assets	220,253	210,283
Liabilities due within one year	(228,836)	(216,602)
Liabilities due after one year	-	-

16 DEBTORS DUE AFTER MORE THAN ONE YEAR

	Group 2023	Group 2022	Company 2023	Company 2022
	£	£	£	£
Due within one to two years	2,000,000	2,000,000	2,000,000	-
Due within two to five years	10,295,434	19,746,012	10,295,434	11,746,012
Provision for doubtful debts	(12,295,434)	-	(12,295,434)	-
	<u>-</u>	<u>21,746,012</u>	<u>-</u>	<u>11,746,012</u>

Group and company debtors due after more than one year relate to loans made to a contractor that was appointed by the company to acquire and develop land for the cemetery businesses. A provision representing 100% of the debt value was created in the current year as the Directors believe it is unlikely that the debt will be repaid.

17 STOCKS

	Group 2023	Group 2022	Company 2023	Company 2022
	£	£	£	£
Work in progress and properties held for resale and development	<u>358,844,867</u>	<u>344,224,817</u>	<u>232,311,418</u>	<u>197,921,386</u>

During the period, a group of commercial properties have undergone an independent valuation and have been written down to reflect their NRV of £3,141,000 (2022: £3,657,317).

18 CHARGES AND SECURITY

The company has provided its bankers, The Royal Bank of Scotland plc, with fixed charges over certain of its assets held as stocks (note 17) to secure group borrowings as follows:

	Group 2023	Group 2022	Company 2023	Company 2022
	£	£	£	£
Stocks - work in progress and properties held for resale and development	<u>91,034,203</u>	<u>110,609,738</u>	<u>64,354,638</u>	<u>75,583,171</u>
	<u>91,034,203</u>	<u>110,609,738</u>	<u>64,354,638</u>	<u>75,583,171</u>

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**19 DEBTORS**

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Trade debtors	22,196,926	6,648,673	578,111	5,025,009
Amounts owed by group companies	-	-	147,480,907	97,300,705
Amounts owed by related undertakings	5,673,726	6,120,498	5,676,261	6,797,007
Amounts owed by joint ventures	225,990	213,419	225,990	213,419
Current asset investment	3,374,000	2,404,000	-	-
Other debtors	2,766,243	8,505,197	2,071,752	2,760,077
Prepayments and accrued income	4,361,583	723,757	2,120,699	224,476
Other taxation and social security	2,467,501	2,638,973	2,254,510	626,577
Corporation tax	-	-	-	1,170,159
	<u>41,065,969</u>	<u>27,254,517</u>	<u>160,408,230</u>	<u>114,117,429</u>

All debtors are due within one year

Group debtors are stated net of a provision for bad and doubtful debts of £4,590,696 (2022: £915,184)

Company debtors are stated net of a provision for bad and doubtful debts of £4,546,092 (2022: £820,700).

20 CASH AND CASH EQUIVALENTS

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Cash at bank and in hand	4,603,552	16,116,442	82,899	1,450
Overdraft	-	-	(15,914,808)	(7,685,998)
	<u>4,603,552</u>	<u>16,116,442</u>	<u>(15,831,909)</u>	<u>(7,684,548)</u>

21 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Bank overdraft	-	-	15,914,808	7,685,998
Bank loans	20,000,000	-	20,000,000	-
Trade creditors	14,239,083	18,805,506	7,183,865	16,297,019
Amounts owed to group undertakings	-	-	60,508,727	27,203,184
Amounts owed to related undertakings	3,550,759	-	3,539,676	655,629
Corporation tax	1,896,989	1,188,256	8,226	-
Other taxation and social security	5,232,191	-	516,398	-
Other creditors	5,095,871	662,352	194,248	241,000
Accruals and deferred income	48,479,918	82,808,049	31,617,245	69,285,391
	<u>98,494,811</u>	<u>103,464,163</u>	<u>139,483,193</u>	<u>121,368,221</u>

The bank loan is a short-term, 6 month bank loan secured against certain assets of the group. The loan was fully repaid June 2023 and all securities released by the bank

22 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Bank loans	47,500,000	-	47,500,000	-
Other loans	-	9,152,394	-	-
	<u>47,500,000</u>	<u>9,152,394</u>	<u>47,500,000</u>	<u>-</u>
Bank loans are repayable as follows				
In more than one year but not more than two years	-	-	-	-
In more than two years but not more than five years	47,500,000	9,152,394	47,500,000	-
	<u>47,500,000</u>	<u>9,152,394</u>	<u>47,500,000</u>	<u>-</u>

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**22 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (CONTINUED)**

The group bank loan is £47.5m (2022: £nil) drawn on the £57.5m revolving credit facility available at the period end.

The facility of £65.0m is made up of a £57.5m revolving credit facility and a £7.5m multi-company overdraft facility. There is also a separate £10.0m bond facility.

The group's bank loans and overdrafts are secured by fixed charges over certain freehold land and buildings held by the group as stock. The facility bears interest at SONIA plus a margin of 1.75% based on interest cover covenants. The facility is due to expire March 2024. however renewal of the facility for a further 3 years has been mutually agreed and will be formalised early 2024.

23 PROVISIONS FOR LIABILITIES

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Deferred tax				
Deferred tax liability / (asset) at 1 April	268,674	20,159	287,271	61,308
Movement in the year	(56,419)	248,515	(57,338)	225,963
Deferred tax liability at 31 March	<u>212,255</u>	<u>268,674</u>	<u>229,933</u>	<u>287,271</u>

The deferred taxation balance consists of the tax effect of timing differences in respect of:

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Fixed asset timing differences	<u>212,255</u>	<u>268,674</u>	<u>35,764</u>	<u>35,764</u>

The deferred tax liability will be charged against forecast future taxable profits

24 CALLED UP SHARE CAPITAL

	2023 £	2022 £
Called up, allotted and fully paid		
2,204 ordinary A class shares of £0.10 each	220	220
3,306 ordinary shares of £0.10 each	331	331
	<u>551</u>	<u>551</u>

On 11 February 2015, the share capital of the company was sub-divided into 5,510 ordinary shares of £0.10 each. 2,204 of these shares were designated as ordinary A shares and carry 3 times the voting rights of the other ordinary shares. The A ordinary shares and the ordinary shares rank pari passu in all other respects.

25 RESERVES**Capital Redemption Reserve**

The capital redemption reserve represents the value of the company's shares redeemed.

Revaluation Reserve

The revaluation reserve represents surpluses on the revaluation of freehold properties, which are now held within stock.

Profit and loss account

The group consolidated statement of comprehensive income includes all current and prior period retained profits and losses.

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**26 CONTINGENT LIABILITIES****Company**

The company, together with certain other companies under common ultimate ownership, has entered into an agreement with its bankers whereby an overall facility is available and the bank has a right to offset balances amongst all of the companies who are party to the agreement. Hence all companies within the agreement have joint and several liability for any net borrowings that remain. At 31 March 2023, the net bank balances of the companies who were party to the agreement is £1,184,541 (2022 : net bank balances of £15,604,237). Of this amount, a net bank overdraft of £15,832,919 relates to this company (2022 : net bank overdraft of £7,685,998) and is shown as £81,889 within cash at bank and in hand and £15,914,808 within bank loans and overdrafts on the company balance sheet, the remainder is a contingent liability. The combined net assets of the companies who were party to the agreement substantially exceeds these amounts.

27 OPERATING LEASE COMMITMENTS

Annual operating lease commitments under non-cancellable operating leases are as follows:

	Group 2023	Group 2022	Company 2023	Company 2022
Expiring	£	£	£	£
Within 1 year	6,837	5,075	585	5,075
In 1 - 2 years	859	12,039	859	12,039
In 2 - 5 years	110,431	-	110,431	-
After 5 years	1,800,000	-	-	-
	<u>1,918,127</u>	<u>17,114</u>	<u>111,875</u>	<u>17,114</u>

28 OPERATING LEASE AGREEMENTS WHERE THE GROUP OR THE COMPANY IS A LESSOR

Future minimum rentals receivable under non-cancellable operating leases are as follows:

	Group 2023	Group 2022	Company 2023	Company 2022
	£	£	£	£
Within one year	5,987,200	4,792,808	3,818,181	2,674,570
In two to five years	12,248,303	8,198,035	8,081,645	4,642,447
In over five years	3,859,647	2,309,639	1,833,358	1,845,087
	<u>22,095,150</u>	<u>15,300,482</u>	<u>13,733,184</u>	<u>9,162,104</u>

29 FINANCIAL INSTRUMENTS

	Group 2023	Group 2022	Company 2023	Company 2022
	£	£	£	£
Financial assets				
Financial assets measured at fair value	-	-	532,377	92,254
Financial assets measured at amortised cost	29,566,721	31,270,312	2,732,762	7,786,536
	<u>29,566,721</u>	<u>31,270,312</u>	<u>3,265,139</u>	<u>7,878,790</u>
Financial liabilities				
Financial liabilities measured at amortised cost	(142,444,052)	(112,616,557)	(122,934,790)	(93,509,408)

Financial assets measured at fair value comprise fixed asset investments.

Financial assets measured at amortised cost comprise cash at bank and in hand, trade debtors and other debtors.

Financial liabilities measured at amortised cost comprise bank overdrafts, bank and other loans, trade creditors, corporation tax, other taxation and social security, other creditors, and accruals and deferred income.

CLOWES DEVELOPMENTS (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 31 MARCH 2023**30 TRANSACTIONS WITH RELATED PARTIES**

The group has taken advantage of the exemptions available under FRS 102 from disclosing transactions with wholly owned subsidiary companies.

The group entered into the following trading transactions with businesses under common control:

		Profit & Loss		At 31 March	
		Income / (Expense)		Debtor/(Creditor)	
	Nature of	2023	2022	2023	2022
	expenditure	£	£	£	£
Related companies					
Clowes Estates Limited	Travel	-	(1,479)	5,585,085	6,590,489
	Management Fees	-	16,301	-	-
	Recharge of costs	14,009	(1,949)	-	-
	Maintenance	-	2,860	-	-
Clowes Securities (West Midlands) LLP	Recharge of costs	14,090	29,768	1,294	(181)
	Management Fees	-	4,503	-	-
Forbes Court Management Company Limited	Recharge of costs	4,910	-	(163)	-
	Management Fees	2,500	-	-	-
Forbes Park Management Company Limited	Recharge of costs	5,881	-	4,505	-
	Management Fees	833	-	-	-
Land Partners (England) Limited	Recharge of costs	1,696	2,857		5,016
	Loan	(125,625)	-	(3,000,000)	-
Marshmail Investment Limited	Recharge of costs	-	-	(411,742)	(411,742)
Mayfair Property Management Company (Derby) Limited	Maintenance	(184,882)	(93,695)	(130,419)	(55,943)
	Recharge of costs	58,790	(1,492)	-	-
	Management Fees	40,380	43,603	-	-
Omega Court Manco Limited	Recharge of costs	4,167	-	-	-
	Management Fees	4,000	-	-	-
Plot C Castlewood Management Company	Recharge of costs	3,010	-	16	-
Plot 9 Castlewood Management Company Limited	Recharge of costs	3,692	-	2,536	-
Plot 11 Castlewood Management Company	Recharge of costs	2,314	-	2,520	-
Plover Management Company Limited	Recharge of costs	3,284	-	3,770	140
The Trustees of the Charles Clowes Pension Fund	Recharge of costs	27,491	44,558	77,285	2,435
	Maintenance	-	1,013	-	
		(119,460)	46,848	2,134,687	6,130,214
Joint venture company					
Clowes Westerman Limited	Loan	8,349	22,415	225,990	213,469
	Audit/Tax fees	4,172	500	-	-
		12,521	22,915	225,990	213,469
Associate company					
Plot 6 Castlewood Management Company Limited	Recharge of costs	3,419	-	2,315	-
		3,419	-	2,315	

The Clowes Trust 2014 is the controlling party by virtue of its interest in the equity capital of the company.

CLOWES DEVELOPMENTS (UK) LIMITED**COMPANY STATEMENT OF INCOME AND RETAINED PROFITS
YEAR ENDED 31 MARCH 2023**

	2023 £	2022 £
TURNOVER	151,492,061	65,930,954
Cost of sales	(115,322,551)	(37,520,803)
GROSS PROFIT	36,169,510	28,410,151
Administrative expenses	(6,816,822)	(8,436,953)
OPERATING PROFIT	29,352,688	19,973,198
Exceptional Costs	(16,824,566)	-
OPERATING PROFIT BEFORE INTEREST	12,528,122	19,973,198
Interest payable	(5,392,370)	(1,415,194)
Interest receivable	1,859,079	1,348,708
PROFIT BEFORE TAXATION	8,994,831	19,906,712
Tax on profit	(4,121,046)	(4,640,736)
PROFIT FOR THE YEAR	4,873,785	15,265,976

This statement does not form part of the financial statements for Clowes Developments (UK) Limited.