

Company Registration Number 5993863

# WH HOLDING LIMITED

**Annual Report and Financial Statements**

**For the year ended 31 May 2018**

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# WH HOLDING LIMITED

## ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 May 2018

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# WH HOLDING LIMITED

## DIRECTORS AND PROFESSIONAL ADVISERS

<b>Directors</b>	David Sullivan David Gold Karren Brady Andy Mollett Daniel Harris J Albert Smith (appointed 21 <sup>st</sup> September 2017)
<b>Company Secretary</b>	Andy Mollett
<b>Registered Office</b>	London Stadium Queen Elizabeth Olympic Park London E20 2ST
<b>Company Registration Number</b>	5993863
<b>Independent Auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH
<b>Bankers</b>	Barclays Plc 1, Churchill Place London EC14 5HP

# WH HOLDING LIMITED

## STRATEGIC REPORT for the year ended 31 May 2018

The directors present their annual report together with the audited financial statements of the group for the year ended 31 May 2018.

### Principal Activities

The principal activity of the company is to act as a holding company. The principal activity of the group is that of a professional football club as a member of The FA Premier League and the Football Association together with related and ancillary activities.

### Results and Dividends

The results of the group are as set out in the consolidated profit and loss account on page 19. The directors do not propose the payment of a dividend (2017: £nil). The consolidated balance sheet which can be found on page 20 shows that the group had £7.8m of net assets as at 31<sup>st</sup> May 2018.

### Overview

2017-18 was a difficult year for the Club, experiencing issues both on and off the pitch, but the Board has invested heavily in the team and brought in an experienced Manager, and is hopeful that the new season will see significant improvements on the last.

### Football

The Club finished a satisfactory 13<sup>th</sup> in the Premier League, but the performances were inconsistent, and relegation was a threat for much of the season. We parted company with Slaven Bilic in November and appointed David Moyes to achieve safety, and this was accomplished.

During the 17-18 season there was a cash investment of £63.0m in transfer fees and £50.9m of proceeds from disposals of players and the major component of the annual wage cost of £106.6m was wages for the first team squad and Management.

For the 18-19 season, the Board was determined to maximise the Club's prospects of retaining Premier League status by hiring a top-class Management team headed up by Manuel Pellegrini and has made an unprecedented net investment in the playing squad of £89.5m.

### Off the pitch

Turnover during the year was £175.3m, a reduction of £8.0m from 2016-17. Whilst this decrease will have been influenced by the disappointing season on the pitch, it should be noted that approximately £5.8m of the reduction resulted from four fewer home matches being played and other one-offs.

Broadcast income fell by £0.8m, mainly due to the lower position in the Premier League, 13<sup>th</sup> against 11<sup>th</sup> place in the 2016-17 season.

Reported ticketing sales income fell by £4.1m to £24.5m, despite season tickets selling out for the second year in succession, as there were no Europa League ties or a marquee friendly game at the stadium this year, and because we had fewer home cup games than last year.

Retail income fell by £1.4m and Commercial income fell by £1.8m, mainly caused by one-offs in previous year. On a like for like basis, their combined reduction equated to £0.9m.

# WH HOLDING LIMITED

## STRATEGIC REPORT for the year ended 31 May 2018 (continued)

### **London Stadium**

We continue to encounter operational issues with the owner of the London Stadium and we are seeking judicial redress as our only means of resolution in the absence of any willingness to negotiate on these matters without court action. Since the year end, the Club has won four Expert Determinations on operational issues experienced during the first two seasons at the stadium.

### **Future Prospects**

Being in the world's best league, the Premier League, for the 2017-18 season, has allowed the Club to continue to benefit from increased Premier League distributions from the third year of the broadcasting agreement. Retention of our status in 2018-19 season is an absolute necessity for the future wellbeing of the Club and we have invested in the personnel both on and off the pitch to achieve this.

We also renewed and increased our short-term secured facility for a further year in August 2018 which enabled us to invest in more on-field talent.

### **Principal Risk and Uncertainties**

The group's principal business risk remains that of the football club being relegated from the FA Premier League with the serious financial consequences which follow. The group prepares budgets three seasons in advance which include an evaluation of the impact of relegation and associated contingency plans.

It is a feature of football clubs' income streams that a significant element is known in advance because of its long term contractual nature. Centrally negotiated broadcast and sponsorship deals are presently in place to the end of the 2021-22 season. The group's own major sponsorship and partnership agreements are also in place until the end of seasons 2019 and 2020. Season ticket sales (including corporate sales) are made at the start of each season or accounting year and represent the bulk of the group's match day revenue. It follows that in the region of 75% of the group's annual turnover will be guaranteed, or in many cases received, by 31 July each year.

To the extent that there are ever any material variances from forecast, football clubs are in the unique position of being able to trade footballers to address any potential liquidity risks, although this ability can on occasion be constrained if less transfer activity is conducted by clubs (either domestically or internationally) in any one transfer window. Clubs can also normally accelerate receipt of deferred elements of transfer fees receivable by discounting those proceeds with a financial institution, although there can be no certainty of the availability of such funding.

At the London Stadium, we will rely on the stadium operator to obtain the annual safety certificate, but we will continue to hold £500 million of public liability insurance in respect of any one occurrence.

### *Financial Risk Management*

Financial assets that expose the group to financial risk consist principally of cash, trade and other debtors. Financial liabilities that expose the group to financial risk consist principally of trade and other creditors. The financial risks associated with these financial instruments are considered minimal.

# WH HOLDING LIMITED

## STRATEGIC REPORT for the year ended 31 May 2018 (continued)

### **Principal Risk and Uncertainties (continued)**

#### *Financial Risk Management (continued)*

The group is exposed to foreign exchange risks in respect of the purchase or sale of player registrations negotiated in foreign currency. In the course of the year just ended, the group made a loss on foreign currency translation of £0.4m, due to the foreign exchange market uncertainty in the aftermath to the EU referendum and the impact on the euro in particular.

The group places its cash with a creditworthy institution. The group performs ongoing credit evaluation of its debtors' financial condition. The carrying amounts of cash, trade and other debtors represent the maximum credit risk to which the group is exposed.

#### *Going Concern*

On 10<sup>th</sup> August 2018, the Board secured additional short term loan finance of £23.0m, the majority of which is repayable in July 2019. This is secured by a fixed and floating charge over the assets of the Club.

The Board has to assess the risk in relation to the group's forecast trading performance. The group has prepared and approved forecasts for the current and forthcoming seasons including the period of twelve months from the date of signing these financial statements. The Board also performs sensitivity analysis on these forecasts, including the identification of mitigating actions, to take account of any projected shortfalls. Mitigating actions include alternative sources of loan finance, the option of player disposals to generate transfer fee income and wage savings as well as support from its investing owners.

The Board has concluded that its forecast for the year in question and the assumptions on which it is based are sufficiently robust to justify confidence in the groups's going concern status. A major element of the group's annual turnover comes from contractual broadcasting and central sponsorship distributions and is therefore effectively guaranteed for the seasons covered by the company's forecasts. The company also generates turnover from season ticket, match ticket, corporate and retail sales and, while the board recognises uncertainties about these sources of income, the evidence of the new season at the London Stadium is that demand remains strong due to the high level of supporter loyalty enjoyed by the Club, as shown by over 50,000 season ticket sales for the 18-19 season.

In the event that the foregoing initiatives did not generate the necessary cash flows to allow the group to operate within its secured borrowing limits, the group's current providers of short term loan finance, and certain of the investing owners, have undertaken to provide what the board has concluded would be a sufficient level of financial support to allow the group to continue to meet its debts as they fall due for at least 12 months from the date of approval of these financial statements.

Consequently, after making enquiries and taking account of the uncertainties described above, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

# WH HOLDING LIMITED

## STRATEGIC REPORT for the year ended 31 May 2018 (continued)

### Key Performance Indicators (“KPI’s”)

The group monitors its performance against a range of key performance indicators on an annual basis. Although not exhaustive, the table below summarises major KPI’s over the last five years. Although the group does not set targets to be achieved each season it nevertheless seeks to maximise performance, both financial and non-financial, on an annual basis.

	2017/2018	2016/17	2015/16	2014/15	2013/14
League position	13 <sup>th</sup>	11 <sup>th</sup>	7 <sup>th</sup>	12 <sup>th</sup>	13 <sup>th</sup>
FA Cup	4 <sup>th</sup> round	3 <sup>rd</sup> round	6 <sup>th</sup> round	5 <sup>th</sup> round	3 <sup>rd</sup> round
Caraboa Cup	5 <sup>th</sup> round	5 <sup>th</sup> round	3 <sup>rd</sup> round	2 <sup>nd</sup> round	Semi final
Average league gate	56,923	56,972	34,910	34,874	34,007
Wage: turnover ratio	60.8%	51.8%	60.0%	60.0%	55.6%
Operating profit before exceptional items & player trading	£34.7m	£56.7m	£31.5m	£27.0m	£31.3m

On behalf of the board



**Andy Mollett**  
**Director**  
**9<sup>th</sup> October 2018**

# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018

### **Directors**

The directors of the company who were in office during the year of signing the audited financial statements of the group were:

David Sullivan  
David Gold  
Karren Brady  
Andy Mollett  
Daniel Harris  
David Svanstrom (resigned 21 September 2017)  
J Albert Smith (appointed 21<sup>st</sup> September 2017)

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors and Officers liability insurance in respect of itself and its Directors.

### **Results and Dividends**

The results of the group are as set out in the consolidated profit and loss account on page 19. The directors do not propose the payment of a dividend (2017: £nil). The consolidated balance sheet, which can be found on page 20 shows that the group had net assets of £7.8m as at 31<sup>st</sup> May 2018.

### **Political donations**

No donations were made to a registered political party or other political organisation in the EU (including the UK), or any independent elections candidate and no EU political expenditure exceeding £2,000 in aggregate was incurred in the financial year (2017: £nil).

### **Employees**

#### *Recruitment & Staffing*

West Ham United's employees are key to the Club and are the most visible part of the business to its customers. We are committed to high standards of employment practice and to providing equality of opportunity, training and development and a safe workplace, in addition to developing initiatives which encourage innovation.

West Ham United aims to be an exceptional employer; one that recognises talent and develops people to the best of their abilities. We ask our people to share our determination to succeed and to deliver strong business success which is why it is important for us to appropriately reward, engage, listen to and develop our employees.

West Ham United's people have a range of backgrounds and we work hard to provide opportunities to move around the business where appropriate and provide training to develop skills for current and future roles. We have a good track record in promoting our staff internally through investment in training and development. During the year a total of 217 staff attended in-house training courses.



# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### **Employees (continued)**

#### *Recruitment & Staffing (continued)*

We are committed to equal opportunities for all of our people, regardless of disability or background, from recruitment and selection, through training and development and promotion. The Club achieved the Premier League Intermediate Level Equality Standard in March 2018 and is now working towards the Advanced Level.

The Club is proud to be a Disability Confident Employer and has set a target to become a Disability Confident Leader within the next 12 months.

The Club has embraced the Apprenticeship Levy and in the last 12 months has employed 37 apprentices, 15 of which were new hires. Apprentices are employed across all departments including media, ground staff, finance, HR, retail, commercial partnerships, ticket office and maintenance. Almost half of the Club's apprentices reside in Newham or the surrounding boroughs.

#### *Engagement & Involvement*

Engaged staff help us to continue to be successful and grow. We continue to hold regular events to connect with our people and promote our community focus, such as business results briefings, staff football tournaments, long-service award ceremonies and our End of Season and Christmas parties.

Our informal and inclusive culture creates communication channels; promoting innovation and the sharing of ideas and we all work together in striving to achieve the common goal of the Club as a whole. We hold weekly management meetings and ensure that employees from across the business are in dialogue with our business leaders. West Ham United's employees are kept well informed of the performance of the Club and key events concerning the business through regular staff briefings by management and through communications via our intranet, staff newsletter, staff surveys and email.

The group's policy is to communicate honestly with employees and encourage consultation between employees and management. It places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them and on the various factors affecting the performance of the group. This is achieved through formal and informal meetings usually with the vice-chairman or other senior management. This leads to sharing the same understanding of goals, processes, and expectations. Heads of Department meetings are held regularly and committees have been established charged with reviewing contracts, controlling costs and maximising the group's income from staging events. Employees across the entire range of the group's operations participate in these committees.

#### *Developing our people*

Every employee plays a part in the Club's success and we are focused on developing our people to the best of their abilities. When joining the business employees undertake a thorough induction which includes training on how to perform in their new role and orientation around different areas of the business and mandatory training in CPR, fire awareness, DSE and equality and diversity.

# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### **Employees (continued)**

#### *Compensation & Benefits*

The West Ham United Skills School was launched in 2017 and the Club has heavily invested in staff who have benefitted from a range of training programmes and development courses that have further enhanced skills and output across all departments, upskilling the entire workforce and producing stars of the future who can lead the Club as it grows at London Stadium.

In line with legislation the Club has also undertake a gender pay gap audit and the results show that the pay gap is currently -9.76% (excluding first team players, management and coaching staff).

The Club pays equal pay for men and women performing equal jobs. Categorically, men and women doing the same job are paid the same rate of pay.

The Board has worked very hard in the last six years to address the gender issues faced in football. This has been achieved through the promotion and development of existing staff and positive action in external recruitment. We are now at a point where 50% of the Vice-Chairman's direct reports are female.

The Club is also very supportive of its female workforce who have children; providing generous maternity pay and 80% of female employees who have been on maternity leave in the past two years have returned to the Club and all flexible working requests have been granted.

Additionally, West Ham United FC has paid the equivalent of London Living Wage to all full-time and part-time permanent members of staff since June 2015 and became an accredited London Living Wage Employer in December 2017.

### **Community**

During 2017/18 season we continued to develop and focus our resources on cementing our community outreach into key new areas whilst growing existing best practice delivery models in local areas.

As the Club's outreach vehicle, The Foundation's vision is to be the leading social and community outreach organisation in East London and Essex, using the power of the West Ham United brand to provide inclusive, life-changing opportunities for individuals and wider society.

In 2016, the Foundation redefined their Strategic Objectives and during the second year of their three year business cycle, continued to drive their three key long-term objectives:

- To be at the forefront of innovative community programmes and partnerships
- To strategically grow the Foundation's work across East London, Essex and beyond
- To serve in the best interest of the community, delivering a lasting legacy from the heart of east London

We are continually reviewing and assessing to ensure our planned 10-year strategy (2016-2026) continues to redefine our vision, priorities and goals.

# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### **Community (continued)**

Our future plans are now dictated by our business plan - with the organisation working together towards achieving the ambitious goals we have set ourselves. We also have a detailed milestone model based on our key objectives.

Below are some of the milestones during 2017-18 from our flagship programmes, and whilst this is far from an exhaustive list, it highlights some key areas of development throughout the season:

#### **Queen Elizabeth Olympic Park**

- For the past four years of Athletic Delivery at the QEOP there has been a key delivery on the Active People Active Park (APAP) programme
- Now in its fifth year, WHU Foundation have investing funding into the new Newham Athletics Network which has restarted this season. This role is crucial to continue the delivery of Athletics and Community Engagement across the QEOP

#### **150Club**

- Starting in April 2016, our 150Club Newham Community Prescription is a ground-breaking partnership initiative tackling the growing rise of diabetes 2 and cardiovascular disease (CVD). With 55.2% of adults in Newham inactive, it aims to empower local people and enable them to take greater control of their own health.
- Won the prestigious BT Sports Industry 'Community Programme of the Year 2018' Award

#### **Any Old Irons**

- Programme aims to tackle social exclusion and loneliness in partnership with Friends of the Elderly, Friends of the Elderly, Premier League, Professional Footballers Association, Neighbours in Poplar
- 5 week programme, once a week exciting activities all related to West Ham United, including legends events featuring Sir Trevor Brooking, Bobby Barnes, Keith Robson and Alan Taylor
- Now on to the ninth cohort, with over 200 over 65s now worked with

#### **Leadership Through Sport and Business (LTSB)**

- LTSB is a social mobility charity that works with bright young people from disadvantaged backgrounds to find them meaningful work with major firms. Their pre-employment programme prepares participants for an unfamiliar working world, and then LTSB supports them throughout business and finance apprenticeships at firms like Santander, Grant Thornton, EY and many others.
- The foundation has worked with Leadership Through Sport & Business since 2014, with 75 participants to date and the outcomes speak for themselves with over 80% of the last two cohorts being offered full time jobs by their apprenticeship employers.

#### **Kicks**

- For over a decade, this programme has a long history of using the power of football and the value of sports participation to help hard-to-reach youngsters in some of the most high-need areas
- Engaging with 1393 participants in 2017/18

# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### Community (continued)

#### Premier League Primary Stars

- Started in 2016, Premier League Primary Stars uses the appeal of the Premier League and professional football clubs to inspire children to learn, be active and develop important life skills. Inspires girls and boys aged 5-11 in the classroom, the playground and on the sports field. Learning is connected to the real world of sport to enthuse pupils when tackling challenging PSHE topics such as resilience, diversity, self-esteem and fair-play

#### Community Schools Hub

- The WHU Foundation Community School Hub Officer supports each community school hub with their targeted interventions on mentoring and behavioural management. The Community School Hub Officer works closely with the school behavioural management team to work with certain individual students. This includes mentoring and supporting them whether it's in the classroom or across a number of sports activities. The community school hub model has three main aims:
  - Becoming an integral part of each community hub school environment
  - Develop individual primary school cluster relationships and external partnerships
  - Premier League programme development across Essex

The key objective is to become fully embedded within the community school hubs culture and ethos of teaching and learning.

Areas: Newham, Barking and Dagenham, Havering, Brentwood, Thurrock, Basildon, Chelmsford

#### Tackling Holiday Hunger (Funded as part of Premier League Primary Stars Innovation Fund)

- As part of the Premier League Primary Stars Programme, as a Tier 1 club, West Ham United Foundation are utilising the Innovation Fund that is available to us to broaden the reach of our programme even further – helping to impact the lives of even more young people in our locality. The aims of the programme are:
  - Provide healthy hot meals to targeted children who are most at risk of going hungry during school holidays
  - Educate parents of all participants in how to cook and prepare affordable and healthy meals for their children to decrease risk of the targeted children going hungry during school holidays
  - Up-skill secondary school children in how to produce healthy meals
  - Raise participation of targeted primary school children in structured physical activity

#### Second Chance Learning Academy

- This ground-breaking partnership between West Ham United Foundation and West Ham United Academy has seen WHU Foundation provide young footballers previously released by Academies at Category 1 and 2 clubs to attend Chadwell Heath to train and to also be educated. Training at our Chadwell Heath base, the young players see the images of the likes of Sir Bobby Moore, Sir Geoff Hurst and Martin Peters.

# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### **Community (continued)**

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### **Any Old Irons**

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# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### **Community (continued)**

Because of our fantastic 2017/18 period of development and growth, we will:

- Investment of £3.4 million in 2018/19
- Delivered £1.2 million in 2017/18 in Newham alone, supporting over 9,000 residents

Over the next season, we will also work with our partners at the Premier League to ensure their cycle of funding aligns with our own strategy. We will go out to consultation with staff, local participants, local organisations and key partners and stakeholders, to discuss and mould our new three-year focus from 2019 – 2022.

This focus will build on an extremely successful three-year period from 2016 and look to further invest in community priorities where we can make the most difference. Ultimately this will ensure we are a needs-led organisation that creates more opportunities for all our communities.

# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### **Financial risk management**

See strategic report, pages 5

### **Future prospects**

See Strategic report page 5.

### **Post Balance Sheet Events**

Note 31 provides details of material events which have occurred since the balance sheet date.

### **Going Concern**

See strategic report, page 6.

### **Dividends**

See strategic report, page 4.

# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### **Statement on Information Given to Independent Auditors**

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

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

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

### **Independent Auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the annual general meeting.



# WH HOLDING LIMITED

## DIRECTORS' REPORT for the year ended 31 May 2018 (continued)

### Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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

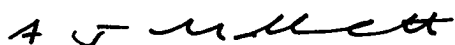
- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and parent company will continue in business.

The directors are also responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006.

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

On behalf of the board



**A Mollett**  
**Director**  
**9<sup>th</sup> October 2018**

# WH HOLDING LIMITED

## Independent auditors' report to the members of WH Holding Limited

### Report on the audit of the financial statements

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#### Opinion

In our opinion, WH Holding Limited's group financial statements and parent company financial statements (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 May 2018 and of the group's profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: consolidated balance sheet and company balance sheet as at 31 May 2018; the consolidated profit and loss account and consolidated statement of comprehensive income; the consolidated cash flow statement; and the consolidated statement of changes in equity and company statement of changes in equity for the year then ended; and the notes to the consolidated cash flow statement and notes to the financial statements, which include a description of the significant accounting policies.

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#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's and parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's and parent company's ability to continue as a going concern.

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#### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

# WH HOLDING LIMITED

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

## *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 May 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and parent company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

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## **Responsibilities for the financial statements and the audit**

### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of directors' responsibilities set out on page 16, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

### *Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### *Use of this report*

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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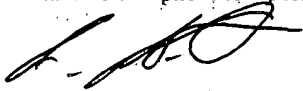
## **Other required reporting**

### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

  
Craig Skelton (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

9 October 2018

# WH HOLDING LIMITED

## CONSOLIDATED PROFIT AND LOSS ACCOUNT for the year ended 31 May 2018

	Note	2018			2017		
		Operations excluding player trading £000	Player trading * (notes 7 & 11) £000	Total £000	Operations excluding player trading £000	Player trading * (notes 7 & 11) £000	Total £000
Group turnover	3	175,346	-	175,346	183,340	-	183,340
Other operating income		1,232	-	1,232	2,112	-	2,112
Administrative expenses		(143,499)	(41,021)	(184,520)	(120,016)	(45,394)	(165,410)
Group operating profit/(loss)	5	33,079	(41,021)	(7,942)	65,436	(45,394)	20,042
Analysed as;							
Operating profit/(loss) before exceptional items		34,722	(41,021)	(6,299)	56,722	(45,394)	11,378
Exceptional items	4	(1,643)	-	(1,643)	8,664	-	8,664
Group operating profit/(loss)		33,079	(41,021)	(7,942)	65,436	(45,394)	20,042
Profit on disposal of players	7	-	29,938	29,938	-	28,419	28,419
Profit on operating activities before interest and taxation		33,077	(11,083)	21,996	65,436	(16,975)	48,461
Interest receivable and similar income	8			24			65
Interest payable and similar expenses	9			(3,711)			(5,047)
Profit on ordinary activities before taxation				18,309			43,479
Tax on Profit	10			(932)			(438)
Profit for the financial year	27			17,377			43,041

\* Player trading represents the amortisation of registrations and the profit or loss on disposal of registrations.  
All activities derive from continuing operations.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 May 2018

	2018 £000	2017 £000
Profit for the financial year	17,377	43,041
Loss relating to the revaluation of freehold land and buildings	(284)	-
Total comprehensive income	17,093	43,041

# WH HOLDING LIMITED

## CONSOLIDATED BALANCE SHEET

as at 31 May 2018

	Note	2018		2017	
		£000	£000	£000	£000
<b>Fixed assets</b>					
Intangible assets	11		78,473		86,437
Tangible assets	12		20,980		23,378
			<u>99,453</u>		<u>109,815</u>
<b>Current assets</b>					
Stocks	14	2,297		2,289	
Debtors: amounts falling due after more than one year	15	24,037		14,722	
Debtors: amounts falling due within one year	15	27,873		31,383	
Cash at bank and in hand		30,538		30,046	
		<u>84,745</u>		<u>78,440</u>	
<b>Creditors - amounts falling due within one year</b>	16	(98,441)		(117,310)	
<b>Net current liabilities</b>			<u>(13,696)</u>		<u>(38,870)</u>
<b>Total assets less current liabilities</b>			85,757		70,945
<b>Creditors – amounts falling due after more than one year</b>	16		(73,765)		(72,818)
<b>Provisions for liabilities</b>	20,21		(4,179)		(7,407)
<b>Net assets/(liabilities)</b>			<u><u>7,813</u></u>		<u><u>(9,280)</u></u>
<b>Capital and reserves</b>					
Called up share capital	22		2		2
Share premium account	23		34,999		34,999
Capital redemption reserve	24		111,499		111,499
Revaluation reserve	25		1,399		1,886
Profit and loss account	26		(140,086)		(157,666)
<b>Total shareholders' funds/(deficit)</b>	27		<u><u>7,813</u></u>		<u><u>(9,280)</u></u>

These financial statements, on pages 19 to 44 for company registration number 5993863, were authorised by the board of directors on 9<sup>th</sup> October 2018 and signed on its behalf



Andy Mollett  
Director

# WH HOLDING LIMITED

## COMPANY BALANCE SHEET

as at 31 May 2018

	Note	2018 £000	2017 £000
<b>Fixed assets</b>			
Investments	13	123,199	123,199
<b>Current assets</b>			
Debtors	15	32,235	23,300
<b>Creditors - amounts falling due within one year</b>	16	(9,500)	-
<b>Net current assets</b>		<u>22,735</u>	<u>23,300</u>
<b>Total assets less current liabilities</b>		<u>145,934</u>	<u>146,499</u>
<b>Net assets</b>		<u>145,934</u>	<u>146,499</u>
<b>Capital and reserves</b>			
Called up share capital	22	2	2
Share premium account	23	34,999	34,999
Capital redemption reserve	24	111,499	111,499
Profit and loss account	26	(566)	(1)
<b>Total shareholders' funds</b>		<u>145,934</u>	<u>146,499</u>

These financial statements, on pages 19 to 44 for company registration number 5993863, were authorised by the board of directors on 9<sup>th</sup> October 2018 and signed on its behalf.

The Company generated a loss of £565,000 for the year (2017:£nil).



**Andy Mollett**  
Director

# WH HOLDING LIMITED

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the year ended 31 May 2018

	Called up share capital	Share premium	Capital redemption reserve	Revaluation reserve	Profit and loss account	Total shareholders' funds/(deficit)
	£000	£000	£000	£000	£000	£000
<b>Balance as at 1 June 2016</b>	2	34,999	111,499	1,886	(200,707)	(52,321)
Profit for the year		-	-	-	43,041	43,041
<b>Balance as at 31 May 2017</b>	2	34,999	111,499	1,886	(157,666)	(9,280)
<b>Balance as at 1 June 2017</b>	2	34,999	111,499	1,886	(157,666)	(9,280)
Profit for the year	-	-	-	-	17,377	17,377
Other comprehensive income	-	-	-	(284)	-	(284)
Transfer	-	-	-	(203)	203	-
<b>Balance as at 31 May 2018</b>	2	34,999	111,499	1,399	(140,086)	7,813

# WH HOLDING LIMITED

## COMPANY STATEMENT OF CHANGES IN EQUITY for the year ended 31 May 2018

	<b>Called up share capital £000</b>	<b>Share premium £000</b>	<b>Capital redemption reserve £000</b>	<b>Profit and loss account £000</b>	<b>Total shareholders' funds £000</b>
<b>Balance as at 1 June 2016</b>	<b>2</b>	<b>34,999</b>	<b>111,499</b>	<b>(1)</b>	<b>146,499</b>
<b>Balance as at 31 May 2017</b>	<b>2</b>	<b>34,999</b>	<b>111,499</b>	<b>(1)</b>	<b>146,499</b>
Balance as at 1 June 2017	2	34,999	111,499	(1)	146,499
Loss for the year	-	-	-	(565)	(565)
<b>Balance as at 31 May 2018</b>	<b>2</b>	<b>34,999</b>	<b>111,499</b>	<b>(566)</b>	<b>145,934</b>



# WH HOLDING LIMITED

## CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 May 2018

	2018	2017
	£000	£000
<b>Net cash generated from operating activities</b> <b>(Note A)</b>	36,919	39,375
<b>Cash flow from investing activities</b>		
Purchase of tangible fixed assets	(1,187)	(8,091)
Proceeds from disposal of fixed assets	-	28,689
Purchase of player registrations	(63,037)	(60,661)
Proceeds from disposal of player registrations, net of costs	50,927	27,093
Interest received	24	65
<b>Net cash used in investing activities</b>	(13,273)	(12,905)
<b>Cash flow from financing activities</b>		
Bank and other loans advanced	34,500	42,500
Bank and other loans repaid	(45,000)	(61,465)
Interest paid	(12,654)	(5,142)
<b>Net cash used in financing activities</b>	(23,154)	(24,107)
<b>Net increase in cash and cash equivalents</b>	492	2,363
Cash and cash equivalents at start of the year	30,046	27,683
<b>Cash and cash equivalents at the end of the year</b>	30,538	30,046

# WH HOLDING LIMITED

## NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT for the year ended 31 May 2018

### A Reconciliation of Operating (Loss) / Profit to Net Cash Inflow from Operating Activities

	2018 £000	2017 £000
Operating (loss)/profit from continuing activities before exceptional items	(6,299)	11,378
Depreciation charge	1,839	1,463
Revaluation of properties	1,461	-
Amortisation of cost of player registrations	41,021	45,394
(Increase) in stocks	(8)	(1,939)
Decrease/(Increase) in debtors	1,022	(14,549)
(Decrease) in creditors	(1,679)	(2,372)
Corporation Tax paid	(438)	-
Net cash inflow from operating activities	<u>36,919</u>	<u>39,375</u>

### B Analysis of Changes in Net Debt

	1 June 2017 £000	Cash Flows £000	Other non- cash changes £000	31 May 2018 £000
Cash at bank and in hand	30,046	492	-	30,538
	<u>30,046</u>	<u>492</u>	<u>-</u>	<u>30,538</u>
Debt due within one year	(30,000)	10,500	-	(19,500)
Debt due after one year	(45,611)	-	-	(45,611)
	<u>(75,611)</u>	<u>10,500</u>	<u>-</u>	<u>(65,111)</u>
Net debt	<u>(45,565)</u>	<u>10,992</u>	<u>-</u>	<u>(34,573)</u>

Net debt is calculated exclusive of interest accrued on loans.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018

### 1. Accounting Policies

#### a) General information

WH Holding Limited ('the Company') and its subsidiaries (together 'the Group') operates a professional football club, West Ham United Football Club, currently playing in the English Premier League.

The Company is a private company limited by shares and is incorporated in the United Kingdom. The address of its registered office is London Stadium, Queen Elizabeth Olympic Park, London E20 2ST.

#### b) Statement of compliance and basis of preparation

The financial statements of WH Holding Limited have been prepared in compliance with 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 the Companies Act 2006.

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

These policies have been applied consistently to all the years presented, unless otherwise stated.

These financial statements have been prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of freehold land and buildings.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and Company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 1d.

#### *Exemptions for qualifying entities under FRS 102*

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following disclosure exemptions:

- (i) The requirements of Section 7 *Statement of Cash Flows* on the basis that it is a qualifying entity and the consolidated cash flow statement, included in these financial statements, includes the Company's cash flows.
- (ii) The requirement of Section 33 *Related Party Disclosures* to disclose transactions with group companies.
- (iii) The company has taken advantage of the exemption in section 408 of the Companies Act from disclosing its individual profit and loss account.

The Company has taken an exemption from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information is provided in the consolidated financial statements.

#### *Going concern*

The financial statements have been prepared on the going concern basis.

On 10<sup>th</sup> August 2018, the Board secured additional short term loan finance of £23.0m, the majority of which is repayable in July 2019. This is secured by a fixed and floating charge over the assets of the Club.

The Board has to assess the risk in relation to the group's forecast trading performance.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018

### 1. Accounting Policies (continued)

#### b) Statement of compliance and basis of preparation (continued)

##### *Going concern (continued)*

The group has prepared and approved forecasts for the current and forthcoming seasons including the period of twelve months from the date of signing these financial statements. The Board also performs sensitivity analysis on these forecasts, including the identification of mitigating actions, to take account of any projected shortfalls. Mitigating actions include alternative sources of loan finance, the option of player disposals to generate transfer fee income and wage savings as well as support from its investing owners.

The Board has concluded that its forecast for the year in question and the assumptions on which it is based are sufficiently robust to justify confidence in the group's going concern status. A major element of the group's annual turnover comes from contractual broadcasting and central sponsorship distributions and is therefore effectively guaranteed for the seasons covered by the company's forecasts. The company also generates turnover from season ticket, match ticket, corporate and retail sales and, while the board recognises uncertainties about these sources of income, the evidence of the new season at the London Stadium is that demand remains strong due to the high level of supporter loyalty enjoyed by the Club, as shown by over 50,000 season ticket sales for the 18-19 season.

In the event that the foregoing initiatives did not generate the necessary cash flows to allow the group to operate within its secured borrowing limits, the group's current providers of short term loan finance, and certain of the investing owners, have undertaken to provide what the board has concluded would be a sufficient level of financial support to allow the group to continue to meet its debts as they fall due for at least 12 months from the date of approval of these financial statements.

Consequently, after making enquiries and taking account of the uncertainties described above, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

##### *Basis of consolidation*

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

#### c) Significant accounting policies

##### *Turnover*

Turnover represents the fair value of all amounts received and receivable in respect of football matches played, goods sold and service provided during the period excluding value added tax, returns discounts and rebates. Gate receipts and other match day revenue is recognised as games are played. Sponsorship and similar commercial income is recognised over the duration of the respective contracts. The fixed element of broadcasting revenues is recognised over the duration of the football season whilst facility fees received for live coverage or highlights are taken when earned.

Non-trading income is disclosed as other operating income and is recognised once there is certainty that the income will be received.

##### *Exceptional items*

The group classifies certain irregular charges or credits that have a material impact on the group's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the group.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018

### 1. Accounting Policies (continued)

#### c) Significant accounting policies (continued)

##### *Tangible fixed assets*

The Chadwell Heath, Little Heath, Rush Green training grounds and the Beckton Community Centre are held under the revaluation model. A full valuation was undertaken and reflected in the financial statements for the year ended 31 May 2018. Full valuations take place at least every five years and any surplus or deficit is transferred to the revaluation reserve through other comprehensive Income, where the balance held on reserve permits.

Where insufficient revaluation reserve balances are held, the revaluation deficit is charged to the current year profit and loss account. Where depreciation charges are increased following a revaluation, where material, an amount equal to the increase is transferred annually from the revaluation reserve to the profit and loss account as a movement on reserves. On the disposal or recognition of a provision for impairment of a revalued fixed asset, any related balance remaining in the revaluation reserve is also transferred to the profit and loss account as a movement on reserves.

Land is not depreciated. Depreciation on other assets is calculated, using the straight-line method, to allocate the depreciable amount to their residual values over their estimated useful lives, as follows:

Freehold land and buildings	2-10%
Plant, fittings and equipment	10-33%
Motor vehicles	25%

At the balance sheet date, the group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of fair value less costs to sell and value in use. Any impairment loss is recognised immediately as an expense. Assets are stated net of any provision for impairment.

##### *Intangible assets – player registrations*

Payments made to third parties in order to acquire a player's registration are capitalised at cost. The cost is then amortised during the football season on a straight-line basis over the period of the player's contract. Where a player's contract is renegotiated before its expiry, on broadly similar financial terms, the unamortised balance of the original capitalised cost is then amortised over the term of the new contract together with any costs associated with the renegotiation. In the event of disposal of a player's registration, the unamortised cost of acquiring the registration is deducted from the net proceeds of disposal to arrive at a profit or loss on disposal.

Future payments for the acquisition of a player's registration, which may become due dependent on the performance of the team and/or the individual player, are recognised within the original cost of acquisition if, in the opinion of the directors, it is probable that these payments will eventually be made.

Similar terms may exist in contracts for the sale of players' registrations but such payments are not recognised as part of the proceeds of disposal until the event upon which the payment is dependent is known to have occurred.

At the balance sheet date, the group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of fair value less costs to sell and value in use. Any impairment loss is recognised immediately as an expense.

##### *Signing on fees*

Signing on fees payable under an employment contract are accounted for on an earnings basis. Where such fees are payable in equal annual instalments, under Football League and FA Premier League regulations, they are charged to the profit and loss account evenly over the period of the player's contract. In the event of the player's registration being sold, the balance of any signing on fees paid or payable to a player is treated as a cost of disposal of the registration.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018

### 1. Accounting Policies (continued)

#### c) Significant accounting policies (continued)

##### *Stocks*

Stocks are stated at the lower of cost and estimated selling price less costs to sell. Stocks are recognised as an expense in the period in which the related turnover is recognised.

Cost is determined on the first-in, first-out (FIFO) method. Cost includes the purchase price, including taxes and duties and transport and handling directly attributable to bringing the inventory to its present location and condition.

At the end of each reporting period stocks are assessed for impairment. If an item of inventory is impaired, the identified inventory is reduced to its selling price less costs to complete and sell and an impairment charge is recognised in the profit and loss account. Where a reversal of the impairment is required, the impairment charge is reversed, up to the original impairment loss, and is recognised as a credit in the profit and loss account.

##### *Taxation*

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

Deferred taxation is provided in full on timing differences that 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 and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no binding contract to dispose of these assets. 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 and liabilities are not discounted.

##### *Pension costs*

The group makes contributions on behalf of employees and directors to a number of independently controlled defined contribution and money purchase schemes the principal one of which is The Football League Pension and Life Assurance Scheme. Contributions are charged to the profit and loss account over the period to which they relate.

In addition, the Group is making contributions in respect of its share of the deficit of The Football League Pension and Life Assurance Scheme (the "Scheme"). Contributions are charged to the profit and loss account as soon as they are claimed by the Scheme. This is a multi-employer scheme therefore the liability recognised in the balance sheet in respect of the plan represents the groups liability for the contributions payable for its share of the deficit.

The assets of all schemes are held in funds independent from the group.

##### *Provisions*

Provisions are recognised when the group has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

##### *Leases*

Rental costs under operating leases are charged to the profit and loss account in equal annual amounts over the periods of the leases.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018

### 1. Accounting Policies (continued)

#### c) Significant accounting policies (continued)

##### *Foreign exchange*

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. Translation differences are dealt with in the profit and loss account.

##### *Financial instruments*

The group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### *(i) Financial assets*

Basic financial assets, including trade and other receivables and cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### *(ii) Financial liabilities*

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

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

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

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### *(iii) Offsetting*

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

# WH HOLDING LIMITED

realise the asset and settle the liability simultaneously.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018

### 1. Accounting Policies (continued)

#### c) Significant accounting policies (continued)

##### *Related party transactions*

The group discloses transactions with related parties which are not wholly owned within the same group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the group financial statements.

#### d) Critical accounting judgements and estimates

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are addressed below.

##### *(i) Cost of intangible assets*

Payments made to third parties in order to acquire a player's registration are initially capitalised at cost.

##### *(ii) Impairment of intangible assets*

The group considers whether intangible assets are impaired. Where an indication of impairment is identified the recoverable value of the cash generating units ("CGUs") is required to be determined. This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

##### *(iii) Provisions*

Provisions are made for contingent amounts payable under the terms of transfer agreements. These provisions require management's best estimate of the costs that will be incurred based on contractual agreements and the deemed likelihood of the trigger event occurring. A contingent liability is disclosed in relation to those amounts not considered likely to become payable.

### 2. Company Profit and Loss Account

In accordance with the provisions of section 408 of the Companies Act 2006, the profit and loss account for the parent company is not included in these financial statements. The result for the parent company amounted to a loss of £565,000 (2017: £nil).

### 3. Group Turnover

An analysis of turnover by class of business is provided below. All turnover is derived in the United Kingdom.

	Group	
	2018 £000	2017 £000
Match receipts and related football activities	24,521	28,606
Broadcast and central sponsorship distributions	118,542	119,322
Commercial activities	24,065	25,828
Retail and merchandising	8,218	9,584
	<u>175,346</u>	<u>183,340</u>



# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 4. Exceptional Items

	<b>Group</b>
	<b>2018</b>
	<b>£000</b>
Profit on sale of Boleyn Ground Stadium	-
English Football League Pension scheme revaluation (note 32)	8,664
	<u>(1,643)</u>
	<u>(1,643)</u>
	<u>8,664</u>

### 5. Group Operating Profit/(Loss)

Group operating profit/(loss) is stated after charging the following:

	<b>Group</b>
	<b>2018</b>
	<b>£000</b>
Employment costs (note 6)	106,635
Amortisation of intangible fixed assets (note 11)	41,021
Depreciation on tangible fixed assets (note 12):	
- owned assets	1,839
Revaluation of properties	1,461
Fees payable to the company's auditors for the audit of the company's annual financial statements and the group's consolidated financial statements:	3
Fees payable to the company's auditors for the audit of the company's subsidiaries:	54
Fees payable to the company's auditors for the half year review:	10
Operating leases – land and buildings	2,912
Operating leases – plant and machinery	76
	95,045
	45,394
	1,463
	-
	3
	50
	8
	2,420
	73

The audit fee for the company of £3,000 (2017: £3,000) is borne by West Ham United Football Club Limited.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 6. Staff Costs, Emoluments and Employees

	<b>Group</b>	
	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Wages and salaries	93,768	83,468
Social security costs	12,745	11,463
Other pension costs	121	114
	<u>106,635</u>	<u>95,045</u>
	<b><u>Number</u></b>	<b><u>Number</u></b>
Average monthly number of persons employed (including directors)		
Players, team management & training	101	102
Commercial & administrative	191	152
	<u>292</u>	<u>254</u>
Part-time employees	143	145
	<u>435</u>	<u>399</u>
	<b><u>2018</u></b>	<b><u>2017</u></b>
	<b><u>£000</u></b>	<b><u>£000</u></b>
Aggregate directors' emoluments	<u>1,211</u>	<u>1,129</u>
	<b><u>2018</u></b>	<b><u>2017</u></b>
	<b><u>£000</u></b>	<b><u>£000</u></b>
Emoluments of highest paid director	<u>898</u>	<u>868</u>

There were no payments to directors for compensation for loss of office (2017: £nil).

The holding Company had no employees during 2018 and 2017.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018 (continued)

### 7. Profit on Disposal of Players

	Group	
	2018 £000	2017 £000
Profit on sale of players	29,938	26,919
Loan fee received	-	1,500
	<u>29,938</u>	<u>28,419</u>

### 8. Interest Receivable and Similar Income

	Group	
	2018 £000	2017 £000
Bank and other interest receivable	<u>24</u>	<u>65</u>

### 9. Interest Payable and Similar Expenses

	Group	
	2018 £000	2017 £000
Interest payable on secured loans	1,731	2,384
Interest on loans from shareholders	1,865	2,608
Other finance costs	112	-
Other interest payable	3	55
	<u>3,711</u>	<u>5,047</u>

### 10. Tax on Profit

As at 31 May 2018 cumulative tax losses available to carry forward against future trading profits were approximately £62,285,000 (2017: £72,134,184) subject to agreement with HM Revenue & Customs. Refer to note 21.

There is a current tax charge in 2018 of £932,000 (2017: £438,000), due to the change last year in legislation regarding the utilization of carried forward losses. There is no deferred tax charge (2017: £nil).

The tax assessed for the year is lower (2017: lower) than the standard rate of corporation tax in the United Kingdom of 19.0% (2017: 19.83%). The differences are explained below:

Factors affecting the corporation tax charge for the year are explained below.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 10. Tax on Profit (continued)

	Group	
	2018 £000	2017 £000
Profit before taxation	18,309	43,479
Tax charge @ 19.0% (2017 : 19.83%) thereon	3,478	8,623
Expenses not deductible/income not taxable for tax purposes	638	27
Fixed asset timing differences	(102)	(1,378)
Adjustments to tax charge in respect of previous periods	7	-
Other timing differences	(1,217)	(524)
Utilisation of tax losses	(1,872)	(6,310)
Corporation tax charge for year	932	438

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2018 and to 17% from 1 April 2020.

### 11. Intangible Assets – Group

	Player Registrations £000	Goodwill on acquisition £000	Total £000
<u>Cost</u>			
1 June 2017	169,827	37,965	207,792
Additions	60,860	-	60,860
Disposals	(68,713)	-	(68,713)
31 May 2018	161,974	37,965	199,939
<u>Accumulated amortisation</u>			
1 June 2017	83,390	37,965	121,355
Charge for the year	41,021	-	41,021
Disposals	(40,910)	-	(40,910)
31 May 2018	83,501	37,965	121,466
<u>Net book value</u>			
31 May 2018	78,473	-	78,473
31 May 2017	86,437	-	86,437

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018 (continued)

### 12. Tangible Assets – Group

	Freehold land & buildings £000	Plant, fittings & equipment £000	Motor vehicles £000	Total £000
<u>Cost or valuation</u>				
1 June 2017	18,612	13,780	86	32,478
Additions	712	442	32	1,186
Disposal	-	-	(16)	(16)
Revaluation	(342)	-	-	(342)
31 May 2018	18,982	14,222	102	33,306
<u>Accumulated depreciation</u>				
1 June 2017	965	8,051	84	9,100
Charge for the year	928	903	8	1,839
Disposal	-	-	(16)	(16)
Revaluation	1,403	-	-	1,403
31 May 2018	3,296	8,954	76	12,326
<u>Net book value</u>				
31 May 2018	15,686	5,268	26	20,980
31 May 2017	17,647	5,729	2	23,378

Montague Evans, Chartered Surveyors, undertook valuations of the freehold properties belonging to the company as at 31 May 2018. A summary of valuations of the properties and the bases of valuation is set out below.

Property	Basis of valuation	£000
Chadwell Heath training ground	Depreciated replacement cost	4,541
Little Heath training ground	Depreciated replacement cost	498
Rush Green training ground	Depreciated replacement cost	4,091
Beckton Community Centre	Depreciated replacement cost	1,740

The historical cost equivalent of the revalued properties is £7,815,000.

All of the freehold properties are subject to a fixed charge from Rights and Media Funding Limited with effect from 10 August 2018.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 2018 (continued)

### 13. Investments – Company

	£000
<u>Cost</u>	
1 June 2017	123,199
31 May 2018	<u>123,199</u>
<u>Net book value</u>	
31 May 2018	<u>123,199</u>
31 May 2017	<u>123,199</u>

Subsidiary undertakings comprise the following.

Company	Percentage of ordinary shares held	Country of incorporation and operation	Principal activities
West Ham United Limited	100%	Great Britain	Holding company
West Ham United Football Club Limited	100%	Great Britain	Professional football club
West Ham United Sportswear Limited	100%	Great Britain	Non-trading
West Ham United Hospitality Limited	100%	Great Britain	Non-trading
West Ham United FC Limited	100%	Great Britain	Non-trading
Thames Iron Works & Shipbuilding Company Limited	100%	Great Britain	Non- trading

Other than the holding in West Ham United Limited, all of the above investments are held indirectly. The other investments are all held by West Ham United Limited. The proportion of voting rights held in respect of each of the investments above is the same as the proportion of ordinary shares held.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

The registered office of the subsidiary undertakings is London Stadium, Queen Elizabeth Olympic Park, London E20 2ST

### 14. Stocks

	Group	
	2018 £000	2017 £000
Goods for resale	<u>2,297</u>	<u>2,289</u>

The company does not hold any stock (2017: £nil).

There is no significant difference between the replacement cost of goods for resale and their carrying amounts.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 15. Debtors

	Group		Company	
	2018	2017	2018	2017
	£000	£000	£000	£000
<b>Amounts falling due within one year:</b>				
Trade debtors	925	1,860	-	-
Amounts owed by group undertaking	-	-	32,235	23,300
Debtors arising from player transfers due within one year	15,698	18,338	-	-
Other debtors	235	377	-	-
Prepayments and accrued income due within one year	11,015	10,808	-	-
Debtors: amounts falling due within one year	27,873	31,383	32,235	23,300
<b>Amounts falling due after more than one year:</b>				
Debtors arising from player transfers due in greater than one year	9,467	-	-	-
Prepayments and accrued income due in greater than one year	14,570	14,722	-	-
	24,037	14,722	-	-
	<u>51,910</u>	<u>46,105</u>	<u>32,235</u>	<u>23,300</u>

Amounts owed by group undertaking are interest free and repayable on demand.

Prepayments and accrued income due after more than one year relates to an advanced one-off usage fee of £15,000,000 paid to E20 Stadium LLP in respect of use of the London Stadium in July 2016. The fee will be released to the profit and loss account on a straight-line basis over the term on the 99-year lease.

### 16. Creditors

	Group		Company	
	2018	2017	2018	2017
	£000	£000	£000	£000
<u>Amounts falling due within one year</u>				
Bank and other loans (notes 17 & 19)	10,000	30,000	-	-
Trade Creditors	4,661	2,904	-	-
Taxation and social security	8,705	12,295	-	-
Creditors arising from player transfers	32,500	31,050	-	-
Other creditors	1,308	1,392	-	-
Season ticket and other receipts in advance	17,962	17,972	-	-
Unsecured shareholder loan (note 17)	9,500	-	9,500	-
Accruals	13,805	21,697	-	-
	<u>98,441</u>	<u>117,310</u>	<u>9,500</u>	<u>-</u>
<u>Amounts falling due after more than one year</u>				
Debenture loans (notes 18)	611	611	-	-
Loans from shareholders (note 17)	45,000	45,000	-	-
Creditors arising from player transfers	24,490	24,889	-	-
Other creditors	2,774	1,502	-	-
Season ticket and other receipts in advance	890	816	-	-
	<u>73,765</u>	<u>72,818</u>	<u>-</u>	<u>-</u>

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 16. Creditors (continued)

The outstanding balance of the short-term bank loan of £10.0m taken out with Rights and Media Funding Limited was repaid in full on 13<sup>th</sup> July 2018. This loan was secured by a fixed and floating charge on the assets of the Club.

### 17. Total Borrowings

	Group	
	2018 £000	2017 £000
Debenture loans and subscriptions repayable after five years or more (note 18)	611	611
Secured loan repayable within 1 year	10,000	30,000
Unsecured Shareholder loan repayable upon change of control	9,500	-
Loans from Shareholders repayable after greater than one year	45,000	45,000
	<u>64,500</u>	<u>75,000</u>

The loans from shareholders repayable after greater than one year are unsecured, with interest accruing at 4.0-4.25% p.a. The interest accrued as at the balance sheet date amounts to £4,591,852.

The repayment date for these shareholders loans is 1 January 2020.

A new Unsecured Shareholder loan of £9,500,000 was received on 21<sup>st</sup> September 2017. The loan is non-interest bearing and repayable upon a change of control of the group.

### 18. Debenture Loans and Subscriptions

The balance of £611,000 comprises both full and part payments towards the purchase of debentures under the Hammers Bond Scheme in 1991/92. At 31 May 2018 and at 31 May 2017 the following applications had been received.

	Group	
	2018 £000	2017 £000
97 'A' bonds	49	49
641 'B' bonds	481	481
70 'C' bonds	68	68
Part payments	13	13
	<u>611</u>	<u>611</u>

Under the terms and conditions of the scheme, the debentures are repayable at par after 150 years. The debentures are non- interest bearing and are unsecured.



# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 19. Bank and other loans

During the year to 31<sup>st</sup> May 2018, the company took out a short-term loan with Rights and Media Funding Limited of £25.0m. This was secured by a fixed and floating charge on the assets of the Club, and it was repaid accordingly by 13 July 2018 in two tranches, £15.0m on 18<sup>th</sup> May 2018 and £10.0m on 13<sup>th</sup> July 2018.

A further loan of £23.0m was taken out on 10th August 2018 with Rights and Media Funding Limited, secured by a fixed and floating charge on the assets of the Club. This will be repayable in July 2019.

### 20. Provisions for Liabilities – Cost of Player Registrations

	Group	
	2018 £000	2017 £000
At start of the year	7,407	9,516
Utilised in the year	(970)	(1,967)
Released in the year	(3,334)	(3,468)
Provided in the year	1,076	3,326
At end of the year	<u>4,179</u>	<u>7,407</u>

The above provision represents contingent amounts payable under the terms of transfer agreements.

The company had no player related provisions at 31 May 2018 (2017: £nil).

### 21. Provisions for Liabilities – Deferred Taxation

The amount of deferred taxation provided in the financial statements is as follows:

	Group	
	2018 £000	2017 £000
Fixed asset timing differences	(320)	-
Other timing differences	868	216
Surplus on revaluation of properties	(568)	(216)
Total deferred tax asset/(liability)	<u>-</u>	<u>-</u>

The amount of potential deferred taxation not provided in the financial statements is as follows:

	Group	
	2018 £000	2017 £000
Unprovided deferred tax asset	<u>10,620</u>	<u>13,659</u>

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

or the year ended 31 May 2018

(continued)

### 22. Called up Share Capital

	Group & Company	
	2018	2017
	£000	£000
<u>Allotted and fully paid</u>		
2,000 (2017: 2,000) ordinary shares of £1 each	2	2

Ordinary shares have full voting and dividend rights.

### 23. Share Premium Account

	Group & Company	
	2018	2017
	£000	£000
At start and end of the financial year	34,999	34,999

### 24. Capital Redemption Reserve

	Group & Company	
	2018	2017
	£000	£000
At start and end of the financial year	111,499	111,499

### 25. Revaluation Reserve

	Group	
	2018	2017
	£000	£000
At start of the financial year	1,886	1,886
Adjustment on revaluation of properties	(284)	-
Transfer	(203)	-
At end of the year	1,399	1,886

### 26. Profit and Loss Account

	Group		Company	
	2018	2017	2018	2017
	£000	£000	£000	£000
At start of the year	(157,666)	(200,707)	(1)	(1)
Profit/(loss) for the financial year	17,377	43,041	(565)	-
Transfer	203	-		
At end of the year	(140,086)	(157,666)	(566)	(1)

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 27. Reconciliation of Movements in Shareholders' Funds/Deficit

	Group	
	2018 £000	2017 £000
At the start of the year	(9,280)	(52,321)
Profit for the financial year	17,377	43,041
Adjustment on revaluation of properties	(284)	-
Total shareholders' funds/deficit	<u>7,813</u>	<u>(9,280)</u>

### 28. Operating Lease Commitments

At 31st May 2017 the group was committed to making the following annual payments in respect of operating leases.

	Group	
	2018 £000	2017 £000
<u>Land and buildings</u>		
Expiring within one year	2,705	2,500
Expiring within two to five years	8,248	8,174
Expiring more than five years	246,751	235,000
	<u>257,704</u>	<u>245,674</u>
<u>Other operating leases</u>		
Expiring within one year	3	25
Expiring within two to five years	133	20
	<u>136</u>	<u>45</u>
	<u>257,840</u>	<u>245,719</u>

The Company had no capital or other commitments at 31 May 2018 (2017: £nil).

### 29. Contingent Liabilities & Guarantees

There is an ongoing HMRC investigation in relation to agent's fees which commenced on 26<sup>th</sup> April 2017. However, the outcome and potential quantum of any liability are still unknown, and hence no provision has been made in the accounts.

There are several ongoing legal cases, which the Club continues to monitor, the outcomes of which are unknown. No provisions have been made in the financial statements.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 29. Contingent Liabilities & Guarantees (continued)

In common with other group companies, the company is party to a group VAT registration whereby each member company guarantees the liability to VAT of the other members.

The company is a guarantor of sums borrowed by West Ham United Football Club Limited under its banking facilities.

Under the terms of transfer agreements for certain players, additional transfer fees might be payable dependent on the success of the football club or those players making a certain number of club or international appearances. At the balance sheet date, the maximum unprovided contingent liability was £3,985,000 (2017: £2,300,000).

Other than with regard to the potential contingent liability in respect of additional transfer fees, contingent liabilities are not expected to give rise to any material losses.

### 30. Contingent Assets

Under the terms of certain contracts for the sale of players' registrations, future payments may be received over a number of years, dependent on the future performance of the players sold and the future success of the buying clubs. At this stage, it is impractical to quantify the likely financial effect of these provisions or to state with any degree of certainty that any payments will be received. Accordingly, no further disclosure is made.

### 31. Post Balance Sheet Events

Transfer of player registrations completed subsequent to 31 May 2018 amount to a net £89,455,000 (inclusive of player related agent fees), payable by the group (2017: £23,270,000 payable) with a further net £6,840,000 payable (2017: £5,824,000 payable) contingent on certain future events.

During the year to 31<sup>st</sup> May 2018, the company took out a short-term loan with Rights and Media Funding Limited of £25.0m which was secured on a fixed and floating charge on all the assets of the Club. At 31<sup>st</sup> May 2018 the balance outstanding on the loan was £10.0m, which was repaid on 13 July 2018.

A new loan of £23.0m from Rights and Media Funding Limited was taken out on 10<sup>th</sup> August 2018, secured on a fixed and floating charge on all the assets of the Club. This is repayable in July 2019.

On 29<sup>th</sup> August 2018, the Club made three payments totalling £4,591,852 in partial settlement of interest accrued on the Shareholder loans. These loans were originally made from December 2011 to April 2013 and they have accrued interest at between 4.0% and 4.25%.

### 32. Pension Scheme

Eligible staff are members of the Football League Limited Pension and Life Assurance Scheme which is a defined contribution scheme with a defined benefit section. The assets of the scheme are held separately from those of the group, the defined contribution section being invested with an insurance company and the defined benefit section with professional investment managers.

Until 31 August 1999 the Football League Limited Pension and Life Assurance Scheme had been a defined benefit scheme. Following an actuarial funding review of the scheme, the scheme actuary identified a substantial deficit and accrual of benefits was suspended with effect from 31 August 1999. Thereafter, the defined contributions section was established for future contributions on behalf of members.

# WH HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2018

(continued)

### 32. Pension Scheme (continued)

Under UK pensions legislation, participating employers to the scheme, including the group, are required to contribute to the deficit in accordance with an agreed schedule of contributions. Following the actuarial valuation as at 31 August 1999 a schedule of contributions was put in place in July 2001 to pay off the deficit disclosed.

It is required to carry out actuarial valuations every three years and updated deficits as at 31 August 2002, 31 August 2005, 31 August 2009, 31 August 2012 and 31<sup>st</sup> August 2015 were certified by the scheme actuary in January 2003, March 2006, July 2009, May 2013 and August 2016. New schedules of contributions were put in place in April 2003, April 2006, September 2009, September 2013 and September 2016, which took account of market movements since the valuation dates.

Following the most recent valuation, the group's total contribution towards the deficit was calculated as £2,568,053, and this has resulted in a one –off exceptional charge in the year of £1,643,000. Legislation permits participating employers to make good any deficit over an extended period and so the revised schedule provides for the balance of contributions to be paid between September 2017 and August 2023.

Total pension costs charged under other defined contribution schemes during the year amounted to £121,000 (2017: £114,000).

### 33. Ultimate Controlling Party

As at the balance sheet date, David Sullivan owns 51.1% of the issued share capital of WH Holding Limited, and as a result has ultimate control over the group.

Additional copies of these consolidated financial statements can be obtained by writing to the address shown below:

The Company Secretary  
WH Holding Limited  
London Stadium  
Queen Elizabeth Olympic Park  
London E20 2ST

### 34. Related Party Disclosures

At 31<sup>st</sup> May 2018 the combined balance of unsecured loans advanced by David Sullivan and David Gold was £45,000,000. Interest accrued at the year-end totalled £2,300,389 and £2,291,463 respectively on their total unsecured loans. These balances were subsequently paid on 29<sup>th</sup> August 2018.

On 21<sup>st</sup> September 2017, The group received an interest free loan of £9.5m from WHU LLC following their purchase of shares from CBH ehf. The loan is repayable in event of a change of control of the Club.

On 21<sup>st</sup> September 2017, the company and group made a payment of £438,000 to BKB Media Limited in respect of consultancy work in relation to the sale of shares to WHU LLC. Karren Brady is a Director of BKB Media Limited.

David Sullivan and David Gold both own interests in Telecom2 Limited, which is a telecommunications services provider to the group. During the year ended 31 May 2018, the group paid fees of £70,646 to Telecom2 Limited for services procured. At 31<sup>st</sup> May 2018, a balance of £6,543 was owed.