

GAME Digital Solutions Limited

Annual Report and Financial Statements

For the year ended 23 April 2022

Registered Number: 09476209



GAME Digital Solutions Limited

Strategic Report

For the year ended 23 April 2022

The Directors present their Strategic Report on the affairs of GAME Digital Solutions Limited ('the Company') for the 52 weeks ended 23 April 2022.

Principal activities and business review

The Company is the holding company of GAME AR Limited, a Company registered in the UK.

The Company is a subsidiary of GAME Digital Holdings Limited and part of the Frasers Group plc ("Frasers") Group of companies. The Company has no trading activity and all activities arise from its interest in its subsidiary undertaking and related intra-group receivables and payables balances.

Key performance indicators

The key performance indicator is the value of the investment, given that the Company's principal activity is that of a holding company.

Risk

The principal risk that faced the Company related to the trading results of the subsidiary undertaking. The Company has no trading operations, and its major asset comprises its interest in the share capital of the subsidiary company.

The Board believes that recognising and managing risks is the key to an effectively run business. Risk identification takes place in conjunction with a review of financial and operational performance, focusing on identifying all risks that could potentially impact the Company's financial performance. Every identified risk is examined and mitigating activities are put in place.

Financial risk management objectives and policies

Cash flow and credit risk

The Company's activities do not expose it to significant cash flow risks.

Liquidity risk

To maintain liquidity and ensure that sufficient funds are available for ongoing operations and future developments, the Company has access to group funds sufficient to meet all short and long-term needs.

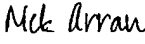
Going concern

These financial statements have been prepared on the going concern basis. The Directors have reviewed the going concern principle in light of the guidance provided by the FRC.

The Company was established in order to serve as a holding company for GAME AR Limited and has no trading operations. The Company has no expenses and no cashflow projections are prepared for the Company.

The Company is part of the wider Frasers Group. On 30 November 2021 Frasers Group refinanced its existing borrowings and entered into a combined term loan and revolving credit facility of £930.0m for a period of 3 years, with the possibility to extend this by a further 2 years. The board of Frasers Group plc, have undertaken to support the Company for a period of at least 12 months from the date of approval of these financial statements.

Approved by the Board and signed on its behalf by:

DocuSigned by:

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N L Arran
Director
30 January 2023

GAME Digital Solutions Limited

Directors' Report

For the year ended 23 April 2022

The Directors of GAME Digital Solutions Limited (the 'Directors' or the 'Board') present their annual report on the affairs of the Company and the corresponding Auditor's report, for the year ended 23 April 2022.

Dividends

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

Directors

The Directors who served through the period and up to the date of this report, except as noted, were as follows:

A A Adegoke
A P O Dick
N L Arran

Fraser's Group plc has granted the Directors of the Company with Qualifying Third Party Indemnity provisions within the meaning given to the term by Sections 234 and 235 of the Companies Act 2006. This is in respect of liabilities to which they may become liable in their capacity as director of the Company and of any company within the group. Such indemnities were in force throughout the financial year and will remain in force.

Employees

The Company has no employees.

Auditor

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

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the reasonable 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 auditor is aware of that information.

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

Statement of Directors' responsibilities

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 comprising Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 101, 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 Company will continue in business.

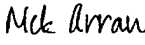
The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies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

GAME Digital Solutions Limited

Director's Report *(continued)*

For the year ended 23 April 2022

Approved by the Directors and signed on its behalf by:

DocuSigned by:

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N L Arran
Director
30 January 2023

GAME Digital Solutions Limited**Independent auditor's report**For the year ended 23 April 2022

Opinion

We have audited the financial statements of GAME Digital Solutions Limited (the 'Company') for the year ended 23 April 2022 which comprise of the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework' and applicable law).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 23 April 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework' and applicable law);
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

GAME Digital Solutions Limited

Independent auditor's report *(continued)*

For the year ended 23 April 2022

Matters on which we are required to report by exception

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

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

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

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Our assessment focused on key laws and regulations the Company has to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act, United Kingdom Generally Accepted Accounting Practice, and relevant tax legislation.

We are not responsible for preventing irregularities. Our approach to detecting irregularities included, but was not limited to, the following:

- obtaining an understanding of the legal and regulatory framework applicable to the Company and determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the financial reporting framework, being Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice), in conformity with the Companies Act 2006;
- obtaining an understanding of how the Company is complying with those legal and regulatory frameworks by making enquiries of management, and those responsible for legal and compliance procedures;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.
- designing our audit procedures to respond to our risk assessment; and
- performing audit testing over the risk of management override of controls, our audit procedures involved:
 - testing of journal entries and other adjustments for appropriateness with a focus on manual journals that increased revenue or reclassified costs from the statement of comprehensive income to the statement of financial position,
 - evaluating the business rationale of significant transactions outside the normal course of business
 - challenging assumptions and judgements made by management in its significant accounting estimates, including reviewing accounting estimates for bias, specifically those in relation to investment valuations and the recoverability of group receivables balances.

GAME Digital Solutions Limited

Independent auditor's report *(continued)*

For the year ended 23 April 2022

Whilst considering how our audit work addressed the detection of irregularities, we also consider the likelihood of detection based on our approach. Irregularities arising from fraud are inherently more difficult to detect than those arising from error.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events or transactions reflected in the financial statements, as we will be less likely to come aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

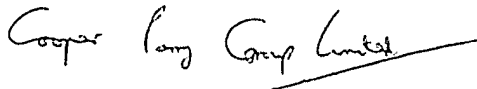
The engagement partner assessed whether the engagement team collectively had the appropriate competence and capabilities to identify and recognise non-compliance with laws and regulations through the following:

- understanding of and practical experience with, audit engagement of a similar nature and complexity, through appropriate training and participation; and
- knowledge of the industry in which the client operates.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://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.



Catherine Kelly (Senior Statutory Auditor)

For and on behalf of

Cooper Parry Group Limited

Chartered Accountants

Statutory Auditor

Sky View

Argosy Road

East Midlands Airport

Castle Donington

Derby

DE74 2SA

Date: 30 January 2023

GAME Digital Solutions Limited**Statement of comprehensive income**

For the year ended 23 April 2022

	Note	52 weeks ended 23 April 2022 £'000	52 weeks ended 24 April 2021 £'000
Gross profit		-	-
Administrative expenses		-	-
Operating loss	1	-	-
Finance income		-	-
Profit before taxation		-	-
Taxation	3	-	-
Total comprehensive income for the period attributable to equity holders of the Company		-	-

The accounting policies and notes on pages 10 to 13 form an integral part of these financial statements.

All results relate to continuing operations.

GAME Digital Solutions Limited**Statement of financial position**

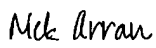
For the year ended 23 April 2022

	Note	23 April 2022 £'000	24 April 2021 £'000
Non-current assets			
Investments	4	-	-
		-	-
Current assets			
Trade and other receivables		-	-
Total assets		-	-
Current liabilities			
Trade and other payables		-	-
Net current liabilities		-	-
Total assets less current liabilities		-	-
Net assets/(liabilities)		-	-
Equity attributable to equity holders of the Company			
Share capital	5	-	-
Capital contribution	5	1,435	1,435
Retained earnings/(deficit)		(1,435)	(1,435)
Total equity		-	-

The accounting policies and notes on pages 10 to 13 form an integral part of these financial statements.

The financial statements of GAME Digital Solutions Limited, company number 09476209, were approved by the Board of Directors and authorised for issue on 30 January 2023.

Signed on behalf of the Board

DocuSigned by:

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N L Arran
 Director

GAME Digital Solutions Limited**Statement of changes in equity**

For the year ended 23 April 2022

	Share capital £'000	Capital contribution £'000	Retained earnings/ (deficit) £'000	Total equity £'000
At 25 April 2020	-	1,435	(1,435)	-
Loss for the period	-	-	-	-
Total comprehensive expense	-	-	-	-
At 24 April 2021 and at 23 April 2022	-	1,435	(1,435)	-

The accounting policies and notes on pages 10 to 13 form an integral part of these financial statements.

GAME Digital Solutions Limited

Accounting policies

For the year ended 23 April 2022

General information

GAME Digital Solutions Limited ("the Company") is a private company limited by shares incorporated in England. The registered office in England is Unity House, Telford Road, Basingstoke, Hampshire, RG21 6YJ.

Basis of preparation

The Company's accounting reference date is 30 April. The Company draws up its financial statements for the accounting period ending on the Saturday directly before or following the accounting reference date, as permitted by section 390 (3) of the Companies Act 2006.

The financial statements for the accounting period ending 23 April 2022 are for a 52-week period (2021: 52 week period ended 24 April 2021). All values are rounded to the nearest thousand pounds (£'000).

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK (UK-adopted international accounting standards), but makes amendments where necessary in order to comply with the Companies Act 2006 and to take advantage of Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) disclosure exemptions. The financial statements have been prepared under the historical cost convention.

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. The financial statements have therefore been prepared in accordance with FRS 101. As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, the presentation of a cash flow statement, related party transactions and the effect of future accounting standards not yet adopted. Where required, equivalent disclosures are given in the group accounts of Frasers Group plc. The group accounts of Frasers Group plc are available to the public and can be obtained as set out in note 7.

The principal accounting policies adopted are set out below and have been applied consistently through the period and the preceding period.

As permitted by section 401 of the Companies Act 2006 and UITF abstract 43, the Company, being a wholly owned subsidiary of Frasers Group plc, a company incorporated in the UK which prepares accounts under IFRS, has not prepared group financial statements dealing with the consolidated state of affairs and profit or loss of the Company and its subsidiaries. Frasers Group plc is a company incorporated in England and registered at Unit A, Brook Park East, Shirebrook, NG20 8RY.

Going concern

These financial statements have been prepared on the going concern basis. The Directors have reviewed the going concern principle in light of the guidance provided by the FRC.

The Company was established in order to serve as a holding company for GAME AR Limited and has no trading operations. The Company has no expenses and no cashflow projections are prepared for the Company.

The Company is part of the wider Frasers Group. On 30 November 2021 Frasers Group refinanced its existing borrowings and entered into a combined term loan and revolving credit facility of £930.0m for a period of 3 years, with the possibility to extend this by a further 2 years. The board of Frasers Group plc, have undertaken to support the Company for a period of at least 12 months from the date of approval of these financial statements.

Significant accounting policies

Exceptional items

The Company presents those items which, because of their size, nature or expected infrequency of events giving rise to them, merit separate presentation to allow the users of the financial statements to understand better the financial performance in the period.

Finance income

Finance income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Investments

Investments in subsidiary undertakings, associates and other undertakings are shown at cost less any provision for impairment. Dividends received are credited to the statement of comprehensive income when the right to receive payment is established.

GAME Digital Solutions Limited**Accounting policies** *(continued)*For the year ended 23 April 2022

Taxation

The tax expense for the period comprises current and deferred tax.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the Statement of Financial Position date in the countries where the Company operates and has taxable income.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the Statement of Financial Position date. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Trade and other receivables

Trade and other receivables are initially recognised at fair value and subsequently carried at amortised cost, less provision for impairment. To the extent an indicator of impairment is identified, a provision for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. This provision represents the difference between the asset's carrying amount and the present value of estimated future cash flows. The amount of the provision is recognised in the statement of comprehensive income.

Trade and other payables

Trade and other payables are recognised on the trade date of the related transactions. Trade payables that are non-interest bearing are stated at their nominal value being an approximation of their fair value otherwise they are stated at amortised cost.

Critical accounting judgements and key sources of estimation uncertainty

There are no critical accounting judgements and key sources of estimation uncertainty.

GAME Digital Solutions Limited**Notes to the financial statements**

For the year ended 23 April 2022

1 Operating profit/(loss)

The auditor's remuneration for the audit of the Company's financial statements has been borne by a fellow group company (2021: same).

2 Employees and Directors

The Company had no employees in the period.

The key management personnel of the Company are limited to the Board of Directors. No remuneration was paid to directors for their services to the Company during the period (2021: £nil). The Directors' services to the Company do not occupy a significant amount of their time and, as such, the Directors consider it is not appropriate to allocate their remuneration in respect of their services provided to the Company.

3 Taxation

	52 weeks ended 23 April 2022 £'000	52 weeks ended 24 April 2021 £'000
Current tax		
UK corporation tax expense	-	-
Total current tax	-	-
Deferred tax		
Origination and reversal of temporary differences	-	-
Total deferred tax	-	-
Taxation charge	-	-

The charge for the period can be reconciled to the profit/(loss) in the statement of comprehensive income as follows:

	52 weeks ended 23 April 2022 £'000	52 weeks ended 24 April 2021 £'000
Profit/(loss) on ordinary activities before taxation	-	-
Tax on profit/(loss) on ordinary activities at the standard UK corporation tax rate of 19.0% (2021: 19.0%)	-	-
Effects of:		
Expenses not deductible	-	-
Unrecognised losses	-	-
Group relief at nil consideration	-	-
Taxation charge for the period	-	-

4 Investments

	Shares in group undertakings £'000
At 25 April 2020	-
Additions	-
Impairment	-
At 24 April 2021 and at 23 April 2022	-

The Company holds 100% of the ordinary share capital of GAME AR Limited, a company incorporated in the UK.

5 Share capital and reserves

	23 April 2022		24 April 2021	
Authorised, issued, called up and fully paid ordinary shares of £1 each	Number of shares	£	Number of shares	£
At beginning and end of period	1	1	1	1

GAME Digital Solutions Limited**Notes to the financial statements** *(continued)*For the year ended 23 April 2022

6 Related party transactions

The Company's immediate parent company is GAME Digital Holdings Limited. Under FRS 101, the Company is exempt from the requirement to disclose related party transactions with subsidiary undertakings of Frasers Group plc, on the grounds that it is a wholly owned subsidiary of Frasers Group plc who prepare the consolidated financial statements of the Group.

7 Ultimate controlling party

The ultimate controlling party is M J W Ashley by virtue of his 100% ownerships of MASH Holdings Limited and Mash Beta Limited which hold the majority of the ordinary issued share capital of Frasers Group plc at 23 April 2022. Frasers Group plc holds the share capital indirectly of GAME Digital Limited, the immediate parent company.

Frasers Group plc represents the smallest group into which the Company's results for the period are consolidated. Mash Holdings Limited, a company registered in England and Wales, represents the largest group into which the Company's results for the period are consolidated. A copy of the respective group accounts are available from the Register of Companies at Companies House, Crown Way, Cardiff, CF14 3UZ.