ST HELENS RUGBY FOOTBALL CLUB LIMITED REPORT AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2015



COMPANY INFORMATION

Directors E McManus

J A G Hartley J Nicholl K Marren

R K McCormack M Coleman

Secretary P J Kitchen

Company number 00331905

Registered office St Helens RFC Stadium

McManus Drive St Helens

Merseyside WA9 3AL

Auditors RSM UK Audit LLP

Chartered Accountants

Steam Mill

Steam Mill Street

Chester Cheshire CH3 5AN

STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

The directors present the strategic report and financial statements for the year ended 31 October 2015.

Review of the business

The results for the year and financial position of the company are as shown in the annexed financial statements.

Strategic objectives

To continue as one of the world's leading professional rugby league clubs and also to maximise non-rugby related returns streams availed to the club as a result of its ownership of its new, wholly owned, stadium facility.

Business performance, risks and uncertainties

All revenue streams, both rugby and non-rugby related, improved in the year ended 31 October 2015.

Total revenue increased by approximately 10% from £7,124,794 in 2014 to £7,771,921 in 2015. Operating losses reduced from £(868,481) in 2014 to £(403,588) in 2015.

Earnings before interest, taxation, depreciation and amortisation improved from a loss of £(371,211) in 2014 to a profit of £30,715 in 2015.

Key business areas

The new long term TV deals with Sky and the BBC have underpinned the financial performance of Super League and its clubs.

The operation of Langtree Park has strengthened both rugby and non- rugby related revenue streams, particularly in the areas of conferencing and hospitality.

Future developments

The financial performance of the club in 2016 will be adversely affected by the deterioration in the performances and results of the team during the majority of the season.

However, given the strong balance sheet and brand of the club, and the quality and facilities of its new stadium, it is in a position to perform well financially in the longer term.

Key performance indicators

The key performance indicators are operating profit/(loss) and the net assets figure. These indicators are disclosed in the financial statements on pages 5 and 7 respectively.

On behalf of the board

E McManus

Director

26.7.11

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

The directors present their report and financial statements for the year ended 31 October 2015.

A separate strategic report has been prepared containing details of the objectives, performance, risks and uncertainties, key business areas, likely future developments and key performance indicators of the company.

Principal activities

The principal activity of the company continued to be that of a professional rugby league club.

Results and dividends

The company's trading loss for the year, after taxation was £624,279 (2014 loss £1,079,464).

Directors

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

E McManus

J A G Hartley

J Nicholl

K Marren

R K McCormack

M Coleman

Employee involvement

The company encourages the involvement of its employees in its management through regular meetings for the dissemination of information of particular concern to employees and for receiving their views on important matters of policy.

The club management team meet monthly and holds meetings with staff both pre and post all games to ensure good communication is maintained. Key messages and policy communications are conducted via team briefings and the club undertakes a staff appraisal system to create an environment where two-way communication is encouraged and good working practises are communicated and reviewed with employees and their managers

Disabled persons

The company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person. Where existing employees become disabled, it is the company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled persons wherever appropriate.

Auditors

RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP) have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

E McManus

Director 26.7.16

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2015

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

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ST HELENS RUGBY FOOTBALL CLUB LIMITED

We have audited the financial statements on pages 6 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at http://www.frc.org.uk/auditscopeukprivate

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

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Michael Fairhurst FCA (Senior Statutory Auditor)

for and on behalf of RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP), Statutory Auditor

Chartered Accountants

Steam Mill

Steam Mill Street

Chester

Cheshire

26 July 2016

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2015

		2015	2014
	Notes	£	£
Turnover	2	7,771,921	7,124,794
Administrative expenses		(8,175,509)	(7,993,275)
Operating loss		(403,588)	(868,481)
Interest payable and similar charges	3	(220,691)	(210,983)
Loss on ordinary activities before			
taxation	4	(624,279)	(1,079,464)
Tax on loss on ordinary activities	6	-	-
Loss for the financial year	14	(624,279)	(1,079,464)

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

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 OCTOBER 2015

	Notes	2015 £	2014 £
Loss for the financial year		(624,279)	(1,079,464)
Unrealised surplus on revaluation of properties			3,046,186
Total recognised gains and losses relating to the year		(624,279) ———	1,966,722
Note of historical cost profits and losses	s		
		2015 £	2014 £
Loss on ordinary activities before taxation		(624,279)	(1,079,464)
Difference between an historical cost depreciation charge of the year calculated on amount		192,362	195,792
Historical cost loss on ordinary activities before	taxation	(431,917)	(883,672)
Historical cost loss for the year retained after tax extraordinary items and dividends	ation,	(431,917)	(883,672)

BALANCE SHEET AS AT 31 OCTOBER 2015

		2	015	2	014
	Notes	3	£	£	£
Fixed assets					
Tangible assets	7		31,124,487		31,504,268
Investments	8		2		2
			31,124,489		31,504,270
Current assets					
Stocks	9	132,868		88,498	
Debtors	10	609,540		1,064,119	
Cash at bank and in hand		592,028		870,802	
		1,334,436		2,023,419	
Creditors: amounts falling due within	44	(0.004.000)		(2.004.504)	
one year	11	(2,364,892)		(2,904,581)	
Net current liabilities			(1,030,456)	•	(881,162)
Total assets less current liabilities			30,094,033		30,623,108
Creditors: amounts falling due after more than one year	12		(17,049,003)		(16,953,799)
Net assets			13,045,030		13,669,309
Capital and reserves					
Called up share capital	13		7,000		7,000
Revaluation reserve	14		22,227,309		7,000 22,451,827
Profit and loss account	14		(9,189,279)	•	(8,789,518)
Tront and loss account	14		(3, 103,273)		(0,708,510)
Shareholders' funds	15		13,045,030		13,669,309

E McManus Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 OCTOBER 2015

	Notes	2015 £	2014 £
Net cash (outflow)/inflow from operating activities	16	(3,561)	773,079
Returns from investment and servicing of finance	16	(220,691)	(210,983)
Capital expenditure and financial investment	16	(54,522)	(80,380)
Cash (outflow)/inflow before management of liquid resources and financing		(278,774)	481,716
(Decrease)/increase in cash in the year		(278,774) ———	481,716
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN	NET DEBT		
(Decrease)/increase in cash in the year		(278,774)	481,716
Change in net debt resulting from cash flows		(278,774)	481,716
Movement in net debt in the year		(278,774)	481,716
Opening net debt		870,802	389,086
Closing net debt	16	592,028	870,802

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2015

1 Accounting policies

Basis of accounting

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings and in accordance with applicable United Kingdom accounting standards.

Going concern

During the year the company has made a loss of £624,279 and at the balance sheet date has net current liabilities of £1,030,456.

The ultimate parent company, Sporting Club St Helens Limited, has agreed to provide further financial support as necessary to enable the company to settle its liabilities as they fall due.

The directors have prepared budgets and cash flow forecasts for the company, which show the company can continue to trade with the continuing support of the directors. Therefore the directors have prepared the financial statements on the going concern basis

Turnover

Prize money is dependent on where the club has finished in the major competitions and the league. It is accounted for in the season to which it relates.

Gate receipts relate to the proceeds taken at the turnstiles for each game and the season ticket sales for the season. Any prepaid season ticket sales are included within deferred income.

Sale of players relates to players sold which were under contract to the club. The income is accounted for when the sale contract is agreed.

Television fees relate to the payments for television coverage from SKY and the BBC. It is accounted for on an accruals basis.

Sponsorship, advertising and hospitality is accounted for in the season to which it relates. Any prepaid sales are included within deferred income.

Merchandising relates to shop sales and is accounted for on a receipts basis.

Lottery donations are accounted for on a receipts basis.

All of the above items exclude value added tax.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Long leasehold Plant and machinery

Computer equipment

1% straight line

at varying rates on reducing balance at varying rates on reducing balance

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

1 Accounting policies (Continued)

Impairments of fixed assets

An assessment is made at each reporting date of whether there are indications that a fixed asset may be impaired or that an impairment loss previously recognised has fully or partially reversed. If an indication exists, the company estimates the recoverable amount of the asset or, for goodwill, the recoverable amount of the cash-generating unit to which the goodwill belongs.

Shortfalls between the carrying value of fixed assets and their recoverable amounts, being the higher of fair value less costs to sell and value-in-use, are recognised as impairment losses. Impairments of revalued assets, are treated as a revaluation decrease. All other impairment losses are recognised in profit and loss.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Reversals of impairment losses are recognised in profit and loss or, for revalued assets, as a revaluation increase. On reversal of an impairment loss, the depreciation or amortisation is adjusted to reflect the revised carrying amount.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

Investments

Fixed asset investments are stated at cost less provision for diminution in value.

Stock

Stocks are valued at the lower of cost and net realisable value. Provision is made for obsolete and slow-moving items.

Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Financial instruments

Financial instruments are classified and accounted for according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3	Interest payable and similar charges	2015	2014
		£	£
	On amounts payable to group companies	218,004	210,835
	On bank loans and overdrafts	2,687	148
		220,691	210,983
4	Loss on ordinary activities before taxation	2015	2014
	Long on audinos, and idian hadana davidina in adalah dalam hanning.	£	£
	Loss on ordinary activities before taxation is stated after charging: Depreciation of tangible fixed assets		
	- owned	434,303	497,270
	Operating lease rentals		
	- Plant and machinery	68,601	76,111
	- Other assets	100,500	85,000

Auditor's remuneration

Amounts payble to RSM UK Audit LLP and its associates in respect of both audit and non-audit services were as follows

Audit services - statutory audit of financial statements	18,500	18,000
Non audit services - Other services	14,980	15,078
	33.480	33.078

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

5 Employees

6

Number of employee

The average monthly number of employees (including directors) during the year was:

	2015 Number	2014 Number
Playing and coaching staff	69	73
Other staff	66	74
Catering and stewards	513	453
	648	600
Employment costs	2015	2014
	£	£
Wages and salaries	3,862,447	3,873,584
Social security costs	371,096	381,813
Other pension costs	140,596	125,641
	4,374,139	4,381,038
Tax on loss on ordinary activities Total current tax		
Factors affecting the tax charge for the year The tax assessed for the year is higher than the standard rate of corporation to 21.83%). The differences are explained below:	ax of 20.00% (20	014 -
Loss on ordinary activities before taxation	(624,279)	(1,079,464)
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.00% (2014 - 21.83%)	(124,856)	(235,647)
Effects of:		
Expenses not deductible for tax purposes	6,397	5,891
Depreciation in excess of capital allowances	46,265	65,055
Unrelieved tax losses	26,448	118,681
Group relief surrendered	45,746 ————	46,020
	124,856	235,647
Current tax charge for the year		

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

6 Tax on loss on ordinary activities (Continued)

The company has a deferred tax asset of £2,483,000 (2014: £2,451,000) arising from trading losses available for relief against future profits, which has not been provided for in the balance sheet as it is not expected to be recoverable within the foreseeable future.

No provision has been made for taxation of £5,427,000 (2014: £5,441,000) that would arise if the company's property were to be disposed of at the valuation, as there is no intention to dispose of the property.

7 Tangible fixed assets

			Computer equipment	Total
	easenoid £	£	£	£
Cost or valuation	_	_	_	_
At 1 November 2014	30,000,000	1,848,359	395,478	32,243,837
Additions	6,345	34,114	14,063	54,522
Disposals	-	(43,000)	-	(43,000)
At 31 October 2015	30,006,345	1,839,473	409,541	32,255,359
Depreciation				
At 1 November 2014	-	463,223	276,346	739,569
On disposals	-	(43,000)	-	(43,000)
Charge for the year	272,207	110,527	51,569	434,303
At 31 October 2015	272,207	530,750	327,915	1,130,872
Net book value				
At 31 October 2015	29,734,138	1,308,723	81,626	31,124,487
At 31 October 2014	30,000,000	1,385,136	119,132	31,504,268

The leasehold land and buildings were valued at 31 October 2014 on an open market basis by a firm of independent Chartered Surveyors.

If these properties were sold for their revalued amounts it would be necessary to replace them with similar property, and rollover relief against tax on the gain would be available. Accordingly, no timing differences arise and no provision has been made for deferred tax in respect of the revaluation.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

i aligible likeu assets (Colliniueu)	7	Tangible fixed assets	(Continued)
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			Land and buildings Long leasehold £
	At cost		7,984,483
	Aggregate depreciation		(312,297)
	Net book value At 31 October 2015		7,672,186
8	Fixed asset investments		
			Unlisted investments £
	Cost or valuation At 1 November 2014 & at 31 October 2015		2
	Net book value At 31 October 2015		2
	At 31 October 2014		2
9	Stocks	2015 £	2014 £
	Finished goods and goods for resale	132,868	88,498 ————
10	Debtors	2015 £	2014 £
	Trade debtors	230,918	403,914
	Other debtors Prepayments and accrued income	276,006 102,616	500,835 159,370
		609,540	1,064,119

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

11	Creditors: amounts falling due within one year	2015 £	2014 _. £
	Trade creditors	389,621	647,620
	Taxes and social security costs	356,896	344,042
	Other creditors	123,721	150,458
	Accruals and deferred income	1,494,654	1,762,461
		2,364,892	2,904,581
12	Creditors: amounts falling due after more than one year	2015 £	2014 £
	Accruals and deferred income		122,800
	Amounts owed to group undertakings	17,049,003	16,830,999
		17.040.002	16 052 700
		17,049,003	16,953,799
13	Share capital	2015	2014
	Allotted, called up and fully paid	£	£
	14,000 Ordinary of 50p each	7,000	7,000
14	Reserves		
		Revaluation reserve	Profit and loss
			account
		£	£
	Balance at 1 November 2014 Loss for the year	22,451,827	(8,789,518) (624,279)
	Depreciation written back	(224,518)	224,518
	Balance at 31 October 2015	22,227,309	(9,189,279)

The movement on revaluation reserve has no taxation effect.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

2014 £	2015 £		olders' funds	Reconciliation of movements in share
(1,079,464) 3,046,186	(624,279) -			Loss for the financial year Other recognised gains and losses
1,966,722 11,702,587	(624,279) 13,669,309		s' funds	Net (depletion in)/addition to shareholder Opening shareholders' funds
13,669,309	13,045,030			Closing shareholders' funds
				Notes to the cash flow statement
2014	2015	v) from	cash inflow/(outflov	Reconciliation of operating loss to net operating activities
£	£			•
(868,481)	(403,588)			Operating loss
497,270	434,303			Depreciation of tangible assets
77,030	(44,370)			(Increase)/decrease in stocks
(508,903)	454,579			Decrease/(increase) in debtors
1,576,163	(444,485)			(Decrease)/Increase in creditors
773,079	(3,561)		g activities	Net cash (outflow)/inflow from operation
2014 £	2015 £	v statement		Analysis of cash flows for headings no Returns on investments and servicing
(210,983)	(220,691)		Interest paid	
(210,983)	(220,691)	Net cash outflow for returns on investments and servicing of finance		
			tment	Capital expenditure and financial inves
(80,380)	(54,522)			Purchase of tangible assets
(80,380)	(54,522)	stment	ure & financial inve	Net cash outflow from capital expendit
				Analysis of net debt
31 October	Other non-	Cash flow	1 November 2014	
2015	ish changes	Ca.	2017	
2015 £	sh changes £	£	£	
	_			Net cash:
	_			Net cash: Cash at bank and in hand

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

17 Commitments under operating leases

At 31 October 2015 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 October 2016:

	Land and buildings		Other	
	2015	2014	2015	2014
	£	£	£	£
Operating leases which expire:				
Within one year	13,884	1,800	22,995	10,057
Between two and five years	38,940	61,320	11,681	14,361
	52,824	63,120	34,676	24,418

18 Retirement Benefits

Defined contribution scheme

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund. At 31 October 2015 pension contributions of £9,000 (2014: £nil) were outstanding.

•	2015	2014
	L	L
Contributions payable by the company for the year	140,596	125,641

2015

2014

19 Related party relationships and transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.

During the year C & N Control Systems Limited, a company where J Nicholl is a director, purchased tickets for matches for £nil (2014: £540).

20 Control

The ultimate parent company is Sporting Club St Helens Limited, a company registered in England and Wales.