REGISTERED NUMBER: 09331295 (England and Wales)

THE SPORTS EDIT LIMITED ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 1 APRIL 2023



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THE SPORTS EDIT LIMITED ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

COMPANY INFORMATION FOR THE PERIOD ENDED 1 APRIL 2023

DIRECTORS: N Paulson-Ellis

B Sharpe

P A Friston (resigned 6 August 2022) S R Ramage (appointed 6 August 2022)

REGISTERED OFFICE: Waterside House

North Wharf Road

London W2 1NW

REGISTERED NUMBER: 09331295 (England and Wales)

THE SPORTS EDIT LIMITED ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

DIRECTORS REPORT FOR THE PERIOD ENDED 1 APRIL 2023

The directors present their report and the financial unaudited financial statements for the period ended 1 April 2023.

DIRECTORS

The directors who held office during the period and up until the date of signing the financial statements were as follows:

N Paulson-Ellis

B Sharpe

5 R Ramage (appointed 6 August 2022)

P A Friston (resigned 6 August 2022)

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of online retail of sportswear. During the period the Company engaged in wholesale retail of sportswear to Marks and Spencer plc.

The directors consider that in the conditions prevailing during the period, the development of the Company's business and its financial position at the end of the period were satisfactory. The directors do not expect any development in the Company's business in the coming year that is significantly different from its present activities.

The Sports Edit Limited is a private company limited by shares, incorporated and domiciled in England and Wales. The Company's registered office is Waterside House, North Wharf Road, London, W2 1NW.

The financial statements are made up to the nearest Saturday to 31 March each year. The current financial period is the 52 weeks ended 1 April 2023 (the 'period'). Following a change in reporting period, the previous financial period was the 13 weeks ended 31 March 2022.

STRATEGIC REPORT

Exemption has been taken from preparing a strategic report in line with s.414b of the Companies Act 2006.

DIVIDENDS

The directors do not recommend a final dividend for the period ended 1 April 2023 (last year: £nil).

GOING CONCERN

In adopting the going concern basis for preparing the financial statements, the directors have considered the principal activities and principal risks and uncertainties relating to the Company. Based on the Company's current activities, financial position and future plans the directors are satisfied that the Company will be able to operate as a going concern for at least the next 12 months from the approval of these financial statements. For this reason the directors consider it appropriate for the Company to adopt the going concern basis in preparing its financial statements.

The Company is dependant on the continuation of its funding agreement with Marks and Spencer plc in order to meet its financial obligations. The directors have considered the Group's liquidity position in order to assess the feasibility of continuing to fund the Company's activities. It has been concluded that the Group has sufficient resources to continue to meet the financial obligations of the Company. The directors have received a letter of support from Marks and Spencer plc to confirm funding for at least 12 months from the date of signing of the Company's financial statements.

DIRECTORS' LIABILITIES

Marks and Spencer Group plc maintains directors' and officers' liability insurance which gives appropriate cover for any legal action brought against its directors and those directors of its subsidiary companies. Indemnities have been granted to the Company's directors by Marks and Spencer Group plc to the extent permitted by law. Qualifying third party indemnity provisions (as defined by section 234 of the Companies act 2006) were in force during the period ended 1 April 2023 and remain in force, in relation to certain losses and liabilities which the directors may incur to third parties in the course of acting as directors of the Company.

THE SPORTS EDIT LIMITED ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS DIRECTORS REPORT FOR THE PERIOD ENDED 1 APRIL 2023 (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the unaudited financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors are required to prepare the 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 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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; 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.

Approved by the Board on 21 December 2023 and signed on its behalf by:

ON BEHALF OF THE BOARD:

N Paulson-Ellis Director

THE SPORTS EDIT LIMITED INCOME STATEMENT FOR THE PERIOD ENDED 1 APRIL 2023

	Notes	52 weeks ended	13 weeks ended
		1 Apr 2023	31 Mar 2022
		£	£
TURNOVER		4,114,921	682,237
Cost of sales		(3,407,568)	(559,242)
GROSS PROFIT		707,352	122,995
Administrative expenses		(2,395,774)	(592,973)
OPERATING LOSS		(1,688,421)	(469,978)
Interest payable and similar expenses	3	(174,973)	(14,364)
LOSS BEFORE TAXATION		(1,863,394)	(484,342)
Tax on loss	4	23,780	
LOSS FOR THE FINANCIAL PERIOD		(1,839,614)	(484,342)

The above results were derived from continuing operations. There were no items of comprehensive income in the period other than the loss for the period and, accordingly, no statement of comprehensive income is presented.

THE SPORTS EDIT LIMITED (REGISTERED NUMBER: 09331295) STATEMENT OF FINANCIAL POSITION AS AT 1 APRIL 2023

			1 Apr 2023		31 Mar 2022
EWED AGGETS	Notes	£	£	£	£
FIXED ASSETS Intangible assets Tangible assets	5 6		264,299 24,209		127,788 29,166
		_	288,508	_	156,954
CURRENT ASSETS Stocks Debtors Cash at bank	7	1,171,448 910,827 49,490	_	735,272 109,816 93,351	
CREDITORS Amounts falling due within one period	8	2,131,765 5,086,213		938,439 1,921,719	
NET CURRENT LIABILITIES			(2,954,448)		(983,280)
NET LIABILITIES			(2,665,940)	_	(826,326)
CAPITAL AND RESERVES Called up share capital Share premium Retained earnings	11	_	116,712 3,853,475 (6,636,127)	_	116,712 3,853,475 (4,796,513)
SHAREHOLDERS' FUNDS			(2,665,940)		(826,326)

For the period ending 1 April 2023 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements were approved by the Board of Directors and authorised for issue on .2.1. December 2023 and were signed on its behalf by:

N Paulson-Ellis Director

The notes on pages 7 to 15 form an integral part of these financial statements

THE SPORTS EDIT LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 1 APRIL 2023

	Called up share capital	Share premium	Share option reserve	Retained earnings	Total equity
	£	£	f	f	f
Balance at 1 January 2022	106,570	3,813,581	231,806	(4,543,977)	(392,020)
Issue of share capital	10,142	39,894	-	-	50,036
Loss for the period	-	-	-	(484,342)	(484,342)
Reclassification	<u>-</u>	<u>-</u>	(231,806)	231,806	
Balance at 31 March 2022	116,712	3,853,475	<u>-</u>	(4,796,513)	(826,326)
Loss for the period		-		(1,839,614)	(1,839,614)
Balance at 1 April 2023	116,712	3,853,475	-	(6,636,127)	(2,665,940)

1. ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102") and the Companies Act 2006.

These financial statements are presented in sterling, which is the Company's functional currency.

In adopting the going concern basis for preparing the financial statements, the directors have considered the principal activities and principal risks and uncertainties relating to the Company. Based on the Company's current activities, financial position and future plans, the directors are satisfied that the Company will be able to operate as a going concern for at least the next 12 months from the approval of these financial statements. For this reason, the directors consider it appropriate for the Company to adopt the going concern basis in preparing its financial statements.

The Company is dependant on the continuation of its funding agreement with Marks and Spencer plc in order to meet its financial obligations. The directors have considered the Group's liquidity position in order to assess the feasibility of continuing to fund the Company's activities. It has been concluded that the Group has sufficient resources to continue to meet the financial obligations of the Company. The directors have received a letter of support from Marks and Spencer plc to confirm funding for at least 12 months from the date of signing of the Company's financial statements.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. Exemptions have been taken in relation to financial instruments, key management personnel compensation, related party transactions and the presentation of a cash flow statement.

Accounting convention

The financial statements are drawn up on the historical cost basis of accounting, except as disclosed in the accounting policies set out below. The Company's accounting policies have been consistently applied throughout the period.

Significant judgements and estimates

The directors have reviewed the period end stock balance for the existence of obsolete and slow-moving stock before determining whether a provision for these items is required or not.

There have been no other significant judgements or estimates applied to the numbers contained within these financial statements.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Web development is being amortised evenly over their estimated useful life of two years. Product and Brand development is being amortised evenly over their estimated useful life of five years.

1. ACCOUNTING POLICIES - continued

Tangible fixed assets

Tangible fixed assets are measured at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to depreciate the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Fixtures and fittings Computer equipment Land and Buildings 3 years 2 years 10 years

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costsand those overheads that have been incurred in bringing the stocks to their present location and condition. At each reporting date, stocks are assessed for impairment. If stock are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in the income statement.

Financial instruments

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

a. Financial assets

Basic financial assets, including trade and other debtors, cash and bank balances and investments in commercial paper, 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 presentvalue of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Income Statement.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, theimpairment 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 the Income Statement.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price.

Such assets are subsequently carried at fair value and the changes in fair value are recognised in, the Income Statement, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

1. ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) 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.

b. Financial liabilities

Basic financial liabilities, including trade and other creditors, loans from fellow Group companies that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, wherethe debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are classified as current liabilities if payment is due within one period. If not, they are presented as non-current liabilities. Trade creditors 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.

Taxation

Taxation for the period comprises current tax. Tax is recognised in the Income Statement, except to the extent that itrelates to items recognised in other comprehensive income or directly in equity.

Current taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Tax credits disclosed on the income statement represent losses surrendered for research and development tax credits.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Research and development

Expenditure on research and development is written off in the period in which it is incurred.

1. ACCOUNTING POLICIES - continued

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rental paid under operating leases are charged to Income Statement on a straight line basis over the period of thelease.

Pension costs and other post-retirement benefits

The Company operates a defined contribution pension scheme. Contributions payable to the Company's pensionscheme are charged to Income Statement in the period to which they relate.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk to changesin value.

Share based payments

The Company operated an equity-settled compensation plan in the comparative period. The fair value of the employee services received in exchange for the grant of the options was recognised as an expense. The total amount expensed over the vesting period was determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions were included in assumptions about the number of options that were expected to vest. At each previous Statement of Financial Position date, the entity revised its estimates of the number of options that were expected to vest. It recognised the impact of the revision to original estimates, if any, in the income statement. The credit entry was taken to reserves because the share options were equity-settled.

2. EMPLOYEES AND DIRECTORS

The average number of employees during the period was 16 (last year: 12). Refer to note 10 for information regarding Directors' remuneration.

Staff costs (including directors) consist of:	52 weeks ended 1 Apr 2023	13 weeks ended 31 Mar 2022
	£	£
Wages and salaries	787,235	124,312
Social security costs	78,137	45,845
Employee welfare and other personnel costs	76,629	29,392
Pension costs	20,656	5,507
Share-based payments		87,955
	962,657	293,011

3. INTEREST PAYABLE AND SIMILAR EXPENSES	52 weeks ended 1 Apr 2023 £	
Interest payable to Parent Company (note 10) Other interest payable	174,973 	8,581 5,783
	174,973	14,364
4. TAXATION		
Tax charged/(credited) in the income statement:	52 weeks ended 1 April 2023 £	13 weeks ended 31 Mar 2022 £
Current taxation		
Adjustment in respect of prior years	(23,780)	-
Tax credit in the income statement	(23,780)	-
The differences are reconciled below:	52 weeks ended 1 April 2023 £	13 weeks ended 31 Mar 2022 £
Loss before tax	(1,863,394)	(484,342)
Tax on loss at standard UK tax rate of 19% (2022:19%) Effects of:	(354,045)	(92,025)
Expenses not deductible	926	-
Income not taxable	(417)	-
Effects of group relief/other reliefs	351,280	-
Deferred tax not recognised	2,256	92,025
Adjustment in respect of prior years	(23,780)	-
Total tax credit for the period	(23,780)	-

5. INTANGIBLE FIXED ASSETS

5. INTANGIBLE FIXED ASSE	Web development f	Product development £	Brand development £	Totals £
At 1 April 2022	177,933	77,394	_	255,327
Additions	238,406	47,434	200	286,040
At 1 April 2023	416,339	124,828	200	541,367
AMORTISATION				
At 1 April 2022	108,070	19,469	-	127,539
Amortisation for period	130,393	19,116	20	149,529
At 1 April 2023	238,463	38,585	20	277,068
NET BOOK VALUE				
At 1 April 2023	177,876	86,243	180	264,299
At 31 March 2022	69,863	57,925	-	127,788

6. TANGIBLE FIXED ASSETS

	Land and Buildings £	Fixtures and fittings	Computer equipment £	Totals £
COST				
At 1 April 2022	34,013	15,173	51,744	100,930
Additions	1,111	1,784	5,538	8,433
Disposals		(14,630)		(14,630)
At 1 April 2023	35,124	2,327	57,282	94,733
DEPRECIATION		-		
At 1 April 2022	12,675	12,342	46,747	71,764
Charge for period	3,447	1,742	6,175	11,364
Disposals	<u> </u>	(12,604)	<u> </u>	(12,604)
At 1 April 2023	16,122	1,480	52,922	70,524
NET BOOK VALUE	-			
At 1 April 2023	19,002	847	4,360	24,209
At 31 March 2022	21,338	2,831	4,997	29,166

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE PERIOD

	2023	2022
	£	£
Amount owed by parent company (see note 10)	595,031	=
Trade debtors	-	126
Taxation and social security	168,479	-
Other debtors	147,317	109,690
	910,827	109,816
8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE PERIOD	2023 £	2022 £
Trade creditors	865,225	526,185
Taxation and social security	27,966	-
Amount due to parent company (see note 10)	3,532,764	1,008,581
Other creditors	660,258	386,953
	5,086,213	1,921,719

Amount due to parent company was previously presented within creditors falling due after more than one period. However, the amount did not meet the criteria to be classified as falling due after more than one period and the comparative amount has been restated. There is no impact on the income statement or net assets.

9. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2023 £	2022 £
Within one period		27,563
		27,563

10. RELATED PARTY DISCLOSURES

The following transactions were carried out with Marks and Spencer plc, the Company's immediate parent:

Loans from Marks and Spencer plc

	2023 f	2022 £
Opening balance	1,008,581	-
Advanced	1,750,000	1,000,000
Interest charged	173,748	8,581
Closing balance	2,932,329	1,008,581

10. RELATED PARTY DISCLOSURES - continued

As at 1 April 2023, the £2,932,329 (last year: £1,008,581) loan from the parent company was interest-bearing at Sterling Overnight Index Average ("SONIA") plus an applicable margin.

Sales and purchases of goods and services

	2023	2022
	£	£
Sales of goods and services	912,461	-
Purchases of goods and services	22,006	-

Included within amounts due to parent company is a balance of £600,635 (last year: £nil) which is non-interest bearing and the amount owed by parent company of £595,031 (last year: £nil) is non-interest bearing.

During the period the Company made payments to directors in relation to the following:

	2023	2022
	£	£
Directors' remuneration	136,114	26,866
Loan repayment		29,993

11. SHARE CAPITAL

Allotted, called up and fully paid shares

		2023		2022
	No.	£	No.	£
A Ordinary shares at £0.01 each	9,557,052	95,571	9,557,052	95,571
B Ordinary shares at £0.01 each	81,323	813	81,323	813
C Ordinary shares at £0.01 each	2,032,776	20,328	2,032,776	20,328
	11,671,151	116,712	11,671,151	116,712

12. SHARE-BASED PAYMENT TRANSACTIONS

The company previously operated an EMI qualifying share option scheme and an Unapproved share option scheme on behalf of its employees. For commercial reasons, both share option schemes ceased during the previous accounting period.

13. PARENT AND ULTIMATE PARENT UNDERTAKING

The Company's immediate parent is Marks and Spencer plc.

The ultimate parent and controlling party is Marks and Spencer Group plc.

13 PARENT AND ULTIMATE PARENT UNDERTAKING – continued

The most senior parent entity producing publicly available financial statements is Marks and Spencer Group plc. These financial statements are available upon request from the Company Secretary or are available on the website: corporate.marksandspencer.com/annualreport

Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Marks and Spencer Group plc, incorporated in the United Kingdom.

The address of Marks and Spencer Group plc is: Waterside House, 35 North Wharf Road, London W2 1NW

The parent of the smallest group in which these financial statements are consolidated is Marks and Spencer plc, incorporated in the United Kingdom.

The address of Marks and Spencer plc is: Waterside House, 35 North Wharf Road, London W2 1NW