# Ladbrokes (Northern Ireland) (Holdings) Limited

Annual report and financial statements for the year ended 31 December 2019

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### **COMPANY INFORMATION**

DIRECTORS M. Fee

L. McCauley

SECRETARY Ladbrokes Coral Corporate Secretaries Limited

REGISTERED OFFICE 1st Floor,

77A Andersontown Road,

Belfast, BT11 9AH.

REGISTERED NUMBER

OF INCORPORATION NI027890

SOLICITOR Pinsent Mason,

Arnott House, 12-16 Bridge St,

Belfast, BT1 1LS.

INDEPENDENT AUDITOR KPMG LLP

Chartered Accountants and Statutory Auditor

15 Canada Square

London E14 5GL

#### STRATEGIC REPORT

### for the year ended 31 December 2019

The directors present their Strategic Report for the year ended 31 December 2019. The comparative figures are for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The Company acts as a holding company. There have been no changes in the Company's activity during the year.

### PRINCIPAL RISKS AND UNCERTAINTIES

The directors consider that any changes in the general economic environment of Northern Ireland provide the principal risks and uncertainties that could materially affect future business. Management and the board regularly monitor levels of debt finance and related finance costs.

The principal risk affecting Ladbrokes (Northern Ireland) (Holdings) Limited is the fluctuations of interest rates as the company's main commitment is an outstanding loan payable to Sponsio Limited which is wholly owned subsidiary of GVC Holdings PLC.

The interest rate on the loan receivable from Northwest Bookmakers Limited is linked to the LIBOR rate. The loan from North West Bookmakers Limited is structured so the interest receivable is always greater than the interest payable to Sponsio Limited. The interest rate on the loan payable to Ladbrokes Group Finance is also linked to the LIBOR rate.

The Company has no other significant risks or uncertainties other than those that arise from being a part of the GVC Holdings PLC. The significant risks or uncertainties, including the Company's exposure to financial risk management and those arising from Brexit are dealt with on pages 57 to 62 presented in the Annual Report 2019 of GVC Holdings PLC.

#### SECTION 172 STATEMENT

In performing their duties under the Companies Act 2006 the Board are required to describe how they have had regard to the matters set out in section 172(1)(a) to (f).

When making decisions throughout the year the directors have taken into consideration, and had regard to, the Company's shareholders, stakeholders, business relationships, reputation for high standards, the community and environment and the impact of the Board's decision making on the long term success of the business.

The Company is a wholly owned subsidiary of GVC Holdings PLC and therefore the directors have also considered the wider context in which the Company operates to adhere to the high standards of professionalism, culture, values, ethics, strategy and environmental and social responsibility set by the GVC group.

In discharging their duties under section 172 the directors have access to the full resource, assistance, support and guidance offered by the GVC group and are committed to driving further improvements in shareholder and stakeholder engagement.

The Company has no employees or direct customers.

The 2019 annual report and accounts for GVC Holdings PLC can be found here: <a href="https://gvc-plc.com/wp-content/uploads/2020/04/GVC-2019-Annual-Report-and-Accounts.pdf">https://gvc-plc.com/wp-content/uploads/2020/04/GVC-2019-Annual-Report-and-Accounts.pdf</a>

### FINANCIAL POSITION

At 31 December 2019 the Company had net assets of £11,336,000 (2018 £11,085,000).

On behalf of the Board

ichael Fee

M Fee Director

30 October 2020

### **DIRECTORS' REPORT**

### for the year ended 31 December 2019

The directors present their Directors' report and the Company's audited financial statements for the year ended 31 December 2019.

### DIRECTORS AND SECRETARY'S INTERESTS

The present directors are as listed on page 2 and, unless otherwise indicated, have served throughout the year.

### RESULTS AND DIVIDENDS

The financial statements for the year show a profit for the financial year of £251,000 (2018: £533,000). The directors do not recommend the payment of a dividend in 2019 (2018: £nil).

#### FINANCIAL RISK MANAGEMENT

The Company's exposure to financial risk management is outlined in the principal risks and uncertainties paragraph in the Strategic Report.

### **FUTURE DEVELOPMENTS**

Ladbrokes (Northern Ireland) (Holdings) Limited will continue in its capacity as the holding company for North West Bookmakers Limited. There are no significant future developments.

#### IMPORTANT EVENTS SINCE THE YEAR END

None.

### GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Should further support be required the Group has assessed the impact of the Covid-19 outbreak on the business and has revised its cash flow forecasts for 2020 and 2021 to take account of the consequent reduction in profits and net cash inflows. The revised forecasts indicate that the group will remain within its present bank facilities and will continue to be able to pay its liabilities as they fall due.

Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

### DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

GVC Holdings PLC maintains a qualifying (as defined by law) directors' and officers' liability insurance. The above named directors, (except for the corporate directors) have received an indemnity from the group to the extent permitted by law throughout the period and up to the date of signing this report. Neither the indemnity nor the insurance will provide cover in situations where a director has acted fraudulently or dishonestly.

### **MODERN SLAVERY**

GVC Holdings PLC and its global subsidiaries ("The Group") recognise that companies have an obligation to ensure that their business and supporting supply chains are slavery free. The Group's full modern slavery statement can be found at <a href="https://gvc-plc.com/corporate-responsibility/modern-slavery-statement/">https://gvc-plc.com/corporate-responsibility/modern-slavery-statement/</a>.

# **INDEPENDENT AUDITORS**

Pursuant to Section 487 of the Companies Act 2006, KPMG LLP will be deemed to be reappointed and will therefore continue in office following a resolution put to the shareholders at the Annual General Meeting.

### **DIRECTORS' REPORT**

# for the year ended 31 December 2019 (Continued)

### 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 estimates that are reasonable and prudent;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the Board and signed on its behalf

M Fee Director

30 October 2020

hichael Fee

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LADBROKES (NORTHERN IRELAND) (HOLDINGS) LIMITED

## **Opinion**

We have audited the financial statements of Ladbrokes (Northern Ireland) (Holdings) Limited ("the company") for the year ended 31 December 2019 which comprise the Balance Sheet, the Income Statement, the Statement of Changes in Equity and related notes, including the accounting policies.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as the valuation of assets, and related disclosures, and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firmwide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

### Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LADBROKES (NORTHERN IRELAND) (HOLDINGS) LIMITED (continued)

### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

### Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

### The purpose of our audit work and to whom we owe our responsibilities

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.

Mark Flanagan (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants KPMG LLP St Nicholas House Park Row Nottingham NG1 6FQ

5 November 2020

# INCOME STATEMENT for the year ended 31 December 2019

	Note	2019 £′000	2018 £′000
Interest receivable and similar income Interest payable and similar expense	5 6	251 -	761 (228)
Profit before tax		251	533
Income taxation	7	-	-
Profit for the financial year		251	533

All items dealt with in arriving at the profit before taxation relate to continuing operations.

There are no items of other comprehensive income in the year presented. Therefore no separate statement of other comprehensive income has been prepared.

The notes on pages 11 to 16 form part of these financial statements.

# BALANCE SHEET as at 31 December 2019

CLIDDENIT ACCETC	Note	2019 £'000	2018 £′000
CURRENT ASSETS Trade and other receivables	9	11,336	11,085
NET CURRENT ASSETS	<del>-</del>	11,336	11,085
NET ASSETS	-	11,336	11,085
SHAREHOLDERS' EQUITY Called up share capital	10	-	-
Retained earnings TOTAL EQUITY	-	11,336 11,336	11,085 11,085

The financial statements on pages 8 to 16 were approved by the board of directors on 30 October 2020 and were signed on its behalf by:

Michael Fee Director

30 October 2020

The notes on pages 11 to 16 form part of these financial statements.

# **STATEMENT OF CHANGES IN EQUITY** for the financial year ended 31 December 2019

<b>As at 1 January 2018</b> Profit for the financial year	Called up share capital £'000 	Profit and loss account £'000 10,552 533	Total shareholders' funds £'000 10,552 533
At 31 December 2018	-	11,085	11,085
Profit for the financial year	-	251	251
At 31 December 2019	<u> </u>	11,336	11,336

The notes on pages 11 to 16 form an integral part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 31 December 2019

### 1. AUTHORISATION OF FINANCIAL STATEMENT AND STATEMENT OF COMPLIANCE WITH FRS 101

The financial statements of the Company for the year ended 31 December 2019 were authorised for issue by the board of directors and the balance sheet was signed by M Fee. The Company is incorporated and domiciled in the Northern Ireland.

The financial statements were prepared in accordance with Financial Reporting Standard 101 and in accordance with the applicable Reduced Disclosure Framework and as applied by Companies Act 2006. The Company's financial statements are presented in Sterling  $(\pounds)$ .

The results of the Company are included in the consolidated financial statements of GVC Holdings PLC, its ultimate parent, which are available for the secretary of that company at its registered office at 3rd Floor, One New Change, London, United Kingdom, EC4M 9AF.

### ACCOUNTING POLICIES

### 2.1 Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and Companies Act 2006 as applicable to companies using FRS 101. The financial statements are prepared on a going concern basis under the historical cost convention.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2019. These policies have been consistently applied to all the periods presented, unless otherwise stated.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- a) IFRS 7 Financial Instruments: Disclosures;
- b) IFRS 13 Fair Value Measurement
- c) IAS 1 Presentation of Financial Statements
- d) IAS 7 Statement of Cash Flows;
- e) IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- f) IAS 24 Related Party Disclosures
- g) the requirements of paragraph 17 of ('IAS 24');
- h) IAS 36 Impairment of Assets.

### 2. ACCOUNTING POLICIES (Continued)

# 2.2 Judgements and uncertainties

The directors have determined that due to the nature of the Company as a holding company, there are no significant judgements or key sources of uncertainty required for the financial statements.

## 2.3 Significant accounting policies

### (a) Non-consolidation and preparation of Group Financial Statements

The directors have taken advantage of the exemption provided by Section 400 of the Companies Act 2006 not to prepare group financial statements, on the grounds that the company itself is a subsidiary undertaking and the results are included in the consolidated financial statements of the ultimate parent undertaking, GVC Holdings PLC. The financial statements present information about the company as an individual undertaking and not as a group.

### (b) Investments

Investments in subsidiaries are held at historical cost less any applicable provision for impairment.

### (c) Financial assets and liabilities

Financial assets within the scope of IFRS 9 are classified as loans and receivables, including intercompany receivables, as appropriate. The Company determines the classification of its financial assets at initial recognition. All financial assets are recognised initially at fair value.

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables, including intercompany receivables:

Loans and receivables, including intercompany receivables, are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. On initial recognition such balances are measured at fair value plus directly attributable transaction costs. Subsequently, such assets are measured at amortised cost using EIR method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the Income statement in operating expenses before amortisation of the counterparties.

### **Impairment**

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset is impaired. Impairment exists if one or more events have occurred since the initial recognition of the asset (an incurred loss event) that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

### 2.3 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Financial assets and liabilities (continued)

### Financial liabilities

Financial liabilities are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

The Company determines the classification of financial liabilities at initial recognition. Financial liabilities comprise of interest – bearing loans.

# (d) Interest payable and interest receivable

Interest income / expense is recognized on all interest bearing loans/ borrowings in the Income Statement in the period to which it relates.

# 3. OPERATING PROFIT/(LOSS) BEFORE TAXATION AND FINANCE INCOME

The audit fee for the Company of £1,000 has been borne by another group company (2018: £1,000).

## 4. DIRECTORS AND EMPLOYEES

The directors who have served during the period are also directors of other undertakings within the Group and spend an immaterial amount of their time on activities relating to the company. As such, none of their remuneration is considered to be for qualifying services to the company (2018: £nil).

All operations of the Company are undertaken by employees of other group companies and their respective emoluments have not been included in these financial statements.

# 5. INTEREST RECEIVABLE AND SIMILAR INCOME

	2019	2018
	£′000	£′000
Interest receivable from subsidiary under	ertakings 251	277
Other interest receivable	-	484
	251	761
6. INTEREST PAYABLE AND SIMILAR EXPEN	ISE	
	2019	2018
	£′000	£′000
Interest payable on loans from parent u	ndertaking <u> </u>	228

7.	INCOME TAX		
	(a) Tax charged in the income statement		
	(a) Tak Granges in the meeting statement	2019	2018
		£′000	£′000
	Current UK tax		
	UK corporation tax for the year	-	-
	Total tax charge for the year (note 7(b))		
	(b) Reconciliation of the total tax charge		
	The standard rate of tax for the year, based on the UK standa (2018: 19.25%). The actual tax charge for the year differs frate of corporation tax for the reasons set out in the following	om (2018: differs fro	
		2019	2018
		£′000	£′000
	Profit before taxation	251	533
	Income tax at standard rate of UK corporation tax 19.00% (2018: 19.00%)	48	101
	Adjusted for the effects of:		
	Non-deductible expenses	-	-
	Group relief claimed for nil consideration	(48)	(101)
	Total tax expense reported in the income statement	-	
8.	INVESTMENTS		Invested in subsidiary company £'000
	Code		2 000
	Cost:		
	At 1 January 2019 and 31 December 2019		<del>-</del> _
	Net book value:		
	At 31 December 2019		-

Having regard to the underlying asset values attributed to the investment in the Company's 100% subsidiary undertaking, North West Bookmakers Limited, the directors believe the carrying value of the investment remains fully impaired at the year end.

At 31 December 2018

# 8. INVESTMENTS (continued)

Name of company	Country of incorporation	Nature of business	Registered address	Nature of holding	% of shares held
North West Bookmakers Limited	Northern Ireland	Betting and gaming operator	77A Andersonstown Road Belfast BT11 9AH Northern Ireland	Ordinary shares	100

### 9. TRADE AND OTHER RECEIVABLES

	2019	2018
	£′000	£′000
Amounts due from subsidiary undertaking	-	-
Amounts due from other group undertaking	11,336	11,085
	11,336	11,085

Amounts due from other group companies are unsecured, accumulate interest at a rate linked to the group's borrowing costs, have no fixed date of repayment, and are repayable on demand.

### 10. CALLED UP SHARE CAPITAL

	2019	2018
	£	£
Authorised:		
100 (2018: 100) ordinary shares of £1 each	100	100
Allotted, called up and fully paid:		
2 (2018: 2) ordinary shares of £1 each	2	2

### 11. IMMEDIATE AND ULTIMATE PARENT COMPANY

The immediate parent undertaking of the Company is Sponsio Limited, a company registered in England and Wales and the ultimate parent undertaking at the year end was GVC Holdings PLC, a company registered in the Isle of Man. The largest and smallest group preparing consolidated group financial statements which include the Company is GVC Holdings PLC for the year ended 31 December 2019.

Copies of the Annual Report and Financial Statements for GVC Holdings PLC can be obtained from the registered office of the company at 3rd Floor, One New Change, London, United Kingdom, EC4M 9AF.

### 12. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under paragraph 8 (k) of FRS101 not to disclose transactions with fellow wholly owned group companies.

There are no other related party transactions.

## 13. POST BALANCE SHEET EVENT

Since the year end the World Health Organisation declared a global pandemic following the Covid-19 outbreak leading to a number of countries around the world moving into a status of lockdown and preventing in certain cases any continuation of trade. This has had an impact on the GVC Holdings PLC group as it means a number of sporting events around the world have been halted. The Company's risks in this respect are aligned to that of the group.

Given the Company is a holding company there has been no noticeable impact to the Company during the pandemic.

The Group has assessed the impact of the Covid-19 outbreak on the business and has revised its cash flow forecasts for 2020 and 2021 to take account of the consequent reduction in profits and net cash inflows. The revised forecasts indicate that the group will remain within its present bank facilities and will continue to be able to pay its liabilities as they fall due.