

**Sportingbet (Management Services) Limited**

**Company number: 03984715**

Report and Financial Statements

Year ended 31 December 2019

**SPORTINGBET (MANAGEMENT SERVICES) LIMITED**  
**Annual report and financial statements for the year ended 31 December 2019**  
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## SPORTINGBET (MANAGEMENT SERVICES) LIMITED

### Board of Directors and professional advisors

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Directors	A Lewis W Longton C Sutters S Smith
Registered office	3 <sup>rd</sup> Floor One New Change London EC4M 9AF
Company number	03984715
Auditor	KPMG LLP St Nicholas House Park Row Nottingham NG1 6FQ

The Director present their strategic report for the year ended 31 December 2019.

**Principal activities**

Historically the principal activity of the Company was the provision of general management services to companies within the GVC Holdings PLC group. During the prior year the Company transferred its trade and related assets to another group company GVC Holdings (UK) Limited.

**Results and dividends**

The profit and loss account is set out on page 9 and shows the profit for the year. The Directors did not recommend the payment of a dividend in the current or preceding year.

**Trading review**

The key performance indicators for the year ended 31 December 2019 are as follows:

- Revenue of £nil (2018: £412,000)
- Result for the year of £nil (2018: loss of £19,000)
- Net liabilities at year end of £24,000 (2018: £24,000)

**Future developments**

The directors expect the Company to be that of a dormant company for the foreseeable future.

**Principal risks and uncertainties**

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 60 to 66 presented in the Annual Report 2019 of GVC Holdings PLC.

On behalf of the Board



**S Smith**

Director

Date: 30 October 2020

## **SPORTINGBET (MANAGEMENT SERVICES) LIMITED**

### **Independent auditor's report to the members of Sportingbet (Management Services) Limited**

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2019.

#### **Directors**

The Directors of the Company during the financial year were:

- A Lewis
- W Longton
- C Sutters (appointed 31 October 2019)
- S Smith (appointed 31 October 2019)

#### **Going concern**

The Company's financial statements have been prepared on the going concern basis, notwithstanding its net liabilities of £24,000 at 31 December 2019, which the directors believe to be appropriate. GVC Holdings PLC has given an undertaking to support the Company for at least twelve months from the date of signing the financial statements.

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.

#### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Report of the Directors 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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 101 'Reduced Disclosure Requirements'.

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 and profit or loss of the Company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgement and estimates that are reasonable and prudent; 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 which disclose with reasonable accuracy at any time the financial position of the Company and to 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.

The Directors confirm that:

- so far as each Director is aware there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

**Independent auditor's report to the members of Sportingbet (Management Services) Limited**

**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 <https://gvc-plc.com/corporate-responsibility/modern-slavery-statement/>.

**Auditor**

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.

**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: <https://gvc-plc.com/wp-content/uploads/2020/04/GVC-2019-Annual-Report-and-Accounts.pdf>

On behalf of the Board



**S Smith**

Director

Date: 30 October 2020

**Independent auditor's report to the members of Sportingbet (Management Services) Limited**

**Opinion**

We have audited the financial statements of Sportingbet (Management Services) 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 result 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 firm-wide 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.

**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 auditor's report to the members of Sportingbet (Management Services) 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 4, 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](http://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

**SPORTINGBET (MANAGEMENT SERVICES) LIMITED**

**Statement of profit or loss and other comprehensive income for the year ended**

	Note	31 December 2019 Total £000s	31 December 2018 Continuing £000s	31 December 2018 Discontinued £000s	31 December 2018 Total £000s
Turnover	2	-	-	412	412
Administrative expenses		-	(5)	(394)	(399)
<b>Operating result/profit before separately disclosed items</b>	3	-	<b>(5)</b>	<b>18</b>	<b>13</b>
Separately disclosed items	5	-	-	(32)	(32)
<b>Operating result/(loss)</b>	3	-	<b>(5)</b>	<b>(14)</b>	<b>(19)</b>
Taxation on profit on ordinary activities	6	-	-	-	-
<b>Result/(loss) on ordinary activities after taxation</b>		-	<b>(5)</b>	<b>(14)</b>	<b>(19)</b>

The notes on pages 11 to 14 form an integral part of these financial statements.

**SPORTINGBET (MANAGEMENT SERVICES) LIMITED****Balance sheet at 31 December 2019****Company number: 03984715**

	Note	2019 £000s	2018 £000s
Creditors: amounts falling due within one year	7	<u>(24)</u>	<u>(24)</u>
<b>Net current liabilities</b>		<u><b>(24)</b></u>	<u><b>(24)</b></u>
<b>Net liabilities</b>		<u><b>(24)</b></u>	<u><b>(24)</b></u>
<b>Capital and reserves</b>			
Called up share capital	8	-	-
Profit and loss account		<u>(24)</u>	<u>(24)</u>
<b>Shareholders' deficit</b>		<u><b>(24)</b></u>	<u><b>(24)</b></u>

The financial statements were approved by the Board and authorised for issue on and signed on their behalf by



**S Smith**  
**Director**

Date: 30 October 2020

The notes on pages 11 to 14 form part of these financial statements.

**SPORTINGBET (MANAGEMENT SERVICES) LIMITED**

**Statement of Changes in Equity for the year ended 31 December 2019**

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	<b>Share capital £000s</b>	<b>Profit and loss account £000s</b>	<b>Total £000s</b>
Balance at 1 January 2018	-	<b>(39,472)</b>	<b>(39,472)</b>
Loss for the year	-	(19)	(19)
Capital contribution		39,467	39,467
<b>Balance at 31 December 2018 &amp; 31 December 2019</b>	-	<b>(24)</b>	<b>(24)</b>

The notes on pages 11 to 14 form part of these financial statements.

## **1. Basis of Preparation**

The financial information has been prepared on the historical cost basis with the exception of those assets and liabilities which are carried at fair value, and in accordance with applicable UK law and United Kingdom accounting standards.

These financial statements were prepared in accordance with Financial reporting Standard 101 'Reduced Disclosure Framework'.

As permitted under FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to the listing of new and revised standards that have not been adopted, financial instruments, fair values, presentation of a cash flow statement and related party transactions.

## **2. Accounting Policies**

A summary of the significant accounting policies are set out below; these policies have been applied consistently to the periods presented, unless otherwise stated.

### *Going concern*

The Company's financial statements have been prepared on the going concern basis, notwithstanding its net liabilities of £24,000 at 31 December 2019, which the directors believe to be appropriate. GVC Holdings PLC has given an undertaking to support the Company for at least twelve months from the date of signing the financial statements.

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.

### *Turnover*

Turnover represents amounts from other group companies for the provision of general management services and is recognised once the service has been provided.

### *Foreign currencies*

Assets and liabilities in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

### *Deferred taxation*

Deferred tax is recognised in respect of all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, except for deferred tax assets which are only recognised to the extent that they have either been agreed with the relevant tax authority and/or the Company anticipates making sufficient suitable taxable profits in the near future. Deferred tax balances are not discounted.

**2. Accounting Policies (continued)***Financial instruments*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments re debited direct to equity.

**3. Operating profit**

This has been arrived at after charging:

	<b>Year ended 31 December 2019</b>	<b>Year ended 31 December 2018</b>
	<b>£000s</b>	<b>£000s</b>
Depreciation	-	1
Separately disclosed items	-	32
Foreign exchange loss	-	3
Auditor's remuneration	-	5

The audit fee in the year was borne by the ultimate parent company.

**4. Employees**

Employees' remuneration and related costs during the year amounted to:

	<b>Year ended 31 December 2019</b>	<b>Year ended 31 December 2018</b>
	<b>£000s</b>	<b>£000s</b>
Wages and salaries	-	138
Social security costs	-	7
Pension contributions (defined contribution scheme)	-	19
	<u>-</u>	<u>164</u>

Directors were remunerated through other group companies in the current and preceding year.

The average monthly number of full-time persons (including Directors) employed by the Company during the year was nil (2018: 3).

**SPORTINGBET (MANAGEMENT SERVICES) LIMITED****Notes forming part of the financial statements for the year ended 31 December 2019****5. Separately disclosed items**

Included in administrative expenses are Separately disclosed items charged of £nil (2018: £32,000), a breakdown of which is set out below:

	<b>Year ended 31 December 2019 £000s</b>	<b>Year ended 31 December 2018 £000s</b>
Redundancy	-	32
	<u>-</u>	<u>32</u>

**6. Taxation**

	<b>Year ended 31 December 2019 £000s</b>	<b>Year ended 31 December 2018 £000s</b>
Current year charge	-	-
	<u>-</u>	<u>-</u>

The tax assessed for the year is lower (2018: lower) than the standard rate of corporation tax in the UK. The differences are explained below:

	<b>Year ended 31 December 2019 £000s</b>	<b>Year ended 31 December 2018 £000s</b>
Result/(loss) on ordinary activities before taxation	-	(19)
Tax on result/(loss) on ordinary activities at standard UK corporation tax rate of 19.00% (2018: 19.00%)	-	(3)
Effects of:		
Utilisation of unrecognised deferred tax assets	-	(11)
Group relief	-	14
Current tax charge for the year	<u>-</u>	<u>-</u>

**7. Creditors: amounts falling due within one year**

	<b>Year ended 31 December 2019 £000s</b>	<b>Year ended 31 December 2018 £000s</b>
Trade creditors	-	4
Amounts owed to parent and group undertakings	24	9
Accruals and deferred income	-	10
Other creditors	-	1
	<u>24</u>	<u>24</u>

Amounts owed to parent and group undertakings bear, no interest, have no fixed date for repayment and are repayable on demand.

## SPORTINGBET (MANAGEMENT SERVICES) LIMITED

### Notes forming part of the financial statements for the year ended 31 December 2019

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#### 8. Share capital

	2019	2018
	£	£
<i>Allotted, called up and fully paid</i>		
1 ordinary share of £1 each	<u>1</u>	<u>1</u>

#### 9. Parent company and controlling related party

The Company's immediate parent company is Sportingbet Holdings Limited, a company incorporated in England and Wales. The Company's ultimate parent company and controlling related party is GVC Holdings PLC, a company incorporated in the Isle of Man. Copies of the financial statements of GVC Holdings PLC can be obtained from the Company Secretary at the Company's registered office at 32 Athol Street, Douglas, Isle of Man, IM1 1JB or from the Investor Relations section of the Company's website at [www.gvc-plc.com](http://www.gvc-plc.com).

#### 10. Related party transactions

The Company has taken advantage of the exemption in FRS 101 'Reduced Disclosure Framework' from the requirement to disclose transactions with Group companies on the grounds that the Company is a wholly owned subsidiary and publicly available consolidated financial statements are prepared by the ultimate parent company.

#### 11. Subsequent events

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 does not trade 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.