

Middlesbrough Football & Athletic  
Company (1986) Limited  
Annual report and financial statements  
for the year ended 30 June 2020



Middlesbrough Football & Athletic Company (1986) Limited  
Annual report and financial statements  
for the year ended 30 June 2020

Contents

Directors and advisers for the year ended 30 June 2020 .....	1
Strategic report for the year ended 30 June 2020 .....	2
Directors' report for the year ended 30 June 2020 .....	3
Independent auditors' report to the members of Middlesbrough Football & Athletic Company (1986) Limited.	6
Statement of Comprehensive Income for the year ended 30 June 2020 .....	9
Balance sheet as at 30 June 2020.....	10
Statement of changes in equity for the year ended 30 June 2020 .....	11
Statement of accounting policies for the year ended 30 June 2020 .....	12
Notes to the financial statements for the year ended 30 June 2020 .....	15

# Middlesbrough Football & Athletic Company (1986) Limited

## Directors and advisers for the year ended 30 June 2020

### Directors

S Gibson

K Lamb (non-executive)

### Company secretary and registered office

David Joyes

Riverside Stadium

Middlesbrough

England

TS3 6RS

### Solicitors

The Endeavour Partnership LLP

Tobias House

St Mark's Court

Teesdale Business Park

Teesside

TS17 6QW

Northridge Law LLP

The Bloomsbury Building

Holborn

London

WC1A 2SL

Womble Bond Dickinson (UK) LLP

Newcastle St Ann's

112 Quayside

Newcastle Upon Tyne

NE1 3DX

### Bankers

Barclays Bank Plc

Barclays House

71 Grey Street

Newcastle upon Tyne

NE99 1JP

### Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Central Square South

Orchard Street

Newcastle upon Tyne

NE1 3AZ

# Middlesbrough Football & Athletic Company (1986) Limited

## Strategic report for the year ended 30 June 2020

The directors present their Strategic report for the Company for the year ended 30 June 2020.

### **Business review**

The Club competed in the Championship in the 2019/20 season. Due to the COVID19 pandemic that struck in March 2020, nine games (four home and five away) were played behind closed doors, with seven of those games being played after 30<sup>th</sup> June 2020. The fixtures were concluded in July 2020 and resulted in the Club finishing in 17<sup>th</sup> position in the league.

After taxation the results for the year show a loss of £30,708,000 (2019: profit of £1,857,000). The significant movement from 2019 was caused by a combination of the expiry of Parachute Payments from the Premier League in June 2019 and the financial impact of COVID19. Net liabilities are £85,778,000 as at 30<sup>th</sup> June 2020 (2019: £55,070,000), the movement from prior year caused by the loss for the year.

### **Principal risks and uncertainties**

The management of the business and the execution of the Company's strategy are subject to a number of risks which historically have occurred around football, employees and finance related matters. Given the impact of the COVID19 pandemic in the current year this too is now considered a source of significant risk and uncertainty.

#### *Football*

The biggest risk to the Club is failing to perform competitively in the league in which it competes. This is managed by developing and recruiting a first team squad suited to the relevant league and employing a management team and support team with the requisite knowledge and experience.

#### *Finance*

The Company operates in a challenging business environment and market sector where revenue streams can fluctuate significantly depending upon team performance on the pitch and costs can be unrelated to income being generated. The Company continuously reviews the level of fixed costs incurred with a view to restricting unnecessary expense and matching costs to revenue streams.

#### *COVID19 pandemic*

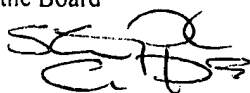
Government restrictions imposed on football stadia to tackle social distancing concerns have significantly hampered the Company's ability to generate income in its usual manner, both from a matchday perspective and non-matchday. The Company has been forced to make redundancies in August 2020 and significantly reduce the size and cost of the playing squad to reduce its cost base to partially offset the significant reduction in income. The Company will continue to monitor the financial impact of Government measures caused by the pandemic.

### **Key performance indicators**

Given the nature of the business the Company is of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

On behalf of the Board

S Gibson  
Chairman



15 December 2020

# Middlesbrough Football & Athletic Company (1986) Limited

## Directors' report for the year ended 30 June 2020

The directors present their report and the audited financial statements of the Company for the year ended 30 June 2020. The Company's registered number is 1947851.

### Principal activities

The principal activity of the Company is the operation of a professional football club.

### Directors

The directors of the Company during the year, and up to the date of signing the financial statements, are listed below:

S Gibson	(Chairman)
K Lamb	(Non-executive)

### Dividends

The directors do not recommend payment of a dividend (2019: £nil).

### Future outlook

The Club continues to compete in the EFL Championship in the 2020-2021 season. It will continue to keep control of operating costs and make as much income as possible available to invest in the football team. The Club will continue to strive for progression and promotion to the Premier League.

### Going concern

The going concern basis of the company depends on the continuing support from The Gibson O'Neill Company Limited, the ultimate parent undertaking, which has agreed through a formal letter of support to continue to provide that support, if required, to the Company for the foreseeable future and for at least one year after these financial statements are approved by the directors.

### Post balance sheet events

Player transfer activity in respect of senior professionals after 30 June 2020 has resulted in the following:

- Three player acquisitions/registrations
- Two players brought into the Club on season-long loans
- One player transferred out of the Club and five players leaving the club on expiry of their contracts

### Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in liquidity risk, foreign exchange risk and credit risk.

#### *Liquidity risk*

The Company manages its liquidity risk on a daily basis through cash monitoring and cash flow forecasting to ensure that it operates within the parameters of its financial plan.

#### *Foreign exchange risk*

The Company is exposed to foreign exchange risk as a result of acquisition and disposal of player registrations. Post balance sheet use of forward exchange contracts is used to manage this risk.

#### *Credit risk*

The Company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are shown net of provisions for impairment where it is considered the Company will not be able to collect all amounts due. The Company considers it has no significant concentration of credit risk as its exposure is spread over a large number of customers. The largest sums will be due from other football clubs as instalments for player transfer sales and these sums are protected by the Football Creditor rules.

## **Middlesbrough Football & Athletic Company (1986) Limited**

### **Engagement with employees**

Information on matters of concern to employees is communicated on a regular basis to seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the Company's performance. The Company is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability, marital status, age or sexual orientation. Its recognised as an Intermediate Level Premier League Equality Standard and Plan4Sport. Staff are trained in unconscious bias, disability-awareness, LGBT-awareness, and Mental Health First Aid.

### **Disabled employees**

It is the Company's policy that disabled people should receive full and fair consideration for all job vacancies for which they are suitable applicants. Employees who become disabled during their working life will be retained in employment wherever possible and will be given help with any necessary rehabilitation and retraining. The Club is prepared to modify procedures or equipment, wherever this is practicable, so that full use can be made of an individual's abilities.

### **Statement of directors' responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- 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;
- make judgements and accounting estimates that are reasonable and prudent; 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 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 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.

# Middlesbrough Football & Athletic Company (1986) Limited

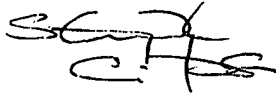
## Directors' report for the year ended 30 June 2020 (continued)

### Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



S Gibson  
Chairman

15 December 2020

# Middlesbrough Football & Athletic Company (1986) Limited

## Independent auditors' report to the members of Middlesbrough Football & Athletic Company (1986) Limited

### Report on the audit of the financial statements

---

#### **Opinion**

In our opinion, Middlesbrough Football & Athletic Company (1986) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2020 and of its loss for the year then ended;
- have been properly prepared 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); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 30 June 2020; the Statement of Comprehensive Income, the Statement of changes in equity for the year then ended; the Statement of accounting policies; and the notes to the financial statements.

---

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

---

#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.



# Middlesbrough Football & Athletic Company (1986) Limited

## Independent auditors' report to the members of Middlesbrough Football & Athletic Company (1986) Limited (continued)

---

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### *Strategic Report and Directors' report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' report for the year ended 30 June 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' report.

---

### Responsibilities for the financial statements and the audit

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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

# Middlesbrough Football & Athletic Company (1986) Limited

## Independent auditors' report to the members of Middlesbrough Football & Athletic Company (1986) Limited (continued)

---

### Responsibilities for the financial statements and the audit (continued)

#### *Auditors' responsibilities for the audit of the financial statements*

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### *Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

---

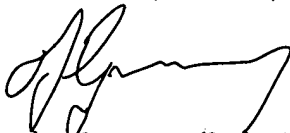
## Other required reporting

### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Jonathan Greenaway (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle upon Tyne  
15 December 2020

## Middlesbrough Football & Athletic Company (1986) Limited

### Statement of Comprehensive Income for the year ended 30 June 2020

	Note	30 June 2020 £'000	30 June 2019 £'000
Turnover	1	19,393	55,643
Cost of sales		(35,478)	(51,766)
<b>Gross (loss)/profit</b>		<b>(16,085)</b>	<b>3,877</b>
Administrative expenses before player amortisation and impairment		(5,256)	(6,587)
Player amortisation and impairment		(18,422)	(27,646)
Administrative expenses		(23,678)	(34,233)
Profit on sale of registrations		3,487	33,225
Other operating income	4	1,858	114
<b>Operating (loss)/profit</b>		<b>(34,418)</b>	<b>2,983</b>
Net finance costs	5	(1,153)	(971)
<b>(Loss)/Profit before taxation</b>	6	<b>(35,571)</b>	<b>2,012</b>
Tax on (loss)/profit	7	4,863	(155)
<b>(Loss)/Profit for the financial year</b>	18	<b>(30,708)</b>	<b>1,857</b>

All of the Company's operations are continuing.

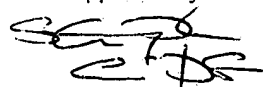
# Middlesbrough Football & Athletic Company (1986) Limited

## Balance sheet as at 30 June 2020

	Note	2020	2020	2019	2019
		£'000	£'000	£'000	£'000
<b>Fixed assets</b>					
Intangible assets	8		16,867		39,098
Tangible assets	9		46,254		48,827
			63,121		87,925
<b>Current assets</b>					
Stocks	10	966		1,285	
Debtors	11	4,524		24,310	
Cash at bank and in hand		167		210	
		5,657		25,805	
<b>Creditors: amounts falling due within one year</b>	12	(143,410)		(152,520)	
<b>Net current liabilities</b>			(137,753)		(126,715)
<b>Total assets less current liabilities</b>			(74,632)		(38,790)
<b>Creditors: amounts falling due after more than one year</b>	13		(3,561)		(9,130)
Accruals and deferred income	14		(42)		(156)
Provisions for liabilities	15		(7,543)		(6,994)
<b>Non-Current Liabilities</b>			(11,146)		(16,280)
<b>Net liabilities</b>			(85,778)		(55,070)
<b>Capital and reserves</b>					
Called up share capital	16		64,056		64,056
Capital contribution	17		26,000		26,000
Revaluation reserve	17		30,802		32,034
Profit and loss account	17		(206,636)		(177,160)
<b>Total shareholders' deficit</b>	18		(85,778)		(55,070)

The notes on pages 15 to 28 form an integral part of these financial statements. The financial statements on pages 9 to 28 were approved by the Board on 15 December 2020 and were signed on its behalf by:

S Gibson  
Director



Middlesbrough Football Club & Athletic Company (1986) Limited. Registered number: 1947851

## Middlesbrough Football & Athletic Company (1986) Limited

### Statement of changes in equity for the year ended 30 June 2020

	Called up share capital	Capital contribution	Revaluation reserve	Profit and Loss Account	Total
	£'000	£'000	£'000	£'000	£'000
Balance at 1 July 2018	64,056	26,000	33,266	(180,249)	(56,927)
Profit for the year	-	-	-	1,857	1,857
Transfer	-	-	(1,232)	1,232	-
<b>Balance at 30 June 2019</b>	<b>64,056</b>	<b>26,000</b>	<b>32,034</b>	<b>(177,160)</b>	<b>(55,070)</b>
Balance at 1 July 2019	64,056	26,000	32,034	(177,160)	(55,070)
Loss for the year	-	-	-	(30,708)	(30,708)
Transfer	-	-	(1,232)	1,232	-
<b>Balance at 30 June 2020</b>	<b>64,056</b>	<b>26,000</b>	<b>30,802</b>	<b>(206,636)</b>	<b>(85,778)</b>

# Middlesbrough Football & Athletic Company (1986) Limited

## Statement of accounting policies for the year ended 30 June 2020

### General information

Middlesbrough Football & Athletic Company (1986) Limited is a company limited by share capital. Incorporated and domiciled in England, registration number 1947851.

### Basis of accounting

The Financial Statements have been prepared on the going concern basis under the historical cost convention modified for the revaluation of certain fixed assets, and in accordance with Financial Reporting Standard 102 (FRS 102). The Company is deemed a qualifying entity under FRS 102. On this basis its ultimate parent company has approved its eligibility for disclosure exemptions, this report excludes a cash flow statement, key management compensation disclosure and related party disclosures.

The Company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows;
- from the requirement to present a reconciliation of the number of shares outstanding at the beginning and end of the year as required by paragraph 4.12(a)(iv); and
- The requirements of Section 11 paragraphs 11.41 (b), 11.41 (c), 11.41 (e), 11.41 (f), 11.42, 11.44, 11.45, 11.47, 11.48 (a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c) and Section 12 paragraphs 12.26 (in relation to those cross referenced paragraphs from which a disclosure exemption is available), 12.27, 12.29 (a), 12.29(b) and 12.29A providing disclosures equivalent to those required by this FRS are included in the consolidated financial statements of the group in which the entity is consolidated.

### Going concern

On the basis of their assessment of the Company's financial position and resources including a review of the impact of COVID 19, the directors believe that the Company is well placed to manage its business risks. Therefore the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Preparation of the financial statements on the going concern basis is dependent on continued financial support from the ultimate parent company. The directors have received a letter of support from the directors of the ultimate parent company stating they will provide financial support for a period of at least the next 12 months.

A summary of the more important accounting policies, which have been applied consistently, is set out below.

### Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost, which is their purchase cost, together with any incidental costs of acquisition, or at valuation, less accumulated depreciation. Leasehold Properties are revalued on a depreciated replacement cost basis every six years with an interim valuation in the third year of the cycle.

Depreciation is calculated so as to write off the cost or valuation of tangible fixed assets less their estimated residual values on a straight-line basis, over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Long leasehold buildings	2% - 10%
Fixtures, fittings, plant and machinery	2% - 20%
Land is not depreciated.	

# Middlesbrough Football & Athletic Company (1986) Limited

## Statement of accounting policies for the year ended 30 June 2020 (continued)

### Finance leases

Leasing agreements which transfer to the Company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitment is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged to the profit and loss account so as to give a constant periodic rate of charge on the remaining balance outstanding at each accounting year. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of equivalent owned assets.

### Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is determined on a first-in first-out basis. Net realisable value is the price at which stocks can be sold in the normal course of business after allowing for the costs of realisation. Provision is made where necessary for obsolete, slow moving and defective stocks.

### Grants

Grants that relate to specific projects are treated as deferred income which is then credited to the profit and loss account over the related project's useful life. Other grants are credited to the profit and loss account when received.

### Foreign currencies

Transactions in foreign currencies are translated at the rate ruling at the date of the transaction except where the rate of exchange is fixed by a relevant matching forward exchange contract. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All exchange differences are taken to the profit and loss account in the year in which they arise.

### Turnover

Turnover represents income receivable from the Company's principal activities and is exclusive of value added tax and transfer fees in relation to registrations and contracts of employment. Matchday and Season ticket receipts are recognised over the year of the football season as games are played. The fixed element of broadcasting revenue is recognised over the duration of the football season whilst facility fees for additional live coverage are taken when earned. Merit awards are accounted for only when known at the end of the football season. Sponsorship and similar commercial income are recognised over the duration of the respective contracts.

### 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, except for certain exemptions which under FRS 19 "Deferred taxation" should not be recognised.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred taxation is measured on a non-discounted basis at the tax rates that are expected to apply in the year in which timing differences reverse, based on taxation rates and law enacted or substantially enacted at the balance sheet date.

# Middlesbrough Football & Athletic Company (1986) Limited

## Statement of accounting policies for the year ended 30 June 2020 (continued)

### Exceptional Items

Exceptional costs incurred by the Company are separately identified in the notes to the financial statements. Exceptional items are one off costs or incomes which are material both in size and nature.

### Compensation and loan fees

The costs associated with the acquisition of players' registrations are capitalised as intangible fixed assets. These costs are fully amortised over the length of the respective players' initial contract. Where a playing contract is extended, the unamortised balance at the date of the amendment, together with any new costs associated with the extension is amortised over the remaining revised contract life. Provision is made for any impairment and player registrations are written down for impairment when the carrying value exceeds the amount recoverable through use or sale of the relevant income generating unit. Provision is also made for the onerous element of players' contracts where a player's registration is impaired.

Where a part of the consideration payable on acquiring a player's registration is contingent upon a future event, the amount of the consideration is recognised once the event occurs and is amortised from the date of the event. The total amount which is currently considered possible is disclosed in note 21. Profit or losses on the sale of registrations represent the compensation or loan fees receivable, net of any transaction costs, less the amortised cost of the registrations.

### Pension costs

The Company is making contributions in respect of its share of the deficit of the defined benefit section of the Football League Pension and Life Assurance Scheme (the "Scheme"). As the Company is one of a number of participating employers in the Scheme it is not possible to identify the Company's share of the individual assets and liabilities within the Scheme.

Under FRS102 the Scheme is a funded multi-employer defined benefit scheme and the defined benefit obligation is to be recorded at its present value set by the scheme actuary discounted at appropriate rates. The change in present value not due to contributions paid is taken to the profit and loss account in the year.

The Company also provides access to stakeholder pension plans for employees. The employer's contributions are charged to the profit and loss account in the year in which the liability to pay arises. Further details are provided in note 20.

### Critical estimates in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statement requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the reporting date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following critical estimates have been applied in preparing these financial statements:

- Players' registrations – the cost of obtaining players' registrations are amortised evenly over the period of the representative players' contracts. The market value of a player could differ significantly from its net book value in the financial statements, especially in the case of a player produced by the Middlesbrough FC Youth Academy where there is no value assigned in these statutory accounts.
- Property valuation - Leasehold properties were revalued at 30 June 2018 by Montagu Evans, Chartered Surveyors, in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors in the United Kingdom. The Riverside Stadium and the training headquarters were valued on a depreciated replacement cost basis and other properties were valued on an open market value basis.

There were no key accounting judgements in the preparation of these financial statements.



# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020

### 1 Turnover

Turnover is generated entirely from the Company's principal activity in the United Kingdom and is analysed as follows:

	30 June 2020	30 June 2019
	£'000	£'000
Gate receipts	4,490	6,075
Cup competitions	676	354
Sponsorship & commercial	4,502	6,236
Broadcasting	8,347	40,648
Merchandising	1,378	2,330
<b>Total turnover</b>	<b>19,393</b>	<b>55,643</b>

### 2 Directors' emoluments

	30 June 2020	30 June 2019
	£'000	£'000
Aggregate emoluments	2	5

All emoluments relate to one (2019: one) director. The other director of the entity was remunerated through another group entity and received no emoluments in respect of this entity. None of the directors are accruing benefits under the defined contribution scheme (2019: None).

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 3 Employee information

The average monthly number of persons (including executive directors) employed by the Company during the year was:

	30 June 2020	30 June 2019
By activity	Number	Number
Playing staff	74	75
Other staff	140	159
	214	234

	30 June 2020	30 June 2019
	£'000	£'000
Staff costs (for the above persons):		
Wages and salaries	27,385	35,577
Social security costs	3,430	4,419
Other pension costs (note 20)	149	129
	30,964	40,125

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 4 Other operating income

	30 June 2020	30 June 2019
	£'000	£'000
Release of deferred grant income	114	114
Premier League grant income	1,163	-
Furlough scheme	581	-
	<b>1,858</b>	<b>114</b>

Premier League grant income relates to the Elite Player Performance Plan and is the Premier League's contribution towards the operational costs of running a Category 1 Youth Academy. In prior year, the amount was disclosed as a credit against cost of sales as per note 6 of the June 2019 statutory accounts.

### 5 Net finance costs

	30 June 2020	30 June 2019
	£'000	£'000
Receivable on finance leases	(100)	-
Payable on finance leases	19	15
Other interest	1,234	956
<b>Interest payable and similar expenses</b>	<b>1,153</b>	<b>971</b>

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 6 (Loss)/Profit before taxation

	30 June 2020 £'000	30 June 2019 £'000
<hr/>		
(Loss)/profit before taxation is stated after charging/(crediting):		
Depreciation charge for the year:		
- tangible owned fixed assets	3,119	3,101
- tangible fixed assets held under finance leases	25	29
Player amortisation and impairment		
-amortisation of intangible fixed assets (note 8)	18,422	25,763
-impairment of intangible fixed assets (note 8)	-	1,883
Auditors' remuneration for:		
- audit services	37	36
- other audit related services	7	7
- other services to the Company – other services relating to taxation	38	118
Amortisation of deferred grant	(114)	(114)
Premier League grant income	(1,163)	(1,100)
Furlough scheme	(581)	-
<hr/>		

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 7 Tax on (loss)/profit

#### (a) Analysis of tax charge in the year

	30 June 2020 £'000	30 June 2019 £'000
<b>Current tax</b>		
UK corporation tax on profits for the period	(5,605)	(3,612)
Group relief - adjustments in respect of prior years	192	1,025
<b>Total current tax credit</b>	<b>(5,413)</b>	<b>(2,587)</b>
<b>Deferred tax</b>		
Origination and reversal of timing differences	(21)	4,143
Adjustments in respect of prior years	(225)	(965)
Effect of changes in tax rates	796	(436)
<b>Total deferred tax charge (note 15)</b>	<b>550</b>	<b>2,742</b>
<b>Tax (credit)/charge on (loss)/profit</b>	<b>(4,863)</b>	<b>155</b>

#### (b) Factors affecting tax charge for the year

The tax assessed for the year is higher (2019: higher) than the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%). The differences are explained below:

	30 June 2020 £'000	30 June 2019 £'000
<b>(Loss)/Profit before taxation</b>	<b>(35,571)</b>	<b>2,012</b>
(Loss)/Profit multiplied by standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	(6,758)	382
<i>Effects of:</i>		
Expenses not deductible for tax purposes	1,107	125
Gains, rollover relief etc	25	24
Tax rate changes	796	(436)
Adjustments from previous periods	(33)	60
<b>Total tax (credit)/charge for the year</b>	<b>(4,863)</b>	<b>155</b>

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 8 Intangible assets

	Transfer fees paid for players' contracts £'000
<b>Cost</b>	
At 1 July 2019	82,120
Additions	6,469
Disposals	(30,331)
<b>At 30 June 2020</b>	<b>58,258</b>
<b>Accumulated amortisation and impairment</b>	
At 1 July 2019	43,022
Charge for the year	18,422
Disposals	(20,053)
<b>At 30 June 2020</b>	<b>41,391</b>
<b>Net book amount</b>	
<b>At 30 June 2020</b>	<b>16,867</b>
At 30 June 2019	39,098

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 9 Tangible assets

	Long leasehold land and buildings £'000	Fixtures, fittings, plant and machinery £'000	Total £'000
<b>Cost or valuation</b>			
At 1 July 2019	86,492	6,327	92,819
Additions	440	131	571
<b>At 30 June 2020</b>	<b>86,932</b>	<b>6,458</b>	<b>93,390</b>
<b>Accumulated depreciation</b>			
At 1 July 2019	38,940	5,052	43,992
Charge for the year	2,663	481	3,144
<b>At 30 June 2020</b>	<b>41,603</b>	<b>5,533</b>	<b>47,136</b>
<b>Net book amount</b>			
<b>At 30 June 2020</b>	<b>45,329</b>	<b>925</b>	<b>46,254</b>
At 30 June 2019	47,552	1,275	48,827

Cumulative finance costs capitalised included in the total cost above amounts to £483,000 (2019: £483,000).

Included in the net book value of fixtures, fittings, plant and machinery is an amount of £239,000 (2019: £264,000) in respect of assets held under finance leases.

Leasehold properties were revalued at 30 June 2018 by Montagu Evans, Chartered Surveyors, in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors in the United Kingdom. The Riverside Stadium and the training headquarters were valued on a depreciated replacement cost basis and other properties were valued on an open market value basis.

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 9 Tangible assets (continued)

#### Analysis of long leasehold land and buildings at cost or valuation

	2020	2019
	£'000	£'000
At valuation brought forward	86,492	86,000
Additions at cost	440	492
	86,932	86,492

If long leasehold land and buildings had not been revalued, they would have been included at the following amounts:

	2020	2019
	£'000	£'000
Cost	38,049	37,609
Aggregate depreciation	(23,524)	(22,093)
Net book amount	14,525	15,516

### 10 Stocks

	2020	2019
	£'000	£'000
Finished goods and goods for resale	966	1,285

The difference between purchase price or production cost of stocks another replacement cost is not material.

Stock recognised in the income statement during the year is an expense of £1,318,000 (2019: £1,833,000).



# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 11 Debtors

	2020	2019
	£'000	£'000
Trade debtors	623	1,608
Amounts owed by group undertakings	-	14,133
Compensation and loan fees receivable	2,100	5,445
Taxation and social security	203	-
Other debtors	844	829
Prepayments and accrued income	754	2,295
	<b>4,524</b>	<b>24,310</b>

Amounts owed by group undertakings are repayable on demand, unsecured and interest free.

### 12 Creditors: amounts falling due within one year

	2020	2019
	£'000	£'000
Trade creditors	2,602	4,961
Amounts owed to group undertakings	115,899	105,081
Compensation and loan fees payable	6,236	24,532
Taxation and social security	11,717	6,726
Other creditors	1,475	1,686
Deferred income	3,883	5,332
Accruals	1,598	4,202
	<b>143,410</b>	<b>152,520</b>

The amounts owed to Group undertakings are repayable on demand however a signed letter of support has been obtained which states that the loans will not be recalled within 12 months of the signing of these financial statements.

## Middlesbrough Football & Athletic Company (1986) Limited

### Notes to the financial statements for the year ended 30 June 2020 (continued)

#### 13 Creditors: amounts falling due after more than one year

	2020	2019
	£'000	£'000
Compensation and loan fees payable	1,726	4,387
Taxation and social security	1,111	4,444
Other creditors	724	299
	<b>3,561</b>	<b>9,130</b>

#### 14 Accruals and deferred income

	2020	2019
	£'000	£'000
<b>Grants</b>		
At 1 July	156	270
Amortised in year	(114)	(114)
<b>At 30 June</b>	<b>42</b>	<b>156</b>

The grants relate to Football Trust grants provided for the development of disabled and community facilities within the stadium.

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 15 Provisions for liabilities

The amounts provided for deferred taxation are as follows:

	2020	2019
	£'000	£'000
Accelerated capital allowances	415	672
Short term timing differences	7,128	6,322
	7,543	6,994

Movement		
At 1 July	6,994	4,251
Adjustment in respect of prior years (note 7)	(225)	(965)
Charged to the profit and loss account (note 7)	774	3,708
At 30 June	7,543	6,994

### 16 Called-up share capital

	2020	2019
	£'000	£'000
<b>Authorised</b>		
64,056,000 (2019: 64,056,000) ordinary shares of £1 each	64,056	64,056
<b>Allotted, issued, called up and fully paid</b>		
64,056,000 (2019: 64,056,000) ordinary shares of £1 each	64,056	64,056

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 17 Reserves

	Capital contribution £'000	Revaluation reserve £'000	Profit and loss account £'000
At 1 July 2019	26,000	32,034	(177,160)
Loss for the financial year	-	-	(30,708)
Transfer	-	(1,232)	1,232
<b>At 30 June 2020</b>	<b>26,000</b>	<b>30,802</b>	<b>(206,636)</b>

### 18 Reconciliation of movement in total shareholders' deficit

	30 June 2020 £'000	30 June 2019 £'000
Opening shareholders' deficit	(55,070)	(56,927)
(Loss)/profit for the financial year	(30,708)	1,857
<b>Closing shareholders' deficit</b>	<b>(85,778)</b>	<b>(55,070)</b>

### 19 Related party transactions

The company has taken advantage of the exemption in Section 33.1A of FRS 102 from the requirement to disclose transactions with its parents and fellow subsidiaries on the grounds that it is a wholly owned subsidiary of a group headed by Gibson O'Neill Group Limited, whose financial statements are publicly available.

There are no further related party transactions which fall to be disclosed under the Financial Reporting Standards (FRS 102 paragraph 33.1).

The company considers all members of key management to be the directors. Their remuneration is disclosed in note 2.

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 20 Pensions

Middlesbrough Football Club ('the Club') participates in the Football League Pension and Life Assurance Scheme ('the Scheme'). The Scheme is a funded multi-employer defined benefit scheme, with 92 participating employers, and where members may have periods of service attributable to several participating employers. The Scheme's actuary has advised that the participating employer's share of the underlying assets and liabilities of the Scheme cannot be identified on a reasonable and consistent basis and, accordingly, it has been accounted for by the company as if they were paid to a defined contribution scheme.

The last actuarial valuation was carried out at 31 August 2017. The results of the 2017 valuation demonstrated an overall increase in scheme deficit, to be shared across its members. On the basis of this valuation and contributions thereafter, the Club's notional share of the deficit was £297,000 as at 30 June 2020 (£356,000 as at 30 June 2019). The Club pays total contributions of £59,000 per annum which increases at 5.0% per annum, which will be sufficient to pay off the deficit by 2025.

The Company also provides access to stakeholder pension plans for employees. The employer's contributions are charged to the profit and loss account in the year in which the liability to pay arises.

The total pension cost for the Company for the year, across all schemes, was £149,000 (2019: £129,000).

### 21 Contingent liabilities and assets

Under the terms of certain contracts for the purchase of players' registrations, future payments may be due to third parties, dependent upon the success of the team or individual players. At the balance sheet date, the maximum contingent liability was £6,300,000 (2019: £7,400,000).

Any additional fees which may become payable or receivable under these agreements will be accounted for in the year that the event occurs.

# Middlesbrough Football & Athletic Company (1986) Limited

## Notes to the financial statements for the year ended 30 June 2020 (continued)

### 22 Post balance sheet events

#### *Player trading*

Player transfer activity in respect of senior professionals after 30 June 2020 has resulted in the following:

- Three player acquisitions/registrations
- Two players brought into the Club on season-long loans
- One player transferred out of the Club and five players leaving the club on expiry of their contracts

In respect of transfer fees payable/receivable for senior professionals (including loan fees, agent fees and transfer fee levy), the activity after 30 June 2020 has resulted in net expenditure of £3.6m, some of which is paid/received immediately and some of which is deferred over a number of years.

#### *COVID19 pandemic*

Government restrictions imposed on football stadia to tackle social distancing concerns have significantly hampered the Company's ability to generate income in its usual manner, both from a matchday perspective and non-matchday. The Company has been forced to make redundancies in August 2020 and significantly reduce the size and cost of the playing squad to reduce its cost base to partially offset the significant reduction in income. The Company will continue to monitor the financial impact of Government measures caused by the pandemic.

### 23 Immediate and ultimate parent undertaking

The immediate parent undertaking is Middlesbrough Football & Athletic Company Holdings Limited.

The ultimate parent undertaking is The Gibson O'Neill Company Limited, a private company registered in Middlesbrough, England.

The Gibson O'Neill Company Limited is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 30 June 2020. The consolidated financial statements of The Gibson O'Neill Company Limited are available from the Company secretary at Brignell Road, Riverside Park Industrial Estate, Middlesbrough, TS2 1PS.

### 24 Ultimate controlling party

S Gibson, Chairman of the Company, is the ultimate controlling party by virtue of his 75% holding in the shares of The Gibson O'Neill Company Limited, the ultimate parent undertaking.