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**WASPS FINANCE PLC
LAUNCHES CONSENT SOLICITATION IN RESPECT OF ITS
£35,000,000 6.50 PER CENT. SECURED BONDS DUE 13 MAY 2022
(ISIN: XS1221940510, COMMON CODE: 122194051)**

21 December 2017

Wasps Finance plc (the "**Issuer**") today announces that it, together with Wasps Holdings Limited and Arena Coventry Limited (together, the "**Guarantors**"), is inviting holders ("**Bondholders**") of its outstanding £35,000,000 6.50 per cent. Secured Bonds due 13 May 2022 (the "**Bonds**") (ISIN: XS1221940510, Common Code: 122194051), unconditionally and irrevocably guaranteed by the Guarantors, to authorise certain waivers in respect of the terms and conditions of the Bonds (the "**Conditions**") and provisions of the trust deed dated 13 May 2015 (the "**Trust Deed**") between the Issuer, the Guarantors, Arena Coventry (2006) Limited ("**ACL2006**") and U.S. Bank Trustees Limited (the "**Trustee**") constituting the Bonds and consent to certain modifications to the Conditions (such invitation, the "**Consent Solicitation**"), as summarised below and in more detail in a consent solicitation memorandum (the "**Consent Solicitation Memorandum**") to be made available to Bondholders shortly after the date hereof.

The Issuer and the Guarantors are inviting Bondholders to approve certain waivers in respect of, and certain modifications to, the Conditions and the Trust Deed.

The Issuer and the Guarantors are making this Consent Solicitation as a result of a reduction in Consolidated EBITDA for the financial year ended 30 June 2017 from £3.5 million to £2.4 million, which has been identified by the statutory audit of the Group by Wasps Holdings' auditors, PricewaterhouseCoopers LLP ("**PwC**"). The over-statement of Consolidated EBITDA was attributable to the improper accounting as income under IFRS of and certain accounting irregularities relating to a £1.1 million cash contribution (the "**cash contribution**") received by Wasps Holdings from its ultimate shareholder. As a result of findings made by PwC during the course of its audit, the board of directors of Wasps Holdings, together with its auditors, have concluded that the cash contribution was incorrectly accounted for as income under IFRS in respect of the financial year ended 30 June 2017. Due to the timing of receipt of the cash contribution, the board of directors of Wasps Holdings and its auditors have also concluded that the cash contribution should be accounted for as a capital contribution made in the financial year ending 30 June 2018. Consequently, the Guarantors have failed to maintain a ratio of Consolidated EBITDA to Consolidated Finance Costs of at least 1.5:1.0 as at and for the twelve month period ended on the Reporting Date of 30 June 2017.

The Issuer and the Guarantors are also seeking to make certain modifications to the Conditions as a result of inconsistencies in certain definitions used in the financial covenants with the Group's operational and cash flow model on which the financial covenants were originally modelled and in use since the issue of the Bonds.

The Proposals, as defined and further detailed below and in the Consent Solicitation Memorandum, seek:

- (a) to waive certain breaches of the Conditions and the Trust Deed arising from the exclusion under IFRS of the cash contribution from the income of the Group for the financial year ended 30 June 2017;

- (b) to restore the Required Account Balance required to be maintained in the Interest Service Reserve Account to an amount equal to 3.25 per cent. of the total nominal amount of the Bonds originally issued, such amount to be maintained in the Interest Service Reserve Account until the Guarantors and ACL2006 have complied with, amongst other things, each of the covenants contained in Condition 4 for a period of not less than three consecutive financial years (previously two). The Required Account Balance will be funded by an increase in the Shareholder Loan. The Proposals further seek to amend the Conditions such that it will be an Event of Default if the Issuer breaches its obligation to maintain the Required Account Balance and fails to remedy such breach within 10 days after notice of such default has been given to the Issuer, either Guarantor or ACL2006 by the Trustee (thereby reducing the cure period for such breach from 30 days as currently provided in the Conditions);
- (c) to ensure that the Asset Cover Ratio as specified in the Conditions is consistent with the Group's operational and cash flow model on which the financial covenants were originally modelled and in use since the issue of the Bonds, which expressly excludes Subordinated Debt from such calculation as it is junior to and repayable after the Bonds;
- (d) to ensure that when determining Consolidated EBITDA (i) any future new shareholder contributions received by the Group not otherwise accounted for in the Group's profit before income tax can be included; and (ii) the amount of the distribution made by IEC Experience Limited ("**IEC**") to Compass Contract Services (UK) Limited ("**Compass**") is added back to profit before income tax, as per the Group's operational and cash flow model on which the financial covenants were originally modelled and in use since the issue of the Bonds. The Proposal will specifically require the increase in the Shareholder Loan to restore the Required Account Balance to be maintained in the Interest Service Reserve Account (as described in paragraph (b) above) to be excluded from the calculation of Consolidated EBITDA; and
- (e) to correct an error in the form of Compliance Certificate in the Trust Deed.

The Consent Solicitation is made on the terms and subject to the conditions contained in the Consent Solicitation Memorandum and should be read in conjunction with such Consent Solicitation Memorandum. Capitalised terms used but not otherwise defined in this announcement shall have the meaning given to them in the Consent Solicitation Memorandum.

An indicative timetable for the Consent Solicitation is set out below and in the Consent Solicitation Memorandum.

Nick Eastwood, Chief Executive Officer of Wasps Holdings Limited, commented:

"We take the events and circumstances surrounding the accounting of the cash contribution extremely seriously and have implemented various steps to strengthen the robustness of the Group's reporting and accounting procedures. The business has evolved significantly since we moved to the Ricoh Arena in 2015. We have continued to grow the business, reported record revenues and reduced operating losses as part of our strategy to build a stable foundation for our long-term future. We welcome the continued support from our Bondholders throughout this time. We believe the proposals announced today represent important amendments that are in their interest as part of the Group's ongoing development and commercial success."

CONSENT FEE

Bondholders who vote in favour of the Extraordinary Resolution by delivering or procuring the delivery of a Consent Instruction (which is not validly revoked) will, subject as specified in the paragraph below, be eligible to receive a Consent Fee of 0.20 per cent. of the aggregate principal amount of Bonds which are the subject of such Consent Instruction (the "**Consent Fee**"). In order to be eligible to receive such Consent Fee, Lucid Issuer Services Limited (the "**Tabulation Agent**") must have received such Consent Instruction by the Voting Deadline.

Only Direct Participants may validly deliver Consent Instructions. Bondholders who are not Direct Participants (including investors who hold interests in the Bonds through CDIs in CREST) should arrange for the Direct Participant through which they hold their Bonds to deliver a Consent Instruction on their behalf to the Tabulation Agent.

The Consent Fee will be payable in one instalment on the Consent Fee Payment Date only if the Extraordinary Resolution in respect of the Proposals has been approved and the Supplemental Trust Deed is duly executed.

MEETING OF BONDHOLDERS

Notice (the "**Notice**") of a meeting (the "**Meeting**") of the Bondholders to be held at the offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2HA, United Kingdom at 10:00 a.m. (London time) on 19 January 2018 will, shortly following publication of this announcement, be published in accordance with the Trust Deed.

At the Meeting, Bondholders will be asked to consider and, if thought fit, pass an extraordinary resolution as set out in the Notice (the "**Extraordinary Resolution**"), which will provide, among other things, for the Trustee to be authorised and requested to concur in and execute the Supplemental Trust Deed, which will implement the Proposals and effect the modifications to the Conditions and the waivers in respect of the Conditions and provisions of the Trust Deed outlined in the Consent Solicitation Memorandum.

If the Extraordinary Resolution is passed, the proposed modifications to the Conditions and the waivers in respect of the Conditions and provisions of the Trust Deed will be binding on all Bondholders, including those Bondholders who do not vote in respect of, or vote against, the Proposals.

THE PROPOSALS

The proposals that the Issuer and the Guarantors are inviting Bondholders to approve are as follows (together, the "**Proposals**"):

- (a) to waive:
 - (i) a breach by each of the Guarantors and ACL2006 of the requirement under Condition 4(e)(ii) to ensure that as at and for the 12 month period ending 30 June 2017, the ratio of Consolidated EBITDA to Consolidated Finance Costs is at least 1.5:1.0 and a consequential breach of the requirement under Condition 4(d) to ensure that the amount standing to the credit of the Interest Service Reserve Account is at all times equal to or more than the Required Account Balance and not reduce such amount to zero unless and until the Release Conditions have been met, provided that a sterling amount equal to 3.25 per cent. of the total nominal amount of the Bonds originally issued is credited to the Interest Service Reserve Account promptly following the execution of the Supplemental Trust Deed, such amount to be funded by an increase in the Shareholder Loan; and
 - (ii) a breach by Wasps Holdings of clause 7.4.1 of the Trust Deed and Condition 4(f) of the requirement to deliver to the Trustee its audited annual Consolidated Financial Statements, together with the report thereon of its independent auditors, within four months of its financial year-end date of 30 June 2017 and a breach by the Issuer of clause 7.4.1 of the Trust Deed of the requirement to deliver to the Trustee its audited annual unconsolidated financial statements within four months of the Issuer's financial year-end date of 30 June 2017; and
- (b) to amend:
 - (i) Condition 9 such that a new sub-paragraph (ii) is added to Condition 9(b) so that it will be an Event of Default if the Issuer breaches its obligation to maintain the Required Account Balance and fails to remedy such breach within 10 days after notice of such default has been given to the Issuer, either Guarantor or ACL2006 by the Trustee and such new sub-paragraph (ii) of Condition 9(b) will not be subject to a material prejudice certification by the Trustee for an Event of Default to occur;
 - (ii) Condition 19 such that, on and from the date on which the Supplemental Trust Deed is duly executed:

- (A) the definition of "**Asset Cover Ratio**" shall be the ratio of the aggregate Value of the Relevant Assets (as shown by the relevant Valuation) to Consolidated Senior Debt (not Consolidated Financial Indebtedness); and
- (B) the calculation of "**Consolidated EBITDA**" in respect of any period shall (x) include the amount received by Wasps Holdings from any shareholder contributions (in the form of subordinated debt, subscription of shares, cash contribution or otherwise) made during that period which is not otherwise accounted for in the profit before income tax of the Group; and (y) add back the amount of any distribution made by IEC to Compass during that period to profit before income tax. The definition of Consolidated EBITDA will also expressly exclude the increase of the Shareholder Loan to restore the Required Account Balance in the Interest Service Reserve Account (as described in paragraph (a)(i) above) from the calculation of Consolidated EBITDA; and
- (C) paragraphs (b)(i) and (b)(ii) of the definition of "**Release Conditions**" such that the Guarantors and ACL2006 must have complied with each of the covenants contained in Condition 4 for a period of not less than three consecutive financial years of the Group (rather than two), such period commencing and ending on a Reporting Date, for that limb of the Release Conditions to have been met; and
 - (i) the form of Compliance Certificate at schedule 4 to the Trust Deed, which is to be sent pursuant to Clause 7.5.2 of the Trust Deed, to refer, in paragraph 3 thereof, to the ratio of Consolidated EBITDA (not Gross Profit) to Consolidated Finance Costs in order to align it with the Conditions.

in each case, as further described in the section of this Consent Solicitation Memorandum entitled "*The Consent Solicitation – Description of the Proposals*".

The Proposals include all consequential amendments necessary to implement the above modifications.

INDICATIVE TIMETABLE FOR THE CONSENT SOLICITATION

<u>Event</u>	<u>Date and Time</u>
<i>Announcement of the Consent Solicitation and the Proposals</i>	21 December 2017
Notice of Meeting delivered to the Clearing Systems for communication to Direct Participants and published via the Regulatory News Service of the London Stock Exchange.	
<i>CREST Voting Deadline (expected)</i>	1:00 p.m. (London time) on 16 January 2018
It is expected that CREST will impose a deadline for receiving voting instructions from its members of 1:00 p.m. (London time) on the business day before the Voting Deadline.	
<i>Voting Deadline</i>	10:00 a.m. (London time) on 17 January 2018
Deadline for Bondholders to deliver or procure delivery on their behalf to the Tabulation Agent of a Consent Instruction in favour of the Extraordinary Resolution. This will also be the latest time for Bondholders to deliver or procure delivery on their behalf to the Tabulation Agent of a valid instruction revoking previously submitted Consent Instructions.	
<i>Deadline for appointing a proxy in respect of the Bonds</i>	10:00 a.m. (London time) on 17 January 2018
The latest time for appointing a proxy (other than the	

Event	Date and Time
Tabulation Agent) to attend and vote at the Meeting in person.	
Meeting	10:00 a.m. (London time) on 19 January 2018
Time and date of the Meeting.	
Announcement and publication of results of Meeting	As soon as reasonably practicable after the Meeting has concluded and, in any event, within 14 days of the Meeting.
Announcement of the results of the Meeting.	
Consent Fee Payment Date	The fifth Business Day after the date on which the Extraordinary Resolution is approved in accordance with the Trust Deed and Conditions and the Supplemental Trust Deed is duly executed.
The date on which the Consent Fee will be paid to Direct Participants if the Extraordinary Resolution is approved and the Supplemental Trust Deed is duly executed.	

The above times and deadlines are subject to the right of the Issuer and the Guarantors to extend, amend (other than the terms of the Extraordinary Resolution), waive any condition of or terminate the Consent Solicitation at any time (subject to applicable law and as provided in the Consent Solicitation Memorandum). Bondholders are advised to check with any broker, dealer, commercial bank, custodian, trust company or other nominee through which they hold Bonds whether such broker, dealer, commercial bank, custodian, trust company or other nominee would require receiving any notice or instructions prior to the deadlines set out above.

FINANCIAL INFORMATION

The tables set out in the annex to this announcement present selective consolidated financial information relating to Wasps Holdings for the financial year ended 30 June 2017. As at the date of this announcement, this information has not been audited by PwC. Such information has been prepared in accordance with IFRS and such accounting is consistent with the accounting policies of Wasps Holdings. Wasps Holdings expects such unaudited financial information to be substantially consistent with the audited consolidated financial statements of Wasps Holdings for such period, once the audit is complete.

GENERAL

Details of how to participate in the Consent Solicitation are set out in the Consent Solicitation Memorandum. Bondholders may obtain a copy of the Consent Solicitation Memorandum by contacting the Tabulation Agent, the contact details of which are set out immediately below.

Notices throughout the Consent Solicitation will be published in accordance with the Trust Deed and all applicable rules and regulations as follows:

- (a) a notice in Euroclear Bank SA/NV and Clearstream Banking S.A. for communication to Direct Participants; and/or
- (b) an announcement released on the London Stock Exchange plc's regulatory news service,

and by any other means as the Issuer may, in its absolute discretion, consider appropriate.

CONTACT INFORMATION

Documents relating to the Consent Solicitation can be obtained from the Group's website at www.wasps.co.uk/your-club/bonds/secured-bonds

Requests for further information in relation to the Consent Solicitation should be directed to Bondinvest Capital Limited (the "**Solicitation Consultant**):

Bondcap

2nd Floor, Afon Building
Worthing Road
Horsham RH12 1TL

E-mail: m.dyson@bondcap.co.uk
Attention Michael Dyson
E-mail: m.smith@bondcap.co.uk
Attention Michael Smith

Telephone: +44 (0)1403 788456

Requests for copies of the Consent Solicitation Memorandum and information in relation to the procedures for submission of a Consent Instruction should be directed to the Tabulation Agent:

Lucid Issuer Services Limited

Tankerton Works
12, Argyle Walk
London WC1H 8HA

E-mail: wasps@lucid-is.com
Telephone: +44 (0)20 7704 0880
Attention: David Shilson

Media enquiries should be directed to Wasps Holdings' PR advisers:

Tulchan Group

2nd Floor
85 Fleet Street
London EC4Y 1AE

Email: wasps@tulchangroup.com
Telephone: +44 (0)20 7353 4200 / +44 (0)7912 540246
Attention: Elizabeth Snow

MARKET ABUSE REGULATION

The information contained in this announcement is inside information as stipulated under the Market Abuse Regulation (EU) No. 596 /2014. Upon publication of this announcement, this inside information is now considered to be in the public domain. The person responsible for arranging for the release of this announcement on behalf of the Issuer is Nick Eastwood, Chief Executive Officer of Wasps Holdings Limited.

DISCLAIMER AND CONSENT SOLICITATION RESTRICTIONS

The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made in respect of the Proposals, as defined and more fully described herein.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice, including in respect of any tax consequences, immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 as amended (if you are in the United Kingdom) or from another appropriately authorised independent financial adviser (if you are not).

Investors who wish to vote and whose Bonds (or interests in Bonds) are held in the name of a broker, dealer, commercial bank, custodian, trust company or other nominee institution (including through CDIs in CREST) must contact such nominee promptly and instruct or make arrangements with such nominee to vote in accordance with the customary procedures of the Clearing Systems on behalf of the Bondholders. The deadlines set by any such nominee and each Clearing System for the submission of a Consent Instruction in connection with the Extraordinary Resolution may be earlier than the relevant deadlines specified above and in the Consent Solicitation Memorandum.

Before making a decision with respect to the Consent Solicitation, Bondholders should carefully consider all of the information in the Consent Solicitation Memorandum and, in particular, the risk factors described therein.

No person is authorised in connection with the Consent Solicitation to give any information or to make any representation not contained in the Consent Solicitation Memorandum and any information or representation not contained in the Consent Solicitation Memorandum must not be relied upon as having been authorised by the Issuer, the Guarantors, the Solicitation Consultant, the Trustee, Elavon Financial Service DAC, UK Branch (the "**Principal Paying Agent**") or the Tabulation Agent. The Solicitation Consultant, the Principal Paying Agent and the Tabulation Agent are agents of the Issuer and the Guarantors and owe no duty to any holder of the Bonds. The Consent Solicitation Memorandum is only issued to and directed at Bondholders for the purposes of considering the Extraordinary Resolution. No other person may rely upon its contents, and it should not be relied upon by Bondholders for any other purpose. None of the Issuer, the Guarantors, the Solicitation Consultant, the Trustee, the Principal Paying Agent or the Tabulation Agent, or any of their respective directors or employees, makes any recommendation as to whether Bondholders should approve the Proposals described in the Consent Solicitation Memorandum.

The Solicitation Consultant is an appointed representative of Social Investment Market CIC which is authorised and regulated by the Financial Conduct Authority. The Solicitation Consultant is acting as Solicitation Consultant to the Issuer and the Guarantors and no-one else in connection with the Consent Solicitation and the other matters referred to in this announcement. The Solicitation Consultant will not regard any person other than the Issuer and the Guarantors as its client in relation to the Consent Solicitation and the other matters referred to in this announcement and will not be responsible to anyone other than the Issuer and the Guarantors for providing the protections afforded to clients of the Solicitation Consultant (as the case may be) or for providing advice in relation to the Consent Solicitation or the other matters referred to in this announcement.

The distribution of the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Consent Solicitation Memorandum comes must inform themselves about and observe any such restrictions.

United States

The Consent Solicitation is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia). The matters contemplated by the Consent Solicitation do not constitute or form a part of any offer or solicitation to purchase or subscribe for any securities in the United States. Any such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"). Any such securities may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the Securities Act), except pursuant to an exemption from the registration requirements of the Securities Act. No public offering of securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited.

United Kingdom

The Consent Solicitation may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply. Accordingly, the Consent Solicitation Memorandum is only for circulation to persons inside the United Kingdom who fall within one of the following categories:

- (a) a person who is a holder of any Bonds; or
- (b) any other person also falling within Article 43(2) or within Article 49(2)(a) to (d) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or falling within the definition of "investment professionals" (as defined in Article 19(5) of the Order).

The Consent Solicitation Memorandum is only available in the United Kingdom to such persons, and the transactions contemplated herein will be available only to, and may be engaged in only with, such persons.

General

In addition to the representation referred to above in respect of the United States, each holder of Bonds participating in the Consent Solicitation will also be deemed to give certain other representations as set out in the Consent Solicitation Memorandum. Any Consent Instruction from a Bondholder that is unable to make these representations will not be accepted. Each of the Issuer, the Guarantors, the Solicitation Consultant, the Trustee, the Principal Paying Agent and the Tabulation Agent reserves the right, in each of its absolute discretion, to investigate whether any such representation given by a Bondholder is correct and, if such investigation is undertaken and, as a result, the Issuer and the Guarantors determine (for any reason) that such representation is not correct, such Consent Instruction may not be accepted.

ANNEX

SELECTED FINANCIAL INFORMATION

The following tables present selective consolidated financial information relating to Wasps Holdings for the financial year ended 30 June 2017. As at the date of this announcement, this information has not been audited by PwC. Such information has been prepared in accordance with IFRS and such accounting is consistent with the accounting policies of Wasps Holdings. Wasps Holdings expects the following unaudited financial information to be substantially consistent with the audited consolidated financial statements of Wasps Holdings for such period, once the audit is complete.

Consolidated Income Statement for the Year Ended 30 June 2017 (unaudited)

	2017	2016
	£'000	£'000
Revenue.....	33,402	30,931
Cost of sales	<u>(22,026)</u>	<u>(20,568)</u>
Gross profit.....	11,376	10,363
Other income	158	-
Administrative expenses.....	<u>(10,735)</u>	<u>(14,135)</u>
Operating profit/(loss) before exceptional items and allocation to non-controlling interests	799	(3,772)
Exceptional items	-	(936)
Allocation to non-controlling interest	<u>(1,583)</u>	<u>(1,504)</u>
Operating loss	(784)	(6,212)
Finance costs	<u>(2,328)</u>	<u>(3,084)</u>
Loss before tax	<u>(3,112)</u>	<u>(9,296)</u>
Taxation	1,565	7,025
Loss for the year	<u>(1,547)</u>	<u>(2,272)</u>
Loss attributable to:		
Owners of the company	(1,486)	(2,211)
Non-controlling interests	<u>(61)</u>	<u>(61)</u>
	<u>(1,547)</u>	<u>(2,272)</u>

The above results were derived from continuing operations.

Consolidated Statement of Comprehensive Income for the Year Ended 30 June 2017 (unaudited)

	2017	2016
	£'000	£'000
Loss for the year	(1,547)	(2,272)
Other comprehensive income for the year that will not be reclassified to profit and loss		
Surplus on revaluation of long leasehold property	11,953	-
Income tax effect	(1,662)	586
	<u>8,744</u>	<u>586</u>
Items that may be reclassified subsequently to profit or loss		
Surplus on revaluation of available for sale financial assets	-	-
Income tax effect	97	194
	<u>97</u>	<u>194</u>
Total comprehensive income/(expense) for the year	<u>8,841</u>	<u>(1,491)</u>
Total comprehensive income/(expense) attributable to:		
Owners of the company	8,902	(1,430)
Non-controlling interests	(61)	(61)
	<u>8,841</u>	<u>(1,491)</u>

Consolidated Statement of Financial Position as at 30 June 2017 (unaudited)

	2017	2016
	£'000	£'000
Non-current assets		
Property, plant and equipment	70,020	58,027
Intangible assets	189	189
Available for sale financial assets	9,725	9,725
	<u>79,934</u>	<u>67,941</u>
Current assets		
Inventories	430	285
Trade and other receivables	8,155	6,652
Cash and cash equivalents	-	279
	<u>8,585</u>	<u>7,216</u>
Total assets	<u>88,519</u>	<u>75,157</u>
Equity and liabilities		
Equity		
Share capital	(776)	(776)
Share premium	(6,341)	(6,341)
Revaluation reserve	(33,802)	(23,833)
Available for sale reserve	(8,071)	(7,974)
Accumulated losses	29,478	28,314
Equity attributable to owners of the company	<u>(19,512)</u>	<u>(10,610)</u>
Non-controlling interests	(610)	(671)
Total equity	<u>(20,122)</u>	<u>(11,281)</u>
Non-current liabilities		
Loans and borrowings	(46,942)	(43,392)
Deferred tax liabilities	-	-
	<u>(46,942)</u>	<u>(43,392)</u>
Current liabilities		
Trade and other payables	(9,250)	(11,944)
Loans and borrowings	(1,942)	(250)
Deferred income	(10,263)	(8,291)
	<u>(21,455)</u>	<u>(20,485)</u>
Total liabilities	<u>(68,397)</u>	<u>(63,876)</u>
Total equity and liabilities	<u>(88,519)</u>	<u>(75,157)</u>

Company Statement of Financial Position as at 30 June 2017 (unaudited)

	2017	2016
	£'000	£'000
Assets		
Non-current assets		
Property, plant and equipment	1,137	673
Investments	5,717	5,717
Available for sale financial assets	9,725	9,725
	<u>16,579</u>	<u>16,115</u>
Current assets		
Inventories	256	160
Trade and other receivables	3,410	3,035
Cash and cash equivalents	-	7
	<u>3,666</u>	<u>3,202</u>
Total assets	<u>20,245</u>	<u>19,317</u>
Equity and liabilities		
Equity		
Share capital	(776)	(776)
Share premium	(6,341)	(6,341)
Available for sale reserve	(7,974)	(7,974)
Accumulated losses	45,906	42,050
Total equity	<u>30,815</u>	<u>26,959</u>
Non-current liabilities		
Loans and borrowings	(39,923)	(38,070)
Deferred tax liabilities	-	-
	<u>(39,923)</u>	<u>(38,070)</u>
Current liabilities		
Trade and other payables	(6,772)	(6,796)
Loans and borrowings	(1,243)	-
Deferred income	(3,122)	(1,410)
	<u>(11,137)</u>	<u>(8,206)</u>
Total liabilities	<u>(51,060)</u>	<u>(46,276)</u>
Total equity and liabilities	<u>(20,245)</u>	<u>(19,317)</u>

Consolidated Statement of Changes in Equity for the Year Ended 30 June 2017 (unaudited)

	Share capital £'000	Share premium £'000	Revaluation reserve £'000	Available for sale reserve £'000	Accumulated loses £'000	Equity attributable to owners of the company £'000	Non- controlling interests £'000	Total equity £'000
At 1 July 2016	776	6,341	23,833	7,974	(28,314)	10,610	671	11,281
Loss for the year	-	-	-	-	(1,486)	(1,486)	(61)	(1,547)
Revaluation of Arena	-	-	10,291	97	-	10,388	-	10,388
Total comprehensive income/(expense)	-	-	10,291	97	(1,486)	8,902	(61)	8,841
Transfer between reserves	-	-	(322)	-	322	-	-	-
At 30 June 2017	<u>776</u>	<u>6,341</u>	<u>33,802</u>	<u>8,071</u>	<u>(29,478)</u>	<u>19,512</u>	<u>610</u>	<u>20,122</u>

	Share capital £'000	Share premium £'000	Revaluation reserve £'000	Available for sale reserve £'000	Accumulated loses £'000	Equity attributable to owners of the company £'000	Non- controlling interests £'000	Total equity £'000
At 1 July 2015	776	6,341	23,441	7,780	(26,297)	12,040	732	12,772
Loss for the year	-	-	-	-	(2,211)	(2,211)	(61)	(2,272)
Other comprehensive income	-	-	586	194	-	781	-	781
Total comprehensive income/(expense)	-	-	586	194	(2,211)	(1,430)	(61)	(1,491)
Transfer between reserves	-	-	(194)	-	194	-	-	-
At 30 June 2016	<u>776</u>	<u>6,341</u>	<u>23,833</u>	<u>7,974</u>	<u>(28,314)</u>	<u>10,610</u>	<u>671</u>	<u>11,281</u>

Company Statement of Changes in Equity for the Year Ended 30 June 2017 (unaudited)

	Share capital £'000	Share premium £'000	Available for sale reserve £'000	Accumulated losses £'000	Total £'000
At 1 July 2016	776	6,341	7,974	(42,050)	(26,959)
Loss for the year	-	-	-	(3,856)	(3,856)
Other comprehensive income	-	-	-	-	-
Total comprehensive expense	-	-	-	(3,856)	(3,856)
At 30 June 2017	<u>776</u>	<u>6,341</u>	<u>7,974</u>	<u>(45,906)</u>	<u>(30,815)</u>

	Share capital £'000	Share premium £'000	Available for sale reserve £'000	Accumulated losses £'000	Total £'000
At 1 July 2015	776	6,341	7,780	(36,766)	(21,870)
Loss for the year	-	-	-	(5,284)	(5,284)
Other comprehensive income	-	-	194	-	194
Total comprehensive income/(expense).....	-	-	194	(5,284)	(5,090)
At 30 June 2016.....	<u>776</u>	<u>6,341</u>	<u>7,974</u>	<u>(42,050)</u>	<u>(26,959)</u>

Consolidated Statement of Cash Flows for the Year Ended 30 June 2017 (unaudited)

	2017	2016
	£'000	£'000
Cash flows from operating activities		
Loss for the year	(1,547)	(2,272)
Adjustments to cash flows from non-cash items.....		
Depreciation	1,602	1,573
Finance costs	2,328	3,084
Income tax credit	(1,565)	(7,025)
	<u>818</u>	<u>(4,640)</u>
Working capital adjustments		
Increase in inventories	(145)	(271)
Increase in trade and other receivables	(1,503)	(2,802)
(Decrease)/increase in trade and other payables	(2,694)	2,534
Increase/(decrease) in deferred income.....	1,972	(1,543)
Net cash flow used in operating activities	<u>(1,552)</u>	<u>(6,722)</u>
Cash flows from investing activities		
Acquisitions of property plant and equipment	(1,642)	(5,821)
Proceeds from sale of property plant and equipment	-	1
Net cash flows used in investing activities	<u>(1,642)</u>	<u>(5,820)</u>
Cash flows from financing activities		
Interest paid	(2,328)	(2)
Proceeds from other borrowing draw downs	4,325	2,444
Repayment of other borrowing	(625)	(2,021)
Net cash flows generated from financing activities	<u>1,372</u>	<u>421</u>
Net decrease in cash and cash equivalents.....	(1,822)	(12,120)
Cash and cash equivalents at 1 July	279	12,399
Cash and cash equivalents at 30 June	<u>(1,543)</u>	<u>279</u>

Company Statement of Cash Flows for the Year Ended 30 June 2017 (unaudited)

	2017	2016
	£'000	£'000
Cash flows from operating activities		
Loss for the year	(3,856)	(5,284)
Adjustments to cash flows from non-cash items.....		
Depreciation	366	131
Finance costs	1,308	1,289
Income tax credit	-	(1,750)
	<u>(2,182)</u>	<u>(5,614)</u>
Working capital adjustments		
Increase in inventories	(96)	(146)
(Increase)/decrease in trade and other receivables	(377)	2294
(Decrease)/increase in trade and other payables	(24)	4,156
Increase/(decrease) in deferred income.....	1,712	(362)
Net cash flow used in operating activities	<u>(967)</u>	<u>(1,738)</u>
Cash flows from investing activities		
Acquisition of subsidiaries	-	-
Acquisitions of property plant and equipment	(830)	(661)
Proceeds from sale of property plant and equipment	-	1
Net cash flows used in investing activities	<u>(830)</u>	<u>(660)</u>
Cash flows from financing activities		
Interest paid	(1,414)	-
Proceeds from other borrowing draw downs	2,265	1,490
Repayment of other borrowing	(219)	(2,000)
Net cash flows generated from/(used in) financing activities	<u>632</u>	<u>(510)</u>
Net decrease in cash and cash equivalents	(1,165)	(2,907)
Cash and cash equivalents at 1 July.....	7	2,914
Cash and cash equivalents at 30 June	<u>(1,157)</u>	<u>7</u>