MILLWALL

MILLWALL HOLDINGS PLC

Registered Number: 2355508

Report and Accounts
for the year ended
30 June 2015

Contents

Directors and Advisers

DIRECTORS
John G Berylson (Non-Executive Chairman)
James T Berylson (Non-Executive)
Constantine Gonticas (Non-Executive)
Trevor Keyse (Non-Executive)
Demos Kouvaris (Non-Executive)
Richard S Press (Non-Executive)
Andrew J Ambler ACMA (Chief Executive and Finance Director)

SECRETARY
Thomas Bernard Simmons

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Registered no. 2355508

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Computershare Investor Services PLC
PO Box 82
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Bridgwater Road
Bristol BS99 7NH

Strategic Report

Principal activities
The Company is the holding company of a group engaged primarily in the operation of a professional football club (Millwall or the Club), through its subsidiary, The Millwall Football and Athletic Company (1985) PLC.

Business Review
The year under review reflects the performance of the 2014/15 season which disappointingly resulted in the Club being relegated from the Football League Championship, the second tier of English football, with the Club finishing the season in 22nd position in the league with 41 points (2013/14: 19th with 48 points).

Whilst the Club started the season optimistically after the improvement at the end of the previous season and despite good opening performances the team did not sustain a level of performance required in the Championship. In early March 2015, after gaining only 31 points from 37 games, the contract of the manager, Ian Holloway, was terminated. Neil Harris, the manager of the Under 21 squad and a former player at the Club, was appointed as interim manager and was confirmed as permanent manager soon after following improved performances.

During the season there was a total 43 players (2013/14: 40) used reflecting an enlarged squad. The average home league attendance was 10,902 (2013/14: 11,182) a small decrease of 2.5% compared to the previous year.

A highly successful feature of the season under review has been the emergance of a number of young players from the Club's Youth Academy. The Club continues to invest in its Youth Academy with a Category 2 status in the Elite Player Performance Plan scheme. 5 players still part of the Youth Academy made first team appearences during the season. More about the importance of the Youth Academy is set out under Prospects below.

A review of the Group's financing, property development and regeneration activities is provided later in this report.

Results
The consolidated statement of comprehensive income is set out on page 10.

The result for the year shows an increase in the level of losses incurred, with the loss from operations amounting to £10.3m (2014: £9.0m). Although revenue showed a small increase the adverse movement is principally due to increases in player and team management salary costs.

Revenue for the year at £11.2m (2014: £10.5m) is an increase of 7.1%. This reflects small increases in match day income, despite smaller attendances and retail. The retail outlet had been refitted during the year and this, together with improved merchandise, increased turnover by 20% and margins by 9%.

Total staff costs rose to £15.2m (2014: £13.9m), an increase of 9.4% (2014: 14.9%). This reflects, in the main, the full year cost of a strengthened football management team. The ratio of total staff costs to revenue now stands at 135% (2014: 132%).

Other expenses (excluding depreciation and amortisation) increased this year to £5.3m (2014: £4.8m), now representing 49% of revenue (2014: 46%). This is due to increased investment in the pitches at both the Den and the training ground as well as a higher cost of football agent fees this year.

Finance costs show a significant reduction at £1.7m (2014: £2.8m). During the year Chestnut Hill Ventures LLC (CHV), the majority shareholder of the Company and principal provider of funding facilities, agreed that no interest would accrue in respect of the existing £20m loan facility in the period from 1 January 2015 to 30 June 2016 (when interest will begin to accrue again unless CHV agrees othewise). Additionally CHV has waived all unpaid interest accrued on the existing £20m loan facility up to 31 December 2014, including the £1.7m charge this year, and waived all accrued (and future) interest in respect of certain historic loan facilities provided to the Company by CHV. In accordance with International Financial Reporting Standards the release of accrued interest, which amounts to £8.4m in total, has been credited direct to reserves as a capital contribution. More information about the waivers granted by CHV are given under Finance below.

The directors do not recommend payment of a dividend.

Strategic Report

Prospects

Football

For the current year the Club will operate in League One of the Football League. Immediately following the end of last season your directors commenced work on the strategic task of developing a squad of players for the longer term who understand the Millwall philosophy of standards and performance with the aim of gaining promotion to the Championship at the earliest opportunity with a squad that is capable of competing at that higher level.

In the appointment of Neil Harris, who knows the Club intimately having served many years as a leading player, the directors are confident that the Club has a manager who can achieve this strategy. His assistant manager is David Livermore who also spent a number of years as a player at the Club. Already the squad has been radically reduced in number and there is a greater emphasis on younger players, mostly graduating from the Youth Academy. These are balanced by a number of key senior players who, together with 2 former senior players who have rejoined the Club, will provide experience and guidance.

The Youth Academy is key to the strategy of the Club. Under the direction of Scott Fitzgerald, who has been responsible for establishing the Academy in accordance with the strict Football Association standards, it now has 155 signed young players from age 9 to 21 under the supervision of 43 full or part time coaches, medical and support staff. It is intended to invest further into the Academy, both in the quality of coaching and the facilities used, to enhance the opportunities to develop future players for the Club. Your directors regard this as a vital part of the future succcess of Club.

Following the relegation of the Club to League One, it is now required to comply with the Salary Cost Management Protocol (the Regulations) of the Football League applicable to that division. In general, these require a club to limit the player salary cost in a season to not more than 60% of revenue. There is a transitional variation for clubs, such as Millwall, in the first season after relegation whereby the salary limit is 75%. For these purposes, equity investment from owners is included within revenue. So far in 2015/16 all additional finance made available by CHV has been by way of subscription for B ordinary shares of £1 each meaning that the Club is in compliance with the Regulations.

With these Regulations in mind the directors have set budgets for all areas of income and costs with plans in place to monitor financial and team performance and to take such steps that are needed to achieve the best outcome for the year.

It is inevitable that operating in League One will reduce all revenue streams of the Company. This may be mitigated should the team have a successful season as attendances and match day income are affected by the team's performance and the Club's position in the league. More generally, with the benefit of the now established marketing team the spend per attendee is increasing but will suffer overall from lower gates.

Performances at the start of the 2015/16 season were disappointing but more recently the team have remained unbeaten in the last 5 league games and have gained 25 points in the first 16 games up to 31 October, placing the team in 7th position, one place below the playoff positions. This is a much improved position over last year but, more relevently, it matches the points and position of season 2009/10, when promotion was last achieved. This season the Club is participating in the Johnstone's Paint Trophy competition and has reached the Southern Area Semi-Final.

So far this season, the average attendance for the first 8 home league games has been 8,958 (2014: 11,163 for first 8 home league games), a 20% decrease with corporate match day and retail sales reflecting this decrease.

The current squad number's 27, of whom 10 have progressed through the Academy. There has been a substantial reduction in the player salary budget for this year. This is due to the Divisional Pay Structure policy of the Club whereby the salary of players is reduced as a result of playing in a lower division and reflects the expiration of a number contracts which were not renewed at the end of last season, many of which were for highly paid players.

Other football related income

Steps are in hand to minimise the adverse impact of lower attendances upon match day income, sponsorship and business partnerships by more proactive marketing by the Commercial Department. The major factor to affect football related income is the reduction in League and TV levies which drops away dramatically in League One. The Club anticipates that a full year of operating the improved retail outlet and kiosks will provide an increased contribution from these sources.

The Den

In September 2015 the Den was chosen by Wigan Warriers as the venue for a Super League Super 8 fixture against Catalans Dragons. This was the first time that Wigan has taken a Super League match on the road and was also the first time that the Den has hosted a Rugby League match. Other revenues from the utilisation of the stadium on non-match days are expected to continue at a similar level to last year, but it is hoped the success of the Rugby League game will open up new opportunities.

The Community
This year the Millwall Community Trust (MCT) celebrates 30 years of working in the local community.

The Club continues to recognise the importance of the relationship with the broader community of South London and a key way of strengthening that link is the close co-operation with the work that is undertaken by the MCT. In June the Trust took a major step forward with the appointment of Steve Bradshaw, who has a successful record of developing similar Trusts, as Chief Executive. The Club's commitment is reflected by our Chief Executive, Andy Ambler and Commercial Director, Alan Williams, acting as Trustees.

Together the Club and the MCT work to help promote community sports education and charitable activities to benefit the local area of South East London. The Junior Lions Community Day has become a very successful annual event each Autumn at the Den, with up to 1,200 young people attending and meeting the playing squad. This is jointly promoted by the Club, its Junior Lions Committee and the Millwall Community Trust, giving a practical example of the Club working together with others to benefit the Millwall Community and to meet the shared common objectives held by each.

Throughout the year members of the playing squad are happy to attend many local youth and charity events organised by the Club and by the MCT to make their own contribution to the local community. The Club also works with another charity, Millwall For All, which operates in the local community with the aim to promote inclusion and diversity.

The directors were delighted when, in January 2015, the MCT's Lions Centre was chosen by the Premier League in conjunction with the Greater London Authority and the Metropolitan Police as the venue for the event to promote the outstanding work completed during the MOPAC (Mayor's Office For Policing And Crime) London Kicks pilot programme and to celebrate two more years of the Premier League/MOPAC 'London Premier League Kicks' partnership. Kicks is a community project that aims to use football to bring communities together and engage with young people. Football can be a powerful uniting force and one of the most effective catalysts for community engagement. This is especially true when community groups and the football clubs to which they are attached work closely together.

Communication
The Club regards communication with all supporters, business partners and staff as of central importance. The Fan on the Board provides a crucial link between the Board and supporters. Regular meetings and forums take place with all levels of the Club's supporters and partners.

Finance
The Company continues to be funded by its principal shareholder, Chestnut Hill Ventures LLC ("CHV") and by directors. The fully drawn down existing facility of £20m provided by CHV remains in place. Additional funding requirements during the year have been met by CHV and certain directors subscribing for B ordinary shares of £1 each at par. During the year 12,375,000 B ordinary shares were so issued raising £12.4m of funds for the Company. Since the year end CHV has subscribed for another 2,600,000 B ordinary shares raising a further £2.6m.

On 26 June 2015 CHV extended the date of repayment of the existing £20m loan facility by a year to 1 July 2017. On 20 November 2015 the holders of 2013 Unsecured Loan Notes, being directors and their associates, also extended the date of repayment of those loan notes to the same date.

During the year CHV agreed that no interest would accrue in respect of the existing £20m loan facilty from 1 January 2015 until 30 June 2016 (when interest will begin to accrue again unless CHV agrees otherwise). CHV also agreed to waive all interest that had accrued up to 31 December 2014 on the existing £20m loan facility and all accrued (and future) interest in respect of certain historic loan facilities provided by CHV to the Company. Such waived accrued interest amounts to £8.4m. On 20 November 2015 holders of the 2013 Unsecured Loan Notes (which have an aggregate principal amount of £525,000), being certain directors and their associates, agreed that no interest would accrue on those loan notes in respect of the period from 1 July 2015 until 30 June 2016 (or any later date on which the Company and CHV agree that interest will begin to accrue again in respect of the existing £20m loan facility).

At the Annual General Meeting held on 3 December 2013, shareholders approved the creation of 25 million B ordinary shares of £1 each and gave directors authority to issue up to 20 million such shares, at their discretion, for a period of 5 years from the passing of the resolution. Currently, the Company has issued to CHV and directors 14,975,000 B ordinary shares in accordance with that authority. With the Regulations requiring funding by way of equity the directors and CHV foresee that the issue of B ordinary shares provides the best means of the Company complying with these Regulations. With this in mind the directors consider that shareholders should be asked to increase both the authorised share capital and the authority to issue Ordinary B Shares. Resolutions will be put to shareholders at the forthcoming Annual General Meeting to:

1. Increase the authorised share capital by £5,000,000 to £46,238,108.4503 and provide that the maximum total number of B ordinary shares that can be issued is 30,000,000; and
2. Permit directors to issue a further 15,025,000 (in addition to the 14,975,000 already issued to date) B ordinary shares at their discretion, for a period of 5 years from the passing of the resolution.

The directors appreciate that the issue of further B ordinary shares will have the effect of diluting (or reducing) the percentage which the shareholdings of holders of Ordinary Shares represent of the entire issued share capital of the Company. However, the directors note that the B ordinary shares do not carry the right to vote, do not carry the right to receive dividends and would only entitle the holder to receive a payment from the Company if the Company was wound up or if the B ordinary shares were redeemed (which could only be done if the Company had profits available to enable it to do so). In these circumstances, the directors consider that the issue of further B ordinary shares will provide a means for the Company to finance itself in compliance with the Regulations and this will not materially prejudice the interests of the holders of Ordinary Shares. The directors have also considered whether it would be appropriate to raise finance by offering holders of Ordinary Shares the opportunity to subscribe for further Ordinary Shares. The directors do not consider that such an offer would be practical as such Ordinary Shares could only be issued at a price which is at least equal to their nominal value of £10 per share and such a price per share is very unlikely to be attractive to investors taking into account the financial position of the Company. In addition, the directors understand that the costs of making such an offer would be likely to be disproportionate taking into account the amounts likely to be raised by such an offer.

Together with the further arrangements referred to in note 1 to the financial statements the equity investment and loan facility from CHV provides the Company with sufficient working capital to fund the operations of the Company and the costs that may be incurred on the regeneration over the next few years.

Strategic Report

The balance sheet of the Company as at 30 June 2015 discloses that the Company has net liabilities and in accordance with Section 656 of the Companies Act 2006, the directors are convening a General Meeting to take place immediately following the forthcoming Annual General Meeting to consider what, if any, steps should be taken to deal with the situation in addition to the share subscription referred to above.

Regeneration
Your directors remain fully and enthusiastically committed to the proposals for the regeneration of what was known as the Surrey Canal Triangle and has been renamed New Bermondsey Housing Zone. Lewisham Council unexpectedly and disappointingly decided that it preferred to allow an independent property developer to undertake the entire urban regeneration programme and initiated steps to sell the freeholds of the land adjoining The Den on which the Company and the Millwall Community Trust hold leases. The Company has robustly defended its position and continues to press its case to be allowed to develop the land alongside the stadium. The Council has indicated that it may resort to compulsory purchase orders which the Company regards as totally unacceptable and will take every reasonable step to resist. For that reason the Company provided support to the resident artists of nearby Rollins House in their successful fight to prevent the Council from authorising the demolition of Rollins House, a splendid art deco building. The Company is mindful of its responsibility to the local community and stood by its neighbours who were facing the same kind of threats to their livelihood that are being directed at the Football Club and its community scheme.

The Council has been invited by the Company to consider its ambitious and attractive development plans which are fully in keeping with the overall scheme for New Bermondsey. Most importantly, the Company's proposals are mindful of the need to ensure that developments do not impact inappropriately on the safe operation of the stadium on match days which are a matter for the police and the Football Club. The directors endorse the Council's stated intention that the Football Club and its stadium should be at the heart of the thriving and brighter community that can emerge in Lewisham and wish to ensure that the Company plays its part in making this happen, and benefits accordingly. The Company's scheme provides an opportunity to bring more financial stability to the Club by generating non-football revenues, which are vital to the long term future of Millwall Football Club.

The Council has declined to consider the Millwall plans. The Company has asked the Council to provide information about its proposals as well as details of the potential sale of the freeholds of Millwall's land to a property developer, but so far the Council has refused.

The Company is well placed to make an early start on the regeneration of the site around its stadium to create affordable housing, student accommodation, retail and office space, and a hotel and conference centre. The proposed plans incorporate a facelift for the stadium itself and a new home for the Millwall Community Trust, which has become one of the most respected community schemes in the country as detailed earlier in this Report. The Company will continue to endeavour to persuade the Council to see that there is a mutuality of interest between football club and local authority which is in the best interests of the community.

Principal risks and uncertainties
In common with many football clubs outside the FA Premier League the main business risk is the maintenance of a positive cash flow, bearing in mind the uncertainty of turnover and the high cost of maintaining a playing squad on which the success of the Group's business is largely dependent. In order to achieve a positive cash flow there is the constant requirement to raise new finance and refinance existing facilities which, in turn, requires the continuing support of existing providers of those facilities.

A significant amount of the Club's revenue derives from ticket sales. Income generated from gate receipts is highly dependent on the level of attendance at matches. Weak economic conditions in the United Kingdom may have a negative impact on match attendance and gate receipts as supporters may have less disposable income.

Some income streams of the Club (such as television rights and related income) are dependent on third party contracts and arrangements to which the Club is not a party and over which the Club can exercise no or little influence.

As part of its normal activities, the Club deals in the trading of player registrations and there is always a risk of significant and lasting injuries to players that may impair player values. Players aged 24 years or older are free to move between clubs once their contract has come to an end and the Board monitors expiry dates carefully with a view to renewing contracts or realising value.

Relevant business risks are discussed during Board meetings so that, where a material exposure is identified, mitigating action can be taken.

Details of the Group's exposure to financial risks and the management procedures in place to mitigate these are set out in note 16 to these financial statements.

Going concern
The Board has considered the adoption of the going concern basis and the facilities currently available to the Group, as mentioned in note 1, and has concluded that the basis has been appropriately adopted in the accounts.

There is in place a £20m facility from CHV, which does not fall due for repayment until 1 July 2017. Since the year end CHV has also subscribed for £2.6m of new B ordinary share capital and undertaken to provide the Group with further support, if necessary, for at least the next 12 months. Your directors believe this provides sufficient working capital for the current needs of the Group for the foreseeable future.

The Board would like to thank players, management and staff for their hard work throughout last season. The support of shareholders, fans and everyone connected with the Club has, as ever, been tremendous and to all of them, the Board extends its thanks.

On behalf of the Board

A Ambler Director
20 November 2015

Directors' Report

The directors present their report on the affairs of the Group, together with the accounts and independent auditor's report for the year ended 30 June 2015.

Directors
The directors, who served during the year, are as follows:
John G Berylson *(Non-Executive Chairman)*
James T Berylson *(Non-Executive)*
Constantine Gonticas *(Non-Executive)*
Trevor Keyse *(Non-Executive)*
Demos Kouvaris *(Non-Executive)*
Richard S Press *(Non-Executive)*
Andrew J Ambler *(Executive)*

In accordance with the Articles of Association, Mr Constantine Gonticas and Mr Andrew J Ambler retire by rotation and, being eligible, each offers himself for re-election at the Annual General Meeting.

Statement of directors' responsibilities
The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 Group and Company and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the requirements of 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.

Website publication
The directors are responsible for ensuring the Annual Report and the financial statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Financial risk management objectives and policies
Details of the Group's exposure to financial risks and the management procedures in place to mitigate these are set out in note 16 to these financial statements. Details of the use of financial instruments by the Company and its subsidiary undertakings are also contained in this note.

Political and charitable donations
During the year, the Group made a contribution to a charity of £79,000 (2014: £43,000). The Group made no political donations.

Market value of land and buildings
Given the specialised nature of the Group's property interests, the directors do not consider that there is a readily ascertainable market value for the Group's properties, which are carried in the accounts at cost less depreciation.

Payment of creditors
The Group's and Company's policy is to settle agreed amounts outstanding to creditors within sixty days. This policy is made known to staff who handle payments to suppliers and is made known to suppliers on request. The Company had no trade creditors at 30 June 2015 (2014: £nil). Trade creditors of the Group at the period end represented 55 days purchase (2014: 51 days).

Employee involvement
The Group operates employment policies, which place emphasis upon employee involvement where possible. The Group practices equality of employment opportunity irrespective of sex, race, colour, marital status or ethnic or national origins. It is the Group's policy to offer equal opportunity to disabled persons wherever appropriate, having regard to their aptitudes and abilities.

Directors' Report

Other disclosures
Disclosure of exposure to financial risks, post balance sheet events and future developments are included in the Strategic Report on pages 4 to 7.

Auditors
All the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

On behalf of the Board

A Ambler Director
20 November 2015

Independent Auditor's Report

To the members of Millwall Holdings PLC

We have audited the financial statements of Millwall Holdings PLC for the year ended 30 June 2015 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows, the company balance sheet and the related notes. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and the parent company's affairs as at 30 June 2015 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company's financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Mr Ian Clayden (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London, United Kingdom

23 November 2015

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Consolidated Statement of Comprehensive Income

for the year ended 30 June 2015

	Notes	*Year ended 30 June 2015 £000*	*Year ended 30 June 2014 £000*
Revenue	1,2	**11,200**	10,457
Other income – profit on disposal of player's registrations		**108**	368
Staff costs	5	**(15,156)**	(13,853)
Amortisation of players' registrations	8	**(586)**	(952)
Depreciation of property, plant and equipment	9	**(393)**	(236)
Total depreciation and amortisation expense		**(979)**	(1,188)
Other expenses		**(5,470)**	(4,766)
Loss from operations	4	**(10,297)**	(8,982)
Finance expense	3	**(1,710)**	(2,754)
Loss before taxation		**(12,007)**	(11,736)
Tax expense	7	**–**	–
Loss after tax for the financial year and total comprehensive loss		**(12,007)**	(11,736)

The accompanying notes form an integral part of this Consolidated Statement of Comprehensive Income.

Consolidated Statement of Changes in Equity

for the year ended 30 June 2015

	Ordinary shares of £10 each £000	*Deferred shares of 0.09p each £000*	*Share premium account £000*	*B ordinary shares of £1 each £000*	*Capital reserve £000*	*Retained deficit £000*	*Total equity £000*
1 July 2013	13,905	2,333	15,152	–	21,474	(61,654)	(8,790)
Loss for the year	–	–	–	–	–	(11,736)	(11,736)
30 June 2014	**13,905**	**2,333**	**15,152**	–	**21,474**	**(73,390)**	**(20,526)**
1 July 2014	13,905	2,333	15,152	–	21,474	(73,390)	(20,526)
B ordinary shares issued in year	–	–	–	12,375	–	–	12,375
Interest waived by CHV(note 16)	–	–	–	–	–	8,449	8,449
Loss for the year	–	–	–	–	–	(12,007)	(12,007)
30 June 2015	**13,905**	**2,333**	**15,152**	**12,375**	**21,474**	**(76,948)**	**(11,709)**

The accompanying notes form an integral part of this Consolidated Statement of Changes in Equity.

Consolidated Statement of Financial Position

at 30 June 2015

Company number: 2355508

	Notes	*30 June 2015 £000*	*30 June 2014 £000*
Non-current assets			
Intangible assets	8	**597**	892
Property, plant and equipment	9	**14,201**	14,287
		14,798	15,179
Current assets			
Inventories	10	**196**	144
Trade and other receivables	11	**1,094**	1,424
Cash and cash equivalents		**618**	559
		1,908	2,127
Total assets		**16,706**	17,306
Non-current liabilities			
Trade and other payables	12	**(785)**	(653)
Financial liabilities	13	**(20,751)**	(27,563)
Deferred income	12	**(2,767)**	(2,912)
		(24,303)	(31,128)
Current liabilities			
Trade and other payables	12	**(2,441)**	(4,922)
Deferred income	12	**(1,671)**	(1,782)
		(4,112)	(6,704)
Total liabilities		**(28,415)**	(37,832)
Net liabilities		**(11,709)**	(20,526)
Equity			
Called up share capital	14,19	**28,613**	16,238
Share premium	19	**15,152**	15,152
Capital reserve	19	**21,474**	21,474
Retained deficit	19	**(76,948)**	(73,390)
Total equity attributable to the shareholders of the parent (in deficit)		**(11,709)**	(20,526)

The accounts on pages 10 to 32 were approved by the Board of Directors and authorised for issue on 20 November 2015.

A Ambler
Director

The accompanying notes form an integral part of this Consolidated Statement of Financial Position.

Consolidated Statement of Cash Flows

for the year ended 30 June 2015

	Year ended 30 June 2015 £000	Year ended 30 June 2014 £000
Cash flows from operating activities		
Loss before taxation	**(12,007)**	(11,736)
Depreciation on property, plant and equipment	**393**	236
Amortisation of intangible assets	**586**	952
Amortisation of grants	**(82)**	(82)
Profit on disposal of players' registrations	**(108)**	(368)
Finance expense	**1,710**	2,754
Cash flows from operating activities before changes in working capital	**(9,508)**	(8,244)
(Increase)/decrease in inventory	**(52)**	42
Decrease in trade and other receivables	**83**	240
Increase in trade and other payables and deferred income	**241**	170
Net cash flow from operations	**(9,236)**	(7,792)
Investing activities		
Purchase of property, plant and equipment	**(307)**	(180)
Proceeds on disposal of players' registrations	**404**	359
Purchase of players' registrations	**(392)**	(823)
Net cash flow from investing activities	**(295)**	(644)
Financing activities		
Issue of B ordinary shares	**9,590**	–
Net drawdown under loan note and other facilities	**–**	8,789
Net cash flow from financing activities	**9,590**	8,789
Net movement in cash and cash equivalents	**59**	353
Cash and cash equivalents at start of year	**559**	206
Cash and cash equivalents at end of year	**618**	559

The accompanying notes form an integral part of this Consolidated Statement of Cash Flows.

Notes to the Accounts

for the year ended 30 June 2015

1 Accounting policies

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs") and in accordance with those parts of the Companies Act 2006 that remain applicable to groups reporting under IFRS.

The financial statements are presented in sterling, rounded to the nearest thousand. They are prepared under the historical cost basis.

Going concern

At 30 June 2015, the Group had net liabilities of £11.7 million and net current liabilities of £2.2 million.

The directors continually monitor the financial position of the Group and have prepared the financial statements on a going concern basis, having had regard to:

- detailed cash flow projections prepared to 30 June 2016, and expected cash flow forecasts for the year thereafter, including the effect of player trading; and
- the continuing provision of facilities to the Group from Chestnut Hill Ventures LLC ("CHV"), a company controlled by the Chairman, John G Berylson. The repayment date on the existing £20 million loan facility was extended during the year to 1 July 2017. Since the year end CHV has subscribed for a further 2.6 million B ordinary shares of £1 each raising £2.6 million to improve cash resources. CHV has also undertaken to provide the Group with further support, if necessary, for at least the next 12 months.

While there will always remain inherent uncertainty, the directors remain confident that they will be able to manage the Group's finances and operations so as to achieve the forecasted cash flows and, with the continued support of CHV, consider that it is appropriate to draw up the financial statements on a going concern basis.

The financial statements do not include any adjustments that would result if the going concern basis of preparation were to become no longer appropriate.

New standards and interpretations

The following new standards or interpretations have been issued by the International Accounting Standards Board (IASB) or the International Financial Reporting Interpretations Committee (IFRIC) during the year and are relevant to the Group.

- IFRS 10 – Consolidated Financial Statements (effective for accounting periods beginning on or after 1 January 2014) establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities and replaces the consolidation requirements in IAS 27.
- IFRS 12 – Disclosure of Interests in Other Entities (effective for accounting periods beginning on or after 1 January 2014) includes the disclosure requirements for all forms of interests in other entities.
- IAS 27 (Amendment) – Separate Financial Statements (effective for accounting periods beginning on or after 1 January 2014) updates the definitions in the Standard to be consistent with the requirements in IFRS 10, IFRS 11, IFRS 12 and IAS 28, but the accounting treatments themselves are unchanged.
- IAS 32 (Amendment) – Offsetting Financial Assets and Financial Liabilities (effective for accounting periods beginning on or after 1 January 2014) seeks to clarify rather than change the offsetting requirements previously set out in IAS 32.

The adoption of these standards and amendments has not led to any material change in the Group's accounting policies or disclosures.

1 Accounting policies *(continued)*

New standards and interpretations *(continued)*

The IASB and IFRIC have issued or amended the following standards and interpretations that are mandatory for later accounting periods, are relevant to the Group, and which have not been adopted early for the year ended 30 June 2015. These are:

- IFRS 15 – Revenue from Contracts with Customers (effective for accounting periods beginning on or after 1 January 2018) is intended to clarify the principles of revenue recognition and establish a single framework for revenue recognition. This has not yet been endorsed for use in the EU.

- IFRS 9 – Financial Instruments (effective for accounting periods beginning on or after 1 January 2018) will eventually replace IAS 39 in its entirety. However, to date the Standard has focused only on the classification and measurement of financial instruments. This has not yet been endorsed for use in the EU.

The Directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the Group's financial statements in the period of initial application, other than on presentation and disclosure.

The IASB has also issued or made amendments to IFRS 11, IAS 28, IAS 36, IAS 39, IFRIC 21, IAS 19, IFRS 14, IAS 16, IAS 38, IAS 41,IAS 27, IAS 1, IFRS 10 and IFRS 12 but these changes are not relevant to the current operations of the Group.

Basis of consolidation

The financial information incorporates the results of the Company and entities controlled by the Company (its subsidiaries, The Millwall Football and Athletic Company (1985) PLC and Millwall Properties Limited). Control is achieved where the following three elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. The consolidated financial statements present the financial results of the Company and its subsidiaries (the Group) as if they formed a single entity.

The results of subsidiaries acquired or disposed during the period are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate, using the purchase method.

Where necessary, adjustments are made to the results of subsidiaries to bring the accounting policies used into line with those used by the Group.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

Players' registrations

The costs associated with the acquisition of players' registrations are initially recorded at fair value of the consideration payable at the date of acquisition as intangible fixed assets. These costs are fully amortised over the period of the respective players' contracts.

For the purposes of impairment reviews, acquired players' registrations are classified as a single cash-generating unit until the point at which it is made clear that the player is no longer an active member of the playing squad. In these circumstances the carrying value of the player's registration is reviewed against a measurable net realisable value.

Acquired players' registrations are classified as "Assets held for sale" on the balance sheet if, at any time, it is considered that the carrying amount of a registration will be recovered principally through sale and an active programme is in place to sell the player. The measurement of the registration is the lower of (a) fair value (less costs to sell) and (b) carrying value. Amortisation of the asset is suspended at the time of reclassification, although impairment charges are made if applicable.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

1 Accounting policies *(continued)*

Signing on fees

Signing on fees are charged, on a straight line basis, to the statement of comprehensive income over the period of the player's contract. Prepayments/accruals arising at each period end are included within prepayments and accrued income or accruals within current assets or current liabilities, as appropriate. Where a player's registration is transferred, any signing on fee payable in respect of future periods are charged against the profit/(loss) on disposal of players' registrations in the period in which the disposal is recognised.

Transfer fees

Transfer fees receivable are recognised in the period in which the registration is transferred and any profit or loss arising is dealt with in the statement of comprehensive income. Contingent transfer fees receivable are recognised once the contingent conditions have been met.

Property, plant and equipment

Property, plant and equipment are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all property, plant and equipment, at rates calculated to write off the cost, less estimated residual value, of each asset over its expected useful life on a straight line basis, as follows:

Long leasehold premises	– 1% per annum
Fixtures and fittings	– 20% per annum
Pitch renovation	– over the next season
Motor vehicles	– 25% per annum

Residual value is initially calculated on prices prevailing at the date of acquisition. Residual value is reviewed in each financial period and any changes to initial estimates are reflected in the period of change.

Inventory

Inventories are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling price, less further costs expected to be incurred to sell. Provision is made for obsolete, slow moving or defective items where appropriate.

Impairment of non-financial assets (excluding inventories)

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Impairment charges are included in the other expenses line item in the consolidated statement of comprehensive income.

Taxation

Corporation tax payable is provided on taxable profits at the rates that are enacted or substantively enacted at the balance sheet date.

1 Accounting policies *(continued)*

Deferred taxation

Deferred income tax is calculated using the balance sheet asset-liability method of tax allocation for all temporary differences arising between the book value of assets and liabilities and their tax bases, except for differences arising on:

- the initial recognition of goodwill,
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit, and
- investments in subsidiary where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

A deferred tax asset is recognised only to the extent that it is probable that there will be future taxable profits on which this asset can be charged. Deferred income tax assets are reduced to the extent that it is no longer likely that a sufficient taxable benefit will arise.

Deferred taxation balances are calculated at rates either enacted or substantively enacted at the balance sheet date and are shown on the balance sheet separately from current tax assets and liabilities and categorised among non-current items.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either the same taxable group company or different group entities which intend to either settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Pension costs and other post retirement benefits

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs is the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Where the Group is a member of a multi-employer scheme and a reliable identification of its assets and liabilities cannot be made then in accordance with IAS 19: "Employee Benefits" the contributions to the scheme are accounted for as though the scheme were a defined contribution scheme.

Financial instruments

Financial assets and liabilities are recognised when the Group becomes party to the contractual provisions of the instrument. The Group holds the following financial assets and liabilities:

Financial assets

Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value and then subsequently carried at amortised cost using the effective rate method.

Financial liabilities

Other financial liabilities: Other financial liabilities include the following items - Trade payables and other short-term monetary liabilities, which are initially recognised at fair value; Loan note borrowings which are initially recognised at fair value being the amount advanced net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the balance sheet. "Interest expense" in this context includes initial transaction costs and premia payable on redemption, as well as any interest payable while the liability is outstanding.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

1 Accounting policies *(continued)*

Cash and cash equivalents

Cash and cash equivalents comprises cash balances and call deposits all with maturities of three months or less from inception, and bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the balance sheet.

Finance income

Interest income is accrued on a time basis, by reference to the principal outstanding and under the effective interest method.

Leased assets

Finance leases are those which transfer substantially all of the risks and rewards of ownership to the lessee. Assets held under finance leases are capitalised as property, plant and equipment and are depreciated over the shorter of the lease term or their useful economic life. The capital elements of future lease obligations are included within borrowings, while the interest elements are charged to the statement of comprehensive income over the period of the lease to produce a constant rate of charge on the balance of capital repayments outstanding.

All other leases are operating leases, the rentals on which are charged to the statement of comprehensive income on a straight-line basis over the lease term.

Trade and other payables and receivables

Trade and other payables and receivables on normal terms are stated at their nominal value, less, in the case of receivables, any impairment losses that may be required.

Other payables, on deferred terms, in particular the purchase of players' registrations, are recorded at their fair value on the date of the transaction and subsequently at amortised cost.

Other receivables on deferred terms, in particular the proceeds from sales of players' registrations, are recorded at their fair value at the date of sale and subsequently at amortised cost less allowances for impairment.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

1 Accounting policies *(continued)*

Revenue recognition

Revenue represents income receivable from the Group's principal activities excluding transfer fees and value added tax. Revenue is recognised at the fair value of the consideration receivable. Revenue is split between three categories of income stream; Match Day, Central League Awards and Commercial.

Match Day

Match Day revenue represents income receivable from all match day activities from Millwall games at The Den, together with the share of gate receipts from cup games not played at The Den. The share of gate receipts payable to the other participating club for domestic cup matches played at The Den is treated as a reduction in revenue. Season ticket revenue is recognised over the period of the football season as home matches are played.

Central League Awards

Central League Award revenue comprises the Basic Award and the Solidarity Award from the Football League, along with grant income for the academy and prize money earned from cup competitions. Awards are recognised over the financial period to which they relate.

Commercial

Commercial revenue comprises income receivable through sponsorship, shop revenue, use of the conference and catering facilities at The Den on non-match days and sundry other income. Sponsorship contracts are recognised over the duration of the contract, either on a straight line basis, or over the period of the football season, as appropriate based on the terms of the contract. Catering revenues are recognised on an earned basis. Revenue from sale of branded products is recognised at the point of dispatch when significant risks and rewards of ownership are deemed to have been transferred to the buyer.

Deferred income

All income received in advance of football activities, such as season ticket revenue, league awards, advertising, sponsorship and broadcasting revenues are treated as deferred income and released to income over the period or number of matches to which they relate.

Grants

Grants relating to property, plant and equipment are treated as deferred income and released to the income statement over the estimated life of the original assets concerned. Other grants are credited to the income statement as the related expenditure is incurred.

2 Segmental analysis

The Group has one main operating segment in the current and preceding year, that of professional football operations. As a result, no additional operating segment information is required to be provided. It operates in one geographical segment, the United Kingdom. Chief operating decisions are made primarily by the Board of Directors.

The analysis of group revenue is as follows:

	Year ended 30 June 2015 £000	*Year ended 30 June 2014 £000*
Match Day	**4,598**	4,274
Central League Awards	**4,682**	4,665
Commercial	**1,920**	1,518
	11,200	10,457

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

3 Finance expense

	Year ended 30 June 2015 £000	Year ended 30 June 2014 £000
Finance expense		
Interest on loan notes (see note 16)	**1,710**	2,754

4 Loss from operations

Loss from operations is stated after charging/(crediting):

	Year ended 30 June 2015 £000	Year ended 30 June 2014 £000
Depreciation and amounts written off property, plant and equipment		
– owned	**393**	236
Amortisation of grant	**(82)**	(82)
Amortisation of player registrations	**586**	952
Operating lease rentals		
– land and property	**237**	237
Auditors' remuneration		
– Audit of company financial statements	**5**	5
– Audit of financial statements of subsidiaries	**30**	30
– Taxation services	**8**	8
– Other services	**4**	4
Directors' emoluments	**136**	155
Profit on sale of players' registrations	**(108)**	(368)

5 Staff costs

The average monthly number of employees in the Group (including executive directors) was:

	Year ended 30 June 2015 Number	*Year ended 30 June 2014 Number*
Football team management	**14**	10
Administrative and ground staff	**74**	74
Players (including Academy)	**58**	53
	146	137

In addition, the Group employs, on average, a further 130 (2014: 135) temporary staff on matchdays.

Aggregate remuneration comprised:

	Year ended 30 June 2015 £000	*Year ended 30 June 2014 £000*
Wages and salaries	**13,611**	12,402
Social security costs	**1,423**	1,405
Pension costs	**122**	46
	15,156	13,853

6 Directors' remuneration

	Year ended 30 June 2015 £000	*Year ended 30 June 2014 £000*
Directors' emoluments (including benefits in kind)	**136**	155
Pension costs	**27**	26
Total directors' remuneration	**163**	181

Payments to money purchase pension schemes were made in respect of one director (2014: 1)

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

7 Tax expense

No taxation charge arises in either the current or prior year due to the incidence of losses incurred and capital allowances claimed.

The tax assessed for the year differs to the standard rate of corporation tax in the UK applied to the result before tax. The differences are explained below:

	Year ended 30 June 2015 £000	*Year ended 30 June 2014 £000*
Loss on ordinary activities before tax	**(12,007)**	(11,736)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 20.75% (2014: 22.5%)	**(2,491)**	(2,641)
Effects of:		
Expenses not deductible for tax purposes	**88**	622
Other taxable receipts	**1,753**	
Losses for which deferred tax assets are not recognised	**650**	2,019
Total tax charge for the year	**–**	–

Deferred tax

At 30 June 2015 the Group had estimated tax losses carried forward of £70.1m (2014: £64.5m), subject to the agreement of HM Revenue and Customs. After assessing the prospects for the 2016 financial year the Board has decided to not recognise any deferred tax asset as it is prudent to estimate that no losses will be utilised in that period. The amount of the unprovided deferred tax asset at 20% (2014: 21%) is calculated at £14.0m (2014: £13.5m).

At 30 June 2015 the Group had £9.0m (2014: £8.9m) of unclaimed capital allowances. These have not been recognised as the Board cannot prudently estimate that these will be utilised in the forthcoming period. The amount of the unprovided deferred tax asset is calculated as £1.8m (2014: £1.9m).

At 30 June 2015 the Group had capital losses carried forward of £4.7m (2014: £4.7m). These have not been recognised as the Board cannot prudently estimate that these will be utilised in the forthcoming period. The amount of the unprovided deferred tax asset is calculated as £0.9m (2014: £1.0m).

for the year ended 30 June 2015 *(continued)*

8 Intangible assets

	Players' registrations £000
Cost	
1 July 2013	2,417
Additions	773
Disposals	(1,101)
30 June 2014	2,089
Additions	340
Disposals	(890)
30 June 2015	**1,539**
Amortisation	
1 July 2013	1,268
Charge for the year	952
Disposals	(1,023)
30 June 2014	1,197
Charge for the year	586
Disposals	(841)
30 June 2015	**942**
Net book value	
30 June 2014	892
30 June 2015	**597**

Included in the net book value of players' registrations are three registrations at net book values at 30 June 2015 of £195,000, £189,000 and £93,000 (2013: three at £287,000, £250,000 and £120,000). The respective remaining useful lives of these registrations are one year, two years and one year respectively. One of these players was acquired during the year ended 30 June 2013 with the others being acquired in the year ended 30 June 2014.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

9 Property, plant and equipment

	Long leasehold premises £000	Fixtures and fittings £000	Pitch renovation £000	Motor vehicles £000	Total £000
Cost					
1 July 2013	17,629	3,689	–	42	21,360
Additions	–	78	102	–	180
30 June 2014	17,629	3,767	102	42	21,540
Additions	–	256	51	–	307
30 June 2015	**17,629**	**4,023**	**153**	**42**	**21,847**
Accumulated depreciation					
1 July 2013	3,550	3,425	–	42	7,017
Charge for the year	176	60	–	–	236
30 June 2014	3,726	3,485	–	42	7,253
Charge for the year	176	64	153	–	393
30 June 2015	**3,902**	**3,549**	**153**	**42**	**7,646**
Net book value					
30 June 2014	13,903	282	102	–	14,287
30 June 2015	**13,727**	**474**	–	–	**14,201**

Included in amounts classified as long leasehold premises are the costs associated with the building of a football stadium at Senegal Fields.

10 Inventories

	30 June 2015 £000	*30 June 2014 £000*
Goods for resale	**196**	144

Goods for resale include an amount of £184,000 (2014: £133,000) carried at fair value less costs to sell. The amount of inventories recognised as an expense during the year was £506,000 (2014: £479,000).

11 Trade and other receivables

	30 June 2015 £000	*30 June 2014 £000*
Current:		
Trade receivables	**375**	753
Prepayments and accrued income	**719**	671
	1,094	1,424

for the year ended 30 June 2015 *(continued)*

11 Trade and other receivables *(continued)*

All amounts shown under trade receivables fall due for payment within one year.

In the directors' opinion the carrying value of trade and other receivables are stated at their fair value, after deduction of appropriate allowances for irrecoverable amounts, as these assets are not interest bearing and receipts occur over a short period. They are therefore subject to an insignificant risk of changes in value. All trade and other receivables that are neither past due nor impaired are considered recoverable.

At 30 June 2015 trade receivables of £60,000 (2014: £87,000) were past due but not impaired. They relate to customers with no default history. The ageing analysis of these receivables is as follows:

	30 June 2015 £'000	*30 June 2014 £'000*
Up to 3 months	**–**	–
3 to 6 months	**60**	87
	60	87

12 Trade and other payables

	30 June 2015 £000	*30 June 2014 £000*
Current:		
Trade and other payables	**895**	1,248
Taxation and social security	**625**	709
Amount due to parent company	**-**	2,785
Accruals	**921**	180
	2,441	4,922
Deferred income	**1,671**	1,782
	4,112	6,704
Non-current:		
Trade and other payables	**214**	147
Accruals	**571**	506
	785	653
Deferred income	**2,767**	2,912
	3,552	3,565

The amount due to the parent company is unsecured, interest free and repayable on demand.

Included within deferred income is:

- an amount of £1,537,000 (2014: £1,638,000) relating to amounts received in advance, in respect of season tickets, executive boxes and sponsorship relating to the following year.
- unamortised grants totalling £2,286,000 (2014: £2,368,000) received in respect of the long leasehold premises and other fixtures and fittings.
- unamortised proceeds of £625,000 (2014: £687,000) from the sale of the Training Ground in excess of market value which are being amortised on a straight line basis over 20 years to 2025.

In the directors' opinion the carrying values of trade and other payables are stated at their fair value as they are not interest bearing and payments occur over a short period. They are therefore subject to an insignificant risk of changes in value. All trade and other payables are considered to be payable within 60 days, with the exception of those described as non-current which are payable in more than one year. The fair values of these non-current payables are not considered to be materially different from their carrying values.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

13 Financial liabilities

	30 June 2015 £000	*30 June 2014 £000*
Non-current:		
Non-convertible loan notes	**20,525**	20,525
Interest accrued on loan notes	**226**	7,038
	20,751	27,563

All financial liabilities are classified as financial liabilities at amortised cost.

£20,000,000 of the loan notes are secured by a fixed and floating charge over the current and future assets of the Group. The remaining £525,000 of loan notes are unsecured.

Further details in repect of the loan note instruments are provided in note 16.

At 30 June 2015 financial liabilities were due as follows:

	30 June 2015 £000	*30 June 2014 £000*
Amount payable		
– after one year but within two years	**525**	20,525
– after two years but within five years	**20,000**	-
	20,525	20,525

On 26 June 2015 the repayment date for the £20,000,000 loan note facility was extended to 1 July 2017. After the balance sheet date, on 20 November 2015, the repayment date for the remaining loan note facilities were also extended to 1 July 2017.

14 Share capital

	30 June 2015 Number	*30 June 2014 Number*
Allotted, called up and fully paid		
Ordinary shares of £10 each	**1,390,523**	1,390,523
B ordinary shares of £1 each	**12,375,000**	-
Deferred shares of 0.09p each	**2,592,087,167**	2,592,087,167
	2,605,852,690	2,593,477,690

	£000	*£000*
Allotted, called up and fully paid		
Ordinary shares of £10 each	**13,905**	13,905
B ordinary shares of £1 each	**12,375**	-
Deferred shares of 0.09p each	**2,333**	2,333
	28,613	16,238

B ordinary shares
During the year the Company issued 12,375,000 new B ordinary shares of £1 each, at par, in exchange for £9,590,000 in cash and the settlement of a £2,785,000 short term loan provided by the parent company.

The B ordinary shares are non-voting and carry no entitlement to receive any dividends, but rank above the ordinary and deferred shares on a return of assets on liquidation. They are also redeemable at the option of the Company.

Deferred shares
The rights attaching to the deferred shares render them effectively valueless. The deferred shares do not carry any voting rights or rights to payment of a dividend. On a winding up of the Company or on a return of capital the deferred shares entitle the shareholders only to the repayment of the amounts paid up on those shares after the repayment of the capital paid up on the ordinary shares and the payment of £100,000 on each ordinary share. The deferred shares are non redeemable.

Warrants
At 30 June 2015 there were 30,683 (2014: 30,683) share warrants in issue which are exercisable, at any time, at a price of £40 each.

Accrued interest
At 30 June 2014, accrued interest of £512,000 which arose on convertible loan notes which were repaid in 2012 was potentially convertible into 12,800 ordinary shares of £10 each. This interest was waived in June 2015.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

15 Financial commitments and contingent assets/liabilities

a) Non-cancellable operating leases

The total value of minimum lease payments in respect of property leases are due as follows:-

	Land and buildings	
	30 June 2015	*30 June 2014*
	£000	*£000*
Not later than one year	**237**	237
Later than one year but not later than five years	**1,047**	1,047
Later than five years	**7,914**	8,151
	9,198	9,435

b) Pensions

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 Club is unable to identify its share of the assets and liabilities of the Scheme and therefore accounts for its contributions as if they were paid to a defined contribution scheme.

The last actuarial valuation was carried out at 31 August 2014 where the total deficit on the on-going valuation basis was £21.8 million. The key assumptions used to calculate the deficit at the 31 August 2014 actuarial valuation are:

Discount Rate	5.4% p.a. for the 1st 7 years, 4.4% p.a. for the following 10 years and 3.4% p.a. thereafter.
RPI inflation:	3.2% p.a.
Pension Increases:	3.0% p.a. for benefits accrued prior to 6 April 1997, and 3.7% p.a. for benefits accrued after 6 April 1997.
Mortality (pre-retirement):	None
Mortality (post-retirement):	SAPS CMI_2013 2.0%

The accrual of benefits ceased within the Scheme on 31 August 1999, therefore there are no contributions relating to current accrual. The Club pays monthly contributions based on a notional split of the total expenses and deficit contributions of the Scheme.

The results of this actuarial valuation were rolled forward to 30 June 2015 when the Club's notional share of the deficit, calculated using the actuarial valuation assumptions, was £255,000 (2014: £276,000). This resulted in a charge of £94,000 (2014: £Nil) being made to profit and loss in the current year.

The Club currently has 1 employee who is a member of the scheme (2014: 1) and pays total contributions of £41,109 p.a. which increases at 5.0% p.a. Based on the actuarial valuation assumptions detailed above, these contributions will be sufficient to pay off the Club's share of the deficit by 31 August 2022.

Certain other employees of the Group, except for football players who are responsible for their own pension arrangements, are eligible to be members of defined contribution schemes. The assets of any schemes are held in funds separate from the Group.

c) Transfer fees payable/receivable

Under the terms of certain contracts with other football clubs in respect of player transfers, additional amounts would be receivable/payable by the Group if conditions as to future team selection are met. The maximum that could be receivable is £75,000 (2014: £100,000). The maximum that could be payable is £112,500 (2014: £250,000). These amounts have not been provided for in the financial statements. These amounts do not include various payments or receipts that are determinable only on circumstances which are distant or outside the direct control of the parties to the contract and the player in question.

16 Nature and extent of financial instruments

The Group's financial instruments include the following:

- trade and other receivables
- trade and other payables
- cash and cash equivalents
- accruals
- non-convertible loan notes

Categories of Financial Instruments

	30 June 2015 £000	*30 June 2014 £000*
Classification of financial assets:		
Trade receivables	**375**	753
Cash and cash equivalents	**618**	559
Total financial assets classified as loans and receivables at amortised cost	**993**	1,312
Classification of financial liabilities:		
Trade and other payables	**1,109**	1,395
Amount due to parent company	**–**	2,785
Accruals (including accrued interest on loan notes)	**1,718**	7,724
Amounts relating to non-convertible loan notes	**20,525**	20,525
Total financial liabilities measured at amortised cost	**23,352**	32,429

Financial Instruments – Risk Management

The Group is exposed through its operations to the following financial risks:

- Credit risk
- Interest rate risk
- Liquidity risk

The Group does not trade in financial instruments or carry out derivative transactions. There is no foreign currency exposure.

Credit risk

Maximum exposure to credit risk arises principally from the Group's trade and other receivables and cash at bank and cash equivalent.

It is the risk that the counterparty fails to discharge their obligations and could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date.

The Group manages this risk by using a reputable bank and requesting references from customers that are previously unknown to the Group.

The Group does not consider that it has any significant risk due to the profile of its customers.

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group considers the interest rates available when deciding where to place cash balances. The Group has no material exposure to interest rate risk as cash is held only on short-term deposit and the interest on all borrowings is fixed over the facility term.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

16 Nature and extent of financial instruments *(continued)*

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and repayments of its liabilities. It is the risk that the Group will encounter difficulties in meeting obligations associated with financial liabilities.

The Group's policy is to monitor and update cash flow forecasts on at least a weekly basis, to ensure that it will have sufficient cash available to it to allow it to meet its liabilities when they become due. Should a future cash shortfall be identified, the directors will explore the options available to the Group to raise the necessary funds. The Group had, at the year end, no undrawn loan facilities available but, as detailed in note 1, continues to receive financial support from its parent company.

The maturity analysis of financial liabilities is shown in note 13.

Interest bearing financial assets

Financial assets from time to time include sterling balances on deposit which may be withdrawn on demand. Interest is earned on cleared balances at market rate as and when monetary deposits are made. At 30 June 2015 the Group had no amounts (2014: £Nil) on deposit.

Non-convertible loan notes

Non-convertible loan notes at 30 June 2015 and 30 June 2014 comprised the following:

- A £525,000 facility carrying interest at 12% p.a. calculated daily and consolidated quarterly. This facility was fully drawn down at 30 June 2015 and 2014. It is available to the Company until 1 July 2017 following a term extension after the balance sheet date.

- A £20,000,000 facility carrying interest at 12% p.a. calculated daily and consolidated quarterly. At 30 June 2015 £20,000,000 (2014: £20,000,000) of this facility had been drawn down. It is available to the Company until 1 July 2017 following a term extension in the year.

At the option of the Company the interest on all non-convertible loan notes may be settled by the issue of PIK notes which have the same terms as the loan notes to which they relate and carry the same interest terms.

The £20,000,000 facility is provided by CHV, the Company's immediate controlling party. During the year, CHV agreed to suspend the payment of interest on the facility until 30 June 2016, with effect from 1 January 2015. CHV also agreed to waive all interest accrued but not paid under this facility, which amounted to £8,449,000. This has been accounted for as a capital contribution from the Company's shareholders and credited directly to the retained deficit reserve.

Fair values

The fair value of the financial assets and liabilities at 30 June 2015 and 30 June 2014 are not considered to be materially different from their book values.

Capital disclosures

The Group's key management personnel define capital as the Group's cash holding of £618,000 (2014: £559,000); loan notes and accrued interest of £20,751,000 (2014: £27,563,000); the working capital amount owed to the parent company of £Nil (2014: £2,785,000) and equity share capital and premium of £43,765,000 (2014: £31,390,000).

The Group's objective when managing capital is to safeguard the entity's ability to continue as a going concern, so that it can begin to provide returns for shareholders and benefits for other stakeholders.

In order to maintain or adjust the capital structure the Group may seek to sell assets or issue equity instruments to reduce debt.

17 Related party transactions

John G Berylson (Non-Executive Chairman) and Demos Kouvaris (Non-Executive Director) are respectively Chairman, Chief Operating Officer and Chief Financial Officer of CHV, the Company's immediate controlling party. CHV has advanced the following line of credit to the Company:

- A £20,000,000 non-convertible loan note facility carrying interest at 12% p.a. calculated daily and consolidated quarterly. At 30 June 2015 £20,000,000 (2014: £20,000,000) of this facility had been drawn down.

- An interest free working capital facility which is repayable on demand. At 30 June 2015 no amounts (2014: £2,785,000) had been drawn down against this facility.

During the year, interest totalling £1,627,000 (2014: £2,681,000) accrued under facilities provided by CHV until, as described in note 16, it was suspended with effect from 1 January 2015. As also described in note 16, on 26 June 2015 the total accrued interest of £8,449,000 was then waived. At 30 June 2014 £6,898,000 of accrued interest had remained unpaid.

During the year ended 30 June 2012, Messrs. C Gonticas (Non-Executive Director), T Keyse (Non-Executive Director) and J Press, spouse of R Press (Non-Executive Director), subscribed for £300,000 of non-convertible loan notes which carry interest at 12% p.a. At 30 June 2015, the balance drawn under this facility was £300,000 (2014: £300,000). During the year, interest totalling £51,000 (2014: £45,000) accrued under these facilities. Total accrued interest of £161,000 (2014: £110,000) remains unpaid at the balance sheet date.

During the year ended 30 June 2013, Messrs. C Gonticas (Non-Executive Director), T Keyse (Non-Executive Director), J Press, spouse of R Press (Non-Executive Director), and C M Caferro, son-in-law of R Press subscribed for £225,000 of non-convertible loan notes which carry interest at 12% p.a. At 30 June 2015, the balance drawn under this facility was £225,000 (2014: £225,000). During the year, interest totalling £32,000 (2014: £28,000) accrued under these facilities. Total accrued interest of £65,000 (2014: £33,000) remains unpaid at the balance sheet date.

18 Accounting estimates and judgements

Critical accounting judgements in applying the Group's policies

The preparation of financial statements under IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

Certain critical accounting judgements made in applying the Group's accounting policies are described below:

Acquired players' registrations

In assessing whether the registration of any individual player requires reclassification to "Assets held for sale" and, if so, whether any impairment charge is required, the directors will apply the accounting policy detailed in note 1.

Useful lives of intangible assets

Intangible assets are amortised over the length of the players' contract which is deemed to be their useful lives and management's estimates as to their continuing usefulness to the football side.

Useful lives of property, plant and equipment

Property, plant and equipment are amortised or depreciated over their useful lives. Useful lives are based on management estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

19 Reserves

Reserve	Description and purpose
Share capital	Amount subscribed for ordinary and deferred share capital at nominal value.
Share premium	Amount subscribed for ordinary and deferred share capital in excess of nominal value.
Equity proportion of convertible loan notes	The residual equity element of convertible loan note instruments after deducting all liability components.
Capital reserve	Amount arising on cancellation of deferred shares and share premiums in prior years.
Retained deficit	Cumulative net gains and losses recognised in the consolidated statement of comprehensive income.

20 Subsequent events

Since the balance sheet date CHV has subscribed for a further 2.6 million new B ordinary shares of £1 each in the Company at par.

21 Ultimate controlling party

The Company is under the control of Chestnut Hill Ventures LLC, a company which is incorporated in the USA. Chestnut Hill Ventures LLC is ultimately controlled jointly by John G Berylson and Richard A Smith, as Trustee of the Phillip Smith dec'd Will Trust.

Company Balance Sheet

as at 30 June 2015

Company number: 2355508

	Notes	***30 June 2015 £000***	*30 June 2014 £000*
Fixed assets			
Investments	v	**9,116**	9,850
Current assets			
Debtors	vi	**22**	22
Cash at bank and in hand		**-**	-
		22	22
Creditors: Amounts falling due within one year	vii	**(94)**	(2,835)
Net current liabilities		**(72)**	(2,813)
Total assets less current liabilities		**9,044**	7,037
Creditors: Amounts falling due after more than one year	viii	**(20,751)**	(27,563)
Net liabilities		**(11,709)**	(20,526)
Capital and reserves			
Called up share capital	ix	**28,613**	16,238
Share premium account	x	**15,152**	15,152
Capital reserve	x	**21,416**	21,416
Retained deficit	x	**(76,890)**	(73,332)
Shareholders' funds (in deficit)	xi	**(11,709)**	(20,526)

The accounts on pages 33 to 39 were approved by the Board of Directors and authorised for issue on 20 November 2015.

A Ambler
Director

The accompanying notes form an integral part of this Balance Sheet.

Notes to the Accounts

for the year ended 30 June 2015

i Accounting policies

Basis of accounting

The separate financial statements of the Company are presented as required by the Companies Act 2006. They have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards and law. The principal accounting policies are summarised below.

Going concern

At 30 June 2015, the Company had net liabilities of £11.7 million and net current liabilities of £0.1 million.

The directors continually monitor the financial position of the group headed by the Company and have prepared the financial statements on a going concern basis, having had regard to:

- detailed cash flow projections prepared to 30 June 2016 and expected cash flow forecasts for the year thereafter, including the effect of player trading; and
- the continuing provision of facilities to the Company from Chestnut Hill Ventures LLC ("CHV"), a company controlled by the Chairman, John G Berylson. The repayment date on the existing £20 million loan facility was extended during the year to 1 July 2017. Since the year end CHV has subscribed for 2.6 million B ordinary shares of £1 each raising £2.6 million to improve cash resources. CHV has also undertaken to provide the Company with further support, if necessary, for at least the next 12 months.

While there will always remain inherent uncertainty, the directors remain confident that they will be able to manage the Company's finances and operations so as to achieve the forecasted cash flows and, with the continued support of CHV, consider that it is appropriate to draw up the financial statements on a going concern basis.

The financial statements do not include any adjustments that would result if the going concern basis of preparation were to become no longer appropriate.

Investments

Fixed asset investments are shown at cost less provision for impairment.

Taxation

Corporation tax payable is provided on taxable profits at the rates that are enacted or substantively enacted at the balance sheet date.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the Company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Financial instruments

Financial instruments are initially and subsequently recognised at cost.

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

ii Parent company loss

The Company has taken advantage of the exemption in the Companies Act 2006 S408 not to present its own profit and loss account. A loss of £12,007,000 (2014: £11,736,000) of the consolidated loss for the year attributable to the shareholders of Millwall Holdings PLC has been dealt with in the accounts of the Company.

iii Employees

The average number of employees of the Company during the year, including directors, was 7 (2014: 7). There were no employment costs borne by the Company in the current or prior year.

iv Loss for the year

The Company's loss for the year is stated after charging:

	Year ended 30 June 2015 £000	*Year ended 30 June 2014 £000*
Auditors' remuneration for the audit of Company financial statements	**5**	5
Directors' emoluments – paid by subsidiaries	**136**	155

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

v Investments

	Shares in subsidiary undertakings £000	*Loan to subsidiary undertakings £000*	*Total £000*
Cost			
1 July 2014	400	74,066	74,466
Additions	–	9,697	9,697
30 June 2015	**400**	**83,763**	**84,163**
Amounts provided for			
1 July 2014	–	64,616	64,616
Provided in year	–	10,431	10,431
30 June 2015	**–**	**75,047**	**75,047**
Net book value			
30 June 2015	**400**	**8,716**	**9,116**
30 June 2014	400	9,450	9,850

At 30 June 2015, the Company's subsidiaries, which are incorporated, registered and operate in England and Wales, were The Millwall Football and Athletic Company (1985) PLC, a football club, and Millwall Properties Limited, a property development company. The Company owns 100% of the issued share capital and the voting rights of each of these companies.

All investments are unlisted. In the opinion of the directors, the aggregate value of the Company's investment in subsidiary undertakings is not less than the amount included in the balance sheet, taking into account underlying goodwill and the value of players' registrations.

vi Debtors

	30 June 2015 £000	*30 June 2014 £000*
VAT recoverable	**21**	–
Prepayments and accrued income	**1**	22
	22	22

All amounts shown under debtors in respect of the current year fall due for payment within one year.

vii Creditors: Amounts falling due within one year

	30 June 2015 £000	*30 June 2014 £000*
Other creditors	**7**	7
Amount due to parent company	**–**	2,785
Accruals and deferred income	**87**	43
	94	2,835

The amount due to the parent company was unsecured, interest free and repayable on demand. It was settled during the year through the issue of new B ordinary shares of £1 each (see note ix).

viii Creditors: Amounts falling due after more than one year

	30 June 2015 £000	*30 June 2014 £000*
Non-convertible loan notes	**20,525**	20,525
Interest accrued on loan notes	**226**	7,038
	20,751	27,563

£20,000,000 of the loan notes are secured by a fixed and floating charge over the current and future assets of the group headed by the Company.

Non-convertible loan notes at 30 June 2015 and 30 June 2014 comprised the following:

- A £525,000 facility carrying interest at 12% p.a. calculated daily and consolidated quarterly. This facility was fully drawn down at 30 June 2015 and 2014. It is available to the Company until 1 July 2017 following a term extension after the balance sheet date.
- A £20,000,000 facility carrying interest at 12% p.a. calculated daily and consolidated quarterly. At 30 June 2015 £20,000,000 (2014: £20,000,000) of this facility had been drawn down. It is available to the Company until 1 July 2017 following a term extension in the year.

At the option of the Company the interest on all non-convertible loan notes may be settled by the issue of PIK notes which have the same terms as the loan notes to which they relate and carry the same interest terms.

The £20,000,000 facility is provided by CHV, the Company's immediate controlling party. During the year CHV agreed to suspend the payment of interest on the facility until 30 June 2016, with effect from 1 January 2015. CHV also agreed to waive all interest accrued but not paid under this facility, which amounted to £8,449,000. This has been accounted for as a capital contribution from the Company's shareholders and credited directly to the retained deficit reserve.

At 30 June 2015 financial liabilities were due as follows:

	30 June 2015 £000	*30 June 2014 £000*
Amount payable		
– after one year but within two years	**525**	20,525
– after two years but within five years	**20,000**	-
	20,525	20,525

Notes to the Accounts

for the year ended 30 June 2015 *(continued)*

ix Share capital

	30 June 2015 Number	*30 June 2014 Number*
Allotted, called up and fully paid		
Ordinary shares of £10 each	**1,390,523**	1,390,523
B ordinary shares of £1 each	**12,375,000**	–
Deferred shares of 0.09p each	**2,592,087,167**	2,592,087,167
	2,605,852,690	2,593,477,690

	£000	*£000*
Allotted, called up and fully paid		
Ordinary shares of £10 each	**13,905**	13,905
B ordinary shares of £1 each	**12,375**	–
Deferred shares of 0.09p each	**2,333**	2,333
	28,613	16,238

B ordinary shares
During the year the Company issued 12,375,000 new B ordinary shares of £1 each, at par, in exchange for £9,590,000 in cash and the settlement of a £2,785,000 short term loan provided by the parent company.

The B ordinary shares are non-voting and carry no entitlement to receive any dividends, but rank above the ordinary and deferred shares on a return of assets on liquidation. They are also redeemable at the option of the Company.

Deferred shares
The rights attaching to the deferred shares render them effectively valueless. The deferred shares do not carry any voting rights or rights to payment of a dividend. On a winding up of the Company or on a return of capital the deferred shares entitle the shareholders only to the repayment of the amounts paid up on those shares after the repayment of the capital paid up on the ordinary shares and the payment of £100,000 on each ordinary share. The deferred shares are non redeemable.

Warrants
At 30 June 2015 there were 30,683 (2014: 30,683) share warrants in issue which are exercisable, at any time, at a price of £40 each.

Accrued interest
At 30 June 2014 accrued interest of £512,000 arising on convertible loan notes which were repaid in 2012 was potentially convertible into 12,800 ordinary shares of £10 each. This interest was waived in June 2015.

x Reserves

	Ordinary shares of £10 each £000	*B ordinary shares of £1 each £000*	*Deferred shares of 0.09p each £000*	*Share premium account £000*	*Capital reserve £000*	*Retained deficit £000*
1 July 2014	13,905	–	2,333	15,152	21,416	(73,332)
B ordinary shares issued in year	–	12,375	–	–	–	–
Interest waived by CHV (note viii)	–	–	–	–	–	8,449
Loss for the year	–	–	–	–	–	(12,007)
30 June 2015	**13,905**	**12,375**	**2,333**	**15,152**	**21,416**	**(76,890)**

for the year ended 30 June 2015 *(continued)*

xi Reconciliation of movements in shareholders' funds (in deficit)

	Year ended 30 June 2015 £000	*Year ended 30 June 2014 £000*
Brought forward	**(20,526)**	(8,790)
B ordinary £1 shares issued	**12,375**	–
Interest waived by CHV (note viii)	**8,449**	–
Loss for the year	**(12,007)**	(11,736)
Carried forward	**(11,709)**	(20,526)

xii Related party transactions

The Company has taken advantage of the exemption in Financial Reporting Standard No 8 "Related Party Disclosures" not to disclose transactions with wholly owned group undertakings.

John G Berylson (Non-Executive Chairman) and Demos Kouvaris (Non-Executive Director) are respectively Chairman, Chief Operating Officer and Chief Financial Officer of CHV, the Company's immediate controlling party. CHV has advanced the following line of credit to the Company:

- A £20,000,000 non-convertible loan note facility carrying interest at 12% p.a. calculated daily and consolidated quarterly. At 30 June 2015 £20,000,000 (2014: £20,000,000) of this facility had been drawn down.
- An interest free working capital facility which is repayable on demand. At 30 June 2015 no amounts (2014: £2,785,000) had been drawn down against this facility.

During the year, interest totalling £1,627,000 (2014: £2,681,000) accrued under facilities provided by CHV until, as described in note viii, it was suspended with effect from 1 January 2015. As disclosed in note viii, on 26 June 2015 the total accrued interest of £8,449,000 was then waived. At 30 June 2014 £6,898,000 of accrued interest had remained unpaid.

During the year ended 30 June 2012, Messrs. C Gonticas (Non-Executive Director), T Keyse (Non-Executive Director) and J Press, spouse of R Press (Non-Executive Director), subscribed for £300,000 of non-convertible loan notes which carry interest at 12% p.a. At 30 June 2015, the balance drawn under this facility was £300,000 (2014: £300,000). During the year, interest totalling £45,000 (2014: £45,000) accrued under these facilities. Total accrued interest of £110,000 (2014: £110,000) remains unpaid at the balance sheet date.

During the year ended 30 June 2013, Messrs. C Gonticas (Non-Executive Director), T Keyse (Non-Executive Director), J Press, spouse of R Press (Non-Executive Director), and C M Caferro, son-in-law of R Press subscribed for £225,000 of non-convertible loan notes which carry interest at 12% p.a. At 30 June 2015, the balance drawn under this facility was £225,000 (2014: £225,000). During the year, interest totalling £28,000 (2014: £28,000) accrued under these facilities. Total accrued interest of £33,000 (2014: £33,000) remains unpaid at the balance sheet date.

xiii Subsequent events

Since the balance sheet date CHV has subscribed for a further 2.6 million new B ordinary shares of £1 each in the Company at par.

xiv Ultimate controlling party

The Company is under the control of Chestnut Hill Ventures LLC, a company which is incorporated in the USA. Chestnut Hill Ventures LLC is ultimately controlled jointly by John G Berylson and Richard A Smith, as Trustee of the Phillip Smith dec'd Will Trust.

Millwall Holdings PLC

(Registered no. 02355508)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 annual general meeting of Millwall Holdings PLC **(Company)** will be held at The Den, Zampa Road, London, SE16 3LN at 11.00 a.m. on 18 December 2015 to consider, and if thought fit pass, the resolutions below. Resolutions 1,2,3,4,5,6,8 and 10 will be proposed as ordinary resolutions and resolutions 7 and 9 as special resolutions.

1. To receive the audited accounts of the Company for the year ended 30 June 2015 and the reports of the directors and auditors thereon.
2. To re-elect Andrew Ambler who retires by rotation, as a director.
3. To re-elect Constantine Gonticas who retires by rotation, as a director.
4. To re-appoint BDO LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the directors to fix their remuneration.
5. That the Articles of the Company be amended as follows:

(a) in article 2.1, by including a new definition as follows:
"*B Share means a B ordinary share of £1 in the capital of the Company;*";

(b) in article 3.2, after the words "*The Company's authorised share capital at the date of adoption of these Articles is divided into*", by replacing the words "*Ordinary Shares and Deferred Shares*" with the words "*Ordinary Shares, B Shares and Deferred Shares*";

(c) in article 4, after the words "*DEFERRED SHARES*" in the heading of the article, by adding the words "*AND B SHARES*";

(d) by replacing the current wording of article 4.1.3 with the words "*on a return of assets on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied in the order set out in article 4.2.1*"; and

(e) by the addition, after article 4.1, of new article 4.2 as follows:

"*4.2 The special rights and restrictions attaching to the B Shares shall be as follows:*

4.2.1 on a return of assets on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied in the following order:

(a) first in paying to the holders of the B Shares a sum equal to the nominal amount paid up or credited as paid up on each B Share held by them plus £0.20 for each B Share held by them;

(b) second in paying to the holders of the Ordinary Shares a sum equal to the nominal amount paid up or credited as paid up on each Ordinary Share held by them plus £100,000 for each Ordinary Share held by them;

(c) third in paying to the holders of the Deferred Shares a sum equal to the nominal amount paid up or credited as paid up on each Deferred Share held by them; and

(d) the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary Shares, pro rata (as nearly as may be) according to the nominal amounts paid up or credited as paid up on the Ordinary Shares held by them respectively;

4.2.2 the holders of the B Shares shall not be entitled to receive any dividends;

4.2.3 the B Shares shall not entitle the holders thereof to receive notice of or to attend general and other meetings of the Company unless the business of the meeting is or includes the consideration of a resolution for the winding up of the Company or a resolution modifying, altering or abrogating any of the rights, privileges, limitations or restrictions attached to the B Shares in which case the holders of the B Shares shall be entitled to vote only such resolution and shall have one vote for each B Share held;

4.2.4 the B Shares may be redeemed at the option of the Company. Upon any redemption of B Shares, the Company shall pay to each registered holder (or in the case of joint holders, the holder whose name stands first in the register of members of the Company) of the B Shares which are to be redeemed a sum equal to the nominal amount paid up or credited as paid up on each B Share plus £0.20 for each B Share. Upon receipt of that amount the holder shall deliver to the Company for cancellation the certificate(s) for those B Shares or an indemnity in a form reasonably satisfactory to the Company in respect of any missing share certificate. In the case of a redemption of less than all of the B Shares for the time being in issue, the Company shall redeem the same proportion (as nearly as possible) of each holder's registered holding of B Shares, any fractions otherwise arising to be determined (in the absence of agreement between such holders) by lot supervised by the Board. The Company shall only redeem such of the B Shares as is permitted by the Act. If any holder of B Shares which are liable to be redeemed fails to deliver to the Company the documents referred to above, the Company shall retain the redemption monies on trust for that holder (without obligation to invest or earn or pay interest in respect of the same) until it receives those documents. The Company shall then pay the redemption monies to the relevant holder upon receipt of those documents."

6. That the authorised share capital of the Company be and is hereby increased from £41,238,108.4503 to £46,238,108.4503, of which the maximum number of shares that can be issued as B ordinary shares of £1 each is 30,000,000.
7. That, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot ordinary shares (or grant rights to subscribe for or to convert any security into shares) up to an aggregate nominal amount of £2,000,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted (or any such rights to be granted), and the directors of the Company may allot shares or grant any such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 save for the authority granted pursuant to resolution 9 below, which shall have full force and effect in addition to this authority.
8. That, subject to the passing of resolution 7, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be given the general power to allot equity securities (as defined in section 560 of that Act) pursuant to the authority conferred by that resolution 7, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
   a) be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000; and
   b) expire at the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date),

Millwall Holdings PLC

(Registered no. 02355508)

NOTICE OF ANNUAL GENERAL MEETING (continued)

save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

9. That, in accordance with section 551 of the Companies Act 2006, and in addition to the authority granted pursuant to resolution 7 above, the directors of the Company be generally and unconditionally authorised to allot B ordinary shares of £1 each ("B Shares") (or grant rights to subscribe for or to convert any security into B Shares) up to an aggregate nominal amount of £15,025,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 18 December 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require B Shares to be allotted (or any such rights to be granted), and the directors of the Company may allot B Shares or grant any such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 save for the authority granted pursuant to resolution 7 above, which shall have full force and effect in addition to this authority.
10. That, subject to the passing of resolution 9, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be given the general power to allot equity securities (as defined in section 560 of that Act) pursuant to the authority conferred by that resolution 9, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
    a) be limited to the allotment of equity securities up to an aggregate nominal amount of £15,025,000; and
    b) expire on 18 December 2020 (unless renewed, varied or revoked by the Company prior to or on that date),

    save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board
T. Simmons
Secretary

Registered Office:
The Den,
Zampa Road,
London SE16 3LN
20 November 2015

Notes

(1) A holder of ordinary shares entitled to attend, speak and vote at the meeting may appoint a proxy to exercise all or any of his rights to attend, speak and vote instead of him. A proxy can only be appointed using the procedures set out in these notes and the notes to the form of proxy. A proxy need not be a member of the Company but must attend at the meeting to represent the member appointing him.

(2) A holder of ordinary shares may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. More than one proxy may not be appointed to exercise rights attached to any one share.

(3) A proxy form is enclosed. To be valid, the completed proxy form and the authority, if any, under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time fixed for the meeting. If you would prefer you may put your proxy form inside an envelope and write the Computershare address shown above onto the face of the envelope. Either method of returning your proxy form requires appropriate postage to be affixed.

(4) Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.

(5) Completion and return of the proxy form will not preclude members entitled to attend, speak and vote at the meeting (or at any adjournment of the meeting) from doing so in person if they so wish.

(6) In the case of joint holders, the signature of any holder will be sufficient but the names of the joint holders should be stated. In the event of more than one joint holder voting in person or by proxy, the vote of the senior holder who enters a vote, by proxy or in person shall be accepted to the exclusion of the votes of the other joint holders, seniority being determined by the order in which their names stand in the register of members.

(7) In the case of a corporation, the proxy must be under the common seal or signed on its behalf by a duly authorised officer of the corporation.

(8) Each holder of ordinary shares present in person or by proxy shall have one vote on a show of hands and, on a poll, one vote for each such ordinary share held.

(9) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, holders of ordinary shares will be entitled to attend, speak and vote at the meeting only if they are entered in the register of members of the Company at close of business on the day which is two days before the day of the meeting or any adjournment thereof. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

(10) Holders of deferred shares are not entitled to receive this Notice or to vote upon the resolutions proposed at the meeting.

(11) Please note that communications regarding the matters set out in this Notice will not be accepted in electronic form.

The following explanatory notes should be read in conjunction with the Notice of annual general meeting

Resolutions Explanatory Notes

EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS SET OUT IN THE NOTICE

Resolution 1 - Report and Accounts
The directors will present their report and the audited accounts for the year ended 30 June 2015.

Resolutions 2 and 3 – Re-election of Andrew Ambler and Constantine Gonticas as directors
Under the Company's Articles of Association, Andrew Ambler and Constantine Gonticas retire by rotation, and being eligible offer themselves for re-election.

Resolution 4 - Appointment and remuneration of auditors
The Company is required to appoint auditors to hold office until the next meeting at which the accounts are laid before it. It is proposed to re-appoint BDO LLP and to authorise the directors to fix their remuneration.

Resolution 5 - Changes to Articles of Association
This resolution makes changes to the Articles of Association to reflect the creation of B ordinary shares which was authorised at the 2013 AGM held on 3 December 2013. It merely incorporates into the Articles of Association the rights attaching to the B ordinary shares that were then approved.

Resolution 6 and 9- Increase in Authorised Share Capital and authority to issue Ordinary B Shares
When the B ordinary shares were created at the 2013 AGM held on 3 December 2013 it was intended that the issue of B ordinary shares would provide a means of, from time to time, raising new cash equity investment to ensure that the Company complied with regulations introduced by The Football League. Currently the Company is bound to comply with the Salary Cost Management Protocol (the Regulations) of the Football League which will continue to require the Company to issue equity shares should its player salary costs exceed a set proportion of the Company's Revenue. If the Company does not comply with these Regulations then the Company's subsidiary The Millwall Football & Athletic Company (1985) plc would be subject to player registration restrictions. Since 2013, in accordance with the authority approved by shareholders, the Company has issued B ordinary shares with an aggregate nominal value of £14,975,000. To ensure the Company has sufficient capacity to issue equity to continue to comply with the Regulations, the directors propose in Resolution 6 that the Authorised Share Capital be increased by £5,000,000, giving a maximum number of B ordinary shares that may be issued of 30,000,000 and in Resolution 9 that they be authorisied to issue a futher 15,025,000 B ordinary shares, such authority to expire 5 years from the passing of the Resolution.

Resolution 7 - Section 551 authority
This resolution authorises the directors to allot and issue ordinary shares in the Company up to a nominal value of £2,000,000.

Resolution 8 - Section 570 authority
This resolution authorises the directors to allot and issue ordinary shares in the Company on a non-pre-emptive basis up to a nominal value of £2,000,000.

Resolution 10 - Authority to issue shares
This resolution is to enable the directors to issue up to 15,025,000 of B ordinary shares without first having to offer them to the holders of ordinary shares in accordance with the statutory pre-emption rights contained in the Companies Act 2006.

Millwall Holdings PLC

(Registered no. 02355508)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Millwall Holdings PLC will be held at The Den, Zampa Road, London, SE16 3LN on 18 December 2015 at the close of the annual general meeting of the Company (which is to commence at 11.00 a.m. on 18 December 2015), for the purposes of considering, pursuant to section 656 of the Companies Act 2006, whether any, and if so what, steps should be taken to deal with the situation that the net assets of the Company are less than 50% of its called up share capital.

By Order of the Board
T. Simmons
Secretary

Registered Office:

The Den
Zampa Road
London SE16 3LN

20 November 2015

Notes

(1) A holder of ordinary shares entitled to attend, speak and vote at the meeting may appoint a proxy to exercise all or any of his rights to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend at the meeting to represent his appointor.

(2) A holder of ordinary shares may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. More than one proxy may not be appointed to exercise rights attached to any one share.

(3) A proxy form is enclosed. To be valid, the completed proxy form and the authority, if any, under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time fixed for the meeting. If you would prefer you may put your proxy form inside an envelope and write the Computershare address shown above onto the face of the envelope. Either method of returning your proxy form requires appropriate postage to be affixed.

(4) Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.

(5) Completion and return of the proxy form will not preclude members entitled to attend, speak and vote at the meeting (or at any adjournment of the meeting) from doing so in person if they so wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

(6) Each holder of ordinary shares present in person or by proxy shall have one vote on a show of hands and, on a poll, one vote for each such ordinary share held.

(7) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, holders of ordinary shares will be entitled to attend, speak and vote at the meeting only if they are entered in the register of members of the Company 48 hours before the time appointed for the meeting or any adjournment thereof. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting

(8) Holders of deferred shares are not entitled to receive this Notice or to vote upon the resolutions proposed at the meeting.

(9) Please note that communications regarding the matters set out in this Notice will not be accepted in electronic form.