

**For immediate release**

**30 November 2016**

**Webis Holdings plc**  
**(“Webis” or “the Group”)**

**Annual Report and Financial Statements for the year ended 31 May 2016**

**Notice of Annual General Meeting**

Webis Holdings plc, the global gaming group, today announces its audited results and the publication of its 2016 Report and Accounts (“Accounts”) for the year ended 31 May 2016, extracts from which are set out below.

The Accounts are being posted to shareholders today together with the Notice of Annual General Meeting, and will be available on the Group’s website [www.webisholdingsplc.com](http://www.webisholdingsplc.com) and at the Group’s Registered Office: Viking House, Nelson Street, Douglas, Isle of Man IM1 2AH.

The AGM will be held at The Claremont Hotel, 18/19 Loch Promenade, Douglas, Isle of Man, at 11.00 on 29 December 2016.

**Chairman’s Statement**

**Introduction**

This report is the first trading year that the Group reports solely on our core USA based business subsidiary of WatchandWager.com (“WatchandWager”), head-quartered in the San Francisco Bay area, with an operations hub in Lexington, Kentucky, and the race track management business – Cal Expo, based in Sacramento, California. As shareholders are aware, we closed our sportsbook operation in March 2015 (see note 7). As a result of this, financial comparisons in the report are restated and based on continuing operations only.

Despite an overall loss on the year, I am pleased to report a further improved trading performance from WatchandWager. In particular, we saw a significant increase in turnover across the operation through the year, but most especially in the second half. This has continued into the new financial year as reported below. The operation has made good progress in key areas of the business, namely the Business Trading arm and our consumer website/mobile product. In addition, our racetrack at Cal Expo had another solid year, assisting with many strategic projects during the year and for the future.

Most importantly, WatchandWager has achieved a size and credibility within the USA to be a significant player in the USA horseracing and e-gaming space, which is widely still considered to be a jurisdiction of opportunity as European markets consolidate. The company has a solid operational presence and multiple licences in key States. In addition, its global reach continues, particularly in key Racing jurisdictions such as the USA, Hong Kong, France, UK and Ireland, amongst others.

**Year End Results Review**

Group turnover for the year ended 31 May 2016 was US\$ 224.3 million (2015: US\$154.4 million) – a growth of over 45% on continuing operations. Gross Profit decreased by 3.3% to US\$ 4.1 million (2015: US\$4.2 million), reflecting the cost of remaining competitive. This trend led to a reduction in overall gross margin to 1.8% (2015: 2.7%).

Operating costs were US\$5.04 million: almost identical to 2015 (2015: US\$ 5.03 million). There were some cost savings during the year as we become more established within the USA. Against that, the scope of business has grown significantly and the costs savings have levelled against further investment in new staff, particularly in Lexington, as well as the costs of meeting global compliance and regulatory requirements.

As a result, our loss from continuing operations was US\$1.2 million (2015: loss of US\$1.6 million), including re-organisational costs, impairments and one-off costs. This provided a basic and diluted loss per share for continuing operations of 31 cents (2015: loss of 40 cents).

Shareholder equity has decreased to US\$1.9 million (2015: US\$3.2 million). Total cash stands at US\$ 6.4 million (2015: US\$6.1 million), which includes a ring-fenced amount of US\$0.9 million (2015: US\$1.4 million) held as protection against our player liability as required under Isle of Man gambling legislation. A further amount of US\$2.6 million (2015: US\$2.6 million) is held as bonds and deposits with other regulatory authorities on behalf of players.

**WatchandWager**  
**Business to Business (“Business Trading”)**

WatchandWager has recently rebranded the BTOB sector of its operations to Business Trading to more accurately reflect its operations, namely the provision of pari-mutuel wagering to high-roller clients, many of whom specialise in algorithmic or computer assisted trading on a wide range of global racetracks.

The turnover for the full year was boosted by significant high volume player activity through its access into the Hong Kong Jockey Club pools and the French PMU in particular, and other markets in the USA, Canada, Australia, UK, Ireland and several others.

It has been very much a game of two halves in this sector. The first six months of the year reflected a slower than anticipated turnover and less content availability. Importantly, the second half showed a marked improvement in turnover to May 2016, a trend that has continued into the new financial year. The reason for this is an increase in the number of active players and further improvements in content availability.

Against these positive developments, the Business Trading high volume wagering sector has become increasingly competitive over the year, with other operators and player agents providing third-party services, and increased racetrack fees being charged in return for access to racetrack wagering and video streaming rights. This has made the sector become increasingly high volume, but low margin in nature, as is reflected in the overall decline in the company's gross margin.

The division also remains relatively high maintenance as content providers, in particular, are concerned with high volume winners impacting their local markets. In order to grow, and in some instances maintain existing relationships, we incurred some additional regulatory and legal costs, as well as increased travel expenses, to service content providers, clients and conferences in what is primarily a global relationship business.

Despite this, WatchandWager has now achieved a vital critical mass and level of expertise to become a significant player in this market. The Board remains very positive for further growth in the Business Trading sector in the future, especially in core reputable horseracing jurisdictions.

#### **Business to Consumer**

**[www.watchandwager.com/mobile](http://www.watchandwager.com/mobile)**

We have made good progress in this area, although, at present, only allocating a relatively modest marketing budget. This resulted in active player numbers peaking at almost double than the prior year around Triple Crown time (May to June 2016). Positively, the successful opening of our Lexington operations hub has assisted growth in this sector. The recruitment of dedicated marketing, social media and customer services teams has given this activity momentum.

In addition, we also successfully launched several new and improved payment processors during the year, something the team has worked on tirelessly for several years. Most importantly, these methods, which are both direct card/ACH deposit, wallet solutions and voucher schemes, are primarily based in the USA and have assisted successful acceptance rates and credibility with our clients: something that has been challenging for all operators in the USA e-gaming space. The investment in compliance in gaining these contracts will be important to the company long term.

We have also launched aggressive bonusing and promotional offers to our clients, utilising SMS, mail and social media outlets, with a content focus on daily cash back and bonuses to clients. Whilst always monitoring the impact this can have on the bottom line, it is clear this more aggressive strategy has improved player numbers and reactivation and retention rates.

During the period, we also opened our new telephone Call Centre in Lexington. Take up has been relatively slow to date but this gives another outlet for wagering for our customers at low cost, with operators working on customer service and social media during downtime.

#### **Cal Expo Racetrack**

Cal Expo, our Sacramento based harness racetrack operation, again performed well in its fourth year of operation under our control.

In conjunction with our management team at Sacramento, we have run the operation in a pragmatic but efficient manner by controlling costs to achieve the best return for all stakeholders and by keeping a very close control on Health and Safety issues. In this regard, it is especially pleasing that there were no significant health and safety issues at the track during the period. We continue to focus on a policy of less is more, with a slight reduction in race days, but with a focus on competitive field sizes and providing a good betting medium for our clients both on and off track. As operators of the track, we have also been successful in attracting Business Trading clients to our pools, which helps liquidity building and, therefore, confidence in the betting product.

#### **Post Year, Strategy and Regulatory Developments**

I am pleased to report a further improved performance into the new financial year, with good turnover levels and EBITDA profitability in the first four months.

Our Business Trading sector has continued the positive momentum generated with good staking levels across our core markets in France, U.K., Ireland, USA, and Australia. This is especially encouraging as HKJC was not racing during the summer period, but restarted in September thus helping trading in the last two months. France, in particular, has also shown significant growth in the last few months.

With regard to the website/mobile product, it is encouraging that we have continued the momentum since the Triple Crown in May/June throughout the summer. Our recipe of focusing on the improved wagering platform plus preferred USA payment methods, range of content and an enhanced advantage program, do appear to be working.

On the back of these encouraging signs, we have recently signed heads of agreement for a significantly upgraded wagering platform contract with our software suppliers, i-neda, based in Farnborough, UK. This was after an exhaustive Request for Proposal program across multiple suppliers. This is an important project, with a launch date of 1<sup>st</sup> April 2017, coupled with a supporting marketing spend.

#### **Licenses/Regulation**

I am pleased to report that on 17<sup>th</sup> November 2016 we successfully renewed our two core USA licenses, namely the North Dakota Racing Commission multi-jurisdictional license and California Horse Racing Board license for 2017. The California license comes with a caveat of two outstanding items, due to be presented in January 2017, and we are confident we will be able to comply with these items. We continue to pursue other licenses on a cost/benefit basis to the company, in particular in Kentucky and New York, and at time of writing we expect these license applications to be held in December 2016, and if approved to be live for 2017 operations.

Our Isle of Man Gambling Supervision Commission license continues in good status. This license occupies a small section of our business, but does give us strategic advantages and opportunities outside the USA.

#### **Cal Expo**

Cal Expo resumed racing on 22<sup>nd</sup> October as planned. Also, as previously reported, we have renewed our leasehold contract with the State owned landlord at the track, to show our commitment to the operation. We launched a specific horse recruitment process during the summer which has proven successful, and have a record number of horse population of over 450 at present. The racetrack has been instrumental in many of the deals and growth we have seen in the business. As a result, we are currently examining other racetrack or race related contracts, to evaluate whether they have strategic benefits in key US States, most probably outside California.

#### **USA on-line gaming**

Progress has been slow in this area, especially during a Federal election year, and has largely vindicated the Board's decision to monitor it rather than spend significant sums on lobbying. That said, 2017 will be a fresh year, and we support any new on-line poker bills in California that provide a subsidy to active racetracks, such as our operation at Cal Expo. We also continue to look at new forms of e-gaming such as Fantasy and Virtual Sports, although mindful of not impacting daily operations.

#### **Summary Outlook**

In summary, despite an overall loss reported on the year, the Board are very encouraged by the growth in the business, especially in the second half of the year and the first quarter of the new financial year. There is clear evidence of achieving a critical mass in turnover which is vital to achieve profitability in the market. Equally importantly, the Board remains confident that the strategies adopted are regulatory compliant, correctly aligned and focussed to ensure the best prospects for future growth and a return to profitability.

I would like to thank all of our staff, our customers and our shareholders for their continued support throughout the year.

**Denham Eke**  
**Non-executive Chairman**

#### **For further information:**

**Webis Holdings plc**                      **Tel: 01624 639396**  
Denham Eke

**Beaumont Cornish Limited**        **Tel: 020 7628 3396**  
Roland Cornish/James Biddle

## Consolidated Statement of Comprehensive Income

For the year ended 31 May 2016

	Note	2016 US\$000	2015 US\$000
<b>Continuing operations</b>			
Turnover	2	224,313	154,411
Cost of sales		(219,826)	(149,978)
Betting duty paid		(393)	(203)
<b>Gross profit</b>		<b>4,094</b>	<b>4,230</b>
Operating costs		(5,042)	(5,037)
<b>Operating loss</b>	3	<b>(948)</b>	<b>(807)</b>
Other losses – net		(50)	(415)
Re-organisational costs, impairments and one-off costs		(231)	(346)
Finance income	4	—	5
Finance costs	4	(1)	—
Finance (costs)/income - net		(1)	5
<b>Loss before income tax</b>		<b>(1,230)</b>	<b>(1,563)</b>
Income tax expense	6	—	—
<b>Loss from continuing operations</b>		<b>(1,230)</b>	<b>(1,563)</b>
<b>Discontinued operations</b>			
Loss from discontinued operations	7	(12)	(432)
<b>Loss for the year</b>		<b>(1,242)</b>	<b>(1,995)</b>
<b>Other comprehensive income:</b>			
<b>Items that may be subsequently reclassified to profit or loss:</b>			
Currency translation differences on disposal of foreign subsidiaries		—	(4)
<b>Other comprehensive income for the year</b>		<b>—</b>	<b>(4)</b>
<b>Total comprehensive income for the year</b>		<b>(1,242)</b>	<b>(1,999)</b>
<b>Basic earnings per share for loss attributable to the equity holders of the Company during the year (cents) – all operations</b>	8	<b>(0.32)</b>	<b>(0.51)</b>
<b>Diluted earnings per share for loss attributable to the equity holders of the Company during the year (cents) – all operations</b>	8	<b>(0.31)</b>	<b>(0.51)</b>
<b>Basic and diluted earnings per share for loss attributable to the equity holders of the Company during the year (cents) – continuing operations</b>	8	<b>(0.31)</b>	<b>(0.40)</b>

## Statements of Financial Position

As at 31 May 2016

Note	31.05.16 Group US\$000	31.05.16 Company US\$000	31.05.15 Group US\$000	31.05.15 Company US\$000
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	Note	31.05.16 Group US\$000	31.05.16 Company US\$000	31.05.15 Group US\$000	31.05.15 Company US\$000
<b>Non-current assets</b>					
Intangible assets	9	113	—	170	—
Property, equipment and motor vehicles	10	160	4	118	11
Investments	11	—	3	—	3
Bonds and deposits	12	105	—	204	—
<b>Total non-current assets</b>		<b>378</b>	<b>7</b>	492	14
<b>Current assets</b>					
Bonds and deposits	12	2,499	—	2,441	—
Trade and other receivables	14	2,671	37	2,579	41
Cash and cash equivalents	13	6,445	4,974	6,103	2,838
<b>Total current assets</b>		<b>11,615</b>	<b>5,011</b>	11,123	2,879
<b>Total assets</b>		<b>11,993</b>	<b>5,018</b>	11,615	2,893
<b>Equity</b>					
Called up share capital	16	6,334	6,334	6,334	6,334
Share option reserve	16	—	—	—	—
Retained losses		(4,402)	(5,352)	(3,160)	(5,119)
<b>Total equity</b>		<b>1,932</b>	<b>982</b>	3,174	1,215
<b>Current liabilities</b>					
Trade and other payables	15	10,061	4,036	8,441	1,678
<b>Total current liabilities</b>		<b>10,061</b>	<b>4,036</b>	8,441	1,678
<b>Total liabilities</b>		<b>10,061</b>	<b>4,036</b>	8,441	1,678
<b>Total equity and liabilities</b>		<b>11,993</b>	<b>5,018</b>	11,615	2,893

## Statements of Changes in Equity

For the year ended 31 May 2016

Group	Called up share capital US\$000	Share premium US\$000	Share option reserve US\$000	Foreign currency translation reserve US\$000	Retained earnings US\$000	Total equity US\$000
<b>Balance as at 31 May 2014</b>	6,334	16,978	156	(4)	(18,295)	5,169
<b>Total comprehensive income for the period:</b>						
Loss for the year	—	—	—	—	(1,999)	(1,999)
Other comprehensive income	—	—	—	4	—	4
<b>Transactions with owners:</b>						
Cancellation of share premium account	—	(16,978)	—	—	16,978	—
Share-based payment credit	—	—	(156)	—	156	—
<b>Balance as at 31 May 2015</b>	6,334	—	—	—	(3,160)	3,174
<b>Total comprehensive income for the year:</b>						

Group	Called up share capital US\$000	Share premium US\$000	Share option reserve US\$000	Foreign currency translation reserve US\$000	Retained earnings US\$000	Total equity US\$000
Loss for the year	—	—	—	—	(1,242)	(1,242)
<b>Transactions with owners:</b>						
Share-based payment credit	—	—	—	—	—	—
<b>Balance as at 31 May 2016</b>	<b>6,334</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(4,402)</b>	<b>1,932</b>

Company	Called up share capital US\$000	Share premium US\$000	Share option reserve US\$000	Foreign currency translation reserve US\$000	Retained earnings US\$000	Total equity US\$000
<b>Balance as at 31 May 2014</b>	6,334	16,978	156	—	(19,508)	3,960
<b>Total comprehensive income for the period:</b>						
Loss for the year	—	—	—	—	(2,745)	(2,745)
Other comprehensive income	—	—	—	—	—	—
<b>Transactions with owners:</b>						
Cancellation of share premium account	—	(16,978)	—	—	16,978	—
Share-based payment credit	—	—	(156)	—	156	—
<b>Balance as at 31 May 2015</b>	6,334	—	—	—	(5,119)	1,215
<b>Total comprehensive income for the year:</b>						
Loss for the year	—	—	—	—	(233)	(233)
<b>Transactions with owners:</b>						
Share-based payment credit	—	—	—	—	—	—
<b>Balance as at 31 May 2016</b>	<b>6,334</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(5,352)</b>	<b>982</b>

## Consolidated Statement of Cash Flows

For the year ended 31 May 2016

	2016 US\$000	2015 US\$000
<b>Cash flows from operating activities</b>		
Loss before income tax	(1,242)	(1,995)
Adjustments for:		
- Depreciation of property, equipment and motor vehicles	74	81
- Amortisation of intangible assets	107	147
- Finance costs/(income) - net	1	(8)
- Foreign exchange losses on exchange movements	143	450
- Goodwill impaired	—	177
Changes in working capital:		
- Increase in receivables	(92)	(254)
- Increase in payables	1,620	479
<b>Cash flows from/(used in) operations</b>	<b>611</b>	<b>(923)</b>

	2016 US\$000	2015 US\$000
Finance income	—	10
Bonds and deposits placed in the course of operations	41	(643)
<b>Net cash generated from/(used in) operating activities</b>	<b>652</b>	<b>(1,556)</b>
<b>Cash flows from investing activities</b>		
Purchase of intangible assets	(51)	(77)
Purchase of property, equipment and motor vehicles	(118)	(57)
Disposal of property, equipment and motor vehicles	—	4
Cost of closure of discontinued operation	(12)	(253)
<b>Net cash used in investing activities</b>	<b>(181)</b>	<b>(383)</b>
<b>Cash flows from financing activities</b>		
Interest paid	(1)	(2)
Loans repaid	—	(17)
<b>Net cash used in financing activities</b>	<b>(1)</b>	<b>(19)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>470</b>	<b>(1,958)</b>
Cash and cash equivalents at beginning of year	6,103	8,402
Exchange losses on cash and cash equivalents	(128)	(341)
<b>Cash and cash equivalents at end of year</b>	<b>6,445</b>	<b>6,103</b>

## Notes to the Financial Statements

For the year ended 31 May 2016

### 1 Reporting entity (“the company”)

Webis Holdings plc is a company domiciled in the Isle of Man. The address of the Company’s registered office is Viking House, Nelson Street, Douglas, Isle of Man, IM1 2AH. The Group’s consolidated financial statements as at and for the year ended 31 May 2016 consolidate those of the Company and its subsidiaries (together referred to as “the Group”).

#### 1.1 Basis of preparation

##### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and its interpretations as adopted by the European Union.

##### Standards and interpretations not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective for the year, and have not been applied in preparing these consolidated financial statements:

New/revised International Accounting Standards/International Financial Reporting Standards (IAS/IFRS)	Effective date (accounting periods commencing on or after)
<i>IFRS 14 Regulatory Deferral Accounts</i>	1 January 2016
<i>Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)</i>	1 January 2016
<i>Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)</i>	1 January 2016
<i>Equity Method in Separate Financial Statements (Amendments to IAS 27)</i>	1 January 2016
<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)</i>	1 January 2016
<i>Annual Improvements to IFRS 2012 – 2014 Cycle – various standards</i>	1 January 2016
<i>Investment Entities: Applying the Consolidation Exception (Amendments to IFRS 10, IFRS 12 and IAS 28)</i>	1 January 2016
<i>Disclosure Initiative (Amendments to IAS 1)</i>	1 January 2016
<i>IFRS 9 Financial Instruments</i>	1 January 2018

The Directors do not expect the adoption of the standards and interpretations to have a material impact on the Group's financial statements in the period of initial application.

There has been no material impact on the Group financial statements of new standards/interpretations that have come into effect during the current reporting period.

### **Functional and presentational currency**

These financial statements are presented in US Dollars which is the Group's primary functional currency and its presentational currency. Financial information presented in US Dollars has been rounded to the nearest thousand. All continued operations of the Group have US Dollars as their functional currency.

### **(b) Basis of measurement**

The Group consolidated financial statements are prepared under the historical cost convention except where assets and liabilities are required to be stated at their fair value.

### **(c) Use of estimates and judgement**

The preparation of the Group financial statements in conformity with IFRS as adopted by the EU requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although these estimates are based on management's best knowledge and experience of current events and expected economic conditions, actual results may differ from these estimates.

The directors believe the models and assumptions used to calculate the fair value of the share-based payments, outlined in note 16, are the most appropriate for the Group.

The directors consider the only critical judgement area to be the valuation of share options, as disclosed in note 16.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

### **Going concern**

As noted within the Chairman's Statement, the Group has experienced a tightening of margins and an increase in costs during the year, which has resulted in continuing losses being incurred. Achieving economies of scale and controlling costs are key priorities for the Group in achieving its goal of profitability and maintaining adequate liquidity in order to continue its operations. The Directors continue to assess all strategic options in this regard, albeit that the ultimate success of strategies adopted is difficult to predict. Notwithstanding the losses incurred, the directors have prepared projected cash flow information for the next 12 months and believe that the Group has adequate resources to meet its obligations as they fall due. Accordingly, the directors consider that it is appropriate that the financial statements are prepared on a going concern basis.

## **1.2 Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

### **Basis of consolidation**

The consolidated financial statements incorporate the results of Webis Holdings plc and its subsidiaries ("the Group").

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue until the date that such control ceases. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred.

Inter-company transactions, balances and unrealised gains on transactions between the Group companies are eliminated. Unrealised losses are also eliminated. When necessary amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

### **Foreign currency translation**

#### **(a) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in US Dollars, which is also the Group's functional currency.

#### **(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash



flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'Other losses – net'.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

### **Revenue recognition and turnover**

Turnover represents the amounts staked in respect of bets placed by customers on events which occurred during the year. Cost of sales represents payouts to customers, together with betting duty payable and commissions and royalties payable to agents and suppliers of software. Open betting positions are carried at fair market value.

### **Segmental reporting**

Segmental reporting is based on the business areas in accordance with the Group's internal reporting structure. The Group determines and presents segments based on the information that internally is provided to the Managing Director, the Group's chief operating decision maker.

An operating segment is a component of the Group and engages in business activities from which it may earn revenues and incur expenses. An operating segment's operating results are reviewed regularly by the Managing Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

### **Borrowing costs**

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

### **Current and deferred income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries except for deferred income tax liability, where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference is the liability not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes, assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### **Discontinued operation**

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations; and
- is part of a single co-ordinated plan to dispose, or discontinue, a separate major line of business or geographic area of operations.

Classification as a discontinued operation occurs at the earlier of disposal, permanent cessation of activities or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

#### **Intangible assets — goodwill**

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

#### **Intangible assets — other**

##### **(a) Trademarks and licences**

Separately acquired trademarks and licences are shown at historical cost. Trademarks and licences acquired in a business combination are recognised at fair value at the acquisition date. Trademarks and licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licences over their estimated useful lives of three years.

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of three years.

##### **(b) Website design and development costs**

Costs associated with maintaining websites are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique websites controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the website so that it will be available for use;
- management intends to complete the website and use it;
- there is an ability to use the website;
- it can be demonstrated how the website will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use the website are available; and
- the expenditure attributable to the website during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the website include the website employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Website development costs recognised as assets are amortised over their estimated useful lives, which do not exceed three years.

#### **Property, equipment and motor vehicles**

Items of property, equipment and motor vehicles are stated at historical cost less accumulated depreciation (see below) and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the financial position date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its

estimated recoverable amount. Depreciation is calculated using the straight-line method to allocate the cost of property, equipment and motor vehicles over their estimated useful lives of three years.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other (losses)/gains – net' in the income statement.

#### **Impairment of assets**

Goodwill arising on acquisitions and other assets that have an indefinite useful life and are not subject to amortisation are reviewed at least annually for impairment.

Other intangible assets, property, plant and equipment are reviewed for impairment whenever there is an indication that the carrying amount of the asset may not be recoverable. If the recoverable amount of an asset is less than its carrying amount, an impairment loss is recognised. Recoverable amount is the higher of fair value less costs to sell and value in use.

If at the financial position date there is any indication that an impairment loss is recognised in prior periods for an asset other than goodwill that no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

#### **Share-based payments**

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price); and
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

#### **Leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. The Group is not party to any leases that are classified as finance leases.

#### **Equity**

Share capital is determined using the nominal value of shares that have been issued.

The share premium account includes any premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the premium paid.

Equity settled share-based employee remuneration is credited to the share option reserve until related stock options are exercised. On exercise or lapse, amounts recognised in the share option reserve are taken to retained earnings.

Retained earnings include all current and prior period results as determined in the income statement and any other gains or losses recognised in the Statement of Changes in Equity.

#### **Financial instruments**

Non-derivative financial instruments include trade and other receivables, cash and cash equivalents, loans and borrowings and trade and other payables. Ante-post sports bets are recognised when the Company becomes party to the contractual agreements of the instrument.

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes party to the contractual terms of the instrument. Transaction costs are included in the initial measurement of financial instruments, except financial instruments classified as at fair value through profit and loss. The subsequent measurement of financial instruments is dealt with below. The carrying value of all financial instruments is deemed to equate to their fair value.

#### **Trade and other receivables**

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### Cash and cash equivalents

Cash and cash equivalents are defined as cash in bank and in hand as well as bank deposits, money held for processors and cash balances held on behalf of players. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

### Bank borrowings

Interest-bearing bank borrowings and overdrafts are recorded at the proceeds received net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs are charged on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period in which they arise.

### Trade and other payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### Open sports bets

The Group may have at any point in time, an exposure on open sports bets. These bets meet the definition of a financial liability under International Accounting Standard 32 Financial Instruments: Disclosure and Presentation, and therefore are recorded at fair value.

### Employee benefits

#### (a) Pension obligations

The Group does not operate any post-employment schemes, including both defined benefit and defined contribution pension plans.

#### (b) Short-term employee benefits

Short-term employee benefits, such as salaries, paid absences, and other benefits, are accounted for on an accruals basis over the period in which employees have provided services in the year. All expenses related to employee benefits are recognised in the Statement of Comprehensive Income in operating costs.

#### (c) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## 2 Segmental analysis

		2016 US\$000	2015 US\$000
<b>Turnover</b>			
Pari-mutuel and Racetrack Operations	Asia Pacific	130,777	17,128
	United States	81,273	124,312
	Europe	7,353	1,962
	British Isles	4,910	11,009
		<b>224,313</b>	<b>154,411</b>
<b>Total comprehensive income – continuing operations</b>			
Pari-mutuel and Racetrack Operations		<b>(1,071)</b>	(1,065)
Group		<b>(159)</b>	(498)
		<b>(1,230)</b>	<b>(1,563)</b>
		<b>2016 US\$000</b>	<b>2015 US\$000</b>
<b>Net assets</b>			
Pari-mutuel and Racetrack Operations		<b>843</b>	1,915
Group		<b>1,089</b>	1,259
		<b>1,932</b>	<b>3,174</b>

## 3 Operating loss

Operating loss is stated after charging:	2016 US\$000	2015 US\$000
Auditors' remuneration — audit	80	102
Depreciation of property, equipment and motor vehicles	74	37
Amortisation of intangible assets	107	93
Exchange losses	50	416
Operating lease rentals — other than plant, equipment and Harness Racetrack	16	70
Operating lease rentals — Harness Racetrack	94	110
Directors' fees	77	56

#### 4 Finance (costs)/income - net

	2016 US\$000	2015 US\$000
Bank interest receivable	—	5
<b>Finance income</b>	<b>—</b>	<b>5</b>
Bank interest payable	—	—
Loan interest payable	(1)	—
<b>Finance costs</b>	<b>(1)</b>	<b>—</b>
<b>Finance (costs)/income - net</b>	<b>(1)</b>	<b>5</b>

#### 5 Staff numbers and cost

	2016	2015
Average number of employees – Pari-mutuel and Racetrack Operations	58	63

The aggregate payroll costs of these persons were as follows:

<b>Pari-mutuel and Racetrack Operations</b>	2016 US\$000	2015 US\$000
Wages and salaries	1,871	1,832
Social security costs	135	152
	<b>2,006</b>	<b>1,984</b>

#### 6 Income tax expense

	2016 US\$000	2015 US\$000
Loss before tax	(1,242)	(1,995)
Tax charge at IOM standard rate (0%)	—	—
Adjusted for:		
Tax credit for US tax losses (at 15%)	(161)	(164)
Add back deferred tax losses not recognised	161	164
<b>Tax charge for the year</b>	<b>—</b>	<b>—</b>

The maximum deferred tax asset that could be recognised at year end is US\$485,000 (2015: US\$324,000). The Group has not recognised any asset.

#### 7 Discontinued operations

In March 2015, the Group ceased its Sportsbook and Casino operations due to regulatory changes in its primary geographical market that would have affected its ability to remain competitive and profitable.

The comparative Consolidated Statement of Comprehensive Income shows the discontinued operation separately from continuing operations.

**(a) Results of discontinued operations**

	2016 US\$000	2015 US\$000
Turnover	–	121,577
Expenses	(12)	(121,923)
<b>Results from operating activities</b>	<b>(12)</b>	<b>(346)</b>
<b>Fixed assets written off</b>	<b>–</b>	<b>(86)</b>
<b>Other comprehensive income:</b>		
Currency translation differences on closure of foreign subsidiaries	–	(4)
<b>Loss for the year</b>	<b>(12)</b>	<b>(436)</b>

The loss from the discontinued operations of US\$12,000 (2015: loss of US\$436,000) is attributable entirely to the owners of the Company. The loss from continuing operations of US\$1,230,000 (2015: loss of US\$1,407,000) is also attributable entirely to the owners of the Company.

**(b) Cash flows (used in)/from discontinued operations**

	2016 US\$000	2015 US\$000
Net cash used in operating activities	(12)	(336)
Net cash used in investing activities	–	(2)
<b>Net cash flow for the year</b>	<b>(12)</b>	<b>(338)</b>

**(c) Effect of discontinued operations on the financial position of the Group**

	2016 US\$000	2015 US\$000
Closure costs paid from Group funds	(12)	(253)
Net liabilities	(12)	(253)
Cash and cash equivalents disposed of	–	–
<b>Net cash outflow</b>	<b>(12)</b>	<b>(253)</b>

The above represents costs met by Group in relation to the administration costs of the discontinued operations at the year end.

**8 Earnings per ordinary share**

The calculation of the basic earnings per share is based on the earnings attributable to ordinary shareholders divided by the weighted average number of shares in issue during the year.

The calculation of diluted earnings per share is based on the basic earnings per share, adjusted to allow for the issue of shares, on the assumed conversion of all dilutive share options.

An adjustment for the dilutive effect of share options and convertible debt in the previous period has not been reflected in the calculation of the diluted loss per share, as the effect would have been anti-dilutive.

	2016 US\$000	2015 US\$000
Loss for the year – all operations	(1,242)	(1,995)
Loss for the year – continuing operations	(1,230)	(1,563)
Loss for the year – discontinued operations	(12)	(432)

No. No.

	No.	No.
Weighted average number of ordinary shares in issue	<b>393,338,310</b>	393,338,310
Diluted number of ordinary shares	<b>397,874,810</b>	393,338,310
Basic earnings per share – all operations	<b>(0.32)</b>	(0.51)
Diluted earnings per share – all operations	<b>(0.31)</b>	(0.51)
Basic and diluted earnings per share – continuing operations	<b>(0.31)</b>	(0.40)
Basic earnings per share – discontinued operations	<b>(0.01)</b>	(0.11)

## 9 Intangible assets

	Software & development costs		Total		
	Goodwill				
	Group US\$000	Group US\$000	Company US\$000	Group US\$000	Company US\$000
<b>Cost</b>					
Balance at 31 May 2015	177	1,246	50	1,423	50
Additions during the year	–	51	–	51	–
Currency translation differences	–	(1)	–	(1)	–
<b>Balance at 31 May 2016</b>	<b>177</b>	<b>1,296</b>	<b>50</b>	<b>1,473</b>	<b>50</b>
<b>Amortisation and Impairment</b>					
At 31 May 2015	177	1,076	50	1,253	50
Amortisation for the year	–	107	–	107	–
Impairment of goodwill	–	–	–	–	–
<b>At 31 May 2016</b>	<b>177</b>	<b>1,183</b>	<b>50</b>	<b>1,360</b>	<b>50</b>
<b>Net book value</b>					
<b>At 31 May 2016</b>	<b>–</b>	<b>113</b>	<b>–</b>	<b>113</b>	<b>–</b>
At 31 May 2015	–	170	–	170	–

The goodwill balance brought forward relates to the historical acquisition of subsidiary businesses. The goodwill balances were fully impaired during the year ended 31 May 2015. The Group tests intangible assets annually for impairment or more frequently if there are indications that the intangible assets may be impaired (see note 1).

## 10 Property, equipment and motor vehicles

Group	Computer Equipment US\$000	Fixtures, Fittings & Track Equipment US\$000	Motor Vehicles US\$000	Total US\$000
<b>Cost</b>				
At 31 May 2015	573	454	47	1,074
Additions during the year	11	107	–	118
Currency translation differences	(2)	–	–	(2)
<b>At 31 May 2016</b>	<b>582</b>	<b>561</b>	<b>47</b>	<b>1,190</b>
<b>Depreciation</b>				
At 31 May 2015	522	423	11	956
Charge for the year	13	51	10	74
<b>At 31 May 2016</b>	<b>535</b>	<b>474</b>	<b>21</b>	<b>1,030</b>

Group	Computer Equipment US\$000	Fixtures, Fittings & Track Equipment US\$000	Motor Vehicles US\$000	Total US\$000
<b>Net book value</b>				
<b>At 31 May 2016</b>	<b>47</b>	<b>87</b>	<b>26</b>	<b>160</b>
At 31 May 2015	51	31	36	118

Company	Computer Equipment US\$000	Fixtures & Fittings US\$000	Total US\$000
<b>Cost</b>			
At 31 May 2015	401	141	542
Additions	–	–	–
Disposals	–	–	–
<b>At 31 May 2016</b>	<b>401</b>	<b>141</b>	<b>542</b>
<b>Depreciation</b>			
At 31 May 2015	401	130	531
Charge for the year	–	7	7
<b>At 31 May 2016</b>	<b>401</b>	<b>137</b>	<b>538</b>
<b>Net book value</b>			
<b>At 31 May 2016</b>	<b>–</b>	<b>4</b>	<b>4</b>
At 31 May 2015	–	11	11

## 11 Investments

Investments in subsidiaries are held at cost. Details of investments at 31 May 2016 are as follows:

Subsidiaries	Country of incorporation	Activity	Holding (%)
WatchandWager.com Limited	Isle of Man	Operation of interactive wagering totaliser hub	100
WatchandWager.com LLC	United States of America	Operation of interactive wagering totaliser hub and harness racetrack	100
Technical Facilities & Services Limited	Isle of Man	Dormant	100
betinternet.com (IOM) Limited	Isle of Man	Dormant	100
betinternet.com NV	Netherlands Antilles	Dormant	100
B.E. Global Services Limited	Isle of Man	Dormant	100

## 12 Bonds and deposits

	Group		Company	
	2016 US\$000	2015 US\$000	2016 US\$000	2015 US\$000
Bonds and deposits which expire within one year	<b>2,499</b>	2,441	–	–
Bonds and deposits which expire within one to two years	–	–	–	–
Bonds and deposits which expire within two to five years	<b>105</b>	204	–	–



	Group		Company	
	2016 US\$000	2015 US\$000	2016 US\$000	2015 US\$000
	<b>2,604</b>	2,645	–	–

A rent deposit of US\$200,000 was paid to California Exposition & State Fair in 2012. This was reduced to US\$100,000 in the current year and is for a term of 5 years (2015: US\$200,000). US\$500,000 has been paid as a bond in relation to WatchandWager's Californian ADW licence (2015: US\$500,000). Rent and security deposits of US\$69,462 have been paid in relation to security deposits (2015: US\$7,685). An annually renewable insurance bond of US\$2,000 is also in place.

Under the terms of the licencing agreement with the Hong Kong Jockey Club the Company is required to hold a retention amount of US\$1,932,019 / HK\$15,000,000 (2015: US\$1,935,685 / HK\$15,000,000).

### 13 Cash and cash equivalents

	Group		Company	
	2016 US\$000	2015 US\$000	2016 US\$000	2015 US\$000
Cash and cash equivalents – company and other funds	<b>5,538</b>	4,691	<b>4,067</b>	1,426
Cash and cash equivalents – protected player funds	<b>907</b>	1,412	<b>907</b>	1,412
<b>Total cash and cash equivalents</b>	<b>6,445</b>	6,103	<b>4,974</b>	2,838

The Group holds funds for operational requirements and for its non-Isle of Man customers, shown as 'company and other funds' and on behalf of its Isle of Man regulated customers, shown as 'protected player funds'.

Protected player funds are held in fully protected client accounts within an Isle of Man regulated bank.

### 14 Trade and other receivables

	Group		Company	
	2016 US\$000	2015 US\$000	2016 US\$000	2015 US\$000
Trade receivables	<b>1,546</b>	1,111	–	–
Other receivables and prepayments	<b>1,125</b>	1,468	<b>37</b>	41
	<b>2,671</b>	2,579	<b>37</b>	41

### 15 Trade and other payables

	Group		Company	
	2016 US\$000	2015 US\$000	2016 US\$000	2015 US\$000
Trade payables	<b>9,724</b>	7,678	<b>15</b>	21
Amounts due to Group undertakings	–	–	<b>3,994</b>	1,509
Open sports bets	–	1	–	–
Taxes and national insurance	<b>52</b>	72	<b>2</b>	–
Accruals and other payables	<b>285</b>	690	<b>25</b>	148
	<b>10,061</b>	8,441	<b>4,036</b>	1,678

Amounts due to Group undertakings are unsecured, interest free and repayable on demand. Included within trade payables are amounts due to customers of US\$9,656,431 (2015: US\$7,591,139).

### 16 Share capital

	No.	2016 US\$000	2015 US\$000
Allotted, issued and fully paid			
At beginning and close of year: ordinary shares of 1p each	393,338,310	<b>6,334</b>	6,334

	No.	2016 US\$000	2015 US\$000
At 31 May: ordinary shares of 1p each	393,338,310	6,334	6,334

The authorised share capital of the Company is US\$9,619,000 divided into 600,000,000 ordinary shares of £0.01 each.

### Options

Movements in share options during the year ended 31 May 2016 were as follows:

	No.
At 31 May 2015 – 1p ordinary shares	–
Options granted	14,000,000
Options lapsed	–
Options exercised	–
At 31 May 2016 – 1p ordinary shares	14,000,000

During the year the Group established an equity-settled share based option program. The fair value of options granted is recognised as an expense, with a corresponding increase in equity. The fair value is measured at grant date using a Black-Scholes model and is spread over the vesting period. The amount recognised in equity is adjusted to reflect the actual number of share options which are expected to vest.

The options were issued on 3 March 2016 to Ed Comins, Managing Director of the Group. The fair value of each option on the grant date was estimated as being £0.0022. The options are able to be exercised from 3 March 2019 and expire on 2 March 2026. The weighted average exercise price of all options is £0.01.

The charge for share options recorded in profit and loss for the year was US\$457 (2015: credit of US\$156,000).

### 17 Open sports bets liabilities

Due to the closure of the sportsbook operations in 2015, the Group is no longer exposed to open sports bets liabilities. This related to stakes that could be received from a customer in respect of some event happening in the future, and hence the level of any actual liability to the Group could not be assessed until after that event had occurred, although the maximum potential liability could be determined. Therefore, as at the financial position date, there were US\$Nil (2015: US\$1,157) of such stakes that had been received where the event to which they related was after the financial position date. Accordingly, such amounts had been reflected as open sports bets in the Statements of Financial Position (see note 15).

The maximum possible liability on open sports bets was US\$Nil (2015: US\$0.007m).

### 18 Capital commitments

As at 31 May 2016, the Group had no capital commitments (2015: US\$Nil).

### 19 Operating lease commitments

At 31 May 2016, the Group was committed to future minimum lease payments of:

	2016 US\$000	2015 US\$000
Payments due within one year	86	119
Payments due between one to five years	345	102
Payments due beyond five years	86	–

### 20 Related party transactions

#### Identity of related parties

The Group has a related party relationship with its subsidiaries (see note 11), and with its directors and executive officers and with Burnbrae Ltd (significant shareholder).

#### Transactions with and between subsidiaries

Transactions with and between the subsidiaries in the Group, which have been eliminated on consolidation, are considered to be related party transactions.

#### Transactions with entities with significant influence over the Group

Rental and service charges of US\$60,038 (2015: US\$56,293) and directors' fees of US\$54,002 (2015: US\$31,890) were charged in the year by Burnbrae Limited, of which Denham Eke and Nigel Caine are common directors.

#### Transactions with key management personnel

The total amounts for directors' remuneration were as follows:

	2016 US\$000	2015 US\$000
Emoluments — salaries, bonuses and taxable benefits	332	667
— fees	77	56
	<b>409</b>	<b>723</b>

Directors' fees of US\$54,002 were paid to Burnbrae Ltd (2015: US\$31,890). Details of share options issued in the year can be seen in note 16.

## 21 Financial risk management

### Capital structure

The Group's capital structure is as follows:

	2016 US\$000	2015 US\$000
Cash and cash equivalents	6,445	6,103
Loans and similar income	—	—
<b>Net funds</b>	<b>6,445</b>	<b>6,103</b>
Shareholders' equity	(1,932)	(3,174)
<b>Capital employed</b>	<b>4,513</b>	<b>2,929</b>

The Group's principal financial instruments comprise cash and cash equivalents, trade receivables and payables that arise directly from its operations. The main purpose of these financial instruments is to finance the Group's operations. The existence of the financial instruments exposes the Group to a number of financial risks, which are described in more detail below.

The principal risks which the Group is exposed to relate to liquidity risks, credit risks and foreign exchange risks.

### Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its financial obligations as they fall due.

The Group's objective is to maintain continuity of funding through trading and share issues but to also retain flexibility through the use of short-term loans if required.

Management controls and monitors the Group's cash flow on a regular basis, including forecasting future cash flow. Banking facilities are kept under review to ensure they meet the Group's requirements. Funds equivalent to customer balances are held in designated bank accounts where applicable to ensure that Isle of Man Gambling Supervision Commission player protection principles are met. The directors anticipate that the business will continue to generate sufficient cash flow in the forthcoming period to meet its financial obligations.

The following are the contractual maturities of financial liabilities:

### 2016

#### Financial liabilities

	Carrying amount US\$000	Contractual cash flow US\$000	6 months or less US\$000	Up to 1 year US\$000	1–5 years US\$000
Trade creditors	9,724	(9,724)	(9,724)	—	—
Income tax and national insurance	52	(52)	(52)	—	—
Other creditors	35	(35)	(35)	—	—
	<b>9,811</b>	<b>(9,811)</b>	<b>(9,811)</b>	<b>—</b>	<b>—</b>

### 2015

#### Financial liabilities

	Carrying amount US\$000	Contractual cash flow US\$000	6 months or less US\$000	Up to 1 year US\$000	1–5 years US\$000
Trade creditors	7,678	(7,678)	(7,678)	—	—
Income tax and national insurance	72	(72)	(72)	—	—

Other creditors	295	(295)	(295)	–	–
	8,045	(8,045)	(8,045)	–	–

### Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

Classes of financial assets — carrying amounts

	2016 US\$000	2015 US\$000
Cash and cash equivalents	6,445	6,103
Bonds and deposits	2,604	2,645
Trade and other receivables	2,551	2,443
	11,600	11,191

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the balance sheet (or in the notes to the financial statements). Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount.

The maximum exposure to credit risks for receivables in any business segment:

	2016 US\$000	2015 US\$000
Pari-mutuel	2,549	2,304
	2,549	2,304

Of the above receivables, US\$1,546,000 (2015: US\$1,111,000) relates to amounts owed from racing tracks. These receivables are actively monitored to avoid significant concentration of credit risk and the directors consider there to be no significant concentration of credit risk.

The directors consider that all the above financial assets that are not impaired for each of the reporting dates under review are of good credit quality. No amounts were considered past due at the year end (2015: US\$Nil).

The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high-quality external credit ratings.

### Interest rate risk

The Group finances its operations mainly through capital with limited levels of borrowings. Cash at bank and in hand earns negligible interest at floating rates, based principally on short-term interbank rates.

Any movement in interest rates would not be considered to have any significant impact on net assets at the balance sheet date.

### Foreign currency risks

The Group operates internationally and is subject to transactional foreign currency exposures, primarily with respect to Pound Sterling, Swedish Krona, Hong Kong Dollar and Singapore Dollar.

The Group does not actively manage the exposures but regularly monitors the Group's currency position and exchange rate movements and makes decisions as appropriate.

At the reporting date the Group had the following exposure:

	HKD US\$ 000	GBP US\$ 000	EUR US\$ 000	USD US\$ 000	SGD US\$ 000	SEK US\$ 000	Total US\$ 000
2016							
Current assets	4,673	464	2,106	4,477	–	–	11,720
Current liabilities	(5,099)	(389)	(1,824)	(2,749)	–	–	(10,061)
Short-term exposure	(426)	75	282	1,728	–	–	1,659

2015	HKD US\$ 000	GBP US\$ 000	EUR US\$ 000	USD US\$ 000	SGD US\$ 000	SEK US\$ 000	Total US\$ 000
Current assets	3,080	1,149	255	6,315	1	524	11,324
Current liabilities	(5,320)	(584)	(56)	(2,482)	–	–	(8,442)
Short-term exposure	(2,240)	565	199	3,833	1	524	2,882

The following table illustrates the sensitivity of the net result for the year and equity in regards to the Group's financial assets and financial liabilities and the US Dollar–Sterling exchange rate, US Dollar–Euro exchange rate and US Dollar–Hong Kong Dollar exchange rate.

A 5% weakening of the US Dollar against the following currencies at 31 May 2016 would have increased/(decreased) equity and profit and loss by the amounts shown below:

2016	GBP US\$000	EUR US\$000	HKD US\$000	Total US\$000
Current assets	23	105	234	362
Current liabilities	(20)	(91)	(255)	(366)
<b>Net assets</b>	<b>3</b>	<b>14</b>	<b>(21)</b>	<b>(4)</b>

2015	GBP US\$000	EUR US\$000	HKD US\$000	Total US\$000
Current assets	57	13	154	224
Current liabilities	(29)	(3)	(266)	(298)
Net assets	28	10	(112)	(74)

A 5% strengthening of the US Dollar against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above on the basis that all other variables remain constant.

## 22 Controlling party and ultimate controlling party

The directors consider the ultimate controlling party to be Burnbrae Limited and its beneficial owner Jim Mellon by virtue of their combined shareholding of 63.10%.

## 23 Subsequent events

To the knowledge of the directors, there have been no material events since the end of the reporting period that require disclosure in the accounts.