NORTHAMPTON SAINTS PLC

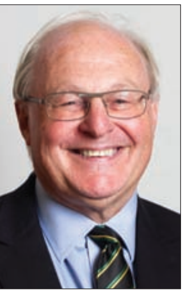
annual report & accounts 2016

Front cover: Saints versus Saracens - the first match played in front of the Barwell Stand, November 7th, 2015

NORTHAMPTON SAINTS PLC AND ITS SUBSIDIARY UNDERTAKINGS

CONTENTS PAGE

DIRECTORS



TONY HEWITT
Tony (aged 67) has over 40 years' experience in the commercial property market and holds a number of non-executive appointments. Tony has been involved with the club since 1988 and joined the Board of Northampton Rugby Football Club Ltd when the game turned professional in 1995. He played a leading role in the ground development and the share offer for Northampton Saints PLC. He has been Chairman since June 2013 and is a director of Premier Rugby Ltd.

JOHN WHITE
John (aged 65) was appointed to the Northampton Saints board of directors in November 2012. He has spent all his working life in the house building industry, both locally and nationally. John was Group Chairman and Group Chief Executive of Persimmon plc for 18 years, until he retired from the Board in April 2011. In September 2013 he was appointed Group Chairman of McCarthy and Stone, the UK retirement home specialist. He has been a lifelong supporter of the Saints, and had a brief period as a player at Franklin's Gardens before injury ended his career.

JONATHAN RAPHAEL
Jon (aged 64) is a retired General Practitioner. In 1970 he played the first of 159 games for the Saints and was captain from 1983-84. He sat on the bench for England from 1975-81, went on two overseas tours and also represented the Barbarians. Jon was part of the consortium that took over Northampton Rugby Football Club in 1988.

JON DROWN
Jon (aged 51) joined the Board in October 2000. Since leaving university, Jon specialised in corporate treasury in such public quoted companies as Grand Metropolitan and BPB PLC – where he was Head of Corporate Finance and Treasury. In 2006, Jon joined Rexam PLC where he is Director, Group Treasury and also a Trustee Director of the Rexam UK pension scheme.

MURRAY HOLMES
Murray (aged 76) is a former senior partner of DFA Law and current consultant with McGanns Law (Northampton). He is also the Lay Chairman of the Local Health Authority's Performers List Decision Panel. Murray has been involved with Northampton Saints since 1988, when he was part of the consortium which took control of the club. He is a former president and has been a director since the game turned professional.

BRIAN FACER
Brian (aged 45) was appointed as Commercial Director in January 2014. Northampton-born-and-bred, Brian has been a member of the team at Franklin's Gardens for eight years, initially as marketing manager and then as head of commercial operations in 2012. Prior to joining the Saints, Brian worked in senior sales and marketing roles for a number of blue-chip IT companies throughout the country.

KEITH BARWELL OBE
Keith (aged 72) has supported the Saints since his schooldays. He spent most of his working life in the newspaper industry and helped the club when the game turned professional. Keith is also the founder of 78 Derngate Trust, which restored the Charles Rennie Mackintosh building. He was made an Officer of the British Empire in 2009 for his services to Northampton. He is currently the club President.

COLIN POVEY
Colin (aged 55) joined the board in 2001. He has extensive business experience having spent time working in the UK and overseas for listed companies. He was Chief Executive of Carlsberg UK locally and most recently was Chief Executive of Warwickshire County Cricket Club where he oversaw the redevelopment of the world-famous Edgbaston stadium. He is currently non-executive Chairman of England Netball and is also a former international sportsman having both played and coached water polo for Great Britain. Colin lives locally and is married with three children.

ALLAN ROBSON
Allan (aged 61) joined the Saints in January 2000 as Commercial Director and was promoted to Chief Executive in 2006. He has over 30 years' success in sports marketing and management as Commercial Director with Birmingham City FC, Watford FC, Wycombe Wanderers FC and Richmond Athletic RFC. Allan's earlier career was spent largely in the City of London where he practiced as a Chartered Secretary. Allan serves as a member of the Premiership Rugby Salary Cap Committee and on the Professional Game Board's Academy Performance Advisory Group.

NICK BEAL
Nick (aged 45) is a Chartered Financial Planner and a Director of local financial advisers at David Williams IFA where he joined in 2000. His rugby career started with High Wycombe where he played for three seasons before joining the Saints. Nick became a full-time rugby player when the game turned professional in 1995, playing over 280 games over 12 seasons for the Saints and earning 15 caps for England. A member of England's World Cup winning 7s team in 1993, Nick also toured with the British & Irish Lions and represented the Barbarians.

RICHARD DEANE
Richard (aged 64) joined the Saints in July 2002 as Financial Controller, a position he held until his appointment to the Board in January 2006. He started watching the Saints at the end of the 1990s. Much of Richard's earlier career was spent in the FMCG sector.

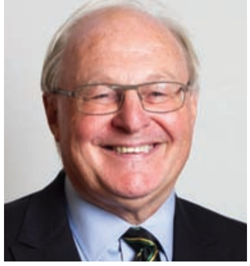
ELLA BEVAN
Ella (aged 44) was appointed to the Northampton Saints board of directors in November 2012. On leaving Loughborough University she worked as a school teacher and was Head of PE at Northampton High School. In 2009 Ella left teaching to take a more active role in the Barwell family businesses – Bradden Estates Management and the Saints. As well as being a lifelong Saints fan, Ella also plays hockey for Towcester Ladies Hockey Club and is captain of England Masters, over 40's.

DIRECTORS AND OFFICERS

Directors:	A C Hewitt (Chairman) J White (Deputy Chairman) A Robson (Chief Executive Officer) R A Deane (Financial Director) B Facer (Commercial Director) K L Barwell OBE (Non-Executive) N D Beal (Non-Executive) E Bevan (Non-Executive) J J Drown (Non-Executive) M A L Holmes (Non-Executive) C Povey (Non-Executive) J A G D Raphael (Non-Executive)
Secretary:	A T Cozzolino
Registered office:	Franklin's Gardens Weedon Road NORTHAMPTON NN5 5BG
Company registration number:	04064363

PROFESSIONAL ADVISERS

Auditor:	Grant Thornton UK LLP Chartered Accountants Grant Thornton House 202 Silbury Boulevard MILTON KEYNES MK9 1LW	Bankers:	Barclays Commercial Bank Ashton House 497 Silbury Boulevard MILTON KEYNES MK9 2LD
Solicitors:	Shoosmiths The Lakes NORTHAMPTON NN4 7SH		



CHAIRMAN’S STATEMENT

After the success we have enjoyed in recent years on the pitch 2015/16 was something of a relative disappointment. However it says a great deal about the expectations we have here at Northampton Saints that a fifth-placed finish in the Aviva Premiership and a second successive quarter final in the European Rugby Champions Cup – losing to the eventual champions, Saracens – and a place in the final of the Aviva ‘A’ League is regarded as underachievement.

The delayed start of the season due to the Rugby World Cup was compounded by the fact that the construction of the new Barwell Stand meant that we were not able to play our usual pre-season games at Franklin’s Gardens. Furthermore, with no Anglo-Welsh Cup competition there was a reduced number of opportunities to blood younger players in the way that has been so productive in recent years.

Nevertheless there were positives to be taken from the playing side of the club. Over the course of the season we had 13 players represent four countries, three of whom – Calum Clark during the World Cup warm-ups, Paul Hill in the Six Nations and Teimana Harrison in the end-of-season games – made their international debuts for England.

We were proud to have Dylan Hartley become the first Saint to captain England to a Six Nations Grand Slam, and then lead his country to an unprecedented whitewash of Australia in the June tour. Meanwhile, closer to home in the World Rugby Under-20 Championship, Harry Mallinder both led England to the tournament title and earned himself the accolade as Player of the Tournament, just reward for some starring performances in Manchester.

Back at Franklin’s Gardens the Barwell Stand was completed on time and on budget at a construction cost of £6 million and a total cost of £7.5 million including land acquisition, professional fees and fit out. The architects at pHp have done a superb job of designing a building that looks both brand new and also perfectly at home with the rest of the stadium, and Buckingham Group proved to be excellent contractors. The supporters have responded, too, filling the increased capacity of just under 15,300 on multiple occasions last season. There has also been an increase in demand for the new facilities for our non-match day conference business, which is crucial in generating revenues for the Club going forward.

Our turnover for the year was £16.608 million, an increase of just under 1 percent over the previous year. This figure reflects the reduced number of home games and disruption to our trading activities brought about by the construction of the Barwell Stand. We generated profits before tax for the year of £652k.

I am delighted to report that we remain the only Aviva Premiership club to have been profitable over each of the last 16 consecutive years.

We are in a positive frame of mind going into the new season. As part of Premiership Rugby we have reached a new 8 year agreement with the RFU from the 1st July 2016 which covers the release of players to the England squad, the promotion of English Qualified Players (EQP) and our Academy licence and will bring in return increased payments to Premiership Clubs.

We remain committed to spending up to the maximum allowed under the salary framework. This involves a three-pronged approach – retaining our existing experienced and international players; bringing the best available players to the Club; and developing our own young players through the Academy system. Already this summer we have announced new deals with the likes of Tom Wood, Jamie Gibson, Teimana Harrison and Paul Hill, and welcomed Louis Picamoles – arguably the best number eight in the world – and Nic Groom – a scrum-half who was included in South Africa’s training squad for their series against Ireland – to the Club.

CHAIRMAN'S STATEMENT CONTINUED

Inevitably the competition for players, particularly from clubs in the French Top 14 and our English rivals in the Aviva Premiership, is driving up costs for players. This means that we are under pressure to create additional revenues, and to this end we are continuing our investment into our facilities here at Franklin's Gardens, with the Tetley's Stand executive boxes, Rodber Suite, Captains Suite and Club Heroes all receiving a significant makeover over the summer months ahead of the new season. Providing a match day experience to our supporters that encourages them to come back game after game is crucial, and we are committed to improve this, as well as giving players, coaches and support staff the facilities they need to create a successful team.

Our outreach and community work is also a key focus for us. One notable programme is the Elite Insurance Sevens Series, which has expanded considerably over the past few years and sees us work with one of our key sponsors to grow the shortened version of the sport, attract new players to rugby, and entrench the Saints brand in schools across the East of England. This year saw the Elite Insurance Sevens Series include tournaments across two age groups for boys and, for the first time, a tournament for girls' teams, too, and all in all over 1,500 players took part.

I would like to thank the Board of Directors, all our staff and players for their commitment and hard work throughout the year. We all depend on each other, and for a club like Northampton Saints to be successful it needs everyone to be working together for the same aim.

Finally, a special thank you to all our supporters, whether shareholders, season ticket holders, executive box holders and corporate customers, and all our sponsors, for your fantastic backing throughout the year.

Tony Hewitt
Chairman
2 August 2016

STRATEGIC REPORT

Principal activity
The principal activity of the group in the period under review was that of promoting the playing and development of rugby football.

Business review
Aside from the normal demands of arguably the toughest domestic schedule in rugby union, 2015-16 presented Saints with two further challenges to the club's normal smooth-running operation – the disruptive effect of having to prepare a playing squad including 7 international players representing their countries in Rugby World Cup 2015 and the completion of the new Barwell Stand.

The effect of hosting RWC2015 on home soil was a late start to the domestic club season and the lack of available weekends to schedule an Anglo Welsh Cup competition which was acknowledged by the Rugby Football Union paying compensation to each of the Aviva Premiership clubs.

Jim Mallinder will outline the effect of these challenges on our playing results but I am pleased to confirm the Barwell Stand was completed on time, on budget and to our expectations. Our total stadium capacity is now 15,249 and the standard of the new facility is already proving attractive to supporters on matchdays and to customers requiring a top class venue for conferences, meetings and events on non-matchdays.

Despite failing to qualify for the Aviva Premiership semi-final for the first time in 7 years and therefore not benefitting from the relevant additional match revenues, we are still able to report a record turnover in 2015-16 - £16.608m.

2015-16 was also our 16th year of consecutive net profit. Net operating profit before tax at £652k included an exceptional receipt of £500k being the proceeds of sale of shares in the Company following the dissolution of the old proprietary members club which had been inactive for many years. Shareholders will also be pleased to see an increase in shareholder funds to £19.778m at the end of May. This is as a result of new accounting standard FRS102 requiring us to incorporate the fair value of the 'P' shares the club owns in Premiership Rugby Ltd.

Supported by our highest ever number of season ticket holders, up 17.5% at 10,286, Saints achieved 3 sell-out home matches and increased its average home attendance to 14,835 - over 97% of our enlarged capacity. Despite this, however, the reduced number of home matches in the absence of the Anglo Welsh competition or any home pre-season fixtures or a Premiership semi-final, resulted in our rugby income being reduced by 10% or £462,000, compared to the previous year.

Revenue from our retailing and non-matchday conference & events operations were also down on the previous year, by 27% and 7% respectively, largely due to reduced availability of rooms, restrictions on access and less car parking availability throughout the construction period, almost half of the year.

We were pleased that despite the unavailability of the new Barwell Stand hospitality facilities until January, matchday hospitality sales showed an increase of 5% on the previous year with demand for executive boxes exceeding supply.

It is always important to maintain tight control on expenditure and despite normal inflationary pressures we were able to reduce general administration costs for the year although depreciation costs and loan interest relating to the new stand increased by 59%.

Premiership Rugby's salary cap regulations introduced a new credit system for RWC15 year which, together with the increased player salary ceiling, meant that the Club was able to increase its expenditure on players by £1.070m to £6.695m.

We also believe it is critically important to ensure that investment is maintained in the Club's future by ensuring that our Academy and youth development system continues to set the standard for other clubs to follow and in 2015-16 expenditure in this area was increased to over £826,000.

STRATEGIC REPORT CONTINUED

As I write this report a new 8 year agreement between Premiership Rugby and the Rugby Football Union has just been finalised. The essence of the agreement is continued and improved guaranteed access to selected players for the England representative sides in exchange for improved funding to the clubs which develop and employ these players. Great emphasis has been placed on the clubs achieving certain criteria regarding Academy standards and English Qualified Player levels which all parties agree will be of benefit to the English game generally. Saints will continue to support the spirit and the detail of this new agreement whilst striving for its own success on the field and off it.

The Board continues to acknowledge that the success and future of Northampton Saints is in the strength of our relationship with supporters and sponsors and 2016-17 will therefore see not only increased investment in our playing department but also into the Franklin's Gardens matchday experience.

A new teamwear and leisurewear partner, Macron, will be servicing an enlarged retail store, the Tetley's Stand is undergoing a total refurbishment and improvement programme, a new matchday member's club, Club Heroes, will be available for season ticket holders and a new Cocktail Lounge is being opened for our sponsors. In this respect, we are delighted that Kubota will be joining our Main Club Sponsor, Travis Perkins and our Elite Sponsors, Elite Insurance Co, Hankook Tyres, Church & Co and Carlsberg this coming season.

The UK's Brexit vote will no doubt apply further pressure, at least in the short term, to business expenditure with possible implications to us all as individuals. Northampton Saints cannot avoid any such effect but will look to minimise it by offering a compelling proposition in all it does.

Key performance indicators

Financial

The group monitors its financial performance using the following measures:

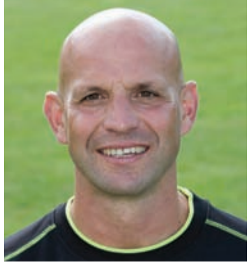
- growth in turnover - a key measure of the company's success in winning new business and retaining existing customers.
- maintaining a profitable business.
- cash collection - important for effective working capital management. At the year end debtor days were 16.3 days compared to 21.4 days last year.
- total gate receipts per match.
- player expenditure in accordance with the salary framework agreement.

Principal risks and uncertainties

The principal risks and uncertainties facing the business relate to the following:

- the health and wellbeing of our players - this is managed by the Club employing the best coaches, medical and conditioning staff possible to maintain players in peak physical condition.
- the need to retain the employment of key coaching and playing staff by the timely renewal of contracts.
- the requirement for other clubs to play their part in maintaining compelling rugby competitions to ensure rugby is a successful and flourishing sport.
- maintaining a long term agreement with RFU.
- ensuring Franklin's Gardens remains a safe matchday environment.
- the maintenance of the salary framework at a level which enables a well run rugby club business to spend at the maximum level without undermining its financial viability.

Allan Robson
Chief Executive Officer
2 August 2016



PLAYING REVIEW

The 2015/16 season was a campaign full of highs and lows.

Over the past nine years we have become accustomed to taking part in the big events at the end of the season, the finals and knockout games that decide who will take home the trophies that every club wants to win.

This season was the first time in my time at the club that we have not reached either a final or the Aviva Premiership semi-finals, and it hurts. I know that the Saints' supporters will be feeling sore after this season, and this can be multiplied several times over for the players, coaches and support staff. We know we had the people and ability to do better, and we will do better in the future.

That said, there were several high points during the campaign. We were one of the only teams to beat Saracens – the eventual Aviva Premiership and Champions Cup winners – and did a home-and-away double over Glasgow Warriors, the 2015 Pro 12 champions. We also reached the knockout stages of the Champions Cup for a second successive season, despite having a group including both Glasgow and Racing-92, who would go onto the final and win the Top 14, and the Wanderers did superbly to reach the final of the Aviva 'A' League.

Playing-wise we saw the emergence of some exciting young players. Teimana Harrison burst into the first team at Christmas and played himself into an England test match starting spot by the end of the season. And Harry Mallinder earned himself two Champions Cup man of the match awards in successive weeks in January, before playing regularly in the first team and ultimately leading England to the World Rugby Under-20 Championship title in June.

Throughout the squad we have seen home-grown talent come through to shine, and we averaged out with more English-qualified players in a match day 23 than all bar two of the other Aviva Premiership clubs. Furthermore, a third of our first team squad has come through the Academy system. We will always look to bring in world class talent when we are able to – Louis Picamoles one example – but we believe that we should also develop our own, and the Academy staff is doing an excellent job.

On the international front we were proud to have Dylan Hartley be chosen to captain England for both the Six Nations and end of year tour to Australia. Dylan has rightly earned plenty of praise for the way he has led the squad, and his efforts have been rewarded by both England's first Grand Slam in 13 years as well as a first ever 3-0 whitewash over the Wallabies in an away series in Australia.

Looking ahead we are feeling positive. We have appointed a new captain, Tom Wood, who will build on the good work of Dylan and Lee Dickson, and the players are all committed to getting the team back to where we want to be. It is going to be a very competitive and challenging year of rugby in the Aviva Premiership, Champions Cup and Anglo-Welsh Cup, but it is going to be something that we will relish.

As always, a massive thank you to the board of directors as well as the Saints' supporters, sponsors and shareholders for all of your continued backing of the team.

Jim Mallinder
Director of Rugby
2 August 2016

DIRECTORS' REPORT

The directors present their report together with audited financial statements for the year ended 31 May 2016.

Business review

There was a profit for the year after taxation amounting to £610,415 (2015 - £2,937,896). The directors do not recommend the payment of a dividend. The business review is reported on further, in both the Strategic report and Chairman's statement.

Directors

The directors who served during the year were:

A C Hewitt (Chairman)
J White (Deputy Chairman)
A Robson (Chief Executive Officer)
R A Deane (Financial Director)
B Facer (Commercial Director
K L Barwell OBE (Non-Executive)
N D Beal (Non-Executive)
E Bevan (Non-Executive)
J J Drown (Non-Executive)
M A L Holmes (Non-Executive)
C Povey (Non-Executive)
J A G D Raphael (Non-Executive)

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic report, the Directors' 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 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 judgments and accounting estimates that are reasonable and prudent
- 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 Group's transactions and disclose with reasonable accuracy, at any time, the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT CONTINUED

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Financial risk management

The group has exposures to two main areas of risk - liquidity risk and customer credit exposure. To a lesser extent the group is exposed to interest rate risk.

Liquidity risk

The objective of the group in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The group expects to meet its financial obligations through operating cash flows. In the event that the operating cash flows would not cover all the financial obligations the group has credit facilities available. Given the maturity of the bank loan in note 22, the group is in position to meet its commitments and obligations as they come due.

Customer credit exposure

The group may offer credit terms to its customers which allow payment of the debt after delivery of the goods or services. The group is at risk to the extent that a customer may be unable to pay the debt on the specified due date. This risk is mitigated by the strong on-going customer relationships and by credit insurance.

Interest rate risk

The group borrows from its bankers using either overdrafts or term loans whose tenure depends on the nature of the asset and management's view of the future direction of interest rate.

Disclosure of information to the auditor

Each of the persons who are directors at the time when the Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- that director has taken all steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditors

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Payment policy and practice

It is the group's policy to settle the terms of payment with suppliers when agreeing the terms of the transaction to ensure that suppliers are aware of these terms and abide by them. Trade creditors for the group at the year end amount to 23 days (2015 - 43 days) of average supplies for the year.

DIRECTORS' REPORT CONTINUED

Post balance sheet events

There have been no significant events affecting the Group since the year end.

Matters covered in the strategic report

The business review, the principal risks and uncertainties and the future developments sections are not shown in the Directors' report, because they are shown in the strategic report instead under S414c(ii).

This report was approved by the board on 2 August 2016 and signed on its behalf.

R A Deane
Director
2 August 2016

Franklin's Gardens
Weedon Road
Northampton
NN5 5BG

REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF NORTHAMPTON SAINTS PLC

We have audited the financial statements of Northampton Saints PLC for the year ended 31 May 2016 which comprise the Consolidated Profit and Loss Account, the Consolidated and Parent Company Balance Sheets, the Consolidated and Parent Company Statement of Changes in Equity, the Consolidated Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 auditor

As explained more fully in the Directors' Responsibilities Statement set out 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 Auditing Practices Board's (APB'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 Financial Reporting Council'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 of the parent company's affairs as at 31 May 2016 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF NORTHAMPTON SAINTS PLC CONTINUED

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.

John Corbishley
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Milton Keynes
2 August 2016

NORTHAMPTON SAINTS PLC AND ITS SUBSIDIARY UNDERTAKINGS

CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 31 May 2016

	Note	2016 £	2015 £
Turnover	5	**16,608,462**	16,480,394
Cost of sales		**(9,799,380)**	(9,272,824)
Gross profit		**6,809,082**	7,207,570
Administrative expenses		**(6,547,065)**	(6,034,722)
Exceptional depreciation	6	**-**	(276,958)
Total administrative expenses		**(6,547,065)**	(6,311,680)
Exceptional other operating income	7	**500,259**	-
Gain in fair value of shares in investment	8	**-**	2,885,731
Operating profit		**762,276**	3,781,621
Net interest	10	**(109,804)**	24,940
Profit on ordinary activities before taxation	8	**652,472**	3,806,561
Tax on profit on ordinary activities	13	**(42,057)**	(868,665)
Profit for the financial year after taxation		**610,415**	2,937,896
Earnings per ordinary share	14	**6.5p**	31.3p
Profit for the financial year attributable to the owners:		**610,415**	2,937,896

All amounts relate to continuing operations

There were no recognised gains and losses for 2016 or 2015 other than those included in the Consolidated Profit and Loss Account.

NORTHAMPTON SAINTS PLC AND ITS SUBSIDIARY UNDERTAKINGS

CONSOLIDATED BALANCE SHEET AS AT 31 MAY 2016

	Note		2016		2015
		£	£	£	£
Fixed assets					
Intangible assets	15		**331,517**		380,989
Tangible assets	16		**21,346,035**		15,233,923
Investments	17		**6,483,161**		6,483,161
			28,160,713		22,098,073
Current assets					
Stocks	18	**221,576**		230,180	
Debtors	19	**2,993,744**		2,387,063	
Cash at bank and in hand		**1,690,871**		8,400,280	
		4,906,191		11,017,523	
Creditors: amounts falling due within one year	20	**(5,869,720)**		(6,677,973)	
Net current (liabilities)/assets			**(963,529)**		4,339,550
Total assets less current liabilities			**27,197,184**		26,437,623
Creditors: amounts falling due after more than one year	21		**(5,527,144)**		(5,562,928)
Provisions for liabilities	24		**(1,891,940)**		(1,707,010)
Net assets			**19,778,100**		19,167,685
Capital and reserves					
Called up share capital	25		**4,695,750**		4,695,750
Share premium	26		**4,341,600**		4,341,600
Profit and loss account	26		**10,740,750**		10,130,335
Shareholders' funds			**19,778,100**		19,167,685

The financial statements were approved by the Board of Directors and authorised for issue on 2 August 2016. They were signed on its behalf by:

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A Robson — Director

R A Deane — Director

Registration number 04064363

NORTHAMPTON SAINTS PLC

COMPANY BALANCE SHEET AS AT 31 MAY 2016

	Note		2016		2015
		£	£	£	£
Fixed assets					
Investments	17		**9,127,072**		9,127,072
Total assets less current liabilities			**9,127,072**		9,127,072
Capital and reserves					
Called up share capital	25		**4,695,750**		4,695,750
Share premium	26		**4,341,600**		4,341,600
Profit and loss account	26		**89,722**		89,722
Shareholders' funds			**9,127,072**		9,127,072

The financial statements were approved by the Board of Directors and authorised for issue on 2 August 2016. They were signed on its behalf by:

....

A Robson R A Deane
Director Director

Registration number 04064363

NORTHAMPTON SAINTS PLC AND ITS SUBSIDIARY UNDERTAKINGS

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Called up share capital	Share premium	Retained earnings	Total
	£	£	£	£
At 1 June 2014	4,695,750	4,341,600	7,192,439	16,229,789
Profit for the year	-	-	2,937,896	2,937,896
Balance as at 31 May 2015	**4,695,750**	**4,341,600**	**10,130,335**	**19,167,685**

	Called up share capital	Share premium	Retained earnings	Total
	£	£	£	£
At 1 June 2015	4,695,750	4,341,600	10,130,335	19,167,685
Profit for the year	-	-	610,415	610,415
Balance as at 31 May 2016	**4,695,750**	**4,341,600**	**10,740,750**	**19,778,100**

COMPANY STATEMENT OF CHANGES IN EQUITY

	Called up share capital	Share premium	Retained earnings	Total
	£	£	£	£
At 1 June 2014	4,695,750	4,341,600	89,722	9,127,072
Profit for the year	-	-	-	-
Balance as at 31 May 2015	**4,695,750**	**4,341,600**	**89,722**	**9,127,072**

	Called up share capital	Share premium	Retained earnings	Total
	£	£	£	£
At 1 June 2015	4,695,750	4,341,600	89,722	9,127,072
Profit for the year	-	-	-	-
Balance as at 31 May 2016	**4,695,750**	**4,341,600**	**89,722**	**9,127,072**

NORTHAMPTON SAINTS PLC AND ITS SUBSIDIARY UNDERTAKINGS

CONSOLIDATED CASH FLOW STATEMENT

	2016	2015
	£	£
Cash flows from operating activities		
Profit for the financial year	**610,415**	2,937,896
Adjustments for:		
Fair value adjustment to investments	**-**	(2,885,731)
Amortisation of intangible assets	**164,885**	181,304
Depreciation of tangible assets	**587,735**	723,633
Loss/(profit) from sale of fixed assets	**118**	(3,200)
(Increase)/decrease in trade and other debtors	**(459,471)**	54,401
Decrease in stocks	**8,604**	21,866
Decrease in trade creditors	**(544,467)**	(299,910)
Interest payable	**110,084**	18
Interest receivable	**(280)**	(24,958)
Tax charge	**42,057**	868,665
Cash from operations	**519,680**	1,573,984
Income taxes paid	**(83,907)**	(233,518)
Net cash generated from operating activities	**435,773**	1,340,466
Cash flows from investing activities		
Proceeds from sale of tangible assets	**1,042**	22,500
Purchases of tangible assets	**(6,701,007)**	(1,348,568)
Purchases of intangible assets	**(115,413)**	(10,000)
Interest received	**280**	24,958
Net cash from investing activities	**(6,815,098)**	(1,311,110)
Cash flows from financing activities		
Repayment of bank loans	**(220,000)**	(525,000)
Interest paid	**(110,084)**	(18)
Net cash used in financing activities	**(330,084)**	(525,018)
Net decrease in cash and cash equivalents	**(6,709,409)**	(495,662)
Cash and cash equivalents at the beginning of year	**8,400,280**	8,895,942
Cash and cash equivalents at end of year	**1,690,871**	8,400,280

NOTES TO THE FINANCIAL STATEMENTS

1. GROUP INFORMATION

Northampton Saints PLC is a public limited entity incorporated in the United Kingdom. The principal activity of the group is that of promoting the playing and development of rugby football. Its registered office is Franklin's Gardens, Weedon Road, Northampton, NN5 5BG.

2. BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102') and the Companies Act 2006.

This is the first year in which the financial statements have been prepared under FRS 102. Refer to note 34 for an explanation of the transition.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Group's accounting policies (see note 3).

The financial statements are presented in Sterling (£).

The group financial statements consolidate the financial statements of Northampton Saints PLC and all its subsidiary undertakings drawn up to 31 May each year.

The parent company has taken advantage of section 408 of the Companies Act 2006 and has not included its own Profit and Loss Account in these financial statements. The parent company's profit for the year was £nil (2015: £nil).

Basis of consolidation

The group financial statements consolidate those of the company and of its subsidiary undertakings (see note 17) drawn up to 31 May 2016. Profits or losses on intra-group transactions are eliminated in full.

Goodwill arising on consolidation, representing the excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired, is capitalised and is amortised on a straight line basis over its estimated remaining useful economic life, which is the period the directors believe the asset will give value over.

Going concern

After reviewing the group's forecasts and projections, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The group therefore continues to adopt the going concern basis in preparing its consolidated financial statements.

3. SIGNIFICANT JUDGEMENTS AND ESTIMATES

Preparation of the financial statements requires management to make significant judgements and estimates. The items in the financial statements where these judgements and estimates have been made include revenue recognition, valuation of shares and deferred taxation.

NOTES TO THE FINANCIAL STATEMENTS

4. PRINCIPAL ACCOUNTING POLICIES

Investment in subsidiaries

The consolidated financial statements incorporate the financial statements of the company and entities (including special purpose entities) controlled by the group (its subsidiaries). Control is achieved where the group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition and up to the effective date of disposal, as appropriate using accounting policies consistent with those of the parent. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Investments in subsidiaries are accounted for at cost less impairment in the individual financial statements.

Turnover

Turnover represents the amounts, excluding VAT and trade discounts, receivable by the group for match tickets, executive boxes, sponsorship, Premier Rugby Partnership income, rental of ground, gate receipts and the provision of goods supplied and services provided by the group.

Contracted income from club sponsors, Premier Rugby income and season ticket income is recognised in line with the season to which this relates with any adjustments being recognised through the deferred income account.

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:
- the Group has transferred the significant risks and rewards of ownership to the buyer;
- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:
- the amount of turnover can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract.

Deferred income

Deferred income other than grants represents amounts received in relation to sponsorship and executive boxes.

Deferred income is released to the Profit and Loss Account in the season to which the income relates and typically is over a period of between 1 and 4 years.

Intangible fixed assets

Intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

Purchased goodwill

Purchased goodwill represents the surplus arising on the acquisition of the net assets of The Northampton Rugby Football Club.

The Group adopted a policy of amortising the cost over its estimated useful life of 20 years. No reduction in useful life under FRS 102 has been implemented as the remaining useful life of the goodwill is within the 10 year requirement.

NOTES TO THE FINANCIAL STATEMENTS

4. PRINCIPAL ACCOUNTING POLICIES CONTINUED

Transfer fees paid for player registrations

The costs of acquired player registrations are capitalised as intangible assets and amortised over the period of the players' contracts, with appropriate adjustments for any impairments assessed to have taken place.

Tangible fixed assets and depreciation

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Profit and Loss Account during the period in which they are incurred.

Finance costs are capitalised to the extent that they relate to long term construction in progress.

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on a reducing balance basis.

Freehold property	2% on cost
Leasehold property	Over the remaining term of the lease
Ground improvements	20% on reducing balance
Property improvements	10% on reducing balance
Furniture, fixtures and fittings	20% on reducing balance
Office equipment	20 - 33⅓% on cost
Motor vehicles	33⅓% on reducing balance

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Investments

Investments held in the company as fixed assets are shown at cost less provision for impairment.

Investments held in the group other than loans are measured at fair value at each balance sheet date using a valuation technique with any gains or losses being reported in the Profit and Loss Account.

Operating leases: lessee

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease terms.

Finance leases: lessee

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the Profit and Loss Account over the shorter of estimated useful economic life and the term of the lease.

NOTES TO THE FINANCIAL STATEMENTS

4. PRINCIPAL ACCOUNTING POLICIES CONTINUED

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the Profit and Loss Account over the term of the lease and is calculated so that it represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Profit and Loss Account.

Debtors

Short term debtors are measured at transaction price, less any impairment.

Financial instruments

The Group only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

4. PRINCIPAL ACCOUNTING POLICIES CONTINUED

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payments obligations.

The contributions are recognised as an expense in the Profit and Loss Account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Profit and Loss Account in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

Interest income

Interest income is recognised in the Profit and Loss Account using the effective interest method.

Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Group operates and generates income.

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 it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence.

NOTES TO THE FINANCIAL STATEMENTS

5. TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The turnover is attributable to the principal activity as stated in the Strategic Report.

Turnover is attributable to the following classes of business:

	2016	2015
	£	£
Rugby income	**4,250,140**	4,712,853
Premiership Rugby and RFU income	**5,090,748**	4,411,577
Commercial income	**7,267,574**	7,355,964
	16,608,462	16,480,394

In the opinion of the directors there is only one segment; the promoting of the playing and development of rugby football.

All turnover arose in the United Kingdom.

6. EXCEPTIONAL DEPRECIATION CHARGE

The exceptional depreciation charge in the prior year relates to an adjustment of the useful economic life of the Sturtridge Pavilion, in view of the clubs commitment to commence the construction of the new Barwell Stand.

7. EXCEPTIONAL OTHER OPERATING INCOME

	2016	2015
	£	£
Exceptional donation received	**500,259**	-

8. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The profit on ordinary activities before taxation is stated after charging:

	2016	2015
	£	£
Depreciation of tangible fixed assets	**587,735**	723,633
Amortisation of intangible fixed assets	**164,885**	181,304
Other operating lease rentals	**55,307**	113,671
Changes in fair value of investments (see note 34)		(2,885,731)
Defined contribution pension cost	**356,323**	298,108

NOTES TO THE FINANCIAL STATEMENTS

9. AUDITOR'S REMUNERATION

	2016	2015
	£	£
Fees payable to the Group's auditor and its associates for the audit of the Group's annual accounts	**2,100**	2,100
The auditing of accounts of subsidiaries of the Group	**23,460**	22,715
	25,560	24,815

Fees payable to the Group's auditor and its associates in respect of:

	2016	2015
	£	£
Other services relating to taxation	**8,000**	-
Other services	**17,550**	2,550
	25,550	2,550

10. NET INTEREST

	2016	2015
	£	£
On interest receivable	**280**	24,958
Bank interest payable	**-**	(18)
Other loan interest payable	**(101,008)**	-
Finance leases and hire purchase contracts	**(9,076)**	-
	(109,804)	24,940

11. EMPLOYEES

The Group

Staff costs during the year were as follows:

	2016	2015
	£	£
Wages and salaries	**8,277,734**	7,308,490
Social security costs	**962,261**	875,375
Other pension costs	**356,323**	298,108
	9,596,318	8,481,973

The Group operates a stakeholder defined contribution pension scheme for the benefit of the employees and directors. The assets of the scheme are administered by an independent pensions provider. Pension payments recognised as an expense during the year amount to £356,323 (2015: £298,108).

NOTES TO THE FINANCIAL STATEMENTS

11. EMPLOYEES CONTINUED

The average number of employees of the group during the year was:

	2016 Number	2015 Number
Sports and rugby players	**88**	79
Administration, commercial and match day only staff	**134**	151
	222	230

Included in administration, commercial and match day only staff above are 106 (2015: 110) part-time employees.

12. DIRECTORS' REMUNERATION

Remuneration in respect of directors was as follows:

	2016 £	2015 £
Emoluments	**401,499**	402,302
Pension contributions to defined contribution pension schemes	**60,737**	66,552
	462,236	468,854

During the year 3 directors (2015 - 3) participated in defined contribution pension schemes.

The amounts set out above include remuneration in respect of the highest paid director as follows:

	2016 £	2015 £
Emoluments	**212,804**	229,351
Pension contributions to defined contribution pension schemes	**43,100**	42,487

The Company
No wages and salaries were paid during the year (2015 - £nil)

NOTES TO THE FINANCIAL STATEMENTS

13. TAXATION

Analysis of tax charge in the year:

Current tax (see note below)

	2016	2015
	£	£
UK corporation tax (credit)/charge on the profit for the year	**(110,506)**	189,596
Adjustments in respect of prior periods	**(32,367)**	(6,944)
Total current tax	**(142,873)**	182,652

Deferred tax

	2016	2015
	£	£
Origination and reversal of timing differences and total deferred taxation	**355,630**	686,013
Effect of tax rate change on opening balance	**(170,700)**	-
Total deferred tax	**184,930**	686,013
Tax on profit on ordinary activities	**42,057**	868,665

Factors affecting the tax charge for the year

The tax assessed for the year is lower than (2015: higher than) the standard rate of corporation tax in the UK of 20% (2015 – 20.83%). The differences are explained below:

	2016	2015
	£	£
Profit on ordinary activities before tax	**652,472**	3,806,561
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 – 20.83%)	**130,494**	792,907
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	**13**	92,278
Tax on goodwill	**15,078**	15,703
Capital allowances for the year in excess of depreciation	**55,312**	21,191
Utilisation of tax losses	**(4,417)**	-
Adjustments to tax charge in respect of prior periods	**1,771**	-
Short term timing differences leading to an increase/(decrease) in taxation	**(210,216)**	(22,547)
Non-taxable income less expenses not deductible for tax purposes, other than goodwill and impairment	**(100,052)**	(601,069)
Capital gains	**156,025**	577,146
Adjustments to tax charge in respect of prior periods	**(32,367)**	(6,944)
Prior year deferred tax charge	**30,416**	-
Current tax charge for the year	**42,057**	868,665

NOTES TO THE FINANCIAL STATEMENTS

13. TAXATION CONTINUED

Factors that may affect future tax charges

A deferred tax liability of £1,891,940 (2015: £1,707,010) in respect of capital gains and fixed asset timing differences has been recognised at 31 May 2016.

The amount of the net reversal of deferred tax expected to occur next year is £125,891 credit relating to the reversal of existing timing differences on tangible fixed assets.

During the year the UK corporation tax rate was decreased. Following Budget 2015 announcements, there will be a further reduction in the main rate of corporation tax to 18% from 1 April 2020.

14. EARNINGS PER SHARE

The basic earnings per share has been calculated by dividing the profit for the year of £610,415 (2015 – £2,937,896) by the weighted average number of ordinary shares 9,391,500 (2015 - 9,391,500) in issue during the year. There are no dilutive instruments and therefore no diluted earnings per share.

15. INTANGIBLE FIXED ASSETS

The Group	Software £	Player registrations £	Goodwill £	Total £
Cost				
At 1 June 2015	-	232,000	1,239,472	1,471,472
Additions	45,393	70,020	-	115,413
Disposals	-	(232,010)	-	(232,010)
At 31 May 2016	45,393	70,010	1,239,472	1,354,875
Amortisation				
At 1 June 2015	-	155,333	935,150	1,090,483
Provided in the year	9,867	95,010	60,008	164,885
Disposals	-	(232,010)	-	(232,010)
At 31 May 2016	9,867	18,333	995,158	1,023,358
Net book amount at 31 May 2016	**35,526**	**51,677**	**244,314**	**331,517**
Net book amount at 31 May 2015	-	76,667	304,322	380,989

Goodwill relates to the acquisition of Northampton Rugby Football Club Limited. This goodwill is amortised over the directors’ estimate of its useful economic life of 20 years.

Amortisation of intangible fixed assets is included in administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS

16. TANGIBLE FIXED ASSETS

The Group	Freehold property, new buildings and ground improvements £	Furniture, fixtures and fittings, motor vehicles and office equipment £	Totals £
Cost			
At 1 June 2015	17,985,020	2,345,988	20,331,008
Additions	5,829,093	871,914	6,701,007
Disposals	-	(2,350)	(2,350)
At 31 May 2016	23,814,113	3,215,552	27,029,665
Depreciation			
At 1 June 2015	3,375,886	1,721,199	5,097,085
Charge owned for the year	348,569	212,355	560,924
Charge financed for the year	-	26,811	26,811
Disposals	-	(1,190)	(1,190)
At 31 May 2016	3,724,455	1,959,175	5,683,630
Net book amount at 31 May 2016	**20,089,658**	**1,256,377**	**21,346,035**
Net book amount at 31 May 2015	14,609,134	624,789	15,233,923

Included within freehold property, new buildings and ground improvements is:

- land at cost of £1,417,857 (2015 - £1,417,857) which is not depreciated.

Included in fixed assets in the prior year were assets in the course of construction of £1,503,864 which were not depreciated. During the year there were additions to this amount and the assets then came in to full working order for the Group. These amounts from this date were therefore depreciated in line with other accounting policies for freehold property, new property and ground improvements.

Included in this amount is finance costs capitalised during the year in relation to the construction of these assets of £97,786 (2015 - £213,537). The aggregate amount of finance costs capitalised is £389,391 (2015 - £291,605).

The net book value of assets held under finance leases or hire purchases contracts, included above, are as follows:

	2016 £	2015 £
Fixtures and fittings	**241,299**	-

Depreciation charged on finance leases in the year totalled £26,811 (2015: £NIL).

NOTES TO THE FINANCIAL STATEMENTS

17. FIXED ASSET INVESTMENTS

The Group	Investments other than loans £
Valuation amount	
At 1 June 2015 and 31 May 2016	**6,483,161**

The investment above relates to an investment in Premiership Rugby Limited.

The Company	Shares in group undertakings £
Cost and net book amount	
At 1 June 2015 and 31 May 2016	**9,127,072**

At 31 May 2016 the company held (directly or indirectly) more than 20% of the allotted share capital of the following:

Subsidiary Undertaking	Country of registration/ incorporation	Class of share capital held	Proportion held By the company	By the group	Nature of business
Northampton Rugby Football Club Limited	England and Wales	Ordinary	100%	100%	Promoting the playing and furtherance of rugby football
Saints Rugby Limited	England and Wales	Ordinary	-	100%	Dormant

Both of the above subsidiary undertakings have been consolidated in the group financial statements. Both are subsidiary undertakings by virtue of the company holding, directly or indirectly, 100% of the voting rights in the subsidiary.

The aggregate of the share capital and reserves as at 31 May 2016 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves	Profit
	£	£
Northampton Rugby Football Club Limited	16,152,080	685,804
Saints Rugby Limited	100	-
	16,152,180	**685,804**

NOTES TO THE FINANCIAL STATEMENTS

18. STOCKS

	Group 2016 £	Company 2015 £
Shop Stock	**221,576**	230,180

Stock recognised in cost of sales during the year as an expense was £560,415 (2015: £666,088).

An impairment loss of £25,305 (2015:£NIL) was recognised in cost of sales against stock during the year due to slow moving and obsolete stock

19. DEBTORS

	Group 2016 £	**Company 2016 £**	Group 2015 £	Company 2015 £
Trade debtors	**741,209**	**-**	965,185	-
Other debtors	**15,045**	**-**	5,642	-
Corporation tax recoverable	**148,304**	**-**	-	-
Prepayments and accrued income	**2,089,186**	**-**	1,416,236	-
	2,993,744	**-**	2,387,063	-

An impairment loss of £NIL (2015: £14,497) was recognised against trade debtors.

20. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 2016 £	**Company 2016 £**	Group 2015 £	Company 2015 £
NBC loan	**220,000**	**-**	220,000	-
Trade creditors	**624,658**	**-**	1,083,183	-
Corporation tax	**-**	**-**	79,569	-
Taxation and social security	**1,236,845**	**-**	1,153,562	-
Obligations under finance lease and hire purchase contracts	**47,839**	**-**	-	-
Other creditors	**3,773**	**-**	241,221	-
Accruals and deferred income	**3,736,605**	**-**	3,900,438	-
	5,869,720	**-**	6,677,973	-

Interest on bank overdrafts is charged at 1.5% (2015 - 1.5%) over the bank base rate.

The interest on the NBC loan is charged at 3.97%. The NBC loan is repayable over the period until 2039. The NBC loan is secured by a fixed charge over the Freehold Property of Franklin's Gardens, Weedon Road, land North of Edgar Mobbs Way and land South-West of St James Road, Northampton.

NOTES TO THE FINANCIAL STATEMENTS

21. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group 2016 £	**Company 2016 £**	Group 2015 £	Company 2015 £
NBC loan	**4,840,000**	**-**	5,060,000	-
Obligations under finance lease and hire purchase contracts	**197,797**	**-**	-	-
Accruals and deferred income	**489,347**	**-**	502,928	-
	5,527,144	**-**	5,562,928	-

22. MATURITY OF BORROWINGS

Borrowings are repayable as follows:

	Group 2016 £	**Company 2016 £**	Group 2015 £	Company 2015 £
Within one year				
NBC loan	**220,000**	**-**	220,000	-
After one and within two years				
NBC loan	**220,000**	**-**	220,000	-
After two and within five years				
NBC loan	**660,000**	**-**	660,000	-
Over five years				
NBC loan	**3,960,000**	**-**	4,180,000	-
	5,060,000	**-**	5,280,000	-

23. HIRE PURCHASE & FINANCE LEASES

Minimum lease payments under hire purchase fall due as follows:

	Group 2016 £	**Company 2016 £**	Group 2015 £	Company 2015 £
Within one year	**47,839**	**-**	-	-
Between 1-2 years	**51,695**	**-**	-	-
Between 2-5 years	**146,102**	**-**	-	-
	245,636	**-**	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

24. DEFERRED TAXATION

The Group	Deferred taxation £
At 1 June 2015	**1,707,010**
Charged to the profit or loss	**184,930**
At 31 May 2016	**1,891,940**

The provision for deferred taxation is made up as follows:

	2016 £	2015 £
Accelerated capital allowances	**585,463**	410,394
Capital gains/losses	**1,306,477**	1,296,616
	1,891,940	1,707,010

The Company has no deferred taxation.

25. SHARE CAPITAL

	2016 £	2015 £
Authorised		
10,625,000 Ordinary shares of 50p each	**5,312,500**	5,312,500
Equity		
Allotted, called up and fully paid		
9,391,500 Ordinary shares of 50p each	**4,695,750**	4,695,750

26. RESERVES

Called-up share capital
This reserve represents the value of shares that have been issued.

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

Profit & loss account
This reserve includes all current and prior period retained profits and losses.

NOTES TO THE FINANCIAL STATEMENTS

27. CAPITAL COMMITMENTS

As at 31 May 2016, there were capital commitments in relation to the items contracted for but not provided of £NIL (2015 - £5,257,344).

28. CONTINGENT LIABILITY

There were no contingent liabilities at 31 May 2016 or 31 May 2015 other than the deferred taxation as referred to in Note 24.

29. PENSIONS

Defined Contribution Scheme

The Group operates a defined contribution pension scheme for the benefit of the employees and certain directors (see Notes 11 and 12). The assets of the scheme are administered by trustees in a fund independent from those of the Group.

30. LEASING COMMITMENTS

The group's future minimum operating lease payments are as follows:

		2016		2015
	Land and Buildings	**Other**	Land and buildings	Other
	£	**£**	£	£
Within one year	**46,260**	**30,588**	33,420	13,849
Between one and five years	**-**	**59,007**	-	36,112
	46,260	**89,595**	33,420	49,961

NOTES TO THE FINANCIAL STATEMENTS

31. TRANSACTIONS WITH RELATED PARTIES

Director/entity	Type of transaction	Value in the year 2016 £	Value in the year 2015 £	Due to/(from) the group 2016 £	Due to/(from) the group 2015 £
A C Hewitt (Burbage Realty)	Purchases made by the group	**-**	319	**-**	-
N D Beal (David Williams Independent Financial Advisers)	Sales from the group	**13,578**	1,422	**-**	-
J J Drown (Porterhouse Developments)	Purchases made by the group	**75,298**	36,743	**-**	-
Key management personnel compensation		**514,861**	521,934	**-**	-

Sales and purchases between the group and companies connected with the directors were at arm's length and relate principally to repairs, maintenance and advertising.

32. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company does not have a parent undertaking. There is no overall controlling party.

33. FINANCIAL ASSETS AND LIABILITIES

Group	2016 £	2015 £
Financial assets measured at fair value through profit or loss	**6,483,081**	6,483,081
Financial assets measured at amortised cost	**2,044,960**	1,437,598
Financial liabilities measured at amortised cost	**6,607,344**	7,146,180

Financial assets measured at fair value through profit and loss comprise the investment in Premier Rugby Limited.

Financial assets measured at amortised cost comprise trade debtors, other debtors and accrued income.

Financial liabilities measured at amortised cost comprise bank loans, trade creditors, other creditors, finance lease creditors and accruals.

NOTES TO THE FINANCIAL STATEMENTS

34. FIRST TIME ADOPTION OF FRS102

The Group has adopted FRS 102 for the year ended 2016 and has restated the comparative prior year amounts:

Restated consolidated statement of financial position	Note	As previously stated 1 June 2014	Effect of transition 1 June 2014	**FRS 102 (as restated) 1 June 2014**	As previously stated 31 May 2015	Effect of transition 31 May 2015	**FRS 102 (as restated) 31 May 2015**
		£	£	**£**	£	£	**£**
Fixed assets	1	15,183,289	3,597,351	**18,780,640**	15,614,992	6,483,081	**22,098,073**
Current assets		11,589,452	-	**11,589,452**	11,017,523	-	**11,017,523**
Creditors: amounts falling due within one year		(6,822,540)	-	**(6,822,640)**	(6,677,974)	1	**(6,677,973)**
Net current assets		4,766,912	-	**4,766,812**	4,339,549	1	**4,339,550**
Total assets less current liabilities		19,950,201	3,597,351	**23,547,552**	19,954,541	6,483,082	**26,437,623**
Creditors: amounts falling due after more than one year		(6,296,766)	-	**(6,296,766)**	(5,562,928)	-	**(5,562,928)**
Provisions for liabilities	2	(301,527)	(719,470)	**(1,020,997)**	(410,394)	(1,296,616)	**(1,707,010)**
Net assets		13,351,908	2,877,881	**16,229,789**	13,981,219	5,186,466	**19,167,685**
Capital and reserves	1, 2	13,351,908	2,877,881	**16,229,789**	13,981,219	5,186,466	**19,167,685**

NOTES TO THE FINANCIAL STATEMENTS

34. FIRST TIME ADOPTION OF FRS102 CONTINUED

	Note	As previously stated 31 May 2015	Effect of transition 31 May 2015	**FRS 102 (as restated) 31 May 2015**
		£	£	**£**
Turnover		16,480,394	-	**16,480,394**
Cost of sales		(9,272,824)	-	**(9,272,824)**
		7,207,570	-	**7,207,570**
Administrative expenses		(6,311,680)	-	**(6,311,680)**
Other operating income	1	-	2,885,731	**2,885,731**
Operating profit		895,890	2,885,731	**3,781,621**
Interest receivable and similar income		24,958	-	**24,958**
Interest payable and similar charges		(18)	-	**(18)**
Taxation	2	(291,519)	(577,146)	**(868,665)**
Profit on ordinary activities after taxation for the financial year		629,311	2,308,585	**2,937,896**

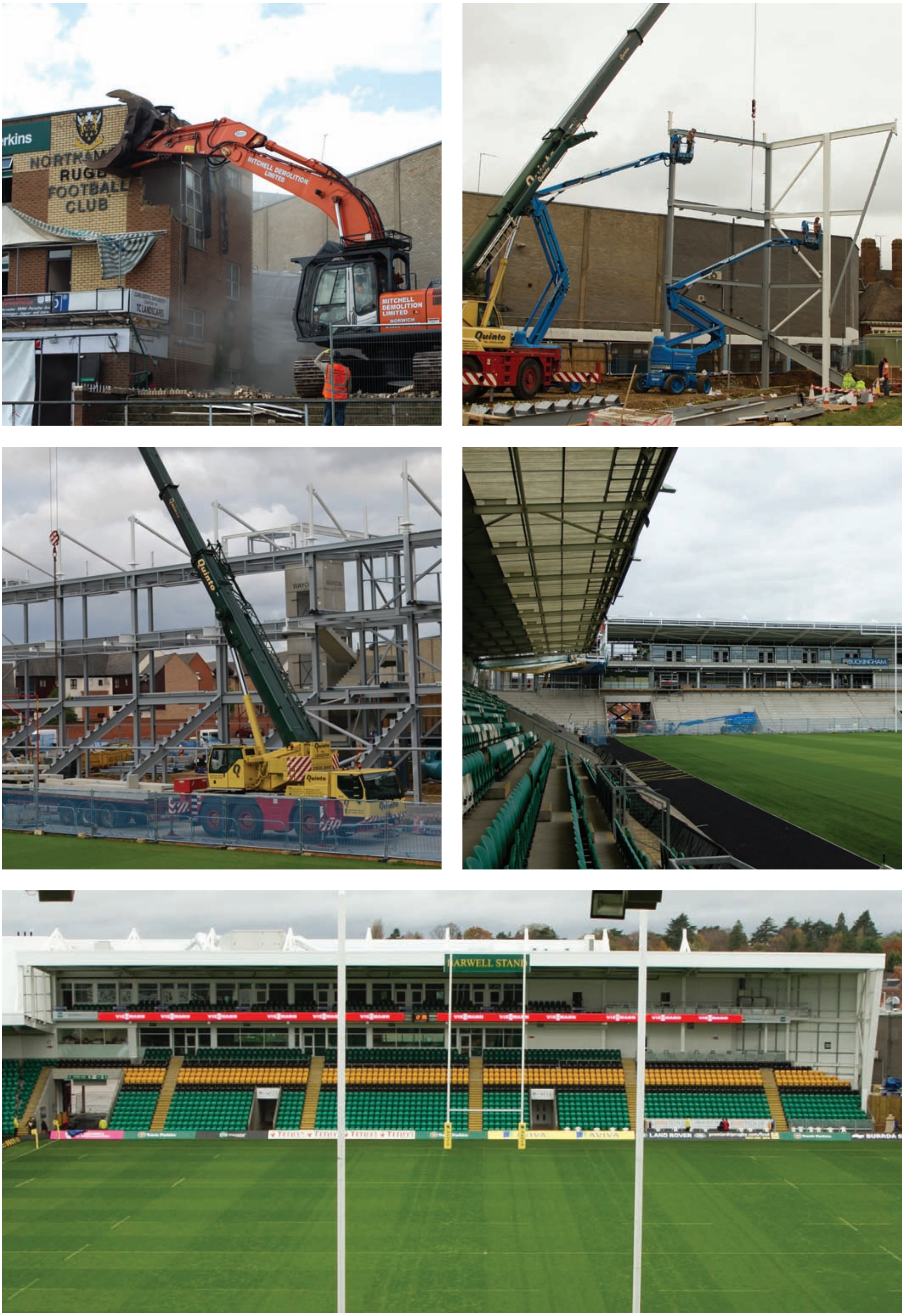
Explanation of changes to previously reported profit and equity:

Note 1

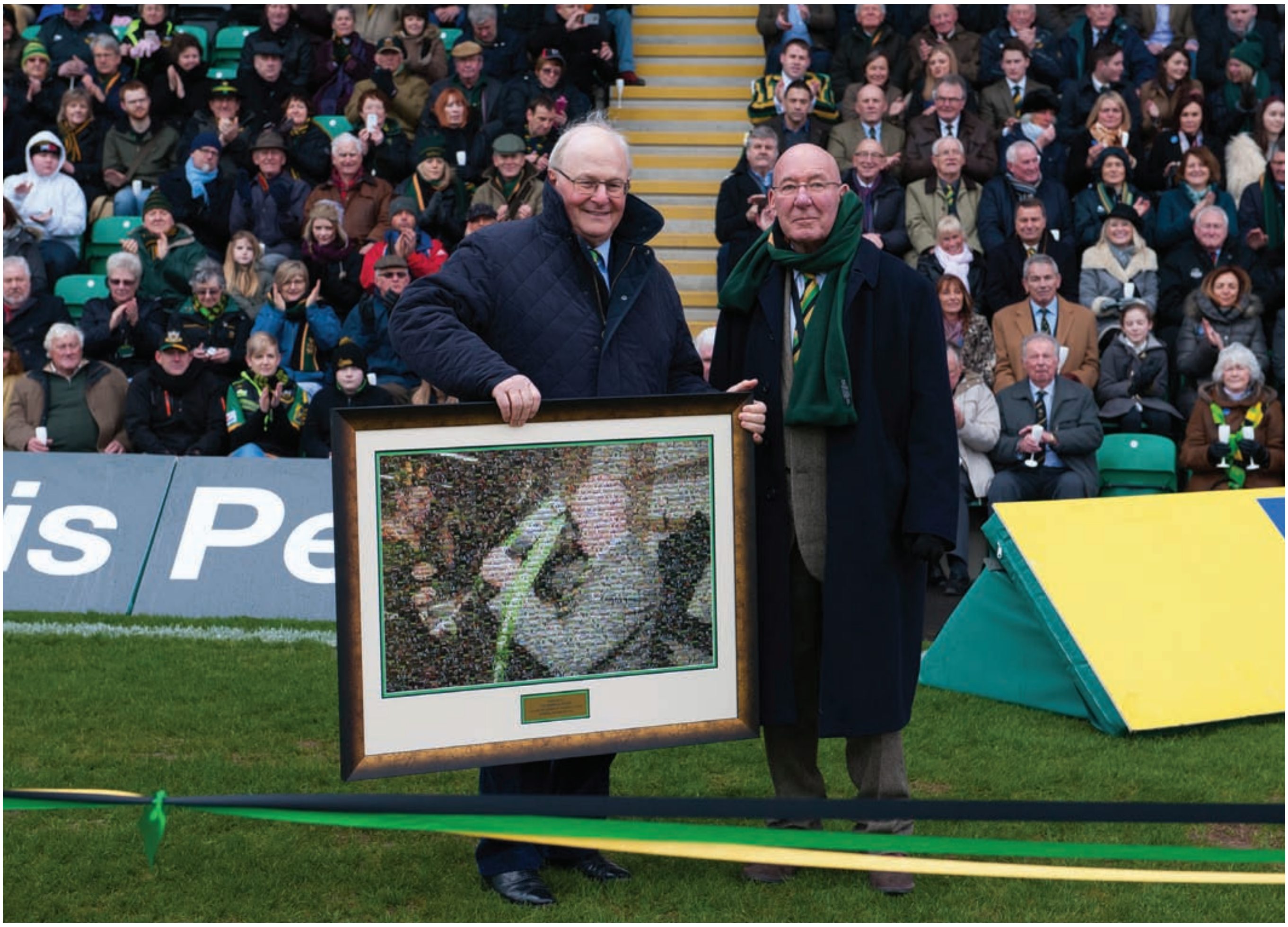
Under FRS 102, fair value movements on the P share investment in Premier Rugby Limited totalling £3,597,351 at 1 June 2014 and £6,483,082 at 31 May 2015 has been recognised as a fixed asset investment and credited to the Profit and Loss Account.

Note 2

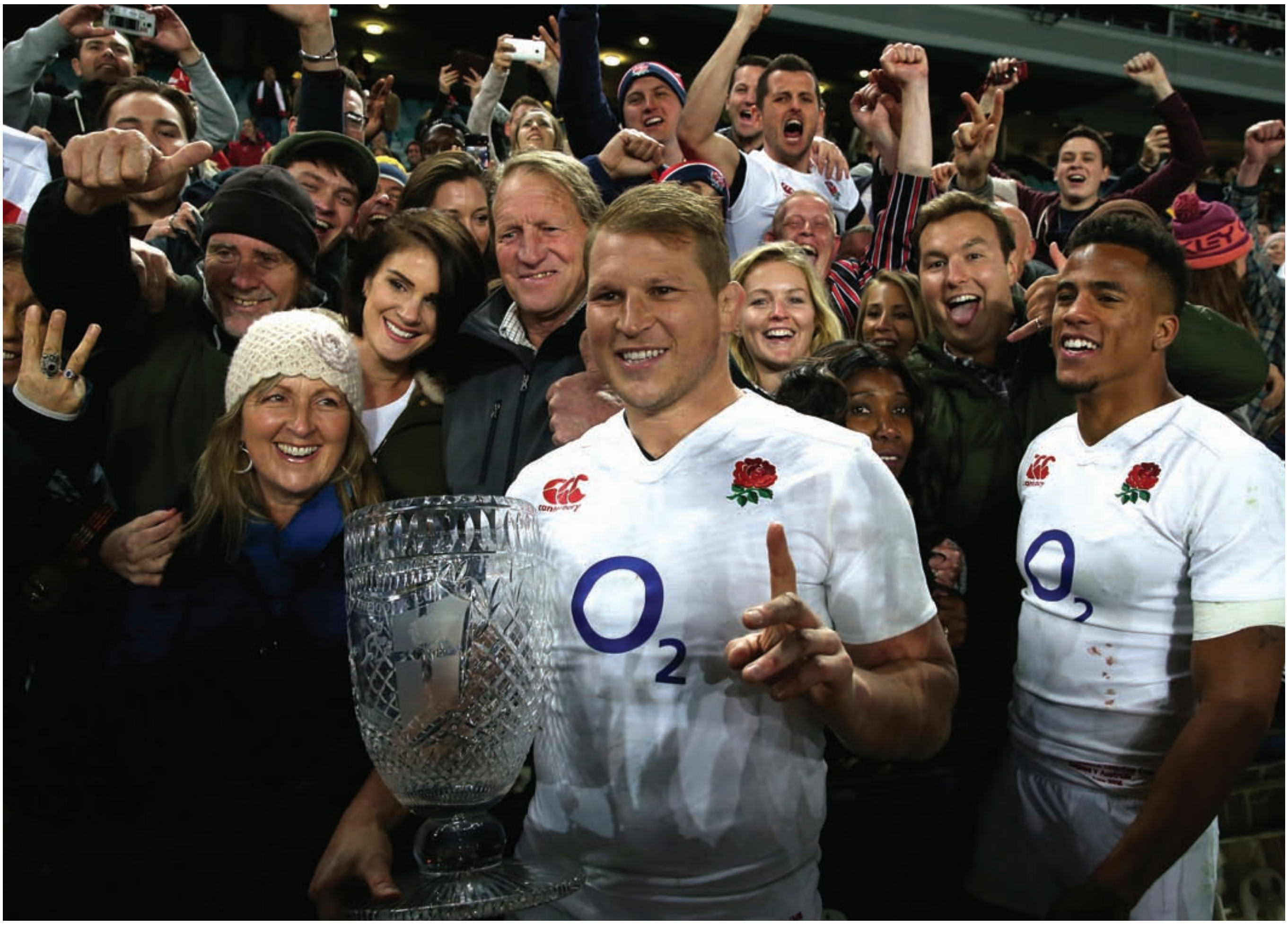
The fair value movements on the P shares have given rise to deferred tax adjustments, which have been calculated at 20% of the fair value movement in each year.



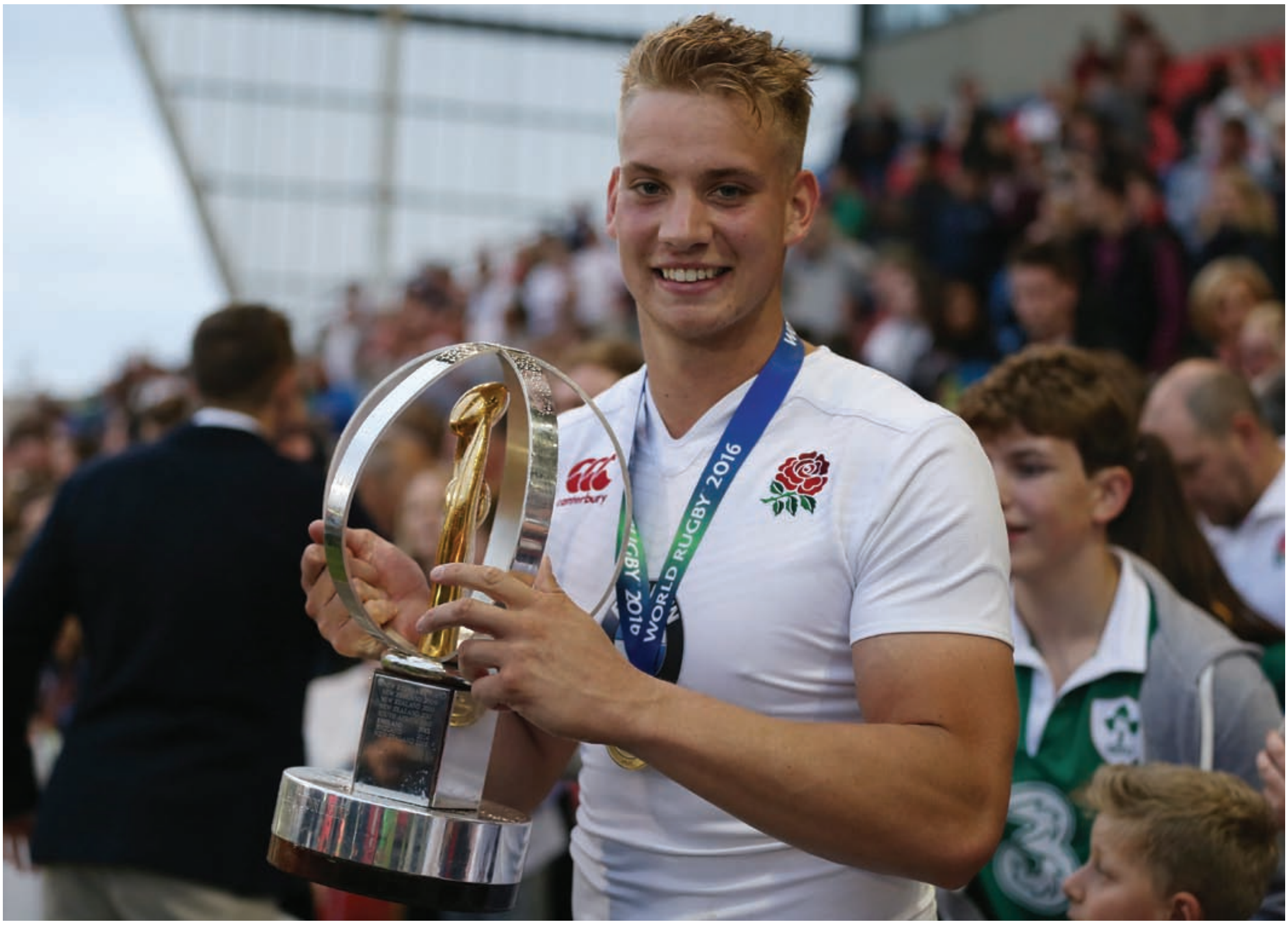
Construction of the Barwell Stand took seven months



Chairman Tony Hewitt presents Keith Barwell with a memento at the official opening of the Barwell Stand - February 13th, 2016



Saints' Dylan Hartley and Harry Mallinder captained England and England Under-20 respectively in 2016



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the sixteenth Annual General Meeting of Northampton Saints plc will be held in The Rodber Suite, Franklin's Gardens, Weedon Road, Northampton on Monday 19th September 2016 at 7.30pm to transact the following business:-

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions all of which will be proposed as Ordinary Resolutions:

Resolution 1
To receive and consider the accounts for the year ended 31 May 2016, together with the reports of the directors and auditors thereon.

Resolution 2
To re-appoint as a director Mr N D Beal who retires in accordance with Article 21.2.b of the Company's Articles of Association.

Resolution 3
To re-appoint as a director Mrs E Bevan who retires in accordance with Article 21.2.b of the Company's Articles of Association.

Resolution 4
To re-appoint as a director Mr J White who retires in accordance with Article 21.2.b of the Company's Articles of Association.

Resolution 5
To re-appoint Grant Thornton UK LLP as auditors and to authorise the directors to determine their remuneration.

By order of the Board
Andrew Cozzolino
Secretary
2 August 2016

Notes:
1 Any member entitled to attend and vote at the Meeting may appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed for use if desired.
2 To be entitled to attend and vote at the Meeting (and for the purpose of determining the number of votes a member may cast) members must be entered on the Register of Members of the Company by 5pm on 16th September 2016.
3 To be effective, forms of proxy together with any power of attorney or authority (if any) under which they are signed (or a duly certified copy of the power or authority) must be deposited at Franklin's Gardens not less than 48 hours before the time for holding the Meeting. Completion and return of a form of proxy will not prevent a member from attending the Meeting and voting in person should he wish to do so.

EXPLANATORY NOTES TO THE NOTICE OF MEETING

The Annual General Meeting is a meeting of shareholders which the Company is required by law to hold each year.

There are five resolutions to be considered and voted on by the shareholders at the Annual General Meeting which all relate to "Ordinary Business".

ORDINARY BUSINESS

Resolution 1 – Report and Accounts

The Directors of the Company are required to present to the meeting the Report of the Directors and Financial Statements for the period ended 31 May 2016 and the Report of the Company's auditors on the Financial Statements.

Resolutions 2, 3, and 4 – Re-election of Directors

Under the Company's Articles of Association, a proportion of the Directors are required to retire by rotation and are entitled to seek re-election. The Directors retiring this year are Mr N D Beal, Mrs E Bevan, and Mr J White. Resolutions 2 to 4 propose their re-election as Directors.

Resolution 5 – Re-appointment of Auditors

The Company must appoint auditors to hold office until the end of the next meeting at which the Financial Statements are presented. This resolution proposes the re-appointment of Grant Thornton UK LLP and authorises the Directors to determine their remuneration.

FORM OF PROXY

NORTHAMPTON SAINTS PLC

Annual General Meeting to be held on Monday 19th September 2016
at Franklin's Gardens, Weedon Road, Northampton.

I/We, ………………………………………………………. of ………………………………………..
………
being a member of Northampton Saints plc, hereby appoint …………………………………… or failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company and at any adjournment thereof.

Please indicate how you wish your votes to be cast by placing an "X" in the spaces provided below.
The resolutions are as indicated in the Notice of Meeting contained in the Report and Accounts of the Company. If this Form of Proxy is signed and returned without any indication as to how the Proxy shall vote, he will exercise his discretion both as to how he votes and whether or not to abstain from voting on all resolutions at the Meeting.

		For	Against
Resolution 1	(Report and Accounts)	………………..	………………..
Resolution 2	(Re-appointment of Mr N D Beal)	………………..	………………..
Resolution 3	(Re-appointment of Mrs E Bevan)	………………..	………………..
Resolution 4	(Re-appointment of Mr J White)	………………..	………………..
Resolution 5	(Re-appointment of the auditors)	………………..	………………..

Signature(s) or Common Seal ……………………………………………………………………..
(see notes 2 and 3) ……………………………………………………………………….
……………………………………………………………………….
……………………………………………………………………….
Dated: …………………..2016

Notes:
1 You are entitled to appoint a Proxy of your own choice, who need not be a member of the Company, by inserting the name and address of such proxy in the space provided. Should the space be left blank, the Proxy will be exercised by the Chairman of the meeting.
2 In the case of a Company, this Form of Proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney or other person authorised to sign.
3 In the case of joint holders, only one need sign but the vote of the senior who tenders the vote, whether in person or by Proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority is determined by the order in which the names of the holders stand in the register of members. If the person signing is not the first named holder, it will be helpful to give the name of the first named.
4 To be valid, forms of proxy together with any power of attorney or other authority under which it is signed, or a copy of such authority notarially certified, must be lodged at Franklin's Gardens, Weedon Road, Northampton NN5 5BG not later than 48 hours before the time fixed for the Meeting. Completion and return of a form of proxy will not prevent the holder from attending the Meeting and voting in person should he wish to do so.

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PLEASE
AFFIX
STAMP

Northampton Saints PLC
Franklin's Gardens
Weedon Road
Northampton
NN5 5BG

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NORTHAMPTON SAINTS PLC

Franklin's Gardens, Weedon Road, Northampton NN5 5BG

Registered Number 04064363

www.northamptonsaints.co.uk