Annual Report

FOR THE YEAR ENDED 30 JUNE 2019

Aberdeen Football Club Limited *(formerly Aberdeen Football Club plc)* | Company Number SC005364.

Annual Report for the year ended 30 June 2019

Contents

Share Marketing Arrangements

Following changes to the regulation of companies providing matched-bargain services by the Financial Conduct Authority, Link MBS (who were employed to act as nominated stockbrokers to the Company and to operate a matched bargain service designed to bring buyers and sellers of shares together) withdrew from the market as did other companies providing this type of service. At the time of writing we have been unable to implement an alternative system, so movement of existing shares is limited to sales between known parties and transfers between family members.

The Company employ Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as Registrars and any transfer of shares should be carried out through them.

Details are available from our website by selecting the options "Club" and then "Shares".

Any shareholder wanting additional advice on their shares should contact Roy Johnston at Pittodrie Stadium on 01224 650400.

Directors and Advisers

CHAIRMAN
Stewart Milne

VICE CHAIRMAN
David A Cormack

CHIEF EXECUTIVE
Duncan G Fraser

COMMERCIAL DIRECTOR
Robert S Wicks

NON-EXECUTIVE DIRECTORS
Gordon A Buchan
Ian Jack
J Craig Brown
Duncan R Skinner
Thomas J Crotty
Darren Eales

FINANCE DIRECTOR DESIGNATE
Kevin D MacIver

COMPANY SECRETARY
Roy M Johnston

FOOTBALL MANAGEMENT
Derek McInnes
Anthony Docherty

REGISTERED OFFICE
Pittodrie Stadium
Pittodrie Street
Aberdeen
AB24 5QH

BANKERS
HSBC Bank PLC
95-99 Union Street
Aberdeen
AB11 6BD

SOLICITORS
Burness Paull LLP
Union Plaza
1 Union Wynd
Aberdeen
AB10 1DQ

Chairman's Statement

A 2018/19 season which promised so much, ended with the disappointment of a fourth-place finish in the Ladbrokes SPFL Premiership on the final day of the season, agonisingly losing out on third place to Kilmarnock on goal difference. Earlier in the season, we had fought our way through to another Betfred League Cup final against Celtic and to the semi-final of the William Hill Scottish Cup also against Celtic but couldn't take the last step of securing silverware.

In the close season, there was a high turnover of players, with Curtis Main, Ash Taylor, Ryan Hedges, Craig Bryson, James Wilson and Funso Ojo all signing contracts with the Club and Greg Leigh, Jon Gallagher and Zak Vyner arriving on loan. We also bade farewell to Mark Reynolds, Graham Shinnie, Greg Tansey, Gary Mackay-Steven, Stevie May and Chris Forrester, with loan players Dominic Ball, Tommie Hoban, Max Lowe and Greg Stewart returning to their parent clubs, while James Wilson signed a permanent contract.

During the year Saltire Energy once again extended its commitment to the Club making this partnership the longest running shirt sponsorship in our history and we are very grateful to Mike Loggie and his team for their continued support.

Last year we reported that the planning application for the Kingsford site had gone to a judicial review. This was subsequently heard at the end of January 2019 and found in favour on all aspects of the submissions. The development began in earnest in April 2019, with Phase 1 completed and officially opened on 31 October 2019. Cormack Park was named in recognition of the significant contribution made by Vice Chairman David Cormack, both in personal contribution to the funding, but also in terms of the new investors he introduced to the Club to complete the funding package. During the year as part of the funding package, we raised further share capital of £500,000 in the form of 'A' Ordinary Shares, had commitments at the year-end to turn an additional £2.4 million of loans into Ordinary Shares, and secured a $4.29 million loan that could be either repaid or converted into Ordinary Shares. These facilities will bring immense benefits to the first team, development, women's and youth squads, helping to attract and develop players.

On 7 June 2019 we issued a Circular to shareholders detailing the steps necessary to secure the remaining funding for Cormack Park, calling a General Meeting for 2 July 2019. At that meeting shareholders unanimously voted the proposals through and the Company ceased to be a public limited company and reverted to its original private limited company status. Following approval by shareholders at the General Meeting, on 2 August 2019 Ordinary Shares were issued a) to cancel the £2.4 million of loans referred to above b) in respect of £2.005 million of funding from the US investors named in the Circular, c) to convert the £500,000 of 'A' Ordinary Shares referred to above and d) to convert the remaining 'A' Ordinary Shares into full voting Ordinary Shares – see also Notes 16, 17 and 20 for further information.

On 21 November 2019 the Board approved further investment in the Company from existing shareholders, The Deeside 2008 Family Trust (The Deeside Trust) of which David Cormack is a Trustee, Thomas Crotty and Roger Lee, along with a new investor, AMB Sports & Entertainment, the management entity that operates Atlanta United FC, Atlanta Falcons Football Club and Mercedes-Benz Stadium. This investment will support the Club's medium-term operating plans, including its football operations, and will allow the Club to go through the planning purification and fan consultation process for the new stadium. The terms of the investment are for Ordinary Shares to be issued in exchange for an immediate investment of £4.45 million, with a further sum of £375,000 to be subscribed immediately after the Annual General Meeting (AGM), and a final amount of £175,000 at a point to be determined in the future. Further information is given in Notes 21 and 28.

In addition, the Board have entered into an agreement with The Deeside Trust to convert the Sterling equivalent (£3,333,333) of The Deeside Trust's $4.29 million US Dollar loan into Ordinary Shares immediately after the AGM, bringing the total new investment to £8.33 million. Further information is given in Notes 17, 20 and 28.

As a consequence of this new investment, the shareholdings in the Company have changed significantly, leaving The Deeside Trust as the largest shareholder. In the circumstances, and to give effect to the transition that has been planned for some time, I have agreed that David Cormack should take over as Chairman of the Club immediately following the Annual General Meeting (AGM) and that I will step down to the role of non-executive director. Darren Eales, a director and President of Atlanta United will also become a non-executive director of the Club and a resolution regarding the confirmation of his appointment will be voted on at the forthcoming AGM. Ian Jack, Craig Brown and Duncan Skinner will also resign as of the end of the AGM and I would like to extend my thanks to them for the support and expertise that they have brought to me and the Board of Directors over a number of years. Finally, Duncan Fraser will step down as Chief Executive as from 25 November 2019 and join me and others in the role of non-executive director. Duncan has served the Club in a number of roles over the last 17 years, having been Chief Executive since August 2010. In addition, Duncan has served in a number of senior roles across professional football with the SPFL, SFA, UEFA and FIFA and this pays testimony to his standing in the wider game. I can only extend my thanks for his service and support over so many years.

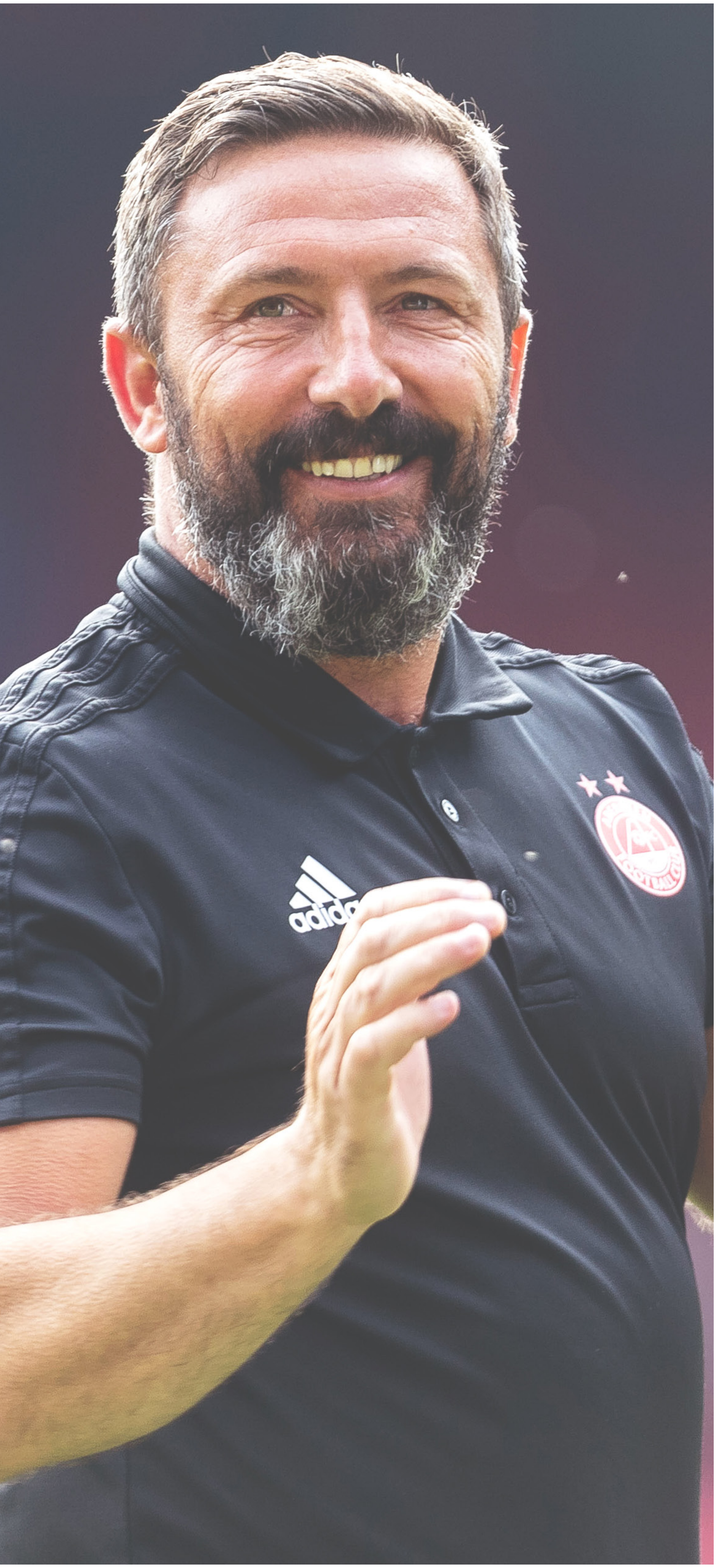
A valuation of Pittodrie Stadium and the surrounding car parks and land was prepared by F G Burnett Limited on 13 November 2019, which identified the estimated market value of the site which equates to the estimated net residual value as at 30 June 2019, at £11.0 million. Consequently, the value of £11.0 million has been adopted into the Financial Statements and has resulted in an impairment charge of £4.25 million being recognised as at 30 June 2019 – see Note 8. This has reduced the Net Book Value of the assets and has consequently affected the value at which the share transactions detailed above have been made.

Chairman's Statement (continued)

The focus on developing the facilities necessary to ensure the Club's continued progress will now switch to the Phase 2 new stadium development and work is already underway to clarify and agree the planning conditions for this part of the overall project. The development of Phase 2 will bring even greater challenges than those which were overcome in Phase 1, but we are hopeful that Phase 2 can be delivered in the medium term.

The start to the 2019/20 season has been more difficult than in the previous five or six years and has undoubtedly been hampered by injuries to key players. At the time of writing we have just entered an international break having won the last three matches. A number of injured players have returned to active first team duty and this has undoubtedly eased the playing situation and the resolve and determination in the squad are evident and auger well for the remainder of the season. Despite these difficulties our magnificent fans have stuck by the Club and I would like to thank each and every one of them for the fantastic contribution they make to our great Club.

Stewart Milne
Chairman
21 November 2019



Strategic Report

Introduction

The 2018/19 season saw a similar level of on-field performances compared to the previous season, but a difficult March 2019 saw the Club collect only two league points. The early part of that month saw us drawn at home against Rangers in the quarter-final of the Scottish Cup, away to Celtic in the league and away to Rangers in the Scottish Cup quarter-final replay. Winning through the cup tie against Rangers and an away draw in the league against Celtic were excellent results, but a home draw against Livingston and an away loss to Hearts either side of a two-week international break, left us too much to do in the post-split run-in, and agonisingly we ended up fourth on the same points as Kilmarnock, having been second for the previous four seasons. The Club won through to the final of the League Cup against Celtic having been knocked out by Motherwell in the quarter-final the previous season and reached the semi-final of the Scottish Cup matching the result from last season. The Club also reached the second qualifying round of the Europa League, being knocked out in a very difficult tie against Burnley, having reached the third qualifying round in each of the previous four seasons.

Fourth place in the Premiership again allowed the Club to enter into the UEFA Europa League in season 2019/20 and the Club won through to the third qualifying round but couldn't progress to the play-off round, exiting against old foes HNK Rijeka. The financial impact of the Europa League matches in July and August 2019 will be reflected in the Annual Report for the year ended 30 June 2020.

As has been the case in the past few years, the emergence of our younger players through the ranks has been a feature with Ethan Ross, Seb Ross, Jack MacKenzie, Connor Barron, David Dangana and Miko Virtanen all involved with the first team at some point while Scott Wright, Bruce Anderson, Dean Campbell and Connor McLennan have all established themselves as important members of the squad.

During the year the AFC Women's team was established and participated in the SWFL Division 1 North league, which they won, winning 20 of their matches and drawing the other 2. This was a tremendous achievement for a first competitive season and our warmest congratulations go to the co-managers Emma Hunter and Harley Hamdani and the playing squad. Next season will see a step-up to SWPL Division 2, and I'm sure we can look forward to some excellent matches.

Strategic Report (continued)

Business Review

The Directors consider the key performance indicators of the Group to be turnover, the ratio of payroll costs to turnover and operating profit. The fixed costs of the business, which are mainly football related payroll costs and the upkeep of the football stadium, must be maintained within the constraints of the turnover figure. Turnover is directly influenced by the performance of the Club in the Scottish Professional Football League (SPFL), the Scottish Professional Football League Cup (League Cup) and the Scottish Football Association Cup (Scottish Cup) each season. The Club's final position in each of these competitions will impact on the future prospects for the Group. Further positive impact on turnover can be achieved in the event of a sustained run in European club competitions.

Turnover increased by £0.513 million from £15.415 million to £15.928 million as the Club reached the second qualifying round of the UEFA Europa League having played in one round, the final of the League Cup, the semi-final of the Scottish Cup and finished fourth in the SPFL, as opposed to the third qualifying round of the UEFA Europa League having played two rounds, the quarter-final of the League Cup, the semi-final of the Scottish Cup and second in the SPFL in season 2017/18. The turnover figure of £15.928 million is yet another new record for the Club, with the main factors being a substantial increase in commercial income and gate income from cup competitions, offset by a reduction in UEFA prize monies, a drop in Broadcasting income as a result of finishing fourth and reduced sponsorship income. Domestically, the average ticket sales for SPFL matches decreased from 15,775 to 14,872 which was reflected in lower SPFL gate receipts from walk-ups, although season ticket sales were very strong. The turnover figures can be examined in further detail in Note 5 to the Financial Statements.

Wages increased from £8.564 million to £9.238 million as we continued to invest in the playing squad. Balancing the First Team squad continues to be difficult, and we ended-up with five players on loan from English clubs, which makes continuity in the playing squad difficult to achieve, but we believe that this has been addressed in the squad-building for season 2019/20. The wages to turnover ratio increased from 56% to 58% as the Club invested in the First Team squad but is still within accepted industry norms and compares favourably to other clubs.

Cost of sales decreased slightly from £3.100 million to £2.904 million, whilst Other Operating Expenses increased from £3.555 million to £4.231 million due to increases in player insurance costs, medical expenses, costs associated with loan players, matchday and electricity costs. Operating expenses figures can be examined in further detail in Note 6 to the Financial Statements.

The financial performance discussed above delivered an operating loss of £1,029,000 (2018 – loss of £756,000) having generated operating profits in the three years prior, leaving us in an operating loss position of £262,000 over the 5-year period, broadly in line with our stated policy of breaking-even over the medium term. The operating profit position pre-amortisation is more encouraging with an operating profit pre-amortisation of £1.439 million over the 5-year period, all of which has been reinvested in player wages and transfer fees where thought good value for money. The following table helps to analyse our operating position over the last five years.

	2019	2018	2016	2015	2014
	£000	**£000**	**£000**	**£000**	**£000**
Operating (losses)/profits generated:					
Reported operating (loss)/profit	(1029)	(756)	533	448	542
Amortisation of intangible assets (players)	451	841	170	151	88
Operating (loss)/profit pre-amortisation	(578)	85	703	599	630
Additional profits generated:					
Profit from player sales	308	319	667	-	81

Careful management of our operating position will allow us to deliver a balanced budget over the medium-term and help to maintain the Club in a strong position when subjected to monitoring under UEFA Financial Fair Play regulations. The Club has raised £2.7 million of share capital over the last three financial years, part of which was used to fund transfer fees for new players and part of which was utilised for the construction of the new training facilities. Since the year-end, on 2 August 2019, further share capital of £4.405 million was raised to fund the new training facilities at Cormack Park – see Note 20. The Club also received transfer fees from the transfers of Adam Rooney and Archie Mair, and a sell-on fee for Jayden Stockley, which were applied in support of the football operation. The level of investment in new players continues to show in the higher amortisation charges for the last two years, as the costs capitalised in the balance sheet are charged to the profit and loss account over the term of the players' contracts.

The net assets of the Club of £10.442 million (2018 - £14.957 million) reflect the net movement of the £500,000 proceeds received from an equity share issue and the loss for the financial year of £5,015,000 which includes an impairment charge of £4.25 million relating to Pittodrie Stadium - see Notes 8 and 12.

During the year the Phase 1 construction work on the new training, youth and community facilities on the site at Kingsford began in earnest and the facility opened on 31 October 2019 under its official new title of Cormack Park. This is an exciting period for the Club as we now have a brand new, state-of-the-art, training facility that can only benefit the first team, development squad, youth teams and the provision of community courses and learning via our associated charitable trust Aberdeen FC Community Trust.

Strategic Report (continued)

Principal Risks and Uncertainties

The Directors believe that the principal risks and market uncertainties include a) a downturn in First Team football performance in the SPFL particularly if the team were to finish in the bottom six (out of 12); b) the general economic climate affecting spending capacity of commercial partners and supporters; c) the ability of central football authorities to develop and maintain key revenue streams for broadcast and league sponsorship; and d) achievement of key milestones required to progress the new stadium. The uncertainty of Aberdeen's oil sector, including the difficult period experienced as a consequence of the market downturn in recent years, requires careful monitoring, with special efforts being made to gain business from other (non-oil-related) sectors. However, the impact of these difficulties and uncertainties is lessened by the ongoing careful management of operating finances and an open-minded and flexible approach by our commercial team.

Going Concern

The Directors have undertaken a process to ensure that an appropriate funding structure is in place to meet the short-term funding requirements of the Group's football operations and have also now developed a structure to position the Group for the longer term. The Board continue to concentrate primarily on achieving in the short to medium term, an operating position that is sustainable given the funding structure, whilst seeking to move forward with the operation of the new training facilities and a new stadium development.

The Directors have considered and approved future financial projections which demonstrate that the Group will have sufficient resources to continue to meet its obligations and liabilities for the foreseeable future. The Directors have considered the assumptions and estimates used in the preparation of the future financial projections, including those in relation to activity levels which are influenced by the performance of the football team and the availability of future funding, including support from certain shareholders. Having considered the projections including reasonably possible sensitivities, the Directors have a reasonable expectation that the Group will continue as a going concern in the foreseeable future.

Financial Risk Management

The Group's activities expose it to a number of financial risks including credit risk and liquidity risk. The Group's principal financial assets are cash at bank and trade debtors. The Group's credit risk is primarily attributable to its trade debtors and the amounts presented in the balance sheet are net of allowances for doubtful receivables where thought necessary. The Group's credit risk can in certain circumstances be concentrated on football clubs in respect of the sale of player registrations. The credit risk on liquid funds is considered limited because the counterparty is a bank with a recognised credit-rating assigned by international credit-rating agencies. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group uses cash generated from operations, including player sales when these occur. The Group does not make use of derivative financial instruments for speculative purposes.

Commercial Strategy

The Club's evolving commercial strategy continues to be based upon three key areas: generating sustainable increased turnover through existing revenue streams and new initiatives, improving levels of fan engagement to retain and grow the supporter base, and investing in the technology and processes to ensure the Club is best positioned to take advantage of changes being seen across the sports marketing landscape.

The Club's B2C initiative, entitled AberDNA, has performed well following its launch in March 2018 and moving through its first renewal window a year later. Renewals are at 85% for the programme and the resulting revenues continue to provide the club with a new, sustainable revenue stream, the net proceeds of which are utilised by the football operation.

Further success has come from the Club's B2B initiative, entitled 'By Official Appointment' (BOA), an affinity programme aimed at driving local business, creating broader engagement and providing special offers for fans. To date more than 100 businesses have signed up and are reaping the rewards of being able to market their products and services to the AFC fan base.

The past year saw the Club extend its shirt sponsorship agreement with Saltire Energy after signing a multi-year contract renewal that will see the Portlethen-based supplier of state-of-the-art drilling equipment, to the global oil and gas industry, become the Club's longest-running shirt sponsor in its history.

Several other new partnerships were also secured, including HealthShield (Official Health and Wellbeing Partner), Boskalis (Official Women's Partner), First Group (Official Public Transport Partner) as well as Education partnerships with both Robert Gordon and Aberdeen University.

Further commercial initiatives were carried out to monetise and develop the Club's digital rights portfolio, which has generated new income and related partnerships. The Club further strengthened its commercial team with the appointment of a Partnership Manager to service and retain a growing list of partners, ensuring that they each benefit from a successful rights delivery programme and a first-class day-to-day service.

In May the Club launched an ambitious media initiative to share its vision for the future in an open and transparent manner and to position Aberdeen FC as a 'Challenger Club'. This has since been used as the basis for an ongoing proactive media campaign with all stakeholders. As part of this, the Club continues to enhance its supporter engagement activities through ongoing, regular Fan Forum sessions and improvements in the matchday experience at Pittodrie.

Ahead of the 2019/20 season, considerable work was undertaken to market test a new contemporary hospitality offering. This included a refurbishment of the Aberdeen Standard Investments Suite in the Richard Donald Stand and has been well received as

Strategic Report (continued)

the broader sports hospitality moves towards a more relaxed, casual dining experience.

Retail sales continue to form a key component of the Club's revenue and this department again performed well during the year following an overhaul of the retail website. Online shopping is generally expected to grow by 17% in 2019 and the Club has seen a 15% increase, mirroring this trend.

Looking to the year ahead, the Club is agile and well placed to capitalise on the ever-evolving sports market and to keep pace with developments and associated commercial opportunities.

Future Prospects

Having completed the development of the training, youth and community facilities at Cormack Park, our focus off the pitch, will now switch to the Phase 2 development of a new stadium on the land adjacent to Cormack Park. Development of the new stadium site will only take place after a comprehensive consultation process with our fans, following which we will finalise the stadium design. The funding package required to finance the project is in its early stages and will include the sale of Pittodrie Stadium at some point in the future.

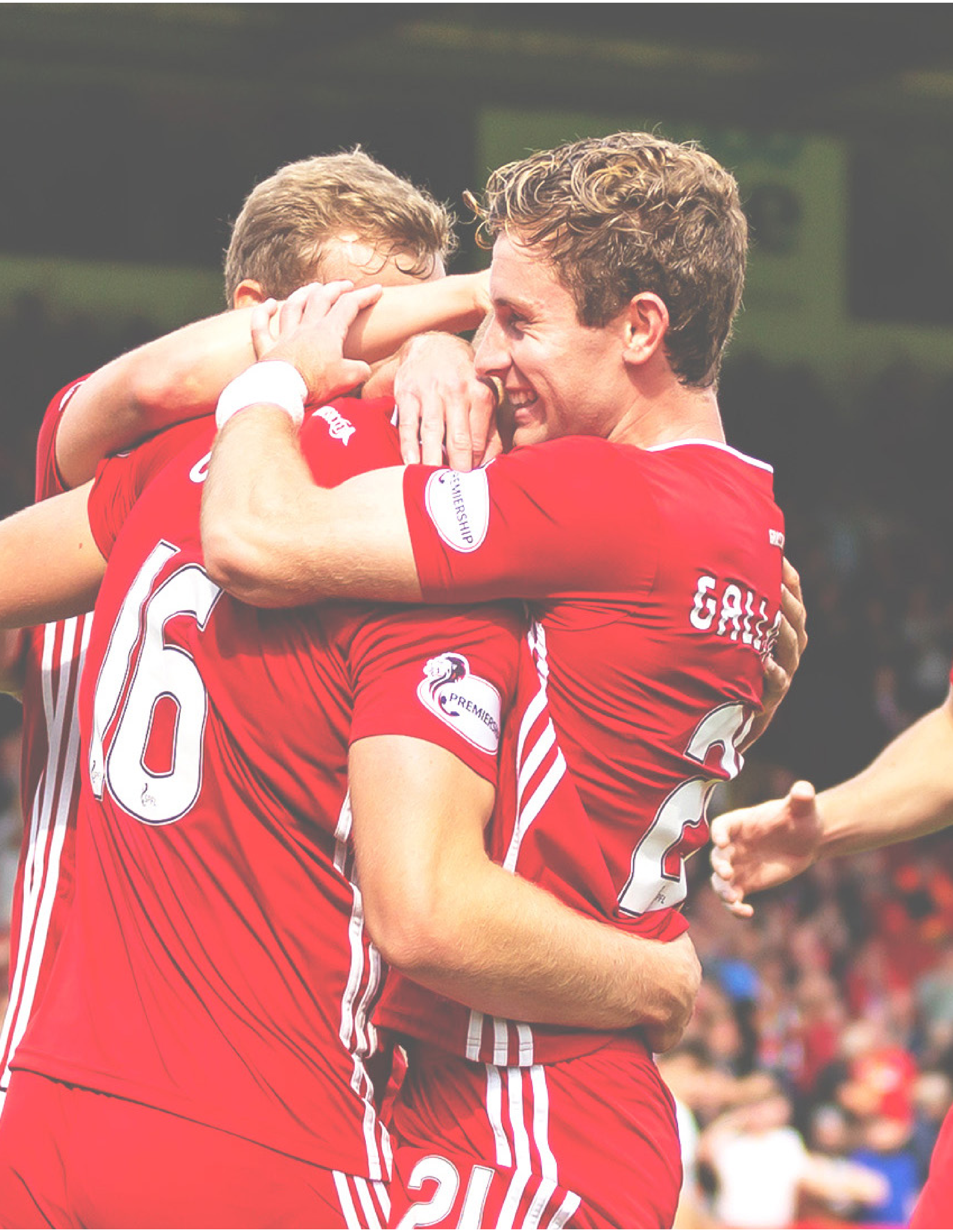
We will continue to follow our strategy of ensuring that costs are maintained at as low a level as is possible in an ageing Pittodrie Stadium over the next few years. The Board are certain that it is the correct approach until the Phase 2 development of a new stadium can be delivered. Maintaining a competitive playing squad capable of matching or exceeding the level of performances seen over the last six seasons has never been more difficult, in particular with rising wage costs in the English market. To support this, we will seek to increase the turnover that the business generates, and in the medium term a new stadium will also play a key part in enabling that to happen. When recruiting for the playing squad, we will also look to other more cost-effective European markets. We will continue to operate the business in a manner that keeps the ratio of wages to turnover in keeping with industry norms, and where seen as good business, look for opportunities to supplement our income with transfer fees.

The economic challenges in the local area over the last few years have impacted on the financial performance of the business, but there are continuing signs of recovery in the area. Crowds dropped last year having shown an increase the previous season, so we appreciate that the road ahead will not always be smooth. At some point in the near future we plan to sell Pittodrie Stadium to help fund the new stadium and reports that house prices have at last started to move in an upward direction, can only help.

As mentioned in the Chairman's Statement I have decided to step down as Chief Executive into the role of non-executive director. I would like to thank the staff for their tremendous support over my 17 years at the Club. It also falls to me to thank Stewart Milne for his fantastic service as Chairman since 1997. His leadership and determination over many years has culminated in the opening of the Cormack Park training, youth and community facilities on 31 October this year. On behalf of the Board of Directors and staff I offer my sincerest thanks.

The future of the Club over the next few years can only be described as exciting and challenging, and the Board of Directors hope that you can join us on the journey. Your continued support for the Club is hugely appreciated by everyone at Pittodrie.

Approved by the Board of Directors and signed on its behalf by
Duncan G Fraser
Chief Executive
21 November 2019



Report of the Directors

The Directors have pleasure in submitting their Annual Report and audited Financial Statements for the year ended 30 June 2019. The principal activity of the Group is that of a professional football club. The loss for the year amounted to £5,015,000 (2018 – loss of £438,000). The Directors do not propose payment of a dividend (2018 - £Nil) and the loss has been set against reserves. A business review, summary of key performance indicators, commentary on future prospects, details on financial risk management and the risks and uncertainties in the business is contained in the Strategic Report on pages 3 to 6.

1. Directors Information

Brief biographical details of the Directors who served during the year and to the date of this report are as follows: -

Stewart Milne was appointed a director of the Company in June 1994, Vice Chairman in 1997 and Executive Chairman in June 1998. Following the appointment of the Club's first Chief Executive in November 1999, Stewart stepped down to a non-executive role. Stewart is also Executive Chairman of the Stewart Milne Group.

Duncan Fraser was appointed an executive director of the Company in May 2004, Managing Director in November 2007, Chief Executive in August 2010 and now heads up the Executive team. He is a Chartered Accountant and held senior positions in the oil and gas industry prior to his appointment. He is an elected member of the SFA Professional Gaming Board, the UEFA Match Delegate Board, the FIFA Match Commissioners Board, the Competitions Working Group of the European Club Association and is also on the Board of the SFA. He has acquired vast experience across the professional game having held board positions on both the SPFL and its predecessor as well as being a Trustee of the Scottish Football Benevolent Trust.

Robert Wicks was appointed an executive director of the Company on 30 July 2019 with full responsibility for all commercial operations, including sponsorships, ticketing, hospitality, marketing, PR & communications, supporter engagement and retail. Rob joined the Company in March 2019 from motorsport promoter, Powerboat P1 where, at various times, he held the roles of Commercial Director, Chief Operating Officer and Managing Director. Prior to joining Powerboat P1, Rob was Head of Sponsorship for Suzuki MotoGP and Marketing & Commercial Manager for the Superbike World Championship. Rob is also a Trustee for the Aberdeen FC Community Trust.

Gordon Buchan was appointed a non-executive director of the Company in April 1992. He is a solicitor and advises the Board on all legal matters concerning the Company.

Ian Jack was appointed a non-executive director of the Company in July 2011. He has 30 years' experience in the Energy sector and took early retirement from his role as Vice-President with M-I Swaco in August 2018 but remains involved in the Energy Industry and with other interests.

Craig Brown was appointed a non-executive director of the Company in March 2013. Craig has a wealth of experience in football, being the longest serving Scotland manager over a period of 8 years encompassing 70 international matches and back-to-back qualifications for the 1996 European Championships and the 1998 World Cup. In club football Craig has managed Clyde, Preston North End, and Motherwell and managed the Club during the 2011/12 and 2012/13 seasons.

Duncan Skinner was appointed a non-executive director of the Company in January 2015. He is a Chartered Management Accountant with 34 years of experience in the Oil and Gas industry, laterally as Chief Financial Officer at Wood Group PSN. Duncan now concentrates his activities on social enterprise and charity work. He is Chairman of the charity Glencraft Aberdeen Limited and also the Chairman of the Aberdeen FC Community Trust and is involved in a number of other similar organisations.

David Cormack was appointed a non-executive director of the Company in June 2017 and lives in the United States. He has over 35 years of experience in the applications software industry. David is an advisor to Battery Ventures, a Trustee of the Cormack Charitable Foundation, and an Ambassador for Children International. David was appointed Vice-Chairman in December 2018.

Thomas Crotty was appointed a non-executive director of the Company in April 2018 and lives in the United States. He spent over 30 years in the venture capital industry with Battery Ventures investing in early and growth stage technology startups. After moving into an advisory role at Battery, Tom currently does angel investing for his personal portfolio and is active in the non-profit industry doing board work for a variety of charities including Grassroot Soccer and The University of Notre Dame, his alma mater.

Darren Eales was appointed a non executive director on 21 November 2019 and lives in the United States. He is a director and President of Atlanta United FC, having also been director of football administration at Tottenham Hotspur.

Ian Jack, Craig Brown and Duncan Skinner have indicated that they will retire after the Annual General meeting and will not be seeking re-election. Gordon Buchan and David Cormack retire by rotation and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting. Thomas Crotty and Darren Eales were appointed since the last Annual General Meeting and their appointments require to be ratified.

An insurance policy for Directors' and Officers' Liability has been maintained during the course of the year which also covers their role as the Parent Company directors and officers where applicable.

2. Environment

The Group recognises the importance of its environmental responsibilities. As the principal activity is the running of a professional football club, the impact on the environment is considered limited.

Report of the Directors (continued)

3. Share Capital

At a General Meeting of the Company on 2 July 2019 shareholders were asked to vote on a special resolution in a number of parts: -

- to approve that the Company be re-registered as a private limited company; and
- that the Directors be allowed to allot shares up to an aggregate nominal amount of £1,932,348.20; and
- to adopt new articles of association.

The background to the special resolution was set-out in a Circular to shareholders dated 7 June 2019 which explained the restrictions placed on public limited companies as regards ownership of shares and how this would affect the Company as it raised funds firstly, to complete the new training, youth and community facilities at Cormack Park and secondly, to raise funds for the new stadium. The special resolution was voted through by shareholders at the General Meeting with no votes against.

On 5 July 2019 the Company was re-registered as a private limited company and changed its name to Aberdeen Football Club Limited. On 2 August 2019 5,872,872 new Ordinary Shares were issued with a nominal value of £587,287.20 and 1,772,745 'A' Ordinary Shares with a nominal value of £177,274.50 were converted into full Ordinary Shares to complete the funding for the new facilities at Cormack Park. New articles of association were lodged at Companies House on 5 July 2019. The class of 'A' Ordinary shares no longer exists as there is no continuing need for a non-voting category of ordinary shares.

On 21 November 2019, the Directors entered into an agreement to issue 10,869,565 Ordinary Shares of ten pence each at £0.46 per share in exchange for an investment of £5.0 million. The terms of the investment are for Ordinary Shares to be issued in exchange for an immediate investment of £4.45 million, with a further sum of £375,000 to be invested immediately after the AGM, and a final amount of £175,000 at a point to be determined in the future. The Directors also entered into an agreement with The Deeside Trust to convert their $4.29 million US Dollar loan into 7,246,376 Ordinary Shares of ten pence each at £0.46 per share. Further information is given in the Chairman's Statement on page 2.

4. Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) 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 Company and 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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 on financial statements may differ from legislation in other jurisdictions.

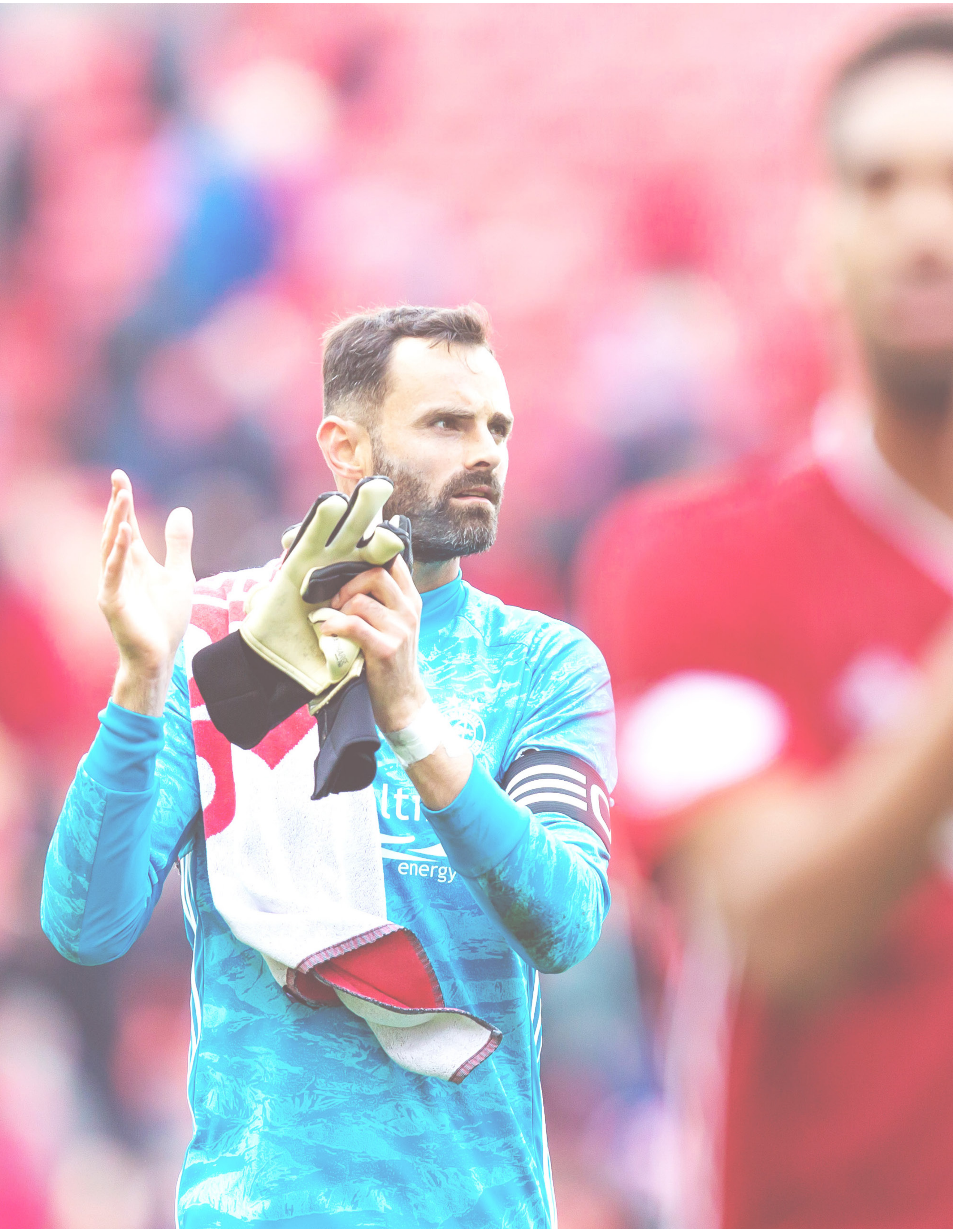
5. Audit Information

Each of the persons who is a director at the date of approval of this report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

Approved by the Board of Directors and signed on its behalf by
Duncan G Fraser
Chief Executive
21 November 2019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Independent Auditor's Report

to the Members of Aberdeen Football Club Limited (formerly Aberdeen Football Club plc)

Report on the audit of the Financial Statements

Opinion

In our opinion the Financial Statements of Aberdeen Football Club Limited, formerly Aberdeen Football Club plc, (the 'parent company') and its subsidiary collectively (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2019 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 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.

We have audited the Financial Statements which comprise:

- the consolidated profit and loss account;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated statement of cash flows and related notes; and
- the related notes 1 to 29.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the Financial Statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the Financial Statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

Independent Auditor's Report (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the Financial Statements and our auditor's report thereon. Our opinion on the Financial Statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the Financial Statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement contained in the Report of the Directors, the directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the Financial Statements

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

A further description of our responsibilities for the audit of the Financial Statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Report of the Directors for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Report of the Directors.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

Use of our report

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.

James Pirrie CA (Senior Statutory Auditor)
for and on behalf of
Anderson, Anderson & Brown Audit LLP
Statutory Auditor
Aberdeen, Scotland
21 November 2019

Consolidated Profit and Loss Account

for the year ended 30 June 2019

	Notes	Group	
		2019	2018
		£000	£000
Turnover	5	**15928**	15415
Operating Expenses	6	**(16957)**	(16171)
Operating loss	7	**(1029)**	(756)
Gain on disposal of intangible assets		**308**	319
Exceptional item - impairment of Pittodrie Stadium	8	**(4250)**	-
Loss before interest and taxation		**(4971)**	(437)
Interest payable and similar expenses	9	**(44)**	(1)
Loss before taxation		**(5015)**	(438)
Tax on loss	10	**-**	-
Loss for the financial year		**(5015)**	(438)

As is permitted by Section 408 of the Companies Act 2006, no separate Profit and Loss Account or Statement of Comprehensive Income is presented in respect of the parent company. The loss for the financial year for the parent company was £1,013,000 (30 June 2018 – £685,000).

There are no gains or losses for the current and preceding financial years other than those dealt with through the Profit and Loss Account shown above. Consequently, no separate Consolidated Statement of Comprehensive Income is presented.

The notes on pages 16 to 30 form part of the Financial Statements.

Consolidated and Company Balance Sheets

as at 30 June 2019

	Notes	Group		Company	
		2019	2018	**2019**	2018
		£000	£000	**£000**	£000
Fixed Assets					
Intangible assets	11	**862**	1107	**862**	1107
Tangible assets	12	**19917**	18292	**615**	727
Investments	13	**-**	-	**-**	-
		20779	19399	**1477**	1834
Current Assets					
Stocks	14	**653**	781	**653**	781
Debtors	15	**2608**	1781	**26450**	19836
Cash at bank and in hand		**2018**	1954	**2010**	1946
		5279	4516	**29113**	22563
Creditors					
Amounts falling due within one year	16	**(7378)**	(4166)	**(7378)**	(4166)
Net Current Assets		**(2099)**	350	**21735**	18397
Total Assets less Current Liabilities		**18680**	19749	**23212**	20231
Creditors					
Amounts falling due after more than one year	17	**(3742)**	(657)	**(3742)**	(657)
Deferred taxation	18	**-**	-	**-**	-
Deferred income	19	**(4496)**	(4135)	**(3839)**	(3430)
Net Assets		**10442**	14957	**15631**	16144
Capital and Reserves					
Called-up share capital	20	**3884**	3817	**3884**	3817
Share premium account	21	**9433**	9000	**9433**	9000
Profit and loss account	21	**(2875)**	2140	**2314**	3327
Shareholders' Funds		**10442**	14957	**15631**	16144

The loss for the financial year for the parent company was £1,013,000 (30 June 2018 – £685,000).
The notes on pages 19 to 34 form part of the Financial Statements.
The Financial Statements of Aberdeen Football Club Limited (formerly Aberdeen Football Club plc), registered number SC005364 were approved by the Board of Directors and authorised for issue on 21 November 2019.

Signed on behalf of the Board of Directors
Duncan G Fraser
Chief Executive
21 November 2019

Consolidated and Company Statements of Changes in Equity

for the year ended 30 June 2019

Group	Notes	Called-up Share Capital	Share Premium Account	Profit and Loss Account	Total
		£000	£000	£000	£000
At 1 July 2017		3714	8328	2578	14620
Issue of Ordinary shares for cash	20	103	672	-	775
Loss for the financial year and total comprehensive loss		-	-	(438)	(438)
At 30 June 2018		3817	9000	2140	14957
Issue of 'A' Ordinary shares for cash	20	67	433	-	500
Loss for the financial year and total comprehensive loss		-	-	(5015)	(5015)
At 30 June 2019		3884	9433	(2875)	10442

Company	Notes	Called-up Share Capital	Share Premium Account	Profit and Loss Account	Total
		£000	£000	£000	£000
At 1 July 2017		3714	8328	4012	16054
Issue of Ordinary shares for cash	20	103	672	-	775
Loss for the financial year and total comprehensive loss		-	-	(685)	(685)
At 30 June 2018		3817	9000	3327	16144
Issue of Ordinary shares for cash	20	67	433	-	500
Loss for the financial year and total comprehensive loss		-	-	(1013)	(1013)
At 30 June 2019		3884	9433	2314	15631

The notes on pages 19 to 34 form part of the Financial Statements.

Consolidated Statement of Cash Flows

for the year ended 30 June 2019

Net Cash Flow	Notes	2019	2018
		£000	**£000**
Net cash outflow from operating activities	i	**(974)**	(25)
Returns on investments and servicing of finance	ii	**(44)**	(1)
Net cash outflow from investing activities	iii	**(5954)**	(1985)
Net cash outflow before financing		**(6972)**	(2011)
Net cash inflow from financing activities	iv	**7036**	433
Net increase/(decrease) in cash for the year		**64**	(1578)

Reconciliation of Net Cash Flow to Movement in Net Funds (see note v)	Notes	2019	2018
		£000	**£000**
Net increase/(decrease) in cash for the year		**64**	(1578)
Cash (inflow)/outflow from (increase)/decrease in debt		**(6536)**	342
Change in net funds resulting from cash flows		**(6472)**	(1236)
Non-cash movements:			
New hire purchase		**-**	(149)
Change in net funds after non cash movements		**(6472)**	(1385)
Net funds at 1 July		**1267**	2652
Net funds at 30 June		**(5205)**	1267

The notes on pages 19 to 34 form part of the Financial Statements.

Notes to the Consolidated Statement of Cash Flows

for the year ended 30 June 2019

i

Cash Flows from Operating Activities	2019	2018
	£000	£000
Loss for the financial year	**(5015)**	(438)
Amortisation of intangible assets	**451**	841
Depreciation of tangible assets	**181**	158
Amortisation of grants	**(48)**	(47)
Gain on disposal of intangible assets	**(308)**	(319)
Impairment of Pittodrie Stadium	**4250**	-
Interest payable	**44**	1
Decrease/(increase) in stocks	**128**	(328)
(Increase)/decrease in debtors	**(827)**	1383
(Decrease)/increase in creditors	**(239)**	737
Increase/(decrease) in other deferred income	**409**	(2013)
Net cash outflow from operating activities	**(974)**	(25)

ii

Returns on Investments and Servicing of Finance	2019	2018
	£000	£000
Loan interest	**(40)**	-
Hire purchase interest	**(4)**	(1)
	(44)	(1)

iii

Cash Flows from Investing Activities	2019	2018
	£000	£000
Payments to acquire players' registrations	**(354)**	(1327)
Receipts from sale of players' registrations	**456**	330
Payments to acquire tangible assets	**(6056)**	(988)
Net cash outflow from investing activities	**(5954)**	(1985)

Notes to the Consolidated Statement of Cash Flows (continued)

iv

Cash Flows from Financing Activities	2019	2018
	£000	£000
Related Party loans	**6618**	-
Related Party loan repayments	**(52)**	(332)
Capital element of hire purchase instalments	**(30)**	(10)
Net cash outflow from changes in debt	**6536**	(342)
Issue of new 'A' Ordinary share capital	**500**	775
Net cash inflow from financing activities	**7036**	433

v

Analysis of Changes in Net Funds	30 June 2018	Cash Flows	Non-Cash Changes	30 June 2019
	£000	**£000**	**£000**	**£000**
Cash at bank and in hand	1954	64	-	2018
Debt due in less than one year:				
Related Party loans	-	(3051)	(400)	(3451)
Hire purchase	(30)	-	-	(30)
Debt due after more than one year:				
Related Party loans	(348)	(3515)	400	(3463)
Other loans	(200)	-	-	(200)
Hire purchase	(109)	30	-	(79)
Net Funds	1267	(6472)	-	(5205)

The non-cash changes relate to the proposed capitalisation of Related Party loans – see Notes 16, 20 and 28.

Notes Forming Part of the Financial Statements

1. Company Information

The Company (number SC005364) is a Private Limited Company (formerly a Public Limited Company), limited by shares and incorporated and registered in Scotland, United Kingdom, with its registered office and principal place of business at Pittodrie Stadium, Pittodrie Street, Aberdeen AB24 5QH. On 5 July 2019 the Company re-registered as a private limited company having previously been an unlisted Public Limited Company - see Note 28. The principal activity of the Company is the operation of a professional football club playing its first team matches in the Scottish Premiership under the control of the Scottish Professional Football League and under the auspices of the Scottish Football Association.

2. Basis of Preparation

(a) Financial Statements

The Financial Statements have been prepared in UK Sterling currency under the historical cost convention and in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 and with the Companies Act 2006.

The consolidated Financial Statements incorporate the Financial Statements of the Company and its wholly owned subsidiary Stadium Aberdeen Limited, made up to 30 June. As is permitted by Section 408 of the Companies Act 2006, no separate Profit and Loss Account or Statement of Comprehensive Income is presented in respect of the Parent Company.

(b) Going Concern

The Directors have considered and approved future financial projections which demonstrate that the Group will have sufficient resources to continue to meet its obligations and liabilities as they fall due. The Directors have considered the assumptions and estimates used in the preparation of the future financial projections, including those in relation to activity levels which are influenced by the performance of the football team and the availability of future funding, including support from certain shareholders. Having considered the projections including reasonably possible sensitivities, the Directors have developed a reasonable expectation that the Group will continue as a going concern for the foreseeable future. Accordingly, the Financial Statements continue to be prepared on a going concern basis.

3. Principal Accounting Policies

The principal accounting policies, which have been applied consistently in the current and prior year are summarised below.

(a) Intangible Assets

Intangible assets are measured at cost less accumulated amortisation and any impairment losses. Amortisation is determined on a straight line basis over the estimated useful life of the intangible asset.

Fees and other costs payable on the transfer of players' registrations are capitalised and amortised over the period of the respective players' contracts. Fees receivable from other football clubs on the transfer of players' registrations are dealt with through the profit and loss account in the accounting period in which the transfer takes place. Signing-on fees are expensed to the profit and loss account in the accounting period in which they are payable. Compensation payments made to other clubs for young players or football management staff joining the Company are amortised over the period of the relevant contract.

Payments or receipts, which are contingent on the performance of the team or players, are recognised in the profit and loss account when the events crystallising such payments or receipts occur. Compensation fees receivable for young players or management staff leaving the Company are not recognised in the profit and loss account until the events crystallising such payments or receipts have taken place.

(b) Tangible Assets

Tangible assets are stated at cost less depreciation, calculated to write off their cost in equal annual amounts over their estimated useful lives down to their estimated residual value. On transition to FRS 102, the estimated market value of Pittodrie Stadium at 1 July 2014 was adopted as the deemed cost and the policy of revaluation of the stadium ceased. Pittodrie Stadium is not depreciated as the net book value is deemed to equate to the residual value which is regularly assessed, and any adjustments required taken to the profit and loss account. No depreciation is provided on the New Stadium and training facilities at Cormack Park as these are treated as construction in progress at the year-end. Depreciation on the New Stadium and on the Cormack Park costs will commence when the assets are available for use. The applied depreciation rates are as follows:

	% per annum
Plant, Furniture and Fittings	10 - 33%

Notes Forming Part of the Financial Statements (continued)

(c) Investments

Investments are stated at cost less accumulated impairment.

(d) Stocks

Stock of goods for resale is stated on a first in, first out basis, and at the lower of cost or net realisable value.

(e) Debtors and Creditors

Debtors represent the transactional price of debts including VAT where appropriate, less any provision for doubtful debts which may be required. Creditors represent the transactional cost where known, or where accruals for unbilled goods and services are necessary, at their estimated amount.

(f) Taxation

Corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(g) Grants

Grants received from the Football Trust for stands, safety improvements and plant are credited to deferred income and amortised through the profit and loss account over the estimated useful lives of the related assets.

(h) Other Deferred Income

Other deferred income represents income from season ticket renewals, advance ticket sales and from sponsorship agreements and other contractual arrangements, which are credited to the profit and loss account over the period of the agreement.

(i) Turnover

Turnover represents income receivable, net of VAT, from football and related commercial activities.

Gate and other match day revenues are recognised over the period of the football season as games are played. Sponsorship and similar commercial income is recognised over the duration of the respective contracts. AberDNA membership income is recognised over the 12-month duration of the membership. Other commercially orientated memberships are recognised over the 12-month duration of the membership. The fixed element of broadcasting revenues is recognised over the duration of the football season whilst fees due for live coverage or highlights are taken when earned. Merit awards are accounted for only when the amount receivable is known. Income from commissions is recognised when known with reasonable accuracy.

(j) Donations from Lotteries

Donations from lotteries are accounted for in the accounting period in which they are received.

(k) Pension Costs

Contributions to defined contribution pension schemes are expensed to the profit and loss account in the period in which they become payable.

(l) Impairment of Assets

Assets other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in the profit and loss account. An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount is the higher of its fair value less costs to sell and its value in use.

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the Financial Statements.

Notes Forming Part of the Financial Statements (continued)

for the year ended 30 June 2019

Carrying value of training facilities and new stadium project costs

Work has now been completed on the Phase 1 development at Kingsford and the new training, youth and community facilities at Cormack Park were opened on 31 October 2019. During the year £5,987,000 (2018 - £890,000) of cost has been capitalised in connection with the development including payments in connection with the purchase of the land.

Included in tangible assets are capitalised costs amounting to £900,000 (2018 - £900,000) in respect of the proposed new stadium at Kingsford, which represents stadium design and other costs incurred in prior years on the Loirston Loch site which the Directors consider to be transferable to the Kingsford site. Having obtained planning permission for the proposed Phase 2 new stadium development, the Directors are confident that the necessary funding will be put in place and, hence, it is appropriate to recognise these costs as assets in the balance sheet.

The total amount capitalised for the new stadium and training facilities at 30 June 2019 is £8,302,000 (2018 - £2,315,000).

Key sources of estimation uncertainty

Carrying value of Pittodrie Stadium

Pittodrie Stadium is carried at net residual value. The determination of the residual value net of selling costs includes an estimation of the market value of a potential property development on the Pittodrie Stadium site. The Group appointed an external valuer to perform this assessment and a valuation report on Pittodrie Stadium was prepared by F G Burnett Limited on 13 November 2019 and the reported market value as at 30 June 2019 of £11.0 million was adopted into the Financial Statements, resulting in an impairment charge of £4.25 million being recognised in the consolidated profit and loss account for the year ended 30 June 2019 – see Note 8.

5. Turnover

	Group	
	2019	2018
	£000	£000
Gate receipts	**5437**	4801
Sponsorship and advertising	**1564**	2008
Broadcasting rights	**2442**	2855
Commercial	**5828**	4875
UEFA Solidarity and prize money	**617**	841
Other operating revenue	**40**	35
	15928	15415

6. Operating Expenses

	Group	
	2019	2018
	£000	£000
Staff Costs (see below)	**9238**	8564
Depreciation and other amounts written off tangible assets, net of grant release	**133**	111
Amortisation of intangible assets	**451**	841
Cost of sales	**2904**	3100
Other operating expenses	**4231**	3555
	16957	16171
Staff costs consist of:		
Wages and salaries	**8201**	7552
Social security costs	**955**	880
Other pension costs	**82**	132
	9238	8564

The Executive Directors are considered to be the key management personnel and their remuneration is disclosed below: -

	Group	
	2019	2018
	£000	£000
Directors' remuneration consists of:		
Emoluments	**335**	478
Pension contributions	**20**	102
	355	580

The non-executive Directors waived fees in respect of the year totalling £42,000 (30 June 2018 - £42,000). The highest paid director received £207,000 (2018 - £360,000) The 2018 comparative included a one-off payment into a money-purchase pension scheme of £89,000.

	2019	2018
	Number	Number
Number of Directors who:-		
Are members of a defined contribution pension scheme	**2**	2
Are members of a money purchase pension scheme	**-**	-

The average number of full and part time employees during the year based on full time equivalents was as follows: -

	2019	2018
	Number	Number
Players	**43**	39
Football Management	**21**	19
Scouting/Youth development	**11**	9
Commercial/ Administration	**56**	49
Maintenance	**13**	11
	144	129

Notes Forming Part of the Financial Statements (continued)

for the year ended 30 June 2019

7. Operating Loss

	Group	
	2019	2018
	£000	£000
This is stated after charging/(crediting): -		
Auditors' remuneration - Audit services	**15**	22
- Tax compliance services	**6**	10
- Other audit related services	**3**	6
Amortisation of grants	**(48)**	(47)
Amortisation of players' registrations	**451**	841
Depreciation of owned tangible assets	**151**	158
Depreciation of tangible assets held under hire purchase and lease agreements	**30**	-
Operating lease rentals	**159**	128
Exchange loss	**100**	-
Donations from lotteries (net of expenses)	**(32)**	(45)

8. Exceptional item - impairment of Pittodrie Stadium

	Group	
	2019	2018
	£000	£000
Impairment of Pittodrie Stadium	**(4250)**	-

The impairment of the carrying value of Pittodrie Stadium was assessed by the Directors as at 30 June 2019, based on a valuation report prepared by F G Burnett Limited. The value of Pittodrie Stadium has been affected by a downturn in the local economy accompanied by a consequent drop in property values throughout the North-East of Scotland. The carrying value of Pittodrie Stadium has been assessed against the estimated realisable value of Pittodrie Stadium and surrounding car parks and ancillary land, and an impairment charge of £4.25 million has been recognised in the Financial Statements. Further information is given in Note 12.

Notes Forming Part of the Financial Statements (continued)

9. Interest Payable and Similar Expenses

	Group	
	2019	2018
	£000	£000
Related Party loan interest	**(40)**	-
Hire purchase interest	**(4)**	(1)
Total interest payable	**(44)**	(1)

10. Tax on Loss for year

	Group	
	2019	2018
	£000	£000
UK corporation tax provided in year	**-**	-
Deferred tax - see Note 18	**-**	-
Taxation credit	**-**	-

The Group has estimated taxation losses available for carry forward amounting to £24,748,000 (30 June 2018 – £24,748,000) - see Note 18. The blended rate of tax for the year, based on the UK standard rate of corporation tax, is 19% (30 June 2018 – 19%). The actual tax charge for the current and the previous year differs from the standard rate for the reasons set out in the following reconciliation.

	Group	
	2019	2018
	£000	£000
Loss before taxation	**(765)**	(438)
Tax on loss at standard rate	**(145)**	(83)
Factors affecting charge for the year:		
Expenses not deductible for tax purposes	**7**	7
Non-taxable income	**(9)**	(9)
Utilisation of tax losses	**147**	85
Total amount of tax credit to Profit and Loss Account	**-**	-

Notes Forming Part of the Financial Statements (continued)

for the year ended 30 June 2019

11. Intangible Assets

Group and Company	Players' Registrations and Compensation Payments	Brand Rights	Total
	£000	£000	£000
Cost			
At 1 July 2018	1519	8	1527
Additions	354	-	354
Disposals	(477)	-	(477)
At 30 June 2019	1396	8	1404
Amortisation			
At 1 July 2018	420	-	420
Charged in the year	451	-	451
Disposals	(329)	-	(329)
At 30 June 2019	542	-	542
Net Book Value			
At 30 June 2019	854	8	862
At 30 June 2018	1099	8	1107

12. Tangible Assets

	Pittodrie Stadium	Cormack Park	New Stadium	Group Total Land and Buildings	Company Plant, Furniture and Fittings	Total Group
	£000	£000	£000	£000	£000	£000
Cost						
At 1 July 2018	15250	1415	900	17565	3524	21089
Additions	-	5987	-	5987	69	6056
Impairment of valuation of Pittodrie Stadium	(4250)	-	-	(4250)	-	(4250)
At 30 June 2019	11000	7402	900	19302	3593	22895
Depreciation						
At 1 July 2018	-	-	-	-	2797	2797
Charged in the year	-	-	-	-	181	181
At 30 June 2019	-	-	-	-	2978	2978
Net Book Value						
At 30 June 2019	11000	7402	900	19302	615	19917
At 30 June 2018	15250	1415	900	17565	727	18292

Pittodrie Stadium is carried at net residual value. A valuation of Pittodrie Stadium and the surrounding car parks and land was prepared by F G Burnett Limited on 13 November 2019, which identified the estimated market value of the site which equates to the estimated net residual value as at 30 June 2019, at £11.0 million. Consequently, the value of £11.0 million has been adopted into these Financial Statements and resulted in an impairment charge of £4.25 million being recognised as at 30 June 2019 – see Note 8. As the net book value at 30 June 2019 represents the estimated residual value of Pittodrie Stadium, there is no depreciation charge.

Work on the Phase 1 development at Kingsford to create training, youth and community facilities was completed in mid-October 2019 and the facilities at Cormack Park were opened on 31 October 2019.

Included in tangible assets are amounts of £7,402,000 in respect of the development of new training youth and community facilities at Cormack Park.

Also included in tangible assets are capitalised costs in respect of the proposed Phase 2 new stadium development amounting to £900,000, which represents stadium design and other costs incurred in prior years on the Loirston Loch site which the Directors consider to be transferable to Kingsford.

The Directors are confident that the necessary funding will be available to complete the development and, hence, it is appropriate to recognise these costs as assets in the balance sheet.

No depreciation is provided on costs incurred to date on the New Stadium or Training facilities as these are construction in progress at the year-end. Depreciation will commence when the assets are available for use.

Notes Forming Part of the Financial Statements (continued)

for the year ended 30 June 2019

13. Investments

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Investment in subsidiary undertaking	**-**	-	-	-

The Company holds one Ordinary Share of £1 in Stadium Aberdeen Limited a wholly owned subsidiary of the Company. Stadium Aberdeen Limited owns the Pittodrie Stadium football ground which it leases to the Company. The Group Financial Statements reflect the consolidated results of the Company and its subsidiary.

The Company also holds one Ordinary Share of £1 in The Scottish Professional Football League Limited for which a consideration of £1 was paid. This represents a 2.38% interest in the company.

14. Stocks

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Goods for resale	**653**	781	**653**	781

15. Debtors

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Trade debtors	**1249**	1215	**1249**	1215
Amount due from subsidiary	**-**	-	**23842**	18055
Other debtors and prepayments	**1359**	566	**1359**	566
	2608	1781	**26450**	19836

The amount due from subsidiary does not bear interest and has no fixed repayment terms. The Company does not intend to seek repayment of the amount within one year of the date of approval of these Financial Statements.

Notes Forming Part of the Financial Statements (continued)

16. Creditors: Amounts falling due within one year

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Related Party loans	**3451**	-	**3451**	-
Obligations under hire purchase contracts	**30**	30	**30**	30
Trade creditors	**2206**	1722	**2206**	1722
Other taxes and social security costs	**397**	725	**397**	725
Other creditors and accruals	**1294**	1689	**1294**	1689
	7378	4166	**7378**	4166

Related Party loans due to Directors of £2,400,000 (30 June 2018 - £Nil) are unsecured, interest free and were converted into Ordinary Shares on 2 August 2019 – see Notes 23 and 28.

Related Party loans of £1,050,000 (30 June 2018 - £Nil) were received from Aberdeen FC Community Trust. The loan bears interest at 4% per annum and is intended to be converted into a 22-year lease premium in connection with their use of the new facilities at Cormack Park. The interest accrued at 30 June 2019 was £1,000 (30 June 2018 - £Nil) and this has been accrued into the loan balance in the table above.

Notes Forming Part of the Financial Statements (continued)

for the year ended 30 June 2018

17. Creditors: Amounts falling after more than one year

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Related Party loans	**3463**	348	**3463**	348
Other loans	**200**	200	**200**	200
Obligations under hire purchase contracts	**79**	109	**79**	109
	3742	657	**3742**	657

Related Party loans due to Directors of £46,000 (30 June 2018 - £348,000) are unsecured, interest free and are repayable in more than one year.

Related Party loans due to Directors of £3,378,000 bear interest at 3% per annum. The liability for interest will be entirely satisfied by conversion of interest accumulated on the loan into Ordinary Shares of the Company. The loan is US Dollar designated in the amount of $4,290,000 and has been converted into £ Sterling at the Balance Sheet date at a rate of $1.2697. The loan is due for repayment on or before 1 February 2022 and the Company may repay all or part of the loan at any time without penalty. In the event of the Company defaulting on the loan the lender has the right to convert the loans into Ordinary Shares in the Company. The interest accumulated on the loan is £39,000 (30 June 2018 - £Nil) and this has been accrued into the loan balance in the table above.

Since the year-end, on 21 November the Directors entered into an agreement with The Deeside Trust that their US Dollar loan of $4,290,000 will be converted, at a Sterling equivalent of £3,333,333, into Ordinary Shares of ten pence each at a rate of £0.46 per share.

Other loans of £200,000 (30 June 2018 - £200,000) are unsecured, interest free and are repayable in more than one year.

	Group		Company	
The loans are repayable as follows:	**2019**	2018	**2019**	2018
	£000	£000	**£000**	£000
Converted into Ordinary Shares on 2 August 2019	**2400**	-	**2400**	-
To be converted into a lease premium	**1050**	-	**1050**	-
In less than one year	**1**	-	**1**	-
Between one and five years	**3663**	548	**3663**	548
	7114	548	**7114**	548

18. Deferred Taxation

	Group		Company	
	2018	2017	**2018**	2017
	£000	£000	**£000**	£000
At 1 July	**-**	-	**-**	-
Release of deferred tax on revaluation of Pittodrie Stadium	**-**	-	**-**	-
At 30 June	**-**	-	**-**	-

Deferred tax is provided in full in respect of the revaluation of Pittodrie Stadium. Deferred tax at 30 June 2019 has been calculated at 17% (30 June 2018 – 17%), the rate of Corporation tax substantively enacted on 31 October 2018.

At 30 June 2019 the Group has an unrecognised deferred tax asset of £4,421,000 (30 June 2018 - £4,205,000) which primarily represents the availability of tax losses for carry forward. The ability of the Group to utilise the deferred tax asset depends primarily on future trading performance. The deferred tax asset has not been recognised given the uncertainty as to the availability of available future profits to utilise the accumulated tax losses.

19. Deferred Income

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Deferred grant income - from Football Trust				
At 1 July	**705**	752	**-**	-
Released to profit and loss account	**(48)**	(47)	**-**	-
At 30 June	**657**	705	**-**	-
Other deferred income				
From season tickets, advance ticket sales, executive boxes and sponsorships received in advance	**3839**	3430	**3839**	3430
Total deferred income	**4496**	4135	**3839**	3430

Included in deferred income is £610,000 (30 June 2018 - £1,107,000) which will be released to the profit and loss account in more than one year.

Notes Forming Part of the Financial Statements (continued)

for the year ended 30 June 2019

20. Called-up Share Capital

	Group and Company	Group and Company
	2019	2018
	£000	£000
Allotted and fully paid		
14,570,440 (2018 – 14,570,440) Ordinary Shares of 10 pence each	**1457**	1457
1,772,745 (2018 – 1,106,078) 'A' Ordinary Shares of 10 pence each	**177**	110
2,250,000 Preference Shares of £1 each	**2250**	2250
	3884	3817

Please refer to Note 28 "Subsequent Events" for further information regarding share capital.

Called-up Share Capital represents the nominal value of shares that have been issued.

During the year on 13 June 2019 666,667 'A' Ordinary shares of ten pence each were issued for cash at £0.75 per share.

The 1,772,745 'A' Ordinary Shares of ten pence each which were in issue at the year-end, ranked pari passu with the Ordinary Shares save that (a) they had no voting rights, and (b) they were convertible to Ordinary Shares by giving notice in writing to the Company. A holder of Ordinary Shares, whose shareholding aggregated with those of his connected persons carried 29.9% or fewer in aggregate of the total votes conferred by all of the issued shares in the Company, was only entitled to convert the number of 'A' Ordinary Shares as would result in that shareholder and his connected persons holding Ordinary Shares which would carry 29.9% or fewer in aggregate of the total votes conferred by all of the issued shares in the Company.

Following the year-end on 2 August 2019, all of the 1,772,745 'A' Ordinary Shares were converted into 1,772,745 Ordinary Shares of ten pence each. The class of 'A' Ordinary Shares no longer exists as there is no continuing need for a non-voting category of ordinary shares.

The Preference Shares have no rights to dividend and no voting rights, but on a return of capital are entitled to payment of their nominal value in priority to the Ordinary Shares.

Following the year-end on 2 August 2019 2,672,872 Ordinary Shares of ten pence each were issued for cash at £0.75 per share.

Following the year-end on 2 August 2019 Related Party loans of £2.4 million were converted into 3,200,000 Ordinary Shares of ten pence each at £0.75 per share.

Following the year-end, on 21 November 2019 the Directors agreed to issue 10,869,565 Ordinary Shares of ten pence each at £0.46 per share in exchange for a cash investment of £5.0 million. The terms of the investment are for Ordinary Shares to be issued in exchange for an immediate investment of £4.45 million, with a further sum of £375,000 to be invested immediately after the AGM, and a final amount of £175,000 at a point to be determined in the future. The Directors also entered into an agreement with The Deeside Trust to convert their $4.29 million US Dollar loan into 7,246,376 Ordinary Shares of ten pence each at £0.46 per share. Further information is given in the Chairman's Statement on page 2.

21. Reserves

Share Premium Account

The Share Premium Account includes any premiums received on the issue of share capital over and above the notional value. Transaction costs associated with the direct issue of shares are deducted from the Share Premium Account.

Profit and Loss Account

The Profit and Loss Account includes all current and prior year retained profits and losses. Included within the Profit and Loss Account is £7,913,000 (2018 - £12,163,000) of non-distributable reserves represented by unrealised property revaluations under previous UK GAAP.

22. Group Contingent Liabilities

The Company has exited all obligations to Bank of Scotland, other than in regard to a contingent liability which may arise on the disposal of Pittodrie stadium if any part of the proceeds is not reinvested in a new stadium. This remaining commitment to the Bank of Scotland is not subject to any security.

23. Related Party Transactions

At 30 June 2019 loans of £5.863 million (30 June 2018 - £348,000) including accrued interest of £39,000 (30 June 2018 - £Nil) are due to the Company's Directors. The terms of the loans are disclosed in Notes 16 and 17.

At 30 June 2019 loans of £1.051 million (30 June 2018 - £Nil) including accrued interest of £1,000 (39 June 2018 - £Nil) are due to the Aberdeen FC Community Trust. The terms of the loans are disclosed in Note 16.

The Directors are considered to be the key management personnel of the Group and their remuneration is disclosed in Note 6.

24. Pensions

The Group operates an approved defined contribution Group Personal Pension Scheme for eligible employees. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost expensed for the period was £3,000 (year to 30 June 2018 - £3,000).

There was £1,000 due for payment at 30 June 2019 (30 June 2018 - £1,000).

The Group also operates an approved defined contribution Group auto-enrolment scheme for eligible employees with The Peoples Pension. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost expensed for the period was £53,000 (year to 30 June 2018 - £28,000).

There was £14,000 due for payment at 30 June 2019 (30 June 2018 - £17,000).

In addition, contributions of £27,000 (year to 30 June 2018 - £101,000) were made to personal pension schemes on behalf of employees.

There was £Nil due for payment at 30 June 2019 (2018 - £89,000).

Notes Forming Part of the Financial Statements (continued)

for the year ended 30 June 2019

25. Financial Instruments

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Financial assets – measured at amortised cost				
Trade debtors – see Note 15	**1249**	1215	**1249**	1215
Amount due from subsidiary – see Note 15	**-**	-	**23842**	18055
Other debtors – see Note 15	**1359**	566	**1359**	566
Cash at bank and in hand	**2018**	1954	**2010**	1954
	4626	3735	**28460**	22628
Financial liabilities – measured at amortised cost				
Trade creditors – see Note 16	**2206**	1722	**2206**	1722
Other creditors and accruals – see Note 16	**1294**	1689	**1294**	1689
Related Party loans – see Notes 16 and 17	**6914**	348	**6914**	348
Other loans – see Notes 16 and 17	**200**	200	**200**	200
Hire purchase – see Notes 16 and 17	**109**	139	**109**	139
	10723	4098	**10723**	4098

The Group's income, expense, gains and losses in respect of financial instruments are summarised below: -

	Group	
Interest income and expense	**2019**	2018
	£000	£000
Total interest income for financial assets at amortised cost	**-**	-
Total interest expense for financial liabilities at amortised cost	**(44)**	(1)

26. Controlling Party

At the balance sheet date, the Company does not have a controlling party as there is no single or group of shareholders with a controlling interest in the shareholding of the Company.

Notes Forming Part of the Financial Statements (continued)

27. Group Financial Commitments

	Group	
	2019	2018
	£000	£000
Total future minimum lease payments under non-cancellable operating leases are as follows: -		
Within one year	**180**	113
Between one and five years	**60**	95
	240	208

The Group had capital commitments at 30 June 2019 of £5.034 million (2018 - £1.15 million) relating to the completion of the Phase 1 training, youth and community facilities at the newly named Cormack Park.

28. Subsequent Events

The Phase 1 training, youth and community facilities at the newly named Cormack Park were officially opened on 31 October 2019 by Sir Alex Ferguson.

On 7 June 2019 the Company issued a Circular to shareholders explaining the reasons for proposing that the Company re-register as a private company.

The Circular contained a Notice of Meeting calling a General Meeting for 2 July 2019, at which shareholders unanimously approved the following special resolution: -

"To approve that the Company be re-registered as a private limited company under the Companies Act 2006 and that its name be changed to Aberdeen Football Club Limited; that in substitution for all previous authorities conferred on the directors of the Company, that the directors of the Company be generally and unconditionally authorised under the Companies Act 2006 to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into Ordinary Shares up to an aggregate nominal amount of £1,932,348.20 at such times or times and to such persons as the directors of the Company consider appropriate as if section 561(1) of the Companies Act 2006 did not apply to any such allotment; and to adopt the new articles of association of the Company, all as is more fully set out in the notice of General Meeting."

On 5 July 2019 the Company was re-registered as a private limited company and changed its name to Aberdeen Football Club Limited.

On 2 August 2019 2,672,872 Ordinary Shares of ten pence each were issued for cash at £0.75 per share.

On 2 August 2019 Related Party loans of £2.4 million were converted into 3,200,000 Ordinary Shares of ten pence each at £0.75 per share.

On 2 August 2019 1,772,745 'A' Ordinary Shares of ten pence each were converted into 1,772,745 Ordinary Shares of ten pence each. As detailed in the Circular there is no continuing need for 'A' Ordinary Shares.

Following the year-end, on 21 November 2019 the Directors agreed to issue 10,869,565 Ordinary Shares of ten pence each at £0.46 per share in exchange for a cash investment of £5.0 million. The terms of the investment are for Ordinary Shares to be issued in exchange for an immediate investment of £4.45 million, with a further sum of £375,000 to be invested immediately after the AGM, and a final amount of £175,000 at a point to be determined in the future. The Directors also entered into an agreement with The Deeside Trust to convert their $4.29 million US Dollar loan into 7,246,376 Ordinary Shares of ten pence each at £0.46 per share. Further information is given in the Chairman's Statement on page 2.

29. Subsidiaries and Related Undertakings

The Group comprises the parent company Aberdeen Football Club Limited (formerly Aberdeen Football Club plc) and its sole wholly-owned subsidiary Stadium Aberdeen Limited. Stadium Aberdeen Limited is a Private Limited Company limited by shares and registered in Scotland, number SC299691 with its registered office and principal place of business at Pittodrie Stadium, Pittodrie Street, Aberdeen AB24 5QH. Ownership of the stadium lies with the subsidiary company to which the Company pays a rent for the use of the football stadium.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ONE HUNDRED and SIXTEENTH Annual General Meeting of ABERDEEN FOOTBALL CLUB LIMITED will be held at The Aberdeen Standard Investments Suite, Pittodrie Stadium, Pittodrie Street, Aberdeen on 16 December 2019 at 7.00pm to transact the following: -

As ordinary business:

1. To receive and consider the Financial Statements for the year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Gordon A. Buchan as a Director.
3. To re-elect David A. Cormack as a Director.
4. To confirm the appointment of Thomas J. Crotty as a Director.
5. To confirm the appointment of Darren Eales as a Director.

As special business:

6. That:
   a) in accordance with section 551 of the Companies Act 2006 (2006 Act), the directors of the Company be generally and unconditionally authorised to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company (Ordinary Rights) up to an aggregate nominal amount of £3,000,000 at such time or times and to such persons as the directors of the Company consider appropriate; provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years after the date of this resolution; save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted or Ordinary Rights to be granted and the directors may allot Ordinary Shares or grant Ordinary Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;
   b) the foregoing authority in part a) of this special resolution is in substitution for all previous authorities conferred on the directors of the Company in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of rights to subscribe for or to convert any security into shares in the Company already made or offered or agreed to be made pursuant to such authorities;
   c) in accordance with section 570 of the 2006 Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by part a) of this special resolution, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
      i) be limited to the allotment of equity securities up to an aggregate nominal amount of £3,000,000; and
      ii) expire on the date falling 5 years after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired;

BY ORDER OF THE BOARD

Roy M Johnston
Company Secretary

Registered Office:
Pittodrie Stadium, Pittodrie Street, Aberdeen AB24 5QH
Dated 21 November 2018

Note:

It is requested that notice of questions on the Annual Report should be in the Company Secretary's hands by 5pm on Monday 9 December 2018.

A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of him and that proxy need not also be a member. A form of proxy is enclosed, and completed proxies must be returned to Pittodrie Stadium at least 48 hours before the time appointed for the meeting.

Will Shareholders please intimate any change of address to the Company Secretary.