Registered number: 00586007

# **PORTER AND MAKINS LIMITED**

# ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020



# **COMPANY INFORMATION**

**Directors** 

Mr W Jordan Mrs D Jordan

**Company secretary** Mr M Bonynge

Registered number 00586007

Registered office Pensthorpe Fakenham Road

Fakenham Norfolk **NR21 0LN** 

Independent auditors

Larking Gowen LLP
Chartered Accountants & Statutory Auditors
King Street House
15 Upper King Street
Norwich
NR3 1RB

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#### GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

#### Introduction

The directors present their Group strategic report for the year ended 31 December 2020. The Group comprises Porter and Makins Limited and its wholly owned subsidiary, Conservation Shop Limited (The).

#### **Business review**

The principal activity of the Group in the year under review was the the operation of Pensthorpe Natural Park including its shop and restaurant, land and property management along with the rearing of livestock and the sale of crops.

The Group has continued to trade in a market with growing competition whilst also dealing with the impact of Covid19 including government enforced lockdown closures for part of the year and as a result it saw visitor numbers fall from 114,237 in 2019 to 67,014 in 2020. When the park was able to largely open as normal following the lifting of restrictions, the directors were pleased with the level of visitors attending.

During the year the Group sold one of its investment properties for £135,000 which helped contribute to an increase in cash equivalets in the year to £403,279.

During the year the directors have offered their continued support to the Group.

#### Principal risks and uncertainties

The principal risks and uncertainties facing the Group are:

Poor weather affecting the day visitor attraction business

The directors look to mitigate this risk by continuing to invest in the Group's offering of an all weather operation. This includes the restaurant and Hootz House, the award winning indoor play area.

Poor general economy affecting consumers discretionary spending

The directors remain focused on delivering a product considered to be good value for money and attractive to visitors. This also includes investment in the recruitment and training of staff to continue offering a high level of customer service.

# The impact of Brexit

It is expected that the uncertainty over the UK's exit from the EU will impact consumer discretionary spending however the directors continue to monitor developments and are confident that the Group is well placed to continue attracting visitors at its current level.

# Covid-19

The impact of Covid-19 had a significant impact in the 2020 year and will continue to do so in 2021 and potentially future years. The directors continue to consider the current issues caused by Covid-19 and its potential impact on the Group and the wider economy but believe with the government help available along with the directors' support the Group is well placed to navigate through the challenges. Following the lifting of restrictions in the Summer of 2021, the directors have been pleased with the level of demand shown through visitor numbers which are comparable to pre pandemic levels.

#### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

#### Financial key performance indicators

The main key performance indicators used by the directors to monitor the performance of the Group are turnover, gross profit, profit before tax and EBITDA (earnings before interest, tax, depreciation and amortisation). The directors monitor these on a regular basis along with other operating information.

During the year turnover decreased by 45.8% from £1,961,760 in 2019 to £1,063,321 in 2020. The gross margin has decreased from 42.3% in 2019 to 18.4% in 2020. The loss before tax increased from a loss of £261,863 in 2019 to a loss of £410,056 in 2020. Excluding the property revaluation gains, the loss before tax for 2019 was £291,863 and £410,056 for 2020 where there has been no revaluation.

EBITDA, excluding revaluation movements, decreased from £82,589 in 2019 to (£116,789) in 2020.

#### **Impact of Covid-19**

During March 2020, a global pandemic was declared arising from the outbreak of Covid-19. Some major risks to the Group arising from the Covid-19 crisis were identified and included: the health and wellbeing of the staff, visitors and volunteers, and the impact on the Group's income and activities.

The park including its offices and visitors attractions were temporarily closed in line with Government guidance in order to protect the Group's staff, visitors and volunteers. Staff working on the nature reserve adopted changed working practices to be able to continue to work in line with government safety advice.

The financial impact of the crisis at the end of the financial year has been from the closure of our site resulting in reduced visitor income and reduced membership income through very limited membership sales taking place. The planned increase in membership subscription rates in 2020/2021 has been postponed and current members offered an extension to their membership to reflect the period of closure to support our members.

We have utilised government financial support available to us including the Coronavirus Job Retention Scheme for many staff whilst still keeping key operational activities running, and claiming appropriate other grants and reliefs available. Full closure of business was not practical due to the ongoing care required for animals and open spaces therefore a level of wage costs were necessary contributing to the losses in the year. Throughout the pandemic, the directors have ensured that the quality and standards of the park are maintained.

We are continuing to monitor the future impact of the crisis on the Group's finances closely. The Group has been well managed financially and has available financial reserves to allow it to support the operation including its subsidiaries for the immediate and medium term, details of which are set out in note 2.2. Nevertheless, particular on going risks relate to the ability to operate our facility at full capacity due to any social distancing or capacity restrictions, and to the longer term impact on membership income. It is anticipated that both areas of income generation may be affected and the Group will need to continue to closely manage its finances and ensure all opportunities are explored to safely build its level of trade back up in 2021 and beyond. There is a current upwardward trend for Staycations in the UK which is having a positive impact on the Group. Results achieved during a difficult summer and autumn in 2020 give a level of optimism for what can be achieved in 2021 and 2022.

# GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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

Mr W Jordan Director

Date: 23 09 2021

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their report and the financial statements for the year ended 31 December 2020.

#### Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the 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 for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Results and dividends

The loss for the year, after taxation, amounted to £410,056 (2019 - loss £261,863).

Further information is given in the strategic report.

There were no dividends paid in the year (2019 - £nil). The directors do not recommend the payment of a final dividend (2019 - £nil).

#### **Directors**

The directors who served during the year were:

Mr W Jordan Mrs D Jordan

#### **Future developments**

The Covid-19 pandemic has had a significant impact on operations during 2020. However, as a result of the successful vaccine rollout and removal of various restrictions, at the time of signing, the directors are hopeful that turnover levels will move back towards normal levels. The directors do not anticipate any other significant changes to the business in the coming period. However, as mentioned in the strategic report, the directors continue to monitor the impact of Covid-19 on the group as well as make use of all available measures to enable the continued operation of the Group.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

#### Financial instruments

The Group's principal financial assets are bank balances. Cash flow risk is managed by a regular review of cash and bank balances and future cash applications.

The directors do not consider any other risks attaching to the use of financial instruments to be material to an assessment of its financial position.

#### Disclosure of information to auditors

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

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

#### **Auditors**

The auditors, Larking Gowen LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

Mr W Jordan Director

Date: 23 09 2021

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PORTER AND MAKINS LIMITED

#### Opinion

We have audited the financial statements of Porter and Makins Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2020, which comprise the Group Income statement, the Group and Company Statements of financial position, the Group Statement of cash flows, the Group and Company Statement of changes in equity and the related notes, including a summary of significant accounting policies. 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).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2020 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PORTER AND MAKINS LIMITED (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 Auditors' 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 this regard.

#### Opinion 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 Group strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group strategic report or the Directors' report.

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements are not in agreement with the accounting records and returns;
- 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.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PORTER AND MAKINS LIMITED (CONTINUED)

## Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 4, 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.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PORTER AND MAKINS LIMITED (CONTINUED)

### Auditors' 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 Auditors' 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 Group financial statements.

#### The Extent to which the audit was considered capable of detecting irregularities including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Due to the field in which the Company operates, we identified the areas most likely to have a direct material impact on the financial statements as compliance with UK tax legislation, UK accounting standards and the Companies Act 2006. In addition, we considered the provisions of other laws and regulations which whilst not having a direct impact on the financial statements, are fundamental to the Company's ability to operate including health and safety; employment law, and compliance with various other regulations relevant to the operation of the company's production facilities.

Our approach to identifying and assessing the risk of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, included the following:

- Enquiries with management about any known or suspected instances of non-compliance with laws and regulations, accidents in the workplace, potential litigation or claims and fraud;
- Reviewing legal and professional fees to confirm matters where the company engaged lawyers during the year;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Reviewing board minutes and any relevant correspondence with external authorities;
- Challenging assumptions and judgements made by management in their significant accounting estimates.
- Auditing the risk of management override of controls, including through testing journal entries and other
  adjustments for appropriateness, and evaluating the business rationale of any significant transactions
  outside the normal course of business.

Due to the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 Auditors' report.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PORTER AND MAKINS LIMITED (CONTINUED)

## 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 Auditors' 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.

Charles Savory FCA (Senior statutory auditor)

for and on behalf of Larking Gowen LLP

Chartered Accountants Statutory Auditors

Norwich

Date: 27 September 2021

# CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	2020 £	2019 £
Turnover		1,063,321	1,961,760
Cost of sales		(846,685)	(1,132,675)
Gross profit		216,636	829,085
Administrative expenses		(869,649)	(1,061,252)
Other operating income		242,885	-
Gain/(loss) on revaluation of investment property		•	(30,000)
Operating loss	6	(410,128)	(262,167)
Interest receivable and similar income		72	304
Loss before tax		(410,056)	(261,863)
Loss for the financial year		(410,056)	(261,863)
Loss for the year attributable to:			
Owners of the parent		(410,056)	(261,863)
		(410,056)	(261,863)

EBITDA for the year ended 31 December 2020 was a loss of £116,789 (2019: £82,589 profit which excludes investment property revaluations).

There were no recognised gains and losses for 2020 or 2019 other than those included in the consolidated income statement.

The notes on pages 18 to 36 form part of these financial statements.

# PORTER AND MAKINS LIMITED REGISTERED NUMBER: 00586007

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

		•	2020		2019
<b>.</b>	Note		£		£
Fixed assets					
Intangible assets	10		7,410		8,715
Tangible assets	11		5,070,181		5,348,813
Investment property	13		1,345,761		1,480,761
			6,423,352		6,838,289
Current assets					
Stocks	14	108,048		138,980	
Debtors: amounts falling due within one year	15	114,868		123,171	
Cash at bank and in hand		403,279		325,033	
	;	626,195	-	587,184	
Creditors: amounts falling due within one year	17	(419,762)		(385,632)	
Net current assets		<u></u>	206,433		201,552
Total assets less current liabilities			6,629,785		7,039,841
Net assets			6,629,785		7,039,841
Capital and reserves		•			
Called up share capital	18		9,845,000		9,845,000
Other reserves	19		232,502		232,502
Profit and loss account	19		(3,447,717)		(3,037,661
			6,629,785		7,039,841

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Mr W Jordan Director

Date: 23/09/2021

The notes on pages 18 to 36 form part of these financial statements.

## PORTER AND MAKINS LIMITED **REGISTERED NUMBER: 00586007**

# COMPANY STATEMENT OF FINANCIAL POSITION **AS AT 31 DECEMBER 2020**

	Note		2020 £		2019 £
Fixed assets					
Intangible assets	10		210		315
Tangible assets	11		2,831,100		2,893,626
Investments	12	•	100		100
investment property	13		1,345,761		1,480,761
			4,177,171		4,374,802
Current assets					
Stocks	14	22,676		19,057	
Debtors: amounts falling due within one year	15	2,523,327		2,708,645	
Cash at bank and in hand		241,946		204,690	
		2,787,949	•	2,932,392	
Creditors: amounts falling due within one year	17	(335,235)		(267,253)	
Net current assets			2,452,714		2,665,139
Total assets less current liabilities			6,629,885		7,039,941
Net assets			6,629,885		7,039,941
Capital and reserves					
Called up share capital	18		9,845,000		9,845,000
Other reserves	19		232,502		232,502
Profit and loss account	19		(3,447,617)		(3,037,561)

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Mr W Jordan Director

Date: 23 09 2021
The notes on pages 18 to 36 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

			· · · · · · · · · · · · · · · · · · ·	
	Called up share capital £	Other reserves £	Profit and loss account £	Total equity
	Z	£	L	T.
At 1 January 2019	220,000	232,502	(2,775,798)	(2,323,296)
Loss for the year	-		(261,863)	(261,863)
Shares issued during the year	9,625,000	-	•	9,625,000
At 1 January 2020	9,845,000	232,502	(3,037,661)	7,039,841
Loss for the year	-	-	(410,056)	(410,056)
		<del></del>		
At 31 December 2020	9,845,000	232,502	(3,447,717)	6,629,785

The notes on pages 18 to 36 form part of these financial statements.

# COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

	Called up share capital £	Other reserves £	Profit and loss account £	Total equity
At 1 January 2019	220,000	232,502	(2,775,698)	(2,323,196)
Loss for the year	•	-	(261,863)	(261,863)
Shares issued during the year	9,625,000	-	-	9,625,000
At 1 January 2020	9,845,000	232,502	(3,037,561)	7,039,941
Loss for the year	•	•	(410,056)	(410,056)
At 31 December 2020	9,845,000	232,502	(3,447,617)	6,629,885

The notes on pages 18 to 36 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 £	2019 £
Cash flows from operating activities		
Loss for the financial year  Adjustments for:	(410,056)	(261,863)
Amortisation of intangible assets	1,305	1,305
Depreciation of tangible assets	292,034	313,451
Loss on disposal of tangible assets	12,350	-
Interest received	(72)	(304)
Decrease/(increase) in stocks	30,932	(10,999)
Decrease/(increase) in debtors	8,303	(7,916)
Increase/(decrease) in creditors	34,130	(40,536)
Revaluation of investment properties	-	30,000
Net cash generated from operating activities	(31,074)	23,138
Cash flows from investing activities		
Purchase of tangible fixed assets	(27,103)	(58,837)
Sale of tangible fixed assets	1,351	-
Sale of investment properties	135,000	-
Interest received	72	304
Net cash from investing activities	109,320	(58,533)
Net increase/(decrease) in cash and cash equivalents	<del></del> - 78,246	(35,395)
Cash and cash equivalents at beginning of year	325,033	360,428
Cash and cash equivalents at the end of year	403,279	325,033
Cash and cash equivalents at the end of year comprise:	<del></del>	
Cash at bank and in hand	403,279	325,033
	403,279	325,033

# CONSOLIDATED ANALYSIS OF NET DEBT FOR THE YEAR ENDED 31 DECEMBER 2020

	At 1 January 2020 £	Cash flows £	At 31 December 2020 £
Cash at bank and in hand	325,033	78,246	403,279
Debt due within 1 year	(221,552)	(54,658)	(276,210)
	103,481	23,588	127,069

The notes on pages 18 to 36 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 1. General information

Porter & Makins Limited is a private company limited by shares and incorporated in England and Wales, registration number 00586007. The registered office is Pensthorpe, Fakenham Road, Fakenham, Norfolk, NR21 0LN.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Income statement in these financial statements.

The financial statements are presented in sterling which is the functional currency of the company and rounded to the nearest £.

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

#### 2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated income statement from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 January 2016.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 2. Accounting policies (continued)

#### 2.3 Going concern

The directors have considered the Group's position at the time of signing the financial statements, and in particular the current issues caused by Covid-19 and its potential impact on the Group and the wider economy. The directors have prepared forecasts for a period of 12 months from the date of signing these financial statements. These forecasts have been prepared on what the directors consider a worst case basis and which would represent similar visitor numbers to an already challenging 2020. The forecasts show that Porter and Makins Limited will need to continue to provide support to its subsidiary, The Conversation Shop Limited and it has provided this in writing. Based on the level of capital held in the Group at the time of signing the accounts, taking into account the projected results to 31 December 2022 including the deemed level of capital spend required in the next 12 months, the forecasts show that the Group should be able to continue to operate within the current facility held. In addition to this, the directors have provided written confirmation that they would not be looking to call in the debt set out in note 21 to these accounts and would, if necessary, provide additional finance if an unforeseen event should arise.

Based on this, the directors have concluded that they have a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future, and, based on the economic environment recovering within the timeframe currently being widely anticipated, at least twelve months from the date of signing these financial statements, they continue to adopt the going concern basis of accounting in preparing these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 2. Accounting policies (continued)

#### 2.4 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Group and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

#### Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the Group has transferred the significant risks and rewards of ownership to the buyer;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the Group will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

The Group recognises membership income at the point the sale is made rather than deferring this over the life of the membership as it is felt that the Company has fulfilled its obligations at this point in time.

# 2.5 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Consolidated income statement in the same period as the related expenditure.

# 2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 2. Accounting policies (continued)

#### 2.7 Pensions

#### Defined contribution pension plan

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

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

#### 2.8 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

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

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

# 2.9 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful economic lives of the intangible assets are considered to be ten years.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### **Accounting policies (continued)**

#### 2.10 Tangible fixed assets

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

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

Depreciation is provided on the following basis:

Freehold/leasehold land Freehold/leasehold property - Not depreciated

Plant & machinery

- 2%/5% straight line - 20%/25% reducing balance

Motor vehicles

- 25% reducing balance

Fixtures, fittings & equipment - 15% reducing balance

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

# 2.11 Investment property

Investment property is carried at fair value determined annually by the directors and derived from the current market rents and investment property yields. No depreciation is provided. Changes in fair value are recognised in the Consolidated income statement.

# 2.12 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

# 2.13 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

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

#### 2.14 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

## 2. Accounting policies (continued)

#### 2.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### 2.16 Creditors

Short term creditors are measured at the transaction price.

## 2.17 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Statement of financial position date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the Statement of financial position date.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 2. Accounting policies (continued)

#### 2.18 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

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

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

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the reporting date.

# 3. Judgements in applying accounting policies and key sources of estimation uncertainty

Preparation of the financial statements requires management to make judgements and estimates. The items in the financial statements where these judgements and estimates have been made include:

# **Useful Economic Lives of Tangible Assets:**

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual value are reassessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 11 for the carrying amount of the property, plant and equipment and note 2.10 for useful economic lives.

#### Impairment of Stock:

The Group holds finished goods stocks during the year. It is necessary to consider the recoverability of the cost of the stock items. When considering the stock provision, management considers the nature and condition of the stock as well as applying assumptions around the future usage of the stock.

## **Property Valuations**

The investment property is carried at fair value, with changes in fair value being recognised in the Consolidated income statement.

The valuation of the investment properties is inherently subjective due to, among other factors, the individual nature of each property, its location and the expected future revenue from that particular property. As a result, the valuations are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate. See note 13 for the carrying amount of the properties.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

Turnover		
	2020 £	2019 £
Reserve income	905,237	1,749,484
Farm income	51,850	114,141
Rental income	74,389	69,922
Other income	31,845	28,213
	1,063,321	1,961,760
All turnover arose within the United Kingdom.		
Other operating income		
	2020	2019
•	<b>, £</b>	£
Government grants receivable	29,275	· -
Job retention scheme receivable	213,610	•
	242,885	-
	Reserve income Farm income Rental income Other income  All turnover arose within the United Kingdom.  Other operating income  Government grants receivable	Reserve income   905,237

During the year, the Group received exceptional government funding as part of the Coronavirus Job Retention Scheme totalling £213,610. Funding represents the costs of employing certain staff unable to carry out their duties as a result of the coronavirus crisis.

The Group also received a further £29,275 of Local Authority Council Coronavirus grants.

# 6. Operating loss

The operating loss is stated after charging:

	2020 £	2019 £
Depreciation of tangible fixed assets	292,034	313,451
Amortisation of intangible asset	1,305	1,305
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	7,750	8,175
Defined contribution pension cost	20,729	20,989

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

# 7. Employees

Staff costs were as follows:

		Company		Company
	Group 2020	2020	Group 2019	2019
	£	£	£	£
Wages and salaries	719,081	9,883	851,275	31,436
Social security costs	41,193	-	60,959	1,214
Cost of defined contribution scheme	16,991	345	20,989	749
	<del></del>			
	777,265	10,228	933,223	33,399

The average monthly number of employees, including the directors, during the year was as follows:

	2020 No.	2019 No.
Staff	51	54

# 8. Directors' remuneration

The directors did not receive any remuneration in the year (2019: £nil).

### 9. Taxation

# Factors affecting tax charge for the year

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 19% (2019 - 19%).

## Factors that may affect future tax charges

The Group has trading losses in the region of £3.42m (2019 - £2.09m) available to carry forward against future trading profits.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

# 10. Intangible assets

Group

	Patents £	Website £	Total £
Cost			
At 1 January 2020	1,050	12,000	13,050
At 31 December 2020	1,050	12,000	13,050
Amortisation			
At 1 January 2020	735	3,600	4,335
Charge for the year on owned assets	105	1,200	1,305
At 31 December 2020	840	4,800	5,640
Net book value			
At 31 December 2020	210	7,200	7,410
At 31 December 2019	315	8,400	8,715

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

# 10. Intangible assets (continued)

# Company

	Patents £
Cost	
At 1 January 2020	1,050
At 31 December 2020	1,050
Amortisation	
At 1 January 2020	735
Charge for the year	105
At 31 December 2020	840
Net book value	
At 31 December 2020	210
At 31 December 2019	315

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

# 11. Tangible fixed assets

# Group

	Freehold property £	Plant and machinery £	Motor vehicles £	Fixtures and fittings	Office equipment £
Cost or valuation					
At 1 January 2020	7,063,137	476,888	62,101	610,157	108,340
Additions	7,722	10,074	-	1,454	-
Disposals	-	(59,064)	(9,000)	(55,188)	(15,713)
At 31 December 2020	7,070,859	427,898	53,101	556,423	92,627
Depreciation					
At 1 January 2020	1,982,910	412,002	59,339	466,139	76,722
Charge for the year on owned assets	237,457	13,544	474 <sup>.</sup>	28,111	6,047
Disposals	•	(51,577)	(8,135)	(52,372)	(14,327)
At 31 December 2020	2,220,367	373,969	51,678	441,878	68,442
Net book value	1				
At 31 December 2020	4,850,492	53,929	1,423	114,545	24,185
At 31 December 2019	5,080,227	64,886	2,762	144,018	31,618

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

# 11. Tangible fixed assets (continued)

	Computer equipment £	Total £
Cost or valuation		
At 1 January 2020	118,109	8,438,732
Additions	7,853	27,103
Disposals	(7,417)	(146,382)
At 31 December 2020	118,545	8,319,453
Depreciation		
At 1 January 2020	92,807	3,089,919
Charge for the year on owned assets	6,401	292,034
Disposals	(6,270)	(132,681)
At 31 December 2020	92,938	3,249,272
Net book value		
At 31 December 2020	25,607	5,070,181
At 31 December 2019	25,302	5,348,813

Included in land and buildings is land at cost of £1,281,088 (2019 - £1,281,088) which is not depreciated.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

# 11. Tangible fixed assets (continued)

# Company

	Land and buildings £	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
Cost or valuation					
At 1 January 2020	3,237,795	319,984	62,101	136,981	3,756,861
Additions	2,789	474	•	-	3,263
Disposals	•	(2,577)	(9,000)	-	(11,577)
At 31 December 2020	3,240,584	317,881	53,101	136,981	3,748,547
Depreciation					
At 1 January 2020	380,208	295,103	59,339	128,585	863,235
Charge for the year on owned assets	57,624	5,009	474	1,259	64,366
Disposals	<b>-</b> .	(2,019)	(8,135)		(10,154)
At 31 December 2020	437,832	298,093	51,678	129,844	917,447
Net book value					
At 31 December 2020	2,802,752	19,788	1,423	7,137	2,831,100
At 31 December 2019	2,857,587	24,881	2,762	8,396	2,893,626

Included in land and buildings is land at cost of £1,281,088 (2019 - £1,281,088) which is not depreciated.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 12. Fixed asset investments

Company

**Investments** subsidiary companies

**Cost or valuation** 

At 1 January 2020

100

At 31 December 2020

100

# Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Class of Name Registered office shares Holding Conservation Shop (The) Limited Pensthorpe, Fakenham Ordinary 100% Road, Fakenham, Norfolk, NR21 0LN

## **NOTES TO THE FINANCIAL STATEMENTS** FOR THE YEAR ENDED 31 DECEMBER 2020

#### 13. **Investment property**

**Group and Company** 

**Valuation** 

At 1 January 2020 1,480,761 Disposals (135,000)

1,345,761 At 31 December 2020

The 2020 valuations were made by the directors, on a fair value basis.

If the Investment properties had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2020 £	2019 £
Historic cost	1,048,379	1,110,879

# **Stocks**

	Group	Group	Company	Company
	2020	2019	2020	2019
	£	£	£	£
Raw materials and consumables Finished goods and goods for resale	22,679	19,057	22,676	19,057
	85,369	119,923	-	-
	108,048	138,980	22,676	19,057

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

	•		
Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
23,118	24,924	23,118	23,075
-	-	2,495,113	2,680,033
46,542	63,007	4,162	4,749
45,208	35,240	934	788
114,868	123,171	2,523,327	2,708,645
	2020 £ 23,118 - 46,542 45,208	2020 2019 £ £ 23,118 24,924  46,542 63,007 45,208 35,240	2020 2019 2020 £ £ £ 23,118 24,924 23,118 2,495,113 46,542 63,007 4,162 45,208 35,240 934

The amount owed by group undertakings has been impaired in the year to reflect the recoverability of the amount owed.

# 16. Cash and cash equivalents

	Group	Group	Company	Company
	2020	2019	2020	2019
	£	£	£	£
Cash at bank and in hand	403,279	325,033	241,946	204,690

# 17. Creditors: Amounts falling due within one year

Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
61,160	37,973	19,205	7,076
16,014	52,747	-	-
292,727	230,535	276,210	221,552
49,861	64,377	39,820	38,625
419,762	385,632	335,235	267,253
	£ 61,160 16,014 292,727 49,861	2020 2019 £ £ 61,160 37,973 16,014 52,747 292,727 230,535 49,861 64,377	2020 2019 2020 £ £ £ 61,160 37,973 19,205 16,014 52,747 - 292,727 230,535 276,210 49,861 64,377 39,820

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

# 18. Share capital

Allotted, called up and fully paid	2020 £	2019 £
10,200 (2019 - 10,200) Ordinary shares of £1 each 9,824,800 (2019 - 9,824,800) Redeemable ordinary shares of £1 each 10,000 (2019 - 10,000) 4.5% Preference shares of £1 each	10,200 9,824,800 10,000	10,200 9,824,800 10,000
	9,845,000	9,845,000

The preference shares carry a dividend of 4.5% per share and the dividend rights are cumulative. The preference shares shall have no rights to receive notice of and to be present or to vote either in person or by proxy at any general meeting of the company or on any written resolution of the shareholders by virtue or in respect of their holding of preference shares, unless the preferential dividend shall remain unpaid for six months after any date fixed for the payment.

Due to the company having insufficient profit and loss reserves, the dividend payable in respect of the preference shares has been waived.

#### 19. Reserves

#### Profit and loss account

The profit and loss account includes all current and prior periods retained profit and losses.

#### Other reserve

The other reserve is a capital reserve which relates to share transactions which occurred historically.

#### 20. Pension commitments

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independent administered fund. The pension cost charge represents contributions payable by the group to the fund and amounted to £20,729 (2019 - £20,989). Contributions totaling £3,212 (2019 - £4,150) were payable to the fund at the balance sheet date and are included in creditors.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 21. Related party transactions

At the year end the following amount was owed to a director of the company and is unsecured, interest free and repayable on demand.

	2020 £	2019 £
Amount owed to a director	276,210	221,552

During the year, the Group made the following transactions with a charity which is under the control of the directors of Porter and Makins Limited.

	2020 £	2019 £
Amounts owed from the charity	9,484	45,550
Recharges paid to the charity	9,105	41,125
Contribution paid to the charity	26,667	40,000
Rent received from the charity	10,000	10,000
Donations made to the charity	10,000	10,000
Recharges from the charity	156,194	199,566

Key management remuneration during the year totalled £136,683 (2019 - £180,901).

The Group has taken advantage of the exemptions available under FRS 102 not to disclose balances and transactions with other wholly owned group undertakings.

#### 22. Post balance sheet events

Subsequent to the year end the COVID-19 pandemic has had further impact on the Group with a further nationwide lockdown in the UK taking place from late December 2020. The directors do not believe the event has had any material impact on the Group's properties or other items in the Group's Statement of Financial Position at the year end.

## 23. Controlling party

The Company is controlled by Mr W Jordan.