

Registered number: 02120366

MARK ALLEN HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

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MARK ALLEN HOLDINGS LIMITED

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MARK ALLEN HOLDINGS LIMITED

COMPANY INFORMATION

Directors	B Allen M Allen S Allen J Benson K Gapp B Goodridge M Govett A Kerr P Rigby S Thompson K Toumba T Willoughby
Company secretary	B Allen
Registered number	02120366
Registered office	St Jude's Church Dulwich Road London SE24 0PB
Independent auditor	Blick Rothenberg Audit LLP Chartered Accountants & Statutory Auditor Palladium House 1 - 4 Argyll Street London W1F 7LD

MARK ALLEN HOLDINGS LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

The directors present the strategic report for the year ended 31 March 2020.

Fair review of the business

The principal activities of the group are the publishing of medical, educational, leisure and trade magazines and journals, the publishing of medical and educational books, the organisation of conferences and exhibitions and online trading through its websites.

The year proved a more challenging year than previous recent ones. This was due, in part, to anxieties about Brexit, causing a lack of confidence in some of our markets, as well as the effects of Covid-19. In March 2020 the pandemic led to the cancellation of a major ground handling exhibition that was due to take place in Singapore, as well as the postponement of some other smaller events. Given the circumstances, the directors were delighted that the group still achieved operating profits of £5.4 million with an EBITDA of £8.4 million and only fractionally down on the EBITDA of £8.5 million the year before.

Even more pleasing, towards the end of 2020, saw the acquisition from RELX of Farmers Weekly, one of the most iconic and successful brands in publishing, the full effect of which will be seen in the 2021 audited results. In addition, the group acquired several titles from UKI Media and also The Engineer and Subcon from Centaur.

At the balance sheet date, the group had cash balances of £2.7 million compared to £4.5 million as at 31 March 2020.

The directors look forward with relish to presenting the group's results for 2021, which are likely to be an all-time record, despite the fact that, because of the pandemic, the group has not been able to organise a single live event during this year. Despite its challenges, 2021 has proved to be an extraordinarily successful year with a successful roll-out of digital events and, in addition, many of the group's print magazines have performed remarkably well.

Principal risks and uncertainties

The financial instruments used by the group, which comprise debtors, cash at bank and creditors, arise wholly and directly from its activities. The group manages the financial risks relating thereto by means of the following measures:

1. The group regularly monitors the level of its debtors and follows up on any overdue balances;
2. The group maintains monthly management accounts and monitors its cash flow daily and;
3. The possible risk of the withdrawal of credit by suppliers is managed by paying promptly within agreed credit terms and regular monitoring of the level of trade creditors.

Key performance indicators

The following are the key performance indicators used by the group:

- Revenue in the year - £54.6 million (2019: £51.3 million)
- Gross profit for the year - £17.4 million (2019: £16.3 million)
- EBITDA - £8.4 million (2019: £8.5 million)

Post balance sheet events and future developments

In spite of the pandemic the group will move forward in the next financial year thanks to the successful roll out of digital projects. No live events will be able to take place, however these are being replaced by virtual events. After the pandemic the directors intend to continue growing the business both organically and by acquisition. The pace at which they do so will depend on how the economy recovers.

MARK ALLEN HOLDINGS LIMITED

GROUP STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2020

Statement by the directors on performance of their statutory duties in accordance with S172(1) Companies Act 2006

The board of directors of Mark Allen Holdings Limited have considered, both collectively and individually, that they have acted in a way they consider that, in good faith, would be mostly likely to promote the success of the group for its shareholders and its stakeholders. The directors have considered the requirement of Section 172(1)(a) to (f) as follows:

a) The likely consequences of any decision in the long term

The directors consider both the medium and long term impact of their decisions when formulating plans and the strategic direction for the company. The directors have set a long term strategic plan in agreement with the company's shareholders, which regularly reviewed to take into account any material changes in circumstances. In addition, an annual forecast is prepared, with reforecasts throughout the year to reflect any variance in trading.

b) The interests of the company's employees

The directors consider our people to be our greatest asset and the interests of our employees are always taken into consideration in the decision that are made. An "open" environment is encouraged and the company aims to be a responsible employer in its approach to employee matters including pay and benefits, training, development and career opportunities.

The group believes in the benefits of employing a diverse workforce and promoting equal opportunities, regardless of gender, race, religion or disability. An independent equality, diversity and inclusion taskforce has been established within the group to ensure that everyone is able to reach their full potential in an environment characterised by dignity and respect, as well as ensure that full and fair consideration is given to all applicants for employment.

The group's policy is to consult and discuss with employees matters likely to affect employees' interests.

Information on matters of concern to employees is given through reports which seek to achieve a common awareness of factors affecting the group's performance.

c) The need to foster the company's business relationship with suppliers, customers and others

The company's management have close relationships with its suppliers and customers. The key accounts and supplier relationships are managed by senior executives and board members.

Management also works closely with suppliers to build long term relationships and common goals. Our aim is to work with our suppliers in an environment that reflects the values and behaviours we would expect from our own people, including ensuring they adhere to our strict anti-bribery and corruption policies. The directors endeavour to ensure that credit terms are met.

d) The impact of the company's operations on the community and environment

The directors are mindful of the business impact on the general community and the society in which the company operates.

The business regularly reviews its environmental impact and in recent years has introduced several measures to reduce its environmental footprint. These include making changes to the distribution of its products to minimise any adverse impact that may be caused by its activities.

The company is keen to make a positive contribution towards various communities; locally, nationally and internationally. The group has set up a charitable foundation, the Mark Allen Foundation, to give the company and its staff focal point for charitable giving and be a force that the whole company get behind and be proud of. As part of this process, staff members were canvassed about the sort of charities and voluntary organisations they would like this new foundation to support.

MARK ALLEN HOLDINGS LIMITED
GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2020

Two specific areas of support emerged clearly above the rest: Children/Youth and Mental Health and after extensive research and a very rigorous selection process, the group chose to partner with two outstanding charities, Young Minds and Stop the Traffik.

e) The desirability of the company maintaining a reputation for high standards of business conduct

The directors believe it is crucial that the company is trusted by all stakeholders to maintain the highest standards in business and corporate governance. The company has clear set of values, which are engrained within its culture as a family business. We believe in conducting business in the right way - with honesty, fairness and integrity.

The intention is to behave responsibly and ensure that management operate the business in an accountable manner and, in doing so, will contribute to the continued success of the company.

f) The need to act fairly as between members of the company

The shareholders of the company are all members of the Allen family. The directors consider the declaration of a dividend on an annual basis after taking into account the interests of the members, the results of the company and the financial position of the company.

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

M. Allen

M Allen
Director

Date: 28th March 2021

MARK ALLEN HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2020

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

Results and dividends

The profit for the year, after taxation, amounted to £3,644,067 (2019 - £5,473,596).

Ordinary dividends were paid amounting to £657,895. The directors do not recommend payment of a further dividend.

Directors

The directors who served during the year were:

B Allen
M Allen
S Allen
J Benson
B Goodridge
M Govett
A Kerr
P Rigby
S Thompson
K Toumba

Engagement with employees

The group's policy is to consult and discuss with employees, through consultations and at meetings, matters likely to affect employees' interests.

Information of matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the group's performance.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the group continues and that the appropriate training is arranged. It is the policy of the group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Matters covered in the strategic report

As permitted by s414c(11) of the Companies Act 2006, the directors have elected to disclose information, required to be in the directors' report Schedule 7 of the 'Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008', in the strategic report.

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

MARK ALLEN HOLDINGS LIMITED

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

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

M. Allen

M Allen
Director

Date: 28th March 2021

MARK ALLEN HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2020

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 and then apply them consistently;
- make judgements and accounting 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;
- 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.

MARK ALLEN HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARK ALLEN HOLDINGS LIMITED FOR THE YEAR ENDED 31 MARCH 2020

Opinion

We have audited the financial statements of Mark Allen Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2020, which comprise the consolidated profit and loss account, the consolidated and company balance sheets, the consolidated statement of cash flows, the consolidated 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 March 2020 and of the group's profit 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 Auditor's 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the 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.

MARK ALLEN HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARK ALLEN HOLDINGS LIMITED (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

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 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; 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.

MARK ALLEN HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARK ALLEN HOLDINGS LIMITED (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2020

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 7, 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 group 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.

Use of our report

This report is made solely to the company's members 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 for our audit work, for this report, or for the opinions we have formed.



Stephen Fenton FCA (senior statutory auditor)

for and on behalf of
Blick Rothenberg Audit LLP

Chartered Accountants
Statutory Auditor

Palladium House
1 - 4 Argyll Street
London
W1F 7LD

Date: 31/03/2021

MARK ALLEN HOLDINGS LIMITED**CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2020**

	Note	2020 £	2019 £
Turnover	4	54,612,764	51,338,311
Cost of sales		(37,230,783)	(35,049,411)
Gross profit		17,381,981	16,288,900
Administrative expenses		(11,982,121)	(10,067,451)
Other operating income	5	4,600	-
Operating profit	6	5,404,460	6,221,449
Other income	10	-	850,496
Interest receivable and similar income	11	1,306	2,149
Interest payable and similar expenses	12	(399,371)	(275,698)
Profit before taxation		5,006,395	6,798,396
Tax on profit	13	(1,362,328)	(1,324,800)
Profit for the financial year		3,644,067	5,473,596
Profit for the year attributable to:			
Owners of the parent		3,644,067	5,473,596
		3,644,067	5,473,596

There are no items of other comprehensive income for either the year or the prior year other than the profit for the year. Accordingly, no statement of other comprehensive income has been presented.

MARK ALLEN HOLDINGS LIMITED
CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2020

	Note	2020 £	2019 £
Fixed assets			
Intangible assets	15	45,547,612	25,378,286
Tangible assets	16	1,086,318	851,023
		<u>46,633,930</u>	<u>26,229,309</u>
Current assets			
Stocks	18	47,034	43,288
Debtors: amounts falling due within one year	19	16,466,380	11,724,925
Cash at bank and in hand		2,717,128	4,500,474
		<u>19,230,542</u>	<u>16,268,687</u>
Creditors: amounts falling due within one year	20	(41,426,511)	(18,989,357)
Net current liabilities		<u>(22,195,969)</u>	<u>(2,720,670)</u>
Total assets less current liabilities		<u>24,437,961</u>	<u>23,508,639</u>
Creditors: amounts falling due after more than one year	21	(2,166,656)	(4,223,506)
Net assets		<u>22,271,305</u>	<u>19,285,133</u>
Capital and reserves			
Called up share capital	23	100,000	100,000
Profit and loss account	24	22,171,305	19,185,133
Equity attributable to owners of the parent		<u>22,271,305</u>	<u>19,285,133</u>

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

M Allen

M Allen
 Director

Date: 28th March 2021

The notes on pages 18 to 42 form part of these financial statements.

MARK ALLEN HOLDINGS LIMITED**COMPANY BALANCE SHEET
AS AT 31 MARCH 2020**

	Note	2020 £	2019 £
Fixed assets			
Investments	17	6,790,982	6,790,982
		<u>6,790,982</u>	<u>6,790,982</u>
Current assets			
Debtors: amounts falling due within one year	19	19,645,475	6,222,266
Cash at bank and in hand		7,268	6,015
		<u>19,652,743</u>	<u>6,228,281</u>
Creditors: amounts falling due within one year	20	(24,184,502)	(8,679,034)
Net current liabilities		<u>(4,531,759)</u>	<u>(2,450,753)</u>
Total assets less current liabilities		<u>2,259,223</u>	<u>4,340,229</u>
Creditors: amounts falling due after more than one year	21	(2,166,656)	(4,223,506)
Net assets		<u><u>92,567</u></u>	<u><u>116,723</u></u>
Capital and reserves			
Called up share capital	23	100,000	100,000
Profit and loss account brought forward		16,723	33,869
Profit for the year		633,739	594,982
Other changes in the profit and loss account		(657,895)	(612,128)
		<u>(7,433)</u>	<u>16,723</u>
Total equity		<u><u>92,567</u></u>	<u><u>116,723</u></u>

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

M. Allen

M Allen
Director

Date: 28th March 2021

The notes on pages 18 to 42 form part of these financial statements.

MARK ALLEN HOLDINGS LIMITED**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2018	100,000	14,323,665	14,423,665
Comprehensive income for the year			
Profit for the year	-	5,473,596	5,473,596
Contributions by and distributions to owners			
Dividends: Equity capital	-	(612,128)	(612,128)
	<hr/>	<hr/>	<hr/>
At 1 April 2019	100,000	19,185,133	19,285,133
Comprehensive income for the year			
Profit for the year	-	3,644,067	3,644,067
Contributions by and distributions to owners			
Dividends: Equity capital	-	(657,895)	(657,895)
	<hr/>	<hr/>	<hr/>
At 31 March 2020	100,000	22,171,305	22,271,305

The notes on pages 18 to 42 form part of these financial statements.

MARK ALLEN HOLDINGS LIMITED

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

	Called up share capital £	Profit and loss account £	Total equity £
At 1 April 2018	100,000	33,869	133,869
Comprehensive income for the year			
Profit for the year	-	594,982	594,982
Contributions by and distributions to owners			
Dividends: Equity capital	-	(612,128)	(612,128)
At 1 April 2019	100,000	16,723	116,723
Comprehensive income for the year			
Profit for the year	-	633,739	633,739
Contributions by and distributions to owners			
Dividends: Equity capital	-	(657,895)	(657,895)
At 31 March 2020	100,000	(7,433)	92,567

The notes on pages 18 to 42 form part of these financial statements.

MARK ALLEN HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2020

	2020 £	2019 £
Cash flows from operating activities		
Profit for the financial year	3,644,067	5,473,596
Adjustments for:		
Amortisation of intangible assets	2,401,075	1,831,502
Depreciation of tangible assets	581,323	407,947
Loss on disposal of tangible assets	-	2,146
Government grants	-	(15,000)
Interest paid	399,371	(275,698)
Interest received	(1,306)	(2,149)
Taxation charge	1,362,328	1,324,800
(Increase)/decrease in stocks	(3,746)	7,195
(Increase) in debtors	(2,867,926)	(188,295)
Increase/(decrease) in creditors	807,724	(105,316)
Corporation tax (paid)	(1,399,014)	(1,963,874)
Interest paid	-	275,698
Other income	-	(850,496)
Net cash generated from operating activities	4,923,896	5,922,056
Cash flows from investing activities		
Purchase of intangible fixed assets	-	(698,836)
Proceeds on disposal of intangible assets	-	15,000
Purchase of tangible fixed assets	(735,947)	(473,863)
Proceeds from other investments and loans	-	284
Proceeds arising from research and development	-	850,496
Interest received	1,306	2,149
Acquisition of subsidiary undertakings net of cash acquired	(7,990,809)	-
Purchase of business	(6,548,137)	-
Net cash used in investing activities	(15,273,587)	(304,770)
Cash flows from financing activities		
Proceeds of new bank loans	11,585,800	-
Repayment of bank loans	(1,962,189)	(2,903,719)
Dividends paid	(657,895)	(612,128)
Interest paid	(399,371)	-
Net cash from/(used in) financing activities	8,566,345	(3,515,847)
Net (decrease)/increase in cash and cash equivalents	(1,783,346)	2,101,439
Cash and cash equivalents at beginning of year	4,500,474	2,399,035

MARK ALLEN HOLDINGS LIMITED**CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2020**

	2020 £	2019 £
Cash and cash equivalents at the end of year	<u>2,717,128</u>	<u>4,500,474</u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	<u>2,717,128</u>	<u>4,500,474</u>
	<u>2,717,128</u>	<u>4,500,474</u>

MARK ALLEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2020

1. General information

The group headed by Mark Allen Holdings Limited publishes medical, educational, leisure and trade magazines and journals, publishes medical and educational books, organises conferences and exhibitions and on-line trading through its websites.

Mark Allen Holdings Limited is a private company limited by shares and incorporated in England and Wales. The address of its registered office and principal place of business is St Judes Church, Dulwich Road, London, SE24 0PB.

The group consists of Mark Allen Holdings Limited and all of its subsidiaries.

The financial statements are presented in Sterling (£).

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 judgement 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 profit and loss account in these financial statements.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 3 Financial Statement Presentation paragraph 3.17(d) (inclusion of statement of cash flows);
- Section 7 Statement of Cash Flows (inclusion of statement of cash flows);
- Section 11 Financial Instruments paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c) (disclosures relating to financial instruments);
- Section 26 Share based payments (disclosure of share based payments);
- Section 33 Related Party Disclosures paragraph 33.7 (disclosures of key management personnel compensation).

The following principal accounting policies have been applied:

MARK ALLEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.2 Basis of consolidation

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

The consolidated financial statements incorporate those of Mark Allen Holdings Limited and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 March. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

2.3 Going concern

The directors have considered whether the group has been affected by the ongoing economic impact and restrictions that have ensued following the Coronavirus pandemic that has emerged towards end of the financial year. Since the year end the group continued to be profitable, despite a decrease in sales, as the directors have carefully reviewed the group's costs and taken advantage of the Job Retention Scheme where appropriate. Having considered this together with cash reserves, and after making enquiries, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future, being a period of at least twelve months from the date these financial statements were approved. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

MARK ALLEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.4 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts. Subscription income is taken to the profit and loss account over the period to which the subscription relates. Advertising income is taken to the profit and loss account in the month of issue of the related publication. Subscription and fees received in advance at the balance sheet date are carried forward in creditors. Event sponsorship income is recognised on the date of the event. Marketing income is recognised as contract activity progresses to reflect the group's partial performance of its contractual obligations.

2.5 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is Sterling (£).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.6 Operating leases: the group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

2.7 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.8 Interest income

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

2.9 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

MARK ALLEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.10 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.11 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 balance sheet. The assets of the plan are held separately from the group in independently administered funds.

2.12 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a 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.

Current tax is the amount of income tax payable in respect of taxable profit for the year or prior years.

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

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

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

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

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

MARK ALLEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.13 Intangible fixed assets - goodwill

Intangible fixed assets represent the goodwill, intellectual property and publishing rights in titles or conferences acquired by the group and the excess of acquisition costs over the net worth of companies acquired. These are stated at cost less amortisation. Amortisation is provided on acquired titles and events only, at rates calculated to write off the cost over the expected useful life, 5% of cost on a straight line basis or, if sooner, over the period to which the rights apply. Goodwill generated on the acquisition of subsidiary undertakings is written off to the profit and loss account over 10 to 20 years.

Goodwill does not include the development cost of new titles originated and launched in-house, which represents the majority of the group's portfolio of titles. Such development costs are written off as incurred and are not recognised in the balance sheet.

2.14 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.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Short-term leasehold property	- 33% straight line on improvement works
Motor vehicles	- 25% straight line
Fixtures and fittings	- 20-50% straight line
Computer equipment	- 20-50% straight line

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.

2.15 Valuation of investments

In the company balance sheet, investments in subsidiaries are measured at cost less accumulated impairment.

2.16 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 weighted average basis.

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

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.17 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.

In the consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the group's cash management.

2.18 Financial instruments

The group has elected to apply Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets and financial liabilities are recognised when the group becomes party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

The group's policies for its major classes of financial assets and financial liabilities are set out below.

Financial assets

Basic financial assets, including trade and other debtors and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Such assets are subsequently carried at amortised cost using the effective interest method, less any impairment.

Financial liabilities

Basic financial liabilities, including trade and other creditors and bank loans, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

MARK ALLEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

Financial instruments (continued)

Impairment of financial assets

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

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

For financial assets measured at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If the 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.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets and financial liabilities

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting of financial assets and financial liabilities

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

2.19 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.20 Other income

Other income is derived from tax refunds arising from research and development claims. As these claims are not regular and uncertain in size these are recognised when cash has been received, the point at which the amount receivable can be reliably measured.

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

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

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount 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.

Intangible assets are amortised over their estimated useful economic lives. Future results are impacted by the amortisation periods adopted and, potentially, any differences between estimated and actual circumstances related to individual intangible assets.

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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

4. Turnover

An analysis of turnover by class of business is as follows:

	2020 £	2019 £
Advertising	23,676,887	18,046,383
Conferences	16,735,980	19,965,943
Royalties	857,832	744,246
Book sales	792,046	543,310
Other income	2,047,916	1,762,070
Subscriptions	9,646,084	8,889,491
Direct marketing	291,131	621,412
Projects	564,888	765,456
	<u>54,612,764</u>	<u>51,338,311</u>

Analysis of turnover by country of destination:

	2020 £	2019 £
Within the UK	43,089,100	38,868,670
Outside the UK	11,523,664	12,469,641
	<u>54,612,764</u>	<u>51,338,311</u>

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

5. Other operating income

	2020	2019
	£	£
Profit on disposal of tangible assets	4,600	-

6. Operating profit

The operating profit is stated after charging:

	2020	2019
	£	£
Research & development charged as an expense	153,987	25,814
Exchange differences	20,244	(22,406)
Other operating lease rentals	605,501	647,961
Fees payable to the group's auditor for the audit of the group's financial statements	186,000	128,800
Fees payable to the group's auditor for non-audit services	-	69,090
Depreciation of owned tangible fixed assets	581,323	407,947
Loss/(profit) on disposal of tangible fixed assets	(4,600)	2,146
Amortisation of intangible assets	2,401,075	1,831,502
Profit on disposal of intangible assets	-	(15,000)
Defined contribution pension cost	699,914	626,806

7. Auditor's remuneration

	2020	2019
	£	£
Fees payable to the company's auditor and associates:		
Audit of the financial statements of the group and company	15,000	12,000
Audit of the financial statements of the company's subsidiaries	171,000	116,800
	186,000	128,800
Fees payable to the group's auditor and its associates in respect of:		
All other non-audit services	38,485	29,335

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

8. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Wages and salaries	18,892,412	15,166,996	-	-
Social security costs	1,714,147	1,547,836	-	-
Cost of defined contribution scheme	699,914	626,806	-	-
	21,306,473	17,341,638	-	-

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

	Group 2020 No.	Group 2019 No.	Company 2020 No.	Company 2019 No.
Editorial	136	109	-	-
Sales	111	90	-	-
Administrative	75	28	10	10
Studio and production	37	31	-	-
Circulation	22	16	-	-
IT and web development	14	13	-	-
Conferences	53	46	-	-
Subs	16	17	-	-
Warehouse	1	2	-	-
Marketing and awards	8	8	-	-
	473	360	10	10

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

9. Directors' remuneration

	2020 £	2019 £
Directors' emoluments	1,601,148	1,782,115
Company contributions to defined contribution pension schemes	105,557	103,061
	<u>1,706,705</u>	<u>1,885,176</u>

During the year retirement benefits were accruing to 9 directors (2019 - 9) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £435,798 (2019 - £548,373).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £4,000 (2019 - £4,000).

10. Other income

	2020 £	2019 £
R&D refund	-	850,496

11. Interest receivable and similar income

	2020 £	2019 £
Other interest receivable	1,306	2,149

12. Interest payable and similar expenses

	2020 £	2019 £
Bank interest payable	397,653	266,739
Other interest payable	1,718	8,959
	<u>399,371</u>	<u>275,698</u>

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

13. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on profits for the year	1,362,328	1,502,471
Adjustments in respect of previous periods	-	(155,836)
Total current tax	<u>1,362,328</u>	<u>1,346,635</u>
Origination and reversal of timing differences	-	(21,835)
Taxation on profit on ordinary activities	<u>1,362,328</u>	<u>1,324,800</u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2019 - higher than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Profit on ordinary activities before tax	<u>5,006,395</u>	<u>6,798,396</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	951,215	1,291,695
Effects of:		
Tax effect on expenses that are not deductible in determining taxable profit	30,553	87,663
Tax effect of income not taxable in determining taxable profit	-	(161,594)
Permanent capital allowances in excess of depreciation	(24,481)	(25,177)
Amortisation on assets not qualifying for tax allowances	423,195	309,476
Under/(over) provided in prior years	-	(155,836)
Deferred tax adjustment in respect of prior years	-	(21,835)
Fixed asset profit on disposal	-	408
Other differences leading to an increase (decrease) in the tax charge	(18,154)	-
Total tax charge for the year	<u>1,362,328</u>	<u>1,324,800</u>

Factors that may affect future tax charges

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020.

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

14. Dividends

	2020 £	2019 £
Interim paid	<u>657,895</u>	<u>612,128</u>

15. Intangible assets

Group

	Goodwill £
Cost	
At 1 April 2019	32,536,207
Additions	20,313,713
On acquisition of subsidiaries	2,256,688
At 31 March 2020	<u>55,106,608</u>
Amortisation	
At 1 April 2019	7,157,921
Charge for the year on owned assets	2,401,075
At 31 March 2020	<u>9,558,996</u>
Net book value	
At 31 March 2020	<u>45,547,612</u>
At 31 March 2019	<u>25,378,286</u>

The company had no intangible fixed assets at 31 March 2020 or 31 March 2019.

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

16. Tangible fixed assets

Group

	Short-term leasehold property £	Motor vehicles £	Fixtures and fittings £	Computer equipment £	Total £
Cost					
At 1 April 2019	798,299	84,195	930,639	418,861	2,231,994
Additions	286,912	-	449,035	-	735,947
Acquisition of subsidiary	-	68,470	12,201	-	80,671
Disposals	-	(66,179)	(127,218)	-	(193,397)
At 31 March 2020	1,085,211	86,486	1,264,657	418,861	2,855,215
Depreciation					
At 1 April 2019	525,836	83,470	473,227	298,438	1,380,971
Charge for the year on owned assets	196,345	29,625	296,713	58,640	581,323
Disposals	-	(66,179)	(127,218)	-	(193,397)
At 31 March 2020	722,181	46,916	642,722	357,078	1,768,897
Net book value					
At 31 March 2020	363,030	39,570	621,935	61,783	1,086,318
At 31 March 2019	272,463	725	457,412	120,423	851,023

The company had no tangible fixed assets at 31 March 2020 or 31 March 2019.

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

17. Fixed asset investments

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2019	6,790,982
At 31 March 2020	<u>6,790,982</u>

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

17. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Registered office	Principal activity	Class of shares	Holding
MA Dentistry Media Limited (formerly George Warman Publications (UK) Limited)	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%
Headfirst Publishing Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
Hopscotch Educational Publishing Ltd	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
MA Business Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%
MA Education Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%
MA Exhibitions Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Exhibition and fair organisation	Ordinary	100%
MA Healthcare Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%
MA Interiors Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
MA Music, Leisure & Travel Ltd	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%
MA Agriculture Limited (formerly Mark Allen Scientific Publishing Limited)	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%
Master Travel Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
Miles Publishing Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
PR Please Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
Step Forward Publishing Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
The Airports Publishing Network Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

17. Fixed asset investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
Unity Exhibitions Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
Unity Media Limited	St Jude's Church, Dulwich Road, London, SE24 0PB.	Non-trading	Ordinary	100%
Mark Allen Engineering Limited (formerly Centaur Engineering Limited)	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%
MA Aviation and Auto International Limited (formerly UKiP Magazines Limited)	St Jude's Church, Dulwich Road, London, SE24 0PB.	Publishing and conferences	Ordinary	100%

The investments in subsidiaries are all stated at cost.

Headfirst Publishing Limited has taken the exemption available in Section 479A of the Companies Act 2006 from having their individual accounts audited. The company registration number for Headfirst Publishing Limited is 01801996. The guarantees given by the parent company under Section 479A of the Act are disclosed in note 28.

The Airports Network Publishing Limited has taken the exemption available in Section 479A of the Companies Act 2006 from having their individual accounts audited. The company registration number for The Airports Network Publishing Limited is 01960598. The guarantees given by the parent company under Section 479A of the Act are disclosed in note 28.

Unity Media Limited has taken the exemption available in Section 479A of the Companies Act 2006 from having their individual accounts audited. The company registration number for Unity Media Limited is 01529036. The guarantees given by the parent company under Section 479A of the Act are disclosed in note 28.

Unity Exhibitions Limited has taken the exemption available in Section 479A of the Companies Act 2006 from having their individual accounts audited. The company registration number for Unity Exhibitions Limited is 08378568. The guarantees given by the parent company under Section 479A of the Act are disclosed in note 28.

Miles Publishing Limited has taken the exemption available in Section 479A of the Companies Act 2006 from having their individual accounts audited. The company registration number for Miles Publishing Limited is 04501494. The guarantees given by the parent company under Section 479A of the Act are disclosed in note 28.

Master Travel Limited has taken the exemption available in Section 479A of the Companies Act 2006 from having their individual accounts audited. The company registration number for Master Travel Limited is 02631065. The guarantees given by the parent company under Section 479A of the Act are disclosed in note 28.

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

18. Stocks

	Group 2020 £	Group 2019 £
Raw materials and consumables	16,087	17,408
Finished goods and goods for resale	30,947	25,880
	47,034	43,288

19. Debtors

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Trade debtors	11,792,290	8,002,256	-	-
Amounts owed by group undertakings	-	-	19,645,431	6,222,227
Other debtors	343,559	263,001	44	39
Prepayments and accrued income	4,314,137	3,451,726	-	-
Tax recoverable	16,394	7,942	-	-
	16,466,380	11,724,925	19,645,475	6,222,266

20. Creditors: Amounts falling due within one year

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Bank loans	13,750,000	2,069,539	13,750,000	2,069,539
Trade creditors	3,070,733	2,763,621	-	-
Amounts owed to group undertakings	-	-	10,432,901	6,357,601
Corporation tax	1,354,650	1,006,213	-	-
Other taxation and social security	1,638,860	1,279,411	-	-
Other creditors	6,406,512	95,305	1,601	1,599
Accruals and deferred income	15,205,756	11,775,268	-	250,295
	41,426,511	18,989,357	24,184,502	8,679,034

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

21. Creditors: amounts falling due after more than one year

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Bank loans	2,166,656	4,223,506	2,166,656	4,223,506

The bank loans are secured by fixed and floating charges over the assets of MA Healthcare Limited, Mark Allen Holdings Limited, Master Travel Limited, MA Music, Leisure & Travel Ltd, MA Education Limited, MA Business Limited, Headfirst Publishing Limited, MA Dentistry Media Limited (formerly George Warman Publications (UK) Limited), MA Exhibitions Limited, Unity Media Limited, Unity Exhibitions Limited and The Airports Publishing Network Limited.

Bank loans consist of different types of facilities, see note 22.

22. Loans

Analysis of the maturity of loans is given below:

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Amounts falling due within one year				
Bank loans	13,750,000	2,069,539	13,750,000	2,069,539
Amounts falling more than one year				
Bank loans	2,166,656	4,223,506	2,166,656	4,223,506
	15,916,656	6,293,045	15,916,656	6,293,045

The bank loans are secured by fixed and floating charges over the assets of MA Healthcare Limited, Mark Allen Holdings Limited, Master Travel Limited, MA Music, Leisure & Travel Ltd, MA Education Limited, MA Business Limited, Headfirst Publishing Limited, MA Dentistry Media Limited (formerly George Warman Publications (UK) Limited), MA Exhibitions Limited, Unity Media Limited, Unity Exhibitions Limited and The Airports Publishing Network Limited.

During the year, the company has refinanced the bank facilities with HSBC which now consists of two different types of loans known as Facility A and Facility B.

Facility A refers to the term loan facility made available under the agreement. This facility requires monthly repayment over the term of the agreement.

Facility B refers the revolving credit facility made available under the agreement. The facility requires the balance to be repaid in full by 29 April 2020, however the company is entitled to extend the termination date based on mutual agreement. There were no fixed repayment requirements regarding the capital loan balance.

Interest on both Facility A and Facility B is charged at a minimum of 2.25% plus LIBOR but may increase depending on certain conditions within the agreement.

MARK ALLEN HOLDINGS LIMITED
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FOR THE YEAR ENDED 31 MARCH 2020

23. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
100,000 (2019 - 100,000) Ordinary shares of £1 each	100,000	100,000

Each share is entitled to one vote in any circumstances. All dividends must be apportioned and paid out proportionately to the amounts paid up on the shares.

24. Reserves

Profit and loss account

The profit and loss account included all current and prior period profits and losses.

25. Analysis of net debt

	At 1 April 2019 £	Cash flows £	At 31 March 2020 £
Cash at bank and in hand	4,500,474	(1,783,346)	2,717,128
Debt due after 1 year	(4,223,506)	2,056,850	(2,166,656)
Debt due within 1 year	(2,069,539)	(11,680,461)	(13,750,000)
	<u>(1,792,571)</u>	<u>(11,406,957)</u>	<u>(13,199,528)</u>

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

26. Business combinations

On 1 May 2019 the company acquired 100% of the ordinary share capital of MA Aviation and Auto International Limited (formerly UKiP Magazines Limited).

Acquisition of MA Aviation and Auto International Limited

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £	Fair value £
Tangible	68,470	68,470
Intangible	6,000,000	6,000,000
	<u>6,068,470</u>	<u>6,068,470</u>
Debtors	97,847	97,847
	<u>6,166,317</u>	<u>6,166,317</u>
Total assets		
	<u>6,166,317</u>	<u>6,166,317</u>
Total identifiable net assets		
	<u>6,166,317</u>	<u>6,166,317</u>
Goodwill		81,423
		<u>6,247,740</u>
Total purchase consideration		
		<u>6,247,740</u>
Consideration		
		£
Cash		6,166,317
Directly attributable costs		81,423
		<u>6,247,740</u>
Total purchase consideration		
		<u>6,247,740</u>
Cash outflow on acquisition		
		£
Purchase consideration settled in cash, as above		6,166,317
		<u>6,166,317</u>
Net cash outflow on acquisition		
		<u>6,166,317</u>

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

26. Business combinations (continued)

The results of MA Aviation and Auto International Limited since its acquisition are as follows:

	Current period since acquisition £
Turnover	4,778,113
Profit for the year	702,590

On 31 May 2019 the company acquired 100% of the ordinary share capital of Mark Allen Engineering Limited (formerly Centaur Engineering Limited).

Acquisition of Mark Allen Engineering Limited (formerly Centaur Engineering Limited)

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £	Fair value £
Tangible	12,201	12,201
Intangible	387,058	387,058
	<u>399,259</u>	<u>399,259</u>
Debtors	568,682	568,682
Cash at bank and in hand	453,881	453,881
Total assets	<u>1,421,822</u>	<u>1,421,822</u>
Creditors due within one year	(1,400,137)	(1,400,137)
Total identifiable net assets	<u>21,685</u>	<u>21,685</u>
Goodwill		<u>2,175,265</u>
Total purchase consideration		<u>2,196,950</u>

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

Consideration

	£
Cash	2,109,319
Directly attributable costs	87,631
Total purchase consideration	2,196,950

Cash outflow on acquisition

	£
Purchase consideration settled in cash, as above	2,109,319
Directly attributable costs	87,631
	2,196,950
Less: Cash and cash equivalents acquired	(453,881)
Net cash outflow on acquisition	1,743,069

The results of Mark Allen Engineering Limited since its acquisition are as follows:

	Current period since acquisition £
Turnover	1,882,101
Profit for the year	389,393

On 31 January 2020 the company acquired the trade and assets of the Farmers Weekly brand.

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £	Fair value £
Debtors	1,207,000	1,207,000
Creditors due within one year	(2,573,018)	(2,573,018)
Total identifiable net assets	(1,366,018)	(1,366,018)
Goodwill		13,926,655
Total purchase consideration		12,560,637

MARK ALLEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

Consideration

	£
Cash	6,446,184
Deferred consideration	6,012,500
Directly attributable costs	101,953
Total purchase consideration	12,560,637

Cash outflow on acquisition

	£
Purchase consideration settled in cash, as above	6,446,184
Directly attributable costs	101,953
Net cash outflow on acquisition	6,548,137

The results of the Farmers Weekly brand since its acquisition are as follows:

	Current period since acquisition
	£
Turnover	1,749,247
Profit for the year	579,788

27. Commitments under operating leases

At 31 March 2020 the group and the company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2020	Group 2019
	£	£
Not later than 1 year	344,225	322,327
Later than 1 year and not later than 5 years	381,757	543,998
	725,982	866,325

MARK ALLEN HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

28. Financial commitments, guarantees and contingent liabilities

Company

The company is party to a multilateral guarantee in favour of HSBC Bank plc given by MA Business Limited, MA Healthcare Limited, Mark Allen Holdings Limited, Master Travel Limited, MA Music, Leisure & Travel Ltd, MA Education Limited, MA Exhibitions Limited, Headfirst Publishing Limited, MA Dentistry Media Limited (formerly George Warman Publications (UK) Limited), The Airports Publishing Network Limited, Miles Publishing Limited, Unity Media Limited and Unity Exhibitions Limited. There is also a fixed and floating charge over the assets of the company. At the year end the liabilities covered by these guarantees totalled £15,916,656 (2019: £6,293,045).

The company is also party to a group set off, held with the group companies named above.

In order for the subsidiary companies, Headfirst Publishing Limited (CRN 01801996), The Airports Network Publishing Limited (CRN 01960598), Unity Media Limited (CRN 01529036), Unity Exhibitions Limited (CRN 08378568), Miles Publishing Limited (CRN 04501494) and Master Travel Limited (CRN 02631065), to take the audit exemption in section 479A of the Companies Act 2006, the company has guaranteed all outstanding liabilities of this subsidiary at 31 March 2020 until those liabilities are satisfied in full.

29. Related party transactions

The remuneration of key management personnel is as follows:

	2020 £	2019 £
Aggregate compensation	1,706,705	1,885,176
	<u>1,706,705</u>	<u>1,885,176</u>

Group

During the year the group paid rent amounting to £112,000 (2019: £158,000) to a director.

An opening balance on the director's current account was an overdrawn by £2,591. During the year there were transactions with a net effect of increasing the overdrawn balance by £26,004, which resulted in an overdrawn balance of £28,595 at the year end. This balance is included within other debtors and no interest has been accrued. There are no formal repayment terms.

Dividends of £657,895 (2019: £612,128) were paid to the ultimate controlling party and their family.

30. Controlling party

The ultimate controlling party is the director, M Allen.