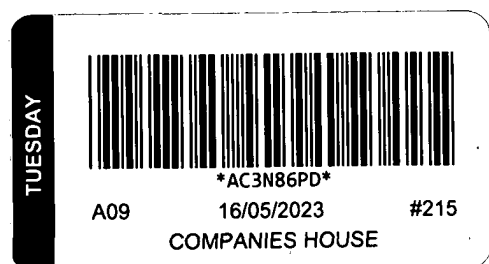


**ROH Developments Limited**

**Directors' report and financial  
statements**

Registered number 02580400  
For the year ended 31 August 2022



ROH Developments Limited: Company Number 02580400

Directors' report and financial statements  
For the year ended 31 August 2022

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## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 August 2022. Comparatives are presented for the year ended 31 August 2021.

The directors' report has been prepared with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

### Principal activities and business review

The principal activity of ROH Developments Limited (the company) is the development of property for both commercial use and the artistic activities of the Royal Opera House Covent Garden Foundation.

### Registered company address

Royal Opera House  
Covent Garden  
London  
WC2E 9DD

### Results

The results for the year are set out on page 7. The directors do not recommend the payment of a dividend (2021: nil).

### Going Concern

The Directors must satisfy themselves as to ROH Developments Limited's ability to continue as a going concern for a minimum of 12 months from the signing of the financial statements. The Directors of ROH Developments Limited have monitored cost-of-living crisis and the inflation to understand if there will be any impact on the company. After consideration of the scenarios the Directors consider that ROH Developments Limited has adequate resources to continue in operational existence for the foreseeable future. For this reason the financial statements have been prepared on a going concern basis.

### Directors and directors' interests

The directors of the company who held office during the period and since the period end were as follows:

Alex Beard  
Mindy Kilby

Directors benefitted from qualifying third party indemnity provisions in place.

### Company Secretary

Leah Hurst

### Donations

The company donated its profits for the period of £147 (2021: nil), under Gift Aid, to Royal Opera House Covent Garden Foundation.

### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.



On behalf of the board

Alex Beard CBE  
Chairman

Royal Opera House  
Covent Garden  
London, WC2E 9DD  
28 March 2023

## Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws, including FRS 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 and profit or loss of the company 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 company will continue in business.

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

The directors confirm that:

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

Signed on behalf of the board



**Alex Beard**  
Director

## **Independent auditor's report to the members of ROH Developments Limited**

### **Opinion**

We have audited the financial statements of ROH Developments Limited (the 'company') for the year ended 31 August 2022, which comprise Statement of Income and Retained Earnings, the Balance Sheet and notes to the financial statements, 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 company's affairs as at 31 August 2022 and of its 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 company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as inflation, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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 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.

### **Other information**

The other information comprises the information included in the Director's Report and Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Directors' Report and Financial Statements. 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.

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 themselves. 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.

#### **Opinions on other matters prescribed by the Companies Act 2006**

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

#### **Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

#### **Responsibilities of directors**

As explained more fully in the Statement of directors' responsibilities set out on page 2, 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 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 company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

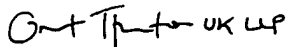
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company. We determined the following laws and regulations were most significant: The Financial Reporting Standard applicable in the UK and the Republic of Ireland (FRS 102), the Companies Act 2006 and the Data Protection Act 2018
- We understood how the company is complying with these legal and regulatory frameworks by making inquiries of management and those charged with governance. We enquired of management and those charged with governance whether there were any instances of non-compliance with laws and regulations, or whether they had any knowledge of actual or suspected fraud. We corroborated the results of our enquiries through our review of board minutes, and through our legal and professional expenses review.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur and the risk of material override of controls. Audit procedures performed by the engagement team included:
  - Identifying and assessing the design effectiveness of certain controls management has in place to prevent and detect fraud
  - Challenging assumptions and judgments made by management in its significant accounting policies
  - Identifying and testing journal entries
  - Identifying and testing related party transactions
  - Inspecting the board minutes
  - Assessing the extent of compliance with the relevant laws and regulations as part of our procedures on the related financial statement item
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery, or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it;
- The assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation
  - Understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation
  - Understanding of the legal and regulatory requirements specific to the entity including the provisions of the applicable legislation.
- The team communications in respect of potential non-compliance with laws and regulations and fraud included the potential for fraud in revenue recognition through manipulation of income.
- We did not identify any matters relating to non-compliance with laws and regulation and fraud.
- In assessing the potential risks of material misstatement, we obtained an understanding of:
  - The company's operations, including the nature of its revenue sources, to understand the classes of transactions, accounts balances, expected financial statement disclosures and business risks that may result in risks of material misstatement, and

- The company's control environment, including:
  - Management's knowledge of relevant laws and regulations and how the company is complying with those laws and regulations
  - The adequacy of procedures for authorisation of transactions and review of management accounts, and
  - Procedures to ensure that possible breaches of laws and regulations are appropriately resolved

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](http://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, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



James Bird  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London

28 March 2023



**Statement of Income and Retained Earnings***for the year ended 31 August 2022*

	<i>Note</i>	<b>2022 £</b>	<b>2021 £</b>
<b>Turnover</b>		-	-
<b>Gross profit</b>		-	-
<b>Operating result</b>		-	-
Other interest receivable and similar income	4	147	(94)
<b>Profit/(Loss) on ordinary activities before taxation</b>		147	(94)
<b>Taxation</b>	6	-	-
<b>Profit/(Loss) for the period</b>		147	(94)
<b>Retained earnings at beginning of period</b>		320,067	320,161
<b>Gift aid distributed to parent</b>	5	(147)	-
<b>Retained earnings at end of period</b>		320,067	320,067

The turnover and result for the current and previous periods are derived from continuing operations. The results on a historic cost basis do not differ from those shown above.

Notes from pages 9 to 12 form part of the financial statements.

ROH Developments Limited: Company Number 02580400

Directors' report and financial statements

For the year ended 31 August 2022

**Balance sheet***at 31 August 2022*

	<i>Note</i>	<b>2022</b> £	<b>2021</b> £
<b>Current assets</b>			
Debtors	7	4,199	4,115
Cash at bank and in hand		370,597	370,534
		<u>374,796</u>	<u>374,649</u>
<b>Creditors: amounts falling due within one year</b>	8	(54,727)	(54,580)
		<u>320,069</u>	<u>320,069</u>
<b>Net assets</b>			
<b>Capital and reserves</b>			
Called up share capital	9	2	2
Retained earnings		320,067	320,067
		<u>320,069</u>	<u>320,069</u>
<b>Equity shareholders' funds</b>	10	<u>320,069</u>	<u>320,069</u>

The accounts have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006.

These financial statements were approved by the board of directors on 28 March 2023 and were signed on its behalf by:



**Alex Beard**  
Director

Notes from pages 9 to 12 form part of the financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### ***Basis of preparation***

The financial statements have been prepared in accordance with FRS 102: The Financial Reporting Standard applicable in the UK and Republic of Ireland. There are no material departures from that standard in these financial statements.

The company's business activities are set out in the principal activities and business review on page 1. The company has significant cash reserves which it uses to finance its day-to-day working capital requirements.

The company meets the definition of a qualifying entity under FRS 102 as the results of the company are consolidated into the Royal Opera House Covent Garden Foundation's financial statements which are publicly available. In accordance with FRS 102 S1.12, the company has taken advantage of the exemptions in respect of the preparation of a cash flow statement, disclosure of the remuneration of key management personnel and the disclosure of financial instruments.

As the company is a wholly owned subsidiary of Royal Opera House Covent Garden Foundation, the company has taken advantage of the exemption contained in FRS 102 S33.1A and has therefore not disclosed transactions or balances with entities that form part of the group. The consolidated financial statements of Royal Opera House Covent Garden Foundation, within which this company is included, can be obtained from the address given in note 11.

The financial statements are for the year ended 31 August 2022. Comparatives are for the year ended 31 August 2021.

#### ***Going Concern***

The directors consider that the going concern assumption is an appropriate basis on which to prepare these financial statements. After monitoring the cost-of-living crisis and the inflation to understand if there will be any impact on the company, the directors consider that ROH Developments Limited has adequate resources to continue in operational existence for the foreseeable future being a minimum of twelve months from when these financial statements are approved. For this reason, the financial statements have been prepared on a going concern basis.

#### ***Judgements and Estimates***

In assessing the intra-group balances, management have concluded that the amounts are repayable on demand and thus do not require discounting, nor disclosure in debtors or creditors falling due after one year. Management have also exercised their judgement in determining the recoverability of debtors.

#### ***Functional Currency***

The company operates primarily economically in the UK and the functional currency as well as the reporting currency is the pound sterling.

#### ***Revenue Recognition***

Interest income is recognised through the Statement of Income and Retained Earnings, using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts to the carrying amount of the financial asset. As interest income is earned on cash in sterling bank accounts with reputable institutions only, the effective interest rate is the same as the rate paid by the banking institution.

#### ***Taxation***

Taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

**Notes (continued)**

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS102.

There is no current or deferred tax in this period as the company gift aids all its taxable profits to the Royal Opera House Covent Garden Foundation, a charity exempt of tax, and has stated its intention to always do so in the future. Therefore no tax reconciliation has been presented in these financial statements.

**Assets**

Assets are resources which are controlled by the company as a result of a past event, from which future economic benefits are expected to flow to the company. Assets are recognised only when it is probable that future economic benefits will flow to the company when the item has a cost or value that can be measured reliably.

**Debtors**

Debtors fall into the definition of assets and encompass trade debtors, accrued income, prepayments and intra-group balances. Debtors are measured at the cost of the transaction as receipt is not deferred beyond normal terms. Measurement is net of provision for doubtful debts.

**Liabilities**

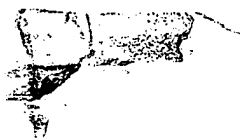
Liabilities arise when there is a present obligation (legal or constructive) as a result of a past event, from which future economic benefits are expected to flow to the supplier or counterparty. Liabilities are recognised only when it is probable that future economic benefits will flow to the supplier or counterparty and when the item has a cost or value that can be measured reliably.

**Creditors**

Creditors fall into the definition of liabilities and encompass trade creditors, accruals for costs not yet billed or processed, deferred income and intra-group balances. Creditors are measured at the cost of the transaction as payment is not deferred beyond normal terms.

**Payment to parent charity under Gift Aid**

ROH Holdings Limited has adopted a policy of paying all its taxable profits to its parent charity, Royal Opera House Covent Garden Foundation, under Gift Aid. These gift aid payments are recognised in ROH Holdings Limited as distributions through equity in the financial period in which the profits arise, under the terms of the Deed of Covenant between ROH Holdings Limited and Royal Opera House Covent Garden Foundation.



**Notes (continued)****2 Result for the financial year**

The auditor's remuneration has been borne by the parent company. The company's allocation was £5,000 for the current period (2021: £5,000). Amounts receivable by the company's auditors and their associates in respect of services to the company and its associates, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's parent, Royal Opera House Covent Garden Foundation.

**3 Directors and staff**

None of the directors who served during the year received any remuneration for their services as directors (2021: nil). The company had no employees (2021: nil).

**4 Other interest receivable and similar income**

	2022 £	2021 £
Bank interest	147	(94)
	<u>147</u>	<u>(94)</u>

**5 Gift Aid**

The gift aid payment is made to the Royal Opera House Covent Garden Foundation. The gross amount payable for the year ended 31 August 2022 is £147 (2021: nil).

**6 Taxation**

UK corporation tax of £28 arose in the period, all of which was relived under the expectation that the taxable profits will be distributed to the Royal Opera House Covent Garden Foundation within nine months of the period end date (year ended 31 August 2021: nil). No deferred tax has arisen in the in the year ended 31 August 2022 (year ended 31 August 2021: nil).

There are no unrecognised deferred tax assets or liabilities at the 31 August 2022 (31 August 2021: nil)

**7 Debtors**

	2022 £	2021 £
Amounts owed by parent undertaking	3,910	3,910
Prepayments and accrued income	289	205
	<u>4,199</u>	<u>4,115</u>

**Notes (continued)****8 Creditors: amounts falling due within one year**

	2022 £	2021 £
Amounts owed to parent undertakings	54,727	54,580

**9 Share capital**

	2022 £	2021 £
<i>Allotted and called up:</i>		
2 ordinary shares of £1 each - fully paid up	2	2

**10 Reconciliation of movements in equity shareholder's funds**

	2022 £	2021 £
Shareholder's funds at the beginning of the period	320,069	320,163
Profit/(Loss) for the period	147	(94)
Gift aid	(147)	-
Shareholder's funds at the end of the period	320,069	320,069

**11 Ultimate parent undertaking**

The Company, which is incorporated in the United Kingdom, is a subsidiary undertaking of Royal Opera House Covent Garden Foundation, which is the ultimate parent company incorporated in the United Kingdom.

The largest group in which the results of the Company are consolidated is that headed by Royal Opera House Covent Garden Foundation, incorporated in the United Kingdom. The smallest group in which they are consolidated is that headed by Royal Opera House Covent Garden Foundation incorporated in the United Kingdom. No other group financial statements include the results of the Company. The consolidated financial statements of these groups are available to the public and may be obtained from the Secretary, Royal Opera House, Covent Garden, London, WC2E 9DD.