
MEMORIA LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

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MEMORIA LIMITED

COMPANY INFORMATION

Directors	H O P H Hodgson J C A Hodgson A G D Esse C J A Penney
Company secretary	R Weaver
Registered number	06803359
Registered office	The Pool House Bicester Road Stratton Audley Bicester Oxfordshire OX27 9BS
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 30 Finsbury Square London EC2A 1AG

MEMORIA LIMITED

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MEMORIA LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021**

The directors present their report and the financial statements for the year ended 31 December 2021.

Principal activity

The principal activity of the company is the operation and management of the Memoria Group.

Directors

The directors who served during the year were:

M A Hackney (resigned 10 May 2021)
H O P H Hodgson
J C A Hodgson
A G D Esse (appointed 10 May 2021)
C J A Penney (appointed 10 May 2021)

Directors' responsibilities statement

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 law, 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.

Going concern

Like many businesses in the UK, the company has been impacted by the recent Covid-19 pandemic, however, since the company operates in a sector which provides a critical service to the community, it has operated throughout the pandemic.

The directors monitor market developments and assess the potential impact that these might have on the company on an ongoing basis. Due to the nature of services offered by the Company, the directors remain confident that the going concern basis of accounting remains appropriate and thus the accounts have been prepared on this basis.

MEMORIA LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Disclosure of information to auditor

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.

Auditor

The auditor, Grant Thornton UK LLP, was appointed for the year ended 31 December 2021 to fill a casual vacancy and has expressed its willingness to continue in office in accordance with Section 485 of the Companies Act 2006. A decision will be taken at a forthcoming Board meeting.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on

5/8/2022

and signed on its behalf.

James Penney

C J A Penney
Director



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEMORIA LIMITED

Opinion

We have audited the financial statements of Memoria Limited (the 'Company') for the year ended 31 December 2021, which comprise the Statement of comprehensive income, Balance sheet, Statement of changes in equity 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 December 2021 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 Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are 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 Covid-19, 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEMORIA LIMITED (CONTINUED)

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.

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

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.

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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEMORIA LIMITED (CONTINUED)

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 for the financial statements

As explained more fully in the Directors' responsibilities statement, 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.

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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEMORIA LIMITED (CONTINUED)

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

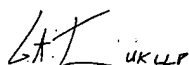
- We obtained an understanding of the legal and regulatory frameworks applicable to the Company and industry in which it operates through our general commercial and sector experience and discussions with management. We determined that the following laws and regulations were most significant: FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and Companies Act 2006.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur and the risk of management override of controls. Audit procedures performed by the engagement team included:
 - Identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
 - Challenging assumptions and judgements made by management in its significant accounting estimates;
 - Identifying and testing journal entries; and
 - Assessing the extent of compliance with the relevant laws and regulations.
- 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;
 - Knowledge of the industry in which the client operates; and
 - Understanding of the legal and regulatory requirements specific to the company including the provisions of applicable legislation, the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules and the applicable statutory provision.
- The team communications in respect of potential non-compliance with laws and regulations and fraud included the potential for fraud in revenue recognition.
- In assessing the potential risk 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, account balances, expected financial statement disclosures and business risks that may result in 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.
- 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEMORIA LIMITED (CONTINUED)

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an 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.

A handwritten signature in black ink, appearing to read 'S. Cardoso'.

Sergio Cardoso
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
Date: 5/8/2022

MEMORIA LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	2021 £	2020 £
Turnover	935,234	751,904
Cost of sales	-	(277,822)
Gross profit	935,234	474,082
Administrative expenses	(1,260,118)	(1,997,014)
Operating loss	(324,884)	(1,522,932)
Income from shares in group undertakings	3,083,337	1,699,679
Interest payable and expenses	(1,023,486)	(537,343)
Profit/(loss) before tax	1,734,967	(360,596)
Tax on profit/(loss)	(25,786)	(19,430)
Profit/(loss) for the financial year	1,709,181	(380,026)

There was no other comprehensive income for 2021 (2020: £Nil).

The notes on pages 12 to 20 form part of these financial statements.

MEMORIA LIMITED
REGISTERED NUMBER:06803359

BALANCE SHEET
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	5	428,873	138,008
Investments	6	30,687,304	29,660,944
		<u>31,116,177</u>	<u>29,798,952</u>
Current assets			
Stocks		4,466	369,237
Debtors: amounts falling due within one year	7	8,100,553	1,066,497
Cash at bank and in hand	8	878,369	203,581
		<u>8,983,388</u>	<u>1,639,315</u>
Creditors: amounts falling due within one year	9	(2,733,242)	(1,348,679)
Net current assets		<u>6,250,146</u>	<u>290,636</u>
Total assets less current liabilities		<u>37,366,323</u>	<u>30,089,588</u>
Creditors: amounts falling due after more than one year	10	(25,030,076)	(18,488,306)
Provisions for liabilities			
Deferred tax		(47,918)	(22,134)
		<u>(47,918)</u>	<u>(22,134)</u>
Net assets		<u>12,288,329</u>	<u>11,579,148</u>
Capital and reserves			
Called up share capital		3,591,422	2,674,422
Share premium account		8,541,408	8,541,408
Profit and loss account		155,499	363,318
		<u>12,288,329</u>	<u>11,579,148</u>

MEMORIA LIMITED
REGISTERED NUMBER:06803359

BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2021

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

5/8/2022

James Penney

C J A Penney
Director

The notes on pages 12 to 20 form part of these financial statements.

MEMORIA LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2021	2,674,422	8,541,408	363,318	11,579,148
Comprehensive income for the year				
Profit for the year	-	-	1,709,181	1,709,181
Total comprehensive income for the year	-	-	1,709,181	1,709,181
Dividends: Equity capital	-	-	(2,000,000)	(2,000,000)
Shares issued during the year	1,000,000	-	-	1,000,000
Shares cancelled during the year	(83,000)	-	83,000	-
Total transactions with owners	917,000	-	(1,917,000)	(1,000,000)
At 31 December 2021	3,591,422	8,541,408	155,499	12,288,329

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

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2020	2,674,422	7,660,795	743,344	11,078,561
Comprehensive income for the year				
Loss for the year	-	-	(380,026)	(380,026)
Total comprehensive income for the year	-	-	(380,026)	(380,026)
Shares issued during the year	-	880,613	-	880,613
Total transactions with owners	-	880,613	-	880,613
At 31 December 2020	2,674,422	8,541,408	363,318	11,579,148

The notes on pages 12 to 20 form part of these financial statements.

MEMORIA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

1. General information

Memoria Limited is a private company, limited by shares, registered in England and Wales. Registered number 06803359. Its registered head office is located at The Pool House Bicester Road, Stratton Audley, Bicester, Oxfordshire, United Kingdom, OX27 9BS.

The presentation currency of the financial statements is the Pound 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 Section 1A of 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 management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

Like many businesses in the UK, the company has been impacted by the recent Covid-19 pandemic, however, since the company provides a critical service to the community, it has operated throughout the pandemic.

The directors monitor market developments and assess the potential impact that these might have on the company on an ongoing basis. Due to the nature of services offered by the Company, the directors remain confident that the going concern basis of accounting remains appropriate and thus the accounts have been prepared on this basis.

2.3 Turnover

Turnover consists of income from management charges and income received from group undertakings.

Revenue in relation to management charges is recognised at the date the service is provided. Revenue arising from income receivable from group undertakings is recognised when the right to receive payment is established.

Revenue is accounted for on an accruals basis and where income is received in advance, it is deferred until the date that it meets the Company's recognition criteria. Provision is made when there is objective evidence that the Company will not be able to recover balances in full. Outstanding income balances are written off when the probability of recovery is assessed as being remote.

2.4 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.

MEMORIA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.5 Borrowing costs

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

2.6 Current and deferred taxation

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

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

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

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

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

2.7 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.

MEMORIA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)**2.7 Tangible fixed assets (continued)**

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:

Leasehold improvements	- 2% on cost
Plant and machinery	- 33% on cost
Motor vehicles	- 25% on cost
Fixtures and fittings	- 25% on cost
Computer equipment	- 33% on cost

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.

2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.9 Stocks

All costs incurred in the preparation and submission of a planning application are recorded as work in progress on the balance sheet within current assets.

If an application is successful, the intention is to transfer the costs to a separate entity. If an application is unsuccessful, these costs are written off to the profit and loss account.

Work in progress is valued at the lower of cost and net realisable value, after allowing for obsolete or slow moving items. Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

2.10 Debtors

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

2.11 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.

MEMORIA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)**2.12 Creditors**

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

2.13 Provisions for liabilities

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

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

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

2.14 Financial instruments

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

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

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Statement of comprehensive income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

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

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

For financial assets measured at cost less impairment, the impairment loss is measured as the

MEMORIA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.14 Financial instruments (continued)

difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

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.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

2.15 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.

3. Accounting estimates and judgements

There are no significant estimates and judgements exercised in the financial figures presented.

4. Employees

The average monthly number of employees, including directors, during the year was 12 (2020 - 14).

MEMORIA LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

5. Tangible fixed assets

	Plant and machinery £	Leasehold improvement £	Motor vehicles £	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation						
At 1 January 2021	2,908	22,571	70,107	13,614	86,116	195,316
Additions	2,500	156,325	98,409	1,859	92,558	351,651
At 31 December 2021	5,408	178,896	168,516	15,473	178,674	546,967
Depreciation						
At 1 January 2021	2,647	1,051	1,461	2,204	49,945	57,308
Charge for the year on owned assets	743	451	32,439	3,566	23,587	60,786
At 31 December 2021	3,390	1,502	33,900	5,770	73,532	118,094
Net book value						
At 31 December 2021	2,018	177,394	134,616	9,703	105,142	428,873
At 31 December 2020	261	21,520	68,646	11,410	36,171	138,008

MEMORIA LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

6. Fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2021	29,660,944
Additions	1,026,360
At 31 December 2021	30,687,304
Net book value	
At 31 December 2021	30,687,304
At 31 December 2020	29,660,944

7. Debtors

	2021 £	2020 £
Trade debtors	-	285,472
Amounts owed by group undertakings	8,060,106	499,107
Other debtors	705	258,979
Prepayments and accrued income	39,742	21,974
Vat	-	965
	8,100,553	1,066,497

8. Cash and cash equivalents

	2021 £	2020 £
Cash at bank and in hand	878,369	203,581

MEMORIA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

9. Creditors: Amounts falling due within one year

	2021 £	2020 £
Bank loans	330,416	-
Other loans	-	14,880
Trade creditors	15,458	26,637
Amounts owed to group undertakings	1,720,457	1,219,500
Amounts owed to parent undertakings	500,000	-
Other taxation and social security	50,663	38,066
Other creditors	2,796	2,697
Accruals and deferred income	113,452	46,899
	<u>2,733,242</u>	<u>1,348,679</u>

Amounts due to group and parent undertakings are repayable on demand.

10. Creditors: Amounts falling due after more than one year

	2021 £	2020 £
Bank loans	<u>25,030,076</u>	<u>18,488,306</u>

The Company entered into an agreement with National Westminster Bank Plc for a Revolving Credit Facility and Term Loan on 10 May 2021. The facilities are available for a period of three years and National Westminster Bank PLC holds fixed and floating charges relating to all property or undertakings of the company and its subsidiary undertakings; Memoria - Cardiff and Glamorgan Memorial Park Limited, Memoria - Amber Valley Memorial Park Limited, Memoria - South Leicester Memorial Park Limited, Memoria - Waveney Memorial Park Limited, Memoria - Denbighshire Memorial Park Limited, Memoria - North Herts Memorial Park Limited.

MEMORIA LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**11. Loans**

Analysis of the maturity of loans is given below:

	2021 £	2020 £
Amounts falling due within one year	330,416	-
	-	14,880
Amounts falling due 1-2 years	330,416	18,488,306
Amounts falling due 2-5 years	24,699,660	-
	<u>25,360,492</u>	<u>18,503,186</u>

12. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
3,591,422 (2020: 2,591,422) A Ordinary shares of £1.00 each	3,591,422	2,591,422
Nil (2020: 166,000) Ordinary B shares of £0.50 each	-	83,000
	<u>3,591,422</u>	<u>2,674,422</u>

13. Related party transactions

In line with the requirements of FRS 102 the Company is not required to disclose transactions with group companies on the grounds that these companies are wholly owned within the Group.

As at 31 December 2021, the company was owed £Nil (2020: £83,000) by a director in relation to unpaid share capital. The loan is unsecured, interest-free and is repayable on demand.

At the year end, the company was owed £22,057 from Kirkleatham Memorial Limited. The Company is a related party through common ownership and directorship.

14. Controlling party

The Company's immediate parent is Darwin Bereavement Properties (Guernsey) Limited.

The ultimate Parent Company and controlling party is Darwin Bereavement Services Fund, an entity incorporated in Guernsey with the registered office of 11 New Street, St Peter Port, Guernsey, Channel Isles, GY1 2PF.