

Company Registration No. 09094163 (England and Wales)

SANDS HERITAGE LTD
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

LB GROUP
Swift House
Ground Floor
18 Hoffmanns Way
Chelmsford
Essex
UK
CM1 1GU

SANDS HERITAGE LTD

COMPANY INFORMATION

Directors	E Kemsley	
	C M Morris	
	L Lavelle	(Appointed 14 December 2023)
	J Hands	(Appointed 14 December 2023)
	S R Douglas	(Appointed 14 December 2023)
Secretary	C M Morris	
Company number	09094163	
Registered office	30 St. John Street London EC1M 4AY	
Auditor	LB Group Limited (Chelmsford) Swift House Ground Floor 18 Hoffmanns Way Chelmsford Essex UK CM1 1GU	

SANDS HERITAGE LTD

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SANDS HERITAGE LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present the strategic report for the year ended 31 December 2022.

Review of the business

David Bateman resigned as Director on 31 March 2022. There were no other changes to the Board composition of the Company during the year ended 31 December 2022.

Revenues for the year were £2.35M, up from £1.13M in 2021 which supported the delivery of an EBITDA loss of £0.3M, an improvement of £0.9m on the prior year.

The Live Events business continued to go from strength to strength, with investment in the outdoor events space helping to support an increase in capacity and improve the guest journey and overall experience. This investment was partly funded by the disposal of surplus ride stock. The business further developed an outsourced operating strategy, working with respected partners to drive forwards standards and experience in terms of its rides and food and beverage offerings. This strategy has also enabled the Company to reduce its ongoing overhead costs to a sustainable level.

Principal risks and uncertainties

Inherent risks of operating an amusement park continued to be minimised by investment in specialist consultants in the areas of Health, Safety, Security and Crisis Planning. The business continued to employ experienced managers with significant experience in the leisure and entertainment sectors.

As a predominantly outdoor visitor attraction, the core park operating business is inherently seasonal and very much weather dependent. Similarly, events which are programmed outside either on the Scenic Stage or Events area are open to the elements, but to a certain extent are less weather dependent due to the majority of tickets being purchased in advance.

The Company continues to consider the implications of wider macro-economic factors, including consumer energy prices, interest rates and inflation, which could impact on consumer spending habits. Dreamland is well placed in the market as a free to enter attraction and will continue to offer and promote great value days out for families and groups of friends alike.

Exposure to increased commercial utility costs has been mitigated by the Company previously entering into a long term, fixed rate supply deal at favourable rates to current market prices.

The business remains aimed at moving towards EBITDA profitability and has a robust business plan in place to support this strategy and mitigate liquidity risk.

Development and performance

Dreamland continued to benefit from the resurgence in staycations and vintage theming. Whilst a change in taste could impact the market, we believe by overlaying the 'modern twist' the offering will remain current whilst remaining timeless. Dreamland will continue to attract attention from the music, film and TV sectors, not just because of its' compelling vintage backdrop and the flexible nature of the estate, but also, it's position within Margate.

Live music events, particularly outdoor shows at the iconic Scenic Stage arena, continue to drive both the reputation and financial performance of the business. The company completed a successful review of its licence at the beginning of the year, giving greater scope and opportunity to deliver compelling live music events across the venue. Sell out shows during the year with renowned acts including Noel Gallagher, Paul Weller, Rudimental, Simply Red and Craig David further demonstrated the credibility of Dreamland as a multi space event venue.

Significant progress continues to be made in driving down the overall operating cost for the business, fundamental in establishing a core platform to drive forward the wider business strategy in future years.

Key performance indicators

Key performance indicators have been described through the fair review of the business and development and performance sections of the strategic report.

SANDS HERITAGE LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Other information and explanations

The Directors recognise the risks and uncertainties facing the business and have evolved a sustainable business plan, under new ownership, to address future challenges and to move the Company forwards in line with its goals. This plan includes a number of strategic levers, in the short term to provide cash flow stability and push forwards with trading activities. In the medium term, these revenue streams will support the objective of achieving an EBITDA positive position, with further progression on delivering overhead efficiency in proportion to revenues and driving forward the partnered events and park operations strategy, and in the longer term investing in the key areas of the business to support profitable growth.

Under new ownership, the immediate parent company, LN-Gaiety Holdings Limited has committed to provide financial support in 2024, if required, to enable the company to meet its obligations as they fall due. The company has also recently negotiated revised terms relating to receipt and payment of event ticket revenues.

The Directors have considered a period of 12 months from the date of signing these accounts and agree the short term business plan, including parental support until the end of 2024 and new ticket revenue terms are fully supportive of the business trading through that period and beyond. Consequently, the management team have taken the view that it is right and proper for the accounts to be prepared on a going concern basis.

Post reporting date events

On 14 December 2023 Margate Estates Ltd sold 100% of its shareholding in the company to LN Gaiety Holdings Ltd. There were multiple stages to this transaction. They included a capital reduction reducing share capital to £1 with the balance being available for distribution, and the acquisition of AG Margate Propco 2 Ltd as part of the asset reorganisation of the Margate Estates Ltd group prior to sale. Existing board members have been joined by appointments from the wider group following completion of the transaction.

On behalf of the board

E Kemsley
Director

C M Morris
Director

16 February 2024

SANDS HERITAGE LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and financial statements for the year ended 31 December 2022.

Principal activities

The principal activity of the company continued to be that of the undertaking of activities of amusement parks.

Results and dividends

The results for the year are set out on page 8.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

E Kemsley	
D Bateman	(Resigned 31 March 2022)
C M Morris	
L Lavelle	(Appointed 14 December 2023)
J Hands	(Appointed 14 December 2023)
S R Douglas	(Appointed 14 December 2023)

Auditor

The auditor, LB Group Limited (Chelmsford), is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

E Kemsley
Director

C M Morris
Director

16 February 2024

SANDS HERITAGE LTD

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 of the 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;
- 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.

SANDS HERITAGE LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SANDS HERITAGE LTD

Opinion

We have audited the financial statements of Sands Heritage Ltd (the 'company') for the year ended 31 December 2022 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including 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 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *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

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 annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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 course of 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 this gives rise to 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 our audit:

- the information given in the 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 strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

SANDS HERITAGE LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF SANDS HERITAGE LTD

Matters on which we are required to report by exception

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 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, 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 remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

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.

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

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

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- We identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the hospitality sector;
- We focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including the Companies Act 2006, taxation legislation, employment, and health and safety legislation;
- We assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence;
- Identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- Making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- Considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

SANDS HERITAGE LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF SANDS HERITAGE LTD

To address the risk of fraud through management bias and override of controls, our work included:

- Performance of analytical procedures to identify any unusual or unexpected relationships;
- Testing journal entries to identify unusual transactions. Investigated the rationale behind significant or unusual transactions;
- Observation and identification of internal controls in place, specifically around unfulfilled orders, refunds, payroll and bank transactions; and
- An assessment of whether judgements and assumptions made in determining the accounting estimates around jobs in progress at year end were indicative of potential bias.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- Agreeing financial statement disclosures to underlying supporting evidence;
- Enquiring of management as to actual and potential litigation and claims; and
- Reviewing correspondence with HMRC and reviewing for evidence of correspondence with legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://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.

Michael Warman
Senior Statutory Auditor
For and on behalf of LB Group Limited (Chelmsford)

16 February 2024

Chartered Accountants
Statutory Auditor

Swift House
Ground Floor
18 Hoffmanns Way
Chelmsford
Essex
UK
CM1 1GU

SANDS HERITAGE LTD

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 £	2021 £
Turnover	3	2,355,782	1,129,588
Cost of sales		(540,742)	(464,048)
Gross profit		1,815,040	665,540
Administrative expenses		(2,890,972)	(2,763,160)
Other operating income		-	362,102
Exceptional item - Impairment losses		(2,304,380)	-
Operating loss	4	(3,380,312)	(1,735,518)
Interest receivable and similar income	7	585	-
Interest payable and similar expenses	8	-	(2,764)
Loss before taxation		(3,379,727)	(1,738,282)
Tax on loss	9	-	-
Loss for the financial year		(3,379,727)	(1,738,282)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

SANDS HERITAGE LTD

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	2022	2021
	£	£
Loss for the year	(3,379,727)	(1,738,282)
Other comprehensive income	-	-
Total comprehensive income for the year	(3,379,727)	(1,738,282)

SANDS HERITAGE LTD

BALANCE SHEET

AS AT 31 DECEMBER 2022

		2022		2021	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	11		250,938		258,966
Tangible assets	12		6,019,629		8,639,343
			<u>6,270,567</u>		<u>8,898,309</u>
Current assets					
Stocks	13	18,600		24,822	
Debtors	14	827,947		652,948	
Cash at bank and in hand		194,131		1,794,064	
		<u>1,040,678</u>		<u>2,471,834</u>	
Creditors: amounts falling due within one year	15	<u>(1,089,367)</u>		<u>(1,768,538)</u>	
Net current (liabilities)/assets			<u>(48,689)</u>		<u>703,296</u>
Net assets			<u>6,221,878</u>		<u>9,601,605</u>
Capital and reserves					
Called up share capital	18		63,724,468		63,724,468
Share premium account	19		1,790,000		1,790,000
Profit and loss reserves	20		<u>(59,292,590)</u>		<u>(55,912,863)</u>
Total equity			<u>6,221,878</u>		<u>9,601,605</u>

The financial statements were approved by the board of directors and authorised for issue on 16 February 2024 and are signed on its behalf by:

E Kemsley
Director

C M Morris
Director

Company Registration No. 09094163

SANDS HERITAGE LTD

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

		Share capital	Share premium account	Profit and loss reserves	Total
	Notes	£	£	£	£
Balance at 1 January 2021		59,309,468	1,790,000	(54,174,581)	6,924,887
Period ended 31 December 2021:					
Loss and total comprehensive income for the period		-	-	(1,738,282)	(1,738,282)
Issue of share capital	18	4,415,000	-	-	4,415,000
Balance at 31 December 2021		63,724,468	1,790,000	(55,912,863)	9,601,605
Year ended 31 December 2022:					
Loss and total comprehensive income for the year		-	-	(3,379,727)	(3,379,727)
Balance at 31 December 2022		63,724,468	1,790,000	(59,292,590)	6,221,878

SANDS HERITAGE LTD

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 £	£	2021 £	£
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	24				
		(1,586,801)		897,126	
Interest paid		-		(2,764)	
Net cash (outflow)/inflow from operating activities		(1,586,801)		894,362	
Investing activities					
Purchase of intangible assets		(21,820)		(21,820)	
Purchase of tangible fixed assets		(928,367)		(5,038,967)	
Proceeds from disposal of tangible fixed assets		936,470		1,474,787	
Interest received		585		-	
Net cash used in investing activities		(13,132)		(3,586,000)	
Financing activities					
Proceeds from issue of shares		-		4,415,000	
Net cash (used in)/generated from financing activities		-		4,415,000	
Net (decrease)/increase in cash and cash equivalents		(1,599,933)		1,723,362	
Cash and cash equivalents at beginning of year		1,794,064		70,701	
Cash and cash equivalents at end of year		194,131		1,794,064	

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Sands Heritage Ltd is a private company limited by shares incorporated in England and Wales. The registered office is 30 St. John Street, London, EC1M 4AY.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

The Directors recognise the risks and uncertainties facing the business and have evolved a sustainable business plan, under new ownership, to address future challenges and to move the Company forwards in line with its goals. This plan includes a number of strategic levers, in the short term to provide cash flow stability and push forwards with trading activities. In the medium term, these revenue streams will support the objective of achieving an EBITDA positive position, with further progression on delivering overhead efficiency in proportion to revenues and driving forward the partnered events and park operations strategy, and in the longer term investing in the key areas of the business to support profitable growth.

Under new ownership, the immediate parent company, LN-Gaiety Holdings Limited has committed to provide financial support in 2024, if required, to enable the company to meet its obligations as they fall due. The company has also recently negotiated revised terms relating to receipt and payment of event ticket revenues.

The Directors have considered a period of 12 months from the date of signing these accounts and agree the short term business plan, including parental support until the end of 2024 and new ticket revenue terms are fully supportive of the business trading through that period and beyond. Consequently, the management team have taken the view that it is right and proper for the accounts to be prepared on a going concern basis.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue is recognised when the service is performed, such as for events and parties.

Membership income is deferred over the period of the membership (annually).

Food and beverage income is recognised on the date of purchase.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Trademarks	Over 10 years
Website	Over 5 years

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold land and buildings	No depreciation on land, 5 or 10 years straight line on property
Plant and equipment	20% straight line
Fixtures and fittings	33% straight line
Computer Equipment	20% straight line
Ride and site equipment	Over 5 or 10 years depending on the ride itself

Assets in the course of construction are not depreciated.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

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 company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

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 finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.13 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.14 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

2 Judgements and key sources of estimation uncertainty

In the application of the company'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.

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.

Critical judgements

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economics lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of the property, plant and equipment, and note 1.5 for the useful economic lives for each class of assets.

3 Turnover and other revenue

	2022 £	2021 £
Turnover analysed by class of business		
Park Operations	382,446	252,063
Events	1,477,643	671,499
Other	495,693	206,026
	<u>2,355,782</u>	<u>1,129,588</u>

	2022 £	2021 £
Other revenue		
Interest income	585	-
Grants received	-	112,102
Business insurance claim	-	250,000
	<u>-</u>	<u>362,102</u>

4 Operating loss

	2022 £	2021 £
Operating loss for the year is stated after charging/(crediting):		
Government grants	-	(112,102)
Depreciation of owned tangible fixed assets	625,121	844,699
Impairment of owned tangible fixed assets	2,304,380	-
Profit on disposal of tangible fixed assets	(317,890)	(323,308)
Amortisation of intangible assets	29,848	24,998
Operating lease charges	98,979	85,348
	<u>2,710,338</u>	<u>414,637</u>

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

5 Auditor's remuneration

	2022 £	2021 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	23,000	21,000
	<u> </u>	<u> </u>
For other services		
All other non-audit services	8,614	6,600
	<u> </u>	<u> </u>

6 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022 Number	2021 Number
Directors	2	2
Administrative Staff	13	11
Site Staff	37	40
	<u> </u>	<u> </u>
Total	52	53
	<u> </u>	<u> </u>

Their aggregate remuneration comprised:

	2022 £	2021 £
Wages and salaries	925,504	656,874
Pension costs	21,797	14,868
	<u> </u>	<u> </u>
	947,301	671,742
	<u> </u>	<u> </u>

7 Interest receivable and similar income

	2022 £	2021 £
Interest income		
Interest on bank deposits	585	-
	<u> </u>	<u> </u>
	585	-
	<u> </u>	<u> </u>
Investment income includes the following:		
	£	£
Interest on financial assets not measured at fair value through profit or loss	585	-
	<u> </u>	<u> </u>

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

8 Interest payable and similar expenses

	2022	2021
	£	£
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	-	2,764
	<u> </u>	<u> </u>

9 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2022	2021
	£	£
Loss before taxation	(3,379,727)	(1,738,282)
	<u> </u>	<u> </u>
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	(642,148)	(330,274)
Tax effect of expenses that are not deductible in determining taxable profit	-	10,260
Tax effect of income not taxable in determining taxable profit	-	(61,429)
Unutilised tax losses carried forward	642,148	372,462
Permanent capital allowances in excess of depreciation	-	8,981
	<u> </u>	<u> </u>
Taxation charge for the year	-	-
	<u> </u>	<u> </u>

At the balance sheet the company had losses carried of £40,189,832 (2021: £36,810,105) to utilise against future taxable profits.

10 Impairments

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

	Notes	2022	2021
		£	£
In respect of:			
Property, plant and equipment	12	2,304,380	-
		<u> </u>	<u> </u>
Recognised in:			
Exceptional items		2,304,380	-
		<u> </u>	<u> </u>

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

10 Impairments

(Continued)

All asset classes listed above are deemed to form part of one Cash Generating Unit (CGU), namely "Visitor Attractions".

The business remains in a loss making position and the Company has considered the economic performance of the CGU in determining an impairment is required.

The impairment recognition for all asset classes has been calculated based on the likely recoverable amount, considering fair values, less costs to sell.

Fair value calculations have been established by considering the market value of assets held within each asset class of the CGU.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

11 Intangible fixed assets

	Trademarks £	Website £	Total £
Cost			
At 1 January 2022	250,000	33,964	283,964
Additions	-	21,820	21,820
At 31 December 2022	250,000	55,784	305,784
Amortisation and impairment			
At 1 January 2022	24,998	-	24,998
Amortisation charged for the year	24,999	4,849	29,848
At 31 December 2022	49,997	4,849	54,846
Carrying amount			
At 31 December 2022	200,003	50,935	250,938
At 31 December 2021	225,002	33,964	258,966

12 Tangible fixed assets

	Freehold land and buildings £	Plant and equipment £	Fixtures and fittings £	Computer Equipment £	Ride and site equipment £	Total £
Cost						
At 1 January 2022	25,387,604	342,527	698,200	215,702	6,914,772	33,558,805
Additions	895,324	-	-	1,995	31,048	928,367
Disposals	(47,494)	(156,123)	-	-	(1,702,547)	(1,906,164)
At 31 December 2022	26,235,434	186,404	698,200	217,697	5,243,273	32,581,008
Depreciation and impairment						
At 1 January 2022	18,671,908	332,377	698,200	215,702	5,001,275	24,919,462
Depreciation charged in the year	62,613	10,150	-	109	552,249	625,121
Impairment losses	2,304,380	-	-	-	-	2,304,380
Eliminated in respect of disposals	(47,493)	(156,123)	-	-	(1,083,968)	(1,287,584)
At 31 December 2022	20,991,408	186,404	698,200	215,811	4,469,556	26,561,379
Carrying amount						
At 31 December 2022	5,244,026	-	-	1,886	773,717	6,019,629
At 31 December 2021	6,715,696	10,150	-	-	1,913,497	8,639,343

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

13 Stocks

	2022 £	2021 £
Finished goods and goods for resale	18,600	24,822

14 Debtors

	2022 £	2021 £
Amounts falling due within one year:		
Trade debtors	205,799	293,624
Amounts owed by group undertakings	307,654	3,227
Other debtors	1,500	19,887
Prepayments and accrued income	312,994	336,210
	827,947	652,948

15 Creditors: amounts falling due within one year

	Notes	2022 £	2021 £
Trade creditors		322,770	427,307
Amounts owed to group undertakings		80,179	124,670
Taxation and social security		38,240	55,027
Deferred income	16	412,031	88,561
Other creditors		82,854	905,060
Accruals and deferred income		153,293	167,913
		1,089,367	1,768,538

16 Deferred income

	2022 £	2021 £
Other deferred income	412,031	88,561

17 Retirement benefit schemes

	2022 £	2021 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	21,797	14,868

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

18 Share capital

	2022 Number	2021 Number	2022 £	2021 £
Ordinary share capital Issued and fully paid				
Ordinary of £1 each	63,724,468	63,724,468	63,724,468	63,724,468

19 Share premium account

	2022 £	2021 £
At the beginning and end of the year	1,790,000	1,790,000

20 Profit and loss reserves

	2022 £	2021 £
At the beginning of the year	(55,912,863)	(54,174,581)
Loss for the year	(3,379,727)	(1,738,282)
At the end of the year	(59,292,590)	(55,912,863)

21 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2022 £	2021 £
Within one year	55,500	55,500

22 Related party transactions

In accordance with FRS 102, disclosures have not been given of transactions entered into between two or more members of the group, on the basis that any subsidiary which is a party to the transaction is wholly owned.

SANDS HERITAGE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

23 Ultimate controlling party

At the balance sheet date, the immediate parent company was Margate Estates Limited, a company registered in Guernsey, with a registered office at PO Box 142, The Beehive, Rohais, St. Peter Port, Guernsey GY1 3HT.

The ultimate controlling party was LTO III GP Limited, a partnership registered in Jersey, with a registered office at 2nd Floor, Gaspe House 66-72, St Helier, Jersey, JE1 1GH.

At the sign off date, the immediate parent company is LN-Gaiety Holdings Limited, a company registered in England, with a registered office at 30 St. John Street, London, England, EC1M 4AY.

The ultimate controlling party is Live Nation Entertainment, Inc, a company registered in Delaware, United States, with a registered office at 3411 Silverside Road Tatnall Building #104, Wilmington, DE 19810, New Castle County, USA.

24 Cash (absorbed by)/generated from operations

	2022 £	2021 £
Loss for the year after tax	(3,379,727)	(1,738,282)
Adjustments for:		
Finance costs	-	2,764
Investment income	(585)	-
Gain on disposal of tangible fixed assets	(317,890)	(323,308)
Amortisation and impairment of intangible assets	29,848	24,998
Depreciation and impairment of tangible fixed assets	2,929,501	844,699
Movements in working capital:		
Decrease in stocks	6,222	8,320
(Increase)/decrease in debtors	(174,999)	1,246,923
(Decrease)/increase in creditors	(1,002,641)	904,246
Increase/(decrease) in deferred income	323,470	(73,234)
Cash (absorbed by)/generated from operations	(1,586,801)	897,126

25 Post Balance Sheet Events

On 14 December 2023 Margate Estates Ltd sold 100% of its shareholding in the company to LN Gaiety Holdings Ltd. There were multiple stages to this transaction. They included a capital reduction reducing share capital to £1 with the balance being available for distribution, and the acquisition of AG Margate Propco 2 Ltd as part of the asset reorganisation of the Margate Estates Ltd group prior to sale. Existing board members have been joined by appointments from the wider group following completion of the transaction.

26 Analysis of changes in net funds

	1 January 2022 £	Cash flows £	31 December 2022 £
Cash at bank and in hand	1,794,064	(1,599,933)	194,131

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.