LONDON SKY GARDEN LTD

GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS AND

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2021

Wags LLP t/a Wagstaffs
Chartered Accountants and Statutory Auditors
Richmond House
Walkern Road
Stevenage
Hertfordshire
SG1 3QP

CONTENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2021

	Page	
Company information	1	
Group strategic report	2 to 3	
Report of the directors	4 to 5	
Report of the independent auditors	6 to 9	
Consolidated income statement	10	
Consolidated other comprehensive income	11	
Consolidated statement of financial position	12 to 1	3
Company statement of financial position	14	
Consolidated statement of changes in equity	15 to 1	6
Company statement of changes in equity	17	
Consolidated statement of cash flows	18	
Notes to the consolidated statement of cash flows	19 to 20	0
Notes to the consolidated financial statements	21 to 3	6

LONDON SKY GARDEN LTD

COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2021

Directors:	D Su K Okamoto
Registered office:	The Riverside Building County Hall Westminster Bridge Road London SE1 7PB
Registered number:	10480894 (England and Wales)
Auditors:	Wags LLP t/a Wagstaffs Chartered Accountants and Statutory Auditors Richmond House Walkern Road Stevenage Hertfordshire SG1 3QP

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31ST DECEMBER 2021

The directors present their strategic report of the company and the group for the year ended 31st December 2021.

Review of business

London Sky Garden Limited is the holding company for a number of property and visitor attraction ventures located mainly in the UK and Europe together with a growing portfolio based in Asia.

The income for the group amounts to just over £7.8m for the 12 months trading to 31st December 2021, which compares to just over £5.6m when looking at the trading performances for each entity for the year to 31st December 2020 - an increase of 39%. The increase in turnover arises following the easing of restrictions following the COVID-19 pandemic and its effect on the trade of the group in the previous year given forced closures. In particular, this year has seen an increase in rental income coupled with a significant increase in visitors at the attractions as a result of national government imposed lockdowns being lifted.

The overall group adjusted EBITDA yielded a surplus of £0.6m (8.2%) (2020: £0.8m deficit (-14.3%)).

The current economic outlook remains uncertain in Europe in the coming years. This arises following the cost of living crisis, the conflict in Ukraine and China's zero COVID policy that has caused major supply chain disruption.

Principal risks and uncertainties

Competition in the leisure and entertainment industry together with economic uncertainties that impact directly on visitor numbers represent continuing risks for the group. The directors continually monitor visitor numbers together with the creation of innovative attraction enhancements in order to mitigate these risks.

COVID-19 continues to present trading risks and uncertainties as the global vaccination programme continues to be rolled out, coupled with China's zero COVID policy that is having a major impact on the global supply chain and of course the number of visitors from China to the group's attractions.

The directors have taken a number of measures to monitor and mitigate the risks presented by COVID-19, such as health and safety measures for our staff (social distancing and home working) together with enhanced measures at our visitor attractions.

Challenges faced by our tenants will likely lead to short term support including rent holidays and / or extended credit terms. These measures are expected to ensure ongoing cashflow for the group once these short term economic challenges are mitigated.

The outlook for energy costs is expected to see substantial increases in the coming year. The directors are taking active steps to mitigate these risks by seeking competitive contractual arrangements with energy providers and brokers as appropriate.

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31ST DECEMBER 2021

Future developments

On behalf of the board:

22nd September 2022

The group continue to invest in each of the existing visitor attractions together with developing new revenue streams to offset the current economic uncertainty. Such investments are now being considered globally so as not to limit the group's economic exposure just to the UK and Europe.

In the coming year, the directors will seek further property acquisitions to enhance the existing portfolio and further increase rental income and long term group capital value.

So far, 2022 has brought continued uncertainty following the ongoing COVID-19 pandemic globally - particularly relating to China's zero COVID policy. This combined with the Ukrainian crises is seeing global energy costs and domestic inflation reaching double digits in Europe. In terms of macro economic trends, this has seen volatility in foreign currency rates together with central bank interest rates being pushed up rapidly. This trend is also expected to see challenges to liquidity in the coming months as suppliers and customers face challenges to their own cashflow.

Considering the impact on each component entity, the visitor attractions may face a reduction in visitor numbers given the impact of the macro economic factors on household disposable incomes. This is may lead to additional cashflow pressures within the group and in particular our suppliers and customers, who are also faced with the same challenges.

Given the nature of the group activities and the proven resilience of the visitor attraction businesses, the directors believe that these short term challenges can be managed. The group has a strong statement of financial position, together with significant cash reserves in order to continue to operate for the longer term.

K Okamoto - Director			

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2021

The directors present their report with the financial statements of the company and the group for the year ended 31st December 2021.

Dividends

No dividends will be distributed for the year ended 31st December 2021.

Directors

The directors shown below have held office during the whole of the period from 1st January 2021 to the date of this report.

D Su

K Okamoto

Financial instruments

The company's operations expose it to a variety of financial risks that include the effects of changes in commodity market prices, exchange rate risk, credit risk, liquidity risk and interest rate risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the group by monitoring all levels of the related costs.

Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department. The department has a policy and procedures manual that sets out specific guidelines to manage interest rate risk, credit risk and circumstances where it would be appropriate to use financial instruments to manage these.

Disclosure in the strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of future developments.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2021

Statement of directors' responsibilities

The directors are responsible for preparing the Group strategic report, the Report of the directors 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement as to disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

Auditors

The auditors, Wags LLP t/a Wagstaffs, are deemed to be reappointed in accordance with Section 487(2) of the Companies

ACC 2000.		
On behalf of the board:		
K Okamoto - Director		
22nd September 2022		

Opinion

We have audited the financial statements of London Sky Garden Ltd (the 'parent company') and its subsidiaries (the 'group') for the year ended 31st December 2021 which comprise the Consolidated income statement, Consolidated other comprehensive income, Consolidated statement of financial position, Company statement of changes in equity, Company statement of changes in equity, Consolidated statement of cash flows and Notes to the consolidated statement of cash flows, 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 group's and of the parent company affairs as at 31st December 2021 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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 group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The directors are responsible for the other information. The other information comprises the information in the Group strategic report and the Report of the directors, but does not include the financial statements and our Report of the auditors 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 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 the audit:

- the information given in the Group strategic report and the Report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group strategic report and the Report of the directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group strategic report or the Report of the directors.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of directors' responsibilities set out on page five, 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 necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the auditors 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.

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 framework applicable to the company and the sector in which they operate. We determined that the following laws and regulations were most significant: the Companies Act 2006 and UK corporate taxation laws.
- We obtained an understanding of how the company is complying with those legal and regulatory frameworks by making inquiries to the management. We corroborated our inquiries through our review of board minutes and papers provided by those charged with governance.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the engagement team include:
 - identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
 - understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process;
 - challenging assumptions and judgments made by management in its significant accounting estimates;
 - identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
 - assessing the extent of compliance with the relevant laws and regulations.
- We have reviewed the financial statements and considered whether they are consistent with our understanding of the entity or indicate a previously unrecognised risk of material misstatement that could be due to fraud.

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 Report of the auditors.

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 a Report of the auditors 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.

M R Hubbocks FCA (Senior Statutory Auditor) for and on behalf of Wags LLP t/a Wagstaffs Chartered Accountants and Statutory Auditors Richmond House Walkern Road Stevenage Hertfordshire SG1 3QP

23rd September 2022

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2021

		2021	2020
	Notes	£	£
REVENUE	4	7,843,498	5,648,375
Cost of sales		(7,720,946)	(6,384,415)
GROSS PROFIT/(LOSS)		122,552	(736,040)
Administrative expenses		(2,056,513)	(1,867,549)
		(1,933,961)	(2,603,589)
Other operating income		935,018	19,122
OPERATING LOSS		(998,943)	(2,584,467)
Interest receivable and similar income		97,322	114,818
		(901,621)	(2,469,649)
Interest payable and similar expenses	6	(21,450)	(208,188)
LOSS BEFORE TAXATION	7	(923,071)	(2,677,837)
Tax on loss	8	1,962	30,101
LOSS FOR THE FINANCIAL YEAR		(921,109)	(2,647,736)
Loss attributable to:		(004.407)	/2.640.070\
Owners of the parent		(921,187)	(2,648,078) 342
Non-controlling interests		<u>78</u> (921,109)	(2,647,736)

CONSOLIDATED OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31ST DECEMBER 2021

<u> </u>	Notes	2021 £	2020 £
LOSS FOR THE YEAR		(921,109)	(2,647,736)
OTHER COMPREHENSIVE INCOME			
Foreign exchange translations on subsidiary accounts		-	134,140
Income tax relating to other comprehensive income		<u>-</u>	
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX			134,140
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(921,109)	(2,513,596)
		(322,103)	(2,313,330)
Total comprehensive income attributable to: Owners of the parent		(921,187)	(2,513,938)
Non-controlling interests		<u>78</u> (921,109)	342 (2,513,596)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 31ST DECEMBER 2021

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19,108,358 	21,433,470
19,108,358 	21,433,470
	
19,112,561	21,440,760
19,112,561	21,440,760
113,454	125,081
•	12,035,632
5,246,272	3,722,628
16,638,144	15,883,341
(15,029,455)	(15,089,353)
1,608,689	793,988
20,721,250	22,234,748
(11.358.789)	(11,993,210)
	10,241,538
	16,638,144 (15,029,455) 1,608,689

CONSOLIDATED STATEMENT OF FINANCIAL POSITION - continued 31ST DECEMBER 2021

		2021	2020
	Notes	£	£
CAPITAL AND RESERVES			
Called up share capital	18	100	100
Capital contribution reserve	19	13,432,853	13,432,853
Retained earnings	19	(4,118,145)	(3,196,958)
SHAREHOLDERS' FUNDS		9,314,808	10,235,995
NON-CONTROLLING INTERESTS	20	47,653	5,543
TOTAL EQUITY		9,362,461	10,241,538

The financial statements were approved by the Board of Directors and authorised for issue on 22nd September 2022 and were signed on its behalf by:

K Okamoto - Director

COMPANY STATEMENT OF FINANCIAL POSITION 31ST DECEMBER 2021

		2021	2020
	Notes	£	£
FIXED ASSETS			
Intangible assets	10	-	-
Property, plant and equipment	11	-	-
Investments	12	13,432,853	13,432,853
		13,432,853	13,432,853
CURRENT ASSETS			
Debtors	14	140,117	140,117
Cash at bank		100	100
		140,217	140,217
CREDITORS			
Amounts falling due within one year	15	(140,117)	(140,117)
NET CURRENT ASSETS		100	100
TOTAL ASSETS LESS CURRENT			
LIABILITIES		<u>13,432,953</u>	13,432,953
CAPITAL AND RESERVES			
Called up share capital	18	100	100
Capital contribution reserve	19	13,432,853	13,432,853
SHAREHOLDERS' FUNDS		13,432,953	13,432,953
Company's profit for the financial year		_	

The financial statements were approved by the Board of Directors and authorised for issue on 22nd September 2022 and were signed on its behalf by:

K Okamoto - Director

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

	Called up share capital £	Retained earnings £	Capital contribution reserve £
Balance at 1st January 2020	100	(683,020)	13,432,853
Changes in equity			
Deficit for the year	-	(2,648,078)	-
Other comprehensive income	-	134,140	-
Total comprehensive income	-	(2,513,938)	-
Balance at 31st December 2020	100	(3,196,958)	13,432,853
Changes in equity			
Deficit for the year	-	(921,187)	-
Total comprehensive income	-	(921,187)	-
	100	(4,118,145)	13,432,853
Acquisition of non-controlling			·
interest	-	-	_
Balance at 31st December 2021	100	(4,118,145)	13,432,853

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

	Total £	Non-controlling interests £	Total equity £
Balance at 1st January 2020	12,749,933	5,201	12,755,134
Changes in equity			
Deficit for the year	(2,648,078)	342	(2,647,736)
Other comprehensive income	134,140	-	134,140
Total comprehensive income	(2,513,938)	342	(2,513,596)
Balance at 31st December 2020	10,235,995	5,543	10,241,538
Changes in equity			
Deficit for the year	(921,187)	78	(921,109)
Total comprehensive income	(921,187)	78	(921,109)
	9,314,808	5,621	9,320,429
Acquisition of non-controlling			
interest		42,032	42,032
Balance at 31st December 2021	9,314,808	47,653	9,362,461

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

	Called up share capital £	Retained earnings £	Capital contribution reserve £	Total equity £
Balance at 1st January 2020	100	-	13,432,853	13,432,953
Changes in equity				
Balance at 31st December 2020	100	-	13,432,853	13,432,953
Changes in equity				
Balance at 31st December 2021	100	-	13,432,853	13,432,953

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST DECEMBER 2021

		2021	2020
	Notes	£	£
Cash flows from operating activities			
Cash generated from operations	1	1,749,472	(1,326,418)
Interest paid		(21,450)	(208,188)
Tax paid		_	(226,124)
Net cash from operating activities		1,728,022	(1,760,730)
Cash flows from investing activities			
Purchase of intangible fixed assets		-	(3,939)
Purchase of tangible fixed assets		(675,218)	(620,524)
Interest received		97,322	114,818
Net cash from investing activities		(577,896)	(509,645)
Cash flows from financing activities			
New loans in year		331,486	1,349,780
Share issue		42,032	
Net cash from financing activities		373,518	1,349,780
Increase/(decrease) in cash and cash equ Cash and cash equivalents at beginning	ivalents	1,523,644	(920,595)
of year	2	3,722,628	4,643,223
Cash and cash equivalents at end of			
year	2	<u> 5,246,272</u>	3,722,628

NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST DECEMBER 2021

1. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	2021	2020
	£	£
Loss before taxation	(923,071)	(2,677,837)
Depreciation charges	1,430,886	1,785,497
Foreign exchange	1,359,282	(1,051,875)
Fixed asset impairments	213,249	-
Finance costs	21,450	208,188
Finance income	(97,322)	(114,818)
	2,004,474	(1,850,845)
Decrease/(increase) in inventories	11,627	(35,419)
Decrease in trade and other debtors	759,176	213,923
(Decrease)/increase in trade and other creditors	(1,025,805)	345,923
Cash generated from operations	1,749,472	(1,326,418)

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of cash flows in respect of cash and cash equivalents are in respect of these Statement of financial position amounts:

Year ended 31st December 2021

	31.12.21	1.1.21
	£	£
Cash and cash equivalents	5,246,272	3,722,628
Year ended 31st December 2020		
	31.12.20	1.1.20
	£	£
Cash and cash equivalents	3,722,628	4,740,859
Bank overdrafts		(97,636)
	3,722,628	4,643,223

NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST DECEMBER 2021

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.1.21 £	Cash flow £	At 31.12.21 £
Net cash			
Cash at bank	3,722,628	1,523,644	5,246,272
	3,722,628	1,523,644	5,246,272
Debt			
Debts falling due within 1 year	(9,494,257)	683,786	(8,810,471)
Debts falling due after 1 year	(9,694,383)	408,059	(9,286,324)
	(19,188,640)	1,091,845	(18,096,795)
Total	(15,466,012)	2,615,489	(12,850,523)

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

1. STATUTORY INFORMATION

London Sky Garden Ltd is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. STATEMENT OF COMPLIANCE

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

3. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention.

Basis of consolidation

The group consolidated financial statement include the financial statements of the company and all of its subsidiary undertakings made up to 31 December 2021. A subsidiary is an entity controlled by the group. Control is power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where a subsidiary has different accounting policies to the group, adjustments are made to those subsidiary financial statement to apply the group's accounting policies when preparing the consolidated financial statements.

Non-controlling interests

Non-controlling interests at the statement of financial position date, being the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the company, whether directly or indirectly through subsidiaries, are presented in the consolidated statement of financial position separately from liabilities and shareholders' equity. Non-controlling interests in the results of the group for the year are also separately presented in the consolidated statement of comprehensive income.

Fixed asset investments

Fixed asset investments are stated at cost less provision for diminution in value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

3. ACCOUNTING POLICIES - continued

Significant judgements and estimates

In the application of the group's accounting policies, which are described below, management is required to make judgements estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are described below.

Useful Economic Life of Tangible Assets:

The annual depreciation charge for tangible fixed assets is sensitive to changes in the estimated useful 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 physical condition of the assets.

Revenue

Revenue represents the total invoice value, excluding value added tax, trade discounts and all other taxes of sales made during the year.

Revenue recognition

Revenue is recognised when goods have been delivered and services supplied to customers such that risks and rewards of ownership have transferred to them.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Licences are being amortised evenly over their estimated useful life of five years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

3. ACCOUNTING POLICIES - continued

Property, plant and equipment

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property - Not depreciated

Long leasehold - over the life of the lease Fixtures and fittings - 33% on cost and 20% on cost

Motor vehicles - 20% on cost Computer equipment - 25% on cost

Land and buildings are not depreciated. Given they are maintained to a high standard, depreciation is not material and the directors believe this treatment to be appropriate.

Inventories

Inventories and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is calculated using the first-in, first-out method and includes all purchase, transport, and handling costs in bringing stocks to their present location and condition.

Tax

Tax for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred tax assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

3. ACCOUNTING POLICIES - continued

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the income statement in the period to which they relate.

4. REVENUE

The revenue and loss before taxation are attributable to the one principal activity of the group.

An analysis of revenue by geographical market is given below:

		2021	2020
		£	£
	United Kingdom	1,190,378	1,399,202
	Europe	6,653,120	4,249,173
	·	7,843,498	5,648,375
5.	EMPLOYEES AND DIRECTORS		
		2021	2020
		£	£
	Wages and salaries	1,706,214	1,379,236
	Social security costs	406,876	414,701
	,	2,113,090	1,793,937
	The average number of employees during the year was as follows:		
		2021	2020
	Directors of components	1	1
	Production and operatives	103	81
		104	82

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

5.	EMPLOYEES AND DIRECTORS - continued		
		2021 £	2020 £
	Directors' remuneration		<u> </u>
6.	INTEREST PAYABLE AND SIMILAR EXPENSES		
		2021	2020
	Other interest Interest payable	£ (17,559) 39,009 21,450	£ 174,984 33,204 208,188
7.	LOSS BEFORE TAXATION		
	The profit is stated after charging/(crediting):		
		2020 £	2019 £
	Auditors' remuneration	39,000	40,750
	Foreign exchange differences	76,557	41,051
	Depreciation of tangible fixed assets Amortisation of intangible fixed assets	1,775,785 9,713	1,475,350 4,010
	Amortisation of intaligible fixed assets		4,010
8.	TAXATION		
	Analysis of the tax credit The tax credit on the loss for the year was as follows:		
	·	2021	2020
		£	£
	Deferred tax	(1,962)	(30,101)
	Tax on loss	<u>(1,962</u>)	<u>(30,101</u>)

UK corporation tax has been charged at 19 % (2020 - 19 %).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

8. TAXATION - continued

Reconciliation of total tax credit included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2021	2020
	£	£
Loss before tax	(923,071)	(2,677,837)
Loss multiplied by the standard rate of corporation tax in the UK of		
19 % (2020 - 19 %)	(175,383)	(508,789)
Effects of:		
Expenses not deductible for tax purposes	182,478	85,090
Depreciation in excess of capital allowances	50,911	-
Utilisation of tax losses	(41,545)	(24,043)
Foreign losses not deductible	(16,461)	447,742
Deferred tax	(1,962)	(30,101)
Total tax credit	<u>(1,962</u>)	(30,101)

Tax effects relating to effects of other comprehensive income

There were no tax effects for the year ended 31st December 2021.

	2020		
	Gross	Tax	Net
	£	£	£
Foreign exchange translations on			
subsidiary accounts	134,140		134,140
	134,140		134,140

9. **INDIVIDUAL INCOME STATEMENT**

As permitted by Section 408 of the Companies Act 2006, the Income statement of the parent company is not presented as part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

10. INTANGIBLE FIXED ASSETS

G	rot	ın
_		4 P

Licences
£
58,818
(3,871)
54,947
51,528
2,607
(3,391)
50,744
4,203
7,290

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

11. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold property £	Long leasehold £	Plant and machinery £
Cost At 1st January 2021	2,404,145	1,302,401	43,767,182
At 1st January 2021 Additions	2,404,145	1,302,401	675,218
Impairments	_	(415,201)	0/3,218
Exchange differences	•	(413,201)	(3,038,602)
At 31st December 2021	2,404,145	887,200	41,403,798
Depreciation			,,
At 1st January 2021	-	567,791	25,524,403
Charge for year	-	51,271	1,355,489
Impairments	-	(201,952)	-
Exchange differences		_	(1,679,800)
At 31st December 2021	-	417,110	25,200,092
Net book value			
At 31st December 2021	2,404 ,145	470,090	16,203,706
At 31st December 2020	2,404,145	734,610	18,242,779

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

11. PROPERTY, PLANT AND EQUIPMENT - continued

Group

	Fixtures			
	and	Motor	Computer	
	fittings	vehicles	equipment	Totals
	£	£	£	£
Cost				
At 1st January 2021	219,549	133,153	36,734	47,863,164
Additions	•	-	•	675,218
Impairments	-	-	-	(415,201)
Exchange differences		-	-	(3,038,602)
At 31st December 2021	219,549	133,153	36,734	45,084,579
Depreciation				
At 1st January 2021	219,435	81,331	36,734	26,429,694
Charge for year	114	21,405	-	1,428,279
Impairments	-	-	-	(201,952)
Exchange differences		-	-	(1,679,800)
At 31st December 2021	219,549	102,736	36,734	25,976,221
Net book value				
At 31st December 2021		30,417	-	19,108,358
At 31st December 2020	114	51,822	-	21,433,470

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

12. FIXED ASSET INVESTMENTS

Cioup	Interest in other participating interests £
Cost	
At 1st January 2021 and 31st December 2021 Provisions	2,298,988
At 1st January 2021 and 31st December 2021 Net book value	2,298,988
At 31st December 2021	_
At 31st December 2020	
Company	Shares in group undertakings f
Cost	•
At 1st January 2021 and 31st December 2021 Net book value	13,432,853
At 31st December 2021	13,432,853
At 31st December 2020	13,432,853

The group or the company's investments at the Statement of financial position date in the share capital of companies include the following:

Subsidiaries

All About Quality Limited

Registered office: County Hall, Riverside Buildings, Westminster Bridge, London, SE1 7PB

Nature of business: Holding company

Class of shares: holding Ordinary 100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

12. FIXED ASSET INVESTMENTS - continued

County Hall Space Ltd

Registered office: County Hall, Riverside Buildings, Westminster Bridge, London, SE1 7PB

Nature of business: Management of visitor attractions and events

%

Class of shares: holding Ordinary 99.95

Rocks & Waves Cinema Ltd

Registered office: County Hall, Riverside Buildings, Westminster Bridge, London, SE1 7PB

Nature of business: Motion picture production activities

%

Class of shares: holding Ordinary 97.92

Cineaqua SAS

Registered office: 5 Av. Albert De Mun, 75116, Paris, France Nature of business: Amusement and theme park activities

%

Class of shares: holding Ordinary 100.00

Restaurant de L'Aquarium de Paris SAS

Registered office: 5 Av. Albert De Mun, 75116, Paris, France

Nature of business: Traditional catering

%

Class of shares: holding Ordinary 50.50

County Hall Entertainment Limited

Registered office: County Hall, Riverside Buildings, Westminster Bridge, London, SE1 7PB

Nature of business: Rental company

%

Class of shares: holding Ordinary 99.95

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

12. FIXED ASSET INVESTMENTS - continued

Associated company

Ozu Limited

Registered office: County Hall, Riverside Buildings, Westminster Bridge, London, SE1 7PB

Nature of business: Holding company

Class of shares: holding Ordinary 49.00

 2021
 2020

 £
 £

 £
 £

 Aggregate capital and reserves
 3,652,535
 3,367,897

 Profit/(loss) for the year
 284,638
 (327,032)

13. INVENTORIES

 Group

 2021
 2020

 £
 £

 f
 £

 113,454
 125,081

14. **DEBTORS**

	G	roup	Cor	mpany
	2021	2020	2021	2020
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	465,468	1,156,143	-	-
Amounts owed by connected companies	4,253,765	4,479,784	140,117	140,117
Other debtors	516,734	363,247	-	-
VAT	176,984	-	•	-
Deferred tax asset	51,814	49,852	-	-
Prepayments and accrued income	560,584	422,548		
	6,025,349	6,471,574	140,117	140,117

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

14. **DEBTORS** - continued

	Group	Cor	mpany
	2021 2020	2021	2020
	£ £	£	£
Amounts falling due after more than	one year:		
Amounts owed by connected companies	4,539,417 4,859,20	9 -	-
Other debtors	713,652 704,84	9	
	5,253,069 5,564,05	-	
Aggregate amounts	11,278,418 12,035,63	2 140,117	140,117
Deferred tax asset		G	iroup
Deferred tax asset		G	iroup

Accelerated capital allowances
Tax losses carried forward

2021 2020 £ f 9,083 (9,737) 42,731 59,589 51,814 49,852

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Comp	any
	2021	2020	2021	2020
	£	£	£	£
Bank loans and overdrafts (see note 17)	190,375	-	-	-
Other loans (see note 17)	8,620,096	9,494,257	-	-
Trade creditors	1,470,293	928,460	-	-
Amounts owed to group undertakings	-	-	140,117	140,117
Social security and other taxes	757,122	567,867	-	-
VAT	•	113,823	•	-
Other creditors	1,990,669	1,842,268	-	-
Accruals and deferred income	2,000,900	2,142,678	-	-
	15,029,455	15,089,353	140,117	140,117

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

- 4.C ADEDITADO, ARAQUIRITO DALLIRIA DILID RETEDIRADOR TURRI ARIO VERD			
	16	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE Y	/FAD

	Gr	oup
	2021	2020
	£	£
Bank loans (see note 17)	1,490,891	1,349,780
Other loans (see note 17) Amounts owed to connected companies	7,795,433	8,344,603
	2,072,465	2,298,827
	11,358,789	11,993,210

17. **LOANS**

An analysis of the maturity of loans is given below:

		Group	
		2021	2020
		£	£
Amounts falling due within one year or	on demand:		
Bank loans		190,375	-
Other loans		8,620,096	9,494,257
		8,810,471	9,494,257
Amounts falling due between two and	five years:		
Bank loans		1,490,891	1,349,780
Amounts falling due in more than five	years:		
Repayable otherwise than by	instalments		
Other loans		<u>7,795,433</u>	8,344,603
CALLED UP SHARE CAPITAL			

18.

Allotted, issued and fully paid:

Number:	Class:	Nominal	2021	2020
		value:	£	£
100	Ordinary	£1	<u> 100</u>	100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

19.	RESERVES			
	Group			
			Capital	
		Retained	contribution	
		earnings	reserve	Totals
		£	£	£
	At 1st January 2021	(3,196,958)	13,432,853	10,235,895
	Deficit for the year	(921,187)		(921,187)
	At 31st December 2021	(4,118,145)	13,432,853	9,314,708
				,
	Company			
			Capital	
		Retained	contribution	
		earnings	reserve	Totals
		£	£	£
	At 1st January 2021	_	13,432,853	13,432,853
	Profit for the year	-		-
	At 31st December 2021	_	13,432,853	13,432,853
20.	NON CONTROLLING INTERESTS			
20.	NON-CONTROLLING INTERESTS			
		:	2021	2020
			£	£
	Opening non-controlling interests		5,543	5,201
	Share of results		108	342
	Acquisition of non-controlling interest		42,032	
	Closing non-controlling interests		47,683	5,543

21. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities, which have been eliminated on consolidation, are not disclosed within the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2021

21. RELATED PARTY DISCLOSURES - continued

Included within creditors falling due within one year are amounts of £8,620,096 (2020: £9,494,257) and £1,824,093 (2020: £1,824,093) relating to amounts due to directors of components of the group. There are no formal repayment terms agreed on these loans and the loans are interest free and repayable on demand.

Included within debtors falling due after more than one year is an amount of £183,549 (2020: £183,549) due from the directors of components of the group, on which interest is charged at a rate of 2% above the Bank of England Base Rate per annum and is due for repayment by 2027. A further amount of £530,103 (2020: £521,300), on which interest is charged at a rate of 1.75% above the Bank of England Base Rate per annum and is due for repayment by 2029.

Included in debtors due within one year is £4,113,648 (2020: £4,339,667) and included in debtors due after more than one year is £4,539,417 (2020: £4,859,209) due from a party in which the group has a participating interest.

Other amounts included within debtors falling due within one year is a balance of £140,117 (2020: £140,117) due from a connected company of the group.

Included within creditors due after more than one year is £2,072,465 (2020: £2,298,827) due from a party in which the group has a participating interest.

The directors have sole responsibility for planning, directing and controlling the activities of the group and are therefore considered to be the key management personnel. No remuneration is paid to group directors, however it should be noted that directors of the components of the group, who are also considered to be key management personnel, were remunerated £204,723 (2020: £185,908) in the year. There are no other key management personnel.

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.