Report and Financial
Statements
For the year ended
31 October 2020

Company Registration Number SC171133

SA9P87EX
SCT 28/07/2021 #154
COMPANIES HOUSE

Report and Financial Statements for the year ended 31 October 2020

Contents

	Page
Strategic report	3
Directors' report	5
Independent auditors' report to the shareholders of Edinburgh Festival Centre Limited	7
Statement of income and retained earnings	10
Balance sheet	11
Statement of cash flows	12
Notes to the Financial Statements	13

Directors

Professor Niall Lothian OBE (Chairman) Fergus Linehan Keith Miller CBE Francesca Hegyi OBE

Company Secretary

Francesca Hegyi OBE

Auditors

Saffery Champness LLP Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9BA

Bankers

Royal Bank of Scotland PLC 30 Nicolson Street Edinburgh EH8 9DL

Solicitors

Dentons UK and Middle East LLP Quartermile One 15 Lauriston Place Edinburgh EH3 9EP

Registered office

The Hub, Castlehill Edinburgh EH1 2NE

Strategic report

The directors submit their Annual Report and the Audited Financial Statements for the year ended 31 October 2020.

Results and dividends

There was a loss on ordinary activities after tax for the year of £295,000 (2019: profit of £16,000).

Principal activities and review of the business

The company operates The Hub, which includes the offices of the Edinburgh International Festival Society (EIFS) and Hub Tickets, a ticketing service for EIFS and other event promoters. EFC Ltd has been particularly affected by the COVID-19 pandemic with The Hub closed to the public from mid-March 2020 when the first pandemic related lockdown began. In addition, the 2020 Festival was cancelled, so there were no ticket sales. Tickets already sold on behalf of third-party customers were refunded.

Until mid-March 2020, the company let space in the building for functions and events, including weddings, conferences, and other function business, providing catering services for those events as required. A public restaurant, Café Hub operated from November 2019 until March 2020. Between August and October part of the building was let to EIFS as a recording and performance space.

The loss of EFC's key sources of income as a result of pandemic related closure of its key operations led EFC's board of directors to recommend the mothballing of most of its operations in order to limit further trading losses. Following a statutory consultation process, 39 staff were made redundant on the 1st November 2020, after an eight month period of furlough. A further two staff were TUPE'd into the Edinburgh Festival Society on the 1st November 2020.

Outlook

The financial impact of the pandemic means that EFC's pre-existing business model is no longer viable. The Board of Trustees has agreed to explore options for a restructure of the Group that could benefit both EFC and EIFS. In parallel with this, new commercially viable opportunities will be sought and appraised. Until these questions are fully explored and resolved, EIFS will assume the costs and responsibilities for operating the building.

Hub Tickets has been transferred from EFC to EIFS and will no longer service external clients for the foreseeable future.

Principal risks and uncertainties

EFC currently generates no income and is reliant upon its parent, the Edinburgh International Festival Society for continued financial support. While it remains in the charity's interest to support EFC and protect its assets, affordability continues to be a risk.

Key performance indicators

The core operational requirements of Edinburgh Festival Centre Ltd have been defined by the directors as:

- managing and developing The Hub's events, meetings and catering business to optimise revenue;
- managing and maintaining an historic listed building and providing building support services to the Edinburgh International Festival within The Hub;
- working alongside the Edinburgh International Festival team to deliver customer service appropriate to the August Festival operation.

Whilst these functions had been performing well, the occurrence of the COVID-19 outbreak and the associated cancellation of events, including the Edinburgh International Festival 2020, eliminated the company's ability to generate revenue.

The directors and senior management regularly review a range of detailed key performance indicators to assist with the development and performance of the business. These include but are not limited to: monthly management accounts, and when trading, weekly profit and loss for core trading areas of the catering business, and weekly events

Edinburgh Festival Centre Limited Report and Financial Statements

for the year ended 31 October 2020

sales forecasts.

By order of the board

Fauer Dig

Francesca Hegyi Company Secretary Edinburgh

21 April 2021

Edinburgh Festival Centre Limited Report and Financial Statements

for the year ended 31 October 2020 Directors' report

Directors

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

Professor Niall Lothian OBE (Chairman) Fergus Linehan Keith Miller CBE Francesca Hegyi

Statement of directors' responsibilities

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 period. 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 for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

So far as the directors are aware there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken in order to make themselves aware of all relevant information and to establish that the auditors are aware of that information.

Directors' report (continued)

Auditors

Following a robust tender process, the Board of Trustees recommended the appointment of Saffery Champness as auditors for Edinburgh International Festival and Edinburgh Festival Centre Ltd.

Elective resolutions

Elective resolutions were passed by written resolution of the sole member of the company on 9 February 1998 to dispense with the requirement to: (1) lay accounts and reports before the company in general meeting; and (2) hold annual general meetings.

On behalf of the board

Fauer Dro

Francesca Hegyi Company Secretary

Edinburgh

21 April 2021

Independent auditor's report to the members of Edinburgh Festival Centre Limited

Opinion

We have audited the financial statements of Edinburgh Festival Centre Limited for the year ended 31 October 2020 which comprise the Statement of Income and Retained Earnings, the Balance Sheet, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice). In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2020 and 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

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

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
 cast significant doubt about the company's ability to continue to adopt the going concern basis of
 accounting for a period of at least twelve months from the date when the financial statements are
 authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the 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.

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 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 Directors' Responsibilities Statement set out on page 5, 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.

Report and Financial Statements for the year ended 31 October 2020

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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.

Kenneth McDowell (Senior Statutory Auditor) for and on behalf of Saffery Champness LLP

Chartered Accountants Statutory Auditors

Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9BA

21 April 2021

Statement of income & retained earnings for the year ended 31 October 2020

Turnover Operating costs	Note	2020 £000s 1,250 (1,545)	2019 £000s 2,213 (2,201)
Operating profit / (loss)	2	(295)	12
Bank interest receivable Profit / (loss) before tax	3	(295)	4 16
Tax on profit / (loss) Profit / (loss) for the year	5	<u> </u>	<u> </u>
Retained earnings at 1 November 2019		(67)	(83)
Distributions to parent charity under gift aid Retained earnings at 31 October 2020		0 (362)	0 (67)

The company has no recognised gains and losses other than those included in the loss above.

There is no difference between the profit on ordinary activities for the year stated above and its historical cost equivalent.

Report and Financial Statements for the year ended 31 October 2020 **Balance sheet** as at 31 October 2020

	Note	2020 £000s	2020 £000s	2019 £000s	2019 £000s
Fixed assets					
Tangible assets	. 6		5,739		5,860
Current assets					
Stock	7	5		16	
Debtors	8	47		71	
Bank and cash in hand	14	93		116	
		145		203	
Creditors: Amounts falling due within					
one year	9	(1,473)		(1,288)	
Net current liabilities		_	(1,328)	_	(1,085)
Total assets less current liabilities Creditors: Amounts falling due after more	e than		4,411		4,775
one year		_	(4,772)	_	(4,842)
Net assets		-	(362)	_	(67)
Capital and reserves					
Called up share capital	11		0		0
Profit and loss account		_	(362)	_	(67)
Equity shareholder's funds		_	(362)	•	(67)

The financial statements on pages 10 to 19 were approved by the Board of Directors on 21 April 2021 and were signed on its behalf by:

Niall Lothian, Chairman

Faues L. Francesca Hegyi

Company Registration Number SC171133

Statement of Cash Flows for the year ended 31 October 2020

	Note	2020 £000s	2020 £000s	2019 £000s	2019 £000s
Cashflows from operating activities					
Net cash provided by operating activities	14		(6)		(90)
Cashflows from investing activities Dividends, interest and rents from investments Purchase of property, plant and equipment Net cash used in investing activities		0 (17) —	(17)	0	4
Change in cash and cash equivalents in the year			(22)	guinne.	(86)
Cash and cash equivalents at the beginning of the year	14		116		202
Cash and cash equivalents at the end of the year	14		93		116

Notes to the Financial Statements

1. Accounting policies

Edinburgh Festival Centre Limited is a private company limited by shares incorporated in Scotland. The registered office is The Hub, Castlehill, Edinburgh, EH1 2NE.

Basis of preparation

These financial statements have been prepared in accordance with FRS102 "The financial reporting standard applicable in the UK and the republic of Ireland" and the requirements of the Companies Act 2006. The financial statements are prepared in £ Sterling which is the functional currency of the company rounded to the nearest thousand.

Basis of accounting

The financial statements have been prepared on an historical cost basis in accordance with applicable accounting standards in the United Kingdom. They have been prepared on a going concern basis which assumes that the company will continue to operate albeit that most of the activities will be mothballed. The validity of this assumption is dependent on the continued financial support of the parent company. The parent company has indicated that it will continue its support. If the company was unable to trade, adjustments would have to be made for future liabilities that may arise and to restate assets at their realisable amounts.

A summary of the more important accounting policies is set out below.

Capital grants and donations

Capital grants and donations received in respect of the development of the Edinburgh Festival Centre are included within deferred income in the balance sheet and credited to operating profit over the estimated useful economic lives of the assets to which they relate.

Fixed assets and depreciation

Fixed assets are included in the balance sheet at cost. Depreciation is provided to write off the cost of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Land & buildings 100 years
Furniture & fittings 5-20 years
Computer equipment 3-5 years

Directly attributable finance costs are included in the costs of land & buildings.

It is the company's policy to treat as fixed assets only items with a net cost of £2,000 or greater.

Stock

Stock is valued at the lower of cost and estimated selling price less cost to sell after making allowance for slow and obsolete stock.

Turnover

Turnover represents the amounts received from functions and events, rental income, catering and ticket agency sales exclusive of Value Added Tax. Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance.

Report and Financial Statements for the year ended 31 October 2020 Notes to the Financial Statements (continued)

1. Accounting policies (continued)

Pension scheme arrangements

The company makes a contribution on behalf of staff either to their own or to one of the Edinburgh Festival Centre's workplace money purchase pension schemes. The contributions are charged to the profit and loss account as they fall due. Further information about pension schemes is disclosed in note 12.

Gift aid distributions to parent

Gift Aid donations to the parent charity are recognised in the period in which the donation is made. In line with FRS102 this is treated as a distribution and included in the statement of changes in equity.

Deferred taxation

Deferred taxation is provided at current rates of corporation tax on all timing differences, which have originated, but not reversed by the balance sheet date. Deferred tax assets are only recognised to the extent that it is more likely than not that there will be taxable profits from which the underlying timing differences can be deducted. The company has not adopted a policy of discounting deferred tax assets and liabilities, as permitted by Financial Reporting Standard 102 (FRS102).

Financial instruments

The company only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Leases

Rentals payable under operating leases are charged to the profit and loss account on a straightline basis over the period of the lease.

Judgements in applying accounting policies

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.

In preparing these financial statements, the directors have made the following judgements:

- Tangible fixed assets are depreciated over a period to reflect their estimated useful lives. The
 applicability of the assumed lives is reviewed annually, taking into account factors such as physical
 condition, maintenance and obsolescence.
- Fixed assets are also assessed as to whether there are indicators of Impairment. This assessment
 involves consideration of the economic viability of the purpose for which the asset is used.

2. Profit/loss on ordinary activities

Profit/loss on ordinary activities is stated after charging/(crediting):

	2020	2019
	£000s	£000s
Auditor remuneration in respect of the audit	4	-
Depreciation	119	115
Release of capital grants	(61)	(60)
Operating leases	-	11
HMRC CJRS Grant	(264)	-

Auditor's remuneration in 2019 was borne by the company's parent, Edinburgh International Festival Society.

Report and Financial Statements for the year ended 31 October 2020 Notes to the Financial Statements (continued)

3. Interest receivable

interest receivable	2020 £000s	2019 £000s
Bank interest	•	4

4 Staff numbers and costs

The average number of employees, including seasonal staff, during the year was 44 (2019: 56).

The aggregate remuneration and associated costs of employees are:

	2020	2019
	£000s	£000s
Salaries	789	990
Social security costs	60	75
Pension costs (note 12)	25	35
	874	1,100
		

The directors are considered to be the key management of the company. No remuneration or reimbursement of expenditure was paid by the company to any of the directors. A total of £42,313 was paid in 2020 in respect of termination payments (2019: £47,987).

5. Taxation

The tax charge is based on the profit for the year and represents:

	2020 £000s	2019 £000s
Profit/(loss) on ordinary activities multiplied by the small companies' rate of corporation tax in the UK 19.0% Effects of:	(56)	3
Capital allowances and other timing differences	24	44
Prior year adjustments Use of losses not recognised as a deferred tax asset	32	(47)
Tax charge for the period	-	-

Edinburgh Festival Centre Limited Report and Financial Statements

Report and Financial Statements for the year ended 31 October 2020 Notes to the Financial Statements (continued)

6.	Fixed assets	Land & buildings £000s	Furniture &fittings £000s	Computer equipment £000s	Total £000s
	Cost			2000	
	As at 1st November 2019	6,917	760	113	7,790
	Additions during period	-	17	-	17
	Disposals during period		(65)	(2)	(67)
	As at 31st October 2020	6,917	712	110	7,740
	Depreciation				
	As at 1st November 2019	1,397	430	103	1,930
	Depreciation for period	72	44	3	119
	Impairment of assets for period		9		9
	Loss on disposals during period		11		11
•	Depreciation on disposals for period		(65)	(2)	(67)
	As at 31st October 2020	1,469	428	104	2,001
	Net book value				
	As at 31st October 2020	<u>5,449</u>	<u>285</u>	<u>5</u>	<u>5,739</u>
	As at 31st October 2019	<u>5,520</u>	<u>330</u>	<u>10</u>	<u>5,860</u>
	Included within land & buildings is t	200 601 (2010: £	20 601\ of finance	coete	

Included within land & buildings is £20,691 (2019: £20,691) of finance costs.

7.	Stock	2020 £000s	2019 £000s
	Goods for retail sale	5	16
8.	Debtors	2020 £000s	2019 £000s
	Trade debtors Other debtors VAT recoverable Prepayments Accrued income	2 0 10 7 28	53 9 - 9 -
		47	71

Report and Financial Statements for the year ended 31 October 2020 Notes to the Financial Statements (continued)

9.	Creditors: amounts falling due within one year		
٥.	ordanoro. umbunto funnig ado wanii ono you	2020	2019
		£000s	£000s
	Trading balance due to parent company	1,280	859
	Trade creditors	87	82
	Other creditors	7	67
	Other taxes and social security costs	10	86
	Accruals	17	24
	Deferred income - trade	72	170
		1,473	1,288
		<u> </u>	<u>.</u>
10.	Creditors: amounts falling due after one year	•	
		2020	2019
		£000s	£000s
	Deferred income - trade	1	9
	Deferred income – capital grants	4,771	4,832
		4,772	4,842
	Analysis of deferred income - trade movement		
	Total received at start of year	170	115
	Released in year	(170)	(115)
	Deferred in year	73	179
		73	179
	Deferred income – capital grants		
	. •	2020	2019
		£000s	£000s
	Total received	6,276	6,276
	Released in previous years	(1,444)	(1,384)
	Released in year	(61)	(60)
		4,771	4,832

Capital grants received of £4,771,000 (2019: £4,832,000) represents grants received by Edinburgh Festival Centre Limited in respect of the development of The Hub, less amounts released to date.

Of this balance £4,472,000 will be released after more than five years (2019: £4,532,000).

The Scottish Arts Council Lottery grant of £3,700,000 included within this fund may be repayable to Creative Scotland in certain circumstances and is secured by a standard security over the assets of Edinburgh Festival Centre Limited.

Report and Financial Statements for the year ended 31 October 2020 Notes to the Financial Statements (continued)

11.	Share	capital

	2020 £	2019 £
Allotted, called up and fully paid 2 ordinary shares of £1 each	2	2

12. Pension obligations

The company offers to contribute on behalf of staff either to their own or to one of the Edinburgh Festival Centre's workplace money purchase pension schemes.

A number of the company's former employees are members of the Lothian Pension Fund which is a defined benefit scheme that was funded by contributions partly from the employees and partly from the company at rates determined by an independent actuary. The assets of the scheme are held separately from those of the company. Entry to the Fund for employees of the company was closed to new members on 31 October 2001.

The company is unable to separately identify its share of underlying assets and liabilities of the scheme on a consistent and reasonable basis and therefore, as required by Financial Reporting Standard 102, accounts for the scheme as if it were a defined contribution scheme.

The total costs to Edinburgh Festival Centre Limited of contributions to the above schemes during the year were £24,729 (2019: £35,268). This included a year end accrual of £2,742 (2019: £3,833).

13. Operating leases

At 31 October 2020, the company has total commitments under non-cancellable operating leases for land and buildings expiring as follows:

	2020 £000s	2019 £000s
Operating leases as falling due: Within one year	•	-
Total		

The operating lease for storage premises ceased in June 2019.

Report and Financial Statements for the year ended 31 October 2020 Notes to the Financial Statements (continued)

14. Reconciliation of net income / expenditure to net cash flow from operating activities

	2020 £000s	2019 £000s
Profit/(loss) on ordinary activities before tax Adjustments for:	(295)	16
Depreciation charges	139	115
Dividends, interest and rents from investments (Increase) in stocks (Increase)/Decrease in debtors (Decrease) in creditors	0 11 23 116	(4) (1) 73 (289)
Cashflows from operating activities	(6)	(90)
Analysis of cash and cash equivalents	2020 £000s	2019 £000s
Cash in hand	93	116
Total cash and cash equivalents	93	116
15. Financial instruments	2020 £000s	2019 £000s
Carrying amount of financial assets Debt instruments measured at amortised cost	2	62
Carrying amount of financial liabilities measured at amortised cost	1,391	1,032

16. Ultimate controlling party

The company is a wholly owned subsidiary of Edinburgh International Festival Society, incorporated in Scotland and considers Edinburgh International Festival Society to be its ultimate controlling party.

The company's results are consolidated within the financial statements of Edinburgh International Festival Society, copies of which can be obtained from the Company Secretary, The Hub, Castlehill, Edinburgh EH1 2NE. Hence, under Financial Reporting Standard 102 (FRS102), it is exempt from disclosure of transactions with that company.

17. Post Balance Sheet Event

On 4th November 2020 the company agreed to cease its existing trading arrangements and is seeking to achieve the optimum structure within the overall group. Subsequent to the year end, all deposits for future events that will not take place as a result of this decision have been refunded in full.