

Royal Collection Enterprises Limited Directors' Report and Financial Statements

31 March 2023
Company number 2778486

THURSDAY



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Directors' Report and Financial Statements

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Corporate Information

Company number:

2778486

Registered office:

York House

St James's Palace

London SWIA IBQ

Directors

Mr Marc Bolland (Chairman)

Mr Keith Harrison

Mr Tim Knox

The Hon. Sir James Leigh-Pemberton

Mrs Michelle Lockhart

<u>Advisors</u>

Auditor

KPMG LLP

15 Canada Square, London E14 5GL

Banker

Coutts & Co

440 Strand,

London WC2R 0QS

Solicitor

Farrer & Co

66 Lincoln's Inn Fields, London WC2A 3LH

Strategic Report

Royal Collection Enterprises Limited ("the Company", "RCE") is the wholly owned subsidiary of The Royal Collection Trust ("the Trust"), a company limited by guarantee and registered as a charity in England & Wales and Scotland. Royal Collection Enterprises Limited and The Royal Collection Trust are collectively referred to by the group name Royal Collection Trust ("the Group").

Review of the Year

The key performance measures for the Company relate to visitor numbers, the level of retail sales and retail profitability. The Company's main income streams are from retail and publishing, and from a management fee charged to The Royal Collection Trust. Both were severely impacted in 2020/21 by the consequences of the pandemic but are now recovering. The management fee charged to The Royal Collection Trust is based on a cost plus arrangement.

While operations were still subject to pandemic related restrictions in the prior year, 2022/23 saw a return to full operations, with sites and shops open throughout the year (operating a five-day opening, rather than seven, at most sites). As a consequence, retail income showed a significant increase. Although sites and shops were closed for several days following the death of Her lateMajesty The Queen in September 2022, visitor numbers to the official residences of The King and retail sales in shops and online have been particularly strong since then. This has contributed to the notable operating profit for the year of £9.2 million.

Visitor numbers have continued to recover as shown below. 2019/20 is given to illustrate prepandemic visitor levels.

	2022/23	2021/22	2019/20
	000	000	000
Windsor Castle	1,087	426	1,587
Frogmore House	5	-	5
Buckingham Palace	304	121	578
The Queen's Gallery, Buckingham Palace	97	49	266
The Royal Mews	90	-	237
Palace of Holyroodhouse	329	129	496
The Queen's Gallery, Palace of Holyroodhouse	34_	12	116
	1,946	737	3,285

Note: 44,000 learning visitors are included in these numbers (2021/22: 19,000, 2019/20: 110,000). In addition to the numbers shown above, St James's Palace opened to the public for the first time on a trial basis, with guided tours being run over two weekends. The tours sold

out quickly and based on the success of this trial it is hoped that further tours will run in the future.

<u>Retail</u>

Retail and publishing sales increased by 124% compared to prior year.

Sales of merchandise and books were boosted by two notable ranges. The Platinum Jubilee range was launched in spring 2022 and was followed later in the year by the commemorative range celebrating the life of Queen Elizabeth II. Online sales were maintained at the level established in the prior year with sales totalling £4.4 million. Overall retail and publishing sales for the year totalled £24.1 million (2021/22: £10.7 million).

Photographic Services

Income for the Picture Library, which amounted to £220,000 for the year (2021/22: £170,000), derives predominantly from the supply of photographic material for inclusion in television programmes, printed publications and product licensing. More than 29,500 resources were added to the Digital Asset Management System, including more than 3,700 photographs of Royal Collection and Royal Archives objects.

Publishing

First published in February 2022, the outstanding sales performance of *The Queen: 70 Glorious Years*, the official Platinum Jubilee souvenir album, continued throughout the year: in June 2022 trade sales of the book were such that the book featured in the *Sunday Times*'s bestsellers' list and it was one of the most profitable RCE products of the 2022/3 financial year.

Two publications aimed at enhancing the experience of visitors to the Royal Collection sites were worked on during the year. The exhibition catalogue for *Style & Society: Dressing the Georgians* was published in March 2023, ahead of the opening of the exhibition at The Queen's Gallery London. In the same month, a new children's title was published, *Kings & Queens: Real Stories!*, written by Elizabeth Newbery.

Best-selling titles were reprinted during the year due to popular demand. In addition, two foreign-language editions of RCT books were published: a German edition of Buckingham Palace: A Royal Garden (Buckingham Palast: Der Königliche Garten) by Gerstenberg Verlag, and a Simplified Chinese edition of Leonardo da Vinci: A Life in Drawing by Huazhong University of Science and Technology.

On the academic front, following the securing last year of external funding for the publication of the catalogue raisonné *European Sculpture*, good progress has been made on the photographic programme for the book and a contract was signed with Modern Art Press for its joint publication by the two organisations. The first modern history of the palace of St James's, *St James's Palace: From Leper Hospital to Royal Court*, which had been put on hold in

March 2020, was finally published in October 2022 in association with Yale University Press. Finally, the additional support received during the previous financial year enabled the publication of the penultimate Part (in four volumes) of the Cassiano catalogue raisonné, A.III: Sarcophagi and Other Reliefs in August 2022. This project had also been paused because of the pandemic but editorial and production work is continuing on the final part of the series, A.IV: Statues and Busts, which is on course to be published in late 2023.

Financial Performance

Management fee income for the year was £27 million, an increase of 32% on the previous year. This income is earned by providing admissions services to The Royal Collection Trust. The increase was driven by increased activity and therefore cost in providing the service.

Overall, turnover increased by £19.9 million. Net profit has improved from £3.0 million in 2021/22 to £8.8 million for 2022/23.

At the balance sheet date, the Company has retained net assets of £0.5 million after accounting for the deed of covenant donation to The Royal Collection Trust. The Company holds a loan from The Royal Collection Trust. At 31 March 2023, the balance of the loan was £7 million. In May 2023, a repayment of £3.5 million was made towards the loan. The balance of £3.5 million is repayable on or before 31 March 2024 and forecasts show that the Company will be able to make this payment.

Trading Outlook

The Royal Collection Trust has updated its projection of visitor numbers and plans for opening sites over the next five years. The plans reflect the recovery in visitor numbers seen during 2022/23, and they provide the basis for the Company's anticipated provision of admissions services and projected management fee income. The Company plans to improve the infrastructure supporting its retail operations with a move to new warehouse facilities in 2024. This will facilitate the continued growth of e-commerce, building on the success of this revenue stream in recent years. These factors are expected to ensure the Company continues to operate profitably in future years, repay the loan to The Trust, and continue to generate a cash surplus to fund its activities.

The Directors have updated the longer-term financial projection and considered potential risks. Having reviewed the forecast, the Directors have concluded that the use of the going-concern basis in preparing these financial statements is appropriate.

Streamlined Energy and Carbon Reporting (SECR)

Royal Collection Enterprises Limited is a wholly owned subsidiary of The Royal Collection Trust and is included in the SECR disclosures reported in the Group's consolidated financial statements.

Section 172 statement

In accordance with section 172 of the Companies Act 2006, in its decision making the Board considers how to promote the success of the Company as a whole, with due consideration to the impact of decisions on other stakeholders. The Board therefore considers the impact of its decisions on its employees, suppliers and the environment.

The section below on employment policies and employee engagement indicates how the Company seeks to develop and engage with its workforce. All staff are considered to be key stakeholders in relation to the success of the Company.

In terms of suppliers, the Company aims to deal fairly with suppliers by agreeing contractual terms and settling accounts promptly, with the average time to pay being less than 30 days.

As one of the five departments of The Royal Household, Royal Collection Trust fully supports the Household's key objective of operating in a sustainable way and minimising its impact on the environment. The Royal Household aims to set a high benchmark for environmental sustainability within the context of the historic environments in which it operates through careful management and monitoring of existing systems; placing sustainability at the forefront of future developments and improvements; working with partners and suppliers in a holistic manner; and employing innovative, technological approaches wherever possible. The Royal Household aims for cultural change by improving the sustainability literacy and achievements of staff, contractors, suppliers and residents such that efforts to protect the natural environment are inherent and pervasive across the wider organisation and supply chain.

A critical activity during the last year has been the calculation of a Greenhouse Gas (GHG) Emissions profile for The Royal Household. The work completed has expanded the scope and quality of existing data and a reporting infrastructure has been developed to ensure consistent and accurate data collection, collation and aggregation across The Royal Household.

Following the calculation of the Royal Household's emissions profile, a pathway to decarbonisation has been developed which aims to support the Royal Household's understanding of what is required to achieve a transition to net zero for Scope I, 2 and (limited) Scope 3. Based on the analysis performed, areas of focus have been identified, which will deliver the most material outcomes. These include reducing emissions relating to natural gas and heating, along with business travel.

Specific steps taken towards operating in a more sustainable way include the following:

- Replacement of popular retail products with alternatives made from more sustainable materials, such as recycled plastic bottles.
- The china and glass range of retail merchandise continues to be developed and manufactured entirely by hand in the UK including all gift packaging. Design and manufacture methods have been modified such that emissions in the production process have been reduced.
- Focus on securing UK suppliers for products and packaging, thereby minimising the carbon footprint associated with delivery and fulfilment whilst supporting domestic skills and employment.
- Aiming to reduce Green House Gases from Natural Gas and Heating, by reducing set temperatures in occupied and vacant rooms, and educating staff on the potential for reducing heat loss.
- Optimisation of the Building Management System across the London sites and Windsor Castle..

The Board is satisfied that the examples above and the information contained elsewhere in this report demonstrate its commitment to good governance under section 172.

Risk Management

The risk management process is addressed jointly with the parent company, The Royal Collection Trust. The Operations Board of the Group, in conjunction with senior management in the Royal Household, is responsible for the oversight of the risk management process. Departmental Heads and senior managers are responsible for identifying, assessing and managing risk in their areas of responsibility and all staff are encouraged to identify operational risks in the performance of their duties. Risk management is designed to manage performance and control risk to a reasonable level, rather than to eliminate all risk of failure to achieve policies, aims and objectives.

The Operations Board assesses risks and opportunities in the preparation of longer-term operating plans. Specialist risk managers in the Royal Household include the Chief Information Officer, the Director of Property and the Director of Security Liaison. These specialists provide advice on the management of the risks falling within their areas of responsibility.

The Audit and Risk Assurance Committee is a sub-committee of the Board of Trustees of The Royal Collection Trust. It is responsible for assessing the scope and effectiveness of the systems established by management to identify, assess, manage and monitor financial and non-financial risks and is supported in this role by the Internal Audit function. The Chairman of the Committee reports to the Board of Trustees at each meeting of the Trustees on the Committee's activities and responsibilities.

The Committee meets three times annually and reviews the risk register twice a year. This follows a detailed review and discussion by the Operations Board. The Internal Audit function takes a risk-based approach to audits and operates to a plan of work agreed by the Audit and

Risk Assurance Committee that is aligned to the risk register and the Company's objectives. Evaluation of the Company's exposure to risk includes consideration of governance, operational and information systems, the integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets and compliance with laws, regulations and contracts. The findings of all internal audit reviews are reported to the Committee.

The Committee monitors management's progress with the implementation of agreed internal audit recommendations. Assurance on specialist areas such as data protection, property maintenance, health and safety and security is provided by suitably qualified senior managers in the Royal Household and where appropriate, external professionals. New activities and changes to existing processes are routinely reviewed to ensure that appropriate controls are in place. Ongoing budgetary control is supported by the production of regular and timely financial management reports.

Visitor numbers recovered steadily throughout 2022/23, building back towards pre pandemic levels. Retail sales have been very strong, both in terms of spend per visitor levels and online sales. The main operational risks faced by the Company currently relate to inflationary pressures and rising utility costs. These represent a risk both in terms of impact on the Company's cost base and on general levels of disposable income which in turn could impact on the visitor recovery and retail sales. Current market conditions have increased risks relating to the ability to recruit and retain staff. In addition to these operational risks, the Company manages generic risks relating to potential cyber fraud, data protection, failure of IT systems and the operational risks associated with managing large numbers of visitors.

The Company has worked closely with The Royal Collection Trust to manage the recovery from the impact of the pandemic. The reduction in the operating cost base compared with pre pandemic levels has helped to mitigate risks relating to the drop in visitor numbers and consequent loss of income. The Company continues to focus on the development of new ranges of merchandise to provide income streams that are less dependent on major Royal events or on visitors to the official residences – online retail sales, for example.

The risk register has been amended and reviewed regularly to reflect the changing risk profile outlined above.

Directors' Report

Principal activities

The principal activities of the Company are the management of public access to the official residences of The King and the sale of merchandise. Taxable profits are donated in full under deed of covenant to the holding company, The Royal Collection Trust, a company limited by guarantee and registered as a charity. The Company thus generates income for The Royal Collection Trust for the presentation, maintenance and conservation of the Royal Collection.

Income is raised from fees for the management of public access and from retail sales. Retail activities include online sales, the distribution of books and licensing of publications, catering at Windsor Castle, the Palace of Holyroodhouse and the Buckingham Palace Summer Opening, and fees for reproducing images of items in the Royal Collection.

The Royal Collection Trust has responsibility for admitting visitors to the official residences. The Company acts as an agent of The Royal Collection Trust in managing the admission of visitors to these residences.

Directors' Interests

None of the Directors who held office at 31 March 2023 held any interest in the shares of the Company. According to the register of Directors' interests, no rights to subscribe for shares in or debentures of the Company or any other group company were granted to any of the Directors or their immediate families, or exercised by them, during the year.

Liability insurance

During the year the Company purchased liability insurance for its officers.

Employment policies and employee engagement

As a department of the Royal Household, Royal Collection Trust follows the Royal Household's employment policies and practices. These underpin the aim of creating an engaged, diverse and adaptable workforce, fostering a sense of teamwork, trust and inclusion, and a focus on progressive change and continuous improvement. The Royal Household benchmarks and seeks validation for its employment policies and practices.

Disclosure and Concern at Work policies clarify the protection offered to 'whistle-blowers' under the Public Interest Disclosures Act, and an Employee Assistance Programme provides an additional, third-party route for staff to seek advice on these matters. Policies and procedures, including those relating to procurement, are kept under review to identify, prevent and mitigate any risks of modern slavery or human trafficking.

As part of The Royal Household, Royal Collection Trust is supportive of employees who undertake volunteering and charitable activities, recognising the benefit to the individual involved and of forging links with the wider community. Employees can take up to five days paid volunteering leave a year for this purpose.

Royal Collection Trust is fully committed to proactively supporting the safeguarding of its employees, workers, visitors, and contractors, and has a clear Safeguarding Policy and set of procedures that are available both to staff and members of the public.

Ensuring a culture where all individuals can thrive is a priority. In line with the Royal Household's Inclusion & Diversity action plan a range of resources and learning opportunities have been launched to employees. Employees at all levels have attended 'Active Bystander' training and have access to a portfolio of team activities and e-learning covering a range of inclusion related topics. Managers and Leaders have been further supported with learning to support them in their role of building an inclusive culture. Employee wellbeing continues to be supported and Royal Collection Trust's team of Mental Health First Aiders have been reaccredited this year.

In a year of much change, employees have been regularly informed of The Group's financial situation and strategic plans through Directors' Briefings, both online and in person. These briefings were well received and will continue at regular intervals, with the content informed by feedback from the Internal Communications Working Group.

Political Contributions

The Company neither made any political donations nor incurred any political expenditure during the year (2021/22: £Nil).

Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware. Each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board

Marc Bolland Chairman York House St James's Palace London SWIA IBQ

4 July 2023

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs 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 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROYAL COLLECTION ENTERPRISES LIMITED

Opinion

We have audited the financial statements of Royal Collection Enterprises Limited ("the Company") for the year ended 31 March 2023 which comprise the Profit and Loss Account & Other Comprehensive Income, Balance Sheet and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS
 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a
 material uncertainty related to events or conditions that, individually or collectively, may
 cast significant doubt on the Company's ability to continue as a going concern for the
 going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.



Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors, internal audit and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account our overall knowledge of the control environment we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because the Company's revenue primarily arises from non-complex, individually low value retail transactions.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and others management (as required by auditing standards), and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation, and we assessed the extent of



compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety and employment law recognising the nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

We assessed the legality of the distribution in the period based on the deed of covenant in place between The Royal Collection Trust and Royal Collection Enterprises Limited, and considered the accounting treatment to be appropriate and in line with the relevant legislation.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 12, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Lynton Kchnord

Lynton Richmond (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor Chartered Accounts

15 Canada Square London

EI4 5GL

06 July 2023

Profit and Loss Account

for the year ended 31 March 2023

Note	2023	2022
	£000	£000
1,2	51,222	31,251
2	(38,406)	(25,374)
2	12,816	5,877
	(3,191)	(2,494)
3	(515)	(176)
7	47	34
	9,157	3,241
8	(329)	(181)
8	5	<u>.</u>
	8,833	3,060
	1,2 2 2 3 7	£000 1,2 51,222 2 (38,406) 2 12,816

There are no recognised gains or losses other than those included above.

The profit on ordinary activities before and after taxation is measured under the historical cost convention.

The notes on pages 19 to 35 form part of these financial statements.

Balance Sheet

at 31 March 2023

		2023	2022
	Note	£000	£000
Fixed assets	77000	2000	2000
Intangible assets	9	49	122
Tangible assets	10	471	613
		520	735
Current assets			
Stock and work in progress	11	5,535	4,052
Debtors	12	14,422	8,622
Cash at bank and in hand		1,735	1,748
		21,692	14,422
Creditors: amounts falling due within one year	13,14	(21,712)	(7,478)
Net current (liabilities)/assets		(20)	6,944
Creditors: amounts due in more than one year	14		(7,000)
Total assets less current liabilities		500	679
Capital and reserves			
Called up share capital	15	-	-
Profit and loss account	16	500	679
Shareholder's funds		500	679

The notes on pages 19 to 35 form part of these financial statements.

These financial statements were approved by the Board of Directors on 4 July 2023 and were signed on its behalf by:

Marc Bolland

Chairman

Notes

(forming part of the financial statements)

I Accounting policies

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

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102").

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the reasons explained below.

The Directors have reviewed budgets and forecasts for a period of at least 12 months from the date of approval of these financial statements and have assessed whether the Company will continue as a going concern.

The Company has prepared a 'most likely' scenario and taken account of additional risk and sensitivities to reflect a reasonably plausible downside scenario. This assessment indicates that the Company will have sufficient funds to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

As part of this assessment, the Directors have considered the going concern assessment carried out by the Trustees of The Royal Collection Trust. A large proportion of the Company's income is earned by providing services to The Royal Collection Trust, and the Company's continuing trade is dependent on that of The Trust.

The Directors understand the Trustees have reviewed detailed projections which indicate that, taking account of reasonably plausible downsides, the Group and Charity will have sufficient funds to meet their liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

In May 2023, The Company repaid £3.5 million of the £7 million loan from The Trust. The balance of the loan is due for repayment in March 2024 and current projections demonstrate that The Company will be able to settle the loan on or before this date.

Based on the above, the Directors have determined that it is appropriate to prepare the financial statements on a going concern basis.

Notes (continued)

1 Accounting policies (continued)

The Company is exempt from the requirement of FRS 102 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of The Royal Collection Trust (limited by guarantee) and its cash flows are included within the consolidated cash flow statement of that company.

Under FRS 102, the Company is exempt from the requirement to disclose the details of related party transactions with its parent undertaking.

Turnover

Turnover, which excludes Value Added Tax, includes management fees for managing the admission of visitors to the official residences of The King, income from the publication of books on the Royal Collection and the granting of rights for the use of images from the Royal Collection in books and other media, income from the café operations for visitors to the official residences and sales of merchandise. Management fees are based on the direct and indirect costs related to these activities.

Other operating income includes booking fees and commission income from third parties.

Fixed assets and depreciation

The buildings comprising Windsor Castle, Buckingham Palace (including The Queen's Gallery and the Royal Mews) and the Palace of Holyroodhouse (including The Queen's Gallery) are owned by The King as Sovereign and maintained by the Royal Household Property Section and Historic Environment Scotland and are therefore not capitalised in these financial statements. However, where improvements are made to these buildings by the Company, in order to increase revenues or support the administration of the Company, the expenditure is capitalised and depreciation is charged over the estimated useful lives of the assets.

No depreciation is charged on assets in the course of construction until the assets have been successfully commissioned and are available for use. Finance costs incurred in connection with the construction of tangible assets are not capitalised and are charged to the profit and loss account as incurred.

Depreciation is provided by the Company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives which are determined on an individual asset basis as follows:

Property improvements - 10 to 20 years
Plant and machinery - 3 to 10 years
Furniture, fittings and equipment - 2 to 10 years

Individual assets costing less than £5,000 are not capitalised.

Notes (continued)

I Accounting policies (continued)

Intangible assets and amortisation

No amortisation is charged on assets under development until the assets have been successfully commissioned and are available for use. Amortisation is provided by the Company to write off the cost less the estimated residual value of intangible fixed assets by equal instalments over their estimated useful economic lives which are determined on an individual asset basis as follows:

Software development

3 to 10 years

Publishing

The cost of producing each book is carried forward in work in progress until publication. Where, however, it is envisaged that a book will make a loss, the loss is recognised immediately. Published books are included in stock at the lower of cost and net realisable value. Publishing royalties are recognised when earned.

Stock and work in progress

Stock and work in progress is stated at the lower of cost and net realisable value. Work in progress relates to the component cost of publishing stock and china products. In determining the cost of goods purchased for resale, the weighted average cost is used. In the 2023/24 financial year the organisation intends to change the method of valuing stock from weighted average cost to the first in, first out method (FIFO). The method is being changed to more accurately reflect the pattern of movement of some product categories, such as perishable goods. If FIFO had been applied to the stock value at 31 March 2023, the valuation of stock would not have been materially different to that provided under WAC.

Estimates and judgements

Provision is made against stock and work in progress where there are specific risks identified against the recoverability of carrying value. Further detail is given in note 11.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate of exchange ruling at the balance sheet date and the gains and losses on translation are included in the profit and loss account.

I Accounting policies (continued)

Pensions

The Company participates in a defined benefit pension scheme, The Royal Households Group Pension Scheme, providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the Company. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the Company.

The scheme is part of a group scheme, the contributions to which are determined by a qualified actuary based on the triennial valuations. The scheme is accounted for in accordance with FRS 102 with current service cost recognised in the Company's profit or loss. It is the policy of the Trustees of the parent company, The Royal Collection Trust that the Group's share of the assets and liabilities of the scheme are recognised in the financial statements of The Royal Collection Trust. This scheme was closed to future service accrual from 1 April 2021. From this date members were enrolled in the defined contribution scheme unless they chose to opt out.

The Company also operates a defined-contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund, The Royal Household Worksave (Master Trust) Pension Scheme.

The amount charged to the profit and loss account represents the contributions payable to the schemes in respect of the current accounting period.

Further details of the pension schemes are provided in note 20.

Taxation

The Company fully provides for both current and deferred tax to the extent that it has any liability to tax. However, it is bound by a deed of covenant to gift aid all of its taxable profit to The Royal Collection Trust and consequently has no liability to tax.

Operating leases

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

Liabilities

Liabilities are recognised when a legal or constructive obligation arises.

2 Turnover and gross profit

Turnover and gross profit from each of the Company's main activities may be analysed as set out below.

	Management	Retail and	
	fees	publishing income	Total
	£000	£000	£000
2023			
Turnover	27,124	24,098	51,222
Direct costs, including cost of sales	(19,335)	(19,071)	(38,406)
Gross profit	7,789	5,027	12,816
2022			
Turnover	20,480	10,771	31,251
Direct costs, including cost of sales	(14,763)	(10,611)	(25,374)
Gross profit	5,717	160	5,877

Included in retail and publishing income is £610,000 (2021/22: £290,000) of royalties and licences fees from retail, publishing and catering activities.

Notes (continued)

3 Donations payable

Donations made during the year were as follows:

	2023	2022
	£000	£000
Privy Purse Charitable Trust	515	176
	515	176

4 Profit on ordinary activities before and after taxation

Profit on ordinary activities before and after taxation is stated after charging:

	2023	2022
	£000	£000
Auditor's remuneration – audit of these financial statements	33	19
Depreciation, amortisation and other amounts written off owned fixed assets	256	303
Operating lease charges	272	313

Notes (continued)

5 Key Management Personnel

The Key Management Personnel of the Company are the statutory Directors. The table below presents the emoluments including pension contributions for key management personnel during the year:

	2023	2022
	£000	£000
Total emoluments for key management personnel	262	247

In addition, some of the key management personnel who served during the year were employed by the parent company and were remunerated for the services they provided to it. The value ascribed to these services in 2023 was £194,000 (2022: £184,000).

Pay and remuneration for key management personnel is determined on the same basis as that applied in relation to all roles i.e. a system of job evaluation and market intelligence relating to comparable external roles.

The Chairman received no emoluments during the year in connection with services to the Company. The Company met the cost of Directors' liability insurance in relation to the Chairman of £390 (2022: £351). The emoluments, excluding pension contributions, of the highest paid Director were £131,000 (2022: £125,000).

No contributions to provide defined pension benefits were made for any Directors (2022: none) during the year.

Of the key management personnel, two received reimbursed expenses from the Company totalling £3,522 (2022: two - £2,807). In addition, one received reimbursed expenses from the parent company totalling £1,328 (2022: one - £1,922).

Notes (continued)

6 Staff numbers and costs

The average monthly headcount was 748 staff (2022: 600 staff) and the average number of full-time equivalent (FTE) staff employed by the Company or on permanent secondment from the Royal Household, analysed by category, were as follows:

	Number of FTE employees	
	2023	2022
Visitor experience	373	303
Central retail, publishing & communications	49	46
Management & support services	8	10
Royal Household shared services	70_	65_
	500	424

The aggregate payroll costs of these persons were as follows:

	2023	2022
	£000	£000
Wages and salaries	13,746	11,143
Social security costs	1,263	1,013
Other pension costs (see note 20)	1,446	1,232
	16,455	13,388

The figures above include Directors' emoluments paid by the Company (see note 5). They do not include the cost of the emoluments of those Directors employed and remunerated by the parent company (also disclosed in note 5).

Notes (continued)

7 Other operating income

	2023	2022
	£000	£000
Other income – fees	47	34
	47	34
Interest receivable and payable		
	2023	2022
	£000	£000
Bank interest receivable	5	
		_
	2023	2022
	£000	£000
Loan interest payable	329	181
	329	181

Interest payable relates to a loan from the parent company, The Royal Collection Trust, which the Company received in March 2021 and is due for repayment in March 2024. Further details on the loan are given in note 14.

Notes (continued)

9 Intangible fixed assets

	Software	Total
	£000	£000
Cost		
At I April 2022	497	497
Disposals /write-offs	(16)	(16)
At 31 March 2023	481	481
Amortisation		
At I April 2022	375	375
Charge for the year	73	73
Disposals /write-offs	(16)	(16)
At 31 March 2023	432	432
Net book value		
At 31 March 2023	49	49
At 31 March 2022	122	122

Notes (continued)

10 Tangible fixed assets

	Property improvements		Furniture, fittings and equipment	Assets not ready for use	Total
	£000	€000	£000	£000	£000
Cost	•				
At I April 2022	484	415	1,971	-	2,870
Additions	2	2	23	16	43
Disposals	(15)	(14)	(268)		(297)
At 31 March 202	3 471	403	1,726	16	2,616
Depreciation					
At I April 2022	271	257	1,729		2,257
Charge for the year	38	30	115	-	183
Disposals	(14)	(14)	(267)		(295)
At 31 March 202	3 295	273	1,577	-	2,145
Net book value					
At 31 March 202	3 176	130	149	16	471
At 31 March 2022	213	. 158	242		613

11 Stock and work in progress

2023	2022
£000	£000
4,418	3,196
1,117	856
5,535	4,052
	£000 4,418 1,117

Stock is stated net of a provision of £719,000 (2022: £396,000). The provision reflects the risk of not recovering the carrying value of specific stock items. The overall increase in stock value reflects the expected demand for Coronation related merchandise in summer 2023.

The valuation is based on the weighted average cost. In 2023/24 the method for stock valuation will change to first in, first out, to better reflect the pattern of movement of items including perishable goods. There is no material difference between the two methods at 31 March 2023.

Notes (continued)

12 Debtors

_ 0200.5		
	2023	2022
	£000	£000
Trade debtors	272	580
Amounts owed by parent undertaking	13,111	7,021
Other debtors including taxation	419	397
Prepayments and accrued income	620	624
	14,422	8,622

The intercompany debtor of £13.1 million (2022: £7.0 million) is amounts owed by the parent company in respect of fees due for managing the admission of visitors to the official residences and recharges of costs borne by the Company on behalf of the parent company during the year.

13 Creditors: amounts falling due within one year

	2023	2022
	£000	£000
Trade creditors	1,698	1,467
Amounts due to parent company < I year	16,018	3,318
Other creditors	4	8
Accruals and deferred income	3,992	2,685
	21,712	7,478

The Amount due to the parent company comprises the £7 million loan falling due in March 2024 (see note 14), and a donation made under Deed of Covenant in respect of the taxable profits for the year. The actual donation paid under Deed of Covenant may vary on finalisation of the tax accounts.

Notes (continued)

14 Creditors: amounts falling due in more than I year

	2023	2022
	£000	£000
Loan owed to parent company	-	7,000
	-	7,000

In March 2021, The Royal Collection Trust advanced a loan of £7 million to the Company. The loan is for a three-year term with early repayment permitted. Interest is charged at base rate + 2.4% and is paid quarterly. The loan is secured on the assets of the Company. As at March 2023, the maturity date was within 12 months and so the loan is shown in Creditors: amounts falling due within one year (note 13).

After the year end, the Company repaid £3.5 million of the loan. The repayment balance of £3.5 million is due for payment by March 2024.

15 Called up share capital

		2023	2022
		£	£
	Authorised		
	Ordinary shares of £1 each	100	100
	Allotted, called up and fully paid		
	Ordinary shares of £1 each		2
16	Reserves		
	Profit and loss account	2023	2022
		£000	£000
	At beginning of year	679	746
	Retained loss for the year	(179)	(67)
	At end of year	500	679

Notes (continued)

17 Movement in shareholder's funds

	2023	2022
	£000	£000
Opening shareholders funds	679	746
Profit for the year	8,833	3,060
Distribution to parent under deed of covenant	(9,012)	(3,127)
Closing shareholder's funds	500	679

18 Commitments

Capital commitments at 31 March 2023 for which no provision has been made were as follows:

	2023	2022
	£000	£000
Contracted	53	-
Authorised not contracted	700	-
	753	-
	<u>753</u>	

Operating lease commitments

Total of future minimum lease payments at the end of the reporting period, for each of the following periods:

	2023	2022
	£000	£000
- within one year	186	284
- in the second to fifth year	374	497
- later than five years		46
	560	827

Notes (continued)

19 Taxation

The Company is bound by deed of covenant to donate all of its taxable profit to the parent company, The Royal Collection Trust. In accordance with FRS 102 this payment is treated as a distribution and is presented directly in equity. The Company is able to claim tax relief on this donation and so has no liability to tax. The tax benefit of the gift aid payment is recognised directly in equity.

The impact of the Deed of Covenant on the Company's liability to tax is as follows:

	2023	2022
	£000	£000
Profit before and after taxation	8,833	3,060
Effects of		
Expenses not deductible for tax purposes	-	-
Timing differences on treatment of capital items	185	259
Taxable profit before Deed of Covenant	9,018	3,319
Expected tax on profits at 19%	1,713	631
Effect of gift aid payment to The Royal Collection Trust	(1,713)	(631)
Tax charge on profits		-

Execution of the Deed of Covenant in payment of the profits is made after the year end and the final amount may vary from the amount reported due to differences in the draft and final tax computation. In respect of 2022, the reported payment was £3,319,000 and the actual was £3,313,000.

Notes (continued)

20 Pension scheme

As explained in the accounting policies set out on page 22, the Company participates in a defined benefit pension scheme, The Royal Households Group Pension Scheme. Benefits are based on final pensionable pay, a member's length of service and are non-contributory for employees. It is the policy of the Trustees of the parent company, The Royal Collection Trust, that the Group's share of assets and liabilities of the scheme are to be recognised in the financial statements of The Royal Collection Trust.

Details of the most recent valuation of the scheme, together with the assumptions which have the most significant effect on the results of the valuation, are given in the financial statements of the parent company, The Royal Collection Trust. The scheme was closed to future accrual from 1 April 2021.

The Company also operates a defined-contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund, The Royal Household Worksave (Master Trust) Pension Scheme.

The amount charged to the profit and loss represents the contributions payable to the scheme in respect of the year. Benefits are based on contribution levels linked to investment returns over the period to retirement. Employees can make additional contributions up to the HM Revenue & Customs' limits.

21 Ultimate parent company and parent undertaking of larger group of which the company is a member

The Company is a subsidiary undertaking of The Royal Collection Trust, a company limited by guarantee registered in England and Wales.

The smallest and largest group in which the results of the Company are consolidated is that headed by its ultimate parent company, The Royal Collection Trust, registered in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from the Director, The Royal Collection Trust, York House, St James's Palace, London, SWIA IBQ.

Notes (continued)

22 Related Party Transactions

Set out below are details of transactions during the year with related parties and also with other entities which, whilst not related parties, it is deemed appropriate to disclose. The figures in italics represent the amounts due (to) or from related parties at the balance sheet date.

Related party	2023 £000	2022 £000	Details of Transaction
Royal Household	3,768 (1,060)	2,489 (289)	Charges to Royal Collection Enterprises Limited (RCEL) for various services including personnel, payroll, pensions administration, internal audit, records management, property maintenance services, IT services etc.
Royal Household	50 9	51 12	Recovery of costs incurred by RCEL on behalf of the Royal Household.
Privy Purse Charitable Trust (PPCT)	515 4	176 nil	Donation to the PPCT in lieu of its right to charge for admission to Queen Mary's Dolls' House, Windsor Castle.
Privy Purse (including Royal Farms and Windsor Farm Shop)	9	13	Payment to Privy Purse in respect of costs incurred on behalf of RCEL, and royalties payable by RCEL for use of Royal Farms milk, contributions to shared funds.
Privy Purse (including Royal Farms and Windsor Farm Shop)	45	26 12	Sale of goods for resale to the Privy Purse; recharge of costs incurred by RCEL on behalf of the Privy Purse
St George's Chapel	1,382	493 58	Payment to St George's Chapel in respect of admissions to St George's Chapel, Windsor Castle collected by RCEL.
A G Carrick (Highgrove)	30 7	22 12	Sale of goods for resale to A G Carrick.
Historic Royal Palaces (HRP)	47	63 5	Recovery of costs from HRP for maintenance, services and goods for resale purchased from RCEL.
Balmoral Estate	26	10	Purchase by Balmoral Estate of RCEL goods for resale.
Sandringham Estate	2	25	Purchase by Sandringham Estate of RCEL goods for resale.
Royal Household Staff Wellbeing Fund	9	9 (9)	This is a contribution to the Fund which benefits employees of The Royal Household including Royal Collection Enterprises.

None of the Directors or other related parties except as referred to above or as otherwise disclosed in the financial statements has undertaken any transactions with the Company during the year. Under FRS 102, the Company is exempt from the requirement to disclose the details of related party transactions with its parent undertaking.