

Company Registration No. 07506603

TRF Trading Limited

Report and Financial Statements

For the year ended 31 December 2021



TRF Trading Limited
Year ended 31 December 2021

Annual report and financial statements 2021

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TRF Trading Limited
Year ended 31 December 2021

Annual report and financial statements 2021

Officers and professional advisers

Directors

Ben Moorhead, DL
Catherine Biscoe, FCA
Lady Pinsent
Sir Ron Kalifa, OBE
Chris Bates

Registered Office

Kensington Palace
Palace Green
London
W8 4PU

Statutory auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Bankers

Barclays Bank Plc
1 Churchill Place
London
E14 5HP

Solicitors

Bates Wells LLP
10 Queen Street Place
London
EC4R 1BE

TRF Trading Limited

Year ended 31 December 2021

Directors' Report

The directors present their report on the affairs of the company, together with the audited financial statements for the year ended 31 December 2021.

Principal activity

The company is a subsidiary, incorporated in England & Wales, of The Royal Foundation of The Duke and Duchess of Cambridge (formerly The Royal Foundation of The Duke and Duchess of Cambridge and The Duke and Duchess of Sussex) and carries out trading activities on its behalf.

TRF Trading Limited is a private company limited by shares.

Directors

The directors who served the company at the date of signing and during the period, were as follows:

Ben Moorhead, DL
Catherine Biscoe, FCA
Lady Pinsent
Sir Ron Kalifa, OBE (appointed 28 September 2021)
Chris Bates (appointed 28 September 2021)

Results and dividends

In accordance with the objectives contained in the Memorandum of Association, the profit for the year of £77,804, has been donated to The Royal Foundation of The Duke and Duchess of Cambridge (charity number: 1132048).

Going concern

The Directors have identified no material uncertainties that may cast significant doubt about the ability of the company to continue as a going concern.

After paying out gift aid and management charges to the parent charity and other accrued costs and VAT liabilities relating to 2021 activities, cash flow forecasts show that the company will remain cash positive for at least 12 months from the date of signing of these financial statements, even under a worst case scenario of no further income being received over that period. The company does not carry out any activities that require upfront investment and it has no ongoing overheads of its own other than annual fees for audit and tax compliance. Although the company has the right to retain some of its distributable profits through reducing the amount of its gift aid donation to the parent charity, the Directors have chosen not to exercise this right in respect of the company's 2021 profits as it was not considered necessary to do so.

The directors are therefore satisfied that, at the time of approving the financial statements, it is appropriate to adopt the going concern basis in preparing the financial statements.

TRF Trading Limited
Year ended 31 December 2021

Directors' Report (continued)

Disclosure of information to auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Approved by the Board of Directors
and signed on behalf of the Board



Sir Ron Kalifa, OBE
Director
Dated 29 June 2022

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent 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 that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRF TRADING LIMITED

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of TRF Trading Ltd ("the Company") for the year ended 31 December 2021 which comprise the profit and loss account (including the Statement of Income and Retained Earnings), the balance sheet 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).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The directors are responsible for the other information. The other information comprises the information included in the Report and Financial Statements 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. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRF TRADING LIMITED (continued)

Other Companies Act 2006 reporting

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

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit ;or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and] take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We made enquiries of management and the Board, including:

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRF TRADING LIMITED (continued)

- How they identified, evaluated and complied with laws and regulations and whether they were aware of any instances of non-compliance;
 - Their process for detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
 - Which internal controls have been established to mitigate risks related to fraud or noncompliance with laws and regulations.
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company. These include, but are not limited to, compliance with the Companies Act 2006, UK GAAP and tax legislation.
- In addition, 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: employment law and data protection. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of Those Charged with Governance and other management and inspection of regulatory and legal correspondence if any.
- We considered management's incentives and opportunities for fraudulent manipulation of the financial statements (including revenue recognition and the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results and management bias in accounting estimates.
- We reviewed the financial statement disclosures and tested to supporting documentation to assess compliance with relevant laws and regulations discussed above;
- We made enquiries of the Board and management;
- We read minutes of meetings to those charged with governance; and
- In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jill Halford (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor
London, UK

Date

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Profit and loss account (including the statement of retained earnings)
Year ended 31 December 2021

	Note	<u>2021</u>	<u>2020</u>
		£	£
Turnover		442,430	140,274
Administrative expenses		(364,626)	(44,421)
Operating profit		<u>77,804</u>	<u>95,853</u>
Finance charges	3	-	(5,055)
Profit on ordinary activities before taxation	2	<u>77,804</u>	<u>90,798</u>
Tax on profit on ordinary activities	1	-	-
Profit on ordinary activities after taxation		<u>77,804</u>	<u>90,798</u>
Charitable donation to parent	1	(77,804)	(90,798)
Retained profit for the year		<u>-</u>	<u>-</u>
Total Shareholder's funds brought forward		1	1
Profit on ordinary activities after taxation		77,804	90,798
Charitable donation to parent		(77,804)	(90,798)
Total shareholder's funds carried forward		<u>1</u>	<u>1</u>

There have been no other recognised gains and losses.

The notes on pages 10 to 12 also form part of these financial statements.

Balance sheet
As at 31 December 2021

	Note	2021 £	2020 £
Current assets			
Debtors	5	56,000	6,802
Cash at bank and in hand		<u>438,163</u>	<u>91,618</u>
		494,163	98,420
 Creditors: amounts falling due within one year	6	(494,162)	(98,419)
 Net assets		<u>1</u>	<u>1</u>
 Capital and reserves			
Called-up share capital	7	1	1
 Shareholders' funds		<u>1</u>	<u>1</u>

The notes on pages 10 to 12 also form part of these financial statements.

The financial statements of TRF Trading Limited (registered number 07506603) have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

These financial statements were approved by the Directors and authorised for issue on 29 June 2022.



Sir Ron Kalifa, OBE
Director

Notes to the financial statements

1 Accounting policies

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

- **Basis of accounts preparation**

The financial statements have been prepared under the historical cost convention in accordance with the Finance Reporting Standard Applicable in the UK and Republic of Ireland (FRS102) (effective 1 January 2015) and the Companies Act 2006.

- **Going Concern**

The Directors have identified no material uncertainties that may cast significant doubt about the ability of the company to continue as a going concern.

After paying out gift aid and management charges to the parent charity and other accrued costs and VAT liabilities relating to 2021 activities, cash flow forecasts show that the company will remain cash positive for at least 12 months from the date of signing of these financial statements, even under a worst case scenario of no further income being received over that period. The company does not carry out any activities that require upfront investment and it has no ongoing overheads of its own other than annual fees for audit and tax compliance. Although the company has the right to retain some of its distributable profits through reducing the amount of its gift aid donation to the parent charity, the Directors have chosen not to exercise this right in respect of the company's 2021 profits as it was not considered necessary to do so.

The directors are therefore satisfied that, at the time of approving the financial statements, it is appropriate to adopt the going concern basis in preparing the financial statements.

- **Cash flow statement**

The directors elected to take advantage of FRS102 Reduced Disclosure Framework, thereby not preparing a cash flow statement in the financial statements. The Royal Foundation of The Duke and Duchess of Cambridge (formerly The Royal Foundation of The Duke and Duchess of Cambridge and The Duke and Duchess of Sussex) is the parent charity into which TRF Trading Limited's financial statements are consolidated. These financial statements can be obtained from the address stated in note 9.

- **Turnover**

Turnover comprises invoiced goods or services supplied by the company exclusive of value added tax. All turnover arises within the UK. Turnover is recognised when the goods or services are physically delivered to the customers.

- **Taxation**

The Company makes a qualifying donation of all taxable profits to The Royal Foundation of The Duke and Duchess of Cambridge. No Corporation tax liability arises in the accounts.

- **Financial instruments**

The charity has financial instruments of a kind that qualify as basic financial instruments which are recognised at transaction value initially and subsequently at their settlement value.

Notes to the financial statements (continued)

• Judgements and estimates made by management

The preparation of the financial statements requires management to make significant judgements and estimates. These judgements and estimates are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an ongoing basis. There were no judgements or estimates made by management to be noted in preparing these accounts.

• Distributions

Taxable profits transferred to the parent entity, a registered charity, are recognised as distributions from equity when the company has made an irrevocable commitment to the parent to pay the taxable profits.

2 Profit on ordinary activities before taxation

Is stated after charging:

	2021 £	2020 £
Auditor's remuneration		
Fees payable for the audit of the company	3,050	2,584
Fees payable for tax advisory services	2,279	2,203
	<hr/>	<hr/>

3 Finance charges

	2021 £	2020 £
Interest payable and similar charges	-	5,055
	<hr/>	<hr/>

4 Directors' remuneration and staff costs

The directors did not receive any emoluments for the year to 31 December 2021 (2020: £nil).

There were no employees during the year or preceding year.

5 Debtors

	2021 £	2020 £
Prepayments and accrued income	-	2,097
Other debtors	56,000	-
Other taxes and social security	-	4,705
	<hr/>	<hr/>
	56,000	6,802
	<hr/>	<hr/>

Notes to the financial statements (continued)

6 Creditors: amounts falling due within one year

	2021 £	2020 £
Trade creditors	295,940	-
Gift aid payment to The Royal Foundation of The Duke and Duchess of Cambridge	77,804	90,798
Intercompany creditor	8,849	2,805
Accruals	57,110	4,791
Other taxes and social security	54,459	-
Other creditors	-	25
	<u>494,162</u>	<u>98,420</u>

7 Called up share capital

	2021 £	2020 £
Authorised		
1 ordinary share of £1	<u>1</u>	<u>1</u>
Allotted, called-up and fully paid		
1 ordinary share of £1	<u>1</u>	<u>1</u>

8 Related party disclosures

In accordance with paragraph 33.1A of FRS102, the company has taken the exemption not to disclose balances with or transactions between itself and its parent, The Royal Foundation of The Duke and Duchess of Cambridge, on the basis that it is a wholly owned subsidiary.

9 Ultimate parent company

The immediate, ultimate and controlling parent company is The Royal Foundation of The Duke and Duchess of Cambridge (charity number 1132048), a company incorporated in Great Britain and registered in England and Wales. Copies of the financial statements of The Royal Foundation may be obtained from: The Royal Foundation of The Duke and Duchess of Cambridge, Kensington Palace, Palace Green, London, W8 4PU.