

Charity Registration No. 1130025

Company Registration No. 06882190 (England and Wales)

# JOHANSSON FAMILY FOUNDATION LIMITED

ANNUAL REPORT AND UNAUDITED FINANCIAL  
STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

# JOHANSSON FAMILY FOUNDATION LIMITED

## LEGAL AND ADMINISTRATIVE INFORMATION

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<b>Trustee Directors</b>	J Johansson S Johansson C E Napora C E Napora	(Appointed 30 March 2022)
<b>Secretary</b>		
<b>Charity number</b>	1130025	
<b>Company number</b>	06882190	
<b>Principal address</b>	10 Lansdowne Road London W11 3LW	
<b>Registered office</b>	10 Lansdowne Road London W11 3LW	
<b>Accountants</b>	Moore Kingston & Smith LLP 6th Floor 9 Appold Street London EC2A 2AP	
<b>Solicitors</b>	Morgan Lewis & Bockius LLP Condor House 5-10 St Paul's Churchyard London EC4M 8AL	
<b>Investment bankers</b>	Citi Private Bank 25 Canada Square Canary Wharf London E14 4QA	

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# JOHANSSON FAMILY FOUNDATION LIMITED

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# JOHANSSON FAMILY FOUNDATION LIMITED

## TRUSTEES' REPORT (INCLUDING DIRECTORS' REPORT)

For the year ended 31 December 2022

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The Trustee Directors present their report and accounts for the year ended 31 December 2022.

The accounts have been prepared in accordance with the accounting policies set out in note 1 to the accounts and comply with the charity's Memorandum and Articles of Association, the Companies Act 2006 and "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)" (as amended for accounting periods commencing from 1 January 2016)

The page headed Legal and Administrative Information forms part of this report.

### **Objectives and activities**

The charity's objective is to advance such exclusively charitable purposes, according to the law of England and Wales, as the trustees shall decide. Specifically the charity will further the Johansson family's philanthropic activities and interests by operating as a donation making organisation.

The trustees anticipate that this objective would normally be met by making donations to registered charities for use in relation to specific projects or activities undertaken by them that the trustees are satisfied are exclusively charitable under English law.

The trustees will seek to satisfy themselves that every donation is made in furtherance of a charitable purpose that offers an identifiable benefit to the public, or a significant section of the public. The trustees have complied with the duty in S17 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission.

The Trustee Directors have paid due regard to guidance issued by the Charity Commission in deciding what activities the charity should undertake.

### **Donation making policies**

The trustees expect that the majority of their donations will be paid to charitable organisations in the United Kingdom and United States. The charity may also make grants to well-established international charitable organisations.

The charity will seek out potential grantees and solicit information relevant to its consideration of the grant and grant applications on a case by case basis. In the future the charity may develop a more formal method for accepting unsolicited grant applications.

### **Achievements and performance**

#### **Review of funds receivable and their use and future developments**

Funding for the Johansson Family Foundation Limited will come primarily from contributions from various members of the Johansson Family. Charitable donations of £151,680 were made during the year and the charity incurred governance costs of £(1,994). At the year end the charity had reserves of £804,039.

In the future the Johansson Family Foundation Limited will continue to act as a vehicle for the Johansson Family's charitable giving in the United Kingdom and United States. The goals of the charity will evolve as directed by the trustees.

### **Investment powers**

In accordance with the Memorandum and Articles of Association the charity has the power to invest in such charitable purposes as the Trustees see fit.

# JOHANSSON FAMILY FOUNDATION LIMITED

## TRUSTEES' REPORT (Continued)(INCLUDING DIRECTORS' REPORT)

For the year ended 31 December 2022

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### **Risk management and reserves policy**

The charity has the power to set aside funds for special purposes or as reserves against future expenditure as the trustees see fit. The charity's policy on reserves is to maintain ample reserves to meet commitments that the charity has taken on. The trustees consider that there are minimal risks facing the Foundation as it is a solely donation making charity, they have not therefore made a formal risk assessment.

### **Structure, governance and management**

The charity is a company limited by shares governed by its Memorandum and Articles of Association dated 20 April 2009.

The Trustee Directors, who are also the directors for the purpose of company law, and who served during the year were:

J Johansson

S Johansson

J Karmel

(Resigned 30 March 2022)

C E Napora

(Appointed 30 March 2022)

The method of appointment and resignation of the trustees is set out in the Articles of Association. The Memorandum and Articles of Association allow for an unlimited number of trustees but a minimum of three.

This report represents the directors' report required by S417 of the Companies Act 2006.

### **Structure, governance and management**

The trustees hold periodic board meetings to discuss important charity matters. The day to day management and administration of the charity was undertaken by J Karmel (resigned 30 March 2022) then C E Napora (appointed 30 March 2022)

### **Trustee induction and training**

Johansson Family Foundation Limited has no formal procedure for the induction and training of trustees, however the company secretary distributes charity commission publications to ensure the trustees are aware of their responsibilities.

### **Related parties**

Johansson Family Foundation, a Non-stock Non-profit Corporation organised under the Delaware General Corporation Law has complimentary objectives, and owns the share capital of Johansson Family Foundation Limited.

# JOHANSSON FAMILY FOUNDATION LIMITED

## TRUSTEES' REPORT (Continued)(INCLUDING DIRECTORS' REPORT)

For the year ended 31 December 2022

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### Statement of Trustees' responsibilities

The Trustee Directors, who are also the directors of Johansson Family Foundation Limited for the purpose of company law, are responsible for preparing the Trustees' Report and the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company Law requires the Trustee Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that year.

In preparing these accounts, the Trustee Directors are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

The Trustee Directors are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees' report was approved by the Board of Trustee Directors.



**J Johansson**

Dated: ...28 September 2023.....

# JOHANSSON FAMILY FOUNDATION LIMITED

## INDEPENDENT EXAMINER'S REPORT

### TO THE TRUSTEE DIRECTORS OF JOHANSSON FAMILY FOUNDATION LIMITED

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I report on the accounts of the charity for the year ended 31 December 2022, which are set out on pages 5 to 11.

#### **Respective responsibilities of Trustee Directors and examiner**

The Trustee Directors, who are also the directors of Johansson Family Foundation Limited for the purposes of company law, are responsible for the preparation of the accounts. The Trustee Directors consider that an audit is not required for this year under section 144(2) of the Charities Act 2011 (the 2011 Act) and that an independent examination is needed.

Having satisfied myself that the charity is not subject to audit under company law and is eligible for independent examination, it is my responsibility to:

- (i) examine the accounts under section 145 of the 2011 Act;
- (ii) to follow the procedures laid down in the general Directions given by the Charity Commission under section 145(5)(b) of the 2011 Act; and
- (iii) to state whether particular matters have come to my attention.

#### **Basis of independent examiner's report**

My examination was carried out in accordance with the general Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeking explanations from you as trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit and consequently no opinion is given as to whether the accounts present a 'true and fair view' and the report is limited to those matters set out in the next statement.

#### **Independent examiner's statement**

In connection with my examination, no other matter except that referred to in the previous paragraph has come to my attention:

- (a) which gives me reasonable cause to believe that in any material respect the requirements:
  - (i) to keep accounting records in accordance with section 386 of the Companies Act 2006; and
  - (ii) to prepare accounts which accord with the accounting records, comply with the accounting requirements of 396 of the Companies Act 2006 and with the methods and principles of the Statement of Recommended Practice: Accounting and Reporting by Charities;have not been met or
- (b) to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.



Andrew Grieve FCA  
Moore Kingston & Smith LLP

6th Floor  
9 Appold Street  
London  
EC2A 2AP

Dated: 28 September 2023

# JOHANSSON FAMILY FOUNDATION LIMITED

## STATEMENT OF FINANCIAL ACTIVITIES INCLUDING INCOME AND EXPENDITURE ACCOUNT

For the year ended 31 December 2022

		Unrestricted funds 2022 £	Unrestricted funds 2021 £
	Notes		
<b>Income from:</b>			
Donations and legacies	2	120,000	-
Investments	3	48,568	28,005
<b>Total income</b>		168,568	28,005
<b>Expenditure on:</b>			
Charitable activities	4	149,686	87,581
Net gains on investments	9	(114,347)	138,198
<b>Net (outgoing)/incoming resources</b>		(95,465)	78,622
<b>Other recognised gains and losses</b>			
Other gains or losses		20,430	(7,935)
<b>Net movement in funds</b>		(75,035)	70,687
Fund balances at 1 January 2022		879,074	808,387
<b>Fund balances at 31 December 2022</b>		804,039	879,074

There are no recognised gains and losses other than those passing through the profit and loss account.

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

The statement of financial activities also complies with the requirements for an income and expenditure account under the Companies Act 2006.



# JOHANSSON FAMILY FOUNDATION LIMITED

## BALANCE SHEET

As at 31 December 2022

	Notes	2022 £	£	2021 £	£
<b>Fixed assets</b>					
Investments	11		824,707		978,822
<b>Current assets</b>					
Cash at bank and in hand		56,442		13,587	
<b>Creditors: amounts falling due within one year</b>	12	(77,110)		(113,335)	
Net current liabilities			(20,668)		(99,748)
<b>Total assets less current liabilities</b>			804,039		879,074
<b>Income funds</b>					
<u>Unrestricted funds</u>					
General unrestricted funds		804,029		879,064	
Share capital		10		10	
			804,039		879,074
			804,039		879,074

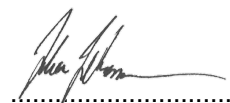
For the financial year ended 31 December 2022 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the Trustee Directors on .....28 September 2023.....



J Johansson

Trustee

Company Registration No. 06882190

# JOHANSSON FAMILY FOUNDATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

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### 1 Accounting policies

#### Charity information

Johansson Family Foundation Limited is a private company limited by shares incorporated in England and Wales. The registered office is 10 Lansdowne Road, London, W11 3LW.

#### 1.1 Accounting convention

The accounts have been prepared in accordance with the charity's Memorandum and Articles of Association, the Companies Act 2006 and "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)" (as amended for accounting periods commencing from 1 January 2016). The charity is a Public Benefit Entity as defined by FRS 102.

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

The accounts have been prepared under the historical cost convention and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

#### 1.2 Going concern

At the time of approving the accounts, the Trustee Directors have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future. Thus the Trustees' continue to adopt the going concern basis of accounting in preparing the accounts.

#### 1.3 Charitable funds

Unrestricted funds are available for use at the discretion of the Trustee Directors in furtherance of their charitable objectives unless the funds have been designated for other purposes.

#### 1.4 Incoming resources

Income is recognised when the charity is legally entitled to it after any performance conditions have been met, the amounts can be measured reliably, and it is probable that income will be received.

Cash donations are recognised on receipt. Other donations are recognised once the charity has been notified of the donation, unless performance conditions require deferral of the amount. Income tax recoverable in relation to donations received under Gift Aid or deeds of covenant is recognised at the time of the donation.

Legacies are recognised on receipt or otherwise if the charity has been notified of an impending distribution, the amount is known, and receipt is expected. If the amount is not known, the legacy is treated as a contingent asset.

Investment income is included when receivable.

#### 1.5 Resources expended

Resources expended are recognised in the period in which they are incurred on an accruals basis. Resources expended include attributable VAT which cannot be recovered. Costs of charitable activities include direct expenditure incurred through grants to partners and operational activities together with associated support costs. Grants are recognised in the period in which they are payable. Grants payable in furtherance of the charity's objects are attributed to the related classification heading in the SOFA. The costs of raising funds relate to the costs incurred by the charitable company in raising funds for the charitable work. Expenditure is allocated to the particular activity where the cost relates directly to that activity.

# JOHANSSON FAMILY FOUNDATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2022

### 1 Accounting policies

(Continued)

#### 1.6 Fixed asset investments

Fixed asset investments are initially measured at transaction price excluding transaction costs, and are subsequently measured at fair value at each reporting date except where no open market value is readily available when they are measured at transaction price less any provision for impairment. Changes in fair value are recognised in net income/(expenditure) for the year. Transaction costs are expensed as incurred.

#### 1.7 Cash and cash equivalents

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

#### 1.8 Financial instruments

##### Debtors

Short term debtors are measured at transaction price, less any impairment. Loans and other debtors receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

##### Creditors

Short term trade creditors and other current creditors payable on demand are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 1.9 Foreign exchange

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

#### 1.10 Donations payable

Donations are accounted for when the donation has been approved by the trustees and notified in writing to the beneficiary. Multiyear donations are accounted for when either the recipient has a reasonable expectation that they will receive a donation and the trustees have agreed to pay the donation without condition, or the recipient has a reasonable expectation that they will receive a donation and any condition attaching the donation is outside of the control of the charitable company.

### 2 Donations and legacies

	2022	2021
	£	£
Donations and gifts	120,000	-

# JOHANSSON FAMILY FOUNDATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2022

### 3 Investments

	<b>Total 2022 £</b>	<b>Total 2021 £</b>
Income from investments	48,568	28,005

### 4 Charitable activities

	<b>2022 £</b>	<b>2021 £</b>
Grant funding of activities (see note 5)	151,680	79,183
Share of governance costs (see note 6)	(1,994)	8,398
	<u>149,686</u>	<u>87,581</u>

### 5 Grants payable

	<b>2022 £</b>	<b>2021 £</b>
Grants to institutions:		
Almedia Theatre	1,000	-
Greenhouse Sports Ltd	20,000	-
Kent Place school	1,249	1,113
Level Water	500	-
Morgan Library and Museum	108,261	25,970
MouseTrap	12,500	5,000
Stanford University	-	37,100
Victoria & Albert Museum	10,000	10,000
Other	(1,830)	-
	<u>151,680</u>	<u>79,183</u>
	<u>151,680</u>	<u>79,183</u>

The charitable company included £150,000 as a donation to the Big Issue Invest Social Enterprise Investment for a programme related investment in 2017. It was treated as a donation due to the uncertainty of recovering the investment. The investment in the Big Issue Invest Social Enterprise Investment continues to be held at nil value but gave rise to income in the year of £18,468 (2021: £0).

# JOHANSSON FAMILY FOUNDATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2022

### 6 Governance costs

	2022 £	2021 £
Legal and professional costs	(8,994)	1,598
Independent Examiners Fees	7,000	6,800
	<u>(1,994)</u>	<u>8,398</u>

### 7 Trustee Directors

None of the Trustee Directors (or any persons connected with them) received any remuneration or benefits.

### 8 Employees

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

	2022 Number	2021 Number
Trustees	3	3
	<u>3</u>	<u>3</u>

No remuneration was paid in the year.

### 9 Net (gains)/losses on investments

	Unrestricted funds £	Unrestricted funds £
Revaluation of investments	154,115	(138,198)
(Gain)/loss on sale of investments	(39,768)	-
	<u>114,347</u>	<u>(138,198)</u>

### 10 Taxation

The charity is exempt from corporation tax on its charitable activities.

# JOHANSSON FAMILY FOUNDATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2022

### 11 Fixed asset investments

	Listed Investments £	Other investments £	Total £
<b>Cost or valuation</b>			
At 1 January 2022	778,822	200,000	978,822
Net gain/(loss) on revaluation	(116,290)	-	(116,290)
Disposals	(54,790)	-	(54,790)
At 31 December 2022	607,742	200,000	807,742
<b>Carrying amount</b>			
At 31 December 2022	607,742	200,000	807,742
At 31 December 2021	778,822	200,000	978,822

### 12 Creditors: amounts falling due within one year

	2022 £	2021 £
Other creditors	69,110	105,535
Accruals and deferred income	8,000	7,800
	77,110	113,335

### 13 Share capital

	2022 £	2021 £
<b>Ordinary share capital</b>		
<b>Issued and fully paid</b>		
10 ordinary shares of £1 each	10	10

### 14 Ultimate controlling party

The charity's parent company is The Johansson Family Foundation, a non-profit organisation incorporated in Delaware, USA, by virtue of its shareholding. This entity is controlled by its trustees and treasurer, who are the same as for Johansson Family Foundation Limited.

### 15 Related party transactions

At 31 December 2022 the charity owed £16,770 (2021: £28,973 ) to J and S Johansson, trustees of the company. These amounts are interest free and are repayable on demand.

As stated in the Trustees Report the charity is the vehicle for the Johansson family charitable giving which is the source of donations received in the year.