

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 2023

JOHANSSON FAMILY FOUNDATION LIMITED

LEGAL AND ADMINISTRATIVE INFORMATION

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

JOHANSSON FAMILY FOUNDATION LIMITED

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JOHANSSON FAMILY FOUNDATION LIMITED

TRUSTEES' REPORT (INCLUDING DIRECTORS' REPORT)

For the year ended 31 December 2023

The Trustee Directors present their report and accounts for the year ended 31 December 2023.

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 £57,023 were made during the year and the charity incurred governance costs of £9,751. At the year end the charity had reserves of £808,181.

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 2023

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

C E Napora

(Resigned 14 November 2023)

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 C E Napora (resigned 14 November 2023) then S Eysers (appointed 14 November 2023)

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 2023

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.

DocuSigned by:

A2AAED12ED554CC...
J Johansson

Dated: 23 July 2024

JOHANSSON FAMILY FOUNDATION LIMITED

INDEPENDENT EXAMINER'S REPORT

TO THE TRUSTEE DIRECTORS OF JOHANSSON FAMILY FOUNDATION LIMITED

I report on the accounts of the charity for the year ended 31 December 2023, 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: 23 July 2024

JOHANSSON FAMILY FOUNDATION LIMITED

STATEMENT OF FINANCIAL ACTIVITIES INCLUDING INCOME AND EXPENDITURE ACCOUNT

For the year ended 31 December 2023

		Unrestricted funds 2023 £	Unrestricted funds 2022 £
	Notes		
<u>Income from:</u>			
Donations and legacies	2	16,770	120,000
Investments	3	37,345	48,568
Total income		54,115	168,568
<u>Expenditure on:</u>			
Charitable activities	4	66,774	149,686
Net gains on investments	9	(45,627)	(114,347)
Net outgoing resources		(58,286)	(95,465)
Other recognised gains and losses			
Other gains or losses		62,428	20,430
Net movement in funds		4,142	(75,035)
Fund balances at 1 January 2023		804,039	879,074
Fund balances at 31 December 2023		808,181	804,039

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 2023

	Notes	2023 £	£	2022 £	£
Fixed assets					
Investments	11		786,336		824,707
Current assets					
Cash at bank and in hand		38,535		56,442	
Creditors: amounts falling due within one year	12	(16,690)		(77,110)	
Net current assets/(liabilities)			21,845		(20,668)
Total assets less current liabilities			808,181		804,039
Income funds					
<u>Unrestricted funds</u>					
General unrestricted funds		808,171		804,029	
Share capital		10		10	
			808,181		804,039
			808,181		804,039

For the financial year ended 31 December 2023 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 23 July 2024

DocuSigned by:

 A2AAED12ED554CC...
 J Johansson
 Trustee

Company Registration No. 06882190

JOHANSSON FAMILY FOUNDATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2023

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 2023

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

	2023 £	2022 £
Donations and gifts	16,770	120,000

JOHANSSON FAMILY FOUNDATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2023

3 Investments

	Total 2023 £	Total 2022 £
Income from investments	37,345	48,568

4 Charitable activities

	2023 £	2022 £
Grant funding of activities (see note 5)	57,023	151,680
Share of governance costs (see note 6)	9,751	(1,994)
	<u>66,774</u>	<u>149,686</u>

5 Grants payable

	2023 £	2022 £
Grants to institutions:		
Almedia Theatre	-	1,000
Greenhouse Sports Ltd	12,000	20,000
Kent Place school	-	1,249
Level Water	-	500
Morgan Library and Museum	27,723	108,261
MouseTrap	-	12,500
Whizz kid	500	-
Victoria & Albert Museum	10,300	10,000
Mary Hare Foundation	1,500	-
St Clements	5,000	-
Other	-	(1,830)
	<u>57,023</u>	<u>151,680</u>
	<u>57,023</u>	<u>151,680</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 £5,661 (2022: £18,468).

JOHANSSON FAMILY FOUNDATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 31 December 2023

6 Governance costs

	2023 £	2022 £
Legal and professional costs	2,751	(8,994)
Independent Examiners Fees	7,000	7,000
	<u>9,751</u>	<u>(1,994)</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:

	2023 Number	2022 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	38,371	154,115
(Gain)/loss on sale of investments	7,256	(39,768)
	<u>45,627</u>	<u>114,347</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 2023

11 Fixed asset investments

	Listed Investments £	Other investments £	Total £
Cost or valuation			
At 1 January 2023	624,707	200,000	824,707
Net gain/(loss) on revaluation	15,897	-	15,897
Disposals	(54,268)	-	(54,268)
At 31 December 2023	586,336	200,000	786,336
Carrying amount			
At 31 December 2023	586,336	200,000	786,336
At 31 December 2022	624,707	200,000	824,707

12 Creditors: amounts falling due within one year

	2023 £	2022 £
Other creditors	8,690	69,110
Accruals and deferred income	8,000	8,000
	16,690	77,110

13 Share capital

	2023 £	2022 £
Ordinary share capital		
Issued and fully paid		
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 2023 the charity owed £nil (2022: £16,770) to J and S Johansson, trustees of the company. These amounts were interest free and 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 current and previous year.