## **Meeron Limited**

Directors' report and financial statements Registered number 3532120 For the 52 week period ended 29 December 2019



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## Directors' report

The directors present their Directors' report and the financial statements for the period ended 29 December 2019.

#### Principal activities

The principal activity of the company is the provision and operation of a link bureau service to allow a number of bingo clubs to play link games simultaneously.

#### **Business review**

In June 2018, Meeron purchased ISD Computer Services in order to ensure continuity of service and the independence of a vital industry supplier.

In early 2019, the business had been stabilised and the financial position improved (it made £116k PAT in 2019). In July 2019, the boards of Meeron and ISD decided that the best long-term future for ISD was to find a suitable purchaser – on the basis that Meeron is not sufficiently resourced – or an expert to quickly develop the Maxim product and overhaul it for the future benefit of members.

The board invited tenders from the bingo supply chain and related parties leading to expressions of interest from nine organisations. This became five by the beginning of October and eventually led to two organisations being invited to conduct enhanced due diligence checks in November and submit final tenders by early January 2020.

Criteria for the purchase of ISD were: safeguard of supply; future development plans; and the commercial offer/valuation.

A preferred bidder was arrived at by the end of January 2020 and ISD are currently in advanced negotiations leading to Heads of Terms with that bidder. On current valuation, Meeron anticipate a loss on disposal assuming the sale goes through by end of April 2020 The Meeron accounts in 2019 reflect a write down in the value of ISD following the tender process therefore reflecting its current valuation.

Away from ISD, Meeron continued to operate well in 2019. Income came under pressure as the success of the National Bingo Game saw operators re-join that game thereby affecting workstation rental income.

At the end of 2019 the Meeron balance sheets stands at £1.3m and 2019 accounts shows a profit before tax of £2.4k My thanks go to the board of Meeron for their guidance and support in 2019.

#### Proposed dividend

The directors have approved a payment of a dividend of £52,058 during the period (2018: £nil).

## **Key Performance Indicators**

Key Pertormance Indicators			
	2019	2018	% variance
Main Stage			
Tickets sold	133,542,210	135,551,687	(1.5%)
Monies Staked	£10,156,355	£10,850,455	(6.4%)
Prizes Paid	£10,599,257	£11,391,532	(7.0%)
Service Charge Revenue	£283,036	£284,041	(0.4%)
MCB			
Boards sold	64,021,950	66,215,168	(3.3%)
Monies Staked	£21,647,700	£23,786,603	(9.0%)
Prizes Paid	£21,647,700	£23,786,605	(9.0%)
Service Charge Revenue	£582,023	£592,126	(1.7%)
Directors' report (continued)			
Offline Games Boards sold	4,426,098	4,466,700	(0.9%)

Monies Staked	£608,181	£574,464	5.9%
Prizes Paid	£581,500	£597,400	(2.7%)
Service Charge Revenue	£69,304	£80,531	(13.9%)

#### Directors and directors' interests

The directors who held office during the period were as follows:

M Baron (Chief Executive)

J Harris

M Jepp

D Robson

#### Political and charitable contributions

The company made no political donations during the period (2018: £nil). The company made charitable donations of £9,728 during the period (2018: £2,500)

#### Events after the balance sheet date

Following the outbreak of the Covid-19 global pandemic declared by the World Health Organisation, the Company has adapted its practices and operations in line with government guidance. The Directors have outlined the considerations of this event within Note 2.

#### 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; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### Auditor

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

By order of the board

M Baron Director

24 September 2020

75 High Street North, Dunstable Bedfordshire LU6 1JF

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

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 they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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; and
- 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.



## KPMG LLP

58 Clarendon Road Watford WD17 1DE United Kingdom

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEERON LIMITED

#### Opinion

We have audited the financial statements of Meeron Limited ("the company") for the period ended 29 December 2019, which comprise the Profit and loss account, 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 29 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of 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").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

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 absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEERON LIMITED (continued)

#### Directors' report

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

Our responsibility is to read 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 directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has 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; 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 exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

#### Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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 <a href="https://www.frc.org.uk/auditorsresponsibilities">www.frc.org.uk/auditorsresponsibilities</a>.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEERON LIMITED (continued)

#### 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.

C Anderson

Charlotte Anderson (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
58 Clarendon Road
Watford
WD17 1DE

Date: 11 December 2020

## Profit and loss account

for the period ended 29 December 2019					
•	Note			2019	2018
	4		,	£000	£000
Turnover				1,042	1,135
Administrative expenses	2	•	*	1,043	(905)
Operating (loss)/profit	•			(1)	230
Interest receivable and similar income	5			3	2
Profit on ordinary activities before taxation				2	232
Tax on profit on ordinary activities	6	,		(14)	(44)
(Loss) / Profit for the period	·			(12)	188
•					

A statement of comprehensive income has not been presented as all recognised gains and losses for both periods have been reflected in the profit and loss account.

All income of the company is derived from continuing operations.

The notes on pages 11 to 18 form part of these financial statements.

Balance sheet at 29 December 2019	•				
	Note	2019 £000	.2019 £000	2018 £000	2018 £000
Fixed assets Tangible assets Investments	7 . 8	266 224		40 293	
			<b>490</b>	<del></del>	. 333
Current assets					
Debtors Cash at bank and in hand	.9	233 909	•	296 1,034	
•	,	1,142		1,330	
Creditors: amounts falling due within one year	. 10	(319)		(286)	,
Net current assets		<del></del>	824	<del></del> .	1,044
Total assets less current liabilities			1,313		1,377
Net assets			1,313	. "	1,377
Capital and reserves					
Called up share capital Profit and loss account	12 13		1,313		1,377
Shareholders' funds			1,313	•	1,377
	•		<del>-,</del> .		

The notes on page 11 to 18 form part of these financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime of the Companies Act 2006.

These financial statements were approved by the board of directors on 24 September 2020 and were signed on its behalf by:

M Baron Director

Meeron Limited
Registered number 3532120
Directors' report and financial statements
For the 52 week period ended 29 December 2019

#### Notes

(forming part of 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 company's financial statements.

#### Basis of preparation

Meeron Limited (the "Company") is a private company incorporated, domiciled and registered in England and Wales in the UK. The registered number is 3532120 and the registered address is 75 High Street North, Dunstable, Bedfordshire, LU6 1JF.

These financial statements were prepared in accordance with Section 1A of Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The Company is exempt by virtue of s399 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

#### Going concern

The directors have prepared the financial statements on a going concern basis which they consider to be appropriate for the following reasons.

The Company finances its working capital needs through its available cash balances.

The directors have prepared cash flow forecasts for the 12 month period to 31 December 2021. In preparing those forecasts they have considered the impacts of Covid-19. Specifically, they have considered a severe but plausible downside scenario in which:

- Revenues since the beginning of lockdown and for the remainder of 2020 reduce by 100% (with no sales forecast during the lockdown period, up to and including December 2020);
- Revenues are forecast to gradually return through 2021, starting with a 25% return of pre Covid-19 revenues in January 2021 through to 75% of pre Covid-19 revenues from May 2021 through to December 2021.

These forecasts indicate that even in the severe but plausible downside scenario the Company will be able to settle its liabilities as they fall due for that period. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

#### Fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Equipment, computers and software 3-5 years

#### Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

#### 1 Accounting policies (continued)

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### **Turnover**

Turnover represents the amounts (excluding value added tax) derived from management fees paid by each club. Turnover is recognised weekly on an accruals basis once a week's worth of games is complete. All turnover is derived in the UK.

#### **Employee Benefits**

Defined contribution plans and other long term employee benefits

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

#### Basic financial instruments

Basic financial instruments comprise investments in subsidiaries, trade and other debtors, cash and cash equivalents and trade and other creditors.

#### Trade and other debtors/creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors.

#### Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

## 2 Expenses and auditor's remuneration

	£000	£000
Included in profit/loss are the following		
Auditor's remuneration:		•
Audit of these financial statements	19	19
Other services relating to taxation	6	6
Depreciation and other amounts written off tangible fixed assets – owned	59	62
Impairment	, 69	-

## 3 Directors' remuneration

		2019 £000	2018 £000
Directors' fees		5	5

In addition to the Directors' fees above, the notional cost of other Directors of the Company has been assessed as £37,600 (2018: £43,000). This was borne by The National Bingo Game Association Limited during the year.

#### 4 Staff numbers and costs

The average number of persons employed by the company during the period (including directors), analysed by category, was as follows:

	Number o , 2019	f employees 2018
Head office – administration and operations	8	. 8
The aggregate payroll costs of these persons were as follows:	2019 £000	2018 £000
Wages and salaries Social security costs Pension costs	149 12 6	147 12 6
	167	165
5 Interest receivable and similar income		
	2019 £000	2018 £000
Bank interest	. 3	2

#### 6 Taxation

UK Corporation Tax	2019 £000	2018 £000
Current tax on income for the period		32
Total current tax	·	32
Deferred Tax Changes in deferred tax arising from the origination and reversal of timing differences Adjustments in respect of prior periods	14	11
Total deferred tax	14	12
Total tax	14	44

#### Reconciliation of effective tax rate

Factors affecting the tax charge for the current period

The tax assessed for the period is lower than (2018: equals) the effective standard rate of corporation tax in the UK of 19% (2018: 19%) applied to the pre-tax profit of the company.

	2019 £000	2018 £000
Profit-for the period Total tax expense	2 14	232
(Loss) / Profit on ordinary activities after tax	(12)	188
Tax using the UK standard rate of corporation tax of 19% (2018: 19%)	-	44
Effect of: Other differences Reduction in tax rate on deferred tax balances Expenses not deductible for tax purposes	3 (2) 13	- - -
Total tax expense	14	44

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2018) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 29 December 2019 has been calculated based on these rates.

## 7 Tangible fixed assets

			Equipment, computers and software £000
Cost At beginning of period Additions		· .	3,315 ° 285
At end of period			3,600
<b>Depreciation</b> At beginning of period Charge for period		,	3,275
At end of period			3,334
Net book value	• •		<del></del>
At 29 December 2019			266
At 30 December 2018			40
8 Investments			,
	· .		Shares in subsidiary undertakings £000
Cost and net book value:		,	
At beginning of period Additions Impairment			293 (69)
At end of period			224
Subsidiary undertakings	Country of incorporation	% and class of share owned	Principal activity
ISD Computer Services Limited	United Kingdom	100% of the ordinary share capital	IT Services

In 2018 Meeron Limited acquired 100% of the ordinary share capital of ISD Computer Services Limited. The principal activity of ISD Computer Services Limited is the provision of IT services for the Bingo Industry. The carrying value of the investment has been reviewed for impairment and is a true and fair representation of the value of the company. The registered address of ISD Computer Services Limited is 75 High Street North, Dunstable, Bedfordshire, LU6 1JF.

9 Debtors

	1		
		2019	2018
		£000	£000
Amounts owed by group undertakings		81	125
Prepayments and accrued income		7.4	75
Deferred tax (see note 11)		67	81
Other debtors	,	11	15
		233	296
	•		
			•
10. Creditors, amounts falling due within any year			

	233	296
	-	
		,
10 Creditors: amounts falling due within one year	•	
	2019	2018
	£000	£000
Amounts owed to group undertakings	.8	
Trade creditors	40	10
Undistributed prizes (see note 15)	197	135
Corporation tax	1	57
Other taxation and social security	31	45
Accruals and deferred income	42	39
·		
	319	286
•		

## 11 Deferred taxation

The undiscounted deferred tax asset is set out below and calculated at 17% (2018: 17%):

		Deferred tax £000
Asset at the beginning of the period Charge to the profit and loss account		81 (14)
Asset at the end of the period		67
Deferred tax asset at the end of the period	2019 £000	2018 £000
Differences between accumulated depreciation and capital allowances	67	81
	67	81

#### 12 Called up share capital

	2019 £	2018 £
Authorised Equity: Ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid Equity: Ordinary shares of £1 each	2	2
13 Reserves	· .	Profit and loss account
At beginning of period Loss for the period Dividends paid	,	1,377 (12) (52)
At end of period		. 1,313

## 14 Related party transactions

The company has taken advantage of the exemption from disclosure of transactions with wholly owned group undertakings.

During the period M Baron was Chief Executive of The Bingo Association, the trade association of the licensed bingo industry in Great Britain. Subscription fees were paid in the period to The Bingo Association Limited of £138,000 (2018: £138,000). At 29 December 2019, there was a net outstanding balance of £13,800 owed from Meeron Limited to Bingo Association Limited (2018: £300).

The following directors are also directors of companies that enter into transactions with Meeron Limited. All the following related party transactions were conducted on an arm's length basis. The transactions relate to charges per Link game played. At the balance sheet date there are no balances outstanding with any of the related parties.

	Amoun			Amount		
		received		received		
		2019		2018		
Company	Director	£000	%	£000	%	
BJs Luxury Bingo	D Robson	24	3	30	12	
Castle Leisure Limited	J Harris	82	10	98	37	
Majestic Bingo Limited	M Jepp	117	14	134	51	

The above amounts exclude VAT.

#### 15 Retained stake

	,			•	£000 Total
Opening undistributed prizes Money received from clubs Prizes paid out in the period					135 767 (705)
Closing undistributed prizes		:		:	197

## 16 Ultimate parent company and parent undertaking of smallest and largest group of which the company is a member

The company is a wholly owned subsidiary undertaking of The National Bingo Game Association Limited, which is incorporated in England and Wales. The National Bingo Game Association Limited, the ultimate controlling party, does not prepare consolidated financial statements. The financial statements of The National Bingo Game Association Limited can be obtained from 75 High Street North, Dunstable, Bedfordshire, LU6 1JF.

#### 17 Accounting Estimates and Judgements

The Directors have considered key accounting estimates and judgements and do not consider any of the estimates or judgements to have a significant impact on these financial statements.

#### 18 Events after the balance sheet date

Following the outbreak of the Covid-19 global pandemic declared by the World Health Organisation, the Company has adapted its practices and operations in line with government guidance. The Directors have outlined the considerations of this event within Note 2.