Registered number: 3564855

Hyatt Holdings (UK) Limited

Directors' report and financial statements

for the year ended 31 December 2014



Company Information

Directors

A Morales

P Fulton (appointed 5 June 2014)

G Rainer (resigned 26 September 2014)

Company secretary

Jordans Limited

Registered number

3564855

Registered office

21 St Thomas Street

Bristol BS1 6JS

Independent auditor

Deloitte LLP

Chartered Accountants and Statutory Auditor

2 New Street Square

London EC4A 3BZ

Bankers

Bank Mendes Gans

PO Box 198

1000 AD Amsterdam Herengracht 619 The Netherlands

Deutsche Bank AG London

Winchester House

1 Great Winchester Street

London EC2N 2DB

Solicitors

Osborne Clark

2 Temple Back East

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Bristol BS1 6EG

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Strategic report for the year ended 31 December 2014

The directors present their Strategic report for the year ended 31 December 2014.

Principal activity and business review

There were no significant changes to the Company's business in 2014. The revenues of the company are the management fees earned from the 3 operating hotels with which the Company has management agreements. In addition, the costs associated with individuals employed by the Company are charged to and are fully reimbursable by Hyatt Chain Services.

The management agreement for the Hyatt Regency Birmingham started on 16 July 1990 and runs for an initial term of 30 years, the agreement for the Hyatt Regency London - The Churchill started on 1 May 2004 and runs for an initial term of 10 years and the agreement for the Andaz London started on 13 March 2006 and runs for an initial term of 30 years.

Negotiations are continuing to extend the management agreement for the Hyatt Regency London - The Churchill given the 2014 expiration date and the Company continues to manage the hotel whilst these are ongoing.

Most of the Company's revenues are management fees, the basic fees of which are calculated as a percentage of each hotel's revenues and the incentive fees of which are calculated as a percentage of Gross Operating Profit. The Directors analyse various KPIs of the hotels, including Revenue Per Available Room and profitability and work with the hotels to improve these metrics so as to maximize management fees income.

Expenses of the Company were up slightly from 2013 mostly due to staff costs of £1,511,320 (2013 - £1,059,084) which are fully recovered from Hyatt Chain Services.

Risks related to our business

Because we operate in a highly competitive industry, our revenues, profits or market share could be harmed if we are unable to compete effectively.

Directors' Response:

Provide authentic hospitality, permanent focus on customers, associates and employees' satisfaction;

A significant portion of the Company's administrative expenses are incurred in US Dollars and Swiss Francs and the Company is therefore exposed to the movement of both US Dollar and Swiss Franc to the Sterling exchange rate. The company has no related party or third party debt and therefore has no interest rate exposure.

Directors' Response:

 The foreign currency exposure is monitored and if significant, a hedge would be put into place to mitigate the risk.

Strategic report (continued) for the year ended 31 December 2014

Principal risks and uncertainties

Macroeconomic and other factors beyond our control as well as the business, financial, operating and other risks of the hospitality industry can adversely affect demand for hospitality products and services. This includes demand for rooms at properties that we manage.

These factors include:

- changes and volatility in general economic conditions; war, civil unrest, terrorist activities or threats and heightened travel security measures instituted in response to these events; outbreaks of pandemic or contagious diseases;
- changes in the desirability of particular locations or travel patterns of customers;
- low consumer confidence, high levels of unemployment and depressed housing prices;
- the financial condition of the transportation-related industries and its impact on travel;
- statements, actions or interventions by governmental officials related to travel and corporate travelrelated activities, and the resulting negative public perception of such travel and activities;
- domestic and international political and geo-political conditions;
- changes in taxes and governmental regulations that influence or set wages, prices, interest rates or construction and maintenance procedures and costs;
- the costs and administrative burdens associated with compliance with applicable laws and regulations;
- changes in operating costs, including, but not limited to, energy, food, workers' compensation, benefits, insurance and unanticipated costs resulting from force majeure events.

Directors' response: Permanent awareness on changes occurring in our environment so as to be able to take swift and appropriate operational measures to support the hotels under management and to mitigate exposures as the case may be.

Future developments

The directors do not expect any changes in the activities of the Company in the near future.

This report was approved by the board and signed on its behalf.

Fulton Director

Date: 30 September 2015

Directors' report for the year ended 31 December 2014

The directors present their report and the financial statements for the year ended 31 December 2014.

Results and dividends

The audited accounts for the year ended 31 December 2014 are set out on pages 8 to 18. The profit for the year, after taxation, amounted to £1,200,981 (2013 - £1,123,513).

The directors do not recommend the payment of a dividend (2013 - £nil).

Directors

The directors who served during the year were:

A Morales

P Fulton (appointed 5 June 2014)

G Rainer (resigned 26 September 2014)

Qualifying third party indemnity provisions were in place for all directors of the Company for the current and preceding year.

Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the forseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in note 1.

Employee involvement

Information on matters of concern to employees is given through information bulletins, meetings and reports, the same means are used to help employees achieve a common awareness of the financial and economic factors affecting the performance of the Company. Regular meetings between management and employees allow a free flow of information and ideas.

Disabled employees

The Company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person. Where existing employees become disabled it is the Company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

Directors' Indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Directors' report for the year ended 31 December 2014

Financial risk management objectives and policies

The activities of the Company expose it to a number of financial risks, including credit and cash flow risk. In order to minimise the impact of these financial risks, the Hyatt group has a central treasury function which manages all the financial risk of the group.

The Company's principal financial assets are bank balances and group receivables. In addition, the Company's income arises from management and incentive fees receivable from other group companies. The Company monitors the results of these companies and works with them to improve their profitability to maximise the fees receivables. If the directors considered that any group assets or liabilities were at risk of default, then guarantees would be sought within the Hyatt group for the level of that risk.

Matters covered in the Strategic report

Details of future developments (and events that have occurred after the balance sheet date - if applicable) can be found in the Strategic Report on page 2 and form part of this report by cross-reference.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be 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.

Auditor

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

P Fulton Director

Date: 30 September 2015

Directors' responsibilities statement for the year ended 31 December 2014

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

Company law requires the directors to prepare financial statements for each financial year. Under that law 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 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 Hyatt Holdings (UK) Limited

We have audited the financial statements of Hyatt Holdings (UK) Limited for the year ended 31 December 2014, which comprise the Profit and loss account, the Balance sheet and the related notes 1 to 19. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement 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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic report, Directors' report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on 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 2014 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

independent auditor's report to the members of Hyatt Holdings (UK) Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

Timothy Steel (Senior Statutory Auditor)

for and on behalf of

Deloitte LLP

Chartered Accountants and Statutory Auditor

Date: 3, 19/15

Profit and loss account for the year ended 31 December 2014

	Note	2014 £	2013 £
Turnover	1,2	6,295,344	5,675,954
Administrative expenses		(4,901,766)	(4,517,262)
Operating profit	3	1,393,578	1,158,692
Interest receivable and similar income		17,610	15,180
Interest payable and similar charges	6	(9)	(528)
Profit on ordinary activities before taxation		1,411,179	1,173,344
Tax (charge) on profit on ordinary activities	7	(210,198)	(49,831)
Profit for the financial year	_. 13	1,200,981	1,123,513

All results in the current and preceding year have been derived from continuing operations.

There are no recognised gains and losses other than those stated above for the current or preceding financial year and accordingly no separate statement of total recognised gains and losses is presented.

The notes on pages 10 to 18 form part of these financial statements.

Hyatt Holdings (UK) Limited Registered number: 3564855

Balance sheet as at 31 December 2014

•	Note	£	2014 £	. £	2013 £
Fixed assets		•			
Tangible assets	. 8		69,274		•
Current assets		•			
Debtors	9 .	1,059,781		1,083,298	
Cash at bank		6,046,930	•	4,559,422	
		7,106,711		5,642,720	
Creditors: amounts falling due within one year	10	(937,382)		(605,098)	
Net current assets		· .	6,169,329	, ,	5,037,622
Net assets			6,238,603		5,037,622
Capital and reserves					
Called up share capital	12		2,114,200		2,114,200
Profit and loss account	13		4,124,403	•	2,923,422
Shareholders' funds	14		6,238,603	,	5,037,622

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

P Fulton Director

Date: 30 September 2015
The notes on pages 10 to 18 form part of these financial statements.

Notes to the financial statements for the year ended 31 December 2014

1. Accounting policies

The financial statements are prepared in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The particular accounting policies adopted are described below. They have all been applied consistently throughout the current and preceding year.

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Going concern basis

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report and the directors report.

The current economic conditions create uncertainty particularly over (a) the level of demand for hotels, and (b) the exchange rate between sterling and US dollars and Swiss Francs and thus the consequence for the cost of the Company's administrative expenses.

However the Company has several years' track record of profitable trading and is cash generative. The directors have also been able to adjust to the current climate and reduce the negative effect on profitability through actively managing costs.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

1.3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Turnover

Turnovér represents fee income earned under the hotels and residence management agreements plus the reimbursement of costs incurred in providing services to the Hyatt chain of hotels.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line basis over five years, which is not considered to be materially different to useful economic life.

Fixtures & fittings Computer hardware

7 years straight line

3 years straight line

Notes to the financial statements for the year ended 31 December 2014

1. Accounting policies (continued)

1.6 Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

1.7 Taxatlon

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of Items of Income and expenditure in taxation computations in years difference from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1.8 Foreign currencies

Transactions denominated in foreign currencies are recorded in sterling at actual exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is reported as an exchange gain or loss in the profit and loss account.

1.9 Pension costs

The Company participates in a defined contribution scheme. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Notes to the financial statements for the year ended 31 December 2014

2. Segment Information

Turnover which is all derived in the UK and includes management fees earned in providing technical, management and marketing services is derived as follows:

	2014 £	2013 £
Management fees	٠.	
Great Eastern Hotel Hyatt Regency London - The Churchill Hyatt Regency Birmingham	708,462 2,131,644 670,565	692,244 2,151,337 501,708
.	3,510,671	3,345,289
Other		,
Hyatt Chain Services Hyatt Chain Services Markup Income Reimbursement Hyatt Regency London - The Churchill Other Income	1,835,923 91,497 526,319 330,934	1,481,662 73,792 556,514 218,697
Total	6,295,344	5,675,954
Operating profit		

3.

The operating profit is stated after charging:

·	2014	2013
	£	£
Depreciation of tangible fixed assets:		
- owned by the company	9,503	• -
Operating lease rentals:		
- other operating leases	208,025	61,736
Management service and royalty fees payable to an affliated	•	
company	2,129,622	2,027,373
Amortisation - Key Money (see note 9)	36,667	110,000

During the year, no director received any emoluments from the Company (2013 - £NIL).

Amounts payable to Deloitte LLP by the Company in respect of non-audit services were £Nil (2013 -

Auditors' remuneration

	2014 £	2013 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts	19.150	18.600
addit of the company of annual accounts		10,000

Hvatt	Holdings	(UK)	Limite	ď

Notes	to the	financ	ial	statements
for the	year	ended	31	December 2014

5. Staff costs

Staff costs were as follows:

	2014 £	2013 £
Wages and salaries Social security costs Other pension costs	1,254,584 179,991 76,745	832,515 169,643 56,926
	1,511,320	1,059,084

The average monthly number of employees, including the directors, during the year was as follows:

·		2014 No.	2013 No.
Sales and general management		15	12

The directors discharged their duties mainly outside the UK and received no emoluments in respect of services to the Company in the year (2013 - £Nil).

6. Interest payable

		2014	2013
		£	· £
Exchange loss on foreign currency balance	•	•	4
Other interest payable		9	524
		. 9	528

Notes to the financial statements for the year ended 31 December 2014

7. Taxation

raxation	•	
	2014 £	2013
Analysis of tax charge in the year	2	
Current tax (see note below)	•	
UK corporation tax charge on profit for the year Adjustments in respect of prior periods	208,887	48,952 71
Total current tax	208,887	49,023
Deferred tax		
Origination and reversal of timing differences Effect of change in tax rate on opening liability	1,694 (383)	874. (66)
Total deferred tax (see note 11)	1,311	808
Tax on profit on ordinary activities	210,198	49,831
•		

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%). The differences are explained below:

2014 £ .	2013 £
1,411,179	1,173,344
303,403	272,802
6,484	2;159
(1,409)	(155)
208,887	71
(308,478)	(225,854)
208,887	49,023
	1,411,179 303,403 6,484 (1,409) 208,887 (308,478)

Factors that may affect future tax charges

The standard rate of corporation rate changed from 23% to 21% with effect from 1 April 2014. Accordingly, the Company's profits are taxed at a rate of 21.50% (2013 - 23.25%). A further reduction to 20% effective from 1 April 2015 was enacted by Parliament on 17 July 2013 and accordingly deferred tax closing balances have been calculated at a rate of 20%.

The reduction in the future rate of corporation tax will reduce the amount of any corporation tax payable or recoverable by the Company in future years.

Notes to the financial statements for the year ended 31 December 2014

8.	Tangible fixed assets			
		Fixtures & fittings £	Computer hardware £	Total £
	Cost	, ·		•
	At 1 January 2014 Additions	72,958	5,819	- 78,777
	At 31 December 2014	72,958	5,819	78,777
	Depreciation			
	At 1 January 2014 Charge for the year	7,563	1,940	9,503
	At 31 December 2014	7,563	1,940	9,503
	Net book value			
	At 31 December 2014	65,395	3,879	69,274
	At 31 December 2013		•	
9.	Debtors			
			2014 £	2013 £
٠.	Trade debtors Amounts owed by other group undertakings Corporation tax receivable Other debtors Prepayments and accrued income Deferred tax asset (see note 11)		448,444 450,568 156,977 - - 3,792	360,839. 296,644 365,864 8,736 46,112 5,103
•			1,059,781	1,083,298

Prepayments include pre-contract costs of £nii (2013 - £36,667). Total key money of £1,100,000 was incurred in connection with entering into the Management Agreement for a London hotel, Hyatt Regency London - The Churchill Hotel, and was amortised over the ten years of the intitial term of the agreement.

Notes to	o the financial	statements
for the	year ended 31	December 2014

10.	Creditors: Amounts falling due within one year		
		2014 £	2013 · £
	Trade creditors	18,608	23,734
	Amounts owed to other group undertakings	503,310	284,908
	Other taxation and social security	226,716	168,051
	Accruals	188,748	128,405
		937,382	605,098
11.	Deferred tax asset		
		2014	2013
	•	£	£
	At beginning of year	5,103	5,911
	Charged for year	(1,311)	(808)
	At end of year	3,792	5,103
	The deferred tax asset is made up as follows:		
		0044	0040
		2014 £	2013 £
	Capital allowances	3,792	5,103
			•
12.	Share capital		. '
		2014 £	2013 £
	Authorised		•
	1,000,000 Ordinary shares of £100 each	100,000,000	100,000,000
	Allotted, called up and fully paid	-	
	21,142 Ordinary shares of £100 each	2,114,200	2,114,200

Notes to the financial statements for the year ended 31 December 2014

13. Reserves

14.

		Profit and loss account
At 1 January 2014 Profit for the financial year		2,923,422 1,200,981
At 31 December 2014		4,124,403
Reconciliation of movement in shareholders' funds		
	2014 £	2013 £
Opening shareholders' funds Profit for the financial year	5,037,622 1,200,981	3,914,109 1,123,513
Closing shareholders' funds	6,238,603	5,037,622

15. Capital commitments

The Company had no capital commitments at 31 December 2014 (2013 - £Nil).

16. Pension obligations

The Company makes pension contributions for certain employees to the Hyatt International Hotels Retirement Plan, a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered trust. The pension cost charge represents contributions payable by the Company to the fund and any potential tax payable on the contributions, which amounted to £10,663 (2013 - £8,995).

17. Operating lease commitments

At 31 December 2014 the Company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2014	2013	2014	2013
	£	£	£	£
Expiry date:	•			
Between 2 and 5 years	136,248	136,248		
•				

The lease of the office premises is subject to rent reviews at specified intervals. It provides for the lease to pay all insurance, maintenance and repair costs.

Notes to the financial statements for the year ended 31 December 2014

18. Related party transactions

In accordance with Financial Reporting Standard 8, transactions with related parties that are eliminated on consolidation within the group headed by Hyatt Hotels Corporation are not reported as the consolidated financial statements of Hyatt Hotels Corporation are publicly available and all parties to the transactions are wholly owned within the group.

19. Ultimate parent company and controlling party

The Company's ultimate parent company and controlling party is Hyatt Hotels Corporation, incorporated in the United States of America. The immediate parent company is HI Holdings Cyprus Limited, incorporated in Cyprus.

The results of Hyatt Holdings (UK) Limited are consolidated into Hyatt Hotels Corporation, a New York Stock Exchange listed public company. The consolidated accounts of Hyatt Hotels Corporation are available to the public at its registered address, being 71 South Wacker Drive, Chicago, Illinois 60606, United States of America.