Reports and financial statements

For the year ended 31 December 2017

Registered number: 3669260



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### Directors and other information

**Board of Directors** 

Fady Bakhos Liam Cunningham

Registered office

41-43 Brook Street

Mayfair London W1K 4HJ

**Auditor** 

Ernst & Young LLP

1 More London Place

London SE1 2AF

**Bankers** 

Barclays Bank

1 Churchill Place

London E14 5HP

Allied Irish Bank (GB)

City Office

9 - 10 Angel Court

London EC2R 7AB

**Solicitors** 

MacFarlanes LLP

10 Norwich Street

London EC4A 1BD

Registered number

3669260

#### Strategic report

The directors present their Strategic report for the year ended 31 December 2017.

#### Principal activity

The main activity of The Berkeley Hotel Limited ('the Company') continues to be the ownership and operation of The Berkeley Hotel, London, a five star hotel in the United Kingdom.

#### Change of ownership

On 12 December 2017, the Company was disposed by its intermediate parent company MHG Senior Borrower Limited to Selene Midco Limited, a sister company under common control. This has no impact on the underlying trade of the business, however as a result of the restruturing of the group the Company now recognises 50.5% of the net pension obligation in the The Maybourne Hotels Group Pension and Life Insurance Scheme which amounted to £2.5 million as at 31 December 2017 with an associated deferred tax asset of £0.4 million, as set out further in Note 15 and Note 16. Ultimate ownership of the company has not changed.

#### Financing

Linked to the disposal discussed above, the Company has entered into a new £237.7 million Master Murabaha Agreement with final maturity of 31 October 2022. Offset against this amount is £0.2 million of directly attributable prepaid fees which are amortised over the life of the agreement.

#### **Business review**

The Company achieved a turnover of £46.8 million (2016: £45.7 million) in the year ended 31 December 2017 which is an increase of 2.4% (2016: decrease of 9.1%) on the previous year. The Company produced an operating profit of £7.0 million in the year to 31 December 2017 (2016: £8.5 million profit).

The key performance indicators for the company are highlighted in the below table:

	2017	2016
REVPAR £	470.7	404.6
Gross profit %	68.4	67.5
Operating profit %	14.9	18.7

REVPAR and operating profit % performance in 2017 was affected by the continued development works to the existing stock and Knightsbridge side of the building resulting in reduced rooms availability and a 30% increase in business rates year on year.

#### Principal risks and uncertainties

The hotel industry's performance is closely aligned to the general economic environment. Therefore, a key risk facing the company is adverse economic conditions. The Company recognises the potentially adverse impact of The United Kingdom leaving the European Union and the continued pressure of the increase in the supply of luxury accommodation in London, however management believes it has the team, strategies and initiatives in place to defend and build on its position effectively. The Berkeley Hotel Limited has an effective revenue strategy charging its customers rates that vary depending on levels of demand. This reduces, though does not eliminate, the financial impact arising from such adverse conditions.

By order of the board and signed on its behalf by

Liam Cunningham

Director

28 June 2018

#### Directors' report

The directors present their report for the year ended 31 December 2017.

#### **Dividends**

The dividends paid during the year amounted to £243.7m (2016: £Nil)

#### **Directors and their interests**

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

Liam Cunningham Fady Bakhos

#### Directors' liabilities

The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' report.

#### **Future developments**

The Berkeley Hotel Limited completed the first phase of a significant development project, including the completion of the new front entrance designed by architect Sir Richard Rogers and a series of new contemporary rooms and suites designed by architect John Heah. On the ground floor designer Rob Angel led a transformation of the newly created Collins Room and a careful restoration and enhancement to the legendary Blue Bar. The second phase of the development includes additional signature suites with some of the largest outdoor spaces in London designed by top Asian designer Andre Fu. The ground floor ballroom and event space has also been redesigned and extended by John Heah which now means The Berkeley boasts one of London's most impressive contemporary event spaces in the capital.

Enabling works continue on the second phase of the development project relating to the freehold wing of the hoteladjacent to the land at 33-39 Knightsbridge. The land at 33-39 Knightsbridge is owned by Goldrange Properties Limited, a subsidiary of the Berkeley Hotel Limited and a new development is planned on this site to adjoin the Berkerley hotel. Development work on the new property is at an early stage.

#### Disabled employees

The Company gives full consideration to applications for employment from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion.

Where existing employees become disabled, it is the Company's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim.

#### **Employee involvement**

The Company operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulations 2005. During the year, the policy of providing employees with information, including information relating to the economic and financial factors affecting the performance of the company, has been continued through the staff quertelry meetings. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

#### Directors' report (continued)

#### **Employee involvement** (continued)

Employees participate directly in the success of the business through the Company's various incentive schemes.

#### **Political donations**

The company made no political contributions during the year (2016: £Nil).

#### **Going Concern**

The Company's business activities, together with the factors likely to affect its future development, is described in the Strategic Report on page 2.

The group headed by the company's intermediate parent company, Constellation Hotels Holding Ltd S.C.A ('the Group'), has considerable financial resources. As a consequence, the directors believe that the Group is well placed to manage its business risks successfully.

After making enquiries, and taking into account the support also assured by Constellation Hotels Holding Ltd S.C.A, 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 accounts.

#### Disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquiries of fellow directors and of the Company's auditors, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information (that is, information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

#### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and Ernst & Young LLP will therefore continue in office.

Approved by the Board of Directors ('the Board') and signed on behalf of the Board

Liam Cunningham

Director

28 June 2018

#### Statement of directors' responsibilities

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 101 Reduced Disclosure Framework.

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 year. 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
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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 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.

On behalf of the Board

Liam Cunningham

Director

28 June 2018

#### Independent auditor's report to the members of The Berkeley Hotel Limited

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE BERKELEY HOTEL LIMITED

#### Opinion

We have audited the financial statements of The Berkeley Hotel Limited for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 21, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 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.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that
  may cast significant doubt about the company's ability to continue to adopt the going concern basis of
  accounting for a period of at least twelve months from the date when the financial statements are
  authorised for issue.

#### Independent auditor's report to the members of The Berkeley Hotel Limited

#### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

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

- 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; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report:

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

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

#### Responsibilities of directors

As explained more fully in the directors' responsibilities 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### Independent auditor's report to the members of The Berkeley Hotel Limited

#### Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### Use of our report

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

Rebecca Turner (Senior statutory auditor)

29h Jun 2016

for and on behalf of Ernst & Young LLP, Statutory Auditor

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1 More London Place

London

SE1 2AF

# Statement of comprehensive income for the year ended 31 December 2017

	Note	2017 £'000	2016 £'000
Turnover Cost of sales	3	46,825 (14,794)	45,704 (14,872)
Gross profit		32,031	30,832
Administrative expenses		(25,056)	(22,306)
Operating Profit	5	6,975	8,525
Finance costs	6	(453)	-
Profit before tax		6,522	8,525
Tax credit on profit on ordinary activities	7	76	984
Profit for the financial year		6,598	9,509

The Company had no other comprehensive income in the financial year or in the preceding financial year other than those dealt with in the profit and loss account. All activities in the current and preceding periods are derived from continuing operations.

### Balance sheet

as at 31 December 2017

Note	2017 £'000	2016 £'000
8 9 10	212,507 2,700 6	198,452 3,150 6
	215,213	201,608
11 12	780 106,957 2,066	686 117,498 3,748
	109,803	121,932
13 14	(13,121) (3,915)	(12,330)
	92,767	109,602
	307,980	311,210
14 16 15	(234,003) (2,530) (15,223)	(15,729)
	56,224	295,481
17	150 56,074	150 133,586 161,745
	56,224	295,481
	9 10 11 12 13 14 16 15	£'000  8

These financial statements were approved by the Board of Directors on 28 June 2018.

Signed on behalf of the Board of Directors

Liam Cunningham

Director

### Statement of changes in equity

for the year ended 31 December 2017

	Share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
At 1 January 2016	150	133,586	152,236	285,972
Profit for the financial year Other comprehensive income	- -	-	9,509 - 	9,509
At 31 December 2016	150	133,586	161,745	295,481
Profit for the financial year Other comprehensive income Reduction of capital	- - -	- - (133,586)	6,598 - 133,586	6,598 - -
Distribution from reserves – dividend Distribution from reserves –	-	-	(243,755)	(243,755)
pension liability (note 16)	· -	<del>-</del>	(2,100)	(2,100)
At 31 December 2017	150 	-	56,074	56,224

The accompanying notes form an integral part of the financial statements.

The reserve for Retained earnings relates accumulated profits/(losses) of the Company less any distributions to shareholders.

The Share premium reserve related to the excess paid by the shareholders to the Company above the nominal value of share capital. The share premium was reduced.

Dividends paid

,	2017	2016
	£'000	£,000
Declared and paid during the year		
Final dividend for 2017: 243.75p (2016: £nil)	243,754	-

#### Notes

forming part of the financial statements

#### 1 Statement of compliance

The Berkeley Hotel Limited is a company incorporated and domiciled in the England and Wales. The company's registered office is 41-43 Brook Street, Mayfair, London, W1K 4HJ.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

These financial statements are presented in sterling, being the functional currency of the company. All financial information presented in sterling has been rounded to the nearest thousand, except where otherwise stated.

#### 2 Significant accounting policies

#### Basis of preparation

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the European Uunion ("EU IFRS"), but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the company has adopted certain disclosure exemptions available under FRS 101. These include:

- a cash flow statement and related notes;
- disclosures in respect of the compensation of key management personnel;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- · certain comparative information; and
- the effects of new but not yet effective IFRSs.

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Coroin Limited. The results of the Company are included in the publicly available consolidated financial statements of Selene Holdings Limited.

As the consolidated financial statements of Selene Holdings Limited include the equivalent disclosures, the company has also taken the exemption under FRS 101 available in respect of the following:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures; and
- Certain disclosures required by IAS 36 Impairment of Assets.

#### Basis of measurement

The financial statements have been prepared on the historical cost basis.

#### 2 Significant accounting policies (continued)

#### Foreign currency

Transactions in foreign currencies are translated to the functional currency of the company at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in profit or loss. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

#### Use of estimates and judgements

In preparing these financial statements management has made judgements, estimates and assumptions that affect application of the company accounting policies and the reported amounts of assets, liabilities, income and expenses. Such estimates and judgements are based on historical experience and other factors, including expectation of future events that are believed to be reasonable. Actual outcomes may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively. The key accounting judgements and sources of estimation uncertainy affecting these financial statements are:

Carrying value of tangible fixed assets – note 8

Estimates to underlying assumptions are reviewed on an on going basis. Revisions to estimates are recognised prospectively.

#### **Going Concern**

The Company's business activities, together with the factors likely to affect its future development, is described in the Strategic Report on page 2.

The group headed by the company's intermediate parent company, Constellation Hotels Holding Ltd S.C.A ('the Group'), has considerable financial resources. As a consequence, the directors believe that the Group is well placed to manage its business risks successfully.

After making enquiries, and taking into account the support also assured by Constellation Hotels Holding Ltd S.C.A , 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 accounts.

#### Revenue recogntion

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, value added tax and other sales taxes. Revenue is recgnised for hotel, restaurant and ancillary services as those services are provided.

#### 2 Significant accounting policies (continued)

#### **Taxation**

The income tax expense comprises current and deferred tax. It is recognised in the income statement except to the extent that it relates to items recognised in OCI or directly in equity, in which case it is recognised in OCI or directly in equity.

Current tax is the expected tax payable on the taxable income for the year using tax rates and laws that have been enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: those differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that the Company is able to control the timing of reversal and it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

A deferred tax asset is recognised to the extent that it is probable future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

#### **Provisions**

A provision is recognised in the balance sheet when the company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

#### Operating lease payments

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in the profit or loss as an integral part of the total lease expense.

#### 2 Significant accounting policies (continued)

#### Pension

#### Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

#### Defined benefit plans

The Selene Holdings Limited Group's net obligation in respect of defined benefit plans in disclosed in the financial statements of the Company and is calculated by estimating the amount of future benefit that employees have earned to date, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

#### **Stocks**

Stocks of finished goods are measured at the lower of cost and net realisable value.

#### Non-derivative financial instruments

#### Loans and receivables

These assets are initially recognised at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method

#### Non-derivative financial liabilities

Non-derivative financial liabilities are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

#### Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Ordinary dividends are recognised in the period in which they are paid to shareholders.

#### 2 Significant accounting policies (continued)

#### Tangible fixed assets

Recognition and measurement

Items of tangible fixed assets are measured at cost less accumulated depreciation and impairment.

If significant parts of an item of tangible fixed assets have different useful lives, then they are accounted for as separate items (major components) of tangible fixed assets.

Any gain or loss on disposal of an item of tangible fixed assets is recognised in profit or loss.

#### Depreciation

Depreciation has not been charged on the freehold and leasehold properties held by the Company as the residual values of those properties exceeds the carrying values.

As a result, on an annual basis the Company estimates the recoverable amount of its hotel properties based on the higher of their net realisable values or the present values of future cash flows expected to result from their use. Where the recoverable amount is less than the carrying amount of the hotel properties the Company recognises an impairment loss in the profit and loss account.

Other fixed assets are stated at cost less accumulated depreciation.

Depreciation of other tangible assets is provided on a straight-line basis over the following useful lives:

Fixtures, fittings, plant and machinery

between 2 and 20 years

Structural improvements

25 years

Assets under the course of construction are not depreciated until brought into use.

#### Intangible assets

Intangible assets acquired by the Company that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight line method over their estimated useful lives, and is recognised in the income statement.

#### 2 Significant accounting policies (continued)

#### Intangible assets (continued)

The estimated useful life for the current and comparative year of intellectual property is 10 years. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

#### Impairment

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. An impairment loss is reversed, only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### Investments

Investments in subsidiaries are held at historical cost less any applicable provision for impairment.

#### Standards issued but not yet effective

The standards and interpretations that are issued, but not yet effective, up to the date of the issuance of the financial statements and that may impact the financial statements are disclosed below. The group intends to adopt these standards, if applicable, when they become effective.

		Effective for periods commencing
		on or after
IFRS 9	Financial Instruments	1 January 2018
IFRS 15	Revenue from contracts	1 January 2018
IFRS 16	Leases	1 January 2019

The directors are currently considering the impact on the financial statements in the period of initial application. The impact of IFRS 9 and IFRS 15 is not expected to be material.

3	Turnover	2017 £'000	2016 £'000
	Hotel, restaurant and ancillary services	46,766	45,630
	Gain on foreign exchange	59	74

All turnover arises in the United Kingdom.

#### 4 Staff numbers and costs

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

	2017 No.	2016 No.
Hotel and administration	425	446
The aggregate payroll costs of these persons were as follow:	2017 £'000	2016 £'000
Wages and salaries Social security costs Other pension costs	10,551 771 337	10,223 815 326
	11,659	11,364

One of directors is remunerated by third party management company Hume Street Management Consultants Limited which charged fees of £5,000,000 (2016: £5,000,000) to the company's former parent company Coroin Limited during the year ended 31 December 2017 as set out in the Coroin Limited financial statements. One of the directors is remunerated by third party management company Al Mirqab Holding Co. which is paid €2,000,000 (2016: €2,000,000) by Constellation Hotel Holdings S.C.A. an intermediate parent holding company registered in Luxembourg. The directors do not believe that it is practicable to apportion these amounts between their services as directors of the company and their services as directors of the holding and fellow subsidiary companies.

#### 5 Operating profit

This is stated after charging:	2017 £'000	2016 £'000
Operating leases – minimum lease payments Depreciation Amortisation Cost of stocks recognised as an expense	314 6,637 450 2,018	269 5,326 450 2,451

In the prior year signed financial statements the cost of stocks recognised as an expense was disclosed as £2,660. Certain costs were included in this balance in error and therefore the comparative balance has been re-presented as £2,451. This has no impact on the income statement or balance sheet and is a disclosure item only.

#### 5 Operating profit (continued)

	A 114 1	2017	2016
	Auditor's remuneration	· £'000	£'000
	Audit of these financial statements	35	26
	Amounts receivable by the auditors and their associates in respect of:		,
	Other services relating to taxation	26	18
6	Finance costs		
		2017 £'000	2016 £'000
	External bank loans	453	-

The Company has entered into a new £237.7 million Master Murabaha Agreement with final maturity of 31 October 2022. The interest expense represents an interest accrued for the period from the drawdown of the loan to 31 December 2017 of £0.4 million and lender fees of £0.04 million.

7

Income taxes	2017 £'000	2016 £'000
Amounts recognised in profit or loss	2 000	£ 000
Current tax UK corporation tax		- -
Adjustment in respect of prior years	-	-
Total current tax	-	-
Deferred tax Origination and reversal of temporary differences Adjustments in respect of prior periods Impact of change in tax rates	512 (528) (60)	481 (492) (973)
Total deferred tax credit	(76)	(984)
Total tax credit in the income statement	(76)	(984)
Reconciliation of tax (credit)/charge 31	December 2017 £'000	31 December 2016 £'000
Profit on ordinary activities before tax	6,522	8,525
Profit on ordinary activities before tax at the standard corporation tax rate in UK of 19.25% (2016: 20.00%)	1,255	1,705
Group relief received not paid for Expenses not deductible for tax purposes Non-taxable income Transfer pricing adjustments Effects of latent capital gains Impact of change in tax rates Adjustments to tax charge in respect of previous periods	(1,673) 685 (17) 607 (345) (60) (528)	(2,119) 232 - 855 (192) (973) (492)
Total tax credit	(76)	(984)

#### Factors which may affect future tax charges

Reductions in the UK corporation tax rate to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were substantively enacted on 26 October 2015 and 6 September 2016 respectively. This will reduce the company's future tax charge accordingly.

8 Tangible fixed assets	Long leasehold land and buildings im £'000	Structural provements £'000	•	Fixtures, fittings, plant and machinery £'000	Total £'000
Cost At 31 December 2016	. 136,100	11,201	14,278	86,486	248,065
Additions Reclassification Disposals	- - (17)	6,054 -	21,670 (15,443) (927)	9,389 (763)	21,670 - (1,707)
At 31 December 2017	136,083	17,255	19,578	95,112	268,028
	130,063	17,255	19,576	95,112	
Accumulated depreciation At 31 December 2016	-	229	· -	49,384	49,613
Disposals Charge for the year	-	555		(729) 6,082	(729) 6,637
At 31 December 2017	-	784	-	54,737	55,521
Net book value At 31 December 2017	136,083	16,471	19,578	40,375	212,507
At 31 December 2016	136,100	10,972	14,278	37,102	198,452

QIB (UK) plc holds a first fixed charge over all property, buildings, fixtures, fittings and fixed plant and machinery at the The Berkeley Hotel and a floating charge over all of the Company's assets in respect of the amounts owed by the Company at the period end of £237,658,600 (2016: £788,560,000 owed by MHG Senior Borrower Limited, intermediate parent company).

Assets under the course of construction relate to construction related to enabling works on the second phase of the development project of the Berkeley which includes uplifting the existing stock and development of the freehold wing of the property.

In accordance with the Company's accounting policies, the directors undertake an annual review of the carrying value of all tangible fixed assets to determine whether there is any indication of impairment. An impairment test was performed at 31 December 2017 by comparing the carrying amount of these assets to their recoverable amounts.

The recoverable amount is determined as the higher of value in use and fair value less costs of disposal. In determining an asset's recoverable amount the directors are required to make judgements, estimates and assumptions that impact on the carrying value of the properties. The estimates and assumptions used are based on historical experience and other factors that are believed to be reasonable based on information available. At 31 December 2017, the fair value, and hence the recoverable amount were deemed to be significantly higher than the carrying amount. The directors conclude that the carrying value of property, plant and equipment is not impaired at 31 December 2017.

#### 8 Tangible fixed assets (continued)

The estimated fair value of the long lease and freehold land and buildings would increase (decrease) if:

- the discount rate was higher (lower);
- the trading performance of the hotels improved (declined); or
- market yields increased (decreased).

9 Intang	gible fixed assets	2017 £'000	2016 £'000
	ginning of year disation	3,150 (450)	3,600 (450)
At en	d of year	2,700	3,150
	,		<del></del>

In 2013, the company purchased back certain intellectual property from Maybourne Management Services Limited, a company with common directors, for £4.5 million, being its estimated fair value. The fair value was calculated using the Royalty Relief approach which is widely considered to be the most appropriate means of determining the value of intellectual property. Amortisation of this intangible over 10 years commenced in the financial year ended 31 December 2014.

#### 10 Investments

Investments in subsidiary undertakings	2017 £'000	2016 £'000
At cost and net book value At beginning and end of year	6	6

The subsidiary undertakings, incorprated in Great Britain with 100% ordinary shareholdings are as follows:

Subsidiary undertaking	Activity
The Minema Limited	Dormant company
The Berkeley Hotel Company Limited	Dormant company
Goldrange Properties Limited	Ownership of Property

The registered address for each subsidiary is the same as that of the Company.

11	Stocks	2017 £'000	2016 £'000
	Raw materials and consumables	780	686
	The replacement cost of stocks did not differ significantly from the	e amounts shov	vn above.
12	Debtors	2017 £'000	2016 £'000
	Trade debtors Amounts owed by group undertaking Amounts owed by related party Other debtors Prepayments and accrued income	4,107 101,604 166 166 914	4,969 111,644 - 88 797
		106,957	117,498
	All amounts are due within one year.		
13	Trade and other payables	2017 £'000	2016 £'000
	Trade creditors Amounts owed to group undertaking Amounts owed to subsidiary undertakings Amounts owed to related party Other taxes and social security Other creditors Accruals and deferred income	1,979 6,659 6 47 2,082 319 2,029	1,663 5,108 6 - 2,227 404 2,922
		13,121	12,330
14	Loans and borrowings	2017 £'000	2016 £'000
	Non current liabilities Secured bank loans	234,003	
		£'000	£'000
	Current liabilities Secured bank loans Accrued interest	3,499 416	· -
	' . -	3,915	-

#### 14 Loans and borrowings (continued)

On 12 December 2017 the company entered into an agreement of a new facility of £237.7 million. The new facility is repayable in October 2022, with £3.5 million due annually until October 2022. The security package for the bank loans comprises cross company guarantees supported by debentures giving a fixed and floating charge over all the assets of the group.

Offset against bank loans are loan arrangement fees of £156,474 which, in line with the group's accounting policies, are amortised over the period of the loan using the effective interest method.

#### 15 Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

·				2017 £'000	20 £'0	16 00
At 1 January (Credited)/charged to Deferred tax asset o			у .	15,729 (76) (430)	16,7 (9	13 84)
Net deferred tax liab	ility as at 31 De	ecember		15,223	15,7	29 <del></del>
Deferred tax assets	and liabilities a	re attributab	le to the following	g:		
	Assets 2017 £'000	Assets 2016 £'000	Liabilities 2017 £'000	Liabilities 2016 £'000	Net 2017 £'000	Net 2016 £'000
Depreciation in advance of capital alowances	(1,524)	(1,794)	-	-	(1,524)	(1,794)
Capital gains on properties	-	-	17,219	17,523	17,219	17,523
Other temporary differences	(42)	-	-	-	(42)	-
Defined benefit pension scheme	(430)	Ξ	Ξ	Ξ	(430)	.=
Net deferred tax (assets)/liabilities	(1,996)	(1,794)	17,219	17,523	15,223	15,729

#### 16 Employee benefits

The Coroin Limited Group and Selene Holdings Limited Group operate two pension schemes, a defined benefit scheme and a defined contribution scheme. The defined benefit scheme, The Maybourne Hotels Group Pension and Life Insurance Scheme, which has two sections - Staff and Senior Staff section, closed to new entrants with effect from 1 August 2006. The Maybourne Stakeholder Scheme, a defined contribution scheme, was introduced on 1 August 2006 and is open to all staff if they meet the eligibility criteria.

As set out in the strategic report, on 12 December 2017 Maybourne Hotels Limited, The Berkeley Hotel Limited, The Connaught Hotel Limited ("the Selene Employers") were transferred and ceased to be wholly owned subsidiaries wholly owned byof the same ultimate parent ofwhich also owned Claridge's Hotel Limited ("the Transaction"). Up until the date of the transaction tThe Selene Employers were have been participating employers in the The Maybourne Hotels Group Pension and Life Insurance Scheme ("the Scheme") in respect of some of their employees. Claridge's Hotel Limited is the principal employer under the Scheme rules.

As a consequence of the Selene Employers not having a common ultimate parent with Claridge's Hotel Limited following the Transaction, the continued participation in the Scheme by the Selene Employers required agreement with the trustees of the Scheme ("the Trustees") and Claridge's Hotel Limited. Interim agreement with respect to continued participation by the Selene Employers until 12 December 2018 has been agreed and agreement on permanent participation is expected to be agreed with the Trustees before 12 December 2018. The Company has been advised by legal counsel that as a result of interim continued participation in the Scheme by the Selene Employers on an interim basis any statutory debts under section 75 of the Pensions Act 1995 arising from the Transaction have been cancelled and the Company, having received advice, is satisfied that agreement on permanent participation is expected to be will be agreedachieved with the Trustees before 12 December 2018 and that no further section 75 debts are expected to arise during the next twelve months. Should agreement for permanent participation in the scheme not be reached with the Trustees by 12 December 2018 then liabilities could be triggered including section 75 liabilities however the directors consider the likelihood of this to be remote.

It has been agreed that obligations in respect of the Scheme shall be allocated between Coroin Limited and Claridge's Limited ("the Coroin Employers") on the one hand and the Selene Employers on the other hand in the ratio 49.5% to 50.5%. It has also been agreed that future service contributions shall be payable by each of the Employers as a percentage of the pensionable salaries of their respective employees who are members of the Scheme.

Management intend for the Scheme to be operated in this fashion with additional payment obligations above future service contributions being met initially by Coroin Limited on behalf of the Coroin Employers and by The Berkeley Hotel Limited on behalf of the Selene Employers. Accordingly, Coroin Limited recognises 49.5% of the Scheme net pension obligation in its balance sheet and 50.5% of the Scheme net pension obligation (along with the associated deferred tax) has been transferred through equity to the balance sheet of The Berkeley Hotel Limited. Full disclosures in relation to the scheme in accordance with the requirements of IAS 19 are therefore provided below.

#### 16 Employee benefits (continued)

	31 December 2017 £'000	31 December 2016 £'000
Total market value of pension scheme Total market value of pension scheme assets Present value of defined benefit obligation	41,466 (43,996)	-
Excess of scheme liabilities over assets	(2,530)	-
Employee retirement benefit (liability)/asset before tax Related deferred tax asset/(liability)	(2,530) 430	- -
Employee retirement benefit (liability)/asset after tax	(2,100)	<u>.</u>

The pension contributions to the defined benefit scheme for both Groups combined are assessed in accordance with the advice of an independent professionally qualified actuary. The most recent actuarial valuation was carried out at 31 March 2015 and showed that the market value of the scheme's assets was sufficient to cover 87% of the accrued liabilities. The valuation recommended an overall monthly contribution cap of £332,282 (2016: £324,178) from 30 June 2016 to 30 June 2018, which includes a contribution for future accrual of benefit at a rate of 35.3% (25.8% to June 2016) of pensionable salaries, contribution in respect of administration and other costs of £22,729 (2016: £22,157) and an additional contribution to the amount of £332,282 minus the above two contributions (2016: £324,178 minus the above two contributions). The valuations employed for IAS 19 purposes have been based on the most recent funding valuations (date of which is noted above) adjusted by the independent actuaries to allow for the accrual of liabilities up to 31 December 2017 and to take account of financial conditions at this date. They have been completed using the projected unit method and assets for this purpose have been valued at market value.

#### 16 Employee benefits (continued)

#### Movement in net defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit liability and its components.

					Net define liability	ed benefit /(asset)
	Defined bene	fit obligation	Fair value of	Fair value of plan assets		
	31 December 2017	31 December 2016	31 December 2017	31 December 2016	31 December 2017	31 December 2016
	£'000	£,000	£'000	£,000	£'000	£'000
Balance at 1 January	-	-	-	-	-	-
Included in profit and loss				<del></del>		
Current service costs	-	-	-	-	-	-
Interest cost/(income)	-	-	-	-	-	-
•				· ·		
	-	-	-	-	-	-
Included in OCI						
Remeasurements:						
-Actuarial gain/(loss) arising from:						
<ul> <li>demographic assumptions</li> </ul>	-	-	-	-	-	-
<ul> <li>financial assumptions</li> </ul>	-	-	-		-	-
- experience adjustment	-	-	-	-	-	-
<ul> <li>Return on plan assets excluding interest income</li> </ul>						
excluding interest income	-	-	-	-	-	-
	-	-	-	-	-	-

#### 16 Employee benefits (continued)

Movement in net defined benefit liability (continued)

•	Defined benefit obligation		Fair value of	Fair value of plan assets		Net defined benefit liability/(asset)	
	31 December 2017 £'000	31 December 2016 £'000	31 December 2017 £'000	31 December 2016 £'000	31 December 2017 £'000	31 December 2016 £'000	
Other Transfer of pension obligation and plan assets from Coroin Limited	43,996		(41,466)		2,530		
Contributions paid by employees Contributions paid by the employer	-	-	-	· -	-		
Benefits paid Insurance premiums for risk benefits	-	-	-	-	-	-	
Administration expenses	<del>-</del>		<del>-</del> .	<del>-</del>			
	43,996	-	(41,466)	-	2,530	-	
Balance at 31 December	43,996	-	(41,466)	-	2,530	-	

#### Notes (continued)

#### 16 Employee benefits (continued)

Both Coroin Group and Selene Holdings Group expect to pay a total of £4.11 million in contributions to the defined benefit plans in 2018. The Berkeley Hotel Limited, on behalf of Selene employers, is expected to pay £0.3 million in respect of the contribution for future accrual of benefit and £1.6 million in respect of additional contribution.

#### (a) Plan assets

The fair value of the plans' assets at 31 December is analysed as follows:

The fall value of the plans assets at 51 December	el la allalyacu as lollows.	
	31 December	31 December
·	2017	2016
	£'000	£'000
Investment funds	24,942	-
Debt instruments	15,151	-
Other	1,373	-
		<del></del>
	41,466	

#### (b) Defined benefit obligation

#### (i) Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

<i>5</i> ,	31 December 2017	31 December 2016
Discount rate Inflation rate (RPI) Inflation rate (CPI) Future pension growth Rate of increase of deferred pensions	2.65% 3.30% 2.30% 3.20%	- - - -
Life expectancy at age 65 for pensioners currently aged 65 (years) Female Male	24.5 22.0	- -
Life expectancy at age 65 for active members currently aged 45 (years) Female Male	25.7 23.1	<u>-</u>

At 31 December 2017, the weighted average duration of the defined benefit obligation was 20 years.

#### (ii) Sensitivity analysis

Increasing the discount rate applied by 0.25% would result in a £1.9 million decrease in the net pension liability.

Decreasing the discount rate applied by 0.25% would result in a £1.9 million increase in the net pension liability.

Increasing the inflation rate applied by 0.25% would result in a £1.7 million increase in the net pension liability.

Decreasing the inflation rate applied by 0.25% would result in a £1.7 million decrease in the net pension liability.

#### Notes (continued)

#### 16 Employee benefits (continued)

Within Selene Holdings Limited Group pensions for 51 employees are funded through the defined contribution scheme. The defined contribution pension cost for the year amounted to £180,516. From 1 April 2014 the Coroin Limited Group introduced the government led Auto-enrolment scheme, a contribution scheme, whereby all employees who are not members of any pension scheme would automatically be enrolled, unless opted out. The Auto-enrolment contribution pension cost for the year amounted to £293,067. Selene Holdings Limited Group actively encourages staff to join the scheme as it believes that it is an important element of the remuneration package. Pensions for 728 employees are funded through the defined contribution scheme.

#### The Berkeley Hotel Limited - Company

Pensions for 28 employees (2016: 32 employees) are funded through this scheme. The defined contribution pension cost for the year amounted to £76,329 (2016: £75,146). To comply with the law, the Company auto-enrolled all employees who are not members of any pension scheme from 1 April 2014 – auto-enrolment stakeholder pension scheme. 323 (2016: 322) employees were auto-enrolled in 2017 with a cost for the year of £129,069 (2016: £121,280). The Company actively encourages staff to join the scheme as it believes that it is an important element of the remuneration package.

17	Called up share capital	2017	2016
		£'000	£,000
	Authorised, issued, called up, allotted and fully paid		
	1,000,000 "A" ordinary shares of £0.1 each	100	100
	500,000 "B" ordinary shares of £0.1 each	50	50
		150	150
			***************************************

Shares rank equally, except for a dividend and return on capital, where the distribution rights of the "A" shares are 10,000 times those of "B" shares.

18	Capital commitments	2017 £'000	2016 £'000
•	Capital commitment (land and buildings) Contracted but not provided for in the accounts	314	264
19	Operating leases		
	Non-cancellable operating lease rentals are payable as follows:	2017 £'000	2016 £'000
	Less than one year Between one and five years More than five years	292 239 1,738 ————————————————————————————————————	266 208 1,758 

Notes (continued)

#### 19 Operating leases (continued)

During the year £314,000 was recognised as an expense in the profit and loss account in respect of operating leases (2016: £269,000).

#### 20 Related party disclosures

The company is exempt under the provisions of IAS 24 *Related Party Disclosures* from disclosing related party transactions entered into between two or more 100% owned members of a group.

At 31 December 2017, an amount of £77,000 remains due from Hume Street Management Consultants Limited, the Company's management company in relation to services rendered to them during the year. This is a related party by way of common directors.

Claridge's Hotel Limited, the company that until 12 December 2017 formed part of the same group, incurred £44,000 relation to services rendered to them since that date. At 31 December 2017, an amount of £89,000 remains due. Since that date the Company also received £46,000 of services and owes £47,000 to Claridge's Hotel Limited at 31 December 2017. This is a related party by way of common directors.

Transactions entered into, and trading balances outstanding at 31 December 2017 are as follows:

	Opening			Closing
	balance	Sales	Payments	balance
Related party	31/12/2016			31/12/2017
Asset/(liability)				
	£'000	£'000	£,000	£'000
Hume Street Management Consultants Limited	. 2	83	(9)	77
Claridge's Hotel Limited		٠		89
Claridge's Hotel Limited				(47)

#### 21 Ultimate parent company

The company's ultimate parent company and controlling party is Prime Capital S.A., a company incorporated in Luxembourg. This is the largest group in which the results of the company are consolidated.

The ultimate controlling party is His Excellency Sheikh Hamad Bin Jassim Bin Jaber Al Thani.

Selene Holdings Limited, a company incorporated in Great Britain and registered in England and Wales is the smallest group in which the results of the company are consolidated. Copies of those statutory accounts will also be available from its registered office, 41-43 Brook Street, Mayfair, London, W1K 4HJ.

#### 22 Subsequent events

There were no events subsequent to the balance sheet date that require adjustment to or disclosure in the financial statements.