

## **FS Hampshire Limited**

### **Directors Report and Financial Statements**

31 December 2019

SATURDAY



\*AA2MCC8W\*

A08

17/04/2021

#49

COMPANIES HOUSE

**Annual report  
for the year ended 31 December 2019**

	<b>Pages</b>
Company information	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	6
Independent auditor's report to the members of FS Hampshire Limited	7
Profit and loss account	10
Balance sheet	11
Notes to the financial statements	12

# **FS Hampshire Limited**

---

Registered No: 4152239

## **Company Information**

### **Directors**

A W Harrison

V Novak

I Land

L A Vanderjagt (Appointed on 29 August 2019)

### **Secretary**

V Novak

### **Auditor**

KPMG LLP

15 Canada Square

London

E14 5GL

### **Banker**

Allied Irish Bank (GB)

10 Berkeley Square

London

W1J 6AA

### **Registered Office**

c/o Four Seasons Hotel Hampshire

Chalky Lane

Dogmersfield Park

Hook, Hampshire

RG27 8TD

## Directors' Report

The directors present their report and the audited financial statements for the year ended 31 December 2019.

### Principal activities and business review

The principal activity of the company is to manage the Four Seasons Hotel Hampshire. The company's costs are principally salary costs which are recharged to the hotel.

The results for the year, the position of the company at 31 December 2019 and the company's future prospects are considered to be satisfactory.

The directors consider that the company is of such a size and low complexity as to not require the use of key performance indicators and does not consider that there are any significant risks that might unduly affect the company in the foreseeable future.

### Principal risks and uncertainties

The directors are responsible for identifying and managing risk within the company. The senior management team continues to mitigate risks proactively wherever possible.

The principal risks and uncertainties facing the company are as follows:

#### Treasury operations and Financial Instruments

The company does not have significant treasury operations.

#### Liquidity risk

The company maintains the liquidity through effective management of cash and cash equivalent.

#### Foreign currency risk

Year-end balance sheet items held in foreign currencies are subject to fluctuations in exchange rates. Management review potential exposure for those clients that deal in Euros and US Dollars and monitor the risk attached to this.

#### Credit risk

Credit risk is the risk the Company takes for being exposed to customer default. The risk is regularly monitored and controlled by credit checks and the taking of security.

## **Directors' Report (Continued)**

### **Results and dividends**

The profit for the year, after taxation, amounted to £37,000 (2018: £35,000) and this has been transferred to reserves.

The directors propose payment of a final dividend of £37,000 (2018: £35,000 paid) on ordinary share capital for the year.

At 31 December 2019, the company had total net assets £37,000 (2018: £60,000).

### **Directors**

The following served as directors of the company during the year:

I Land  
V Novak  
A W Harrison  
L A Vanderjagt (appointed 29 August 2019)

The directors have no interests in the shares of the company.

### **Director's statement regarding disclosure of information to the 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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### **Political contributions**

The Company made no political donations or incurred any political expenditure during the year (2018 - £nil).

### **Political or economic uncertainty**

The Company is exposed to the risk of adverse political or economic developments. In particular, on 31 January 2021 the UK left the European Union. The Company continues to monitor the UK's implementation of Brexit, however the Directors do not consider that Brexit will impact the Company's operations and colleagues, or its ability to continue delivering services in the future. Following the end of the transition period, freedom of movement of labour between the UK and EU ended on 31 December 2020. Nevertheless, the agreement reached means that there will be no impact to EEA nationals who arrived in the UK before this date, and so no impact to EEA national employees of the Company. Whilst in the longer term the withdrawal from the EU could adversely impact the availability and cost of labour, this potential increase in costs is mitigated by salary costs being fully recharged to the hotel.

## **Directors' Report (Continued)**

### **Political or economic uncertainty (continued)**

The second major economic development will be impacts of COVID-19 Pandemics and related social distancing measures within Hospitality segment. Nationwide shut down of non-essential businesses (such as Hotels and Restaurants) in 2020 followed by stringent social distancing measures limiting capacity of public venues together with new quarantine measures for inbound travellers will impact Company's ability to generate revenues to the extent seen in 2019. The Company will be more dependent on short lead UK domestic leisure travel due to a decline within corporate group business realised in 2020 and forecasted for 2021.

### **Going concern**

As at 31 December 2019 the Company had net assets of £37k, net current assets of £37k and cash and cash equivalents of £168k. As at 31 January 2021, the Directors note that the Company had cash and cash equivalents of £77k. The Directors have assessed the financial results up to the date of approving these financial statements including the impact of Covid-19 on its operations. The Directors have prepared detailed cash flow forecasts for the 12 month period ending 31 March 2022 which indicate that, taking into account severe but plausible downsides, the Company expects through funding from its ultimate parent company, Four Seasons Holdings Inc., to meet its liabilities as they fall due for that period.

The Company operates under a model where it provides services to the operators of the hotel and in exchange charges a management fee and recharges its payroll costs. Due to the impact of Covid-19, all hotels are currently closed and therefore there is a severe but plausible downside scenario in which the Company is not able to recover its costs under the contract it holds with the hotel operator. In making their assessment, the Directors have considered the possibility that hotels may remain closed for an extended period of time and the implications of such a circumstance on their forecasts.

The Company also has support from Four Seasons Holdings Inc. to continue to operate in the UK and Four Seasons Holdings Inc. considers the UK as an important market with no current plans to exit the UK market. Four Seasons Holdings Inc. has indicated its intention to provide continued financial and other support to the Company to the extent necessary to enable the Company to continue to trade and meet its financial obligations for the foreseeable future and specifically for at least twelve months from the date of approval of these financial statements. Having made enquiries of Four Seasons Holdings Inc. the Directors are satisfied that the parent entity has the ability, intent and economic rationale to continue to support the Company. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

## Directors' Report (Continued)

### Going concern (continued)

On this basis, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

### Small company exemptions

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies regime of the Companies Act 2006.

### Reappointment of 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

  
A W Harrison  
Director

V Novak  
Director



FS Hampshire Ltd  
Chalky Lane  
Dogmersfield Park  
Hook  
Hampshire  
RG27 8TD

13 April 2021

## **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 Selection of 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.





## **Independent auditor's report**

To the members of FS Hampshire Limited

### **Opinion**

We have audited the financial statements of FS Hampshire Limited ("the company") for the year ended 31 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 31 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 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 FS Hampshire 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 in preparing the directors' report 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 6, 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.



## **Independent auditor's report**

To the members of FS Hampshire Limited (continued)

### **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 [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### **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.

A handwritten signature in black ink, appearing to read 'Chrissy Douka'.

**Chrissy Douka (Senior Statutory Auditor)**

**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

15 Canada Square

London

E14 5GL

14 April 2021

## Profit and loss Account

for the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
<b>Turnover</b>	2	450	449
Administrative expenses	3,5	(404)	(406)
<b>Profit before taxation</b>		46	43
Tax on profit	6	(9)	(8)
<b>Profit for the financial year</b>		37	35

The profit and loss account relates solely to continuing operations.

There are no recognised gains or losses in 2019 or 2018 other than the results for those years as shown above and, accordingly, a statement of total recognised gains and losses is not presented.

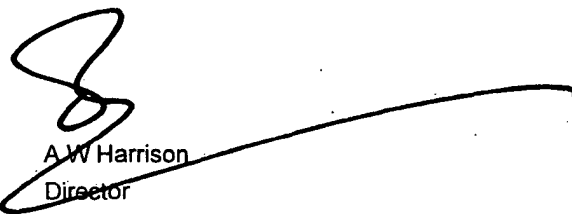
The notes on pages 12 to 17 form part of these financial statements.


## Balance sheet

at 31 December 2019

	Note	2019 £'000	2018 £'000
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	58	118
Cash at bank		168	112
<b>Total current assets</b>		<u>226</u>	<u>230</u>
<b>Creditors: amounts falling due within one year</b>	8	(189)	(170)
<b>Net assets</b>		<u>37</u>	<u>60</u>
<b>Capital and reserves</b>			
Called up share capital	9	-	-
Profit and loss account	10	37	60
<b>Shareholders' funds</b>		<u>37</u>	<u>60</u>

The financial statements were approved and authorised by the Board of Directors and were signed by

  
A W Harrison  
Director  
13 April 2021

V Novak  
Director  
13 April 2021  


Company registered number: 4152239

The notes on pages 12 to 17 form part of these financial statements.

## Notes to the financial statements

at 31 December 2019

### 1. Principal accounting policies

FS Hampshire Limited is a private company limited by shares and incorporated and domiciled in England, in the UK. The registered number is 4152239 and the address of the registered office is given on page 1.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") Section 1A Small Entities* as issued in September 2015. The presentational currency of these financial statements is sterling. All amounts in the financial statements have been prepared 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.

#### **Basis of accounting**

The financial statements have been prepared in accordance with the historical cost basis of accounting.

#### **Going concern**

As at 31 December 2019 the Company had net assets of £37k, net current assets of £37k and cash and cash equivalents of £168k. As at 31 January 2021, the Directors note that the Company had cash and cash equivalents of £77k. The Directors have assessed the financial results up to the date of approving these financial statements including the impact of Covid-19 on its operations. The Directors have prepared detailed cash flow forecasts for the 12 month period ending 31 March 2022 which indicate that, taking into account severe but plausible downsides, the Company expects through funding from its ultimate parent company, Four Seasons Holdings Inc., to meet its liabilities as they fall due for that period.

The Company operates under a model where it provides services to the operators of the hotel and in exchange charges a management fee and recharges its payroll costs. Due to the impact of Covid-19, all hotels are currently closed and therefore there is a severe but plausible downside scenario in which the Company is not able to recover its costs under the contracts it holds with the hotel operator. In making their assessment, the Directors have considered the possibility that hotels may remain closed for an extended period of time and the implications of such a circumstance on their forecasts.

The Company also has support from Four Seasons Holdings Inc. to continue to operate in the UK and Four Seasons Holdings Inc. considers the UK as an important market with no current plans to exit the UK market. Four Seasons Holdings Inc. has indicated its intention to provide continued financial and other support to the Company to the extent necessary to enable the Company to continue to trade and meet its financial obligations for the foreseeable future and specifically for at least twelve months from the date of approval of these financial statements. Having made enquiries of Four Seasons Holdings Inc. the Directors are satisfied that the parent entity has the ability, intent and economic rationale to continue to support the Company. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

On this basis, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

## Notes to the financial statements

at 31 December 2019

### 1. Principal accounting policies (continued)

#### *Turnover*

Turnover represents management fees receivable in respect of the company's management of Four Seasons Hotel Hampshire, and personnel salary recharges.

#### *Statement of Changes in Equity*

Under Section 1A Small Entities FRS 102 (issued September 2015) no Statement of Changes in Equity is required in the financial statements of the company.

#### *Cash flow statement*

As FS Hampshire Limited qualifies as a small company under Section 1A Small Entities FRS 102 (issued September 2015) no cash flow statement is required in the financial statements of the company.

#### *Trade debtors and trade creditors*

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Trade and other creditors are recognised initially at transaction price less 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. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

#### *Taxation*

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Trade and other creditors are recognised initially at transaction price less 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. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Tax on the profit or loss for the year comprises of current tax. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

#### *Pensions*

The company contributes towards money purchase arrangements for its employees and recognises such costs on an accruals basis.

#### *Dividends*

Dividends are recorded when paid and not when proposed.

### 2. Turnover

All turnover is derived from the management of Four Seasons Hotel Hampshire therefore no analysis of turnover and profit before taxation by class of business has been given.

## Notes to the financial statements

at 31 December 2019

### 3. Profit before taxation

	2019 £000	2018 £000
The profit before taxation is stated after charging:		
Auditor's remuneration for audit services	9	8
Auditor's remuneration for taxation services	3	2
	<u>12</u>	<u>10</u>

### 4. Directors' emoluments

The directors' emoluments are incurred by the company but recharged to Gregory Park Holding Limited. No emoluments were paid to the directors of the company during the year (2018: nil) in relation to their services to this company, as the directors consider their services to be insignificant.

### 5. Employee information

	2019 No.	2018 No.
The average number of persons employed by the Company (including directors) during the year was	2	2
	<u>2</u>	<u>2</u>

	2019 £'000	2018 £'000
<i>The aggregate payroll costs of these persons were as follows:</i>		
Wages and salaries	330	343
Social security costs	47	43
Other pension costs	15	10
	<u>392</u>	<u>396</u>

### 6. Taxation

	2019 £000	2018 £000
<i>Current tax:</i>		
Current tax on income for the period	9	8
Total current tax	<u>9</u>	<u>8</u>
Total tax	<u>9</u>	<u>8</u>



## Notes to the financial statements

at 31 December 2019

### 3. Taxation (continued)

	2019 £000	2018 £000
<i>Reconciliation of effective tax rate:</i>		
Profit before tax	46	43
	<u>          </u>	<u>          </u>
Tax using the UK corporation tax rate of 19.00% (2018: 19.00%)	9	8
	<u>          </u>	<u>          </u>
Total tax expense included in profit or loss	9	8
	<u>          </u>	<u>          </u>

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset/(liability) as at 31 December 2019 has been calculated based on this rate.

The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020.

### 7. Debtors: amounts falling due within one year

	2019 £'000	2018 £'000
Amount owed by Gregory Park Holding Ltd	58	118
	<u>          </u>	<u>          </u>

No interest is charged on receivables. The directors consider that the carrying amount of debtors approximates to their fair value.

### 8. Creditors: amounts falling due within one year

	2019 £'000	2018 £'000
Corporation taxation	9	8
Social security and other taxation	39	40
Accruals and deferred income	141	122
	<u>          </u>	<u>          </u>
	189	170
	<u>          </u>	<u>          </u>

## Notes to the financial statements

at 31 December 2019

### 9. Called up share capital

	2019 £	2018 £
<i>Authorised</i>		
100 Ordinary shares of £1 each	100	100
<i>Allotted, called up and fully paid:</i>		
2 Ordinary shares of £1 each	2	2

### 10. Reconciliation of movements in equity shareholders' funds

	2019 £'000	2018 £'000
Opening shareholders' funds	60	25
Dividend paid	(60)	-
Profit for the financial year	37	35
Closing shareholders' funds	37	60

### 11. Pension commitments

The company contributes towards money purchase arrangements for its employees.

The company's liability for the plan is to a contribution ranging from 3% to 10% of the salary for scheme members in employment at any given time. The contribution rate includes the cost of life assurance cover and long term illness and injury benefits.

Pension costs for the year were £15,000 (2018: £10,000). At 31 December 2019 there was no outstanding liability.

### 12. Related party transactions

The company has taken advantage of the exemption under Section 1A Small Entities FRS 102 from the requirements to disclose transactions with its parent undertaking and fellow group undertakings on the grounds that all subsidiary undertakings which are party to the transactions are wholly owned by the ultimate controlling party.

### 13. Ultimate holding company

The company is a subsidiary undertaking of Four Seasons Holding Company B.V. The ultimate controlling party is Four Seasons Holdings Inc.

The largest group in which the results of the Company are consolidated is that headed by Four Seasons Holdings Inc., 1165 Leslie Street, Toronto, Ontario, M3C 2K8, Canada. The smallest group in which they are consolidated is that headed by Four Seasons Holding Company B.V., Kingsfordweg 151, 1043 GR Amsterdam, The Netherlands. The consolidated financial of these groups are not available to the public.

## Notes to the financial statements

at 31 December 2019

### 14. Subsequent event

On 11 March 2020 the COVID-19 outbreak was declared a pandemic by the World Health Organization. While the ultimate scope and scale of this outbreak remains unknown at this time the company's financial condition and the results of its operations could be negatively impacted if conditions worsen. Due to the unpredictable nature of the outbreak an estimate of the financial effect of this pandemic cannot be made at this time.