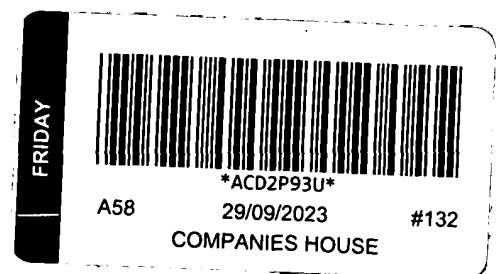


Registered No: 04152239

FS Hampshire Limited

Directors Report and Financial Statements

31 December 2022



**Annual report
for the year ended 31 December 2022**

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FS Hampshire Limited

Registered No: 04152239

Company Information

Directors

A W Harrison

V Novak (Resigned on May 23, 2022)

E Simpson (Appointed on May 23, 2022)

I Land (Resigned on June 12, 2023)

Vasoulla Berger (Appointed on June 12, 2023)

L A Vanderjagt (Resigned on March 5, 2021)

Auditor

KPMG LLP

15 Canada Square

London

E14 5GL

Banker

Bank of America N.A.

2 King Edward Street

London

EC1A 1HQ

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 2022.

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 2022 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:

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. Given that there is little to no transactions conducted in foreign currency during the year, there is minimal foreign currency risk.

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.

Results and dividends

The directors proposed dividends to be paid on ordinary share capital for the year for £50k (2021 - Nil). The profit for the year, after taxation, amounted to £44k (2021: £21k) and this has been transferred to reserves.

The directors declared and paid dividends on ordinary share capital for the year of Nil (2021: £49k).

As at 31 December 2022, the company had total net assets £65k (2021: £21k).

Directors' Report (Continued)

Directors

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

I Land (Resigned on June 12, 2023)
Vasoulla Berger (Appointed on June 12, 2023)
V Novak (Resigned on May 23, 2022)
A W Harrison
L A Vanderjagt (Resigned on 5 March 2021)
E Simpson (Appointed on May 23, 2022)

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 (2021 - Nil).

Political or economic uncertainty

On February 24, 2022, Russia began an invasion of Ukraine. Subsequently, the international community imposed sanctions, including on Russian sovereign and corporate debt; cutting certain Russian banks off from access to SWIFT; sanctioning the Central Bank of Russia; and a trade embargo, including on Russian oil and gas exports. Management has considered the impact of the current situation on the Company's 2022 financial statements to be remote and consequently there is no impact on the Company's 2022 financial statements.

Going concern

During the year, the Company made a profit of £44k (2021: profit of £21k), has net assets of £65k (2021: £21k), net current assets of £65k (2021: £21k) and cash at bank of £154k (2021: Nil)

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

The directors have considered the status of the Company, its financial position and future prospects. In particular, consideration has been given to the nature of the Company's business activities and the impact of principal risk and uncertainties faced by the

Directors' Report (Continued)

Company which are set out in the Directors' Report. The Directors have prepared a cash flow forecast for the Company for a period of twelve months from the date of approval of these financial statements which, after considering the impact of current economic headwinds on its operations including salary and other indirect cost inflation, forecasts that the Company will maintain a positive cash balance for a period of at least 12 months from the date of approval of these financial statements.

Consequently, 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 them on a going concern basis.

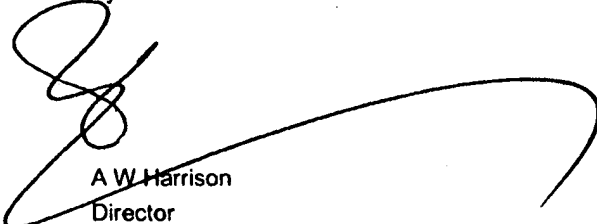
Small company exemptions

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.

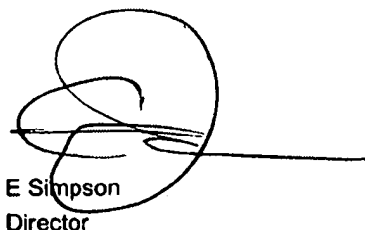
Reappointment of auditor

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



E Simpson
Director

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

26 September 2023

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 2022, 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 2022 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").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analyzed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

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 above conclusions are not a guarantee that the company will continue in operation.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FS HAMPSHIRE LIMITED (continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud including channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue recognized is simple in nature, based on management agreements for recharged payroll costs.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation of the Company-wide fraud risk management controls.

We performed procedures including identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to seldom used accounts, and those posted to cash with unusual journal pairings.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations.

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors and other management (as required by auditing standards) and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FS HAMPSHIRE LIMITED (continued)

Identifying and responding to risks of material misstatement related to compliance with laws and regulations (continued)

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Company's license to operate. We identified the following areas as those most likely to have such an effect: health and safety, employment law, GDPR and tenancy law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

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.

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.



Omar Ali (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

28 September 2023

Profit and loss Account

for the year ended 31 December 2022

	Note	2022 £'000	2021 £'000
Turnover	2	513	484
Administrative expenses	3,4	(460)	(457)
Profit before taxation		53	27
Tax on profit	5	(9)	(6)
Profit for the financial year		44	21

The profit and loss account relates solely to continuing operations.

There are no recognised gains or losses in 2022 or 2021 other than the results for those years as shown above and, accordingly, a statement of total recognised gains and losses is not presented.

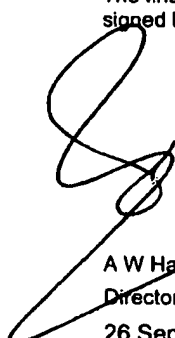
The notes on pages 13 to 18 form part of these financial statements.

Balance sheet

at 31 December 2022

	Note	2022 £'000	2021 £'000
Current assets			
Debtors: amounts falling due within one year	6	77	221
Cash at bank		154	-
Deferred Tax	5	1	-
Total current assets		<u>232</u>	<u>221</u>
Creditors: amounts falling due within one year	7	<u>(167)</u>	<u>(200)</u>
Net assets		<u>65</u>	<u>21</u>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	65	21
Shareholders' funds		<u>65</u>	<u>21</u>

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


A W Harrison
Director
26 September 2023


E Simpson
Director
26 September 2023

Company registered number: 04152239

The notes on pages 13 to 18 form part of these financial statements.

Notes to the financial statements

at 31 December 2022

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 04152239 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

During the year, the Company made a profit of £44k (2021: profit of £21k), has net assets of £65k (2021: £21k), net current assets of £65k (2021: £21k) and cash at bank of £154k (2021: Nil).

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

The directors have considered the status of the Company, its financial position and future prospects. In particular, consideration has been given to the nature of the Company's business activities and the impact of principal risk and uncertainties faced by the Company which are set out in the Directors' Report. The Directors have prepared a cash flow forecast for the Company for a period of twelve months from the date of approval of these financial statements which, after considering the impact of current economic headwinds on its operations including salary and other indirect cost inflation, forecasts that the Company will maintain a positive cash balance for a period of at least 12 months from the date of approval of these financial statements.

Consequently, 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 them on a going concern basis.

Notes to the financial statements

at 31 December 2022

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 accrual basis.

Dividends

Dividends are recorded when properly authorized.

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 2022

3. Profit before taxation

	2022 £000	2021 £000
The profit before taxation is stated after charging:		
Auditor's remuneration for audit services	14	13
Auditor's remuneration for taxation services	3	4
	<u>17</u>	<u>17</u>

4. Employee information

	2022 No.	2021 No.
The average number of persons employed by the Company (including directors) during the year was	2	2
	<u>2</u>	<u>2</u>

	2022 £'000	2021 £'000
<i>The aggregate payroll costs of these persons were as follows:</i>		
Wages and salaries	371	371
Social security costs	57	50
Other pension costs	16	14
	<u>444</u>	<u>435</u>

5. Taxation

	2022 £000	2021 £000
<i>Current tax:</i>		
Current tax on income for the year	10	6
Total current tax	<u>10</u>	<u>6</u>
Deferred tax credit	(1)	-
Total tax	<u>9</u>	<u>6</u>

Notes to the financial statements

at 31 December 2022

5. Taxation (continued)

	2022 £000	2021 £000
<i>Reconciliation of effective tax rate:</i>		
Profit before tax	53	27
Tax using the UK corporation tax rate of 19% (2021: 19%)	10	6
Effect of: Deferred tax credit	(1)	-
Total tax expense included in profit or loss	9	6

The March 2021 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2021, and this change was substantively enacted on 17 March 2021. The UK deferred tax asset/(liability) as at December 31st, 2022 was calculated at 25% (2021: 25%).

An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly.

Deferred Tax Assets

Deferred tax assets attributable to:

	2022 £000	2021 £000
Employee benefits	1	-
	1	-

6. Debtors: amounts falling due within one year

	2022 £'000	2021 £'000
Amount owed by Gregory Park Holding Ltd	77	94
Amount owed by Four Seasons Hotels Limited	-	127
	77	221

No interest is charged on receivables. The directors consider that the carrying amount of debtors approximates to their fair value. Amounts owed by group undertakings are unsecured, repayable on demand, interest free and are usually settled before the end of the next financial year end.

Notes to the financial statements

at 31 December 2022

7. Creditors: amounts falling due within one year

	2022 £'000	2021 £'000
Corporation taxation	10	4
Social security and other taxation	22	17
Accruals	135	179
	<u>167</u>	<u>200</u>

8. Called up share capital

	2022 £	2021 £
<i>Authorised</i>		
100 Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
<i>Allotted, called up and fully paid:</i>		
2 Ordinary shares of £1 each	2	2
	<u> </u>	<u> </u>

9. Reconciliation of movements in equity shareholders' funds

	2022 £'000	2021 £'000
Opening shareholders' funds	21	49
Dividend paid	-	(49)
Profit for the financial year	44	21
	<u>65</u>	<u>21</u>
Closing shareholders' funds		

10. 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 £16k (2021: £14k). At 31 December 2022 there was no outstanding liability.

11. 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.

Notes to the financial statements

at 31 December 2022

12. 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.

13. Subsequent Event

There were no reportable post balance sheet events.