
GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019



GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

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GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

INTRODUCTION

The directors present their Annual Report on the affairs of Grosvenor Continental Europe Holdings Limited, the "Company", together with the audited financial statements and auditor's report for the year ended 31 December 2019.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The principal activity of the Company during the year was that of an intermediate holding company for a certain number of Grosvenor Group Limited's overseas investments.

The results of the Company for the year are shown in the Income Statement.

The balance sheet shows that the Company's net assets decreased from £785,161,775 to £489,541,215 during the year.

The directors do not anticipate any significant change in the activity of the Company and its profitability. The directors expect the general level of activity to remain consistent with 2019 in the forthcoming year. This is consistent with the long-term strategy of the company.

The Company is incorporated in the United Kingdom and its registered office is 70 Grosvenor Street, London, W1K 3JP.

GOING CONCERN

The Company is in a net asset and net current liability position as at 31 December 2019.

The intermediate holding company, Grosvenor Estate Holdings, has provided the directors of the Company with a letter of support confirming that it intends to support the company for a period of not less than twelve months from the date of signing the accounts, provided that the company remains a wholly owned subsidiary of Grosvenor Estate Holdings. Grosvenor Estate Holdings intends to enable it to meet its liabilities as they fall due. The directors have made enquiries and understand that the intermediate holding company has adequate resources to be able to provide this financial support.

Grosvenor Group Limited (the "Group") saw no discernible impact on operations arising from the UK's exit from the European Union (the "EU") on 31 January 2020. During 2020, the Group will review the potential for operational or financial impacts arising from the negotiation of the future trading arrangement between the UK and the EU. Business commitments will be managed dependent on the developing views of the likely outcome of the negotiations. Any related increase or decrease in profitability in the next 12 months is not expected to impact the long-term strategy or going concern position of the Company.

Since the year end, the outbreak of the COVID-19 virus has given rise to material economic and financial uncertainties. The Group is continuing to monitor developments of the COVID-19 virus and the associated near-term uncertainty on the global economy outlook to understand the potential impact for the underlying property businesses and its tenants. The Directors have considered the going concern assumption for the Company in light of these developments and as part of the Group level assessment on the Group's cash flow forecasts for the period ending 31 December 2021, considered the possible impact of COVID-19, for example on rental income, as well as stressed assumptions on the availability of finance and property valuations. On the basis of the Group's continued forecast liquidity, and its support for the company, the Directors still consider it appropriate to prepare the accounts on a going concern basis.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the company arise from the financing of its investments.

The Company is financed by equity and intra group loans. It has no external debt. It therefore has no interest rate exposure.

The Company is a subsidiary of Grosvenor Group Limited. The Group co-ordinates its cash flows, liquidity position and borrowing facilities on a group basis and further disclosures relating to these matters are included in the annual report of Grosvenor Group Limited.

KEY PERFORMANCE INDICATORS

The directors of Grosvenor Group Limited manage its group operations on a divisional basis. For this reason, the Company's directors believe that further key financial and non-financial performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business of the company. The performance of the Grosvenor Group Limited, which includes the company, is discussed in the directors' report in the annual report of that company which does not form part of this report.

This report was approved by the board on 21 April 2020 and signed on its behalf.



.....
S McConnell
Secretary

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

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

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £14,707,385 (2018 - profit £153,972,549).

There were £280,654,000 of dividends paid in the year under review (2018 - £Nil).

Please refer to the Strategic Report for information on risk management objectives and policies.

DIRECTORS

The directors who served during the year, and subsequently, except as noted, were:

T L Budden
S J Moore
M R Preston
N R Scarles (resigned 31 May 2019)
R A J Marshall
C J Jukes (resigned 27 September 2019)
P S Vernon
D C Lee (appointed 27 September 2019)
R R Davis (appointed 1 June 2019)

DIRECTORS' INDEMNITIES

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

FUTURE DEVELOPMENTS

No significant changes in the Company's strategy or operations are planned.

The directors have prepared the financial statements on the going concern basis. Refer to the Strategic Report for further information.

DISCLOSURE OF INFORMATION TO AUDITOR

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

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

POST BALANCE SHEET EVENTS

Since the year end, the outbreak of the COVID-19 virus has given rise to material economic and financial uncertainties. This is considered to be a non-adjusting post balance sheet event for the Company. The impact has been considered by the Directors as set out in the Strategic Report on page 1.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

AUDITOR

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

This report was approved by the board on 21 April 2020 and signed on its behalf.



.....
S McConnell
Secretary

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

Report on the audit of the financial statements **OPINION**

In our opinion the financial statements of Grosvenor Continental Europe Holdings Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of the Company which comprise:

- the income statement;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 14.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

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 Auditors' responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's (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 are required by ISAs (UK) to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

OTHER INFORMATION

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED (CONTINUED)

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the information and, except to the extent otherwise explicitly stated in our 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 this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement, 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.

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: www.frc.org.uk/auditorsresponsibilities. The description forms part of our Auditor's Report.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GROSVENOR CONTINENTAL
EUROPE HOLDINGS LIMITED (CONTINUED)**

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

OPINION 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 the Directors' Report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the Strategic Report and the Directors' Report.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

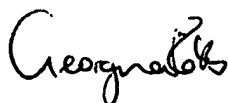
Under the Companies Act 2006 we are required to report in respect of the following matters, if in our opinion:

- 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.

We have nothing to report in respect of these matters.

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.



Georgina Robb FCA (Senior Statutory Auditor)

For and on behalf of
Deloitte LLP

Statutory Auditor

London
United Kingdom

21 April 2020

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2019

		2019 £	2018 £
Impairment of investments	8	(14,707,385)	(119,624,052)
Income from shares in group undertakings	6	-	273,596,601
		<hr/>	<hr/>
Loss/profit before taxation		(14,707,385)	153,972,549
Taxation on profit	7	-	-
		<hr/>	<hr/>
Loss/profit for the year		(14,707,385)	153,972,549
		<hr/>	<hr/>

The notes on pages 13 to 23 form part of these financial statements.

All activities in the current year and prior year are derived from continuing operations.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	2019 £	2018 £
Loss/profit for the financial year		<u>(14,707,385)</u>	<u>153,972,549</u>
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
Loss/gain on currency translation		<u>(259,175)</u>	<u>2,290,021</u>
		(259,175)	2,290,021
 Total comprehensive income for the year		 <u><u>(14,966,560)</u></u>	 <u><u>156,262,570</u></u>


The notes on pages 13 to 23 form part of these financial statements.


GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED
REGISTERED NUMBER: 04233654

BALANCE SHEET
AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
Fixed assets			
Investments	8	489,699,437	504,406,822
		<u>489,699,437</u>	<u>504,406,822</u>
Current assets			
Debtors: amounts falling due within one year	9	-	280,922,856
Cash and cash equivalents		933	989
		<u>933</u>	<u>280,923,845</u>
Creditors: amounts falling due within one year	10	(159,155)	(168,892)
Net current liabilities/assets		<u>(158,222)</u>	<u>280,754,953</u>
Total assets less current liabilities		<u>489,541,215</u>	<u>785,161,775</u>
Net assets		<u><u>489,541,215</u></u>	<u><u>785,161,775</u></u>
Capital and reserves			
Called up share capital	11	40,718,149	488,617,796
Share premium account	12	-	404,082
Foreign exchange reserve	12	97,464,841	97,724,016
Profit and loss account	12	351,358,225	198,415,881
		<u>489,541,215</u>	<u>785,161,775</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 21 April 2020.


.....
T L Budden
Director


.....
D C Lee
Director

The notes on pages 13 to 23 form part of these financial statements.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2019	488,617,796	404,082	97,724,016	198,415,881	785,161,775
Loss for the year	-	-	-	(14,707,385)	(14,707,385)
Difference on currency translation	-	-	(259,175)	-	(259,175)
Dividends paid	-	-	-	(280,654,000)	(280,654,000)
Share reduction during the year	(447,899,647)	(404,082)	-	448,303,729	-
At 31 December 2019	40,718,149	-	97,464,841	351,358,225	489,541,215

On 23 May 2019, the Company reduced its called up share capital by £447,899,647 via a reduction in the nominal value of its Ordinary shares from £0.60 to £0.05. The Company also transferred £404,082 from the Share premium account to the Profit and loss account.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2018	488,617,796	404,082	95,433,995	44,443,332	628,899,205
Profit for the year	-	-	-	153,972,549	153,972,549
Difference on currency translation	-	-	2,290,021	-	2,290,021
At 31 December 2018	488,617,796	404,082	97,724,016	198,415,881	785,161,775

The notes on pages 13 to 23 form part of these financial statements.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1. GENERAL INFORMATION

Grosvenor Continental Europe Holdings Limited (the "Company") is a private Company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Financial reporting standard 101 'Reduced Disclosure Framework' ("FRS101") and the Companies Act 2006.

These financial statements are separate financial statements. The company is exempt from the preparation and delivery of consolidated financial statements, because it is included in the group accounts of Grosvenor Group Limited (the Group). The accounts of the Group are available to the public and can be obtained as set out in note 13.

The financial statements have been prepared under the historic cost basis, except for the revaluation of certain assets and liabilities that are restated at revalued amounts or fair values at the end of each reporting period.

Historic cost is generally based on the value of the consideration given in exchange for the assets.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The following accounting policies have been applied:

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. ACCOUNTING POLICIES (CONTINUED)

2.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

Where required, equivalent disclosures are given in the group accounts of Grosvenor Group Limited. The group accounts of Grosvenor Group Limited are available to the public and can be obtained as set out in note 13.

2.3 CHANGES IN ACCOUNTING POLICIES

(i) New standards, interpretations and amendments effective from 1 January 2019

The Company has applied IFRS 16 'Leases' which has a mandatory effective date of 1 January 2019.

In accordance with the transitional provisions in IFRS 16, the new rule has been adopted cumulatively using the modified retrospective approach.

There are no adjustments required to be made to the Company's financial statements as a result of the adoption of IFRS 16.

2.4 DEBTORS

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. ACCOUNTING POLICIES (CONTINUED)

2.5 GOING CONCERN

The Strategic Report on page 1 describes the going concern basis of preparation of the financial statements.

2.6 INVESTMENTS

Investments held as fixed assets including subsidiaries, joint ventures and associates are stated at cost less provision for impairment.

2.7 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.8 FINANCIAL INSTRUMENTS

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

Fair value through profit or loss

All of the Company's financial assets are subsequently measured at fair value at the end of each reporting period, with any fair value gains or losses being recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

Impairment of financial assets

The Company always recognises lifetime ECL for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

Financial liabilities

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. ACCOUNTING POLICIES (CONTINUED)

2.8 FINANCIAL INSTRUMENTS (continued)

Fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss, when the financial liability is held for trading, or is designated as at fair value through profit or loss. This designation may be made if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise, or the financial liability forms part of a group of financial instruments which is managed and its performance is evaluated on a fair value basis, or the financial liability forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at fair value through profit or loss. Any gains or losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship.

At amortised cost

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

2.9 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. ACCOUNTING POLICIES (CONTINUED)

2.10 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional currency is Euros. This differs from the presentational currency which is GBP. Euros is the currency of the primary economic environment in which the company operates. However, the financial statements are presented in GBP because the company is incorporated in the United Kingdom.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Income Statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Income Statement within 'other operating income'.

2.11 TAXATION

Tax is recognised in the Income Statement, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

2.12 DIVIDENDS

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

i) Significant judgements in applying the Company's accounting policies

There were no critical judgements, apart from those involving estimations (which are dealt with separately below) that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

ii) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liability within the next financial year, are discussed below:

Impairment of investment

Determining whether the Company's investments have been impaired requires estimations of the investments' values in use. COVID-19 and the associated near-term economic uncertainty creates greater uncertainty in the estimation of these investment values and the underlying properties held in these investment companies.

4. AUDITOR'S REMUNERATION

Auditor's remuneration for the audit of the financial statements of the company for the year ended 31 December 2019 is £3,108 (2018 - £3,002) and is borne by Grosvenor Estate Holdings, a fellow subsidiary undertaking.

No fees were payable to Deloitte LLP and its associates for non-audit services to the company during the current or preceding year.

5. EMPLOYEES

No fees or other emoluments were paid to the directors of the company during either the current or the preceding year in respect of their services to the company. The directors are paid by Grosvenor Estate Management Limited.

There were no employees of the company for the current or preceding year.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

6. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2019	2018
	£	£
Income from shares in group undertakings	-	273,596,601
	<u>-</u>	<u>273,596,601</u>

Income from shares in group undertakings represent dividends received from subsidiaries in the year.

7. TAXATION

	2019	2018
	£	£
Total tax	<u>-</u>	<u>-</u>

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

	2019	2018
	£	£
(Loss)/Profit before tax	<u>(14,707,385)</u>	<u>153,972,549</u>
Profit multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	<u>(2,794,403)</u>	<u>29,254,784</u>
EFFECTS OF:		
Expenses not deductible for tax purposes	2,794,403	22,728,570
Other items attracting no tax relief or liability	-	(51,983,354)
TOTAL TAX CHARGE FOR THE YEAR	<u>-</u>	<u>-</u>

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

A current tax rate of 19%, being the UK corporation tax rate throughout the period, has been applied to the year ended 31 December 2019.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

8. INVESTMENTS

	Investments in subsidiary companies £
Cost	
At 1 January 2019	1,167,708,352
At 31 December 2019	<u>1,167,708,352</u>
IMPAIRMENT	
At 1 January 2019	663,301,530
Charge for the year	14,707,385
At 31 December 2019	<u>678,008,915</u>
NET BOOK VALUE	
At 31 December 2019	<u>489,699,437</u>
At 31 December 2018	<u>504,406,822</u>

The Company impaired its investment in Grosvenor International Sarl, which is directly held by the Company, during the year.

The Company's investments are listed in Note 14.

9. DEBTORS: Amounts falling due within one year

	2019 £	2018 £
Amounts owed by group undertakings	-	280,922,856
	<u>-</u>	<u>280,922,856</u>

All amounts are repayable on demand and non-interest bearing.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. CREDITORS: Amounts falling due within one year

	2019 £	2018 £
Amounts owed to group undertakings	159,155	168,892
	<u>159,155</u>	<u>168,892</u>

All amounts owed to group undertakings are non-interest bearing and are repayable on demand.

11. CALLED UP SHARE CAPITAL

	2019 £	2018 £
Authorised		
1,000,000,000 (2018 - 1,000,000,000) Ordinary shares of £0.05 each	50,000,000	600,000,000
	<u>50,000,000</u>	<u>600,000,000</u>
Allotted, called up and fully paid		
814,362,993 (2018 - 814,362,993) Ordinary shares of £0.05 each	40,718,149	488,617,796
	<u>40,718,149</u>	<u>488,617,796</u>

On 23 May 2019, the Company reduced its allotted, called up and fully paid share capital by £447,899,647 via a reduction in the nominal value of its authorised, allotted, called up and fully paid ordinary shares from £0.60 to £0.05.

The Company's shares have attached to them full voting, dividend and capital distribution (including on winding up) rights.

12. RESERVES

Share premium

Share premium is the excess consideration received, over par value, for ordinary shares in the company.

Foreign exchange reserve

Foreign exchange differences that arise from the translation of the company's results and financial position from its functional currency into its presentational currency are recognised fully in the foreign exchange reserve. A loss of £259,175 (2018: £2,290,021 gain) as a result of foreign exchange differences is recognised in the foreign exchange reserve in 2019.

Profit and loss account

The profit and loss account reserve contains the balance of retained earnings to carry forward. Dividends are paid from this reserve.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

13. CONTROLLING PARTY

The Company's ultimate parent undertaking is Grosvenor Group Limited, a company incorporated in Great Britain and registered in England and Wales which is wholly owned by trusts on behalf of the Grosvenor family, headed by the 7th Duke of Westminster.

The ultimate parent undertaking heads the largest and smallest group of undertakings of which the company is a member and for which group accounts are prepared. Grosvenor Overseas Holdings Limited is the immediate parent company.

Copies of the consolidated financial statements of Grosvenor Group Limited can be obtained from Companies House, 3 Crown Way, Maindy, Cardiff, CF14 3UZ.

The address of the registered office of Grosvenor Group Limited and of Grosvenor Overseas Holdings Limited is 70 Grosvenor Street, London, W1K 3JP.

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

14. INVESTMENTS IN SUBSIDIARIES

At 31 December 2019, Grosvenor Continental Europe Holdings Limited had investments in a number of subsidiary and joint venture entities, the details of which are listed below. The investment in each entity is 100% unless otherwise stated.

Direct holdings

The following company is directly held:

Luxembourg

Registered office: 46a Avenue John F Kennedy, L1855 Luxembourg

Grosvenor International SARL (Luxembourg)

Indirect holdings

The following companies are indirectly held:

United Kingdom

Registered office: 70 Grosvenor Street, London W1K 3JP

Grosvenor ECO Limited

France

Registered office: 69 Boulevard Haussman 75008 Paris

GFRI 1 – 11.1% owned

GFRI 2 – 11.1% owned

GRIF 2 – 11.1% owned

GRIF 3 – 11.1% owned

GRIF Holdings – 11.1% owned

SPPICAV GRIF – 5% owned

Luxembourg

Registered office: 46a Avenue John F Kennedy, L1855 Luxembourg

GFRI 2007 – 11.1% owned

GFRI 2010 – 11.1% owned

Grosvenor First European Property Investments SA

Grosvenor French Retail Investments SA-8.41% owned

Grosvenor Investments (Portugal) SARL

Grosvenor Retail European Properties II Sarl-13.95% owned

Grosvenor Retail European Properties SA-13.95% owned

Portugal

Lugar do Espido, Via Norte, Apartado 1197, 4471-909 Maia

Sonae Sierra SGPS SA - 30% owned