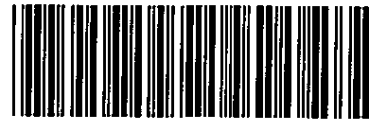


**SCIH BRANSTON 3**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2012**

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**SCIH BRANSTON 3**

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**COMPANY INFORMATION**

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**DIRECTORS** P Edgecliffe-Johnson  
N Hentrey  
N P Stocks  
R Wheeler

**COMPANY SECRETARY** E Lam

**COMPANY NUMBER** 4508373

**REGISTERED OFFICE** Broadwater Park  
Denham  
Buckinghamshire  
UB9 5HR

**AUDITORS** Ernst & Young LLP  
One Colmore Square  
Birmingham  
B4 6HQ

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**SCIH BRANSTON 3**

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**CONTENTS**

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|   | Page          |
|---|---------------|
| <b>Directors' report</b>                        | <b>1 - 2</b>  |
| <b>Statement of directors' responsibilities</b> | <b>3</b>      |
| <b>Independent auditor's report</b>             | <b>4</b>      |
| <b>Profit and loss account</b>                  | <b>5</b>      |
| <b>Balance sheet</b>                            | <b>6</b>      |
| <b>Notes to the financial statements</b>        | <b>7 - 11</b> |

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## **SCIH BRANSTON 3**

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### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012**

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The directors present their report and the financial statements for the year ended 31 December 2012

#### **PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS**

SCIH Branston 3's (the "Company") principal activities comprise acting as an investment holding company and as a financing company for other entities in the InterContinental Hotels group (consisting of InterContinental Hotels Group PLC and its subsidiaries) (the "Group") It is the intention of the directors that the Company will continue operating in this capacity The Company is unlimited

The directors view the results as satisfactory as are future prospects of the Company

Primarily the Company's transactions are with fellow Group undertakings and as such there are not considered to be any significant risks and uncertainties impacting the Company Any uncertainties impacting the Company would arise from internal decisions taken within the Group

#### **RESULTS AND DIVIDENDS**

The profit for the year after taxation, amounted to £4 363,000 (2011 £4 735,000)

The directors do not propose a dividend for the year ended 31 December 2012 (2011 £nil)

#### **DIRECTORS**

The directors during 2012 and since the year end were as follows

P Edgecliffe-Johnson  
N Henfrey  
N P Stocks  
R Wheeler

#### **GOING CONCERN**

The Company operates its activities in conjunction with other companies within the Group and therefore relies on the Group for its continued existence At the end of 2012, the Group was trading significantly within its banking covenants and debt facilities Furthermore the Group's fee based model and wide geographic spread means that it is well placed to manage through uncertain times and forecasts and sensitivity projections, based on a range of reasonably possible changes in trading performance show that the Group should be able to operate within the level of its current facilities

Information on the Group's banking covenants and debt facilities, processes for managing its capital, its financial risk management objectives details of its financial instruments and hedging activities, and its exposures to credit risk and liquidity risk are disclosed in the Annual Report and Financial Statements of the Group

After making enquiries, the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the Directors' Report and financial statements as the ultimate parent company InterContinental Hotels Group PLC and its subsidiaries intend to make funds available to the Company to enable it to meet its debts as they fall due

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SCIH BRANSTON 3

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

A qualifying third party indemnity provision has been granted in favour of existing and former directors of the Company by InterContinental Hotels Limited in accordance with Section 232 of the Companies Act 2006. A copy of this indemnity provision is available for inspection by the members of the Company at the Company's registered office at Broadwater Park, Denham, Buckinghamshire, UB9 5HR.

**DISCLOSURE OF INFORMATION TO AUDITORS**

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

- so far as he or she is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he or she has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

**AUDITORS**

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with Section 485 of the Companies Act 2006.

This report has been prepared in accordance with the small companies exemption.

By order of the Board



Signed by

**Esther Lam**

, Secretary/Director

Date

**31 JUL 2013**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and 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.

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SCIH BRANSTON 3

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We have audited the financial statements of SCIH Branston 3 for the year ended 31 December 2012, which comprise the Profit and Loss Account, the Balance Sheet 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 (United Kingdom Generally Accepted Accounting Practice).

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

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

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

### OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

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

*Ernst & Young LLP*

Lorna McNeil (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Birmingham

Date *1 August 2013*

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**SCIH BRANSTON 3**

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**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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|  | <i>Note</i> | <i>2012<br/>£000</i> | <i>2011<br/>£000</i> |
|--|-------------|----------------------|----------------------|
| Interest receivable                                  | 5           | 5,779                | 6,442                |
|  |             | <hr/>                | <hr/>                |
| <b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b> |             | 5 779                | 6,442                |
| Tax on profit on ordinary activities                 | 6           | (1,416)              | (1,707)              |
|  |             | <hr/>                | <hr/>                |
| <b>PROFIT FOR THE FINANCIAL YEAR</b>                 | 11, 12      | 4 363                | 4,735                |
|  |             | <hr/> <hr/>          | <hr/> <hr/>          |

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 7 to 11 form part of these financial statements



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**SCIH BRANSTON 3**  
**REGISTERED NUMBER: 4508373**

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**BALANCE SHEET**  
**AS AT 31 DECEMBER 2012**

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|  | <i>Note</i> | <i>£000</i> | <i>2012</i><br><i>£000</i> | <i>2011</i><br><i>£000</i> |
|--|-------------|-------------|----------------------------|----------------------------|
| <b>FIXED ASSETS</b>                                  |             |             |                            |                            |
| Investments  | 7           |             | 1,264,015                  | 1,264,015                  |
| <b>CURRENT ASSETS</b>                                |             |             |                            |                            |
| Debtors  | 8           | 555,686     |                            | 550,001                    |
| <b>CREDITORS</b> amounts falling due within one year | 9           | (5,524)     |                            | (4,202)                    |
| <b>NET CURRENT ASSETS</b>                            |             |             | 550,162                    | 545,799                    |
| <b>NET ASSETS</b>                                    |             |             | 1,814,177                  | 1,809,814                  |
| <b>CAPITAL AND RESERVES</b>                          |             |             |                            |                            |
| Called up share capital                              | 10          |             | 23                         | 23                         |
| Share premium account                                | 11          |             | 1,659,188                  | 1,659,188                  |
| Profit and loss account                              | 11          |             | 154,966                    | 150,603                    |
| <b>SHAREHOLDERS' FUNDS</b>                           | 12          |             | 1,814,177                  | 1,809,814                  |

Approved by the Board

  
**Nicolette Henfrey**

Signed by

, Director

Date

**31 JUL 2013**

The notes on pages 7 to 11 form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**1 ACCOUNTING POLICIES**

**1.1 BASIS OF PREPARATION**

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

The financial statements have been prepared on the going concern basis as the ultimate parent company, InterContinental Hotels Group PLC, and its subsidiaries intend to make funds available to the Company to enable it to meet its debts as they fall due

The financial statements present information about the Company as an individual undertaking and not as a group. The Company is exempt from preparing consolidated financial statements under Section 400 of the Companies Act 2006 as it is a wholly owned subsidiary of InterContinental Hotels Group PLC, incorporated in the UK, which prepares consolidated financial statements

**1.2 FIXED ASSET INVESTMENTS AND INVESTMENT INCOME**

Investments held as fixed assets are shown at cost less any provision for impairment

Dividend income is recognised when the right to receive payment is established

**1.3 TAXATION**

Corporation tax payable is provided on taxable profits at the current rate

The taxation liabilities of certain Group undertakings are reduced wholly or in part by the surrender of losses by fellow Group undertakings. The tax impacts arising from the surrender of tax losses are recognised in the financial statements of both the surrendering and recipient companies, being paid normally at the effective standard UK rate of the losses surrendered for the period in question

**1.4 CASH FLOW**

Under the provisions of Financial Reporting Standard ("FRS") 1 "Cash Flow Statements" (Revised 1996), the Company has not prepared a statement of cash flows because its ultimate parent undertaking, InterContinental Hotels Group PLC, which is incorporated in the European Union, has prepared consolidated financial statements which include the financial statements of the Company for the year and which contain an appropriate statement of cash flows of the Group

**2. AUDITOR'S REMUNERATION**

The Company incurred auditor's remuneration of £3,000 (2011: £3,000) which has been borne by a fellow Group undertaking in the current and preceding year

**3. DIRECTORS' REMUNERATION**

The directors are also directors of other subsidiary undertakings within the Group and their remuneration, including share-based payment charges, for the year was paid by other undertakings. The directors did not receive any remuneration in relation to the Company as the qualifying services provided to the Company was incidental to the qualifying services provided to other subsidiary undertakings

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**SCIH BRANSTON 3**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**4 STAFF COSTS**

The Company did not employ any persons during the year (2011 nil)

**5 INTEREST RECEIVABLE**

|   | <i>2012</i>  | <i>2011</i>  |
|---|--------------|--------------|
|   | <i>£000</i>  | <i>£000</i>  |
| Interest receivable from Group undertakings | <u>5,779</u> | <u>6,442</u> |

**6. TAX ON PROFIT ON ORDINARY ACTIVITIES**

|  | <i>2012</i>  | <i>2011</i>  |
|--|--------------|--------------|
|  | <i>£000</i>  | <i>£000</i>  |
| UK corporation tax charge on profit for the year | <u>1,416</u> | <u>1,707</u> |

**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the effective standard rate of corporation tax in the UK of 24.5% (2011 26.5%) for the year ended 31 December 2012

**FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

The Chancellor of the Exchequer has proposed a decrease in the rate of UK corporation tax to 20% by 2015. The reduction to 23%, effective from 1 April 2013, was substantively enacted during 2012.

There is no provided or unprovided deferred tax.

New Controlled Foreign Company legislation will apply to companies with accounting periods commencing on or after 1 January 2013, following enactment of the 2012 Finance Act. As such, to the extent that the Company is impacted by the new legislation, this will be reflected within the tax disclosures commencing with the accounting period ended 31 December 2013.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

**7 FIXED ASSET INVESTMENTS**

|  | <i>Investments in<br/>subsidiary<br/>undertakings<br/>£000</i> |
|--|--|
| <b>COST</b>                            |  |
| At 1 January 2012 and 31 December 2012 | 1,295,076  |
| <b>IMPAIRMENT</b>                      |  |
| At 1 January 2012 and 31 December 2012 | 31 061   |
| <b>NET BOOK VALUE</b>                  |  |
| At 31 December 2012                    | 1,264,015  |
| At 31 December 2011                    | 1,264,015  |

**SUBSIDIARY UNDERTAKINGS**

***Principal operating subsidiary undertakings***

At 31 December 2012, the Company was the beneficial owner of all (unless specified) of the ordinary share capital, either itself or through subsidiary undertakings of the following companies

***Directly held***

BHR US Holdings B V (a)

***Indirectly held***

Six Continents Corporate Services (b)\*

Pollstrong Limited (b)

(a) incorporated in the Netherlands

(b) incorporated in Great Britain and registered in England and Wales

\* BHR US Holdings B V directly owns 200,099 of the ordinary share capital of this company with one share owned by another subsidiary undertaking within the Group

The directors are of the opinion that the aggregate value of the Company's investments is not less than the amount at which it is stated in the financial statements

**8 DEBTORS**

|                                    | <i>2012<br/>£000</i> | <i>2011<br/>£000</i> |
|------------------------------------|----------------------|----------------------|
| Amounts owed by Group undertakings | 555,686              | 550 001              |

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**SCIH BRANSTON 3**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**9. CREDITORS  
AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | <i>2012</i><br><i>£000</i> | <i>2011</i><br><i>£000</i> |
|------------------------------------|----------------------------|----------------------------|
| Amounts owed to Group undertakings | 4,108                      | -                          |
| Corporation tax                    | 1,416                      | 4 202                      |
|                                    | <u>5,524</u>               | <u>4 202</u>               |

**10 SHARE CAPITAL**

|   | <i>2012</i><br><i>£000</i> | <i>2011</i><br><i>£000</i> |
|---|----------------------------|----------------------------|
| <b>ALLOTTED, CALLED UP AND FULLY PAID</b> |                            |                            |
| 22 962 ordinary shares of £1 each         | <u>23</u>                  | <u>23</u>                  |

**11 RECONCILIATION OF MOVEMENT IN RESERVES**

|                     | <i>Share premium<br/>account</i><br><i>£000</i> | <i>Profit and loss<br/>account</i><br><i>£000</i> |
|---------------------|---|---|
| At 1 January 2012   | 1 659,188                                       | 150,603   |
| Profit for the year | -   | 4,363   |
| At 31 December 2012 | <u>1,659,188</u>                                | <u>154,966</u>                                    |

**12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

|                             | <i>2012</i><br><i>£000</i> | <i>2011</i><br><i>£000</i> |
|-----------------------------|----------------------------|----------------------------|
| Opening shareholders' funds | 1,809,814                  | 1,805,079                  |
| Profit for the year         | <u>4,363</u>               | <u>4,735</u>               |
| Closing shareholders' funds | <u>1,814,177</u>           | <u>1,809,814</u>           |

**13 RELATED PARTY TRANSACTIONS**

As the Company was a wholly owned subsidiary of InterContinental Hotels Group PLC at 31 December 2012, the Company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" and has therefore not disclosed transactions or balances with entities which form part of the Group, headed by InterContinental Hotels Group PLC

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

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**14. PARENT UNDERTAKING AND CONTROLLING PARTY**

As at 31 December 2012, InterContinental Hotels Group PLC, a company incorporated in Great Britain and registered in England and Wales, was the ultimate parent undertaking of the Company

The largest and smallest group in which the results of the Company are consolidated is that headed by InterContinental Hotels Group PLC. Consolidated financial statements of InterContinental Hotels Group PLC are available from the following address

Companies House, Crown Way, Cardiff, CF14 3UZ

The immediate parent and controlling company is Six Continents International Holdings B V, a company registered in the Netherlands