

Company Registration No. 05869071 (England and Wales)

GLOUCESTER CAPITAL LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018



GLOUCESTER CAPITAL LIMITED

COMPANY INFORMATION

Directors	Mr I M Livingstone Mr L Sebastian Mr D L M Taljaard
Company number	05869071
Registered office	Quadrant House, Floor 6 4 Thomas More Square London E1W 1YW
Independent Auditors	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH

GLOUCESTER CAPITAL LIMITED

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GLOUCESTER CAPITAL LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report and the audited financial statements for the year ended 31 December 2018.

Principal activities

The principal activity of the company continued to be that of a holding company.

Directors

The directors who held office either during the year and/or up to the date of signature of the financial statements were as follows:

Mr R N Luck	(Resigned 30 May 2018)
Mr I M Livingstone	
Mr L Sebastian	(Appointed 30 May 2018)
Mr D L M Taljaard	(Appointed 12 March 2019)

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of London & Regional Properties Limited. At the year end the company owed £13,106,793 to London & Regional Properties Limited. The directors have received confirmation that London & Regional Properties Limited will not call in this debt for at least one year after these financial statements are signed. Therefore the directors believe the company is a going concern.

Post reporting date events

The London Portman Hotel, which Gloucester Capital Limited is an indirect parent of and a holding company for, was closed in April 2019 for a large scale refurbishment of the hotel and is scheduled to be reopening in 2020.

Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid during the year (2017: £nil). The directors do not recommend the payment of a final dividend (2017: £nil).

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Independent Auditors

The Independent Auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to Independent Auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.


This report has been prepared in accordance with the special provisions relating to companies subject to the small companies exemption within part 15 of the Companies Act 2006 and the company is therefore exempt from the requirement to prepare a Strategic Report.

GLOUCESTER CAPITAL LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

On behalf of the board


.....
Mr D L M Taljaard
Director
11.10.2019

GLOUCESTER CAPITAL LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

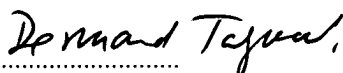
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

On behalf of the board



Mr D L M Taljaard

Director



GLOUCESTER CAPITAL LIMITED INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF GLOUCESTER CAPITAL LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Gloucester Capital Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2018; the statement of comprehensive income and, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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 the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

GLOUCESTER CAPITAL LIMITED INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF GLOUCESTER CAPITAL LIMITED (CONTINUED)

Reporting on other information (continued)

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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

Auditors' 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 auditors' 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

GLOUCESTER CAPITAL LIMITED INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF GLOUCESTER CAPITAL LIMITED (CONTINUED)

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Suzanne Woolfson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

11 October 2019

GLOUCESTER CAPITAL LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

		Year ended 31 December 2018 £	Year ended 31 December 2017 £
	Note		
Administrative expenses		(24,260)	(7,455)
Operating loss	3	(24,260)	(7,455)
Interest receivable and similar income	5	158,341	152,260
Interest payable and similar expenses	6	(603,636)	(566,846)
Loss on ordinary activities before taxation		(469,555)	(422,041)
Tax on loss on ordinary activities	7	-	-
Loss for the financial year		(469,555)	(422,041)
Other comprehensive income		-	-
Total comprehensive expense for the year		(469,555)	(422,041)

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

GLOUCESTER CAPITAL LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2018

		31 December 2018		31 December 2017	
	Note	£	£	£	£
Fixed assets					
Investments	8		41,814,319		41,814,319
Current assets					
Debtors	9	4,728,456		4,576,842	
Creditors: amounts falling due within one year	10		(23,935,336)		(36,420,960)
Net current liabilities			(19,206,880)		(31,844,118)
Total assets less current liabilities			22,607,439		9,970,201
Creditors: amounts falling due after more than one year	11		(13,106,793)		-
Net assets			9,500,646		9,970,201
Capital and reserves					
Called up share capital	12		8		8
Retained earnings			9,500,638		9,970,193
Total equity			9,500,646		9,970,201

The financial statements were approved by the board of directors and authorised for issue on 11.10.2019 and are signed on its behalf by:

Dennis Taljaard

 Mr D L M Taljaard
 Director

Company Registration No. 05869071

GLOUCESTER CAPITAL LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital	Retained earnings	Total
	£	£	£
Balance at 1 January 2017	8	10,392,234	10,392,242
Loss and total comprehensive expense for the financial year	-	(422,041)	(422,041)
Balance at 31 December 2017	8	9,970,193	9,970,201
Loss and total comprehensive expense for the financial year	-	(469,555)	(469,555)
Balance at 31 December 2018	8	9,500,638	9,500,646

GLoucester Capital Limited

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

General information

Gloucester Capital Limited is a private company limited by shares incorporated in England and Wales. The registered office is Quadrant House, Floor 6, 4 Thomas More Square, London, E1W 1YW.

The principal activity of Gloucester Capital Limited is to act as a holding company for group undertakings.

1.1 Statement of compliance

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

1.2 Basis of preparation and summary of significant accounting policies

The financial statements have been prepared on a going concern basis and under the historical cost convention. The principal accounting policies adopted are set out below.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

1.3 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemption if certain conditions have been complied with, including notification of and no objection to, the use of exemptions by the company's shareholders. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. The company is a qualifying entity as its results are consolidated into the financial statements of Loopsign Limited which are publicly available.

As a qualifying entity, the company has taken advantage of the following exemptions:

- from the requirement to prepare a statement of cash flows as required by paragraph 3.17 (d) of FRS 102; and
- from the requirement to present financial instruments disclosures, as required by FRS 102 paragraphs 11.39 to 11.48A, paragraph 12.26 and 12.29.

1.4 Exemption from consolidation

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated financial statements. The financial statements present information about the company as an individual entity and not about its group.

Gloucester Capital Limited is a wholly owned subsidiary of Barajas Holdings BV, a company incorporated in the Netherlands, and the results of Gloucester Capital Limited are included in the consolidated financial statements of Barajas Holdings BV.

1.5 Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of London & Regional Properties Limited. At the year end the company owed £13,106,793 to London & Regional Properties Limited. The directors have received confirmation that London & Regional Properties Limited will not call in this debt for at least one year after these financial statements are signed. Therefore the directors believe the company is a going concern.

1.6 Investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in statement of comprehensive income.

GLOUCESTER CAPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.7 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

GLOUCESTER CAPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities are initially measured at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.9 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the statement of comprehensive income.

2 Critical accounting estimates and judgements

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount 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. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

GLOUCESTER CAPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

2 Critical accounting estimates and judgements

(Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Impairment of investments

The company assesses the carrying value of its investments in subsidiaries at the end of each reporting period. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the future cash flows from each investment and selection of appropriate discount rates in order to calculate the net present value of those cash flows.

Impairment of debtors and amounts owed by fellow group undertakings

The company makes an estimate of the recoverable value of its debtors and amounts owed by fellow group undertakings. When carrying out the assessment management considers factors including the ageing profile of the debtors, historic experience and performance of the debtors' business.

	Year ended 31 December 2018 £	Year ended 31 December 2017 £
3 Operating loss		
Operating loss for the year is stated after charging:		
Exchange losses/(gains)	1	-
Fees payable to the company's auditors for the audit of the company's annual financial statements	-	-
	<u> </u>	<u> </u>

Auditors' remuneration has been borne by London Portman Hotel Limited, an indirect subsidiary of Gloucester Capital Limited.

4 Directors' Remuneration

The directors did not receive any emoluments in respect of their services to the company (2017: £nil).
The company has no employees (2017: none) other than the directors.

5 Interest receivable and similar income

	Year ended 31 December 2018 £	Year ended 31 December 2017 £
Interest receivable from fellow group companies	<u>158,341</u>	<u>152,260</u>

GLOUCESTER CAPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

6 Interest payable and similar expenses

	Year ended 31 December 2018 £	Year ended 31 December 2017 £
Interest payable to fellow group undertakings	603,636	566,846

7 Tax on loss on ordinary activities

No tax has been provided for due to taxable losses in the year (2017: nil).

From 1 April 2017 the rate of corporation tax has reduced from 20% to 19%, giving an average rate for the year of 19% (year ended 31 December 2017: 19.25%).

The actual result for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	Year ended 31 December 2018 £	Year ended 31 December 2017 £
Loss on ordinary activities before taxation	(469,555)	(422,041)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.0% (2017: 19.25%)	(89,215)	(81,243)
Surrender of tax losses	89,215	81,243
Tax result for the year	-	-

During the year the company surrendered tax losses of £469,555 (2017: £422,041) to fellow subsidiary undertakings. No payment for this surrender is to be received by the company.

Factors affecting future tax charges

With effect from 1 April 2020, the UK corporation tax rate will be reduced to 17%. This change, which was announced in March 2015 budget and affirmed in March 2016 budget, will have no significant impact on these financial statements..

8 Investments

	Note	31 December 2018 £	31 December 2017 £
Investments in subsidiaries	15	41,814,319	41,814,319

GLOUCESTER CAPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

8 Investments

(Continued)

The directors believe that the carrying value of the investment is supported by its underlying net assets and future earnings.

9 Debtors

	31 December 2018 £	31 December 2017 £
Trade debtors	-	1
Amounts due from group undertakings	4,714,364	4,538,491
Other debtors	11,574	25,736
Prepayments and accrued income	2,517	12,614
	<u>4,728,455</u>	<u>4,576,842</u>

Included within amounts due from group undertakings is £8 (2017: £8) of unpaid share capital.

£4,699,889 (2017: £4,529,041) of the amounts due from group undertakings bear interest at 3.5% per annum, are unsecured and payable on demand. The remainder is interest free, unsecured and payable on demand.

10 Creditors: amounts falling due within one year

		Year ended 31 December 2018 £	Year ended 31 December 2017 £
	Note		
Cumulative redeemable preference shares	12	23,935,336	23,935,336
Amounts due to fellow group undertakings		-	12,485,624
		<u>23,935,336</u>	<u>36,420,960</u>

11 Creditors: amounts falling due after more than one year

	2018 £	2017 £
Amounts due to related undertakings	<u>13,106,793</u>	<u>-</u>

£10,375,665 (2017: £9,754,496) of the amounts due to fellow group undertakings bear interest at 6.179% per annum, are unsecured and are repayable on demand. The remainder is interest free, unsecured and repayable on demand.

GLOUCESTER CAPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

11 Creditors: amounts falling due after more than one year

(Continued)

	Year ended 31 December 2018 £	Year ended 31 December 2017 £
12 Called up share capital		
Authorised		
1,000 (2017: 1,000) Ordinary shares of £1 each	1,000	1,000
Issued and fully paid		
8 (2017: 8) Ordinary shares of £1 each	8	8
Redeemable preference shares		
Cumulative redeemable preference shares	23,935,336	23,935,336

Amounts of £8 (2017: £8) presented in equity relate to 8 (2017: 8) ordinary shares of £1 each.

Amounts of £23,935,336 (2017: £23,935,336) presented in liabilities relate to 23,935,336 (2017: 23,935,336) cumulative redeemable preference share of £0.01 (2017: £0.01) each issued at a premium of £0.99 (2017: £0.99) per share.

To the extent that the company has distributable profits, the cumulative redeemable preference shareholders have the right, four times a year, to a fixed cumulative preference dividend at the rate of 25 times the sum of 3 months LIBOR and 1.75% per annum, on the nominal value of each share. The preference dividend accrues from the date of issue of the preference shares. The cumulative redeemable preference shares are redeemable at the discretion of their holders at any time subject to the company having sufficient distributable reserves. The obligation of the company to make payments in respect of the cumulative redeemable preference shares is always subject to the rights of any of the creditors of the company.

The dividend rights of the holders of the ordinary shares are subject to the rights of holders of the cumulative redeemable preference shares to receive dividends.

The cumulative redeemable preference shareholders are not entitled to attend meetings, nor to vote at general meetings. The ordinary shareholders are entitled to vote on all matters at general meetings.

GLOUCESTER CAPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

13 Related party transactions

As the company is a wholly owned subsidiary of Barajas Holdings BV, the company has taken advantage of the exemption under section 33.1A of FRS102 from disclosing transactions or balances with entities which form part of the group.

At 31 December 2018, the company had a net related party creditor position of £13.1m (2017: net related party creditor position of £9.2m), relating to companies ultimately controlled by I M Livingstone which are repayable on demand and unsecured.

At 31 December 2018 the group had made the following loans payable to related parties, all of which are included in other creditors in note 11:

- £13.1m (2017: £9.2m) to London and Regional Group Property Holdings Ltd a company ultimately controlled by I M Livingstone, and bearing interest at 6.18% per annum.

14 Controlling party

The immediate and ultimate parent undertaking is Barajas Holdings BV, a company incorporated in the Netherlands.

Barajas Holdings BV is the smallest and largest group to consolidate these financial statements. Copies of the Barajas Holdings BV financial statements can be obtained from Citco Nederland B.V., Telestone 8, Teleport, Naritaweg 165, 1043 BW, Amsterdam, The Netherlands.

The ultimate controlling party is I M Livingstone through his ownership of Barajas Holdings BV.

15 Subsidiaries

These financial statements are separate company financial statements for Gloucester Capital Limited.

Details of the company's subsidiaries at 31 December 2018 are as follows:

Name of undertaking	Country of incorporation	Nature of business	Class of shareholding	% Held	
				Direct	Indirect
George Holdings (UK) Limited	England & Wales	Holding company	Ordinary	100	
Portman Investments Sarl	Luxembourg	Holding company	Ordinary	100	
London Portman Hotel Limited	England & Wales	Hotelier	Ordinary		100
Starlight Headlease	England & Wales	Property investment	Ordinary		100
Portman Tower Services Limited	England & Wales	Dormant company	Ordinary		100

The registered address of Portman Investments Sarl is 11-13, Boulevard de la Foire, L-1528 Luxembourg, R.C.S. Luxembourg B 164 469. The registered address of all other subsidiaries listed above is Quadrant House Floor 6, 4 Thomas More Square, London, E1W 1YW.

16 Post Balance Sheet events

The London Portman Hotel, which Gloucester Capital Limited is an indirect parent of and a holding company for, was closed in April 2019 for a large scale refurbishment of the hotel and is scheduled to be reopening in 2020.