

**MER Manor Operations Limited**

**Director's report and financial statements**

**Year ended 31 December 2022**

***Registered number: 09846430***



# **MER Manor Operations Limited**

## **Director's report and financial statements**

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# MER Manor Operations Limited

## Director and other information

<b>Director</b>	Christos Dimitriadis
<b>Registered office</b>	60 Welbeck Street London United Kingdom W1G 9XB
<b>Independent auditor</b>	KPMG Chartered Accountants 1 Stokes Place St. Stephen's Green Dublin 2 Ireland
<b>Registered number</b>	09846430

# MER Manor Operations Limited

## Strategic report

### Principal activities

The main activity of MER Manor Operations Limited ("the Company") is the operation of several hotels in the United Kingdom.

In April 2022 the Mercure Aberdeen Caledonian Hotel was sold to an external buyer for a gain on sale of £375k.

### Review of business

The Company achieved a turnover of £30.61 million in the year ended 31 December 2022 (2021: £22.9 million).

The Company produced an operating loss of £3.84 million in the year ended 31 December 2022 (2021: £0.2 million operating profit).

The key performance indicators for the Company are highlighted in the below table:

	2022	2021
Gross profit %	41	48
Operating (loss)/profit %	(13)	1

### Principal risks and uncertainties

The hotel industry's performance is closely aligned to the general economic environment. Therefore, a key risk facing the Company is adverse economic conditions. The Company has a low cost business model, charging its customers rates that vary depending on levels of demand. This reduces, though does not eliminate, the financial impact arising from such adverse conditions.

There are a number of operational risks which could affect the Company, including the reservation and other information systems which are critical for the smooth running of the business. The internal control structure which is in place, which includes disaster recovery plans, debtor and creditor control management, along with the investment made in staff training help to mitigate such operational risks.

The Company has responsibilities under its rental leases which necessitate investment by way of preventative maintenance. This focus on the quality of the hotel portfolio, as well as an ongoing focus on the cost base of the Company, also helps to reduce the impact of rival products in the markets where the hotels operate.

# MER Manor Operations Limited

## Strategic report *(continued)*

### Key performance indicators

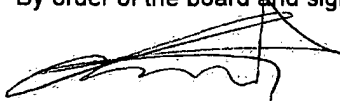
Key financial performance indicators include:

- Monitoring of industry standard measures such as occupancy and average room rates against budget and competitors;
- Monitoring of department revenues and profitability; and
- Working capital management.

Key non-financial performance indicators include:

- Monitoring of quality: the Company monitors a number of quality indicators using data from a number of sources including guest questionnaires, mystery guest programs and feedback on third-party travel review websites; and
- Success of advertising and marketing campaigns, measured by indicators such as the number of guests making direct bookings through the Mercure website.

By order of the board and signed on 27 February 2024 on its behalf by



Christos Dimitriadis  
Director

# MER Manor Operations Limited

## Director's report

The director submits his annual report together with the audited financial statements of MER Manor Operations Limited ("the Company") for the year ended 31 December 2022 ("the year").

### Principal activity

The Company is part of a leading hotel group and operates hotels in the United Kingdom.

### Basis of preparation – going concern

The financial statements have been prepared on a going concern basis, which assumes that MER Manor Operations Limited ("the Company") will continue in operational existence for the foreseeable future. In arriving at that conclusion, the Director has given careful consideration to the following:

- LRC Real Estate Limited, the ultimate parent company, has provided a letter of support and will provide funding to the company to enable it to meet its liabilities as they fall due for the foreseeable future.
- The Company reached agreement with its landlord to implement a pause on rental payments until 31 March 2021 enabling the Company to maintain sufficient cash on hand to discharge liabilities as they fall due for the foreseeable future. Rental payments were resumed in 2021 when the company had sufficient cash to discharge liabilities and meet rental payments.
- The lease in place includes a discretionary termination clause that is exercisable by the Company or the landlord. The landlord has given an undertaking not to exercise this lease clause before February 2025.
- The director and management have prepared detailed forecasts for the Company to 28 February 2022 which incorporate, funding available from fellow group companies, and the directors' best estimates of cash flows as the hotel begins to resume normal operations. These forecasts indicate that the Company will have sufficient cashflows to enable it to continue in operational existence for the foreseeable future.

The director has given careful consideration to impact of the above on the going concern basis of preparation. The director believes that sufficient financial resources are available to enable the Company to meet its obligations as they fall due, covering a period of not less than 12 months from the date of approval of the financial statements. The director believes that there is no material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. For this reason, the director continues to adopt the going concern basis in preparing these financial statements.

# MER Manor Operations Limited

## Director's report *(continued)*

### Results and dividends

The results of the Company for the year are set out in the profit and loss and other comprehensive income account on page 13 and in the related notes.

There were no dividends proposed during the year (2021: £Nil).

### Director and his interests

The director of the Company who was in office during the year and up to the date of signing the financial statements was:

Christos Dimitriadis

The directors who held office at 31 December 2022 had no interests in the shares, loan stock or debentures of the Company or the entity's ultimate parent undertaking.

### Disabled persons

It is the policy of the Company to give fair and full consideration to registered disabled persons applying for employment and to the continuing employment and appropriate training of staff who become disabled, having regard to their particular aptitudes and abilities.

### Employee participation

The Company places particular importance on the involvement of its employees, keeping them regularly informed through meetings on matters affecting them as employees and on issues affecting the Company's performance. The training and development of employees at all levels continues to be a major priority.

### Subsequent events

There were no other events subsequent to the balance sheet date that require adjustment to or disclosure in the financial statements.

### Political and charitable contributions

The Company made no political or charitable contributions during the year (2021: £Nil).

### Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in liquidity risk.

#### Liquidity risk

The Company's short and long-term debt structure is designed to ensure that the Company has sufficient available funds for operations and planned expansion.

# MER Manor Operations Limited

## Director's report *(continued)*

### **Disclosure of information to the auditor**

The director who held office at the date of approval of this director's report confirms that, so far as he 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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### **Independent Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG, Chartered Accountants, will therefore continue in office.

By order of the board on 27 February 2024



Christos Dimitriadis  
*Director*



## MER Manor Operations Limited

### Statement of director's responsibilities in respect of the director's report, the strategic report and the financial statements

The director is responsible for preparing the strategic report, the director's report and the financial statements in accordance with applicable law and regulations.

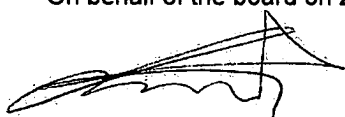
Company law requires the director to prepare financial statements for each financial year. Under that law he has elected to prepare the financial statements in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under Company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless he either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is responsible for such internal controls as he determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and has general responsibility for taking such steps as are reasonably open to him to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

On behalf of the board on 27 February 2024



**Christos Dimitriadis**  
Director



KPMG

Audit  
1 Stokes Place  
St. Stephen's Green  
Dublin 2  
D02 DE03  
Ireland

## **Independent Auditor's Report to the Members of MER Manor Operations Limited**

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

#### **Opinion**

We have audited the financial statements of MER Manor Operations Limited ('the Company') for the year ended 31 December 2022 set out on pages 12 to 27, which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the summary of significant accounting policies set out in note 2.

The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.



**Independent Auditor's Report to the Members of MER Manor Operations Limited  
(continued)**

**Report on the audit of the financial statements (continued)**

***Conclusions relating to going concern (continued)***

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

***Detecting irregularities including fraud***

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the Company's regulatory and legal correspondence; and reading Board minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team.

The Company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary.

The company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition. On this audit we do not believe there is a fraud risk related to revenue recognition. We did not identify any additional fraud risks.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards.



**Independent Auditor's Report to the Members of MER Manor Operations Limited  
(continued)**

**Report on the audit of the financial statements (continued)**

***Detecting irregularities including fraud (continued)***

For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

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

**Other information**

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the strategic report and the directors' report. The financial statements and our auditor's report thereon do not comprise part of 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 as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

**Opinions on other matters prescribed by the Companies Act 2006**

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the directors' report or the strategic report;
- in our opinion, the information given in the directors' report and the strategic report is consistent with the financial statements;
- in our opinion, the directors' report and the strategic report have been prepared in accordance with the Companies Act 2006.

***Matters on which we are required to report by exception***

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

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

We have nothing to report in these respects.



**Independent Auditor's Report to the Members of MER Manor Operations Limited  
(continued)**

**Respective responsibilities and restrictions on use**

***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

***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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities 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 fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

***The purpose of our audit work and to whom we owe our responsibilities***

Our 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.

27 February 2024

**Eamon Dillon (Senior Statutory Auditor)  
for and on behalf of  
KPMG, Statutory Auditor  
1 Stokes Place  
St. Stephen's Green  
Dublin 2  
D02 DE03**

## MER Manor Operations Limited

### Profit and loss account and other comprehensive income for the year ended 31 December 2022

<i>Continuing operations</i>	<i>Note</i>	<b>2022 £'000</b>	<b>2021 £'000</b>
<b>Turnover</b>	<b>3</b>	<b>30,612</b>	<b>22,860</b>
<b>Cost of sales</b>		<b>(17,926)</b>	<b>(11,864)</b>
		<hr/>	<hr/>
<b>Gross profit</b>		<b>12,686</b>	<b>10,996</b>
Administrative expenses		(16,897)	(5,010)
Other operating costs		-	(6,006)
Other operating income		-	267
Gain on sale	<b>4</b>	<b>375</b>	<b>-</b>
		<hr/>	<hr/>
<b>(Loss)/profit on ordinary activities before taxation</b>	<b>5,6</b>	<b>(3,836)</b>	<b>247</b>
Tax on (loss)/profit on ordinary activities	<b>8</b>	<b>-</b>	<b>(638)</b>
		<hr/>	<hr/>
<b>(Loss) for the financial year</b>		<b>(3,836)</b>	<b>(391)</b>
		<hr/>	<hr/>
<b>Total comprehensive expense for the year</b>		<b>(3,836)</b>	<b>(391)</b>
		<hr/>	<hr/>

The notes on pages 15 to 27 form part of these financial statements.

# MER Manor Operations Limited

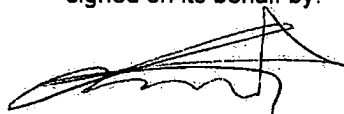
## Balance sheet

as at 31 December 2022

	Note	2022 £'000	2021 £'000
<b>Fixed assets</b>			
Tangible assets	9	1,314	1,009
Deferred tax asset	13	-	-
		<hr/>	<hr/>
		1,314	1,009
<b>Current assets</b>			
Stocks	10	167	154
Debtors: amounts falling due within one year	11	1,745	3,611
Cash at bank and in hand		1,898	1,574
		<hr/>	<hr/>
		3,810	5,339
<b>Creditors: amounts falling due within one year</b>	12	(29,336)	(26,724)
		<hr/>	<hr/>
<b>Net current liabilities</b>		(25,526)	(21,385)
		<hr/>	<hr/>
<b>Net liabilities</b>		(24,212)	(20,376)
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	14	-	-
Capital redemption reserve		16,825	16,825
Profit and loss account		(41,037)	(37,201)
		<hr/>	<hr/>
<b>Total shareholders' deficit</b>		(24,212)	(20,376)
		<hr/>	<hr/>

The notes on pages 15 to 27 form part of these financial statements.

These financial statements were approved by the board of directors on 27 February 2024 and were signed on its behalf by:



Christos Dimitriadis  
Director

Company registration number: 09846430

# MER Manor Operations Limited

## Statement of changes in equity

for the year ended 31 December 2022

	Called up share capital £'000	Profit and loss account £'000	Capital redemption reserve £'000	Total shareholders' deficit £'000
<b>At 1 January 2021</b>	-	(36,810)	16,825	(19,985)
<b>Comprehensive expense for the year</b>				
Loss for the financial year	-	(391)	-	(391)
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total comprehensive expense for the year</b>	-	(391)	-	(391)
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2021</b>	-	(37,201)	16,825	(20,376)
<b>Comprehensive expense for the year</b>				
Loss for the financial year	-	(3,835)	-	(3,835)
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total comprehensive expense for the year</b>	-	(3,836)	-	(3,836)
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2022</b>	-	(41,037)	16,825	(24,212)
	<hr/>	<hr/>	<hr/>	<hr/>

The notes on pages 15 to 27 form part of these financial statements.



# MER Manor Operations Limited

## Notes

to the financial statements

### 1 Reporting entity

MER Manor Operations Limited (the "Company") is a private Company incorporated, domiciled and registered in the United Kingdom. The Company's registered office is 60 Welbeck Street, London, United Kingdom, W1G 9XB. The Company's registration number is 09846430.

### 2 Significant accounting policies

#### 2.1 Basis of preparation of financial statements

The Company is exempt by virtue of [s400] of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 ("FRS 102") *The Financial Reporting Standard applicable in the UK and the Republic of Ireland*. Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise indicated.

The Company's ultimate parent undertaking, LRC Real Estate Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of LRC Real Estate Limited are prepared in accordance with International Financial Reporting Standards and are available to the public from Companies House, Cyprus.

In these financial statements, the Company is considered to be a qualifying entity (for the purpose of this FRS) and the Company has adopted certain disclosure exemptions available under FRS 102. These include:

- a cash flow statement and related notes; and
- disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements of LRC Real Estate Limited include the equivalent disclosures, the Company has also taken the exemption under FRS 102 available in respect of the following disclosures where applicable:

- the disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instruments Issues* in respect of financial instruments not falling within the fair value accounting rules of paragraph 36(4) of schedule 1.

The accounting policies set out below have unless otherwise stated been applied consistently to all periods presented in these financial statements.

Judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed below.

#### 2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis.

# MER Manor Operations Limited

## Notes *(continued)*

### **2 Significant accounting policies *(continued)***

#### **2.3 Functional currency**

These financial statements are presented in Sterling, being the functional currency of the Company. All financial information presented in Sterling has been rounded to the nearest thousand, except where otherwise stated.

#### **2.4 Use of estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect application of the Company accounting policies and the reported amounts of assets, liabilities, income and expenses. Such estimates and judgements are based on historical experience and other factors, including expectation of future events that are believed to be reasonable. Actual outcomes may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

#### **2.5 Basis of preparation – going concern**

The financial statements have been prepared on a going concern basis, which assumes that MER Manor Operations Limited ("the Company") will continue in operational existence for the foreseeable future. In arriving at that conclusion, the Director has given careful consideration to the following:

- LRC Real Estate Limited, the ultimate parent company, has provided a letter of support and will provide funding to the company to enable it to meet its liabilities as they fall due for the foreseeable future.
- The Company reached agreement with its landlord to implement a pause on rental payments until 31 March 2021 enabling the Company to maintain sufficient cash on hand to discharge liabilities as they fall due for the foreseeable future. Rental payments were resumed in 2021 when the company had sufficient cash to discharge liabilities and meet rental payments.
- The lease in place includes a discretionary termination clause that is exercisable by the Company or the landlord. The landlord has given an undertaking not to exercise this lease clause before February 2025.
- The director and management have prepared detailed forecasts for the Company to 28 February 2025 which incorporate, funding available from fellow group companies, and the directors' best estimates of cash flows as the hotel begins to resume normal operations. These forecasts indicate that the Company will have sufficient cashflows to enable it to continue in operational existence for the foreseeable future.

# MER Manor Operations Limited

## Notes *(continued)*

### **2 Significant accounting policies *(continued)***

#### **2.5 Basis of preparation – going concern *(continued)***

The director has given careful consideration to impact of the above on the going concern basis of preparation. The director believes that sufficient financial resources are available to enable the Company to meet its obligations as they fall due, covering a period of not less than 12 months from the date of approval of the financial statements. The director believes that there is no material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. For this reason, the director continues to adopt the going concern basis in preparing these financial statements.

#### **2.6 Revenue**

Revenue represents sales (excluding VAT and similar taxes) of goods and services, net of trade discounts provided in the normal course of business.

Revenue is derived from hotel operations and includes the rental of rooms, food and beverage sales, and other revenue. Revenue is recognised when rooms are occupied, and food and beverages are sold.

#### **2.7 Leases**

Assets held by the Company under leases that transfer to the Company substantially all of the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases are classified as operating leases and are not recognised in the Company's balance sheet. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

#### **2.8 Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants relating to turnover are recognised as income over the periods when the related costs are incurred.

#### **2.9 Taxation**

Income tax expense comprises current and deferred tax. It is recognised in the profit and loss account except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or directly in equity.

Current tax is the expected tax payable on the taxable income for the period using tax rates and laws that have been enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

# MER Manor Operations Limited

## Notes *(continued)*

### 2 Significant accounting policies *(continued)*

#### 2.9 Taxation *(continued)*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and amounts used for taxation purposes.

Deferred tax is not recognised for the following temporary differences: those differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

A deferred tax asset is recognised to the extent that it is probable future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

#### 2.10 Foreign currency

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in the profit and loss account. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

#### 2.11 Tangible fixed assets

Tangible fixed assets are measured at cost less accumulated depreciation and impairment.

Impairment losses are recognised in the profit and loss account.

##### ***Depreciation***

Tangible fixed assets are depreciated to a residual value over the estimated useful lives.

The estimated useful lives are as follows:

Computer equipment, fixtures and fittings	5 years
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Depreciation is charged to the income statement on a straight line basis over the estimated useful life. Residual value is reassessed annually.

# MER Manor Operations Limited

## Notes *(continued)*

### **2 Significant accounting policies *(continued)***

#### **2.12 Impairment**

Individual items of tangible fixed assets are reviewed for impairment annually and tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that do not generate independent cash flows are combined into cash generating units. If carrying amounts exceed estimated recoverable amount, the assets or cash generating units are written down to their recoverable amount. Recoverable amount is the higher of fair value less cost to sell and value in use. Value in use is assessed based on estimated future cash flows discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

#### **2.13 Stock**

Stock is measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in, first-out principle.

#### **2.14 Trade and other debtors**

Trade and other receivables are initially recognised at fair value and, subsequent to initial recognition, at amortised cost. An allowance is made when collection of the full amount is no longer considered probable.

#### **2.15 Trade and other payables**

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost, which approximates to fair value given the short-term nature of these.

#### **2.16 Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less.

Cash equivalents are short-term highly liquid investments with an original maturity of three months or less from the date of acquisition that are readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

#### **2.17 Financial instruments**

The Company classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivables and available-for-sale financial assets.

The Company classifies non-derivative financial liabilities into the other financial liabilities category.

##### ***(i) Non-derivative financial assets and financial liabilities – recognition and derecognition***

The Company initially recognises loans and receivables issued on the date when they are originated.

All other financial assets and financial liabilities are initially recognised on the trade date.

# MER Manor Operations Limited

## Notes (continued)

### 2 Significant accounting policies (continued)

#### 2.17 Financial instruments (continued)

##### (i) *Non-derivative financial assets and financial liabilities – recognition and derecognition* (continued)

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in such derecognised financial assets that is created or retained by the Company is recognised as a separate asset or liability.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

##### (ii) *Non-derivative financial assets – measurement*

###### *Loans and receivables*

These assets are initially recognised at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

###### *Cash and cash equivalents*

Cash and cash equivalents include bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

##### (iii) *Non-derivative financial liabilities – measurement*

Non-derivative financial liabilities are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

##### (iv) *Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Ordinary dividends declared as final dividends are recognised as a liability in the period in which they are approved by shareholders. Interim dividends are recognised as a liability when declared.

#### 2.18 Provisions and contingent liabilities

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount of that outflow can be measured reliably. If the effect is material, provisions are measured by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

# MER Manor Operations Limited

## Notes (continued)

### 2 Significant accounting policies (continued)

#### 2.18 Provisions and contingent liabilities (continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of an outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of an outflow of economic benefits is remote.

#### 2.19 Pension

##### *Defined contribution plans*

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### 3 Turnover

The whole of the turnover is attributable to the Company's main activity which is carried out in the United Kingdom. Turnover analysis is not presented due to its commercial sensitivity.

### 4 Gain on disposal

In April 2022 the Mercure Aberdeen Caledonian Hotel was sold to an external buyer for a gain on sale of £375k.

	£'000
<i>Assets sold:</i>	
Creditors: amounts due within one year	(644)
Debtors: amounts due within one year	128
Tangible assets	70
Stocks	16
Cash in hand and at bank	55
	<hr/>
Net liabilities	(375)
	<hr/>
Consideration	-
	<hr/>
Profit on sale	375
	<hr/>

# MER Manor Operations Limited

## Notes (continued)

<b>5 Operating (loss)/profit - continuing activities</b>	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
The operating (loss)/profit is stated after charging/(crediting):		
Depreciation of tangible assets	404	308
Government grants	-	(267)
Operating lease rentals:		
- land and buildings	9,317	7,331

Auditor's remuneration was borne by another group company in 2022 and 2021.

<b>6 Staff numbers and costs</b>	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Staff costs were as follows:		
Wages and salaries	5,338	3,678
Social security costs	433	298
Pension costs	93	104
	<b>5,864</b>	<b>4,080</b>

The average monthly number of employees, including the director, employed by the Company during the year was 318 (2021: 216). The Company received £Nil (2021 - £267k) in government support in respect of employee costs.

## 7 Director's remuneration

There was no remuneration paid to the director by the Company during the year (2021: £Nil). There were no retirement benefits accruing to the director (2021: £Nil).



# MER Manor Operations Limited

## Notes (continued)

<b>8 Tax on (loss)/profit on ordinary activities</b>	<b>2022 £'000</b>	<b>2021 £'000</b>
<i>Corporation tax</i>		
Current tax on (loss)/profit for the year	-	-
Adjustment in respect of previous periods	-	(54)
<b>Total current tax</b>	-	(54)
<i>Deferred tax</i>		
Adjustments in respect of previous periods	-	380
Origination and reversal of timing differences	-	411
Effect of rate change	-	(99)
<b>Total deferred tax</b>	-	693
<b>Tax charge/(credit) on profit/(loss) on ordinary activities</b>	-	638

### Factors affecting tax charge/(credit) for the year

The tax assessed differs from the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	<b>2022 £'000</b>	<b>2021 £'000</b>
(Loss)/profit on ordinary activities before taxation	(3,835)	247
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	(729)	47
<i>Effects of:</i>		
Expenses not deductible for tax purposes	35	130
Income not taxable for tax purposes	(63)	(583)
Fixed asset differences	25	20
Temporary differences not recognised for deferred tax purposes	963	2,293
Group relief not paid for	-	354
Adjustment to tax charge in respect of previous periods	-	325
Difference in tax rate	(231)	(1,948)
<b>Total tax charge/(credit) for the year</b>	-	638

# MER Manor Operations Limited

## Notes (continued)

### 8 Tax on profit/(loss) on ordinary activities (continued)

#### Factors that may affect future tax charges

A change in the future UK Corporation tax rate to 25% with effect from 1 April 2023 was announced in the March 2021 budget and substantively enacted on 24 May 2021. This change will have a consequential effect on the Company's future tax charge in the UK and, as the 25% tax rate was substantively enacted prior to the reporting date, any deferred tax expected to unwind after 1 April 2023 has been calculated at 25% as opposed to the current tax rate of 19%.

The company has unrecognised tax losses of £k (2021 - £28,698k) available for carry forward and offset against future taxable profits. No deferred tax asset has been recognised in respect of these tax losses due to the uncertainty at the reporting date over the generation of future taxable profits against which the unused tax losses could be utilised.

### 9 Tangible assets

	Fixtures, fittings and equipment £'000
<b>Cost</b>	
1 January 2022	1,541
Additions in year	780
Disposals in the year	(98)
	<hr/>
<b>At 31 December 2022</b>	<b>2,223</b>
	<hr/>
<b>Accumulated depreciation</b>	
1 January 2022	532
Charge for the year	404
Disposals in the Year	(27)
	<hr/>
<b>At 31 December 2022</b>	<b>909</b>
	<hr/>
<b>Net book value</b>	
<b>At 31 December 2022</b>	<b>1,314</b>
	<hr/>
At 31 December 2021	1,009
	<hr/>

### 10 Stocks

	2022 £'000	2021 £'000
Food and beverage stocks	167	154
	<hr/>	<hr/>
	<b>167</b>	<b>154</b>
	<hr/>	<hr/>

# MER Manor Operations Limited

## Notes (continued)

<b>11 Debtors: amounts falling due within one year</b>	<b>2022 £'000</b>	<b>2021 £'000</b>
Trade debtors	1,132	1,350
Amounts owed by group undertakings	-	1,815
Prepayments	484	303
Other debtors	129	143
	<u>1,745</u>	<u>3,611</u>

Amounts owed by group undertakings are interest-free, unsecured and repayable on demand.

<b>12 Creditors: amounts falling due within one year</b>	<b>2022 £'000</b>	<b>2021 £'000</b>
Trade creditors	2,307	2,170
Amounts owed to parent company	-	2,969
Amounts owed to group undertakings	7,883	7,511
Accruals	17,150	11,625
Deferred income	1,996	2,449
	<u>29,336</u>	<u>26,724</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand.

<b>13 Deferred tax assets</b>	<b>£'000</b>
At 1 January 2022	-
Charged to the profit and loss account	-
<b>At 31 December 2022</b>	<u>-</u>

	<b>2022 £'000</b>	<b>2021 £'000</b>
The deferred tax asset is made up as follows:		
Other	-	-
	<u>-</u>	<u>-</u>

# MER Manor Operations Limited

## Notes (continued)

14 Called up share capital	2022 £	2021 £
<b>Allotted, called up and fully paid</b>		
1 ordinary share of £1	1	1

The share has full voting, dividend and capital distribution rights. It does not confer any right of redemption.

## 15 Commitments

### (a) Capital commitments

At 31 December 2022, the Company had capital commitments of £Nil (2021: £Nil).

### (b) Operating lease commitments

Non-cancellable operating lease rentals payable are set out below. These represent the minimum future lease payments in aggregate that the Company is required to make under existing lease arrangements.

	2022 £'000	2021 £'000
Not later than 1 year	9,775	9,775
Later than 1 year and not later than 5 years	39,100	39,100
Later than 5 years	48,875	58,650
<b>Total</b>	<b>97,750</b>	<b>107,525</b>

The total operating lease charge in the year was £9,317k (2021: £7,331k).

The leases in place include discretionary termination clauses that are exercisable by the Company or the landlord. The landlord has given an undertaking not to exercise this clause before March 2024.

## 16 Group relationships and ultimate controlling parties

The Company is a subsidiary undertaking of Gnafas Limited (Cyprus), which is the ultimate parent company. The ultimate controlling party is LRC Real Estate Limited (Cyprus).

The largest and smallest group in which the results of the Company are consolidated is that headed by LRC Real Estate Limited (Cyprus) which has a registered office at Metropolitan House, Flat 202, 33 Artemidos Larnaca, 6025 Cyprus. The consolidated financial statements of that Group are available to the public and may be obtained from Metropolitan House, Flat 202, 33 Artemidos Larnaca, 6025 Cyprus.

## 17 Related party transactions

The Company has taken advantage of the exemptions available in FRS 102 from disclosing transactions entered into between two or more members of a group and also key management personnel compensation disclosures. There were no other related party transactions.

# MER Manor Operations Limited

## Notes *(continued)*

### **18 Subsequent events**

There were no other events subsequent to the balance sheet date that require adjustment to or disclosure in the financial statements.

### **19 Approval of the financial statements**

The financial statements were approved by the directors on 27 February 2024.