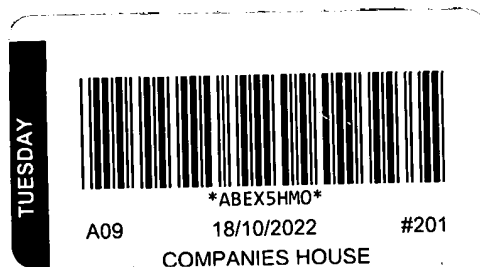


Luton South Hotel Propco Limited

Director's report and
financial statements

Year ended 31 December 2021

Registered number: 11645387



Luton South Hotel Propco Limited

Director's report and financial statements

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Luton South Hotel Propco Limited

Director and other information

| | |
|----------------------------|---|
| Director | Sivan Jerushalmi |
| Registered office | 2 nd Floor Kingsbourne House, 229-231 High Holborn, London, England, WC1V 7DA |
| Independent auditor | KPMG Chartered Accountants 1 Stokes Place St. Stephen's Green Dublin 2 |
| Registered number | 11645387 |

Luton South Hotel Propco Limited

Director's report

The Director submits the Director's report together with the audited financial statements of Luton South Hotel Propco Limited (the "Company") for the year ended 31 December 2021.

Principal activity

The principal activity of the Company continued to be that of management of Real Estate.

Future developments

The Director expects the activities of the Company to continue for the foreseeable future.

Risk and uncertainties

The emergence of the COVID-19 coronavirus has created a number of uncertainties and risks that may affect the Company's performance going forward. The Company objectives, policies and processes for managing these risks are set out below:

Property valuations

The value of the Company's property portfolio is affected by the conditions prevailing in the property investment market and the general economic environment. The impact of the United Kingdom leaving the European Union is uncertain and the effects of this, together with the Covid-19 coronavirus outbreak, are continuing to cause uncertainty which may have future economic impacts to property valuations. Accordingly, the Company's net asset value can rise and fall due to external factors beyond the Director's control.

Results and dividends

The results of the Company for the period are set out in the profit and loss account on page 10 and in the related notes.

There were no dividends proposed during the year (2020: £nil).

Director and their interests

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

Sivan Jerushalmi

The Director who held office at 31 December 2021 had no interests in the shares, loan stock or debentures of the Company or the entity's ultimate parent undertaking.

Going concern

The current uncertain economic conditions present increased risks for all businesses. In response to such conditions, the Director has assessed the Company's forecasts and projections, taking into account of reasonable, possible changes in trading performance and of the financial support from its group Company, Aroundtown SA. After making enquiries, the Director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and that it is appropriate to adopt the going concern basis in preparing the financial statements for the year ended 31 December 2021. The Director believes the period covered in the foreseeable future to be at least twelve months from the date of the financial statements.

Luton South Hotel Propco Limited

Director's report *(continued)*

Subsequent events

There have been no events subsequent to the year end date that require adjustment to or disclosure in the financial statements.

Geopolitical situation around Russia – Ukraine

On February 24, 2022, following several months of increasing escalation, the Russian Federation (Russia) announced the beginning of a “special military operation” in Ukraine. Following the announcement, Russia started moving military forces into Ukraine and launched missile strikes and air-strikes at targets in across Ukraine, initiating a full-scale invasion of Ukraine (the “Invasion” or the “Conflict”). The invasion received wide-spread international condemnation and on March 2, 2022 the General Assembly of the United Nations, under an Emergency Special Sessions, adopted resolution A/RES/ES-11/1, among others, condemning the Invasion by Russia and demanding immediate ceasing of hostilities and withdrawal of military forces from the territory of Ukraine. As of the date of this report hostilities continue. In a reaction to Russian hostilities many nations and organizations, including the United Kingdom and the European Union (EU), have announced sanctions against Russia, Russian companies, and individuals in and from Russia. These sanctions, as well as increased uncertainty resulting from the conflict, have so far resulted in increased volatility in financial markets and increases in prices for a range of commodities, particularly in energy prices, among others.

The Company's operations are not directly impacted by the conflict, as its real estate does not have direct exposure to Ukraine or Russia. However, the Company might be impacted by the indirect consequences of the conflict. Firstly, as a result of the conflict inflationary pressures have increased, specifically heating and energy costs, which have an impact on the operating costs of the Company. Such pressures may also have an impact on the ability of the Company's tenants to pay rent and/or for the Company to recover expenses related to recoverable expenses from tenants in the future. Furthermore, higher levels of inflation have impacted interest rates, which have risen and increased the cost of obtaining new financing (either by the Company or by its beneficiary owner, Aroundtown SA).

The full effects are currently still unclear and will depend significantly on the duration and final outcome of the conflict.

Political contributions

The Company made no political contributions during the year (2020: £nil).

Disclosure of information to the auditor

The Director who held office at the date of approval of this Director's report confirm that, so far as he is aware, there is no relevant audit information of which the Company's statutory auditor is unaware; and each 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 statutory auditor is aware of that information.

Small companies' exemption

The Company has availed of the exemption under Section 414B of the Companies Act 2006 (“Strategic Report and Director's Report”) Regulations 2013 from implementing the Strategic Report requirements as the Company qualifies as a small Company for Company law purposes.

Luton South Hotel Propco Limited

Director's report *(continued)*

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



Sivan Jerushalmi
Director

Date: 30 September 2022

2nd Floor Kingsbourne House,
229-231 High Holborn,
London,
England,
WC1V 7DA

Luton South Hotel Propco Limited

Statement of Director's responsibilities in respect of the Director's report and the financial statements

The Director is responsible for preparing 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 they have elected to prepare the financial statements in accordance with FRS 101 *Reduced Disclosure Framework*.

Under Company law the Director 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 year. 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 UK 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 they either intend to liquidate the Company or to cease operations, or have 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 them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

On behalf of the board



Sivan Jerushalmi
Director

Date: 30 September 2022



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

Independent auditor's report to the members of Luton South Hotel Propco Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Luton South Hotel Propco Limited ('the Company') for the year ended 2021 set out on pages 10 to 20, which comprise 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 101 Reduced Disclosure Framework*.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as of 31 December 2021 and of its results for the year then ended;
- the financial statements have been properly prepared in accordance with *FRS 101 Reduced Disclosure Framework* issued by the UK's Financial Reporting Council; 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 Director has 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 Director's 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 Director's 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 Luton South Hotel Propco Limited *(continued)*

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

Conclusions relating to going concern *(continued)*

Our responsibilities and the responsibilities of the Director 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 Director. In addition, our risk assessment procedures included: inquiring with the Director as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the Director has 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 Director 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. 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. 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.



Independent auditor's report to the members of Luton South Hotel Propco Limited *(continued)*

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

Detecting irregularities including fraud *(continued)*

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 Director is 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 Director's 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 Director's report or the strategic report;
- in our opinion, the information given in the Director's report and the strategic report is consistent with the financial statements;
- in our opinion, the Director's 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 Director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Director was not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.



Independent auditor's report to the members of Luton South Hotel Propco Limited (continued)

Respective responsibilities and restrictions on use

Responsibilities of Director for the financial statements

As explained more fully in the Director's responsibilities statement set out on page 5, the Director is 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.

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.

Eamon Dillon

**Eamon Dillon [Senior Statutory Auditor]
for and on behalf of
KPMG Statutory Auditor
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland**

5 October 2022

Luton South Hotel Propco Limited

Profit and loss account and other comprehensive income for the year ended 31 December 2021

| | Note | 2021 £'000 | 2020 £'000 |
|---|------|---------------|----------------|
| Turnover | 4 | <u>300</u> | <u>300</u> |
| Gross profit | | 300 | 300 |
| Administrative expenses | | (874) | (111) |
| Fair value gain/(loss) on investment property | 10 | <u>424</u> | <u>(1,400)</u> |
| Operating loss | 5 | (150) | (1,211) |
| Interest payable and similar charges | 8 | <u>(513)</u> | <u>(485)</u> |
| Loss on ordinary activities before taxation | | (663) | (1,696) |
| Taxation (charge)/credit on loss on ordinary activities | 9 | <u>(3)</u> | <u>16</u> |
| Loss for the financial period | | (666) | (1,680) |
| Other comprehensive income | | <u>-</u> | <u>-</u> |
| Total comprehensive loss for the year | | <u>(666)</u> | <u>(1,680)</u> |

The notes on pages 13 - 20 form part of these financial statements.

Luton South Hotel Propco Limited

Balance sheet

As at 31 December 2021

| | Note | 2021 £'000 | 2020 £'000 |
|--|------|----------------|-----------------|
| Fixed assets | | | |
| Investment property | 10 | <u>7,600</u> | <u>7,150</u> |
| | | 7,600 | 7,150 |
| Current assets | | | |
| Debtors: amounts due within one year | 11 | 545 | 1,081 |
| Cash at bank and in hand | | 102 | 129 |
| Deferred Tax | | <u>13</u> | <u>-</u> |
| | | 660 | 1,210 |
| Creditors: amounts falling due within one year | 12 | <u>(1,466)</u> | <u>(10,774)</u> |
| Net current liabilities | | <u>(806)</u> | <u>(9,564)</u> |
| Total assets less net current liabilities | | 6,794 | (2,414) |
| Creditors: amounts falling due after more than one year | 13 | <u>(9,874)</u> | <u>-</u> |
| Net liabilities | | <u>(3,080)</u> | <u>(2,414)</u> |
| Capital and reserves | | | |
| Share Capital | 14 | - | - |
| Profit and loss account | | <u>(3,080)</u> | <u>(2,414)</u> |
| Shareholder deficit | | <u>(3,080)</u> | <u>(2,414)</u> |

The notes on pages 13 - 20 form part of these financial statements.

The financial statements were approved by the board of Director on 30 September 2022 and were signed on its behalf by:



Sivan Jerushalmi
Director

Company registration number: 11645387

Luton South Hotel Propco Limited

Statement of changes in equity for the year ended 31 December 2021

| | Share capital £'000 | Retained Profit £'000 | Total Shareholders deficit £'000 |
|---------------------------------------|---------------------------|-----------------------------|---|
| Balance as at 1 January 2020 | - | (734) | (734) |
| Total comprehensive loss for the year | - | (1,680) | (1,680) |
| At 31 December 2020 | - | (2,414) | (2,414) |
| Balance as at 1 January 2021 | - | (2,414) | (2,414) |
| Total comprehensive loss for the year | | (666) | (666) |
| At 31 December 2021 | | (3,080) | (3,080) |

Luton South Hotel Propco Limited

Notes

forming part of the financial statements

1 Reporting entity

Luton South Hotel Propco Limited is a private Company limited by shares incorporated in England and Wales. The registered number is 11645387 and registered office is 2nd Floor, Kingsbourne House, 229-231 High Holborn, London, England, WC1V 7DA. The Company's principal activities and nature of its operations are disclosed in the Director's report.

2 Significant accounting policies

2.1 Basis of preparation of financial statements

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101"). There have been no material departures from the Standards.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions have been taken.

The Company's ultimate parent undertaking, Aroundtown S.A. includes the Company in its consolidated financial statements. The consolidated financial statements of Around town S.A. are prepared in accordance with international Financial Reporting Standards and are available to the public and may be obtained from 40, Rue du Curé, L-1308 Luxembourg

In these financial statements, the Company has adopted certain disclosure exemptions available under FRS 101. These include:

- a cash flow statement and related notes;
- disclosures in respect of the compensation of key management personnel;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- certain comparative information; and
- the effects of new but not yet effective IFRSs.

As the consolidated financial statements of Aroundtown S.A. include the equivalent disclosures, the Company has also taken the exemption under FRS 101 available in respect of the following:

- certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*; and
- certain disclosures required by IAS 36 *Impairment of Assets*.

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 Director, 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.

Luton South Hotel Propco Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis with the exception of investment property which is initially measured at cost and subsequently at fair value.

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 Going concern

The current uncertain economic conditions present increased risks for all businesses. In response to such conditions, the Director has assessed the Company's forecasts and projections, taking into account of reasonable, possible changes in trading performance and of the financial support from its group Company, Aroundtown SA. After making enquiries, the Director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and that it is appropriate to adopt the going concern basis in preparing the financial statements for the year ended 31 December 2021. The Director believes the period covered in the foreseeable future to be at least twelve months from the date of the financial statements.

2.5 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.

The key accounting judgement and estimate in these financial statements is:

- Carrying amount of investment property – note 10

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

2.6 Revenue

Turnover comprises rental income, net of value added tax. Rentals receivable under operating leases are credited to the profit and loss account on an accruals basis over the term of the lease. Any initial advance receipt in relation to operating leases is treated as part of the rentals receivable and accordingly these receipts are credited to the profit and loss account on a straight-line basis over the period of the lease and are classified within deferred income.

Luton South Hotel Propco Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

2.7 Finance income and finance costs

Interest income or expenses are recognised using the effective interest method.

2.8 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 year 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.

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 that 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.

2.9 Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are stated at fair value. Any gain or loss arising from a change in fair value is recognised in profit or loss.

Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

2.10 Trade and other receivables

Trade and other receivables are measured at their nominal amount less any allowance for doubtful amounts. An allowance is made when collection of the full amount is no longer considered probable.

For trade receivables, the Company applies IFRS 9 simplified approach to measure expected credit losses, which uses a lifetime expected allowance. Trade receivables are considered impaired when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the agreement.

Luton South Hotel Propco Limited

Notes (continued)

2 Significant accounting policies (continued)

2.11 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 the business.

2.12 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.

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 statement of financial position 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.

(i) 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.

(ii) 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.

Luton South Hotel Propco Limited

Notes (continued)

2 Significant accounting policies (continued)

2.12 Financial instruments (continued)

(iii) 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.

2.13 Cash and cash equivalent

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable or deemed and form an integral part of the Company cash management are included as a component of cash and cash and cash equivalent for the purpose only of the cash flow statement.

3 Accounting period

The financial statements are for 12 months year ended 31 December 2021.

4 Turnover

All turnover is derived from the Company's main activity and comprises of rental income, excluding value added tax.

5 Operating loss

Auditor's remuneration was borne by another group Company in both years.

6 Staff costs

The Company had no employees during the year (2020: £nil).

7 Director's remuneration

There was no remuneration paid to the Director by the Company during the year (2020: £nil). There were no retirement benefits accruing to the Director.

| 8 Interest payable and similar charges | 2021 £'000 | 2020 £'000 |
|---|---------------|---------------|
| Interest payable on related Company loans | 513 | 485 |
| | <hr/> | <hr/> |
| | 513 | 485 |
| | <hr/> | <hr/> |

Luton South Hotel Propco Limited

Notes (continued)

| 9 Tax on loss on ordinary activities | 2021 £'000 | 2020 £'000 |
|---|---------------|---------------|
| Corporation tax | | |
| Current tax on loss for the period | - | - |
| Total current tax charge | - | - |
| Deferred tax | | |
| Credit for the year | - | (16) |
| Adjustment in respect of previous periods | 6 | - |
| Effect of changes in tax rates | (3) | - |
| Tax charge/(credit) on loss on ordinary activities | 3 | (16) |

Factors affecting tax charge for the period

The tax assessed differs from the standard rate of corporation tax in the UK of 19.00%. The differences are explained below:

| Tax on loss on ordinary activities (continued) | 2021 £'000 | 2020 £'000 |
|--|---------------|---------------|
| Loss on ordinary activities before taxation | (663) | (1,696) |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% | (126) | (323) |
| <i>Effects of:</i> | | |
| Property revaluation | (81) | - |
| Adjustments in respect of prior years | 6 | - |
| Tax rate changes | (3) | - |
| Expenses not deductible | - | 124 |
| Movement in DTA not recognised | - | 143 |
| Effects of group relief/other reliefs | 110 | - |
| Amounts not recognised | 97 | 40 |
| Total tax charge/(credit) for the period | 3 | (16) |

Factors that may affect future tax charges

UK corporation tax rate is to remain at 19% with effect from 1 April 2020 was enacted on 17 March 2020, rather than reducing to 17% as previously enacted.

Luton South Hotel Propco Limited

Notes (continued)

| 10 Investment property | 2021 £'000 | 2020 £'000 |
|------------------------------------|-----------------------|-----------------------|
| <i>Valuation</i> | | |
| Balance at 1 January 2021 | 7,150 | 8,500 |
| Additions | 26 | 50 |
| Fair value adjustments | 424 | (1,400) |
| Balance at 31 December 2021 | 7,600 | 7,150 |

| 11 Debtors | 2021 £'000 | 2020 £'000 |
|------------------------------------|-----------------------|-----------------------|
| Trade debtors | 105 | 633 |
| Other debtors | 15 | 23 |
| Amounts owed by group undertakings | 425 | 425 |
| | 545 | 1,081 |

Loans owed from the group Company are charged at a variable and fixed interest rates.

| 12 Creditors: amounts falling due within one year | 2021 £'000 | 2020 £'000 |
|--|-----------------------|-----------------------|
| Trade creditors | 5 | 5 |
| Accruals | - | 7 |
| Social security and other taxes | 187 | 116 |
| Amounts owed to group undertakings | 1,274 | 10,646 |
| | 1,466 | 10,774 |

Loans owed to the group Company are charged at a variable and fixed interest rates.

| 13 Financial instruments | 2021 £'000 | 2020 £'000 |
|--|-----------------------|-----------------------|
| The Company had the following financial instruments: | | |
| Financial assets | | |
| Financial assets measured at amortised cost | 1,418 | 1,065 |
| Financial liabilities | | |
| Financial liabilities measured at amortised cost | (11,151) | (1,252) |

| 14 Called up share capital | 2021 £ | 2020 £ |
|---|-------------------|-------------------|
| <i>Allotted, called up and fully paid</i> | | |
| 1 ordinary share of £1 | 1 | 1 |

The shares have attached to them full voting, dividend and capital distribution rights. They do not confer any rights of redemption.

Luton South Hotel Propco Limited

Notes (continued)

15 Group relationships and ultimate controlling parties

The immediate parent Company is Trarian Limited. The ultimate parent Company is Aroundtown S.A. The largest group in which the results of the Company are consolidated is that headed by Aroundtown S.A, 40, Rue du Curé, L-1368 Luxembourg.

16 Related party transactions

The Company has availed of the exemptions available in FRS 101 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.

17 Subsequent events

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

Geopolitical situation around Russia – Ukraine

On February 24, 2022, following several months of increasing escalation, the Russian Federation (Russia) announced the beginning of a "special military operation" in Ukraine. Following the announcement, Russia started moving military forces into Ukraine and launched missile strikes and air-strikes at targets in across Ukraine, initiating a full-scale invasion of Ukraine (the "Invasion" or the "Conflict"). The invasion received wide-spread international condemnation and on March 2, 2022 the General Assembly of the United Nations, under an Emergency Special Sessions, adopted resolution A/RES/ES-11/1, among others, condemning the Invasion by Russia and demanding immediate ceasing of hostilities and withdrawal of military forces from the territory of Ukraine. As of the date of this report hostilities continue. In a reaction to Russian hostilities many nations and organizations, including the United Kingdom and the European Union (EU), have announced sanctions against Russia, Russian companies, and individuals in and from Russia. These sanctions, as well as increased uncertainty resulting from the conflict, have so far resulted in increased volatility in financial markets and increases in prices for a range of commodities, particularly in energy prices, among others.

The Company's operations are not directly impacted by the conflict, as its real estate does not have direct exposure to Ukraine or Russia. However, the Company might be impacted by the indirect consequences of the conflict. Firstly, as a result of the conflict inflationary pressures have increased, specifically heating and energy costs, which have an impact on the operating costs of the Company. Such pressures may also have an impact on the ability of the Company's tenants to pay rent and/or for the Company to recover expenses related to recoverable expenses from tenants in the future. Furthermore, higher levels of inflation have impacted interest rates, which have risen and increased the cost of obtaining new financing (either by the Company or by its beneficiary owner, Aroundtown SA).

The full effects are currently still unclear and will depend significantly on the duration and final outcome of the conflict.

18 Approval of the financial statements

The financial statements were approved by the Director on 30 September 2022.