

000207/820

BVI company registered number: 666642  
UK foreign company registered number: FC026289

**Gold Diamond D Manchester Airport 2005 Ltd**

**Annual report and financial statements  
for the year ended 31 December 2020**



## **Gold Diamond D Manchester Airport 2005 Ltd**

### **Company information**

**Directors**

S. Al Dhaheri - alternate  
S. Al Darmaki  
K. Al Khajeh  
M. Al Mansoori  
J. Anand  
D. Ayyar - alternate  
M. Foxon

**Registered number** FC026289

**Registered office**

Ritter House  
Wickhams Cay II  
Road Town  
Tortola  
British Virgin Islands

**UK Establishment office**

400 Capability Green  
Luton  
Bedfordshire  
LU1 3LU  
United Kingdom

# **Gold Diamond D Manchester Airport 2005 Ltd**

## **Contents**

|  | <b>Page(s)</b> |
|--|----------------|
| <b>Directors' report</b>                 | <b>1 - 2</b>   |
| <b>Profit and loss account</b>           | <b>3</b>       |
| <b>Balance sheet</b>                     | <b>4</b>       |
| <b>Statement of changes in equity</b>    | <b>5</b>       |
| <b>Notes to the financial statements</b> | <b>6 - 18</b>  |

# **Gold Diamond D Manchester Airport 2005 Ltd**

## **Directors' report for the year ended 31 December 2020**

The directors present their report and the unaudited financial statements of the company for the year ended 31 December 2020.

### **Principal activity**

The principal activity of the company continued to be the operation of a hotel in the United Kingdom. This hotel is operated by Marriott.

### **Results and dividends**

The loss for the year, after taxation, amounted to £7,326,067 (2019: profit £175,176).

The operations and business activities of the company have been impacted by the COVID-19 outbreak. A hotel in the United Kingdom is operated under this entity. This hotel has been non-operational or operating at a lower capacity, catering only to essential business on and off since March 2020 to comply with government regulations of lockdown to prevent the spread of COVID-19.

Whilst the operator has benefited from government support such as the Coronavirus Job Retention Scheme and the Business Rates relief for Retail, Hospitality & Leisure which have helped to mitigate the operational losses, working capital funding in the form of equity injections of £1,224,919 have been required in 2020. In addition, the result has been impacted by actual and accrued severance payments related to the restructuring of the workforce.

### **Going concern**

The operations and business activities of the company have been impacted by the COVID-19 outbreak. The balance sheet of the company shows a net current liabilities position and the parent undertaking, Tamweelview European Holdings SA has given a written undertaking that it has the capacity and intention to continue supporting the company to allow it to meet its liabilities as they fall due for 12 months from the approval of these financial statements. Therefore, the directors believe that the company has sufficient financial resources to meet its trading obligations as and when they fall due and accordingly these financial statements have been prepared on a going concern basis.

### **Directors**

The directors who held office during the year and up to the date of signing the financial statements were:

S. Al Dhaheri - alternate  
S. Al Darmaki  
K. Al Khajeh  
M. Al Mansoori  
J. Anand  
D. Ayyar - alternate  
M. Foxon  
A. Garrod - alternate (resigned 10 March 2021)  
C. Scragg - alternate (resigned 1 January 2020)

# Gold Diamond D Manchester Airport 2005 Ltd

## Directors' report (continued) for the year ended 31 December 2020

### Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatements, 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.

### Small company exemption

In preparing this report, the directors have taken advantage of the small company exemptions provided by section 415A of the Companies Act 2006.

The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and have not prepared a strategic report.

This report was approved by the board on

01 June

2021 and signed on its behalf by:



Marten Foxon (Jul 5, 2021 13:23 GMT+4)

**M. Foxon**  
Director



Majed Al Mansoori (Jul 5, 2021 15:51 GMT+4)

**M. Al Mansoori**  
Director

## Gold Diamond D Manchester Airport 2005 Ltd

### Profit and loss account for the year ended 31 December 2020

|   | Note | 2020<br>£          | 2019<br>£        |
|---|------|--------------------|------------------|
| Turnover                                    | 5    | 1,678,379          | 8,193,216        |
| Cost of sales                               |      | (1,009,202)        | (3,030,681)      |
| <b>Gross profit</b>                         |      | <b>669,177</b>     | <b>5,162,535</b> |
| Administrative expenses                     |      | (2,590,090)        | (3,920,464)      |
| Impairment charge - tangible assets         | 6    | (5,261,268)        | (742,415)        |
| <b>Operating (loss)/profit</b>              |      | <b>(7,182,181)</b> | <b>499,656</b>   |
| Interest receivable                         |      | 491                | 1,659            |
| Interest payable and similar charges        |      | (226,143)          | (262,922)        |
| <b>(Loss)/profit before tax</b>             |      | <b>(7,407,833)</b> | <b>238,393</b>   |
| Tax on (loss)/profit                        | 8    | 81,766             | (63,217)         |
| <b>(Loss)/profit for the financial year</b> |      | <b>(7,326,067)</b> | <b>175,176</b>   |

There were no recognised gains and losses for 2020 or 2019 other than those included in the profit and loss account.

The notes on pages 6 to 18 form part of these financial statements.

# Gold Diamond D Manchester Airport 2005 Ltd

Registered number: FC026289

## Balance sheet as at 31 December 2020

|   | Note | 2020<br>£         | 2020<br>£          | 2019<br>£         | 2019<br>£          |
|---|------|-------------------|--------------------|-------------------|--------------------|
| <b>Fixed assets</b>                                     |      |                   |                    |                   |                    |
| Intangible assets                                       | 9    | -                 | -                  | -                 | -                  |
| Tangible assets   | 10   | 19,100,000        |                    | 24,800,000        |                    |
|   |      | <u>19,100,000</u> |                    | <u>24,800,000</u> |                    |
| <b>Current assets</b>                                   |      |                   |                    |                   |                    |
| Stocks  | 11   | 21,730            |                    | 31,539            |                    |
| Debtors   | 12   | 255,431           |                    | 529,808           |                    |
| Cash at bank and in hand                                |      | 2,674             |                    | 98,270            |                    |
|   |      | <u>279,835</u>    |                    | <u>659,617</u>    |                    |
| Creditors: Amounts falling due within one year          | 13   | (2,863,197)       |                    | (2,815,394)       |                    |
| <b>Net current liabilities</b>                          |      |                   | <u>(2,583,362)</u> |                   | <u>(2,155,777)</u> |
| <b>Total assets less current liabilities</b>            |      |                   | <u>16,516,638</u>  |                   | <u>22,644,223</u>  |
| Creditors: Amounts falling due after more than one year | 14   | (8,276,718)       |                    | (8,261,740)       |                    |
| <b>Provisions for liabilities</b>                       |      |                   |                    |                   |                    |
| Deferred tax  | 15   | -                 |                    | (41,415)          |                    |
| <b>Net assets</b>                                       |      |                   | <u>8,239,920</u>   |                   | <u>14,341,068</u>  |
| <b>Capital and reserves</b>                             |      |                   |                    |                   |                    |
| Called up share capital                                 | 16   | 4,317,311         |                    | 3,092,392         |                    |
| Retained earnings                                       |      | 3,922,609         |                    | 11,248,676        |                    |
| <b>Total equity</b>                                     |      | <u>8,239,920</u>  |                    | <u>14,341,068</u> |                    |

These financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the provisions of Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' as amended by Section 1A 'Small Entities'.

The financial statements on pages 3 to 18 were approved and authorised for issue by the board on 01 June 2021 and were signed on its behalf by:

Marten Foxon  
Marten Foxon (Jul 5, 2021 13:23 GMT+4)

**M. Foxon**  
Director

M. Al Mansoori  
Majed Al Mansoori (Jul 5, 2021 15:51 GMT+4)

**M. Al Mansoori**  
Director

The notes on pages 6 to 18 form part of these financial statements.

## Gold Diamond D Manchester Airport 2005 Ltd

### Statement of changes in equity for the year ended 31 December 2020

|   | Called up<br>share<br>capital<br>£ | Retained<br>earnings<br>£ | Total equity<br>£ |
|---|------------------------------------|---------------------------|-------------------|
| At 1 January 2020                                   | 3,092,392                          | 11,248,676                | 14,341,068        |
| <b>Comprehensive expense for the year</b>           |                                    |                           |                   |
| Loss for the financial year                         | -                                  | (7,326,067)               | (7,326,067)       |
| <b>Contributions by and distributions to owners</b> |                                    |                           |                   |
| Issue of share capital                              | 1,224,919                          | -                         | 1,224,919         |
| <b>At 31 December 2020</b>                          | <b>4,317,311</b>                   | <b>3,922,609</b>          | <b>8,239,920</b>  |

### Statement of changes in equity for the year ended 31 December 2019

|  | Called up<br>share<br>capital<br>£ | Retained<br>earnings<br>£ | Total equity<br>£ |
|--|------------------------------------|---------------------------|-------------------|
| At 1 January 2019                        | 3,092,392                          | 11,073,500                | 14,165,892        |
| <b>Comprehensive income for the year</b> |                                    |                           |                   |
| Profit for the financial year            | -                                  | 175,176                   | 175,176           |
| <b>At 31 December 2019</b>               | <b>3,092,392</b>                   | <b>11,248,676</b>         | <b>14,341,068</b> |

The notes on pages 6 to 18 form part of these financial statements.

# **Gold Diamond D Manchester Airport 2005 Ltd**

## **Notes to the financial statements for the year ended 31 December 2020**

### **1. General information**

Gold Diamond D Manchester Airport 2005 Ltd ('the company') operates a hotel in the United Kingdom. This hotel is operated by Marriott.

The company is a private company limited by shares and is incorporated in the British Virgin Islands. The address of its registered office is Ritter House, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

### **2. Statement of compliance**

The individual financial statements of Gold Diamond D Manchester Airport 2005 Ltd have been prepared in compliance with United Kingdom Accounting Standards, comprising Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland', as amended by Section 1A 'Small Entities' ('FRS 102') and the Companies Act 2006.

### **3. Accounting policies**

#### **3.1 Basis of preparation of financial statements**

The financial statements have been prepared on a going concern basis, under the historical cost convention as modified by the revaluation of land and buildings. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

The operations and business activities of the company have been impacted by the COVID-19 outbreak. A hotel in the United Kingdom is operated under this entity. This hotel has been non-operational or operating at a lower capacity, catering only to essential business on and off since March 2020 to comply with government regulations of lockdown to prevent the spread of COVID-19.

The company is part of a cross-collateralised pool of assets that secures a £466m debt facility with Credit Agricole Corporate and Investment Bank for which £8.3 million is allocated to the company.

This cross-guaranteed debt facility is combined with other group entities operating hotels under the Silver Diamond portfolio, the outstanding amount totalling £466 million. The financial covenants are loan to value, debt to EBITDA and interest cover ratio, and these are required to be obliged on a quarterly basis and are assessed by the bank on a combined portfolio basis. A covenant waiver was provided by the bank from 26 March 2020 to and including 31 December 2020 subject to certain conditions. A new waiver letter has been signed on 18 March 2021 extending the waiver period to March 2022 and for which Tamweelview European Holdings SA has provided a 12 months interest shortfall guarantee. The waiver avoids any breach of the debt to EBITDA and interest cover ratio covenants until the first quarter of 2022, preventing any event of default.

The hotel continued to be non-operational or operate at a lower capacity for the first months of 2021 and fully reopened in May 2021.

The parent undertaking, Tamweelview European Holdings SA, has given a written undertaking that it has the capacity and intention to continue supporting the company to allow it to meet its liabilities as they fall due for 12 months from the approval of these financial statements.

# **Gold Diamond D Manchester Airport 2005 Ltd**

## **Notes to the financial statements for the year ended 31 December 2020**

### **3. Accounting policies (continued)**

#### **3.1 Basis of preparation of financial statements (continued)**

Tamweelview European Holdings SA has current liabilities owed to Silver Holdings SA and Silver Holdings SA is an immediate parent entity of Tamweelview European Holdings SA. Tamweelview European Holdings SA is considered a going concern and has sufficient resources and reserves to continue the operations and provide support to the company. Without considering the payables towards Silver Holdings SA, there would be an excess of current assets over current liabilities which is sufficient to provide support to the company, including the repayment of the portfolio debt if required.

Silver Holdings SA has confirmed it will not request its subsidiary for repayment of the above-mentioned intercompany payables if it would prevent its subsidiary to continue to carry on its business and to continue its operations.

The company is ultimately controlled by Abu Dhabi Investment Authority, a sovereign wealth fund, registered in United Arab Emirates. The directors have no reason to believe that the Abu Dhabi Investment Authority would not continue to support the group.

Therefore the directors believe that the company has access to sufficient financial resources to support the business to meet its trading obligations as and when they fall due for at least 12 months from the date of approval of the financial statements and accordingly these financial statements have been prepared on a going concern basis.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

#### **3.2 Turnover**

Turnover is the value of services and goods sold, within the United Kingdom, as part of the company's continuing ordinary activities after deducting value added taxes.

##### **(i) Sale of services**

Turnover is recognised on room sales and guest services when rooms are occupied and services have been rendered.

##### **(ii) Sale of goods - retail**

Sales of goods are recognised on sale to the customer which is considered the point of delivery. Retail sales are usually by cash, credit or payment card.

#### **3.3 Exceptional items**

The company classifies certain one-off charges or credits that have a material impact on the company's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the company.

Gains or losses which are recognised in the profit and loss account on the impairment or reversal of impairment of land and buildings are treated as exceptional items.

#### **3.4 Interest receivable**

Interest receivable is recognised in the profit and loss account using the effective interest method.

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 3. Accounting policies (continued)

#### 3.5 Interest payable and similar charges

Interest payable is charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### 3.6 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax 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 this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

##### (i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

#### 3.7 Intangible assets

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities and amortised to the profit and loss account over its estimated economic life.

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 3. Accounting policies (continued)

#### 3.8 Tangible assets

Tangible assets include freehold hotels. Land and hotel buildings are stated at fair value, and hotel fixtures and fittings are stated at cost. Hotel refurbishment costs are capitalised in the period in which they are incurred. Repairs and maintenance costs are expensed as incurred.

A full valuation is carried out by a qualified external valuer every year. Revaluation gains are taken to the statement of other comprehensive income unless reversing a previously recognised impairment, when they are recognised in the profit and loss account. Revaluation losses are recognised in the statement of other comprehensive income to the extent that they offset previous revaluation gains. All other losses, including those incurred by a clear consumption of economic benefit, are charged to the profit and loss account. On revaluation of assets carried at fair value, accumulated depreciation at the date of valuation is taken to the statement of other comprehensive income.

Freehold land is not depreciated. Depreciation on hotel buildings, fixtures and fittings is provided at rates calculated to write off the value/cost less estimated residual value of each asset over its expected useful life.

Major refurbishments would be classified as construction in progress and stated at cost. They would be reclassified and depreciated when the related assets are made available for use.

Depreciation is provided on the following basis:

|                       |  |
|-----------------------|--|
| Freehold buildings    | - Lesser of estimated useful life and 50 years |
| Fixtures and fittings | - Between 3 and 25 years                       |

The carrying value of fixtures, fittings and equipment is reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable as well as at the end of each reporting period. Any impairment in the value of assets below depreciated cost is charged to the profit and loss account.

#### 3.9 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to sell.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the profit and loss account.

#### 3.10 Cash

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 3. Accounting policies (continued)

#### 3.11 Financial instruments

##### (i) Financial assets

Basic financial assets, including trade and other debtors, amounts owed by group undertakings and cash and bank balances are initially recognised at transaction price. Such assets are subsequently measured at amortised cost using the effective interest method.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

##### (ii) Financial liabilities

Basic financial instruments, including trade and other creditors, amounts owed to group undertakings, loans from fellow group companies and bank loans are initially recognised at transaction price.

Trade creditors are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

##### (iii) Offsetting

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### 3.12 Foreign currency translation

The company's functional and presentational currency is pound sterling.

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

#### 3.13 Operating leases: lessee

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

#### 3.14 Management fees

Management fees are paid to the hotel's operator and include a base fee, based upon a percentage of hotel revenue and recognised in the year in which the revenue is incurred.

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### (i) Tangible assets

Tangible assets are revalued annually by independent valuers to assess the fair value of the hotel assets.

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are reassessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of tangible assets.

#### (ii) Impairment of trade debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 12 for the net carrying amount of the debtors and associated impairment provision.

#### (iii) Taxes

Determining income tax provisions involves judgements on the tax treatment of certain transactions. Deferred tax is recognised on tax losses not yet used on temporary differences where it is probable that there will be taxable income against which these can be offset. See note 15 for details of deferred tax recognised.

#### (iv) Contingent liabilities

The company considers the potential obligations which may be incurred as a result of past events and the uncertainty of the impact on the company. Where the company identifies a present obligation for which payment is probable and the amount can be reliably estimated a provision is recognised. See note 19 for details.

### 5. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

An analysis of turnover by class of business is as follows:

|                    | 2020<br>£        | 2019<br>£        |
|--------------------|------------------|------------------|
| Room revenue       | 1,108,225        | 6,231,942        |
| Food and beverages | 150,545          | 740,259          |
| Other income       | 419,609          | 1,221,015        |
|                    | <u>1,678,379</u> | <u>8,193,216</u> |

## Gold Diamond D Manchester Airport 2005 Ltd

### Notes to the financial statements for the year ended 31 December 2020

#### 6. Exceptional items

|   | 2020<br>£          | 2019<br>£        |
|---|--------------------|------------------|
| Impairment charge - tangible assets (note 10) | <u>(5,261,268)</u> | <u>(742,415)</u> |

#### Impairment charge - tangible assets

The directors have considered the carrying value of the company's hotel asset following a valuation by CBRE Hotels Ltd dated 31 December 2020 carried out in accordance with the RICS valuation - Professional Standards effective from January 2017. This resulted in an impairment charge of £5,261,268 (2019: £742,415).

#### 7. Staff costs

The company had no employees other than the directors during the year ended 31 December 2020 or the previous financial year.

The directors did not receive or waive any emoluments in respect of their services to the company during the year ended 31 December 2020 or the previous financial year.

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 8. Taxation

|   | 2020<br>£              | 2019<br>£            |
|---|------------------------|----------------------|
| Current tax on (loss)/profit for the year               | (40,351)               | 40,351               |
|   | <u>(40,351)</u>        | <u>40,351</u>        |
| <b>Deferred tax</b>                                     |                        |                      |
| Origination and reversal of timing differences          | (46,134)               | 25,840               |
| Impact of change in tax rate                            | 4,857                  | (2,720)              |
| Adjustment in respect of prior periods                  | (138)                  | (254)                |
| <b>Total deferred tax</b>                               | <u>(41,415)</u>        | <u>22,866</u>        |
| <b>Taxation on (loss)/profit on ordinary activities</b> | <u><u>(81,766)</u></u> | <u><u>63,217</u></u> |

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

The tax assessed for the year is higher than (2019: higher than) the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

|  | 2020<br>£              | 2019<br>£            |
|--|------------------------|----------------------|
| (Loss)/profit on ordinary activities before tax  | <u>(7,407,833)</u>     | <u>238,393</u>       |
| (Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%) | (1,407,488)            | 45,295               |
| <b>Effects of:</b>   |                        |                      |
| Impairment - tangible assets   | 863,512                | 118,622              |
| Expenses not deductible for tax purposes   | 1                      | 18                   |
| Impact of change in tax rate   | 4,857                  | (2,720)              |
| Adjustment in respect of prior periods   | (138)                  | (254)                |
| Unrecognised deferred tax  | 457,490                | (58,646)             |
| Group relief   | -                      | (39,098)             |
| <b>Total tax (credit)/charge for the year</b>  | <u><u>(81,766)</u></u> | <u><u>63,217</u></u> |

#### Factors that may affect future tax charges

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. As the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 9. Intangible assets

|  | Goodwill<br>£    |
|--|------------------|
| <b>Cost</b>                            |                  |
| At 1 January 2020 and 31 December 2020 | <u>1,267,953</u> |
| <b>Amortisation</b>                    |                  |
| At 1 January 2020 and 31 December 2020 | <u>1,267,953</u> |
| <b>Net book value</b>                  |                  |
| At 31 December 2020                    | <u>-</u>         |
| At 31 December 2019                    | <u>-</u>         |

### 10. Tangible assets

|   | Freehold<br>land and<br>buildings<br>(At valuation)<br>£ | Fixtures and<br>fittings<br>(At cost)<br>£ | Construction<br>in progress<br>(At cost)<br>£ | Total<br>£        |
|---|--|--|---|-------------------|
| <b>Valuation/cost</b>                   |  |  |   |                   |
| At 1 January 2020                       | 18,986,255   | 12,146,217                                 | 70,429  | 31,202,901        |
| Additions                               | 35,094   | 272,179                                    | 33,870  | 341,143           |
| Transfers between classes               | 9,292  | 20,563                                     | (29,855)                                      | -                 |
| Revaluation                             | (5,261,268)  | -  | -   | (5,261,268)       |
| Reversal of depreciation on revaluation | (65,594)   | -  | -   | (65,594)          |
| At 31 December 2020                     | <u>13,703,779</u>  | <u>12,438,959</u>                          | <u>74,444</u>                                 | <u>26,217,182</u> |
| <b>Accumulated depreciation</b>         |  |  |   |                   |
| At 1 January 2020                       | -  | 6,402,901                                  | -   | 6,402,901         |
| Charge for the year                     | 65,594   | 714,281                                    | -   | 779,875           |
| Reversal on revaluation                 | (65,594)   | -  | -   | (65,594)          |
| At 31 December 2020                     | <u>-</u>   | <u>7,117,182</u>                           | <u>-</u>                                      | <u>7,117,182</u>  |
| <b>Net book value</b>                   |  |  |   |                   |
| At 31 December 2020                     | <u>13,703,779</u>  | <u>5,321,777</u>                           | <u>74,444</u>                                 | <u>19,100,000</u> |
| At 31 December 2019                     | <u>18,986,255</u>  | <u>5,743,316</u>                           | <u>70,429</u>                                 | <u>24,800,000</u> |

## Gold Diamond D Manchester Airport 2005 Ltd

### Notes to the financial statements for the year ended 31 December 2020

#### 10. Tangible assets (continued)

Following a valuation by CBRE Hotels Ltd dated 31 December 2020, the directors have revalued the company's hotel asset to £19,100,000 (2019: £24,800,000). The valuation was carried out in accordance with the RICS Valuation - Professional Standards effective from January 2017. As at the valuation date, there continues to be an unprecedented set of circumstances caused by COVID-19 and an absence of relevant market evidence on which to base our judgements. The valuation is therefore reported as being subject to 'material valuation uncertainty', as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards.

The valuation has been incorporated into the financial statements; the resulting impairment charge has been taken to the profit and loss account. The revaluation during the year ended 31 December 2020 resulted in a revaluation deficit of £5,261,268.

If land and buildings had not been revalued they would have been included at the following amounts:

|  | 2020<br>£         | 2019<br>£         |
|--|-------------------|-------------------|
| Cost   | 39,112,249        | 39,067,863        |
| Accumulated depreciation/ impairment           | (25,408,470)      | (20,081,608)      |
| <b>Net book value based on historical cost</b> | <b>13,703,779</b> | <b>18,986,255</b> |

#### 11. Stocks

|                                     | 2020<br>£ | 2019<br>£ |
|-------------------------------------|-----------|-----------|
| Finished goods and goods for resale | 21,730    | 31,539    |

#### 12. Debtors

|                                | 2020<br>£      | 2019<br>£      |
|--------------------------------|----------------|----------------|
| Trade debtors                  | 32,866         | 368,831        |
| Other debtors                  | 108,675        | 23,494         |
| Prepayments and accrued income | 55,572         | 137,483        |
| Tax recoverable                | 58,318         | -              |
|                                | <b>255,431</b> | <b>529,808</b> |

Trade debtors are stated after provisions for impairment of £1,245 (2019: £5,143).

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 13. Creditors: Amounts falling due within one year

|                                    | 2020<br>£        | 2019<br>£        |
|------------------------------------|------------------|------------------|
| Trade creditors                    | 184,985          | 280,114          |
| Amounts owed to group undertakings | 2,270,464        | 1,915,539        |
| Corporation tax liability          | -                | 17,930           |
| Other creditors                    | 58,658           | 6,362            |
| Accruals and deferred income       | 349,090          | 595,449          |
|                                    | <u>2,863,197</u> | <u>2,815,394</u> |

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

### 14. Creditors: Amounts falling due after more than one year

|                                 | 2020<br>£ | 2019<br>£ |
|---------------------------------|-----------|-----------|
| Bank loans (net of issue costs) | 8,276,718 | 8,261,740 |

The bank loan is repayable on 3 August 2022. Interest is payable quarterly at LIBOR 3mGBP plus 2.15% and included within accruals in creditors due within one year. Loan arrangement fees of £78,457 were capitalised and are being amortised over the loan term. The loan is shown net of these deferred fees. At 31 December 2020, the unamortised arrangement fees were £22,509 (2019: £37,487).

During the year, an amount of £Nil (2019: £Nil) was repaid on the principal amount of the bank loan.

As a result of the changing economic and business circumstances due to the COVID-19 outbreak the directors of the company have considered the impact on the company's ability to meet its loan covenants as well as its obligations as they fall due.

A covenant waiver was provided by the bank from 26 March 2020 to and including 31 December 2020 subject to certain conditions. A new waiver letter has been signed on 18 March 2021 extending the waiver period to March 2022 and for which Tamweelview European Holdings SA has provided a 12 months interest shortfall guarantee. The waiver avoids any breach of the debt to EBITDA and interest cover ratio covenants until the first quarter of 2022, preventing any event of default.

The parent undertaking, Tamweelview European Holdings SA, has given a written undertaking that it has the capacity and intention to continue supporting the company to allow it to meet its liabilities as they fall due for 12 months from the approval of these financial statements (see note 3.1 for further details).

# Gold Diamond D Manchester Airport 2005 Ltd

## Notes to the financial statements for the year ended 31 December 2020

### 15. Deferred taxation

|   | 2020<br>£ | 2019<br>£       |
|---|-----------|-----------------|
| At 1 January                                      | (41,415)  | (18,549)        |
| Credited/(charged) to the profit and loss account | 41,415    | (22,866)        |
| <b>At 31 December</b>                             | <b>-</b>  | <b>(41,415)</b> |

The deferred tax liability is made up as follows:

|                                | 2020<br>£ | 2019<br>£       |
|--------------------------------|-----------|-----------------|
| Fixed asset timing differences | 178,244   | 209,876         |
| Revaluations                   | (178,244) | (41,416)        |
| Tax losses carried forward     | -         | (209,875)       |
|                                | <b>-</b>  | <b>(41,415)</b> |

A deferred tax asset of £1,146,566 arising from capital and trading losses (2019: £616,066 arising from trading losses) has not been recognised as there is insufficient evidence of future taxable profits to confirm recoverability in the foreseeable future.

### 16. Share capital

|  | 2020<br>£        | 2019<br>£        |
|--|------------------|------------------|
| <b>Allotted, called up and fully paid</b>              |                  |                  |
| 4,317,311 (2019: 3,092,392) ordinary shares of £1 each | <b>4,317,311</b> | <b>3,092,392</b> |

On 17 December 2020, the company issued 1,224,919 ordinary shares of £1 each, for a total consideration of £1,224,919.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

### 17. Capital commitments

At 31 December the company had capital commitments as follows:

|  | 2020<br>£     | 2019<br>£      |
|--|---------------|----------------|
| Contracts placed for future capital expenditure not provided in the financial statements | <b>56,019</b> | <b>354,285</b> |

## Gold Diamond D Manchester Airport 2005 Ltd

### Notes to the financial statements for the year ended 31 December 2020

#### 18. Commitments under operating leases

At 31 December the company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

|  | 2020<br>£    | 2019<br>£    |
|--|--------------|--------------|
| Not later than 1 year                        | 3,250        | 3,410        |
| Later than 1 year and not later than 5 years | 325          | 3,808        |
|  | <u>3,575</u> | <u>7,218</u> |

#### 19. Contingent liabilities

The company and several fellow group undertakings entered into a facility agreement with a number of third parties, in respect of a bank loan.

This loan is secured by way of a fixed and floating charge over the present and future property and assets of this company and the property and assets of the fellow group undertakings.

The directors do not anticipate the security being called in.

#### 20. Related party transactions

The company is exempt from disclosing related party transactions with companies that are wholly owned within the Tamweelview European Holdings SA group.

#### 21. Immediate and ultimate parent undertakings and controlling party

The immediate parent undertaking is Silver Diamond TEHC24 Sàrl, a company registered in Luxembourg. Silver Diamond TEHC24 Sàrl is the parent undertaking of the smallest group to consolidate these financial statements.

Tamweelview European Holdings SA, a company registered in Luxembourg is the parent undertaking of the largest group to consolidate these financial statements, copies of which are available from 2C rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg.

The ultimate parent undertaking is Silver Holdings SA, a company registered in Luxembourg.

The ultimate controlling entity is the Abu Dhabi Investment Authority, registered in United Arab Emirates.

#### 22. Post balance sheet events

As a result of the UK nationwide lockdown the hotel operated under this entity was non-operational or operating at a lower capacity for the first months of 2021. The hotel fully reopened in May 2021.

The UK Government's vaccine programme provides confidence that the end of the pandemic is in sight and that the hotels will gradually recover to previous levels of occupancy.

In the Government's Budget statement of 3 March 2021, the extension of Business Rates relief for Retail, Hospitality & Leisure and Coronavirus Job Retention Scheme was announced.