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Jersey company registered number: 106815
UK foreign company registered number: FC030086

Green Agate D 2010 Ltd

**Annual report and financial statements
for the year ended 31 December 2021**

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Green Agate D 2010 Ltd

Company information

Directors	S. Al Dhaheri - alternate K. Al Khajeh M. Al Mansoori J. Anand D. Ayyar - alternate M. Foxon S. Al Hallami - alternate A. Al Ketbi
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Registered number	FC030086
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Registered office	Level 1 IFC 1 Esplanade St. Helier JE2 3BX Jersey
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UK Establishment office address	C/O TMF Group 8th Floor 20 Farringdon Street London EC4A 4EN United Kingdom
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Independent auditor	KPMG LLP 15 Canada Square Canary Wharf London E14 5GL United Kingdom
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Green Agate D 2010 Ltd

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Green Agate D 2010 Ltd

Strategic report for the year ended 31 December 2021

The directors present their strategic report and the audited financial statements of the company for the year ended 31 December 2021.

Business review

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

The company has reported a gross profit of £4,702,856 (2020: £2,416,915). The operating loss for the underlying business was £2,000,901 (2020: loss of £4,307,134). The loss for the financial year, after taxation, amounted to £3,005,794 (2020: loss of £5,673,519).

Following a valuation by CBRE Hotels Ltd dated 31 December 2021, the directors have revalued the company's hotel asset to £161,000,000 (2020: £150,000,000). The valuation was carried out in accordance with the RICS Valuation - Professional Standards effective from January 2017.

The directors consider the key financial indicators to be:

	2021	2020
Gross profit margin	53.41%	39.72%
Operating loss margin	(22.72)%	(70.79)%
Loss after tax	(3,005,794)	(5,673,519)
Valuation of hotel asset	161,000,000	150,000,000

Principal risks and uncertainties

The company is subject to a variety of risks, which may have an adverse impact on the business, its operating results, turnover, profit, assets and reserves.

Listed below are the main risks which, in the opinion of the directors, could significantly affect the company's business.

- Competitive risks

The directors review the hotel against a self selected group of competitor hotels. These reports allow the company to compare accommodation occupancy percentage, average rate, revenue per available room (RevPAR) and its competitive position in market penetration, average rate and revenue generation against the competitive group.

- Currency risk

The hotel business is affected by the strength of sterling, with strong sterling adversely impacting the effective room rates to international guests.

Green Agate D 2010 Ltd

Strategic report (continued) for the year ended 31 December 2021

Principal risks and uncertainties (continued)

- *Legislative risks*

Health and safety regulations are constantly reviewed and to this effect the hotel has an appointed Health and Safety Manager to carry out all legally required training and to ensure all health and safety policies are communicated and adhered to.

- *Economic environment*

The company operates in a competitive environment influenced by the UK economy. Adverse economic and financial market developments, including recession and currency fluctuations could lead to lower revenues and reduced income. Experience shows a recession lessens both leisure and business travel and negatively affects rooms' rates and/or occupancy levels and other income-generating activities such as food and beverage sales. This may result in worsening of operating results and potentially reduce the value of properties.

- *Events that impact domestic and international travel*

Room rates and occupancy levels of the hotel could be negatively affected by events that reduce domestic and/or international travel. These include events such as acts of terrorism, epidemics, pandemics including COVID-19, travel-related industrial action and increased fuel costs all of which could result in a fall in both domestic and worldwide travel. Such events may lead to a fall in demand for hotel rooms that would have a subsequent impact on the company's operations and financial results.

- *Technology and systems*

The company is reliant upon certain IT systems for the smooth and efficient running of its business and any disruption to those IT systems could have a detrimental effect on the running of the business. If the company does not keep up-to-date with new IT developments it runs the risk of becoming less competitive, which could result in a loss of customers and a failure to attract new customers.

Future developments

After a slow start of the year as a result of the emergence of the Omicron variant, trading is expected to make a significant recovery as the year progresses, albeit still below pre-COVID levels and assuming no further disruptions take place as a result of new variants. The strong rebound of demand after restrictions were lifted in the latter part of 2021 supports that expectation.

The return to profitability will be somewhat dampened by increasing energy prices, general cost inflation and upward pressure on salaries and wages with Government Support Schemes now having ended.

Filling open job positions as occupancy increases remains one of the largest challenges, both a result of workers having returned to their home countries post Brexit and the stringent visa requirement related to salary levels largely impeding their return. In addition, other industries are generally perceived as providing more stability and flexibility and above all a better remuneration. Nonetheless, 2021 has seen strong cost controls and productivity improvements put in place by the operator and we expect this to continue in 2022.

This report was approved by the board on 30 June 2022 and signed on its behalf by:


Sultan Ali Ahmed Hamad Al Dhaheri

Director


Abdulla Heyab Matar Saeed AlKetbi

Director

Green Agate D 2010 Ltd

Directors' report for the year ended 31 December 2021

The directors present their report and the financial statements of the company for the year ended 31 December 2021.

Results and dividends

The loss for the year, after taxation, amounted to £3,005,794 (2020: loss £5,673,519).

The directors do not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: £Nil).

The operations and business activities of the company have continued to be impacted by the COVID-19 outbreak. The hotel in the United Kingdom operated under this entity was operating at a lower capacity, catering only to essential business in Q1 2021 in line with government restrictions. The hotel reopened in Q2 and has remained open since but has operated at a lower capacity/occupancy throughout the year.

The hotel's operator continued to benefit from the extended Coronavirus Job Retention Scheme and the Business Rates relief for Retail, Hospitality & Leisure which have helped to improve operational results.

Political donations

The company has made no donations to a registered political party or other political organisation in the current or prior year.

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 statement that it has the capacity 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 ("the going concern period"). Therefore, the directors believe that the company has sufficient financial resources to meet its liabilities as and when they fall due and accordingly these financial statements have been prepared on a going concern basis.

Future developments

An indication of the likely future developments of the company is provided in the strategic report.

Financial risk management objectives and policies

The activities of the company expose it to a number of financial risks, which it seeks to mitigate, including credit risk and liquidity risk.

-Credit risk

The company's principal financial assets are bank balances and cash, trade and other receivables. The company's credit risk is primarily attributable to its trade receivables which are stated net of allowances for doubtful receivables and where there is an identified loss event they are impaired.

Credit risk is spread over a large number of counterparties and customers.

-Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company uses short term debt from its immediate parent undertaking.

Green Agate D 2010 Ltd

Directors' report (continued) for the year ended 31 December 2021

Directors

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

S. Al Dhaheiri - alternate
S. Al Darmaki (resigned 8 April 2021)
K. Al Khajeh
M. Al Mansoori
J. Anand
D. Ayyar - alternate
M. Foxon
A. Garrod - alternate (resigned 10 March 2021)
S. Al Hallami - alternate (appointed 8 April 2021)
A. Al Ketbi (appointed 8 April 2021)

Disclosure of information to auditor

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

so far as the director 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, KPMG LLP, will be proposed for reappointment in accordance with Article 113 of the Companies (Jersey) Law 1991.

This report was approved by the board on

30 June 2022 and signed on its behalf by:


Sultan Dhe... 30, 2022 17:04(T+4)

Sultan Ali Ahmed Hamad Al Dhaheiri
Director


Abdulla Al... 30, 2022 15:41 GMT+4)

Abdulla Heyab Matar Saeed AlKetbi
Director

Green Agate D 2010 Ltd

Directors' responsibilities statement for the year ended 31 December 2021

The directors are responsible for preparing the strategic report, 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 which 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. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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;
- 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 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 sufficient accounting records that 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 (Jersey) Law 1991. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREEN AGATE D 2010 Ltd

Opinion

We have audited the financial statements of Green Agate D 2010 Ltd ("the Company") for the year ended 31 December 2021 which comprise the Profit and loss account, Statement of comprehensive income, Balance sheet, Statement of changes in equity, Statement of Cash flows and related notes, including the accounting policies in note 3

In our opinion the financial statements:

- give a true and fair view, in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*, of the state of the Company's affairs as at 31 December 2021 and of its loss for the year then ended;
- and have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

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 a ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

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 above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board meeting minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREEN AGATE D 2010 Ltd (continued)

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue transactions are simplistic in nature and the average value per transaction is low and therefore management would have to process a large volume of false revenue transactions to materially misstate revenue.

We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those unusual journal pairings linked to cash, revenue and expense, those that included key words in their descriptions and any material post close entries.
- Assessing significant accounting estimates for bias.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors and other management (as required by auditing standards), and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery, employment law and certain aspects of company legislation recognising the nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

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 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 GREEN AGATE D 2010 Ltd (continued)

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud 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. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion 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.

Matters on which we are required to report by exception

Under the Companies (Jersey) Law 1991 we are required to report to you if, in our opinion:

- proper accounting records have not been kept by the Company; or
- proper returns adequate for our audit have not been received from branches not visited by us;
- the company's accounts are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements which give a true and fair review; 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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREEN AGATE D 2010 Ltd (continued)

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

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies Act (Jersey) Law 1991. 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.

A handwritten signature in black ink, appearing to read 'Chrissy Douka'.

Chrissy Douka (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square.
London
E14 5GL
1st July 2022

Green Agate D 2010 Ltd

Profit and loss account for the year ended 31 December 2021

	Note	2021 £	2020 £
Turnover	5	8,805,453	6,084,802
Cost of sales		(4,102,597)	(3,667,887)
Gross profit		4,702,856	2,416,915
Administrative expenses		(6,703,757)	(6,724,049)
Operating loss	6	(2,000,901)	(4,307,134)
Interest payable and similar charges	8	(1,801,801)	(2,024,691)
Loss before taxation		(3,802,702)	(6,331,825)
Taxation on loss	9	796,908	658,306
Loss for the financial year		(3,005,794)	(5,673,519)

The notes on pages 16 to 29 form part of these financial statements.

Green Agate D 2010 Ltd

Statement of comprehensive income for the year ended 31 December 2021

	Note	2021 £	2020 £
Loss for the financial year		(3,005,794)	(5,673,519)
Other comprehensive income/(loss)			
Deferred tax (charge)/credit	15	(1,432,855)	1,379,550
Revaluation of tangible assets	10	12,163,751	(15,771,047)
Other comprehensive income/(loss) for the financial year, net of tax		10,730,896	(14,391,497)
Total comprehensive income/(loss) for the financial year		7,725,102	(20,065,016)

The notes on pages 16 to 29 form part of these financial statements.

Green Agate D 2010 Ltd

Registered number: FC030086

Balance sheet as at 31 December 2021

	Note	2021 £	2021 £	2020 £	2020 £
Fixed assets					
Tangible assets	10		<u>161,000,000</u>		<u>150,000,000</u>
			<u>161,000,000</u>		<u>150,000,000</u>
Current assets					
Stocks	11	246,518		298,771	
Debtors	12	8,340,728		12,029,061	
Bank and cash balances		<u>2,969,155</u>		<u>568,346</u>	
		<u>11,556,401</u>		<u>12,896,178</u>	
Creditors: amounts falling due within one year	13	<u>(77,027,239)</u>		<u>(1,547,960)</u>	
Net current (liabilities)/assets			<u>(65,470,838)</u>		<u>11,348,218</u>
Total assets less current liabilities			<u>95,529,162</u>		<u>161,348,218</u>
Creditors: amounts falling due after more than one year	14				(74,180,085)
Provisions for liabilities					
Deferred tax liability	15	<u>(3,155,134)</u>		<u>(2,519,207)</u>	
			<u>(3,155,134)</u>		<u>(2,519,207)</u>
Net assets			<u>92,374,028</u>		<u>84,648,926</u>
Capital and reserves					
Called up share capital	16		1,807		1,807
Share premium account			58,120,519		58,120,519
Revaluation reserve			38,504,313		27,899,413
Capital contribution			5,926,319		5,926,319
Retained earnings			<u>(10,178,930)</u>		<u>(7,299,132)</u>
Total Equity			<u>92,374,028</u>		<u>84,648,926</u>

The financial statements on pages 10 to 29 were approved and authorised for issue by the board on 30 June 2022 and were signed on its behalf by:


Sultan Ali Ahmed Hamad Al Dhaheri
Director


Abdullahi Heyab Matar Saeed AlKetbi
Director

The notes on pages 16 to 29 form part of these financial statements.

Green Agate D 2010 Ltd

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

	Called up share capital	Share premium	Revaluation reserve	Capital contribution	Retained earnings	Total equity
	£	£	£	£	£	£
At 1 January 2021	1,807	58,120,519	27,899,413	5,926,319	(7,299,132)	84,648,926
Comprehensive income for the year						
Loss for the financial year	-	-	-	-	(3,005,794)	(3,005,794)
Revaluation of tangible assets	-	-	12,163,751	-	-	12,163,751
Transfer of depreciation upon revaluation	-	-	(167,995)	-	167,995	-
Deferred tax charge	-	-	(1,432,855)	-	-	(1,432,855)
Transfer of deferred tax	-	-	41,999	-	-	41,999
Transfer of deferred tax	-	-	-	-	(41,999)	(41,999)
At 31 December 2021	1,807	58,120,519	38,504,313	5,926,319	(10,178,930)	92,374,028

The notes on pages 16 to 29 form part of these financial statements.

Green Agate D 2010 Ltd

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

	Called up share capital	Share premium	Revaluation reserve	Capital contribution	Retained earnings	Total equity
	£	£	£	£	£	£
At 1 January 2020	1,807	58,120,519	42,472,634	5,926,319	(1,807,337)	104,713,942
Comprehensive loss for the year						
Loss for the financial year	-	-	-	-	(5,673,519)	(5,673,519)
Revaluation of tangible assets	-	-	(15,771,047)	-	-	(15,771,047)
Transfer of depreciation upon revaluation	-	-	(181,724)	-	181,724	-
Deferred tax credit	-	-	1,379,550	-	-	1,379,550
At 31 December 2020	1,807	58,120,519	27,899,413	5,926,319	(7,299,132)	84,648,926

The notes on pages 16 to 29 form part of these financial statements.

Green Agate D 2010 Ltd

Statement of cash flows for the year ended 31 December 2021

	Note	2021 £	2020 £
Cash flows from operating activities			
Loss for the financial year		(3,005,794)	(5,673,519)
Adjustments for:			
Taxation on loss on ordinary activities	9	(796,908)	(658,306)
Depreciation of tangible assets	10	1,652,733	2,042,201
Decrease in stocks		52,253	116,041
Decrease in debtors		74,545	1,024,238
Decrease in amounts owed by groups		3,589,237	4,206,263
Increase/(decrease) in creditors		1,156,523	(2,133,503)
Interest payable		1,801,801	2,024,691
Corporation tax received/(paid)		24,531	(201,459)
Net cash generated from operating activities		4,548,921	746,647
Cash flows from investing activities			
Purchase of tangible assets	10	(488,982)	(213,248)
Net cash used in investing activities		(488,982)	(213,248)
Cash flows from financing activities			
Interest paid on loans		(1,659,130)	(1,892,689)
Net cash used in financing activities		(1,659,130)	(1,892,689)
Net increase/(decrease) in cash and cash equivalents		2,400,809	(1,359,290)
Cash and cash equivalents at beginning of year		568,346	1,927,636
Cash and cash equivalents at the end of year		2,969,155	568,346
Cash and cash equivalents at the end of year consists of:			
Cash at bank and in hand		2,969,155	568,346

The notes on pages 16 to 29 form part of these financial statements.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

1. General information

Green Agate D 2010 Ltd ('the company') operates a hotel in the United Kingdom. This hotel is operated by Marriott under the name The London Edition.

The company is a private company limited by shares and is incorporated in Jersey. The address of its registered office is Equity Trust House, 29-30 The Parade, St Helier, Jersey, JE1 1EQ.

2. Statement of compliance

The individual financial statements of Green Agate D 2010 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', ('FRS 102') and in accordance with the Companies (Jersey) Law 1991.

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.

Going concern:

The financial statements have been prepared on the going concern basis for the following reasons. The operations and business activities of the company have been impacted by the COVID-19 outbreak. The hotel in the United Kingdom re-opened in May 2021 and has remained open since but has operated at a lower capacity/occupancy throughout the year.

The directors have considered cash flows projections for the company for at least 12 months from date of signing which indicate that under the severe but plausible downside scenarios the company will have sufficient funds, through funding from its indirect parent undertakings, to meet its liabilities as they fall due for that period.

The company is part of a cross-collateralised pool of assets that secures a £466 million debt facility with Credit Agricole Corporate and Investment Bank of which £74.4 million is allocated to the company.

The financial covenants on this cross guaranteed debt facility 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 letter was signed on 18 March 2021 with a waiver period to March 2022. On 18 March 2022 the waiver was extended to the final loan repayment date in August 2022. The waiver avoids any breach of the debt to EBITDA and interest cover ratio covenants until the final repayment date, preventing any event of default.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

3. Accounting policies (continued)

3.1 Basis of preparation of financial statements (continued)

The directors of the company intend to repay the existing facility in full in advance of the maturity date. Active discussions with a new lender, Emirates NBD(*Bank) P.J.S.C is ongoing. Emirates NBD(*Bank) P.J.S.C would be providing a c.£94m facility to the portfolio entities in order to (i) repay their existing indebtedness with Credit Agricole Corporate and Investment Bank and (ii) provide Green Agate D 2010 Ltd with access to general working capital. As of the date of the approval of these financial statements, the term sheet has been agreed initially and it is expected to be finalised in July 2022. It is expected that by the time of the refinancing with Emirates NBD(*Bank) P.J.S.C, and as a result of an internal restructuring of the portfolio to which the company belongs, the company will be a subsidiary of a new parent incorporated and existing in the Abu Dhabi Global Market (see note 24).

The intermediate parent undertaking, Tamweelview European Holdings SA, has given a written statement that it will not seek repayment of the intercompany payables and provide financial support as and if needed, including the repayment of the portfolio debt, if required, to allow the company to continue its operations for a period of 12 months from the approval of these financial statements ("the going concern period").

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.

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.

Therefore the directors believe that the company has access to sufficient financial resources to support the business to meet its liabilities 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.

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.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

3. Accounting policies (continued)

3.3 Interest receivable

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

3.4 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.

3.5 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.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

3. Accounting policies (continued)

3.6 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 and fittings 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.

3.7 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.

3.8 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.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

3. Accounting policies (continued)

3.9 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.

3.10 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.

3.11 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.

3.12 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.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

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) 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.

(iii) 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 20 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:

	2021 £	2020 £
Room revenue	5,135,627	3,032,407
Food and beverages	3,710,487	2,966,877
Other income	(40,661)	85,518
	<u>8,805,453</u>	<u>6,084,802</u>

The other income represents income generated from services provided to hotel guests other than Room revenue and Food and beverages. The credit balance is a result of an increase of discounts given to guests during the Covid-19 pandemic.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

6. Operating loss

The operating loss is stated after charging:

	2021 £	2020 £
Depreciation of tangible assets (note 10)	1,652,733	2,042,201
Auditor's remuneration	65,542	50,215
Operating lease rentals	9,030	9,030

7. Staff costs

The company had no employees other than the directors during the year ended 31 December 2021 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 2021 or the previous financial year.

8. Interest payable and similar charges

	2021 £	2020 £
Interest payable on bank loans	1,656,945	1,880,032
Amortisation of loan arrangement fees	134,441	134,244
Other similar charges	10,415	10,415
	<u>1,801,801</u>	<u>2,024,691</u>

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

9. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on profits for the year	-	(347,733)
Adjustments in respect of previous periods	20	(457)
Total current tax	20	(348,190)
Deferred tax		
Origination and reversal of timing differences	(675,240)	(532,044)
Impact of change in tax rate	143,036	202,627
Adjustment in respect of prior periods	(264,724)	19,301
Total deferred tax	(796,928)	(310,116)
Taxation on loss on ordinary activities	(796,908)	(658,306)

Factors affecting tax credit for the year

The tax assessed for the year is lower than (2020: higher than) the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	2021 £	2020 £
Loss on ordinary activities before tax	(3,802,702)	(6,331,825)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	(722,513)	(1,203,047)
Effects of:		
Expenses not deductible for tax purposes	190	131
Adjustments in respect of prior periods	(264,704)	18,844
Unrecognised deferred tax	-	4,561
Impact of change in tax rate	143,036	202,627
Fixed asset permanent adjustments	47,083	318,578
Total tax credit for the year	(796,908)	(658,306)

Factors that may affect future tax charges

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

10. Tangible assets

	Freehold land and buildings (At valuation) £	Fixtures and fittings (At cost) £	Total £
Valuation/cost			
At 1 January 2021	147,818,303	11,601,721	159,420,024
Additions	101,877	387,105	488,982
Revaluation	12,163,751	-	12,163,751
Reversal of depreciation on revaluation	(559,940)	-	(559,940)
At 31 December 2021	<u>159,523,991</u>	<u>11,988,826</u>	<u>171,512,817</u>
Accumulated depreciation			
At 1 January 2021	-	9,420,024	9,420,024
Charge for the year	559,940	1,092,793	1,652,733
Reversal on revaluation	(559,940)	-	(559,940)
At 31 December 2021	<u>-</u>	<u>10,512,817</u>	<u>10,512,817</u>
Net book value			
At 31 December 2021	<u>159,523,991</u>	<u>1,476,009</u>	<u>161,000,000</u>
At 31 December 2020	<u>147,818,303</u>	<u>2,181,697</u>	<u>150,000,000</u>

Following a valuation by CBRE Hotels Ltd dated 31 December 2021, the directors have revalued the company's hotel asset to £161,000,000 (2020: £150,000,000). The valuation was carried out in accordance with the RICS Valuation - Professional Standards effective from January 2017.

The fair value was measured on the basis of future earning potential. CBRE Hotels Ltd, prepare an income and expenditure forecast which is then capitalised using discounted cash flow model. The capitalisation rate is selected by taking into account market transactions and factors such as age, location and condition of the property. Any capital expenditure, which an investor would require to spend in the foreseeable future, would be deducted from the investment value. The key assumptions applied in determining the fair value of the hotel asset are discount rate, terminal cap rate and long term growth rate.

The valuation has been incorporated into the financial statements, the resulting revaluation credit has been taken to the statement of other comprehensive income. The revaluation during the year ended 31 December 2021 resulted in a revaluation surplus of £12,163,751.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

10. Tangible assets (continued)

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2021 £	2020 £
Cost	122,484,873	122,382,996
Accumulated depreciation/ impairment	(3,947,149)	(3,589,264)
Net book value based on historical cost	118,537,724	118,793,732

11. Stocks

	2021 £	2020 £
Finished goods and goods for resale	246,518	298,771

12. Debtors

	2021 £	2020 £
Trade debtors	344,784	40,318
Amounts owed by group undertakings	7,563,643	11,152,880
Other debtors	84,569	371,289
Prepayments and accrued income	-	92,291
Tax recoverable	347,732	372,283
	8,340,728	12,029,061

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

Trade debtors are stated after provisions for impairment of £17,192 (2020: £26,991).

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

13. Creditors: Amounts falling due within one year

	2021 £	2020 £
Bank loans (net of issue costs)	74,314,525	-
Trade creditors	983,719	351,459
Other creditors	264,162	261,639
Accruals	1,464,833	934,862
	<u>77,027,239</u>	<u>1,547,960</u>

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.

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 £703,169 were capitalised and are being amortised over the loan term. The loan is shown net of these deferred fees. At 31 December 2021, the unamortised arrangement fees were £67,294 (2020: £201,734).

A covenant waiver letter was signed on 18 March 2021 with a waiver period to March 2022. The waiver has been extended on 18 March 2022 to the final repayment date for which Tamweelview European Holdings SA (an intermediate parent undertaking) has provided a written support as a debt guarantee until the final repayment date of the loan. The waiver avoids any breach of the debt to EBITDA and interest cover ratio covenants until the final repayment date, preventing any event of default.

The directors intend to repay the existing facility in full in advance of the maturity date and are in active discussions with new lender, Emirates NBD(*Bank) P.J.S.C. The debt facility is approximately £94 million. As of the date of the approval of these financial statements, the term sheet has been agreed initially and it is expected to be finalised in July 2022.

The parent undertaking, Tamweelview European Holdings SA, has given a written statement that it has the capacity 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).

Subsequent to 31 December 2021, a fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (IBORs) with alternative nearly risk-free rates (referred to as 'IBOR reform'). The existing bank loan will therefore be transitioned from LIBOR on 1 January 2022. The impact of this is not expected to be material given the fact that the loan is repayable in August 2022.

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

	2021 £	2020 £
Bank loans (net of issue costs)	-	74,180,085

The bank loan is repayable on 3 August 2022 and has accordingly been reclassified to Creditors: Amounts falling due within one year.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

15. Deferred taxation

	2021 £	2020 £
At 1 January	(2,519,207)	(4,208,873)
Credited to the profit and loss account	796,928	310,116
(Charged)/credited to other comprehensive income	(1,432,855)	1,379,550
At 31 December	(3,155,134)	(2,519,207)

The deferred taxation liability is made up as follows:

	2021 £	2020 £
Fixed asset timing differences	(3,548,175)	(2,505,263)
Tax losses carried forward	2,888,333	1,377,781
Other timing differences	(349,824)	(272,338)
Revaluations/fair value adjustment	(2,145,468)	(1,119,387)
	(3,155,134)	(2,519,207)

A deferred tax asset of £366,143 (2020: £277,734) arising from timing differences has not been recognised as there is insufficient evidence of future taxable profits to confirm recoverability in the foreseeable future.

16. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
1,807 (2020: 1,807) ordinary shares of £1 each	1,807	1,807

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.

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

17. Financial instruments

The company has the following financial instruments:

Financial assets measured at amortised cost

	2021 £	2020 £
- Trade debtors (see note 12)	344,784	40,318
- Amounts owed by group undertakings (see note 12)	7,563,643	11,152,880
- Other debtors (see note 12)	84,569	371,289
- Cash at bank and in hand	2,969,155	568,346
	<u>10,962,151</u>	<u>12,132,833</u>

	2021 £	2020 £
Financial liabilities measured at amortised cost		
- Bank loans (see note 13 and 14)	-	74,180,085
- Trade creditors (see note 13)	983,719	351,459
- Other creditors (see note 13)	264,162	261,639
- Accruals (see note 13)	1,464,833	934,862
	<u>2,712,714</u>	<u>75,728,045</u>

18. Capital commitments

At 31 December the company had capital commitments as follows:

	2021 £	2020 £
Contracts placed for future capital expenditure not provided in the financial statements	<u>80,831</u>	<u>-</u>

19. 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:

	2021 £	2020 £
Not later than 1 year	9,030	9,030
Later than 1 year and not later than 5 years	15,765	24,795
	<u>24,795</u>	<u>33,825</u>

Green Agate D 2010 Ltd

Notes to the financial statements for the year ended 31 December 2021

20. 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.

21. 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.

22. Immediate and ultimate parent undertakings and controlling party

The immediate parent undertaking is Silver Agate C 2013 Sàrl, a company registered in Luxembourg.

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.

23. Analysis of net debt

	At 1 January 2021 £	Cash flows £	Non-cash changes £	At 31 December 2021 £
Cash at bank and in hand	568,346	2,400,809	-	2,969,155
Bank loans (net of issue cost)	(74,180,085)	-	(134,440)	(74,314,525)
	<u>(73,611,739)</u>	<u>2,400,809</u>	<u>(134,440)</u>	<u>(71,345,370)</u>

Non-cash changes on debt represent the amortisation of prepaid loan arrangement fees.

24. Post balance sheet events

In May 2022 a restructure was internally approved, whereby the entity will be subject to a sale by its immediate parent entity, Silver Agate C 2013 Sarl to Platinum Spring B 2019 RSC Limited, a company under the common control of its ultimate parent company. The sale is proposed to be executed at par value and is expected to happen in Q3. This sale will not affect a change to the ultimate controlling party. This sale will not affect a change to the ultimate controlling party.