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BVI company registered number. 1792002  
UK foreign company registered number FC031715

**Gold Diamond D Kensington 2013 Ltd**

**Annual report and financial statements**

**for the period from 24 September 2013 to 31 December 2014**

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## **Gold Diamond D Kensington 2013 Ltd**

### **Company Information**

<b>Directors</b>	S Al Dhahen K Al Shamsi F Veenstra
<b>Registered number</b>	FC031715
<b>Registered office</b>	171 Main Street PO Box 4041 Road Town Tortola British Virgin Islands
<b>Business address</b>	400 Capability Green Luton Bedfordshire LU1 3LU United Kingdom

# **Gold Diamond D Kensington 2013 Ltd**

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# Gold Diamond D Kensington 2013 Ltd

## Strategic report for the period from 24 September 2013 to 31 December 2014

The directors present their strategic report and the unaudited financial statements of the company for the period from incorporation on 24 September 2013 to 31 December 2014

### Business review

The principal activity of the company is the operation of a hotel in the United Kingdom

On 13 December 2013, the company bought the entire share capital of Gold Diamond E Kensington 2005 Ltd, from a fellow group undertaking, for consideration of £17,491,985

On 19 December 2013, Gold Diamond E Kensington 2005 Ltd, the subsidiary undertaking, sold its hotel property, business, rights and assets to the company. On the same date, Gold Diamond E Kensington 2005 Ltd novated its loan from Silver Diamond TEHC24 Sarl, the immediate parent undertaking, to the company. The net consideration of 15,627,014 from these transactions remained outstanding as an intercompany balance

The company reported an operating profit of £3,215,845 for the underlying business before adjusting for exceptional items of £2,989,643

Exceptional items relate to the impairment of the investment in the subsidiary undertaking of £2,989,643

The loss for the year, after taxation, amounted to £2,397,471

The directors consider the key financial indicators to be

	2014
Gross profit margin	71.11 %
Operating profit margin before impairment	25.65 %
Loss after tax	£2,397,471
Valuation of hotel asset	£77,800,000

After the balance sheet date, on 23 March 2015, the company assumed the liabilities owed by Gold Diamond E Kensington 2005 Ltd, the subsidiary undertaking, offsetting them against the payable for the purchase of the hotel and business. This assumption of debts left an intercompany payable of £14,502,343

On 10 April 2015, Gold Diamond E Kensington 2005 Ltd, the subsidiary undertaking, purchased 17,305,195 of its ordinary shares from the company for consideration of £0.8380283 per share. The consideration settled £14,502,243 of the outstanding intercompany balance, leaving a balance of £100

### 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 increasing the effective room rates to international guests

## Gold Diamond D Kensington 2013 Ltd

### Strategic report for the period from 24 September 2013 to 31 December 2014

#### 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. Recent 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, 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

The company is endeavouring to improve performance.

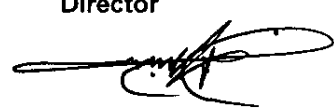
The directors expect the hotel to trade profitably and benefit from an improving market in 2015.

This report was approved by the board on 19 October 2015 and signed on its behalf by

F Veenstra  
Director



K Al Shamsi  
Director



# **Gold Diamond D Kensington 2013 Ltd**

## **Directors' report for the period from 24 September 2013 to 31 December 2014**

The directors present their report and the unaudited financial statements of the company for the period from incorporation on 24 September 2013 to 31 December 2014

### **Results and dividends**

The loss for the period, after taxation, amounted to £2,397,471

On 27 July 2015, a final dividend in respect of the period ended 31 December 2014 of £252,685 was declared

Interim dividends of £1,620,815 and £876,137 were declared on 29 August 2014 and 3 December 2014, respectively

### **Going concern**

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

### **Future developments and post balance sheet events**

An indication of the likely future developments and post balance sheet events of the company are provided in the strategic report

### **Fixed Assets**

During the period, on 31 December 2013, the carrying value of the company's hotel asset was restated to reflect a valuation of £60,400,000. The valuation by Christies LLP dated 5 February 2014 was carried out in accordance with the RICS Valuation Standards - Global and UK (7th Edition)

The directors have considered the value of the company's hotel asset, restating it at 31 December 2014 to reflect a valuation of £77,800,000 by Christies LLP dated 17 December 2014. The valuation was carried out in accordance with the RICS Valuation - Professional Standards effective from January 2014

### **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

# Gold Diamond D Kensington 2013 Ltd

## Directors' report for the period from 24 September 2013 to 31 December 2014

### Directors

The directors who held office during the period and up to the date of signing the financial statements are given below

S Al Dhaheri  
D White  
K Al Shamsi  
F Veenstra

(resigned 22 March 2015)  
(appointed 23 March 2015)  
(appointed 27 July 2015)

### Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with company law. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the board on 19 October 2015 and signed on its behalf by

F Veenstra  
Director



K Al Shamsi  
Director



## Gold Diamond D Kensington 2013 Ltd

### Profit and loss account for the period from 24 September 2013 to 31 December 2014

		Period from 24 September 2013 to 31 December 2014 £
	Note	
Turnover	2	12,537,456
Cost of sales		(3,622,265)
		<hr/>
Gross profit		8,915,191
Administrative expenses		(5,699,346)
		<hr/>
Operating profit	3	3,215,845
Exceptional items		
Impairment charge - investment in subsidiary	4	(2,989,643)
		<hr/>
Profit on ordinary activities before interest and taxation		226,202
Interest receivable and similar income	6	8,430
Interest payable and similar charges	7	(2,250,829)
		<hr/>
Loss on ordinary activities before taxation		(2,016,197)
Tax on loss on ordinary activities	8	(381,274)
		<hr/>
Loss for the financial period	19	(2,397,471)
		<hr/> <hr/>

All amounts relate to continuing operations



## **Gold Diamond D Kensington 2013 Ltd**

### **Statement of total recognised gains and losses for the period from 24 September 2013 to 31 December 2014**

		Period from 24 September 2013 to 31 December 2014 £
	Note	
Loss for the financial period		(2,397,471)
Unrealised surplus on revaluation of tangible fixed assets	19	21,379,033
<b>Total recognised gains and losses relating to the period</b>		<b>18,981,562</b>

### **Note of historical cost profits and losses for the period from 24 September 2013 to 31 December 2014**

	Period from 24 September 2013 to 31 December 2014 £
Reported loss on ordinary activities before taxation	(2,016,197)
Difference between a historical cost depreciation charge and the actual depreciation charge for the period calculated on the revalued amount	822,833
<b>Historical cost loss on ordinary activities before taxation</b>	<b>(1,193,364)</b>
<b>Historical loss for the period after taxation</b>	<b>(1,574,638)</b>

# Gold Diamond D Kensington 2013 Ltd

Registered number: FC031715

## Balance sheet as at 31 December 2014

	Note	£	2014 £
<b>Fixed assets</b>			
Intangible assets	10		(2,397,797)
Tangible assets	11		77,800,000
Investments	12		14,502,342
			<u>89,904,545</u>
<b>Current assets</b>			
Stocks	13	21,167	
Debtors	14	1,098,802	
Cash at bank and in hand		765,490	
		<u>1,885,459</u>	
<b>Creditors: amounts falling due within one year</b>	15	(16,933,915)	
<b>Net current liabilities</b>			<u>(15,048,456)</u>
<b>Total assets less current liabilities</b>			<u>74,856,089</u>
<b>Creditors: amounts falling due after more than one year</b>	16		(40,498,219)
<b>Provisions for liabilities</b>			
Deferred tax	17		(381,274)
<b>Net assets</b>			<u><u>33,976,596</u></u>
<b>Capital and reserves</b>			
Called up share capital	18		17,491,986
Revaluation reserve	19		21,379,033
Profit and loss account	19		(4,894,423)
<b>Shareholder's funds</b>	20		<u><u>33,976,596</u></u>

The financial statements on pages 5 to 19 were approved by the board of directors on 19 October 2015 and were signed on its behalf by

F. Veenstra  
Director



K Al Shamsi  
Director



# **Gold Diamond D Kensington 2013 Ltd**

## **Notes to the financial statements for the period from 24 September 2013 to 31 December 2014**

### **1. Accounting policies**

#### **1.1 Basis of preparation of financial statements**

The financial statements have been prepared on the going concern basis, under the historical cost convention as modified to include the revaluation of land and hotel buildings and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The principal accounting policies, which have been applied consistently throughout the period, are set out below.

#### **1.2 Going concern**

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.

#### **1.3 Consolidation**

The financial statements contain information about Gold Diamond D Kensington 2013 Ltd as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its ultimate parent undertaking, Tamweelview European Holdings SA, a company registered in Luxembourg.

#### **1.4 Cash flow statement**

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 1 "Cash flow statements".

#### **1.5 Comparatives**

The company was incorporated on 24 September 2013 and the financial statements are for the period from incorporation to 31 December 2014. No comparative figures are therefore presented.

#### **1.6 Turnover**

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

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

# Gold Diamond D Kensington 2013 Ltd

## Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

### 1. Accounting policies (continued)

#### 1.7 Taxation

Corporation tax payable is provided on taxable profits at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

#### 1.8 Intangible fixed assets and amortisation

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

#### 1.9 Tangible fixed assets and depreciation

Tangible fixed assets include leasehold hotels. Land and hotel buildings are stated at fair value, and hotel fixtures, fittings and equipment 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 total recognised gains and losses. Revaluation losses are recognised in the statement of total recognised gains and losses 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 total recognised gains and losses.

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

Leasehold land and buildings	-	Lesser of unexpired lease term, estimated useful life and 50 years on building element
Fixtures, fittings and equipment	-	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. Any impairment in the value of assets below depreciated cost is charged to the profit and loss account.

# Gold Diamond D Kensington 2013 Ltd

## Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

### 1. Accounting policies (continued)

#### 1.10 Investments

Fixed asset investments are shown at cost less provision for impairment losses. Any impairment in value is charged through the profit and loss account.

#### 1.11 Stocks

Stock is valued at the lower of cost and net realisable value.

#### 1.12 Foreign currencies

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.

#### 1.13 Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

#### 1.14 Dividend distribution

The company makes dividend distributions to its shareholders as permissible under the regulations set out within Division 4 of the BVI Business Companies Act, 2004.

### 2. Turnover

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

### 3. Operating profit

The operating profit is stated after charging/(crediting)

	Period from 24 September 2013 to 31 December 2014 £
Amortisation - intangible fixed assets	(126,199)
Depreciation of tangible fixed assets	
- owned by the company	946,806
Operating lease rentals	
- plant and machinery	66,421
Difference on foreign exchange	(165)
Loss on disposal of fixed assets	4,521
	<hr/>

## Gold Diamond D Kensington 2013 Ltd

### Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

#### 4. Exceptional items

	Period from 24 September 2013 to 31 December 2014 £
Impairment charge - investment in subsidiary	2,989,643

#### **Impairment charge - investment in subsidiary**

The directors have considered the carrying value of the company's investment in its subsidiary at 31 December 2014. This resulted in an impairment of £2,989,643.

#### 5. Staff costs

The company had no employees other than the directors during the period ended 31 December 2014.

The directors did not receive or waive any emoluments in respect of their services to the company during the period ended 31 December 2014.

#### 6. Interest receivable and similar income

	Period from 24 September 2013 to 31 December 2014 £
Bank interest receivable	8,430

#### 7. Interest payable and similar charges

	Period from 24 September 2013 to 31 December 2014 £
On amounts payable to parent undertaking	2,130,653
Loan arrangement fees	120,176
	<u>2,250,829</u>

# Gold Diamond D Kensington 2013 Ltd

## Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

### 8 Tax on loss on ordinary activities

	Period from 24 September 2013 to 31 December 2014 £
<b>Analysis of tax charge in the period</b>	
<b>Current tax</b> (see note below)	
UK corporation tax charge on loss for the period	-
<b>Deferred tax</b> (Note 17)	
Origination and reversal of timing differences	381,274
<b>Tax on loss on ordinary activities</b>	<u>381,274</u>

### Factors affecting tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 21.49%.  
The differences are explained below

	Period from 24 September 2013 to 31 December 2014 £
Loss on ordinary activities before tax	(2,016,197)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.49%	(433,281)
<b>Effects of:</b>	
Impairment of investment not deductible for tax purposes	642,474
Expenses not deductible for tax purposes	(9,390)
Capital allowances for period in excess of depreciation	(24,656)
Loan relationship deduction from deemed interest on intercompany balances	(254,443)
Group relief	79,296
<b>Current tax charge for the period</b>	<u>-</u>

### Factors that may affect future tax charges

A change in the main UK corporation tax rate from 23% to 21% was substantively enacted on 2 July 2013 and became effective from 1 April 2014. A further reduction to the main UK corporation tax rate to 20% effective from 1 April 2015 was also enacted on this date. On 8 July 2015 further reductions to 19% from 1 April 2017 and to 18% from 1 April 2020 were announced, but these have not yet been substantively enacted into legislation.

## Gold Diamond D Kensington 2013 Ltd

### Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

#### 9. Dividends

Period from 24  
September 2013  
to 31 December  
2014  
£

#### Ordinary shares

Interim dividend

2,496,952

#### 10. Intangible fixed assets

Goodwill  
£

#### Cost

At 24 September 2013

-

Additions

(2,523,996)

At 31 December 2014

(2,523,996)

#### Amortisation

At 24 September 2013

-

Charge for the period

(126,199)

At 31 December 2014

(126,199)

#### Net book value

At 31 December 2014

(2,397,797)

On 19 December 2013, the company purchased the hotel property, business, rights and assets of Gold Diamond E Kensington 2005 Ltd (Note 26). The net assets acquired exceeded the consideration by £2,523,996, generating negative goodwill, which will be amortised over 20 years.



## Gold Diamond D Kensington 2013 Ltd

### Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

#### 11. Tangible fixed assets

	Leasehold buildings £	Fixtures and fittings £	Total £
<b>Cost or valuation</b>			
At 24 September 2013	-	-	-
Acquisitions	49,056,528	6,381,161	55,437,689
Disposals	-	(4,521)	(4,521)
Additions	1,062,031	872,574	1,934,605
Revaluation	21,379,033	-	21,379,033
At 31 December 2014	<u>71,497,592</u>	<u>7,249,214</u>	<u>78,746,806</u>
<b>Accumulated depreciation</b>			
At 24 September 2013	-	-	-
Charge for the period	-	946,806	946,806
At 31 December 2014	<u>-</u>	<u>946,806</u>	<u>946,806</u>
<b>Net book value</b>			
At 31 December 2014	<u>71,497,592</u>	<u>6,302,408</u>	<u>77,800,000</u>

During the period, on 31 December 2013, the carrying value of the company's hotel asset was restated to reflect a valuation of £60,400,000. The valuation by Christies LLP dated 5 February 2014 was carried out in accordance with the RICS Valuation Standards - Global and UK (7th Edition).

The directors have considered the value of the company's hotel asset, restating it at 31 December 2014 to reflect a valuation of £77,800,000 by Christies LLP dated 17 December 2014. The valuation was carried out in accordance with the RICS Valuation - Professional Standards effective from January 2014.

The valuations have been incorporated into the financial statements, the resulting revaluation adjustments have been taken to the revaluation reserve. The revaluations during the period ended 31 December 2014 resulted in an revaluation surplus of £21,379,033 (Note 19).

No deferred tax is provided on timing differences arising from the revaluation of fixed assets unless, by the balance sheet date, a binding commitment to sell the asset has been entered into and it is unlikely that any gain will be rolled over.

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

	2014 £
Cost	50,118,559
Aggregate depreciation	(123,973)
Net book value based on historical cost	<u>49,994,586</u>

## Gold Diamond D Kensington 2013 Ltd

### Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

#### 12 Investments

	Investments in subsidiary undertakings £
<b>Cost or valuation</b>	
At 24 September 2013	-
Additions	17,491,985
At 31 December 2014	<u>17,491,985</u>
<b>Impairment</b>	
At 24 September 2013	-
Charge for the period	2,989,643
At 31 December 2014	<u>2,989,643</u>
<b>Net book value</b>	
At 31 December 2014	<u><u>14,502,342</u></u>

At 31 December 2014, the company directly held 100% of the ordinary shares of Gold Diamond E Kensington 2005 Ltd, a company registered in the British Virgin Islands. The nature of the business of Gold Diamond E Kensington 2005 Ltd was the operation of a hotel in the United Kingdom. Following the sale of the hotel and business to the company, the subsidiary undertaking is now inactive.

#### 13 Stocks

	2014 £
Finished goods and goods for resale	<u><u>21,167</u></u>

#### 14. Debtors

	2014 £
Trade debtors	470,268
Amounts owed by group undertakings	437,510
Other debtors	9,108
Prepayments and accrued income	181,916
	<u><u>1,098,802</u></u>

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

# Gold Diamond D Kensington 2013 Ltd

## Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

### 15 Creditors amounts falling due within one year

	2014 £
Trade creditors	378,185
Amounts owed to subsidiary undertakings	15,627,014
Amounts owed to group undertakings	10,432
Dividends payable (Note 9)	184,825
Other taxation and social security	82,022
Other creditors	20,174
Accruals and deferred income	631,263
	<u>16,933,915</u>

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

### 16 Creditors' amounts falling due after more than one year

	2014 £
Loan from parent undertaking	<u>40,498,219</u>

On 17 April 2014, the company entered into three new loan agreements with Silver Diamond TEHC24 Sàrl, the immediate parent undertaking. The loans are repayable on 17 April 2024 or within 4 years and 350 days from the date of agreement with 30 days written notice.

The loan interest is payable quarterly and included within amounts owed to group undertakings, as a creditor due within one year. Loan arrangement fees are amortised over the loan term and the loan is shown net of these deferred fees.

The loan principal values and interest rates are shown in the table below.

Loan principal £	Arrangement fee %	Unamortised arrangement fee £	Interest rate LIBOR 3mGBP %
18,668,074	3.79%	602,757	+3.14% (capped at 3.50%)
4,667,018	2.12%	84,098	+3.14%
17,849,982	-	-	+6.51%
<u>41,185,074</u>		<u>686,855</u>	

# Gold Diamond D Kensington 2013 Ltd

## Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

### 17. Deferred taxation

	2014 £
Provision at beginning of year	-
Charge for year to the profit and loss account	381,274
Provision at end of year	<u>381,274</u>

The provision for deferred taxation is made up as follows

	2014 £
Accelerated capital allowances	<u>381,274</u>

### 18. Share capital

	2014 £
<b>Allotted, called up and fully paid</b>	
17,491,986 ordinary shares of £1 each	<u>17,491,986</u>

### 19. Reserves

	Revaluation reserve £	Profit and loss account £
Loss for the financial period	-	(2,397,471)
Dividends (Note 9)	-	(2,496,952)
Unrealised surplus on revaluation of fixed assets	21,379,033	-
At 31 December 2014	<u>21,379,033</u>	<u>(4,894,423)</u>

### 20 Reconciliation of movement in shareholder's funds

	2014 £
Loss for the financial period	(2,397,471)
Dividends (Note 9)	(2,496,952)
Shares issued during the period	17,491,986
Unrealised surplus on revaluation of fixed assets	21,379,033
Closing shareholder's funds	<u>33,976,596</u>

On incorporation, the company allotted 1 ordinary share of £1 at par value

On 13 December 2013, the company issued 17,491,985 ordinary shares of £1 at par value

## Gold Diamond D Kensington 2013 Ltd

### Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

#### 21 Capital commitments

At 31 December 2014, the company had capital commitments as follows

	2014 £
Contracts placed for future capital expenditure not provided in the financial statements	26,463

#### 22. Operating lease commitments

At 31 December 2014, the company had annual commitments under non-cancellable operating leases for assets other than land and buildings, expiring as follows

	2014 £
<b>Expiry date</b>	
Within one year	38,179
Between two to five years	30,315

#### 23. Contingent liability

During the period the company entered into a facility agreement with a number of third parties, in respect of a loan to Silver Diamond TEHC24 Sarl, the immediate parent undertaking, of up to £340,000,000, which has been fully drawn at the year end date. This loan was secured by way of a fixed and floating charge over the present and future property and assets of the company and those of several other group undertakings. The directors do not anticipate the security being called in.

#### 24. Related party transactions

Advantage has been taken of the exemption available under Financial Reporting Standard 8 "Related Party Disclosures" from disclosing transactions with group companies that are wholly owned within the Silver Diamond TEHC24 Sarl group.

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

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

The directors regard Tamweelview European Holdings SA, a company registered in Luxembourg, as the ultimate parent undertaking. Tamweelview European Holdings SA is the parent undertaking of the largest group to consolidate these financial statements, copies of which are available from 13, rue Edward Steichen (1st floor), L-2540 Luxembourg.

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

## Gold Diamond D Kensington 2013 Ltd

### Notes to the financial statements for the period from 24 September 2013 to 31 December 2014

#### 26. Purchase of hotel and business

On 19 December 2013, the company purchased the hotel property, business, rights and assets of Gold Diamond E Kensington 2005 Ltd, a subsidiary undertaking, for net consideration of £15,627,014

There were no fair value adjustments on acquisition. The operating assets and liabilities acquired were as follows

	2014 £
Tangible fixed assets	55,437,689
Stocks	26,908
Debtors	3,530,485
Cash at bank and in hand	2,051,426
Creditors	(42,895,498)
	<hr/>
	18,151,010

#### 27. Post balance sheet events

After the balance sheet date, on 23 March 2015, the company assumed the liabilities owed by Gold Diamond E Kensington 2005 Ltd, the subsidiary undertaking, offsetting them against the payable for the purchase of the hotel and business. This assumption of debts left an intercompany payable of £14,502,343.

On 10 April 2015, Gold Diamond E Kensington 2005 Ltd, the subsidiary undertaking, purchased 17,305,195 of its ordinary shares from the company for consideration of £0.8380283 per share. The consideration settled £14,502,243 of the outstanding intercompany balance, leaving a balance of £100.