

The Connaught Hotel Limited

Reports and financial statements

Year ended 31 December 2017

Registered number: 3669273



The Connaught Hotel Limited

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The Connaught Hotel Limited

Directors and other information

Board of Directors

Fady Bakhos
Liam Cunningham

Registered office

41 - 43 Brook Street
Mayfair
London
W1K 4HJ

Auditor

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Bankers

Barclays Bank
1 Churchill Place
London
E14 5HP

Allied Irish Bank (GB)
City Office
9 – 10 Angel Court
London
EC2R 7AB

Solicitors

MacFarlanes LLP
10 Norwich Street
London
EC4A 1BD

Registered number

3669273

The Connaught Hotel Limited

Strategic report

The directors present their Strategic report and audited financial statements for the year ended 31 December 2017.

Principal activity

The main activity of The Connaught Hotel Limited ('the Company') continues to be the ownership and operation of The Connaught Hotel, London, a five star hotel in the United Kingdom.

Change of ownership

On 12 December 2017, the Company was sold by its intermediate parent company MHG Senior Borrower Limited to Selene Midco Limited, a sister company under common control. This has no impact on the underlying trade of the business. Ultimate ownership of the company has not changed.

Financing

Linked to the disposal discussed above, the Company has entered into a new £154.8 million Master Murabaha Agreement with final maturity of 31 October 2022. Offset against this amount is £0.1 million of directly attributable prepaid fees which are amortised over the life of the agreement.

Business review

The company achieved a turnover of £47.0 million (2016: £43.9 million) in the year ended 31 December 2017 which is an increase of 7.2% (2016: 7.1%) compared to the previous year.

The company produced an operating profit of £10.1 million in the year to 31 December 2017 (2016: £12.2 million profit). Softening in operating profit year on year was predominantly driven by the planned closure of the foyer dining to allow for the refurbishment and soft opening of the new restaurant - Jean Georges at the Connaught.


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

	2017	2016
REVPAR £	634.9	595.3
Gross profit %	65.3	67.1
Operating profit %	21.5	27.9

Principal risks and uncertainties

The hotel industry's performance is closely aligned to the general economic environment. Therefore, a key risk facing the company is adverse economic conditions. The Company recognises the potentially adverse impact of The United Kingdom leaving the European Union and the continued pressure of the increase in the supply of luxury accommodation in London, however management believes it has the team, strategies and initiatives in place to defend and build on its position effectively. The Connaught Hotel Limited has an effective revenue strategy charging its customers rates that vary depending on levels of demand. This reduces, though does not eliminate, the financial impact arising from such adverse conditions.

By order of the board and signed on its behalf by


Liam Cunningham
Director

28 June 2018

The Connaught Hotel Limited

Directors' Report

Dividends

The dividends paid during the year amounted to £148.7m (2016: £Nil)

Directors and their interests

The directors who held office during the year were as follows:

Liam Cunningham
Fady Bakhos

Directors' liabilities

The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' report.

Disabled employees

The Company gives full consideration to applications for employment from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion.

Where existing employees become disabled, it is the Company's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim.

Employee involvement

The Company operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulations 2005. During the year, the policy of providing employees with information, including information relating to the economic and financial factors affecting the performance of the company, has been continued through the staff quarterly meetings. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

Employees participate directly in the success of the business through the Company's various incentive schemes.

The Connaught Hotel Limited

Directors' Report (*continued*)

Political donations

The Company made no political contributions during the year (2016: £Nil).

Going Concern

The Company's business activities, together with the factors likely to affect its future development, is described in the Strategic Report on page 2.

The group headed by the company's intermediate parent company, Constellation Hotels Holding Ltd Ltd S.C.A ('the Group'), has considerable financial resources. As a consequence, the directors believe that the Group is well placed to manage its business risks successfully.

After making enquiries, and taking into account the support also assured by Constellation Hotels Holding Ltd S.C.A, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 3. Having made enquiries of fellow directors and of the Company's auditors, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information (that is, information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and Ernst & Young LLP will therefore continue in office.

Approved by the Board of Directors ('the Board') and signed on behalf of the Board



Liam Cunningham
Director

28 June 2018

The Connaught Hotel Limited

Statement of directors' responsibilities

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. 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 101 *Reduced Disclosure Framework*.

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 year. 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; and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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 the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the Board



Liam Cunningham
Director

28 June 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE CONNAUGHT HOTEL LIMITED

Opinion

We have audited the financial statements of The Connaught Hotel Limited for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Balance sheet, the Statement of Changes in Equity and the related notes 1 to 21, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Independent auditor's report to the members of The Connaught Hotel Limited (continued)

Other information (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the S Report or Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of The Connaught Hotel Limited
(continued)

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Rebecca Turner (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
1 More London Place
London
SE1 2AF



The Connaught Hotel Limited

Registered number: 3669273

Statement of comprehensive income

for the year ended 31 December 2017

	Note	2017 £'000	2016 £'000
Turnover	3	47,041	43,896
Cost of sales		(16,328)	(14,453)
Gross profit		30,713	29,443
Administrative expenses		(20,521)	(17,197)
Operating Profit	5	10,192	12,246
Finance costs	6	(308)	-
Profit before tax		9,884	12,246
Tax (charge)/credit for the year	7	(2,010)	1,038
Profit for the financial year		7,874	13,284

The company had no other comprehensive income in the financial year or in the preceding financial year other than those dealt with in the profit and loss account. All activities in the current and preceding periods are derived from continuing operations.

The Connaught Hotel Limited

Registered number: 3669273

Balance sheet

as at 31 December 2017

	Note	2017 £'000	2016 £'000
Fixed assets			
Tangible assets	8	151,736	144,285
Investments	9	166	166
		<hr/>	<hr/>
		151,902	144,451
Current assets			
Stocks	10	1,800	1,432
Debtors	11	21,106	21,804
Cash at bank and in hand		1,926	3,574
		<hr/>	<hr/>
		24,832	26,810
Current liabilities			
Trade and other payables	12	(8,553)	(18,726)
Loans and borrowings	13	(2,550)	-
		<hr/>	<hr/>
Net current assets		13,729	8,084
		<hr/>	<hr/>
Total assets less current liabilities		165,631	152,535
Non current liabilities			
Loans and borrowings	13	(152,407)	-
Deferred taxation	14	(5,200)	(3,698)
		<hr/>	<hr/>
Net assets		8,024	148,837
		<hr/> <hr/>	<hr/> <hr/>
Capital and reserves			
Called up share capital	15	150	150
Share premium account		-	70,846
Profit and loss account		7,874	77,841
		<hr/>	<hr/>
Shareholders' funds		8,024	148,837
		<hr/> <hr/>	<hr/> <hr/>

These financial statements were approved by the Board of Directors on 28 June 2018.

Signed on behalf of the Board of Directors



Liam Cunningham
Director

The Connaught Hotel Limited

Statement of changes in equity for the year ended 31 December 2017

	Share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
At 1 January 2016	150	70,846	64,557	135,553
Profit for the financial year	-	-	13,284	13,284
Distribution from reserves	-	-	-	-
Other comprehensive income	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2016	150	70,846	77,841	148,837
Profit for the financial year	-	-	7,874	7,874
Reduction of capital	-	(70,846)	70,846	-
Distribution from reserves - dividend	-	-	(148,687)	(148,687)
Other comprehensive income	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2017	150	-	7,874	8,024

The accompanying notes form an integral part of the financial statements.

The Share premium reserve related to the excess paid by the shareholders to the Company above the nominal value of share capital. The share premium was reduced and the Company paid a dividend to its intermediate parent company MHG Senior Borrower Limited.

The reserve for Retained earnings relates accumulated profits/(losses) of the Company less any distributions to shareholders.

Dividends paid

	2017 £'000	2016 £'000
<i>Declared and paid during the year</i>		
Final dividend for 2017: 148.69p (2016: £nil)	148,687	-
	<hr/>	<hr/>

The Connaught Hotel Limited

Notes

to the financial statements

1 Statement of compliance

The Connaught Hotel Limited is a company incorporated and domiciled in the England and Wales. The company's registered office is 41-43 Brook Street, Mayfair, London, W1K 4HJ.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

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

2 Significant accounting policies

Basis of preparation

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

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

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

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Selene Holdings Limited. The results of the Company are included in the publicly available consolidated financial statements of Selene Holdings Limited.

As the consolidated financial statements of The Selene Holdings Limited include the equivalent disclosures, the company has also taken the exemption under FRS 101 available in respect of the following:

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

Basis of measurement

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

The Connaught Hotel Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

Foreign currency

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

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in profit or loss. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

Use of estimates and judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively. The key accounting judgements and sources of estimation uncertainty affecting these financial statements are:

- Carrying value of tangible fixed assets – note 8

Estimates to underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognised prospectively.

Going Concern

The Company's business activities, together with the factors likely to affect its future development, is described in the Strategic Report on page 2.

The group headed by the company's intermediate parent company, Constellation Hotels Holding Ltd S.C.A ('the Group'), has considerable financial resources. As a consequence, the directors believe that the Group is well placed to manage its business risks successfully.

After making enquiries, and taking into account the support also assured by Constellation Hotels Holding Ltd S.C.A, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, value added tax and other sales taxes.

Revenue is recognised for hotel, restaurant and ancillary services as those services are provided.

The Connaught Hotel Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

Taxation

The income tax expense comprises current and deferred tax. It is recognised in the income statement except to the extent that it relates to items recognised in OCI or directly in equity, in which case it is recognised in OCI or directly in equity.

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

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: those differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that the Group is able to control the timing of reversal and it is probable that they will not reverse in the foreseeable future.

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

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

Provisions

A provision is recognised in the balance sheet when the company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

Operating lease payments

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in the profit or loss as an integral part of the total lease expense.

Pension

Defined contribution plans

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

The Connaught Hotel Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

Pension *(continued)*

Defined benefit plan

The Company is a participating employer in group defined benefit scheme operated by providing benefits based on final pensionable salary. The assets of the scheme are held separately from those of the Company. The company is unable to identify its share of the underlying assets and liabilities of the schemes on a consistent and reasonable basis and therefore, as required by IAS19 'Employee benefits', accounts for the schemes as if they were defined contribution schemes. As a result the amount charged to profit or loss account represents the contributions payable to the schemes in respect of the accounting year.

Stocks

Stocks of finished goods are measured at the lower of cost and net realisable value.

Non-derivative financial instruments

Loans and receivables

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

Non-derivative financial liabilities

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

Ordinary shares

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

Ordinary dividends are recognised in the period in which they are paid to shareholders.

Tangible fixed assets

Recognition and measurement

Items of tangible fixed assets are measured at cost less accumulated depreciation and impairment.

If significant parts of an item of tangible fixed assets have different useful lives, then they are accounted for as separate items (major components) of tangible fixed assets.

Any gain or loss on disposal of an item of tangible fixed assets is recognised in profit or loss.

Depreciation

Depreciation has not been charged on the freehold and leasehold properties held by the Company as the residual values of those properties exceeds the carrying values.

The Connaught Hotel Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

Depreciation *(continued)*

As a result, on an annual basis the Company estimates the recoverable amount of its hotel properties based on the higher of their net realisable values or the present values of future cash flows expected to result from their use. Where the recoverable amount is less than the carrying amount of the hotel properties the group recognises an impairment loss in the profit and loss account.

Other fixed assets are stated at cost less accumulated depreciation.

Depreciation of other tangible assets is provided on a straight-line basis over the following useful lives:

Fixtures, fittings, plant and machinery	between 2 and 20 years
Short leasehold land buildings	between 1 and 5 years

Assets under the course of construction are not depreciated until brought into use.

Impairment

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. An impairment loss is reversed, only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Investments

Investments in subsidiaries are held at historical cost less any applicable provision for impairment.

The Connaught Hotel Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

Standards issued but not yet effective

The standards and interpretations that are issued, but not yet effective, up to the date of the issuance of the financial statements and that may impact the financial statements are disclosed below. The group intends to adopt these standards, if applicable, when they become effective.

		Effective for periods commencing on or after
IFRS 9	Financial Instruments	1 January 2018
IFRS 15	Revenue from contracts	1 January 2018
IFRS 16	Leases	1 January 2019

The directors are currently considering the impact on the financial statements in the period of initial application. The impact of IFRS 9 and IFRS 15 are not expected to be material.

3 Turnover	2017 £'000	2016 £'000
Hotel, restaurant and ancillary services	47,041	43,896
All revenue is derived from operations within the UK.		

The Connaught Hotel Limited

Notes (continued)

4 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	2017	2016
	No.	No.
Hotel and administration	442	370

The aggregate payroll costs of these persons were as follow:

	2017	2016
	£'000	£'000
Wages and salaries	10,847	9,481
Social security costs	839	682
Other pension costs	248	220
	11,934	10,383

One of directors is remunerated by third party management company Hume Street Management Consultants Limited which charged fees of £5,000,000 (2016: £5,000,000) to the company's former parent company Coroin Limited during the year ended 31 December 2017 for services provided to this company and others within the group as set out in the Coroin Limited financial statements. One of the directors is remunerated by third party management company Al Mirqab Holding Co. which is paid €2,000,000 (2016: €2,000,000) by Constellation Hotel Holdings Ltd S.C.A. an intermediate parent holding company registered in Luxembourg. The directors do not believe that it is practicable to apportion these amounts between their services as directors of the company and their services as directors of the holding and fellow subsidiary companies.

5 Statutory information

	2017	2016
	£'000	£'000
Operating profit is stated after charging:		
Operating leases – minimum lease payments	33	48
Depreciation – owned assets	1,963	1,542
Cost of stocks recognised as an expense	4,415	3,834

Auditor's remuneration

	2017	2016
	£'000	£'000
Audit of these financial statements	35	26
Amounts receivable by the auditors and their associates in respect of:		
Other services relating to taxation	18	18

The Connaught Hotel Limited

Notes (continued)

6 Finance costs	2017 £'000	2016 £'000
External bank loans	308	-

The Company has entered into a new £154,787,600 Master Murabaha Agreement with final maturity of 31 October 2022. The interest expense represents an interest accrued for the period from the drawdown of the loan to 31 December 2017 of £271,000 and lender fees of £37,000.

7 Income taxes	2017 £'000	2016 £'000
(a) Amounts recognised in profit or loss		
Current tax		
UK corporation tax	508	-
Adjustment in respect of prior years	-	-
Total current tax	508	-
Deferred tax		
Origination and reversal of temporary differences	980	(59)
Adjustments in respect of prior periods	636	(767)
Impact of change in tax rates	(114)	(212)
Total deferred tax charge/(credit)	1,502	(1,038)
Tax charge/(credit) in the income statement	2,010	(1,038)

The Connaught Hotel Limited

Notes *(continued)*

7 Income taxes *(continued)*

Reconciliation of tax charge/(credit)	31 December 2017 £'000	31 December 2016 £'000
Profit on ordinary activities before tax	9,884	12,246
Profit on ordinary activities before tax at the standard Corporation tax rate in UK of 19.25% (2016: 20.00%)	1,902	2,449
Group relief received not paid for	(520)	(2,071)
Transfer pricing adjustments	118	113
Expenses not deductible for tax purposes	161	146
Adjustments to tax charge in respect of previous periods	636	(767)
Effects of latent capital gains	(173)	(696)
Impact of change in tax rates	(114)	(212)
Total tax charge/(credit)	2,010	(1,038)

Factors which may affect future tax charges

Reductions in the UK corporation tax rate to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were substantively enacted on 26 October 2015 and 6 September 2016 respectively. This will reduce the company's future tax charge accordingly.

The Connaught Hotel Limited

Notes (continued)

8 Tangible fixed assets	Long leasehold land and buildings £'000	Short leasehold land and buildings £'000	Structural improvements £'000	Assets under the course of construction £'000	Fixtures, fittings, plant and machinery £'000	Total £'000
<i>Cost</i>						
At 31 December 2016	132,167	591	-	420	25,905	159,083
Additions	-	-	-	9,584	-	9,584
Reclassification	-	-	364	(7,325)	6,961	-
Disposals	-	-	-	-	(223)	(223)
At 31 December 2017	132,167	591	364	2,679	32,643	168,444
<i>Accumulated depreciation</i>						
At 31 December 2016	-	591	-	-	14,207	14,798
Charge for the year	-	-	6	-	1,957	1,963
Disposals	-	-	-	-	(53)	(53)
At 31 December 2017	-	591	6	-	16,111	16,708
<i>Net book value</i>						
At 31 December 2017	132,167	-	358	2,679	16,532	151,736
At 31 December 2016	132,167	-	-	420	11,698	144,285

The Connaught Hotel Limited

Notes *(continued)*

8 Tangible fixed assets *(continued)*

QIB (UK) plc holds a first fixed charge over all property, buildings, fixtures, fittings and fixed plant and machinery at the The Connaught Hotel and a floating charge over all of the Company's assets in respect of the amounts owed by the Company at the period end of £154.8 million (2016: £788.6 million owed by MHG Senior Borrower Limited, intermediate parent company).

In accordance with the Company's accounting policies, the directors undertake an annual review of the carrying value of all other property, plant and equipment to determine whether there is any indication of impairment. An impairment test was performed at 31 December 2017 by comparing the carrying amount of these assets to their recoverable amounts.

The recoverable amount is determined as the higher of value in use and fair value less costs of disposal. In determining an asset's recoverable amount the directors are required to make judgements, estimates and assumptions that impact on the carrying value of the properties. The estimates and assumptions used are based on historical experience and other factors that are believed to be reasonable based on information available. At 31 December 2017, the fair value, and hence the recoverable amount were deemed to be significantly higher than the carrying amount. The directors conclude that the carrying value of property, plant and equipment is not impaired at 31 December 2017.

The estimated fair values of the long lease and freehold land and buildings would increase (decrease) if:

- the discount rate was higher (lower);
- the trading performance of the hotels improved (declined); or
- market yields increased (decreased).

The Connaught Hotel Limited

Notes *(continued)*

	2017	2016
	£'000	£'000
9 Investments		
Investments in subsidiary undertakings		
At cost and net book value		
At beginning and end of year	166	166

Details of subsidiary undertakings at 31 December 2017 are as follows:

Subsidiary undertaking	Country of incorporation	Activity	Shareholding
Connaught F&B Limited	Great Britain	Dormant company	100%
The Connaught Hotel (52242) Limited	Great Britain	Dormant company	100%
Mount Street Mansions Limited	Great Britain	Dormant company	100% (indirect)

The registered address for each subsidiary is the same as that of the Company.

	2017	2016
	£'000	£'000
10 Stocks		
Raw materials and consumables	1,800	1,432

The replacement cost of stocks did not differ significantly from the amounts shown above.

	2017	2016
	£'000	£'000
11 Debtors		
Trade debtors	2,630	2,379
Amounts owed by group undertakings	17,708	18,757
Amounts owed from related party	24	-
Prepayments and accrued income	713	643
Other debtors	31	29
	21,106	21,808

All amounts fall due within one year.

The Connaught Hotel Limited

Notes (continued)

12 Trade and other payables	2017	2016
	£'000	£'000
Trade creditors	2,444	1,379
Amounts owed to group undertakings	579	12,213
Amount owed to subsidiary undertakings	165	165
Amounts owed to related party	35	-
Other taxes and social security	2,754	2,300
Other creditors	392	454
Accruals and deferred income	2,184	2,215
	<hr/>	<hr/>
	8,553	18,726
	<hr/> <hr/>	<hr/> <hr/>
13 Loans and borrowings	2017	2016
	£'000	£'000
Non current liabilities		
Secured bank loans	152,407	-
	<hr/>	<hr/>
	£'000	£'000
Current liabilities		
Secured bank loans	2,279	-
Accrued interest	271	-
	<hr/>	<hr/>
	2,550	-
	<hr/> <hr/>	<hr/> <hr/>

On 11 December 2017 the company entered into an agreement of a new facility of £154.8million. The new facility is repayable in October 2022, with £2.3million due annually until October 2022. The security package for the bank loans comprises cross company guarantees supported by debentures giving a fixed and floating charge over all the assets of the group.

Offset against bank loans are loan arrangement fees of £0.1 million which, in line with the Group's accounting policies, are amortised over the period of the loan using the effective interest method.

The Connaught Hotel Limited

Notes (continued)

14 Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

	2017 £'000	2016 £'000
At 1 January	3,698	4,736
Charged/(credited) to profit and loss	1,502	(1,038)
	<hr/>	<hr/>
Net deferred tax liability as at 31 December	5,200	3,698
	<hr/> <hr/>	<hr/> <hr/>

Deferred tax assets and liabilities are attributable to the following:

	Assets 2017 £'000	Assets 2016 £'000	Liabilities 2017 £'000	Liabilities 2016 £'000	Net 2017 £'000	Net 2016 £'000
Depreciation in advance of capital allowances	-	(347)	1,244	-	1,244	(347)
Capital gains on properties	-	-	4,252	4,404	4,252	4,404
Tax value of losses carried forward	(294)	(357)	-	-	(294)	(357)
Other temporary differences	(2)	(2)	-	-	(2)	(2)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Net deferred tax (assets)/liabilities	(296)	(706)	5,496	4,404	5,200	3,698
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The Connaught Hotel Limited

Notes (continued)

	2017	2016
	£'000	£'000
15 Called up share capital		
<i>Authorised, issued, called up, allotted and fully paid</i>		
1,000,000 "A" ordinary shares of £0.1 each	100	100
500,000 "B" ordinary shares of £0.1 each	50	50
	<u>150</u>	<u>150</u>

Shares rank equally, except for a dividend and return on capital, where the distribution rights of the "A" shares are 10,000 times those of "B" shares.

	2017	2016
	£'000	£'000
16 Capital commitments		
Capital commitments (land and buildings):		
Contracted but not provided for in the accounts	1,648	670
	<u>1,648</u>	<u>670</u>

17 Operating leases

Non-cancellable operating lease rentals are payable as follows:

	2017	2016
	£'000	£'000
Less than one year	33	48
Between one and five years	51	51
More than five years	458	464
	<u>542</u>	<u>563</u>

During the year £33,000 was recognised as an expense in the profit and loss account in respect of operating leases (2016: £48,000).

The Connaught Hotel Limited

Notes *(continued)*

18 Pensions and similar obligations

The Connaught Hotel Limited is a participating employer in two pension schemes:

- The Maybourne Hotels Group Pension and Life Insurance Scheme, a defined benefit scheme, which has two sections – the Staff and Senior Staff sections, was closed to new entrants with effect from 1 August 2006.
- The Maybourne Stakeholder Scheme, a defined contribution scheme, was introduced on 1 August 2006 and is open to all staff if they meet the eligibility criteria. Pensions for 9 employees (2016: 11 employees) are funded through this scheme. The defined contribution pension cost for the year amounted to £38,929 (2016: £39,358). To comply with the law, the company auto-enrolled all employees who are not members of any pension scheme from 1 April 2014 – autoenrolment stakeholder pension scheme. 357 employees were auto-enrolled in 2017 (2016: 264 employees) with a cost for the year of £132,611 (2016: £112,657). The company actively encourages staff to join the scheme as it believes that it is an important element of the remuneration package.

As set out in the strategic report, on 12 December 2017 Maybourne Hotels Limited, The Berkeley Hotel Limited, The Connaught Hotel Limited (“the Selene Employers”) were transferred and ceased to be wholly owned subsidiaries of the same ultimate parent of Claridge’s Hotel Limited (“the Transaction”). Up until the date of the transaction the Selene Employers were participating employers in the The Maybourne Hotels Group Pension and Life Insurance Scheme (“the Scheme”) in respect of some of their employees. Claridge’s Hotel Limited was the principal employer under the Scheme rules.

As a consequence of the Selene Employers not having a common ultimate parent with Claridge’s Hotel Limited following the Transaction, the continued participation in the Scheme by the Selene Employers required agreement with the trustees of the Scheme (“the Trustees”) and Claridge’s Hotel Limited. Interim agreement with respect to continued participation by the Selene Employers until 12 December 2018 has been agreed and agreement on permanent participation is expected to be agreed with the Trustees before 12 December 2018. The Company has been advised by Macfarlanes LLP, the Company’s legal advisor, that as a result of continued participation in the Scheme by the Selene Employers on an interim basis any statutory debts under section 75 of the Pensions Act 1995 arising from the Transaction have been cancelled and the Company, having received advice, is satisfied that agreement on permanent participation is expected to be agreed with the Trustees before 12 December 2018 and that no further section 75 debts are expected to arise during the next twelve months. Should agreement for permanent participation in the scheme not be reached with the Trustees by 12 December 2018 then liabilities could be triggered including section 75 liabilities however the directors consider the likelihood of this to be remote.

It has been agreed that obligations in respect of the Scheme shall be allocated between Coroin Limited and Claridge’s Limited (“the Coroin Employers”) on the one hand and the Selene Employers on the other hand in the ratio 49.5% to 50.5%. It has also been agreed that future service contributions shall be payable by each of the Employers as a percentage of the pensionable salaries of their respective employees who are members of the Scheme.

Management intend for the Scheme to be operated in this fashion with additional payment obligations above future service contributions being met initially by Coroin Limited on behalf of the Coroin Employers and by The Berkeley Hotel Limited on behalf of the Selene Employers. Accordingly, Coroin Limited recognises 49.5% of the Scheme net pension obligation in its balance sheet and 50.5% of the Scheme net pension obligation (along with the associated deferred tax) has been transferred through equity to the balance sheet of The Berkeley Hotel Limited, the Company’s sister company and the principal employer for the Selene employers.

The Connaught Hotel Limited

Notes (continued)

18 Pensions and similar obligations (continued)

The defined benefit liability for the Selene employers is disclosed fully in the accounts of The Berkeley Hotel Limited. In prior years it was fully disclosed in the consolidated accounts of Coroin Limited.

The directors are unable to identify the Company's share of the scheme assets and liabilities as;

- Most scheme members have worked for more than one company within the Group. The Group structure has also changed materially over time due to restructurings, acquisitions and disposals. It is therefore not appropriate to allocate assets and liabilities between the participating companies.
- For funding purposes, the employers within the group share actuarial risks. The determination of cash contributions does not separately identify assets and liabilities for individual participating companies and all employers pay the same contribution rate in respect of accruing benefits. Contributions in respect of the past service deficit are paid separately by another group company.

As a result it is accounted for as a defined contribution scheme. The scheme is currently in deficit and the overall Group contributions have been capped at £332,282 a month (2016: £324,178 a month). At 31 December 2017 this deficit, calculated in accordance with IAS 19, amounted to £4.2 million (31 December 2016: deficit of £4.7 million), split between Coroin Limited £2.1m and The Berkeley Hotel Limited £2.1m. Full details of the scheme are disclosed in the accounts of Coroin Limited and The Berkeley Hotel Limited.

19 Related party disclosures

The company is exempt under the provisions of IAS 24 *Related Party Disclosures* from disclosing related party transactions entered into between two or more 100% owned members of a group.

At 31 December 2017 an amount of £24,089 remains due from Hume Street Management Consultants Limited, the Company's management company in relation to services rendered to them during the year. This is a related party by way of common directors.

At 31 December 2017 an amount of £34,717 remains due to Claridge's Hotel Limited, a company that until 12 December formed part of the same group. Since that date, £35,000 was incurred in relation to services rendered by them and £16,000 was paid. This is a related party by way of common directors.

Transactions entered into, and trading balances outstanding at 31 December 2017 are as follows:

	Opening balance 31/12/2016 £'000	Sales £'000	Payments £'000	Closing balance 31/12/2017 £'000
Related party				
Asset/(liability)				
Hume Street Management Consultants	29	26	(31)	24
Claridge's Hotel Limited				(35)

The Connaught Hotel Limited

Notes *(continued)*

20 Ultimate parent company

The company's ultimate parent company and controlling party is Prime Captial S.A., a company incorporated in Luxembourg. This is the largest group in which the results of the Company are consolidated.

The ultimate controlling party is His Excellency Sheikh Hamad Bin Jassim Bin Jaber Al Thani.

Selene Holdings Limited, a company incorporated in Great Britain and registered in England and Wales is the smallest group in which the results of the Company are consolidated. Copies of those statutory accounts will be available from its registered office, 41 - 43 Brook Street, Mayfair, London, W1K 4HJ .

21 Subsequent events

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