Directors' report and financial statements

For the year ended 31 December 2011

Registered number 29022

WEDNESDAY

LD6 26/09/2012 COMPANIES HOUSE #126

### Directors' report and financial statements

Contents	Page
Directors and other information	1
Directors' report	2
Statement of directors' responsibilities	4
Independent auditor's report	5
Statement of accounting policies	7
Profit and loss account	10
Balance sheet	11
Notes forming part of the financial statements	12

### Directors and other information

Directors

Stephen Alden Carole Walker

Secretary

Carole Walker

Registered office

30 Old Burlington Street

Mayfair London W1S 3AR

**Bankers** 

Allied Irish Bank (GB)

City Office

9 – 10 Angel Court

London EC2R 7AB

Auditors

**KPMG** 

Chartered Accountants

1 Stokes Place St Stephen's Green

Dublin 2

**Solicitors** 

DLA Piper UK LLP

3 Noble Street

London EC2V 7EE

### Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2011

#### Activities

The principal activity of the company is the ownership and operation of Claridge's Hotel

### Review of developments and future prospects

The profit for the year ended 31 December 2011 before tax was £20 3 million (18 month period ended 31 December 2010 £29 7 million) The profit and loss account is shown on page 10 The directors expect that the present activity level will at least be sustained for the foreseeable future

#### **Business review**

The company maintained occupancy at 83% during the 12 month period ended 31 December 2011 (18 month period ended 31 December 2010 82%) Revenue per available room (RevPar) for the company increased by £18 to £482 a 3 9% growth (2010 £464) The key risk facing the company's performance for 2012 is a downturn in the global economy

#### **Dividends**

During the year no dividends have been paid or proposed (18 month period ended 31 December 2010 Nil)

#### Directors and their interests

The directors who held office during the year were as follows

Stephen Alden

Mark Hennebry

Resigned 29 November 2011

Carole Walker

Appointed 2 December 2011

The directors and secretary do not hold any material interests in the shares of the company or any other company in the group

### **Employees**

The company's policy is to give full and fair consideration to the recruitment of disabled persons having regard to their particular aptitudes and abilities. Appropriate training will be arranged for disabled persons. The company's personnel policies ensure that all its employees are made aware, on a regular basis, of the company's policies, programmes and progress.

Directors' report (continued)

### Creditor payment policy

The payment policy of the company is to pay all purchases within thirty days of the end of the month. The payment policy applies to all payments to creditors/suppliers for revenue and capital supplies of goods and services without exception.

#### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

#### Political and charitable contributions

The company made no political contributions during the year and no donations to charities

#### **Auditors**

Director

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG will therefore continue in office

Approved by the Board of Directors and signed on behalf of the board

12 September 2012

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

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

Company law requires the directors to prepare financial statements for each financial period. 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)

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 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 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

Stephen Alden

Director

12 September 2012

### Independent auditor's report to the members of Claridge's Hotel Limited

We have audited the financial statements of Claridge's Hotel Limited for the year ended 31 December 2011 which comprise the profit and loss account, balance sheet and related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

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

### Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at <a href="https://www.frc.org.uk/apb/scope/private.cfm">www.frc.org.uk/apb/scope/private.cfm</a>

### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### Independent auditor's report to the members of Claridge's Hotel Limited (continued)

### Emphasis of matter - going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in Note 1 to the financial statements about the preparation of the financial statements on a going concern basis. As outlined in Note 1 borrowings of the company's parent, Coroin Ltd, and other group companies, are secured by a fixed and floating charge over the assets of the company. The parent company is currently in discussions with a number of financial institutions with a view to putting in place alternate financing facilities as its existing facilities are due for refinancing on 28 September 2012. Prior to putting in place alternate facilities additional equity may be required from parent company shareholders. The directors are confident that equity will be available from these shareholders if required and that refinancing discussions will be satisfactorily concluded. On this basis the directors are satisfied that the financial statements should be prepared on the going concern basis.

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report is consistent with the financial statements

### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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

Laura Gallagher (Senior Statutory Auditor)

For and on behalf of KPMG, Statutory Auditor

Chartered Accountants

Stokes Place

St Stephens Green

Dublin 2

Ireland

13 September 2012

### Statement of accounting policies

for the year ended 31 December 2011

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

### Basis of preparation and going concern

The financial statements are prepared in Sterling in accordance with generally accepted accounting principles under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

The financial statements have been prepared on a going concern basis. See Note 1 to the financial statements for further information

#### Cash flow statement

The company's ultimate parent undertaking publishes financial statements which are publicly available. Those financial statements include a consolidated cash flow statement. For this reason the exemption requirements of FRS 1 (Revised) "Cash Flow Statements" are met and the company has therefore not prepared a cash flow statement.

#### Group accounts

The company is exempt from the obligation to prepare consolidated accounts by virtue of Section 400 of the Companies Act 2006 in that it is a wholly owned subsidiary of its ultimate parent and controlling undertaking which itself prepares group accounts which are publicly available. These financial statements are therefore entity financial statements and are not consolidated financial statements.

#### Turnover

Turnover represents income from hotel and restaurant operations, excludes value added tax and is recognised on provision of the related service. Turnover is derived solely from UK operations

#### Capitalisation of interest

Interest attributable to progress payments made on construction work-in-progress is capitalised and included in the cost of fixed assets. Interest is calculated by reference to specific borrowings where applicable or calculated at the weighted average interest rate for the pool of borrowings funding that particular project. Capitalisation of interest ceases when substantially all the activities that are necessary to bring the tangible fixed asset into use are complete.

### Tangible fixed assets

Tangible fixed assets are held at cost Expenditure on development of the company's hotel and restaurants, including major replacement and improvement of assets, is disclosed as Land and Buildings, Plant, Machinery, Fixtures and Fittings Land and Buildings includes the costs associated with structural improvements to freehold and long-term leasehold properties. The cost of replacement of glass and china and other certain loose equipment of hotels and restaurants is charged to revenue in the year in which it is incurred.

Statement of accounting policies (continued)

### Depreciation

Depreciation is not charged on freehold property as the group has a policy and practice of disposing of assets well before the end of their economic lives and the disposal proceeds of similar assets have not been materially less than their carrying amounts

As a result, on an annual basis the group 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. No depreciation is charged on archive materials however as they are maintained in good condition and they are expected to have a high residual value.

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

Plant and machinery Fixtures and fittings between 4 and 20 years between 5 and 20 years

### Investment in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less any provision for impairment in value

#### Stocks

Stocks are valued at the lower of cost and net realisable value

#### **Deferred taxation**

Deferred taxation is provided in full on an undiscounted basis on timing differences that result in an obligation to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law and on an undiscounted basis. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered

#### Leasing

Assets acquired under finance leases are included under the relevant category of tangible fixed assets and depreciated accordingly. The capital element of future lease rentals payable is included as appropriate under creditors due within or after more than one year. The interest element of lease rentals is charged to the profit and loss account. Rentals under operating leases are charged to the profit and loss account, as incurred, over the terms of the leases.

Statement of accounting policies (continued)

### Pension and other post retirement benefits

The company is a participating member of a larger group defined benefit pension scheme, the Maybourne Hotels Group Pension and Life Insurance Scheme, providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company. The company is unable to identify its share of the scheme assets and liabilities on a consistent and reasonable basis and therefore, as permitted by FRS 17 'Retirement benefits', the scheme has been accounted for in these financial statements, as if the scheme was a defined contribution scheme. As a result, the amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Registered number 29022

### Profit and loss account

for the year ended 31 December 2011

		Year ended 31 December 2011	18 month period ended 31 December 2010
	Note	£'000	£'000
Turnover Cost of sales	2	57,183 (16,324)	82,656 (24,113)
Gross profit		40,859	58,543
Administrative expenses		(20,663)	(28,853)
Profit on ordinary activities before taxation	4	20,196	29,690
Tax credit/(charge) on profit on ordinary activities	5	60	(670)
Profit for the financial year/period	13/14	20,256	29,020

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

# Claridge's Hotel Limited Registered number 29022

### Balance sheet

At 31 December 2011

	<b>.</b>	2011	2010
T2:4	Note	£'000	£,000
Fixed assets Tangible assets	6	198,706	198,348
Financial assets	7	150,700	150,540
i manciai assets	,		
		100.056	100 400
Current assets		198,856	198,498
Stocks	8	979	972
Debtors	g	142,380	124,814
Cash at bank and in hand		2,241	1,466
		145,600	127,252
Creditors: amounts falling due within one year	10	(12,795)	(14,345)
•			
Net current assets		132,805	112,907
Net assets		331,661	311,405
Capital and reserves		<del></del>	
Called up share capital	12	2,862	2,862
Share premium account	13	3,128	3,128
Revaluation reserve	13	137,423	137,423
Other reserves	13	24,611	24,611
Profit and loss account	13	163,637	143,381
Total shareholders' funds	14	331,661	311,405
Total Shareholders Tunus	17		

These financial statements were approved by the Board of Directors on 10 September 2012

Signed on behalf of the Board of Directors

Director

12 September 2012

#### Notes

forming part of the financial statements

### 1 Basis of preparation and going concern

The financial statements have been prepared on a going concern basis

As at 31 December 2011 the company had net current assets of £132,805,000 and net assets of £331,661,000 The company has provided cross guarantees with respect to the borrowings of Coroin Limited and its subsidiaries (the "group")

As at 31 December 2011 the group had net current liabilities of £635,676,000 and net assets of £15,463,000. The group's projections for 2012 forecast increased operating profit and cash flows reflecting increased average room rates and occupancy. The group holds sufficient working capital to meet its trading obligations. Funding of the group's debt used to acquire and develop the assets is dependent upon the continued availability of bank borrowings which are due for refinancing in September 2012. It is expected that the group's bankers will continue to provide financing to enable the group to meet its obligations as and when they fall due until such time as alternative financial arrangements are put in place. Discussions are ongoing with a number of financial institutions with a view to putting in place alternate facilities. Alternative financial arrangements may require additional equity to be invested by parent company shareholders. The directors are satisfied that this will be available if required.

On this basis, the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis

### 2 Turnover

		18 month
	Year ended	period ended
	31 December	31 December
	2011	2010
	£'000	£'000
Hotel, restaurant and ancillary business receipts	57,183	82,656
All turnover arises in the U K		<del> </del>

#### 3 Staff numbers and costs

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

	2011	2010
	No.	No
Hotel and administration	468	454

Notes (continued)

### 3 Staff numbers and costs (continued)

The aggregate payroll costs of these persons were as follow	
2011	2010
£'000	£'000
x 000	£ 000
Wages and salaries 10,105	14,733
Social security costs 977	1,345
Other pension costs 235	339
——————————————————————————————————————	
11,317	16,417
The directors receive no remuneration for their services to this company	
Operating profit	
	18 month
Year ended	period ended
31 December	31 December
2011	2010
£'000	£'000
Operating profit is stated after charging	
Operating leases	
Plant and machinery 7	8
Other assets 98	228
*	
Depreciation – owned assets 2,427	3,082
Auditor's remuneration	10 1
	18 month
Year ended	period ended
31 December	30 June
2011	2010
£'000	£'000
Audit of these financial statements 25	28
Amounts receivable by the auditors and their	
associates in respect of	
Other services relating to taxation 30	23

Notes (continued)

### 5 Tax credit/(charge) on profit on ordinary activities

		18 month
	Year ended	period ended
	31 December	30 June
	2011	2010
	£'000	£,000
UK corporation tax for the year at 26 49% (2010 28%)		
based on the profit for the period	-	-
Deferred tax (charge)/credit		
Timing differences origination and reversal		
Current year/period	(36)	(763)
Adjustment in respect of prior years	96	93
Tax credit/(charge) on profit on ordinary activities	60	(670)

Notes (continued)

### 5 Tax credit/(charge) on profit on ordinary activities (continued)

### Factors affecting corporation tax charge for the current year

The corporation tax assessed for the year is lower than that resulting from applying the standard rate of corporation tax in the UK of 26 49% (2010 28%)

The differences are explained below

<b>,</b>	Year ended 31 December 2011 £'000	18 month period ended 30 June 2010 £'000
Profit on ordinary activities before tax	20,196	29,690
Tax at 26 49% (2010 28%) thereon	5,351	8,313
Effect of Capital allowances in excess of qualifying depreciation Group relief received for nil consideration Other timing differences (deferred tax provided) Other permanent differences Expenses not deductible for tax purposes	(5,394) 4 (5)	(730) (9,848) - 2,265
Current tax charge for the year/period		-

#### Factors that may affect the future tax charge

Following the 2011 Budget Statement, the main rate of UK corporation tax was reduced from 28% directly to 26% with effect from 1 April 2011 Finance Act 2011, substantively enacted on 5 July 2011, further reduced the main rate of UK corporation tax to 25% from 1 April 2012 Following the 2012 Budget Statement, the main rate reduced from 26% directly to 24% with effect from 1 April 2012 Thereafter the main rate of UK corporation tax will continue to reduce by 1% per annum to 22% by 2014 It is expected that this graduated fall in the main corporation tax rate will result in a reduction of the company's deferred tax asset and also a reduction of the company's future current tax charge

Deferred tax has not been provided on the difference between the carrying value and the tax basis of fixed assets. This tax will only become payable if the assets are sold and rollover relief is not obtained. The estimated amount of tax that would become payable in these circumstances is £35.4 million.

Deferred tax has not been provided in respect of gains realised that have been rolled over into the acquisition cost of replacement assets. This tax will become payable if the replacement assets are sold and further rollover relief is not available. The estimated amount of tax that would become payable in these circumstances is £0.9 million.

Notes (continued)

6	Tangible fixed assets	Freehold land and buildings £'000	Assets under course of construction £'000	Fixtures, fittings, tools and equipment £'000	Total £'000
	Cost or valuation				
	As at 31 December 2010	180,019	4,316	36,091	220,426
	Additions	-	2,785	_	2,785
	Reclassification	1,195	(2,685)	1,490	-
	At 31 December 2011	181,214	4,416	37,581	223,211
	Accumulated depreciation				
	As at 31 December 2010	-	-	22,078	22,078
	Charge for the year	-	-	2,427	2,427
	At 31 December 2011	-	_	24,505	24,505
			<del></del>		
	Net book value				
	At 31 December 2011	181,214	4,416	13,076	198,706
		<del></del>			
	At 31 December 2010	180,019	4,316	14,013	198,348

The hotel property which the company occupies is carried at the value attributed to it at 31 December 1998 as adjusted for any additions at historic cost

Borrowings of the company's ultimate parent, Coroin Limited, and other group companies, are secured by a fixed and floating charge over the assets of the company

Notes (continued)

8

### 7 Financial fixed assets - investment in subsidiary undertakings

		2011 £'000	2010 £'000
At cost and net book value At beginning and end of the finar	ncial year/period	150	150
The subsidiary undertakings are a	as follows		
Subsidiary undertaking	Country of incorporation	Activity	Shareholding
A Goody Rewarded Ltd Claridge's Hotel (42000) Ltd	Great Britain Great Britain	Dormant Company Dormant Company	100% 100%
Stocks			
		2011 £'000	2010 £'000
Raw materials and consumables		979	972

The directors are of the opinion that the net realisable value of stock is greater than the carrying value

### Notes (continued)

### 9 Debtors

		2011 £'000	2010 £'000
	Trade debtors	3,715	2,664
	Other debtors	118	271
	Amounts owed by group companies	136,716	120,207
	Prepayments and accrued income	752	655
	Deferred tax asset (Note 11)	1,077	1,017
		142,380	124,814
	All amounts are due within one year		
10	Creditors: amounts falling due within one year	2011 £'000	2010 £'000
	Trade creditors	3,821	3,226
	Amounts owed to group companies	553	2,317
	Amounts owed to subsidiary undertakings	150	150
	Amounts owed to parent undertaking	4,000	4,000
	Other taxes and social security	2,449	2,101
	Other creditors	326	330
	Accruals and deferred income	1,496	2,221
		12,795	14,345
		<del></del>	<del></del>

Notes (continued)

### 11 Deferred tax asset

		2011 £'000	2010 £'000
	Movement in deferred tax provision		
	Opening deferred tax (asset)	(1,017)	(1,687)
	(Credit)/charge to the profit and loss account (Note 5)	(60)	670
	At end of year/period (note 9)	(1,077)	(1,017)
		2010 £'000	2009 £'000
	Analysis of deferred tax balance,	x 000	2 000
	Capital allowances in excess of depreciation	(1,039)	(929)
	Short term timing differences	(38)	(88)
	At end of year/period (note 9)	(1,077)	(1,017)
12	Called up share capital		
		2011	2010
		£'000	£,000
	Authorised:	2 000	5.000
	50,000,000 ordinary shares of 10p each	5,000	5,000
	Called up, allotted and fully paid		
	28,615,873 ordinary shares of 10p each	2,862	2,862

Notes (continued)

### 13

15

13	Reserves						
		Share Premium £'000	Revaluation reserve £'000	Other reserves £'000	Profit and loss account £'000	Total £'000	
	At 31 December 2010 Profit for the financial year/period	3,128	137,423	24,611	143,381 20,256	308,543 20,256	
	At 31 December 2011	3,128	137,423	24,611	163,637	328,799	
14	Reconciliation of movement in shareholders' funds						
				2011 £'000		2010 2'000	
	At start of the financial year/period Profit for the financial year/period			311,405 20,256	282,385 29,020		
	At end of the financial year/period			331,661	311,405		
15	Capital commitments						
				2011 £'000		2010 E'000	
	Capital commitments (land and but Contracted but not provided for in		ts	2,774		431	

Notes (continued)

### 16 Operating lease commitments

At 31 December 2011 the company was committed to making the following payments during the next year in respect of operating leases

		18 month
	Year ended	period ended
	31 December	31 December
	2011	2010
	£'000	£'000
Operating lease commitments (other assets) Expiring		
- within one year	16	12
- in two to five years	55	57
	···-	<del></del>
	71	69
Commitments under non-cancellable leases	71	69
		·· · · · · · · · · · · · · · · · · · ·

#### 17 Pensions and similar obligations

Claridge's 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 – Staff and Senior Staff section 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. The company actively encourages staff to join the scheme as it believes that it is an important element of the remuneration package. This is disclosed fully 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 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 it is expected that contributions will be increased to reduce the deficit. At 31 December 2010 this deficit, calculated in accordance with FRS 17, amounted to £5 2 million (31 December 2010 £1 4 million). Full details of the scheme are disclosed in the accounts of Coroin Limited.

Notes (continued)

### 18 Related party disclosures

The company is exempt under the provisions of paragraph 3, Financial Reporting Standard 8 "Related Party Disclosures" from disclosing details of transactions with Group related parties

### 19 Ultimate parent company

The company's ultimate parent company is Coroin Limited, a company incorporated in Great Britain and registered in England and Wales. This is the smallest and largest group in which the results of the company are consolidated. Copies of those statutory accounts will be available from its registered office, 30 Old Burlington Street, Mayfair, London, W1S 3AR