

**Lagonda Palace Propco Limited**

**Annual Report and Financial Statements**

**31 December 2017**

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# **Lagonda Palace Propco Limited**

## **Annual report and financial statements 2017**

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# **Lagonda Palace Propco Limited**

## **Report and financial statements 2017**

### **Officers and professional advisers**

#### **Directors**

A G Troy  
J A Burrell  
G S Hunter  
G J Gallagher

#### **Registered office**

The Inspire  
Hornbeam Square West  
Harrogate  
North Yorkshire  
HG2 8PA

#### **Bankers**

Barclays Bank plc

#### **Auditor**

Deloitte LLP  
Statutory Auditor  
Leeds  
United Kingdom

# **Lagonda Palace Propco Limited**

## **Strategic Report**

### **Principal Activities of the Company**

The principal activity of the Company is property investment. The Company is a member of the UK Group of Companies headed by Principal Hotels Topco 1 Limited ("the Group").

### **Company Business Review**

There were no new property investments made during the year. The directors are optimistic regarding the prospects for the Company.

The main performance indicators are the financial strength of the tenant and the overall property market. The business is monitored against forecast and predictions on a quarterly basis.

The Company made a profit of £2,344,000 for the year (2016: £2,555,000).

### **Financial risk management objectives and policies**

Financial risk management objectives and policies are managed on a unified basis for the Group.

The Company's activities expose it to a number of financial risks including credit risk, cash flow risk, liquidity risk and price risk. The use of financial derivatives to manage risks is subject to Board approval and no financial derivatives are used for speculative purposes.

#### *Cash flow risk*

The Company's activities expose it to the financial risks of changes in foreign currency exchange rates. These risks are small in the context of the Company's operations and therefore it does not use financial instruments to manage its exposure to them due to cost benefit considerations.

#### *Credit risk*

The Company's principal financial assets are bank balances and cash, and trade and other receivables.

The Company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful debts. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds is limited because the counterparty is Barclays Bank plc, a UK bank with a good credit rating.

The Company has no significant concentration of credit risk other than receivable balances with members of the Group. The exposure on other receivable balances is spread over a large number of counterparties and customers.

#### *Liquidity Risk*

The Group uses a mixture of shareholder debt and long term bank debt in order to maintain liquidity and to ensure that sufficient funds are available for ongoing operations and future development. At the date of signing these financial statements the vast majority of the Group's bank debt was, subject to compliance with normal banking conditions and covenants, due for repayment or renewal on dates in 2019. Due to the Group's cash generation from operations and strong asset backing it is expected that its bank debt will be renewed on similar commercial terms.

#### *Price Risk*

The Company is exposed to commodity price risk, particularly in relation to energy costs. The Company manages its exposure to energy costs price risks by using fixed rate contracts, where appropriate, to ensure certainty of costs.

## **Lagonda Palace Propco Limited**

### **Strategic Report**

#### **Going Concern basis of accounts preparation**

The financial statements have been prepared on a going concern basis. Further details regarding the adoption of the going concern basis can be found in note 1 to the financial statements.

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



J A Burrell  
Director

28 June 2018

## **Lagonda Palace Propco Limited**

### **Directors' report**

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

#### **Going Concern and Financial risk management objectives and policies**

The directors set out in the Strategic Report

- the reasoning for the adoption of the going concern basis in preparing the annual report and financial statements for the Company; and
- the financial risk management objectives and policies of the Company.

#### **Dividends**

No dividends were paid during the financial year (2016: £nil). The directors do not propose to pay a final dividend (2016: £nil).

#### **Political contributions**

There were no donations made to political parties (2016: £nil).

#### **Directors**

The directors who held office during the year and subsequent to the balance sheet date were:

A G Troy  
J A Burrell  
G S Hunter  
G J Gallagher

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

#### **Employees**

The Group is an equal opportunity employer and makes every effort to ensure disabled people are not discriminated against on the grounds of their disability. In the event of staff becoming disabled every effort would be made to ensure that their employment continues and that training is arranged.

Employees are kept informed regarding the Group's affairs and are consulted on a regular basis wherever feasible and appropriate.

#### **Disclosure of relevant information to auditor**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

## **Lagonda Palace Propco Limited**

### **Directors' report**

#### **Auditor**

Deloitte have expressed their willingness to continue in office as auditor and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

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



J A Burrell  
Director

28 June 2018

## **Lagonda Palace Propco Limited**

### **Directors' Responsibilities Statement**

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; 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 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.



# **Independent auditor's report to the members of Lagonda Palace Propco Limited**

## **Report on the audit of the financial statements**

### **Opinion**

In our opinion the financial statements:

- give a true and fair view of the state 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 including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Lagonda Palace Propco Limited (the 'company') which comprise:

- the profit and loss account;
- the statement of other comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

### **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.

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.

### **Material uncertainty relating to going concern**

We draw attention to note 1 in the financial statements, which indicates that the Group has agreed to sell the whole of its shareholding in the Company. The forthcoming sale creates a material uncertainty for the current directors about the future of the Company as they will no longer exercise executive control following completion of the Transaction. As stated in note 1, these events or conditions, along with the other matters as set forth in note 1 to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter attention.

## **Independent auditor's report to the members of Lagonda Palace Propco Limited (continued)**

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, 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.

### **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: [www.frc.org.uk/auditorsresponsibilities](http://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.

**Independent auditor's report to the members of Lagonda Palace Propco Limited  
(continued)**

**Report on other legal and regulatory requirements**

**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 the directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

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

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.



David M Johnson BA FCA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Leeds, United Kingdom

29 June 2018

## **Lagonda Palace Propco Limited**

### **Profit and Loss Account Year ended 31 December 2017**

	<b>Note</b>	<b>2017 £'000</b>	<b>2016 £'000</b>
<b>Turnover</b>		<b>3,123</b>	<b>3,058</b>
Administrative expenses		<b>(218)</b>	<b>(147)</b>
<b>Operating profit / (loss)</b>		<b>2,905</b>	<b>2,911</b>
Interest payable	4	<b>(551)</b>	<b>(532)</b>
<b>Profit / (loss) on ordinary activities before taxation</b>	5	<b>2,354</b>	<b>2,379</b>
Tax on profit / (loss) on ordinary activities	6	<b>(10)</b>	<b>176</b>
<b>Profit / (loss) for the financial year</b>		<b>2,344</b>	<b>2,555</b>

All amounts relate to continuing activities.

### **Statement of Other Comprehensive Income Year ended 31 December 2017**

For the years ended 31 December 2017 and 31 December 2016 the Company had no transactions that would fall to be disclosed in a Statement of Other Comprehensive Income other than the net profit or loss for the financial year reported in the Profit and Loss Account above.

## Lagonda Palace Propco Limited

### Balance sheet 31 December 2017

	Note	2017 £'000	2016 £'000
<b>Fixed assets</b>			
Tangible assets	7	25,455	24,878
Total fixed assets		25,455	24,878
<b>Current assets</b>			
Debtors	8	14,906	12,985
Total current assets		14,906	12,985
<b>Creditors: amounts falling due within one year</b>	9	(19,227)	(19,238)
<b>Net current assets / (liabilities)</b>		(4,321)	(6,253)
<b>Total assets less current liabilities</b>		21,134	18,625
<b>Creditors: amounts falling due after more than one year</b>	10	(8,527)	(8,372)
<b>Provisions for liabilities</b>	11	(2,687)	(2,677)
<b>Net assets / (liabilities)</b>		9,920	7,576
<b>Capital and reserves</b>			
Called up share capital	13	13,900	13,900
Profit and loss account		(3,980)	(6,324)
<b>Equity shareholders' funds / (deficit)</b>		9,920	7,576

The financial statements of Lagonda Palace Propco Limited, company number 4216858, have been approved and authorised for issue by the Board of Directors.

  
Signed on behalf of the Board of Directors

J A Burrell, Director

28 June 2018

## Lagonda Palace Propco Limited

### Statement of changes in equity 31 December 2017

	Called up share capital (note 13) £'000	Profit and loss account £'000	Total £'000
At 1 January 2016	13,900	(8,879)	5,021
Profit / (loss) for the financial year	-	2,555	2,555
At 31 December 2016	13,900	(6,324)	7,576
Profit / (loss) for the financial year	-	2,344	2,344
At 31 December 2017	13,900	(3,980)	9,920

# **Lagonda Palace Propco Limited**

## **Notes to the financial statements Year ended 31 December 2017**

### **1. ACCOUNTING POLICIES**

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### **Basis of accounting**

Lagonda Palace Propco Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Strategic Report.

These financial statements are prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom accounting standards and law.

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements, because it is included in the group financial statements of Principal Hotels Topco 1 Limited.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, share-based payment, non-current assets held for sale, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures are given in the group financial statements of Principal Hotels Topco 1 Limited, which are available to the public and can be obtained as set out in note 16.

#### **Going Concern**

Throughout the year ended 31 December 2017 and to the date of these financial statements the Company was a member of the Principal Hotels group of companies headed by Principal Hotels Topco 1 Limited (the "Group"). The Company received all necessary financial support from other companies within the Group to operate as a going concern.

The Group has agreed to sell the whole of its shareholding in the Company to Murdelux Sarl ("the Transaction"). Murdelux Sarl has informed the directors that its projections for the future trading prospects of the Company indicate that for a period of not less than 12 months from the date of approval of these financial statements the Company will have sufficient operational facilities in place to continue as a going concern.

The forthcoming sale creates a material uncertainty for the current directors about the future of the Company as they will no longer exercise executive control following completion of the Transaction and therefore there is an uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business. However, having considered both the representations made to them by the directors of Murdelux Sarl and their own knowledge of the Company's financial position at the date of these financial statements, they continue to be satisfied that adopting the going concern basis in preparing the annual report and financial statements for the Company is appropriate.

#### **Impairment of tangible assets**

The carrying value of each of the Company's cash generating units is compared to its recoverable amount. If the carrying value of a unit is less than its recoverable amount an impairment loss is recognised in profit or loss. The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to that unit and then to the other assets of the unit on a pro-rata basis.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

# **Lagonda Palace Propco Limited**

## **Notes to the financial statements Year ended 31 December 2017**

### **1. ACCOUNTING POLICIES (*continued*)**

#### **Tangible fixed assets**

Properties leased to fellow Group companies are treated as investment properties and are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on tangible fixed assets at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition, of each asset on a straight line basis over its expected useful life as follows:

Leasehold land and buildings	the unexpired portion of the lease
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#### **Taxation**

Current tax is provided 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. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### **Turnover**

All turnover arises in the United Kingdom and comprises rental income from fellow Group companies.

#### **Leases**

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets at the present value of the minimum lease payments or, if lower, fair value and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives.



## **Lagonda Palace Propco Limited**

### **Notes to the financial statements Year ended 31 December 2017**

#### **1. ACCOUNTING POLICIES (*continued*)**

##### **Financial instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

##### *Financial Assets*

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The only financial assets which the Company holds are classified as loans and receivables.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

##### *Loans and receivables*

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

##### *Impairment of financial assets*

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. Objective evidence of impairment could include:

- significant financial difficulty of the counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the counterparty will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the differences between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off

## **Lagonda Palace Propco Limited**

### **Notes to the financial statements Year ended 31 December 2017**

#### **1. ACCOUNTING POLICIES (*continued*)**

against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### *Derecognition of financial assets*

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

##### *Financial liabilities and equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### *Financial liabilities*

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'. All of the Company's financial liabilities are classified as other financial liabilities.

##### *Other financial liabilities*

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### *Derecognition of financial liabilities*

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

# **Lagonda Palace Propco Limited**

## **Notes to the financial statements Year ended 31 December 2017**

### **2. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

In the application of the Company's accounting policies, which are described in note 1 above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key assumptions concerning the future, and other key sources of uncertainty at the balance sheet date, that have a potential risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### **Impairment of non-financial assets**

As discussed in note 1, the directors are required to consider whether any of the Company's assets are impaired. When conducting an impairment review, the directors use a discounted cash flow model which requires the directors to estimate the future cash inflows of the Company as well as suitable discount rates.

#### **Classification of leases**

The Company operates from property held under leases. In determining whether leases are classified as operating leases or finance leases the directors make judgements as to whether (i) the lease term is for the major part of the economic life of the asset even if title is not transferred; and (ii) at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset.

#### **Corporation tax and deferred tax**

The calculation of the Company's tax charge necessarily involves a degree of estimation and judgement in respect of certain items. In calculating the Company's tax charge, there are inherent assumptions made around assets which qualify for capital allowances as well as the level of expenses which are disallowable for corporation tax purposes.

Further judgement is required in relation to any deferred tax assets which may arise as the recoverability of these assets is reliant on future taxable profits. Deferred tax liabilities are calculated based on the Company's expectations regarding the manner and timing of the recovery of the related assets.

## **Lagonda Palace Propco Limited**

### **Notes to the financial statements Year ended 31 December 2017**

#### **3. STAFF COSTS**

The directors are the only employees of the Company. The directors received no remuneration in respect of services to the Company during the year (2016: £nil). The directors are remunerated by Principal Hayley Limited, a fellow Group company, and it is not practicable to allocate a proportion of those costs to the Company.

#### **4. INTEREST PAYABLE**

	<b>2017</b>	<b>2016</b>
	<b>£'000</b>	<b>£'000</b>
Finance leases	<b>551</b>	<b>532</b>
Total interest payable	<b>551</b>	<b>532</b>

#### **5. PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION**

	<b>2017</b>	<b>2016</b>
	<b>£'000</b>	<b>£'000</b>
Profit /(loss) on ordinary activities before taxation is stated after charging / (crediting):		
Depreciation – owned assets	<b>72</b>	<b>-</b>
Depreciation - assets held under finance leases	<b>146</b>	<b>147</b>
Auditor's remuneration - audit of the Company's financial statements	<b>-</b>	<b>-</b>

Auditor's remuneration was borne by a fellow Group company for both the current and preceding financial years.

# Lagonda Palace Propco Limited

## Notes to the financial statements Year ended 31 December 2017

### 6. TAX ON PROFIT / (LOSS) ON ORDINARY ACTIVITIES

	2017 £'000	2016 £'000
The tax charge for the year comprises:		
<b>Current tax</b>		
UK corporation tax on the profit / (loss) for the year	-	-
Total current tax charge / (credit)	-	-
<b>Deferred tax</b>		
Total deferred tax charge / (credit)	10	(176)
<b>Total tax charge / (credit) for the year</b>	<b>10</b>	<b>(176)</b>

The charge for the year can be reconciled to the profit in the profit and loss account as follows:

	2017 £'000	2016 £'000
Profit / (loss) on ordinary activities before taxation	2,354	2,379
Tax at standard UK rate of 19.25% (2016: 20.0%)	453	475
Effects of:		
Expenses not deductible for tax purposes	3	-
Other amounts deductible for tax purposes	(59)	(97)
Group relief surrendered for nil consideration	(386)	(399)
Change in tax rates	(1)	(155)
<b>Total tax charge / (credit) for the year</b>	<b>10</b>	<b>(176)</b>

# Lagonda Palace Propco Limited

## Notes to the financial statements Year ended 31 December 2017

### 7. TANGIBLE FIXED ASSETS

	Long leasehold investment properties £'000
<b>Cost</b>	
At 1 January 2017	26,912
Additions	795
Disposals	-
At 31 December 2017	<u>27,707</u>
<b>Accumulated depreciation</b>	
At 1 January 2017	2,034
Charge for the year	218
Disposals	-
At 31 December 2017	<u>2,252</u>
<b>Net book value</b>	
At 31 December 2017	<u><u>25,455</u></u>
At 31 December 2016	<u><u>24,878</u></u>

The Company's fixed assets are charged in favour of the Principal Hayley Group's bankers as security for its borrowings.

Included within fixed assets are assets held under finance leases with a net book value of £24,732,000 (2016: £24,878,000).

### 8. DEBTORS

	2017 £'000	2016 £'000
Amounts owed by Group undertakings	14,885	12,966
Other debtors	21	19
Total debtors	<u><u>14,906</u></u>	<u><u>12,985</u></u>

Amounts owed by Group undertakings are repayable on demand and are interest free.

## **Lagonda Palace Propco Limited**

### **Notes to the financial statements Year ended 31 December 2017**

#### **9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2017 £'000</b>	<b>2016 £'000</b>
Amounts due to Group undertakings	<b>19,227</b>	19,227
Accruals and deferred income	-	11
Obligations under finance leases (note 12)	-	-
Total creditors falling due within one year	<b>19,227</b>	<b>19,238</b>

Amounts due to Group undertakings are payable on demand and are interest free.

#### **10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>2017 £'000</b>	<b>2016 £'000</b>
Obligations under finance leases (note 12)	<b>8,527</b>	8,372
Total creditors falling due after more than one year	<b>8,527</b>	<b>8,372</b>

# Lagonda Palace Propco Limited

## Notes to the financial statements Year ended 31 December 2017

### 11. DEFERRED TAX

Deferred tax is provided as follows:

	Accelerated tax depreciation £'000	Tax losses £'000	Total £'000
(Asset) / liability at 1 January 2016	2,853	-	2,853
Charged / (credited) to the profit and loss account	(176)	-	(176)
(Asset) / liability at 31 December 2016	2,677	-	2,677
Charged / (credited) to the profit and loss account	10	-	10
(Asset) / liability at 31 December 2017	2,687	-	2,687

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	2017 £'000	2016 £'000
Deferred tax liabilities	2,687	2,677
Deferred tax assets	-	-
Total deferred tax	2,687	2,677

The Company has no unprovided deferred tax assets (2016: £nil).

The deferred tax balances in these financial statements are calculated using the tax rates substantively enacted at 31 December 2017.



# Lagonda Palace Propco Limited

## Notes to the financial statements Year ended 31 December 2017

### 12. OBLIGATIONS UNDER FINANCE LEASES

Obligations under finance leases are as follows:

	<b>Minimum lease payments</b>	
	<b>2017</b>	<b>2016</b>
	<b>£'000</b>	<b>£'000</b>
<b>Amounts payable under finance leases:</b>		
Within one year	389	389
In the second to fifth year inclusive	1,608	1,567
After five years	520,743	521,172
	<u>522,740</u>	<u>523,128</u>
Less: future finance charges	(514,213)	(514,756)
Present value of lease obligations	<u>8,527</u>	<u>8,372</u>
	<b>Present value of minimum lease payments</b>	
	<b>2017</b>	<b>2016</b>
	<b>£'000</b>	<b>£'000</b>
<b>Amounts payable under finance leases:</b>		
Within one year	-	-
In the second to fifth year inclusive	-	-
After five years	8,527	8,372
Present value of lease obligations	<u>8,527</u>	<u>8,372</u>
<b>Analysed as:</b>		
Amounts due for settlement within 12 months (note 9)	-	-
Amounts due for settlement in more than 12 months (note 10)	8,527	8,372
	<u>8,527</u>	<u>8,372</u>

The Company has entered into a 175 year lease until December 2186 for its land and buildings. Contractual rent reviews occur every 5 years with increases based on the prevailing rate of inflation, subject to a minimum and maximum uplift in annual amounts payable of 2% and 5% respectively. These minimum uplifts have been taken into consideration in determining the minimum lease payments. Increases over and above the contractual minimum are recognised as contingent rents and are expensed as finance lease interest as they are incurred. The contingent rent recognised in the year ended 31 December 2017 was £7,000 (2016: £nil).

### 13. CALLED UP SHARE CAPITAL

	<b>2017</b>	<b>2016</b>
	<b>£'000</b>	<b>£'000</b>
<b>Allotted, called up and fully paid:</b>		
13,900,001 Ordinary shares of £1 each	13,900	13,900
Total share capital	<u>13,900</u>	<u>13,900</u>

## **Lagonda Palace Propco Limited**

### **Notes to the financial statements Year ended 31 December 2017**

#### **14. RELATED PARTY TRANSACTIONS**

The Company has taken advantage of the exemption in FRS 101 not to disclose transactions with other Group companies.

#### **15. CONTINGENT LIABILITIES**

The Company, together with certain other fellow Principal Hayley Group companies, has given guarantees to a maximum of £355.3 million over the UK borrowings of Rome Investco Ltd a fellow Group company. At 31 December 2017 the borrowings outstanding covered by this guarantee totalled £347.4 million.

#### **16. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY**

In the opinion of the directors, the Company's ultimate parent company is SOF-9 Rome Holdings Lux Sarl, a company incorporated in Luxembourg. The ultimate parent company is owned by private equity funds and is managed on their behalf by Starwood Capital Group LLC, a company registered in the United States of America. The parent undertaking of the largest group which includes the Company and for which group financial statements are prepared is Principal Hotels Topco 1 Limited, a company incorporated in Great Britain. The parent undertaking of the smallest such group is Rome Investco Ltd, a company incorporated in Great Britain. Copies of the group financial statements of Principal Hotels Topco 1 Limited and Rome Investco Ltd are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ. The Company's immediate controlling party is Principal Hayley Group Limited.