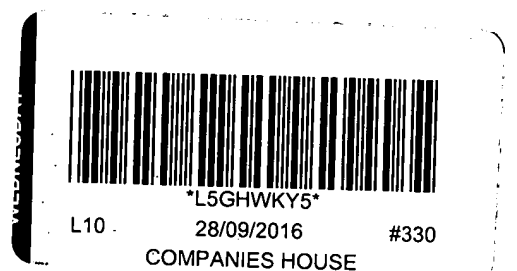


# The Connaught F&B Limited

Directors' report and  
financial statements

**Year ended 31 December 2015**

***Registered number: 6456183***



# The Connaught F&B Limited

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# The Connaught F&B Limited

## Directors and other information

### Directors

Fady Bakhos  
Liam Cunningham

### Registered office

41- 43 Brook Street  
Mayfair  
London  
W1K 4HJ

### Auditor

KPMG  
Chartered Accountants  
1 Stokes Place  
St. Stephen's Green  
Dublin 2

### 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

6456183

# The Connaught F&B Limited

## Directors' report

The directors present their annual report and audited financial statements for the year ended 31 December 2015.

### Activities

The principal activity of the company to 30 April 2013 was to run the restaurant operations of the Connaught Hotel, Carlos Place, London. During 2013 the trade of the company was transferred to Connaught Hotel Limited.

### Review of developments and future prospects

The company did not trade during the year. The profit and loss account and other comprehensive income is shown on page 6. In April 2013 the directors agreed to arrange for the orderly wind up of the affairs of the company. The company is not expected to trade for the foreseeable future.

### Dividends

During the year no dividends have been paid or proposed.

### Directors and their interests

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

Stephen Alden	Resigned 21 July 2015
Liam Cunningham	Appointed 4 June 2015
Carole Walker	Resigned 29 February 2016
Fady Bakhos	Appointed 29 February 2016

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

### 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 donations

The company made no political contributions during the year.

### Auditor

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



Liam Cunningham  
Director

16 September 2016

# The Connaught F&B Limited

## 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 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;
- 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. As explained in note 2, the directors do not believe it is appropriate to prepare these financial statements on a going concern basis.

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*

16 September 2016



**KPMG**  
**Audit**  
1 Stokes Place  
St. Stephen's Green  
Dublin 2  
D02 DE03  
Ireland

## **Independent auditor's report to the members of The Connaught F&B Limited**

We have audited the financial statements of The Connaught F&B Limited ("the company") for the year ended 31 December 2015 set out on pages 6 to 13 which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and the 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) including FRS 101 *Reduced Disclosure Framework*. Our audit was conducted in accordance with International Standards on Auditing (ISAs) (UK & Ireland). The financial statements have not been prepared on a going concern basis for the reasons set out in note 2.

### **Opinions and conclusions arising from our audit**

#### **1 Our opinion on the financial statements is unmodified**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its result 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.

#### **2 Our conclusions on other matters on which we are required to report by the Companies Act 2006 are set out below**

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### **3 We have nothing to report in respect of matters on which we are required to report by exception**

Under ISAs (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the annual report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in respect of the above responsibilities.



## Independent auditor's report to the members of The Connaught F&B Limited (continued)

### **Basis of our report, responsibilities and restrictions on use**

As explained more fully in the statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2006. Our responsibility is to audit and express an opinion on the financial statements in accordance with UK law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

An audit undertaken in accordance with ISAs (UK & Ireland) involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Whilst an audit conducted in accordance with ISAs (UK & Ireland) is designed to provide reasonable assurance of identifying material misstatements or omissions it is not guaranteed to do so. Rather the auditor plans the audit to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements does not exceed materiality for the financial statements as a whole. This testing requires us to conduct significant audit work on a broad range of assets, liabilities, income and expense as well as devoting significant time of the most experienced members of the audit team, in particular the engagement partner responsible for the audit, to subjective areas of the accounting and reporting.

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.

*Laura Gallagher*

**for and on behalf of KPMG, Statutory Auditor  
Chartered Accountants**

*1 Stokes Place  
St. Stephen's Green  
Dublin 2  
Ireland*

16 September 2016

# The Connaught F&B Limited

## Profit and loss account and other comprehensive income for the year ended 31 December 2015

	<i>Note</i>	<b>2015 £'000</b>	<b>2014 £'000</b>
<b>Turnover – discontinued operations</b>		-	-
Cost of sales		-	-
		<hr/>	<hr/>
<b>Gross profit</b>		-	-
Administrative expenses		-	-
		<hr/>	<hr/>
<b>Profit on ordinary activities before taxation</b>		-	-
Tax charge on loss on ordinary activities	3	-	-
		<hr/>	<hr/>
<b>Profit for the financial year</b>		-	-
		<hr/> <hr/>	<hr/> <hr/>

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



# The Connaught F&B Limited

Registered number: 6456183

## Balance sheet

as at 31 December 2015

	Note	2015 £'000	2014 £'000
<b>Current assets</b>			
Cash at bank and in hand		5	5
		<hr/>	<hr/>
		5	5
<b>Creditors:</b> amounts falling due within one year		-	-
		<hr/>	<hr/>
<b>Net current assets</b>		5	5
		<hr/>	<hr/>
<b>Net assets</b>		5	5
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	4	-	-
Capital contribution		5,899	5,899
Profit and loss account		(5,894)	(5,894)
		<hr/>	<hr/>
<b>Shareholder's funds</b>		5	5
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 16 September 2016.

Signed on behalf of the board of directors

  
Liam Cunningham  
Director

# The Connaught F&B Limited

## Statement of changes in equity for the year ended 31 December 2015

	Share capital £'000	Capital contribution £'000	Retained earnings £'000	Total £'000
<b>At 1 January 2014</b>	-	5,899	(5,894)	5
Profit for the financial year	-	-	-	-
Other comprehensive income	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2014</b>	-	5,899	(5,894)	5
Profit for the financial year	-	-	-	-
Other comprehensive income	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2015</b>	-	5,899	(5,894)	5
	<hr/>	<hr/>	<hr/>	<hr/>

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

# The Connaught F&B Limited

## Notes

*forming part of the financial statements*

### 1 Reporting entity

The Connaught F&B Limited is a company incorporated in the UK. The company's registered office is 41-43 Brook Street, Mayfair, London, W1K 4HJ.

### 2 Significant accounting policies

#### Going concern

During 2013, the trade of the company was transferred to the Connaught Hotel. In April 2013, the directors agreed to arrange for the orderly windup of the affairs of the company. As a result of this, these financial statements have been prepared on a windup basis of accounting, where all assets are stated at their net recoverable amounts.

#### Statement of compliance

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

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("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 FRS 101 for the first time.

In the transition to FRS 101, the company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. The accounting policies set out in this note have been applied in preparing the financial statements for the year ended 31 December 2015, the comparative information presented in these financial statements for the year ended 31 December 2014 and in the preparation of an opening FRS 101 balance sheet at 1 January 2014 (the company's date of transition).

The company noted no differences in its preparation of the comparative information presented in these financial statements for the year ended 31 December 2015. In preparing its FRS 101 balance sheet as at 1 January 2014 and 31 December 2014, the company made no adjustments to the amounts reported previously under old GAAP. In preparing its FRS 101 profit and loss account for the year ended 31 December 2014, the company made no adjustments to the amounts reported previously under UK GAAP.

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;
- the effects of new but not yet effective IFRSs; and
- an additional balance sheet for the beginning of the earliest comparative period following transition.

# The Connaught F&B Limited

## Notes *(continued)*

### 2 Significant accounting policies *(continued)*

#### Statement of compliance *(continued)*

As the consolidated financial statements of Coroin Limited and subsidiaries 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.

#### Functional currency

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.

#### 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 Connaught F&B Limited

## Notes *(continued)*

### 2 Significant accounting policies *(continued)*

#### **Tax**

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. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

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.

# The Connaught F&B Limited

## Notes (continued)

### 3 Income taxes

#### (a) Amounts recognised in profit or loss

	2015 £'000	2014 £'000
<b>Current tax</b>		
UK corporation tax	-	-
	<hr/>	<hr/>
Adjustment in respect of prior years	-	-
	<hr/>	<hr/>
<b>Total current tax</b>	-	-
	<hr/>	<hr/>
<b>Deferred tax</b>		
Origination and reversal of temporary differences	-	-
Adjustments in respect of prior periods	-	-
	<hr/>	<hr/>
<b>Total deferred tax charge</b>	-	-
	<hr/>	<hr/>
<b>Reconciliation of tax charge</b>	<b>31 December 2015 £'000</b>	<b>31 December 2014 £'000</b>
Loss on ordinary activities before tax	-	-
	<hr/>	<hr/>
Loss on ordinary activities before tax at the standard corporation tax rate in UK of 20.25% (2014: 21.49%)	-	-
	<hr/>	<hr/>
Group relief (received)/surrendered not paid for Expenses not deductible for tax purposes	(2) 2	(2) 2
	<hr/>	<hr/>
<b>Total tax charge</b>	-	-
	<hr/>	<hr/>

#### Factors which may affect future tax charges;

Reduction in the UK corporation tax rate to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the company's future tax charge accordingly.

# The Connaught F&B Limited

## Notes (continued)

4	Called up share capital	2015 £'000	2014 £'000
	<b>Authorised</b>		
	1,000 ordinary shares of £1 each	1	1
		<hr/>	<hr/>
	<b>Allotted, called up and fully paid</b>		
	1 ordinary share of £1 each	-	-
		<hr/>	<hr/>

## 5 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 members of the group.

## 6 Ultimate parent company

The company's ultimate parent company is Constellation Hotels Holding Ltd. S.C.A., a company incorporated in Luxembourg. This is the largest group in which the results of the company are incorporated.

Coroin 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 also be available from its registered office, 41- 43 Brook Street, Mayfair, London, W1K 4HJ.

## 7 Explanation of transition to FRS 101 from old UK GAAP

As stated in note 2, these are the company's first financial statements prepared in accordance with FRS 101. The accounting policies are set out in note 2 have been applied in preparing the financial statements for the year ended 31 December 2015, the comparative information presented in these financial statements for the year ended 31 December 2014 and in the preparation of an opening FRS 101 balance sheet at 1 January 2014 (the company's date of transition).

The company noted no differences in its preparation of the comparative information presented in these financial statements for the year ended 31 December 2015. In preparing its FRS 101 balance sheet as at 1 January 2014 and 31 December 2014, the company made no adjustments to the amounts reported previously under old GAAP. In preparing its FRS 101 profit and loss account for the year ended 31 December 2014, the company made no adjustments to the amounts reported previously under old GAAP.

## 8 Subsequent events

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

## 9 Approval of financial statements

The financial statements were approved by the board on 16 September 2016.