

Company Registration No. 08666547 (England and Wales)

SPRING MEWS (HOTEL) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018



SPRING MEWS (HOTEL) LIMITED

CONTENTS

	Page
Directors' Report	1 - 3
Independent Auditor's Report	4 - 6
Statement of comprehensive income	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10 - 19

SPRING MEWS (HOTEL) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

The Directors present their annual report and financial statements for the year ended 31 December 2018.

The Directors' Report has been prepared in accordance with the special provision relating to small companies under section 415a of the Companies Act 2006.

The Company has also taken advantage of the small companies' exemption not to prepare a Strategic Report.

Principal activities

The principal activity of the Company continued to be that of investment in hotel accommodation.

Results and dividends

The results for the year are set out on page 7.

No dividends were paid. The Directors do not recommend payment of a final dividend (2017: nil).

Directors

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

Henry Klotz
Alain Millet
John Whiteley
Fredrik Widlund
Simon Wigzell

Directors' insurance

Qualifying third-party indemnity provisions (as defined in section 234 of the Companies Act 2006) are in force for the benefit of the Directors who held office in 2018. The ultimate parent company CLS Holdings plc maintains liability insurance for its directors and directors of its associated companies.

Future developments

At the date of approval of this report, the Directors do not intend to change the principal activities of the Company from those described above.

SPRING MEWS (HOTEL) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 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 at the balance sheet date and of the profit or loss of the Company for the period ending on that date. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements 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.

Auditor

In accordance with the Company's articles, a resolution proposing that Deloitte LLP be reappointed as auditor of the Company will be put at a General Meeting.

Statement of disclosure to auditor

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

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the necessary steps that they ought to have taken as Directors in order to make themselves aware of all 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 section 418 of the Companies Act 2006.

SPRING MEWS (HOTEL) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

Principal risks and uncertainties

The Directors consider there are a number of potential risks and uncertainties which could have a material impact on the Company's performance and could cause the actual results to differ materially from expected or historical results; the management and mitigation of these risks are the responsibility of the Directors of the Company. The Company is a wholly-owned subsidiary of the CLS Holdings plc Group (the "Group") and is managed on a day-to-day basis by employees of the Group. The principal risks and uncertainties facing the Company are broadly grouped as property investment risk, funding risk, political and economic risk, and managing agent risk.

Property Investment Risk

A cyclical downturn in the property market, changes in the supply of space and/or occupier demand or overall poor asset management could have a negative impact on the cash flows, profitability and net assets of the Company. To mitigate this risk, senior management of the Group have detailed knowledge of the market in which the Company operates through years of experience within the industry. Furthermore the Group has property managers who actively monitor the performance of the investment properties on a daily basis and report to the Directors.

Funding Risk

The unavailability of financing at acceptable prices, adverse interest rate movements or a breach in borrowing covenants may have a detrimental effect on the ability of the Company to meet its financial obligations. In order to mitigate this risk, the Group's treasury function closely monitors the performance of the Company and looks to limit its exposure through various financial hedging instruments.

Political and Economic Risk

The impact of the exit of the United Kingdom from the European Union remains an adverse risk to the overall economy, which may affect the value of net assets and profitability. It is the Directors' view that the United Kingdom's economy remains sufficiently robust to weather any immediate adverse economic effects.

Managing Agent Risk

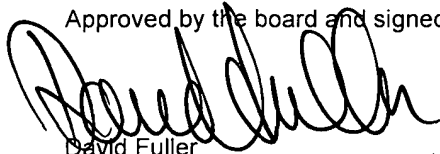
Regular reviews and annual audits are undertaken to ensure tight control over costs and that a high level of service is provided to guests.

The Directors have considered the risks attached to the Company's financial instruments. The Company's exposure to price risk, credit risk, liquidity risk and cash flow risk is not considered material to the assessment of assets and liabilities in the financial statements. Further discussion of risks and uncertainties, in the context of the Group as a whole, is provided in the Group's annual report which does not form part of this report and can be found on www.cls Holdings.com or from its registered address (see note 16).

Going concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future despite the net current liability position at 31 December 2018. Furthermore, at the balance sheet date, the Company has net assets which are expected to generate positive cash flows and has the ability to seek alternate funding from within the Group. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Approved by the board and signed on its behalf



David Fuller

Secretary

26 June 2019

16 Tinworth Street, London, SE11 5AL

SPRING MEWS (HOTEL) LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SPRING MEWS (HOTEL) LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Spring Mews (Hotel) Limited (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 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 which comprise:

- the statement of 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 Financial Reporting Council's (the FRC's) Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

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.

SPRING MEWS (HOTEL) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF SPRING MEWS (HOTEL) LIMITED

Responsibilities of directors

As explained more fully in the Statement of Directors' responsibilities, 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. This description forms part of our auditor's report.

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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has 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 Directors' report.

SPRING MEWS (HOTEL) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF SPRING MEWS (HOTEL) LIMITED

Matters on which we are required to report by exception

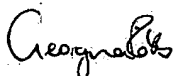
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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; or
- the Directors were not entitled to take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

We have nothing to report in respect of these matters.

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.



Georgina Robb FCA (Senior statutory auditor)

for and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

26 June 2019

SPRING MEWS (HOTEL) LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £	2017 £
Turnover	4	4,410,256	4,359,534
Direct operational expenditure		(3,026,098)	(3,037,871)
Net rental income		1,384,158	1,321,663
Administrative expenses		(36,192)	(41,365)
Other operating income		1,999	1,806
Operating profit	5	1,349,965	1,282,104
Interest receivable and similar income		-	4,290
Interest payable and similar expenses	8	(539,297)	(533,711)
Profit before taxation		810,668	752,683
Tax on profit	9	(198,123)	(188,326)
Profit for the financial year attributable to the owners of the Company		612,545	564,357
Items that will not be reclassified to profit or loss			
Gains on property revaluation	10	496,254	530,878
Tax relating to items not reclassified		(51,000)	57,391
Total items that will not be reclassified to profit or loss		445,254	588,269
Total comprehensive income for the year		1,057,799	1,152,626

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

There were no items of other comprehensive income other than those stated above for either period.

The notes 1 to 16 form part of these financial statements.

SPRING MEWS (HOTEL) LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2018

	Notes	2018 £	2017 £
Fixed assets			
Tangible fixed assets	10	27,400,000	27,100,000
Current assets			
Debtors	11	655,542	254,250
Cash at bank and in hand		685,286	814,070
		<u>1,340,828</u>	<u>1,068,320</u>
Creditors: amounts falling due within one year			
Trade and other payables	12	(1,197,228)	(1,173,000)
Current tax payable		(192,575)	(182,946)
		<u>(1,389,803)</u>	<u>(1,355,946)</u>
Net current liabilities		<u>(48,975)</u>	<u>(287,626)</u>
Total assets less current liabilities		27,351,025	26,812,374
Creditors: amounts falling due after one year			
Trade and other payables	12	(14,560,450)	(15,137,849)
Provisions for liabilities			
Deferred tax	13	(1,750,616)	(1,692,365)
Net assets		<u>11,039,959</u>	<u>9,982,160</u>
Capital and reserves			
Called up share capital	14	4,501	4,501
Share premium account	15	4,495,500	4,495,500
Revaluation reserve		4,991,871	4,546,617
Profit and loss account		1,548,087	935,542
Total equity		<u>11,039,959</u>	<u>9,982,160</u>

The financial statements were approved by the Board of Directors and authorised for issue on 26 June 2019 and are signed on its behalf by:



John Whiteley
Director

Company Registration No. 08666547

SPRING MEWS (HOTEL) LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	Share capital £	Share premium account £	Revaluation reserve £	Profit and loss account £	Total £
Balance at 1 January 2017		4,501	4,495,500	3,958,348	371,185	8,829,534
Year ended 31 December 2017:						
Profit for the year		-	-	-	564,357	564,357
Other comprehensive income		-	-	588,269	-	588,269
Balance at 31 December 2017		4,501	4,495,500	4,546,617	935,542	9,982,160
Year ended 31 December 2018:						
Profit for the year		-	-	-	612,545	612,545
Other comprehensive income		-	-	445,254	-	445,254
Balance at 31 December 2018		4,501	4,495,500	4,991,871	1,548,087	11,039,959

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

Company information

Spring Mews (Hotel) Limited is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006, and registered in England. The registered office is 16 Tinworth Street, London, SE11 5AL.

1.1 Accounting convention

The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 (FRS 100) issued by the Financial Reporting Council. These financial statements were prepared in accordance with FRS 101 *Reduced Disclosure Framework* as issued by the Financial Reporting Council.

The nature of the Company's operations and its principal activities are set out in the Directors' report on page 1.

The financial statements have been prepared on the historical cost basis except for the revaluation of leasehold land and buildings. The principal accounting policies adopted are set out below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions in relation to share based payments, financial instruments, capital management, presentation of a cash flow statement, presentation of comparative information in respect of certain assets, standards not yet effective, impairment of assets, business combinations, discontinued operations and related party transactions.

Where required, equivalent disclosures are given in the group accounts of CLS Holdings plc. The group accounts of CLS Holdings plc are available to the public and can be obtained as set out in note 16.

1.2 Going concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future despite the net current liability position at 31 December 2018. Furthermore, at the balance sheet date, the Company has net assets which are expected to generate positive cash flows and has the ability to seek alternate funding from within the Group of the parent company. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Revenue is stated net of VAT and trade discounts. Revenue from the supply of goods is recognised at the point of sale. Revenue from the supply of services is recognised to the extent that the service is complete. Where the supply of service has only been partially completed at the balance sheet date, turnover represents the value of the service provided to date based on a portion of the contract value. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included in creditors due within one year.

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

1.4 Tangible fixed assets

Tangible fixed assets are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be reliably measured. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying value is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is recognised on a straight line basis so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	over 250 years
Fixtures and fittings	over 5 years
Office equipment	over 5 years

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of comprehensive income.

1.5 Leasehold land and buildings

Leasehold land and buildings are those properties held for long-term rental yields or for capital appreciation or both. Leasehold land and buildings are measured initially at cost, including related transaction costs. Additions to leasehold land and buildings comprise costs of a capital nature. The acquisition of leasehold land and buildings is recognised when the risks and rewards of ownership have been transferred to the Company, typically on unconditional exchange of contracts or when legal title passes. Leasehold land and buildings are carried at fair value less depreciation. Fair value is based on market value as determined by professional external valuers at the balance sheet date. Changes in fair value are recognised in profit before tax.

Leasehold land and buildings are derecognised upon disposal or when the leasehold land and building is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between net proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

1.6 Impairment of tangible assets

At each reporting end date, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, demand deposits and other short-term highly liquid investments which are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

1.8 Financial assets

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

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets are initially measured at fair value plus transaction costs, other than those classified as fair value through profit and loss, which are measured at fair value.

Loans and receivables

Trade and other receivables are recognised initially at fair value. An impairment provision is created where there is objective evidence that the Company will not be able to collect the receivable in full.

Impairment of financial assets

Financial assets, other than those at fair value through profit and loss, 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.

Derecognition of financial assets

Financial assets are derecognised 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 to another entity.

1.9 Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit and loss or other financial liabilities. Trade and other payables are stated at cost, which equates to fair value.

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They 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 to the net carrying amount on initial recognition.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's obligations are discharged or cancelled, or when they expire.

1.10 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, and is calculated using rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in arriving at profit after tax, except when it relates to items recognised in other comprehensive income, in which case the deferred tax is recognised in other comprehensive income.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be used. The deferred tax assets and liabilities are only offset if there is a legally enforceable right of set-off and the Company intends to settle its current tax assets and liabilities on a net basis.

2 Adoption of new and revised standards and changes in accounting policies

No new accounting standards, amendments to accounting standards, or IFRIC interpretations that were effective for the year ended 31 December 2018 have had an impact on the Company.

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

3 Critical accounting estimates and judgements

The Directors have considered the judgements that have been made in the process of applying the Company's accounting policies, which are described in note 1, and which of those judgements have the most significant effect on amounts recognised in the financial statements.

In the Directors' opinion for the year ended 31 December 2018 there are no accounting judgements that are material to the financial statements.

Key areas of estimation uncertainty

The Company uses the valuations performed by its independent external valuers as the fair value of its leasehold land and buildings. The valuations are based upon assumptions including future rental income, anticipated maintenance costs, future development costs and an appropriate discount rate. The valuers also make reference to market evidence of transaction prices for similar properties, see note .

4 Turnover

An analysis of the Company's turnover is as follows:

	2018 £	2017 £
Hotel revenue	4,410,256	4,359,534

Geographical market

Revenue arose wholly within the United Kingdom.

5 Operating profit for the year

	2018 £	2017 £
This is stated after charging:		
Depreciation of property, plant and equipment	236,687	230,056
Staff costs	546,563	507,589

6 Auditor's remuneration

	2018 £	2017 £
Fees payable to the Company's auditor and associates:		
For audit services		
Audit of the Company's financial statements	4,000	4,000

No fees were payable to Deloitte LLP and its associates for non-audit services to the Company during the year (2017: nil).

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

7 Employees

The average monthly number of persons employed by the Company during the year was:

	2018 Number	2017 Number
Employees	18	18
Wages and salaries	494,686	462,728
Social security costs	42,570	38,099
Pension costs	9,307	6,762
	546,563	507,589

No fees or other emoluments were paid to the Directors of the Company during the year (2017: nil) in respect of their services to the Company. The Directors were paid by another entity within the Group.

8 Interest payable and similar expenses

	2018 £	2017 £
Interest on financial liabilities measured at amortised cost:		
Interest payable to group undertakings	496,057	498,050
Other finance costs:		
Intercompany arrangement and guarantee fees	36,240	35,661
Agency fees	7,000	-
	539,297	533,711

9 Tax on profit

	2018 £	2017 £
Current tax		
Current year taxation	190,872	182,136
Deferred tax		
Origination and reversal of temporary differences	7,251	6,190
Total tax charge	198,123	188,326

The rate of corporation tax for the financial year beginning 1 April 2016 was 20.00%. This fell to 19.00% on 1 April 2017 and will reduce to 17.00% on 1 April 2020 under legislation substantively enacted at the balance sheet date. The weighted average corporation tax rate for the year ended 31 December 2018 was 19.00% (2017: 19.25%). Deferred tax has been calculated at a rate of 17.00% (2017: 17.00%), being the rate expected to apply in the period when the liability is settled or the asset is realised.

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

9 Tax on profit

(Continued)

The tax charge for the year can be reconciled to the statement of comprehensive income as follows:

	2018 £	2017 £
Profit before taxation	810,668	752,683
Expected tax charge based on a corporation tax rate of 19.00% (2017: 19.25%)	154,027	144,891
Adjustment in respect of prior years	(1,703)	(810)
Change in tax rate	(853)	(819)
Change in tax basis of property, including indexation uplift	46,652	45,064
Tax charge for the year	198,123	188,326

In addition to the amount charged to the statement of comprehensive income, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2018 £	2017 £
Deferred tax arising on:		
Revaluation of property	51,000	(57,391)

The deferred tax liability on the property increased during 2018 because of an increase in the valuation of the property and because the benefit of indexation allowance ceased to accrue with effect from 1 January 2018. The deferred tax liability on the property has reduced during 2017 despite an increase in the valuation of the property because of the increased availability of indexation allowance.

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

10 Tangible fixed assets

	Leasehold land and buildings	Fixtures and fittings	Office equipment	Total
	£	£	£	£
Cost				
At 1 January 2018	27,109,446	180,624	457,396	27,747,466
Additions	-	-	40,433	40,433
Revaluation increase	496,254	-	-	496,254
At 31 December 2018	27,605,700	180,624	497,829	28,284,153
Accumulated depreciation and impairment				
At 1 January 2018	(302,324)	(107,901)	(237,241)	(647,466)
Charge for the year	(107,288)	(36,125)	(93,274)	(236,687)
At 31 December 2018	(409,612)	(144,026)	(330,515)	(884,153)
Carrying amount				
At 31 December 2018	27,196,088	36,598	167,314	27,400,000
At 31 December 2017	26,807,122	72,723	220,155	27,100,000

The leasehold land and buildings were revalued at 31 December 2018 to their fair value, based on current prices in an active market for all properties. The valuation was carried out by Cushman & Wakefield who are external, professional qualified valuers. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties.

Property valuations are complex and require a degree of judgement and are based on data which is not publicly available. Consistent with EPRA guidance, we have classified the valuations of our property portfolio as level 3 as defined by IFRS 13. Inputs into the valuations include equivalent yields and rental income and are described as 'unobservable' under the definition in IFRS 13. All other factors remaining constant, an increase in rental income would increase valuations, whilst an increase in equivalent nominal yield would result in a fall in value and vice versa.

11 Debtors

	Current 2018	2017
	£	£
Trade debtors	97,136	102,212
Other receivables	196	1,376
Amounts due from fellow group undertakings	332,628	-
Prepayments	225,582	150,662
	<u>655,542</u>	<u>254,250</u>

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

12 Trade and other payables

	Current 2018 £	2017 £	Non-current 2018 £	2017 £
Trade creditors	94,600	34,811	-	-
Amounts due to fellow group undertakings	187,023	346,100	14,560,450	15,137,849
Accruals	722,355	611,940	-	-
VAT payable	126,431	130,769	-	-
Other creditors	66,819	49,380	-	-
	<u>1,197,228</u>	<u>1,173,000</u>	<u>14,560,450</u>	<u>15,137,849</u>

Included in amounts due to fellow group undertakings is a loan for £3,650,000 (2017: £3,650,000) with interest charged at a rate of LIBOR plus a margin of 2.00% (2017: LIBOR plus a margin of 2.00%) and a loan of £10,950,000 (2017: £10,950,000) with interest charged at a margin of 3.44% (2017: 3.44%). Both loans are due for repayment on 29 September 2020.

13 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the Company and movements thereon during the current and prior reporting period.

	UK capital allowances £	Revaluation of building £	Total £
Deferred tax liability at 1 January 2017	15,040	1,728,526	1,743,566
Deferred tax movements in prior year			
Charge to profit or loss	6,190	-	6,190
Credit direct to equity	-	(57,391)	(57,391)
Deferred tax liability at 1 January 2018	<u>21,230</u>	<u>1,671,135</u>	<u>1,692,365</u>
Deferred tax movements in current year			
Charge to profit or loss	7,251	-	7,251
Charge direct to equity	-	51,000	51,000
Deferred tax liability at 31 December 2018	<u>28,481</u>	<u>1,722,135</u>	<u>1,750,616</u>

	2018 £	2017 £
Deferred tax liabilities	<u>1,750,616</u>	<u>1,692,365</u>

SPRING MEWS (HOTEL) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

14	Share capital	2018	2017
		£	£
	Ordinary share capital		
	<i>Authorised, issued and fully paid</i>		
	4,501 ordinary shares of £1 each	4,501	4,501
		<u> </u>	<u> </u>

The Company has one class of ordinary shares which carry no right to fixed income.

15	Share premium account	2018	2017
		£	£
	At 1 January and 31 December	4,495,500	4,495,500
		<u> </u>	<u> </u>

16 **Controlling party**

The Directors consider that the immediate and ultimate parent undertaking and ultimate controlling party is CLS Holdings plc, which is incorporated in the United Kingdom. The financial statements of the Company are consolidated into the CLS Holdings plc group accounts for the year ended 31 December 2018, being the largest and only Group into which the Company's financial statements are consolidated. Copies of the Group financial statements are publicly available and may be obtained from its registered address, CLS Holdings plc, 16 Tinworth Street, London, SE11 5AL.