

**Company Registration No.      08170768**

**THAME AND LONDON LIMITED**

**Report and financial statements**

**For the year ended 31 December 2017**

**REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

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## **THAME AND LONDON LIMITED**

### **REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

#### **OFFICERS AND PROFESSIONAL ADVISORS**

##### **DIRECTORS**

Joanna Boydell  
Jonathan Ford  
Peter Gowers  
Paul Harvey  
Gregory Olafson  
Stephen Shurrock  
Brian Wallace

##### **COMPANY SECRETARY**

Joanna Boydell  
Katherine Thomas

##### **REGISTERED OFFICE**

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##### **BANKERS**

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E14 5HP

##### **SOLICITORS**

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London  
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##### **INDEPENDENT AUDITORS**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
1 Embankment Place  
London  
WC2N 6RH

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

Founded in 1985, Travelodge is one of the UK's leading hotel brands based on number of hotels and number of rooms operated. The group leased, franchised and managed 558 hotels and 42,110 rooms across the UK, Spain and Ireland at 31 December 2017. We operate in the attractive midscale and economy sector of the hotel market (as defined by Smith Travel Research) and are positioned as a low-cost operator, offering standardised, modern guest rooms at affordable prices to both business and leisure customers. Our brand currently has brand recognition of 94% among the UK population (as measured by YouGov BrandIndex), driven by our long-standing market presence, wide geographic network and effective national marketing initiatives.

We are a predominantly UK leasehold business, representing over 98% of total revenue. In addition we operate eleven hotels under management contract in the UK, five leasehold hotels in Spain and twelve hotels under franchise in Ireland and Northern Ireland. We estimate we attracted approximately 19 million customers last year and almost 90% of our bookings were made through our direct channels. We employ almost 12,000 people across our hotels and support offices, the majority of whom work in our hotels on hourly paid contracts with flexible hours of work.

The Directors present the Strategic Report of the audited consolidated financial statements of Thame and London Limited for the year ended 31 December 2017. Thame and London Limited ("T&L") is the holding company of the Travelodge group ("Travelodge" or "The Group"), including Travelodge Hotels Limited ("THL") the principal trading company of Travelodge UK.

#### **Summary**

Our continued focus on quality and service is delivering good results. Rising sales from business customers, boosted by our new SuperRooms, helped drive strong sales growth, with like-for-like RevPAR once again ahead of the competitive segment. This helped mitigate the significant macroeconomic and external cost pressures facing the sector and deliver another year of progress for the business.

We delivered total revenue growth of 6.6% in 2017, with 2.9% like-for-like RevPAR growth and a significant contribution from new hotels opened since 2016. We once again outperformed the STR MSE segment by 0.7%.

This good revenue growth has helped to mitigate the impact of significant cost increases, particularly on regulated costs such as the National Living Wage and business rates, as well as general cost inflation with our full year EBITDA (adjusted) up £2.3m.

In addition, we opened 15 new hotels in 2017, including sites at London Harrow, Bath City Centre, Redhill Town Centre and Newcastle Quayside in line with our target.

This continued good performance has allowed us to undertake a further re-financing in January 2018, following the April 2017 refinancing, further reducing our cost of debt as a result.

#### **Financial Highlights**

- Total revenue **up 6.6%** to £637.1m (2016: £597.8m)
- RevPAR<sup>(1)</sup> **up 2.9%** to £40.49 (2016: £39.34)
- RevPAR<sup>(1)</sup> growth **0.7pts ahead** of competitive segment<sup>(2)</sup>
- Average room rate<sup>(1)</sup> up 2.8% to £53.19 (2016: £51.75)
- Occupancy<sup>(1)</sup> maintained at 76.1%
- EBITDA (adjusted)<sup>(3)</sup> **up £2.3m** to £112.4m (2016: £110.1m)
- Cash of **£95.0m** at 31 December 2017 (2016: £73.9m)

#### **Operational Highlights**

- Continued growth from business customers, with encouraging results from new business account programme and business website upgrade
- SuperRooms showing encouraging early trading with 990 rooms in 20 hotels
- Strong development momentum - 15 new hotels opened in the year
- Estate now stands at 558 hotels and 42,110 rooms at 31 December 2017

(1) Revenue per available room, Average room rate and Occupancy on a UK like-for-like basis.

(2) Our competitive segment is the Midscale and Economy Sector of the UK hotel market as reported by Smith Travel Research (STR), an independent hotel research provider, providing aggregate benchmarking information on the UK and other hotel market performance.

(3) EBITDA (adjusted) = Earnings before interest, taxes, depreciation and amortisation, and before rent free adjustment and exceptional items.

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

UK like-for-like RevPAR was up 2.9% to £40.49, outperforming the growth rate of the STR Midscale and Economy Sector, which was up 2.2% for the same period.

We continue to use effective revenue management to optimise the balance between occupancy and rate growth. We maintained UK like-for-like occupancy at 76.1% and grew UK like-for-like average room rate by 2.8% to £53.19 (2016: £51.75), principally driven by continued growth from business customers and improved conversion rates from our upgraded website, supported by effective yield management.

These positive like-for-like sales results, together with strong food and beverage sales and the contribution from our maturing new hotels opened since the beginning of 2016, has resulted in total revenue growth of 6.6% for the year to £637.1m.

In 2017, EBITDA (adjusted) grew by £2.3m to £112.4m (2016: £110.1m) with the good revenue growth, including strong performance from our Spanish business, offsetting a number of regulated cost increases including the National Living Wage and business rates which increased from April.

The business continues to generate strong operating cashflow, with a closing cash balance of £95.0m at the year end (2016: £73.9m). Following our refinancing in the second quarter we have long-term facilities in place including the benefit of an undrawn £50m RCF facility.

#### **Strategy**

Over the last four years we have strengthened Travelodge considerably. We have upgraded our estate, opened over 50 new hotels, launched our new SuperRooms and now have more than 170 hotels with on-site bar cafes. We continue to make good progress towards our aim of becoming the favourite hotel for value, by delivering our customers a combination of location, price and quality that suits their travel needs.

##### *Location*

During the year we extended our network with a further 15 hotels, including new sites at London Harrow, Bath City Centre, Redhill Town Centre and Newcastle Quayside. We now have a wide network, including more than 170 hotels with on-site bar café restaurants, a network that would be the fourth largest hotel chain in the UK if it were a separate brand. In 2018 we expect to open 20 hotels, including our new 395 room London City hotel in the summer, with a significant proportion of these openings in the fourth quarter.

##### *Price*

We continue to drive to be the cheapest of the big competitor brands, with a clear positioning to our customers, while raising our average RevPAR by winning a greater share of business customers, who are more likely to stay in our premium locations and for longer than the average. We made good progress during the year, again outperforming the midscale and economy segment.

##### *Quality*

We continue to invest in upgrading our hotels, launching our new SuperRoom product in early 2017. We now have over a thousand SuperRooms across the UK, which feature Lavazza coffee pod machines, Hansgrohe raindance showers, a choice of pillows and other improved facilities. Early results from this new offer have been encouraging, with an average rate premium of £10-20.

We again upgraded our food and beverage offer during the year, resulting in record sales. We are also in the process of trialling a new bar café format in a small number of hotels.

We received a record number of TripAdvisor certificates of Excellence in 2017, and an average TripAdvisor rating of 4 stars out of 5. This continued improvement in quality has been driven by the efforts of our almost 12,000 strong team, which includes our in-house housekeeping team, supported by investment in standardisation of our ten step proprietary room cleaning process.

We made further improvements to our digital platform in 2017, helping us sustain more than 80% of our bookings being made through Travelodge.co.uk, and more than 89% direct overall, well in excess of the industry norms.

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

#### **Outlook**

The UK is currently in a period of well understood macroeconomic uncertainty with significant regulatory and other inflationary cost pressures.

Demand for budget hotels has remained positive since the start of the year. However, the market is up against tough comparables for last year, which included strong inbound travel owing to the weak pound, and it also faces the impact of new supply growth in what is traditionally a low occupancy period. For the midscale and economy sector, the first few weeks of the year have seen declines in London RevPAR and somewhat flat performance in the Regions. We have continued to outperform our segment and deliver like-for-like RevPAR growth.

In view of the wider economic uncertainty and the well-known cost headwinds, especially those relating to the national living wage, other regulated cost increases and general inflationary pressures, we remain cautious on the immediate outlook. However once these pressures abate, we are well positioned.

## THAME AND LONDON LIMITED

### STRATEGIC REPORT

#### Results

Results for the Group are for the full year ended 31 December 2017, with comparatives for the full year ended 31 December 2016.

	Year ended 31 Dec 2017 £m	Year ended 31 Dec 2016 £m	Var £m	Var %
<u>Revenue by geographical region</u>				
<b>Revenue</b>	<b>637.1</b>	<b>597.8</b>	<b>39.3</b>	<b>6.6%</b>
Revenue UK	624.0	587.7	36.3	6.2%
Revenue International	13.1	10.1	3.0	29.7%
<u>Key income statement items</u>				
<b>Revenue</b>	<b>637.1</b>	<b>597.8</b>	<b>39.3</b>	<b>6.6%</b>
Operating expenses	(341.7)	(316.0)	(25.7)	(8.1)%
<i>Of which cost of goods sold</i>	(39.6)	(37.5)	(2.1)	(5.6)%
<i>Of which employee costs</i>	(150.2)	(136.2)	(14.0)	(10.3)%
<i>Of which other operating expenses</i>	(151.9)	(142.3)	(9.6)	(6.7)%
Net external rent payable	(183.0)	(171.7)	(11.3)	(6.6)%
<b>EBITDA (adjusted) <sup>(1)</sup></b>	<b>112.4</b>	<b>110.1</b>	<b>2.3</b>	<b>2.1%</b>
Rent free adjustment <sup>(2)</sup>	(2.4)	(3.4)	1.0	29.4%
Depreciation	(35.0)	(29.9)	(5.1)	(17.1)%
Amortisation	(16.5)	(15.8)	(0.7)	(4.4)%
<b>Operating profit (before exceptional items)</b>	<b>58.5</b>	<b>61.0</b>	<b>(2.5)</b>	<b>(4.1)%</b>
Finance costs before investor loan interest	(39.9)	(38.3)	(1.6)	(4.2)%
Investor loan interest	(14.3)	(15.0)	0.7	4.7%
Finance income	0.3	1.1	(0.8)	(72.7)%
Income tax	(1.9)	(0.9)	(1.0)	(111.1)%
<b>Profit for the period (before exceptional items)</b>	<b>2.7</b>	<b>7.9</b>	<b>(5.2)</b>	<b>(65.8)%</b>
Exceptional items	(13.4)	(10.5)	(2.9)	(27.6)%
<b>Profit for the period</b>	<b>(10.7)</b>	<b>(2.6)</b>	<b>(8.1)</b>	<b>(311.5)%</b>

(1) - EBITDA (adjusted) = Earnings before interest, taxes, depreciation and amortisation, and before rent free adjustment and exceptional items (which is consistent with our internal management reporting and statutory reporting of our main UK trading entity under FRS 102). Exceptional items have been removed as they are non-recurring, one-off items.

(2) - In many of our leases we receive a rent free period at the beginning of the lease term. Under IFRS, the benefit of this rent free period is held as deferred income on our balance sheet and is recognised in our income statement as a deduction to the actual rent expense in each period, on a straight line basis, over the full life of the lease. As a result, our IFRS rent expense does not reflect our cash payments of rent in any period. EBITDA in each period recognises the portion of the credit attributable to such period as if such credit were applied on a straight line basis until the next rent review, normally five years, which is the measure which is used for internal management reporting.

#### Revenue

Revenue increased by £39.3m, or 6.6%, from £597.8m for the year ended 31 December 2016 to £637.1m for the year ended 31 December 2017. This increase was primarily due to like-for-like UK RevPAR growth of 2.9%, the annualisation and maturity of the 19 new hotels added in 2016 and the opening of 15 new hotels in the year. We also saw good revenue growth in food and beverage and from our hotels in Spain. Like-for-like UK RevPAR growth outperformed the MS&E segment growth of 2.2% for the year.

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

#### **Operating expenses**

Operating expenses (excluding rent, before exceptionals) increased by £25.7m, or 8.1%, from £316.0m for the year to 31 December 2016 to £341.7m for the year to 31 December 2017. Cost increases were mainly due to increased employee costs and other operating expenses.

Employee cost increases were largely driven by the additional staff employed in our new hotels and wage inflation (including the impact of the National Living Wage).

Higher other operating expenses have been largely driven by our new hotels, business rates, inflationary increases and project spend. They include sales and marketing costs which were focused on more targeted digital and customer relationship management (CRM) and business to business sales activity, with spend spread more evenly through the year in contrast to the phasing driven by the first half TV brand marketing campaign last year.

#### **Net external rent payable**

Net external rent payable increased by £11.3m, or 6.6%, from £171.7m for the year to 31 December 2016 to £183.0m for the year to 31 December 2017. This increase was primarily due to 15 new hotel openings during the year, the annualisation of the 19 hotels which opened in 2016, together with upwards only rent reviews predominantly linked to RPI.

#### **Depreciation / amortisation**

Depreciation increased by £5.1m, or 17.1%, from £29.9m for the year to 31 December 2016 to £35.0m for the year to 31 December 2017. This is mainly due to new hotel openings and investment in maintenance, refurbishment and upgrading our hotels.

Amortisation increased by £0.7m, or 4.4%, from £15.8m for the year to 31 December 2016 to £16.5m for the year to 31 December 2017. This is mainly due to the finance system implementation project during 2016 and ongoing website development.

#### **Finance costs**

Finance costs, including investor loan interest, increased by £0.9m, or 1.7%, from £53.3m for the year to 31 December 2016 to £54.2m for the year to 31 December 2017. The increase was primarily due to bond interest costs for the year being higher than the combined bond and bank interest costs last year (with the original bond issue in May 2016 and the subsequent refinancing in April 2017 which reduced bond interest costs).

#### **Finance income**

Finance income of £0.3m for the year to 31 December 2017 is bank interest received. The year on year decrease from £1.1m for the year to 31 December 2016 was primarily due to additional interest last year in respect of a loan to our previous Irish franchisee partner which was settled during the fourth quarter of 2016.

#### **Taxation**

Income tax is recognised based on management's best estimate of the income tax rate expected for the financial year. The Travelodge Group continues to monitor the progress of tax legislation through the UK Parliament.

The income tax charge of £1.9m for the year to 31 December 2017 relates entirely to changes in deferred tax on intangible assets, tax losses and differences between accounting depreciation and capital allowances. There were no cash tax payments during the year.

#### **Exceptional items**

Exceptional charges of £13.4m include £8.6m of charges in respect of the costs of early redemption, legal and advisors' fees and management incentives relating to the restructuring of the Group's debt and other exceptional corporate activities, together with a charge of £3.2m relating to the relevant portion of 2016 prepaid fees released on repayment of the previous floating rate bond, and a net rent provision reassessment charge of £2.9m, partially offset by other provision reassessment credits of £1.3m.



## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

In the financial year to 31 December 2016, exceptional items of £10.5m consisted mainly of £6.0m for the impairment of fixed assets in Aberdeen due to changes in local market demand, financing costs relating to restructuring the group's debt of £4.2m and a net provision reassessment of £0.3m.

#### **Cash flow**

As at 31 December 2017, we had cash of £95.0m, an increase of £21.1m compared to £73.9m as at 31 December 2016. The year-end cash balance is beneficially impacted by the timing of some rent and creditor payments which naturally fell shortly after year-end.

Our cash cycle reflects the monthly payment of creditors and staff and fluctuates throughout the quarter with rent paid quarterly in advance around the end of each quarter. As a result, our quarterly cash position is generally at a low just after the end of March, June, September and December following payment of the quarterly rent bill, monthly creditor payments and payroll.

Net cash inflow after interest costs and exceptional items is summarised below:

	<b>2017</b>	<b>2016</b>
	<u>£m</u>	<u>£m</u>
EBITDA (adjusted)	112.4	110.1
Working Capital	8.2	7.7
Capital Expenditure	<u>(50.6)</u>	<u>(37.4)</u>
<b>Operating cash flow</b>	<b>70.0</b>	<b>80.4</b>
Net interest paid	(38.1)	(42.4)
Cash spend on provisions	(2.7)	(6.9)
Exceptional items	(9.1)	(19.9)
Other	<u>1.0</u>	<u>(14.2)</u>
Cash (outflow) / inflow	<u>21.1</u>	<u>(3.0)</u>
Opening external net debt <sup>(1)</sup>	(306.0)	(307.4)
Cash (outflow) / inflow	21.1	(3.0)
Other	(36.0)	(5.7)
Issue costs within debt	<u>(2.5)</u>	<u>10.1</u>
Closing external net debt <sup>(1)</sup>	<u>(323.4)</u>	<u>(306.0)</u>

(1) External net debt excluding finance leases

#### **Working capital**

Our working capital inflow of £8.2m in the year ended 31 December 2017 compared to an inflow of £7.7m in the year ended 31 December 2016 and is impacted mainly by the timing of creditor payments over the year ends.

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

#### **Capital expenditure**

Capital expenditure in the year to 31 December 2017 has been primarily made in relation to on-going maintenance and refits, including Super Rooms, as well as investment in website development and amounts relating to development of our pipeline.

The year on year increase is mainly due to spend relating to the commencement of our standard refit cycle and Super Rooms. We expect to refit the entire estate over a 7 to 8 year period, with interim works as appropriate in the heavier use hotels.

#### **Net interest paid**

Net interest paid decreased by £4.3m from £42.4m for the year to 31 December 2016 to £38.1m for the year to 31 December 2017 primarily due to lower bond interest costs following the refinancing in April 2017, less additional interest received in 2016 on repayment of a loan made to our previous Irish franchisee partner.

#### **Cash spend on provisions**

Cash spend on provisions decreased by £4.2m, relating mainly to the payment of the CVA Fund of £3.9m in 2016, together with payments in respect of onerous leases.

#### **Exceptional items**

Spend on exceptional items in 2017 and 2016 relates mainly to the costs of refinancing.

#### **Other cash flows**

Other cash inflows in 2017 relate to proceeds arising from the refinancing in April 2017 of £36.0m (repayment of the existing senior secured floating rate sterling denominated notes of £100.0m and senior secured fixed rate sterling denominated notes of £29.0m, offset by the issue of new senior secured floating rate sterling denominated notes of £165.0m), partially offset by the repayment of accrued interest relating to the investor loan of £35.0m. In 2016 other cash outflows are repayment of the Flare facility £12.9m and partial repayment of investor loan £20.0m, less net refinancing proceeds £18.7m.

#### **Funding, Covenant Compliance & Going Concern**

The external net debt (excluding finance leases) of the Group is summarised below:

	<b>31 Dec 17</b>	<b>31 Dec 16</b>
	£m	£m
Bonds - Fixed rate	261.0	290.0
- Floating rate	165.0	100.0
- Issue costs	(7.6)	(10.1)
<b>Secured Debt</b>	<b>418.4</b>	<b>379.9</b>
<b>Cash</b>	<b>(95.0)</b>	<b>(73.9)</b>
<b>External Net Debt</b>	<b>323.4</b>	<b>306.0</b>

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

The total funding of the Group is summarised below:

	<b>31 Dec 17</b>	<b>31 Dec 16</b>
	£m	£m
<b>Bonds</b>	<b>418.4</b>	<b>379.9</b>
Unsecured (Loan Notes)	117.4	138.1
<b>Total Funding</b>	<b>535.8</b>	<b>518.0</b>

At 31 December 2017, the Group had utilised £14.9m of the Letter of Credit Facility (with a maximum amount of £30.0m) (2016 utilised: £17.2m) in favour of the Group's credit card acquirer and lease guarantees.

The Group refinanced in May 2016, issuing £390m of Bonds due May 2023, together with a £50m revolving credit facility (currently undrawn) and a £30m letter of credit facility. In April 2017 the Group refinanced again, repaying £129m of bonds and issuing £165m of new bonds and in January 2018 the Group completed a further refinancing, repaying £29m of fixed rate bonds and issuing £30m of floating rate bonds.

Under our current financing structure covenants are generally tested upon the occurrence of an event rather than on an ongoing basis, failure to maintain a specified level of financial health will not cause a default under the Indenture so long as interest payments can be made.

The Directors have reviewed the Group's financial projections for the foreseeable future, and in particular, the occupancy and rate forecasts and strategic initiatives that underpin those projections and cash flows. These critical assumptions have also been stress tested with plausible but pessimistic changes to those assumptions. The Group has no requirement for debt repayment until May 2023 and no ongoing maintenance covenant tests unless the RCF is substantially drawn. The Directors have a reasonable expectation that the Group has adequate resources to continue as a going concern into the foreseeable future.

### **Employee Involvement**

Nearly 12,000 Travelodge colleagues work together to look after our customers each day.

We offer a wide range of roles, including front-line guest service positions, construction and maintenance teams and a range of positions in our support centre.

With a mix of full-time and part time roles, we are an ideal employment choice for people who are looking to build their careers in hospitality, or fit work around other commitments, including working parents, students and people looking for a second career later in life.

New team members undergo an induction programme to support them in being successful in their role and further training is made available for all team members to progress and advance their careers. Over more than thirty years, we have helped thousands of people grow their careers and make the journey from entry-level jobs to management positions. Our management development programme, 'Aspire' is central to our approach, helping candidates secure externally recognised qualifications as well as practical management skills. We currently have many colleagues studying towards apprenticeship and management qualifications, as well as other colleagues developing through professional qualifications and on the job training.

The Group provides information to its team members through a number of internal channels, including an Equality & Diversity Governance Group which meets quarterly and considers a wide range of topics relating to initiatives and policy. A wider Forum also meets annually and we use the organisation's communication framework to engage the team in organisational initiatives.

We also collate feedback using an annual employee engagement survey to gauge opinions, gain important people insight and to enable actions to encourage high levels of engagement throughout the business.

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

Travelodge recognises the benefits of having a diverse workforce with different backgrounds and experiences, solely employed on ability and it supports this belief with clear policies on equality and diversity and a track record of strong representation at all levels from people of all backgrounds. Travelodge monitors the diversity of job applicants, as well as the composition of our existing workforce by each protected characteristic in order to support a culture of equality, diversity and inclusion. We remain committed to evolving our approach to ensure it is embedded as a way of life across the organisation.

#### **Gender Diversity**

Travelodge recognises the great benefits of having a diverse workforce with different backgrounds, solely employed on ability and it supports the belief with policies on equality and diversity.

Our workforce gender diversity is broadly in line with occupational gender trends in the wider UK hospitality industry, with high levels of female applications, particularly in housekeeping roles and strong career progression from these and other entry level roles into management positions. Travelodge monitors the diversity of job applicants, as well as the composition of our existing workforce by each protected characteristic in order to support a culture of equality, diversity and inclusion. We remain committed to evolving our approach to ensure it remains embedded as a way of life across the organisation.

At 31 December 2017 the Group employed 11,140 people with the following gender breakdown:

	<b>Female</b>	<b>Male</b>
Board*	25.0%	75.0%
Senior Management	32.6%	67.4%
All Other	73.5%	26.5%
<b>Total</b>	<b>73.3%</b>	<b>26.7%</b>

\* in addition there are 3 male non-executive Directors who are not employed by the Group.

#### **Human Rights**

Travelodge firmly supports and endeavours to carry out its business in a manner compatible with the protection of individuals' human rights. The Group does this through its compliance with relevant legislation and through an insistence on ethical business practices. Where relevant Travelodge has policies that reflect the rights granted to individuals under the Human Rights Act 1998, such as areas of fair treatment and non-discrimination, data protection, equality and diversity and health and safety.

#### **Pensions**

The Group offers a defined contribution pension scheme to its employees. All employees are auto-enrolled into one of two schemes provided by Scottish Widows and NEST, with employer contributions charged to the Income Statement.

#### **Safety, Security and Corporate Social Responsibility**

Travelodge places the safety and security of its customers, colleagues and the communities in which we operate as its highest priority.

We operate a number of different policies to help protect these groups as summarised below:

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

#### *Safety and Security at the Hotels*

We have a comprehensive and proactive approach to risk management, endeavouring to ensure that all our customers are always in safe accommodation, maintained and operated in compliance with the appropriate regulations and standards.

We regularly train our team members in a range of safety and security topics and share and develop best practice internally through our District-based Safety Champions. We also continue to build our relationships in Primary Authority Partnerships with key enforcement agencies and externally with other organisations.

To aid us to ensure that all our practices and procedures are correctly implemented we use an independent expert company to carry out twice annual unannounced safety audits at all our hotels. In addition to this, we are of course subject to regular routine inspections from local authority Environmental Health Officers, Fire Safety Officers and officers from other various enforcement agencies.

We actively monitor our audit, enforcement and accident and incident data, ensuring that all information is analysed and improvements are made where possible. This assists us to prevent any reoccurrences and continually work to reduce risk to our customers and team.

#### *Information Security*

Travelodge is committed to ensuring that customer data is held in a sensitive and secure manner. To this end Travelodge maintain a public Privacy Policy statement.

It is Travelodge policy to manage information in compliance with the Data Protection Act (1998). It will be Travelodge policy to act in line with its successor, the General Data Protection Regulations ("GDPR"), from May 2018.

Customer data is used in accordance with our published privacy policy, and stored within the EU or in accordance with current EU data governance requirements.

With regard to credit card data, Travelodge adhere to the provisions of PCI DSS 3.2, and audit as a tier one merchant. All credit card information is kept confidential through industry-standard encryption techniques.

#### *Accessibility*

As a business we recognise the wide range of customers that use our premises and aim to make them accessible to all. We hold research groups to hear first-hand from our customers what their needs are so these can be incorporated into both our products and our policies. We continue to retain a specialist accessibility consultant to assist us to consider accessibility in all product development and meet the latest requirements.

We also recognise that team members who can understand the needs of our customers are also vital, and therefore carry out accessibility training for our staff.

We are committed to making our web site accessible to all users, including people with disabilities. In order to achieve this, the UK website has been developed in accordance with the Web Content Accessibility Guidelines 1.0 where possible. These guidelines have been published by the World Wide Web Consortium to promote accessibility.

#### *Environmental Impact*

We continue to work to reduce our carbon footprint, by changing the way we build new hotels, run our hotels day to day and by working with our partners & suppliers to reduce their carbon footprint.

Every new build Travelodge hotel has the following green features:

- Low energy lighting and a recent change to LED lighting
- Aerated showers
- Full insulation
- Windows and external fixtures fitted accurately for minimum energy leakage
- Stipulated sites will have a BREEAM Rating and green travel plans
- Smart meters installed

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

In addition to the above measures Travelodge works with energy consultants to consider future improvements, including more efficient hot water generation equipment and other alternative energy generation methods.

#### *Engagement in the Community*

Our charity partner is chosen by a company-wide team member vote. Since February 2017 our partner has been the British Heart Foundation and we have raised over £150,000 for this charity. Prior to that our partner had been Macmillan Cancer Support for whom we raised over £750,000 since 2013. We raise funds through activities across the length and breadth of the country, from cricket matches to cycle rides and 'DECHOX diets'. We also are making life-saving CPR training available to colleagues, which commenced in 2017.

We have also continued our successful relationship with Pennies, the pioneering electronic donation box. This unique service allows customers to choose to make a small donation to BHF as part of the online booking process.

#### **Risk Management**

Travelodge has a risk management system and internal controls in place to protect our business as far as reasonably possible against known and emerging risks and support achievement of our business objectives, in particular:

- Our brand and reputation
- Delivery of our strategy
- Safeguarding physical assets, people and systems

The key known risks and the mitigations to those risks which the Group was exposed to during the period are listed below:

The Group faces financial risks and these are covered in note 19 of these financial statements.

Challenging macroeconomic circumstances or a further economic downturn in Europe, in particular the UK, or declines or disruptions in consumer discretionary spending could have a material adverse effect on our business, results of operations, financial condition or prospects.

Historically, the performance of the UK hotel industry has correlated with the strength of the UK economy generally. Within the UK hotel market, the value branded sector is the largest and has demonstrated strong growth and resilience. Other macro-economic factors also influence the demand for hotel accommodation from domestic travellers, particularly employment levels, wages, business and consumer spending, business and consumer confidence and reduced spending following terrorist attacks or other unexpected events. The performance of the UK hotel industry is also affected by the number of travellers coming to the UK from other countries.

The UK electorate voted in favour of a UK exit from the EU in a referendum held on June 23, 2016, the consequences of which could adversely impact our business, results of operations and financial condition.

The UK Government held an in-or-out referendum on the United Kingdom's membership of the European Union on June 23, 2016 in which the UK electorate voted in favour of the United Kingdom exiting from the EU ("Brexit"). A process of negotiation has commenced between the UK Government and the EU to determine the future terms of the United Kingdom's relationship with the European Union. We are headquartered and tax domiciled in the United Kingdom and our business, results of operations and financial condition could be materially adversely affected by Brexit.

Depending on the terms of Brexit, the United Kingdom could lose access to the EU single market and to the global trade deals negotiated by the European Union on behalf of its members. Such a decline in trade could affect the attractiveness of the United Kingdom as a global investment centre and, as a result, could have a detrimental impact on UK growth. Uncertainty around the timing and terms of Brexit following the referendum could also have a negative impact on the UK economy. We could be adversely affected by reduced growth in the UK economy and greater volatility in the Pound. Changes to UK border and immigration policy could likewise occur as a

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

result of Brexit, affecting the number of travellers to the United Kingdom and the freedom of employers to recruit staff from outside the United Kingdom. A portion of Travelodge's workforce comprises of non-UK EU citizens and a decline in the number of such citizens in the UK could have a detrimental effect on Travelodge's ability to recruit staff. While Travelodge is predominantly a domestic business, it is possible that any of the foregoing factors could have a material adverse effect on our business, results of operations or financial condition.

The Group operates in a competitive industry with other branded competition and there is a risk that competitor actions or failure to compete effectively in the market could have a detrimental impact on the Group. The Group reviews the market continually and has developed strategy, which is covered above in this report, which is regularly reviewed in line with competitor decisions and actions.

Failure to comply with environmental, health and safety laws and regulations may result in a material adverse effect on our business. A major safety incident, such as a hotel fire or building defect, could result in serious injury to customers and colleagues, with attendant risk of reputation damage and litigation. The Group is exposed to health and safety risks whilst team members work, customers stay and others visit the Group's hotels and corporate offices and takes a comprehensive approach to mitigating health & safety risk.

At a company-wide level, Primary Authority Partnerships are established for fire, food and general Health & Safety, and for police contact. A full planned and preventative maintenance programme runs year-round, and incidents, accidents and near miss activity are reviewed to establish further action required. These actions are reviewed monthly and documented at internal Health & Safety meetings. At hotel level, a monthly cycle of 'pit stop' training provides regular and systematic skills transfer, and hotel teams are thoroughly briefed on their responsibilities and the Group's escalation mechanisms, covering incident, accident, disaster recovery and interaction with emergency services. To aid us to ensure that all our practices and procedures are correctly implemented we use an independent expert company to carry out twice annual unannounced safety audits at all our hotels. To drive continuous improvement through the sharing of best practice, each District of hotels has a Health & Safety Champion who shares the outputs of their monthly meetings with their District colleagues.

The Group's industry is heavily regulated and a failure to comply with regulatory requirements may result in a material adverse effect on our business, results of operations or financial condition. Travelodge takes its legislative responsibilities seriously and endeavours to ensure compliance with all relevant applicable laws.

Failures of our website, pricing software or other IT systems, delays in the operation of our IT systems or system enhancement failures could reduce our revenue and profits and harm the reputation of our brand and our business.

The Group is highly reliant on information technology for both its day to day operations and as an essential enabler of the customer booking journey, consequently the failure of core systems would significantly disrupt trading and our operation and adversely impact the Group's performance. To mitigate this risk, the Group works extensively with, and is dependent upon, specialist third-party providers to maintain our systems, optimise performance, upgrade our infrastructure, and provide appropriate resilience. The Group employs reasonable industry-standard back-up systems and seeks to eliminate single points of failure. The Group also conducts on-going risk assessments and business continuity planning. The Group has invested in cyber insurance to protect the business against the consequences of major unforeseen, malicious, or unavoidable service disruptions.

There is a risk that customer data, including payment card data, could be compromised, either by external or internal actors. The Group is committed to ensuring that customer data is held in a sensitive and secure manner and we maintain a public Privacy Policy statement which is reviewed regularly.

The Group processes large numbers of transactions via its proprietary website and in-hotel payment systems. Customer data is used in accordance with our published privacy policy, and stored within the EU or in accordance with current EU data governance requirements. With regard to credit card data, the Group adheres to the provisions of PCI DSS 3.2, and audits as a tier one merchant. All credit card information is kept confidential through industry-standard encryption techniques. It is Group policy to manage information in compliance with the Data Protection Act

## **THAME AND LONDON LIMITED**

### **STRATEGIC REPORT**

(1998) and will be policy to act in line with its successor, the General Data Protection Regulations from May 2018.

The Group reviews general data security regularly and invests in proportionate and appropriate security systems and processes to endeavour to ensure the integrity of its systems, its customer/card data, and its compliance with the regulatory requirements of both PCI DSS and the DPA. The requirements of GDPR have been reviewed ahead of the application of these regulations in the UK from May 2018.

Our business depends on our relationships with our third-party suppliers and outsourcing partners. The Group is reliant on certain third-party suppliers to provide key services and goods to the Group which are critical to the continuing trade of the Group. There is a risk that should any of these suppliers be unable to continue to provide goods or satisfactorily perform services to the Group, that our business would be interrupted. The Group and key suppliers meet regularly to consider operational, commercial and legal issues as appropriate and the Group maintains contingency plans where possible in the event of any key supplier failure.

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



**Joanna Boydell, CFO**

**6 April 2018**



## **THAME AND LONDON LIMITED**

### **DIRECTORS' REPORT**

The Directors present the Directors Report for the audited consolidated accounts for Thame and London Limited for the year ended 31 December 2017.

#### **Directors**

The Directors who served during the period and up to the date of the report are detailed on page 1.

#### **Results**

Results for the Group are for the full year ended 31 December 2017, with comparatives for the full year ended 31 December 2016.

For 2017, the Group made EBITDA (adjusted) of £112.4m (2016: £110.1m), Operating Profit of £50.5m (2016: £54.7m) and Loss Before Tax of £8.8m (2016: £1.7m).

#### **Ownership**

At 31 December 2017, the Directors regarded Anchor Holdings SCA Luxembourg as the ultimate controlling party.

The Company is owned by funds managed by GoldenTree Asset Management LP, Avenue Capital Group and Goldman Sachs Group, Inc.

GoldenTree Asset Management is an asset management firm that specialises in opportunities across the credit universe in sectors such as high yield bonds, leveraged loans, distressed debt, structured products, emerging markets and credit-themed equities. The firm was founded in 2000 with offices in New York, London and Singapore, and manages over \$24 billion in assets under management.

Avenue Capital Group is a global investment firm focused on private and public debt, equity and real estate markets in the U.S., Europe and Asia. Avenue is headquartered in New York with offices in London, Luxembourg, Madrid, Milan and Munich, as well as offices throughout Asia.

The Goldman Sachs Group, Inc. is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base. Founded in 1869, the firm is headquartered in New York and maintains offices in all major financial centres around the world.

Details of the executives who have responsibility for oversight of the Group on behalf of the funds can be found on pages 17 and 18.

#### **Currency**

The majority of the Group's revenue is earned in sterling. The majority of the Group's costs are paid in sterling.

#### **Financial Risk Management**

The Group faces financial risks and these are covered in note 19 of these financial statements.

#### **Insurance**

The Group maintains qualifying third party indemnity insurance in respect of Directors and Officers against any such liabilities as referred to in Section 234 of the Companies Act 2006.

## **THAME AND LONDON LIMITED**

### **DIRECTORS' REPORT**

#### **Taxation**

The underlying current tax charge for the year of £1.9m relates entirely to changes in deferred tax on intangible assets, tax losses and differences between accounting depreciation and capital allowances. There were no cash tax payments during the year.

#### **Dividend**

The Directors do not recommend the payment of a dividend.

#### **Independent Auditors**

During the year the Directors re appointed Pricewaterhouse Coopers LLP as auditors of the Group.

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



**Joanna Boydell, CFO**

**6 April 2018**

## **THAME AND LONDON LIMITED**

### **DIRECTORS**

#### **Brian Wallace (Chairman)**

Brian is an experienced leisure and hospitality executive with a wealth of experience in UK and international business. He joined Travelodge in January 2013.

A qualified accountant, Brian has held senior executive roles with companies including Hilton, Schlumberger and Ladbroke's, as well as non-executive roles at Miller Group, Hays plc, Scottish & Newcastle plc, FirstGroup plc and Softcat plc.

Brian spent 12 years with Hilton, initially as Finance Director, and subsequently as Deputy Chief Executive. During that period, he played a pivotal role in strengthening the balance sheet, expanding the global presence of the Company and ultimately reunifying the Hilton brand through the landmark sale of the business to Hilton Hotels Corporation in America.

#### **Peter Gowers (Chief Executive Officer)**

Peter is an experienced Chief Executive with a functional leadership background in strategy, sales & marketing and operations in FTSE listed companies.

Peter joined Travelodge in November 2013, having previously served as Chief Executive of the main market listed Safestore Holdings plc, the UK's largest self-storage operator.

Prior to Safestore, Peter held successive senior positions with the world's largest hotel company, InterContinental Hotels Group plc (IHG). Peter served as Chief Executive of IHG's Asia-Pacific region, based in Singapore. Prior to his role in Asia, Peter was IHG's Chief Marketing Officer, where he led the worldwide rebranding and relaunch of the InterContinental and Holiday Inn brands. His earlier roles included Head of Global Brand Services, where he led rapid growth in IHG's online business, call centre and travel agent relationships; and Head of Strategy, where he led the development of the group's successful strategy to deliver international expansion with low capital intensity.

Peter spent his early career with the FTSE-30 conglomerate Bass plc and the global consultancy firm Arthur D. Little.

Peter holds a First Class Honours degree in Law from Oxford University.

#### **Jo Boydell (Chief Financial Officer)**

Jo joined Travelodge in March 2013, and has broad based finance experience in hospitality, leisure and retail. Jo held senior positions with Hilton Group plc, Ladbroke's plc and the EMI Group and was Finance Director at Mothercare and Snap Equity Ltd, the parent company of Jessops.

As Chief Financial Officer, Jo is responsible for overseeing all of the Company's finance functions, including group and property finance, operational finance and accounting as well as overseeing the legal, procurement and health and safety functions for the business.

Jo is a Chartered Accountant and holds an Honours degree in Physics from Oxford University.

#### **Paul Harvey (Managing Director, Property)**

Paul joined Travelodge in October 2006 from Hilton International where he worked for over seven years in a variety of senior positions including Vice President - Japan and Micronesia, MD for Livingwell and Hilton UK Finance Director. Prior to this he worked for Meridien, Forte London and Grosvenor House Hotel.

As Managing Director - Property, Paul is responsible for delivering the Company's growth strategy and the refit programme across the Travelodge Estate, as well as, overseeing the Facilities function for the business.

Paul is a Chartered Management Accountant.

## **THAME AND LONDON LIMITED**

### **DIRECTORS**

#### **Greg Olafson (Non Executive Director, representing Goldman Sachs)**

Greg Olafson joined Goldman Sachs in 2001 and is a Managing Director.

#### **Jonathan Ford (Non Executive Director, representing Avenue Capital Group)**

Jon is responsible for assisting with the direction of the investment activities of the Avenue Europe Strategy.

Prior to joining Avenue in 2009, Jon was the Head of European Research based in London for the Distressed Products Group at Deutsche Bank, focused on European distressed and special situations investments across the capital structure. Previously, Jon was an Assistant Director in the Corporate Restructuring Group at Close Brothers Group, where he worked on a number of high profile European restructuring and distressed mergers and acquisitions transactions. Prior to joining Close Brothers Group, Jon was an Assistant Manager in the Banking & Capital Markets division of PricewaterhouseCoopers (London).

Jon received a B.S. in Economics from the University of Birmingham (1996).

#### **Stephen Shurrock (Non-Executive Director, representing GoldenTree Asset Management)**

As Executive Vice President and Chief Commercial Officer, Stephen Shurrock leads Travelport's customer-focused teams in Air, Agency, Hospitality and Digital Media around the world, as well as having global responsibility for customer engagement, product strategy, marketing and market research.

Prior to joining Travelport in January 2016, Stephen was Chief Executive Officer for the Consumer Division of Telefonica, one of the largest telecommunications companies in the world, where he was responsible for the company's consumer business and digital divisions globally. His prior roles with Telefonica included CEO of O2 Ireland and CEO of Telefonica's New Digital Business and Innovation division, where he was responsible for establishing and running digital businesses to take advantage of new growth markets in security, advertising, financial services, over the top content and big data. Before joining Telefonica/O2 in 2001, Stephen was CFO of UK-based web portal, Excite.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 group and parent company and of the profit or loss of the group for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 102, have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- 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 group and parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006 and, as regards the group financial statements, Article 4 of the IAS Regulation.

The directors are also responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the group and parent company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group and parent company's auditors are aware of that information.

On behalf of the Board



Joanna Boydell  
**Director**

6 April 2018

# ***Independent auditors' report to the members of Thame and London Limited***

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

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### **Opinion**

In our opinion, Thame and London Limited's group financial statements and parent company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2017 and of the group's loss and the group's cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union and, as regards the parent company's financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law), as applied in accordance with the provisions of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the consolidated and parent company balance sheets as at 31 December 2017; the consolidated income statement and statement of comprehensive income, the consolidated statement of cash flows, and the consolidated and parent company statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

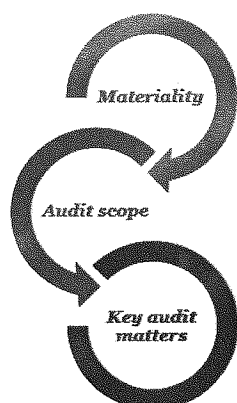
### **Independence**

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### **Our audit approach**

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#### **Overview**



- Overall group materiality: £2.8m (2016: £2.7m), based on 2.5% of EBITDA (adjusted).
- Overall parent company materiality: £1.2m (2016: £2.0m), based on 1.0% of total liabilities.
- The focus of our work was over the main trading entity Travelodge Hotels Limited. We have also audited all UK statutory entities consolidated into the Group accounts and have confirmed with the auditors of the immaterial Spanish trading entity any matters which we needed to be aware of for the purpose of the Group audit.
- Impairment of lease premiums (Group).
- Onerous lease provisions (Group).
- Systems Implementation (Group and parent company)

## *The scope of our audit*

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

## *Key audit matters*

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p><i>Impairment of hotel assets (Group)</i></p> <p><i>As at 31 December 2017, the carrying value of the hotels' assets is £353.9m (FY16: £352.7m). See notes 14 and 15 for details of intangible and tangible assets.</i></p> <p><i>Impairment of assets was a key area of focus as it involves high levels of judgement as to the future cashflows from each hotel. In the prior year, a £6m impairment charge was recognised.</i></p>	<p><i>We have reviewed management's assessment as to whether a trigger event has occurred by looking at current trading and other changes that could indicate that an impairment of the hotels is required.</i></p> <p><i>We evaluated the directors' future cash flow forecasts and the process by which they were drawn up, including agreeing them to the latest Board-approved budgets. We challenged the directors' key assumptions for:</i></p> <ul style="list-style-type: none"> <li><i>• short-term sales growth rates and profit margins in the forecasts by comparing them to short-term historical results and economic industry forecasts</i></li> <li><i>• long-term growth rates in the forecasts by comparing them to long-term historical results and industry forecasts</i></li> <li><i>• allocation of central overheads</i></li> <li><i>• the discount rate, by assessing the cost of capital for all cash generating units (CGUs), using our specialist valuations knowledge and comparing the Company's key inputs to externally derived data.</i></li> </ul> <p><i>Using our own independent analysis, we performed sensitivity analysis around the key drivers of the value in use, which were:</i></p> <ul style="list-style-type: none"> <li><i>• the discount rate</i></li> <li><i>• the projected EBITDA margins</i></li> </ul> <p><i>This was to identify how much each of these key drivers needed to change, either individually or collectively, before the assets were impaired.</i></p> <p><i>Having ascertained the extent of change in those assumptions that either individually or collectively would be required for the assets to be impaired, we considered the likelihood of such a movement in those key assumptions arising.</i></p> <p><i>No significant issues were noted from our work.</i></p>
<p><i>Onerous lease provisions (Group)</i></p> <p><i>The group holds a number of provisions for onerous lease liabilities totalling £19.6m (FY16: £18.2m). See Note 21 for details of Provisions.</i></p> <p><i>We focused on this area because the determination of whether or not an onerous lease provision is required involves significant judgement, including forecasting the future results of the hotel under lease by estimating future sales growth rates, profit margins and inflation rates and determining the discount rate for</i></p>	<p><i>We have reviewed management's model for identifying onerous leases, including reviewing the actual 2017 results by hotel and the 2018 forecast to confirm the accuracy and reasonableness of the cash flows used in the models, and challenging management regarding the rationale for those with provisions and those without.</i></p> <p><i>We instructed our experts to review management's methodology and the resulting discount factor used by management for onerous lease provisions, and confirm that this is appropriate. We therefore consider the discount factor adopted by management to be reasonable.</i></p> <p><i>We have reviewed management's assessment of the provisions required for the property portfolio and challenged management on the assumptions within the forecasts. We have reviewed the calculations used in assessing the</i></p>

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<i>the calculations.</i>	<i>onerous lease provisions and are comfortable with the methodology and assumptions applied. We therefore conclude that at 31 December 2017 the provisions in place are reasonable.</i>
<i>System migration (Group and parent company)</i> <i>During the year the Group has changed its operating system from SAP to SUN. This has been an area of focus for the audit as there is a risk that transactions and balances have been incorrectly recorded or transferred when migrating from SAP to SUN and financial statement line items may be materially misstated as a result.</i>	<i>We assessed the effectiveness of the design and operation of controls around the new system by performing detailed process walkthroughs and holding meetings with management.</i>  <i>We have also reviewed and tested the data migration from SAP to SUN to verify that transactions and balances were correctly migrated to the new system.</i>  <i>We performed a review of the risk and issue management process, presenting our recommendations to management.</i>  <i>No significant issues arose from our work.</i>

### *How we tailored the audit scope*

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the parent company, the accounting processes and controls, and the industry in which they operate.

The Group is made up of a main trading entity (Travelodge Hotels Limited), plus a number of other holding companies or entities that hold debt. All operate primarily in the United Kingdom, though there are immaterial overseas entities.

The entities within the group that require an audit under local UK statutory requirements are: Travelodge Hotels Limited, TVL Finance plc, Full Moon Holdco 4 Limited, Full Moon Holdco 5 Limited, Full Moon Holdco 6 Limited, Full Moon Holdco 7 Limited and TLLC2 Holdings.

The immaterial Spanish entity is audited by PwC Spain and we have spoken to them on a "report by exception" basis to ensure that there are no matters arising from their audit that would impact our group financial statements or group audit opinion.

### *Materiality*

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	<i>Group financial statements</i>	<i>Parent company financial statements</i>
<b>Overall materiality</b>	£2.8m (2016: £2.7m).	£1.2m (2016: £2.0m).
<b>How we determined it</b>	2.5% of EBITDA (adjusted)	1.0% of total liabilities
<b>Rationale for benchmark applied</b>	Based on the benchmarks used in the annual report, Earnings before Interest, Tax, Depreciation and Amortisation (Adjusted EBITDA (adjusted)), as defined in the Consolidated income statement, is the primary measure used by the shareholders and banks in assessing the performance of the group, and is a generally accepted auditing benchmark.	We believe that total liabilities is the key performance benchmark of the parent company as it is a holding company for the group and does not trade.

For each component in the scope of our group audit, we allocated a materiality that is equal to or less than our overall group materiality. The range of materiality allocated across components was between £1.2m and £2.8m.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £140,000 (Group audit) (2016: £135,000) and £60,000 (Parent company audit) (2016: £100,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.



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## Conclusions relating to going concern

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

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's and parent 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's and parent company's ability to continue as a going concern.

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## Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

### *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and parent company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

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## Responsibilities for the financial statements and the audit

### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

### *Auditors' 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 auditors' 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### *Use of this report*

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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## **Other required reporting**

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### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Nigel Reynolds (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
6 April 2018

**CONSOLIDATED INCOME STATEMENT**  
For the year ended 31 December 2017

	Notes	Year ended 31 December 2017			Year ended 31 December 2016		
		Before exceptional items	Exceptional items	After exceptional items	Before exceptional items	Exceptional items	After exceptional items
		£m	£m	£m	£m	£m	£m
<b>Revenue</b>	4	637.1	-	<b>637.1</b>	597.8	-	<b>597.8</b>
Operating expenses	6 / 7	(341.7)	(5.1)	<b>(346.8)</b>	(316.0)	-	(316.0)
Rent	6 / 7	(185.4)	(2.9)	<b>(188.3)</b>	(175.1)	(0.3)	(175.4)
<b>EBITDA after rent free adjustment</b>	4	<b>110.0</b>	<b>(8.0)</b>	<b>102.0</b>	<b>106.7</b>	<b>(0.3)</b>	<b>106.4</b>
Depreciation/amortisation	6 / 7	(51.5)	-	<b>(51.5)</b>	(45.7)	(6.0)	(51.7)
<b>Operating profit/(loss)</b>		<b>58.5</b>	<b>(8.0)</b>	<b>50.5</b>	<b>61.0</b>	<b>(6.3)</b>	<b>54.7</b>
Finance costs	11	(54.2)	(5.4)	<b>(59.6)</b>	(53.3)	(4.2)	(57.5)
Finance income	10	0.3	-	<b>0.3</b>	1.1	-	1.1
<b>Profit/(loss) before tax</b>		<b>4.6</b>	<b>(13.4)</b>	<b>(8.8)</b>	<b>8.8</b>	<b>(10.5)</b>	<b>(1.7)</b>
Income tax	12	(1.9)	-	<b>(1.9)</b>	(0.9)	-	(0.9)
<b>Profit/(loss) for the year</b>		<b>2.7</b>	<b>(13.4)</b>	<b>(10.7)</b>	<b>7.9</b>	<b>(10.5)</b>	<b>(2.6)</b>

All results are derived from continuing operations.

**Memorandum - EBITDA (adjusted) <sup>(1)</sup>**

	Year ended 31 December 2017 £m	Year ended 31 December 2016 £m
<b>EBITDA (adjusted) <sup>(1)</sup></b>	<b>112.4</b>	<b>110.1</b>
Rent free adjustment <sup>(2)</sup> (note 6)	(2.4)	(3.4)
EBITDA after rent free adjustment	110.0	106.7
Exceptional items	(8.0)	(0.3)
<b>EBITDA after rent free adjustment and exceptional items</b>	<b>102.0</b>	<b>106.4</b>

1. EBITDA (adjusted) = Earnings before interest, taxes, depreciation and amortisation, and before rent free adjustment and exceptional items. Exceptional items have been removed as they relate to non-recurring or one-off items.

2. In many of our leases we receive a rent free period at the beginning of the lease term. Under IFRS, the benefit of this rent free period is held as deferred income on our balance sheet and is recognised in our income statement as a deduction to the actual rent expense in each period, on a straight line basis, over the full life of the lease. As a result, our IFRS rent expense does not reflect our cash payments of rent in any period. EBITDA in each period recognises the portion of the credit attributable to such period as if such credit were applied on a straight line basis until the next rent review, normally five years, which is the measure which is used for internal management reporting.

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
For the year ended 31 December 2017

	Year ended 31 December 2017	Year ended 31 December 2016
	£m	£m
Loss for the year	(10.7)	(2.6)
Items that will subsequently be reclassified into profit and loss:		
Movement on fair value of cash flow hedges	(0.2)	0.6
Currency translation differences	(0.4)	(0.6)
<b>Other comprehensive expense for the year, net of tax</b>	<b>(0.6)</b>	<b>-</b>
<b>Total comprehensive expense for the year</b>	<b>(11.3)</b>	<b>(2.6)</b>

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
For the year ended 31 December 2017

	Share Capital £m	Foreign Exchange Reserve £m	Cash Flow Hedge Reserve £m	Accumulated Losses £m	Total Equity £m
<b>1 January 2017</b>	-	(0.2)	0.6	(78.8)	(78.4)
Loss for the year	-	-	-	(10.7)	(10.7)
<b>Other comprehensive expense</b>					
Movement in fair value of hedging derivatives	-	-	(0.2)	-	(0.2)
Currency translation differences	-	(0.4)	-	-	(0.4)
<b>Total comprehensive expense</b>	-	(0.4)	(0.2)	(10.7)	(11.3)
<b>31 December 2017</b>	-	(0.6)	0.4	(89.5)	(89.7)

**For the year ended 31 December 2016**

	Share Capital £m	Foreign Exchange Reserve £m	Cash Flow Hedge Reserve £m	Accumulated Losses £m	Total Equity £m
<b>1 January 2016</b>	-	0.4	-	(76.2)	(75.8)
Loss for the year	-	-	-	(2.6)	(2.6)
<b>Other comprehensive income/(expense)</b>					
Movement in fair value of hedging derivatives	-	-	0.6	-	0.6
Currency translation differences	-	(0.6)	-	-	(0.6)
<b>Total comprehensive income/(expense)</b>	-	(0.6)	0.6	(2.6)	(2.6)
<b>31 December 2016</b>	-	(0.2)	0.6	(78.8)	(78.4)

**CONSOLIDATED BALANCE SHEET**  
**As at 31 December 2017**

	Note	2017 £m	2016 £m
<b>NON CURRENT ASSETS</b>			
Intangible assets	14	380.0	389.6
Property, plant and equipment	15	132.4	121.3
Financial derivative asset	19	0.7	0.6
Deferred tax asset	20	48.6	52.2
		<u>561.7</u>	<u>563.7</u>
<b>CURRENT ASSETS</b>			
Inventory		1.0	1.4
Trade and other receivables	16	48.7	47.1
Cash and cash equivalents	19	95.0	73.9
		<u>144.7</u>	<u>122.4</u>
<b>TOTAL ASSETS</b>		<u>706.4</u>	<u>686.1</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	17	(131.4)	(117.7)
		<u>(131.4)</u>	<u>(117.7)</u>
<b>NON-CURRENT LIABILITIES</b>			
Bond related debt	19	(418.4)	(379.9)
Investor loan	19	(117.4)	(138.1)
Obligations under finance leases	18	(32.2)	(31.8)
Deferred tax liability	20	(64.5)	(66.2)
Deferred income	17	(11.2)	(9.3)
Provisions	21	(21.0)	(21.5)
		<u>(664.7)</u>	<u>(648.5)</u>
<b>TOTAL LIABILITIES</b>		<u>(796.1)</u>	<u>(764.5)</u>
<b>NET LIABILITIES</b>		<u>(89.7)</u>	<u>(78.4)</u>
<b>EQUITY</b>			
Share capital	23	-	-
Foreign exchange reserve		(0.6)	(0.2)
Cash flow hedge reserve	19	0.4	0.6
Accumulated losses		<u>(89.5)</u>	<u>(78.8)</u>
<b>TOTAL EQUITY</b>		<u>(89.7)</u>	<u>(78.4)</u>

<b>Memorandum - Analysis of net funding</b>		£m	£m
<i>Cash at bank</i>		95.0	73.9
<i>External debt redeemable (excluding finance leases) :</i>			
<i>Fixed Rate Bond</i>		(261.0)	(290.0)
<i>Floating Rate Bond</i>		(165.0)	(100.0)
<i>Issue Costs</i>		7.6	10.1
<b>Gross debt</b>		<u>(418.4)</u>	<u>(379.9)</u>
<b>External net debt</b>		(323.4)	(306.0)
<i>Investor loan</i>		(117.4)	(138.1)
<i>Finance leases</i>		(32.2)	(31.8)
<b>Net Debt</b>		<u>(473.0)</u>	<u>(475.9)</u>

These financial statements of Thame and London Limited on pages 25 to 45 were approved by the Board of Directors and signed on its behalf by:



Joanna Boydell  
**Director**

6 April 2018

Thame and London Limited

Company registration number 08170768

**CONSOLIDATED CASH FLOW STATEMENT**  
**For the year ended 31 December 2017**

	Notes	Year ended 31 December 2017	Year ended 31 December 2016
		£m	£m
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	27	<b>113.1</b>	<b>106.3</b>
<b>INVESTING ACTIVITIES</b>			
Interest received	10	0.2	1.1
Purchases of property, plant and equipment and intangible assets	14 / 15	(50.6)	(37.4)
<b>Net cash used in investing activities</b>		<b>(50.4)</b>	<b>(36.3)</b>
<b>FINANCING ACTIVITIES</b>			
Finance fees paid (including exceptional items)	11	(2.4)	(4.4)
Interest paid	11	(33.6)	(38.8)
Finance lease payments	11	(4.5)	(4.5)
Repayment of Flare facility		-	(12.9)
Issue of fixed and floating rate bonds	19	36.0	390.0
Redemption of bank debt		-	(371.3)
Finance issue transaction costs	19	(2.1)	(11.1)
Repayment of accrued interest on investor loan	19	(35.0)	(20.0)
<b>Net cash used in financing activities</b>		<b>(41.6)</b>	<b>(73.0)</b>
<b>Net increase / (decrease) in aggregate cash and cash equivalents</b>		<b>21.1</b>	<b>(3.0)</b>
Cash and cash equivalents at beginning of the year		73.9	76.9
<b>Cash and cash equivalents at end of the year</b>		<b>95.0</b>	<b>73.9</b>

**Memorandum - Analysis of free cash flow <sup>1</sup>**

	Notes	Year ended 31 December 2017	Year ended 31 December 2016
		£m	£m
EBITDA (adjusted) <sup>2</sup>		112.4	110.1
Working capital <sup>3</sup>		8.2	7.7
<b>Net cash flows from operating activities before exceptionals</b>		<b>120.6</b>	<b>117.8</b>
Capital expenditure	14 / 15	(50.6)	(37.4)
<b>Free cash flow generated for the year</b>		<b>70.0</b>	<b>80.4</b>
<b>Non-trading cash flow</b>			
Interest costs			
- bank interest paid	11	(1.9)	(22.0)
- bond interest paid	11	(31.7)	(16.8)
- finance fees paid	11	(0.2)	(0.2)
Interest income	10	0.2	1.1
Interest element of finance lease rental payments	11	(4.5)	(4.5)
Repayment of Flare facility		-	(12.9)
Cash spend on provisions and exceptional items <sup>4</sup>		(11.8)	(26.8)
<b>Non-trading cash flow</b>		<b>(49.9)</b>	<b>(82.1)</b>
<b>Cash generated / (used)</b>		<b>20.1</b>	<b>(1.7)</b>
<b>Opening cash</b>		<b>73.9</b>	<b>76.9</b>
Movement in cash		20.1	(1.7)
Net refinancing proceeds		36.0	18.7
Repayment of investor loan		(35.0)	(20.0)
<b>Closing cash</b>		<b>95.0</b>	<b>73.9</b>
<b>Opening external net debt</b>		<b>(306.0)</b>	<b>(307.4)</b>
Net increase / (decrease) in aggregate cash		21.1	(3.0)
Repayment of flare facility		-	12.9
Net refinancing		(37.0)	(7.6)
Net amortised bond transaction costs		(1.5)	(0.9)
<b>Closing net debt</b>	19	<b>(323.4)</b>	<b>(306.0)</b>

1. Free cash flow is defined as cash generated by the Group before interest, exceptional costs, spend on provisions and financing.

2. EBITDA (adjusted) = Earnings before interest, taxes, depreciation and amortisation, and before rent free adjustment and exceptional items.

3. Working capital movement of £8.2m (2016: £7.7m) is before exceptional inflows of £1.1m (2016: outflows of £(4.3)m), cash spend on provisions of £(2.7)m (2016: £(6.9)m), and after rent free adjustment of £2.4m (2016: £3.4m). Working capital movement of £9.0m (2016: £(0.1)m) in note 27 to these financial statements is stated after exceptional movements and movement in provisions, and before rent free adjustment.

4. In 2017, cash spend on provisions and exceptional items of £11.8m includes costs of refinancing the Travelodge group of £8.7m and other costs of £3.1m. In 2016, cash spend on provisions and exceptional items of £26.8m includes costs of refinancing the Travelodge group of £15.3m, a payment in relation to the settlement of the CVA entered into in 2012 of £3.9m and other costs of £7.6m.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**For the year ended 31 December 2017**

**1 GENERAL INFORMATION**

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Thame and London Limited, formerly Anchor UK Bidco Limited (the Company) is a private company limited by share capital and was incorporated in the United Kingdom on 7th August 2012. The Company changed its name from Anchor UK Bidco Limited on 23rd May 2013. The Company is domiciled in the UK. The address of its registered office and principal place of business are disclosed in the introduction to the annual report. The Company acquired the Travelodge business on 12th October 2012. The principal activities of the parent Company and its subsidiaries (together the Group) are disclosed in the Directors' report.

**2 SIGNIFICANT ACCOUNTING POLICIES**

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**Going Concern**

- a) The Group's business activities, together with its financial position, its cash flows, liquidity position and borrowing facilities, are described in the Directors' Report and Financial Review on page 2. In addition, note 19 includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments; and its exposures to credit and liquidity risk.

As highlighted in note 19, the Group meets its day to day working capital requirements principally through the maintenance of adequate cash and cash equivalent balances. The Group does not operate an overdraft facility.

The Directors have reviewed the Group's financial projections for the foreseeable future and in particular, have reviewed the Group's occupancy and room rate forecasts. The Directors have reviewed the critical assumptions which underpin those projections and have also stress tested those projections with pessimistic, but plausible, changes to those critical assumptions. As a result of these sensitivities, the Directors have a reasonable expectation that the Group has adequate resources to continue to trade into the foreseeable future (being at least for the 12 months from the date of approval of these financial statements) and, as such, continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**Basis of Accounting**

- b) The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, IFRS IC interpretations and the Companies Act 2006 applicable to Group reporting at 31 December 2017.

The consolidated financial statements have been prepared under the historical cost convention modified by the revaluation of financial assets and financial liabilities held at fair value through profit and loss. The principal accounting policies adopted have been consistently applied throughout the year and across the Group and are set out below.

The preparation of financial statements in conformity with IFRS's requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The Group's exposure to interest rate risk, credit risk and liquidity risk is discussed in note 19.

**New and Amended standards that are not yet effective**

The following new and amended standards have been issued, but are not yet effective for the financial year ending 31st December 2017, and have not been early adopted:

- IAS 12, 'Income taxes'
- IFRS 9, 'Financial instruments'
- IFRS 15, 'Revenue from contracts with customers'
- IFRS 16, 'Leases'

IFRS 16, a new lease accounting standard, comes into effect for accounting periods beginning on or after 1 January 2019. The group's evaluation of the effect of adoption of this standard is ongoing, it is expected to have a material effect on the presentation of the financial statements, although no impact on actual pre-tax cash flows. Details of our lease commitments can be found in Note 9.

IFRS 16 is expected to significantly increase the group's recognised assets and liabilities in the Consolidated Balance Sheet. It is also expected to materially change the presentation and timing of recognition of charges in the Consolidated Income Statement as the operating lease expense currently reported under IAS 17, typically on a straight-line basis, within EBITDA (adjusted), will be replaced by depreciation of the right-to-use asset and financing costs on the lease liability. This is expected to result in increased 'lease related expenses' being charged to the Consolidated Income Statement in the early years of a lease due to the front-loaded financing costs, reducing reported Profit Before Tax.

We expect to recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application and therefore not to restate comparative information. Discount rates will be applied to future operating lease payments to calculate the lease liability and are an area of significant judgement and estimation, particularly given the term of our leases. HMRC is still in consultation

The impacts of IFRS 9 and IFRS 15 have been assessed and are not expected to have a material impact on the Group.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
For the year ended 31 December 2017

**2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Basis of consolidation**

The consolidated financial statements consolidate the financial statements of the Group and entities controlled by the Group and its subsidiaries up to 31 December 2017. Control is achieved when the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Uniform accounting policies are adopted across the Group.

The results of subsidiary undertakings acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or disposal, as appropriate.

All intra-Group transaction balances, income and expenses are eliminated on consolidation.

**Business combinations**

The acquisition of subsidiaries is accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Any costs directly attributable to the business combination are expensed through the income statement. The acquirer's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 (Revised), Business Combinations, are recognised at their fair values at the acquisition date, except for non-current assets (or disposal companies) that are classified as held for sale in accordance with IFRS 5, Non-current assets held for sale and discontinued operations, which are recognised and measured at fair value less costs to sell.

**Revenue recognition**

Revenue is measured at fair value of the consideration received or receivable and represents the amount receivable for goods and services supplied to customers in the normal course of business, net of trade discount and VAT. The principal revenue stream of the Group is providing budget hotel accommodation and is recognised when customers stay.

**Exceptional items**

In order to understand the underlying performance of the business, material, non-recurring items are separately disclosed as exceptional items in the income statement.

**Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Minimum rentals payable under operating leases are charged to the income statement on a straight line basis over the term of the relevant lease. Incentives received by the Group to enter into leases as a lessee are credited to the income statement on a straight line basis over the lease term.

Rental income from operating leases (sub-lets) is recognised on a straight line basis over the term of the relevant lease.

Assets held under finance leases, which confer rights and obligations similar to those attached to owned assets, are capitalised as property, plant and equipment 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 income statement over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding.

**Foreign currencies**

The presentational currency of the Group is sterling. The results and financial position of Group entities that have a functional currency different from the Group's presentational currency are translated in the consolidated financial statements. Assets and liabilities denominated in foreign currencies are translated into sterling at rates prevailing at the balance sheet date. Income statement items denominated in foreign currencies are translated at the rates of exchange prevailing on the dates of the transactions.

**Taxation**

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

The tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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. The Group's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount 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 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 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.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
For the year ended 31 December 2017

**2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Taxation (Continued)**

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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 all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

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 Group intends to settle its current tax assets and liabilities on a net basis.

**Intangible assets**

Intangible assets acquired separately from a business are carried initially at cost. An intangible asset acquired as part of a business combination is recognised at fair value at the acquisition date.

**Lease premiums**

Values attributed to lease premiums include those values attributed to those hotels in the UK and Spain which were open and operational or under construction at the time of the acquisition of the Travelodge business at 12th October 2012. The values attributed are amortised on a straight line basis over the length of each lease. Values of interests in hotels held under operating leaseholds at 12th October 2012 have been attributed by estimating the net cash flows expected to be received over the lives of the lease agreements. The resulting cash flows were then discounted to the date of acquisition using an expected rate implicit within each lease to determine the net present value.

Subsequent additions to lease premiums are also capitalised as intangible assets and mainly relate to certain legal and professional costs incurred in the process of entering into new lease arrangements at new hotel sites.

**IT software**

IT software is measured initially at purchase cost and is amortised on a straight line basis over its expected useful life of three years. Cost includes the original purchase price of the assets and the costs attributable to bringing the asset to working condition for its intended use. The values attributed are reviewed for impairment if events or changes in circumstances indicate that their carrying value may be impaired.

**Brand**

The brand name acquired through the acquisition of the Travelodge business was assigned a fair market value at the date of acquisition. The value for the brand name was derived by estimating the amount of royalty income that could be generated from the brand name if it was owned by an independent third-party using a royalty rate Travelodge would expect to receive on forecast future revenues. This is considered to be the market value that could be achieved. The resulting cash flow was discounted to the acquisition date using the Group's pre-tax weighted average cost of capital. The Group considers the value of the brand name, which was first introduced into the UK in 1985, will be maintained almost indefinitely and is therefore not amortised. The Group supports the value of the brand name through investment in consumer marketing and advertising, public relations and hotel maintenance and refurbishment across the business. The value of the brand name is reviewed annually for impairment.

**Property, plant and equipment**

Property, plant and equipment is stated at cost, net of accumulated depreciation and any provision for impairment. Cost includes original purchase price of the assets and the costs attributable to bringing the asset to its working condition for its intended use.

These are depreciated on a straight line basis, over their estimated useful lives as follows:

- Freehold land is not depreciated.
- Freehold buildings are depreciated to their estimated residual values over periods up to fifty years.
- Long leasehold buildings are depreciated to their estimated residual values over fifty years or, where shorter, their remaining lease periods.
- Fixtures and fittings are depreciated over five years for plant and machinery, fixtures, fittings, equipment and over three years for information technology hardware.
- Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Assets under construction are not depreciated. Residual values and useful lives are reviewed and adjusted if appropriate, at each balance sheet date. Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**For the year ended 31 December 2017**

**2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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**Impairment of tangible and intangible assets**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible 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 the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

The recoverable amount is the higher of the fair value less costs to sell and value in use of the asset. 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 the 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 as an expense immediately.

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 only to the extent 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 in income immediately.

**Inventory**

Inventory comprises food, bar stocks and hotel consumables and are stated at the lower of cost and net realisable value. Cost is determined on a first in first out basis.

**Derivative financial instruments and hedge accounting**

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument. Derivatives are not basic financial instruments. They are initially recognised at fair value, changes in which are recognised in profit or loss unless they are included in a hedging arrangement.

The Group's activities expose it primarily to the financial risks of changes in interest rates. The Group uses interest rate swap contracts to hedge these exposures and are designated as cash flow hedges of floating rate borrowings. The Group does not use derivative financial instruments for speculative purposes.

The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provides written principles on the use of financial derivatives.

The fair value of the derivative financial instruments is shown as non-current if the maturity date of the hedged item is more than 12 months after the balance sheet date.

Changes in the fair value of the derivative financial instruments that are designated and effective as hedges of future cash flows are recognised in other comprehensive income and the ineffective portion is recognised immediately in the income statement. If the cash flow hedge of a firm commitment or forecasted transaction results in the recognition of an asset or liability, then, at the time the asset or liability is recognised, the associated gains or losses on the derivative that had previously been recognised in equity are included in the initial measurement of the asset or liability. For hedges that do not result in the recognition of an asset or liability, amounts deferred in equity are recognised in the income statement in the same year in which the hedge item affects net profit or loss.

Interest hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedging transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the year.

**Trade receivables**

Trade receivables are initially measured at fair value. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

**Cash and cash equivalents**

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

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**For the year ended 31 December 2017**

**2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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**Financial liabilities and equity**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received net of any direct issue costs.

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

**Trade payables**

Trade payables are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

**Pension costs**

The Group offers, by way of recommending a third party stakeholder scheme with The Scottish Widows plc, a defined contribution scheme to its employees and National Employment Savings Trust (NEST). The amount charged to the income statement for this scheme in respect of pension costs and other post-retirement benefits is the contributions payable by the Group in respect of the year. Differences between Group contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

**Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material. Provisions recognised as at 31 December 2017 principally relate to onerous leases.

**Share Capital**

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

**Prepaid Room Purchases**

Prepaid room purchases are where cash is received at the time of room booking, prior to arrival date. When the cash is received, a liability is held on the balance sheet. Revenue is recognised when the customers stay.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**For the year ended 31 December 2017**

### **3 CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTIES**

The preparation of the financial statements in conformity with generally accepted accounting principles requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results in the future could differ from those estimates. In this regard, the Directors believe that the critical accounting policies where judgements or estimations are necessarily applied are summarised below.

#### **Brand**

The Group has assigned a fair market value to the Travelodge brand name, acquired through the acquisition of the Travelodge business. Impairment testing is performed annually by comparing the present value of the expected future cash flows from the business with the carrying amount of its net assets, including attributable intangible assets.

The brand name acquired through the acquisition of the Travelodge business was assigned a fair market value at the date of acquisition. The value of the brand name is reviewed annually for impairment. This is derived by estimating the amount of royalty income that could be generated from the brand name if it was owned by an independent third party using a royalty of 4% on forecast future revenues, which is considered to be the market value that could be achieved. The sales forecast is based on a sales forecast for the period 2018 - 20 and a long term growth rate that broadly follows the Retail Price Index for subsequent years. This is discounted at the pre-tax weighted average cost of capital of 8.8% (2016: 10.0%) which is calculated by dividing the assumed pre-tax cost of the debt and the investor notes by the value of the debt and the investor notes with a risk premium then added broadly based on 10 year government gilt. The Group considers the value of the brand name, which was first introduced into the UK in 1985, will be maintained indefinitely and is therefore not amortised. The model can be sensitised to reduce the royalty rate to 1.1% and the discount factor rate would need to increase to 24.0% before an impairment is triggered.

#### **Intangible assets and tangible assets - hotel assets**

Significant judgement is involved in the process of identifying and evaluating hotel carrying values. These assets with a finite life are reviewed for impairment when an impairment trigger is identified. Calculating any subsequent impairment, principally in the estimation of the future cash flows of the cash generating units and the discount rate applied to each cash generating unit involves judgement. The Group prepares cash flow forecasts derived from the most recent financial budgets and financial plans approved by the Directors and extrapolates cash flows beyond this time based on an estimated long term growth rate of 2.5%. The key assumptions are consistent with past experience and with external sources of information. The resulting cash flows are discounted back at the Group's risk adjusted pre-tax weighted average cost of capital of 9.0% (2016 7.5%). When calculating the discount rate, the market-weighted average cost of capital for the sector was used based on a portfolio of similar hotel businesses. Reviews are performed on a site by site basis over the length of the lease. The Directors have considered the Group's financial projections and the assumptions which underpin those projections including future growth of the budget hotel sector, brand demand and occupancy, the new hotel opening profile and development pipeline opportunities.

#### **Onerous lease provisions**

The Group has provided for operating lease rentals where these were above the market rate or where the Group has subsequently vacated the property and rental income is less than the rental expense, or where it is probable a previously sublet unit will revert to the Group. The element of the rental which is above market or above any rental cost paid relating to vacated properties is charged against the provision. Provisions are also made for business rates that the Group is liable to on empty sites and on hotels where it is considered improbable that trading profits will be generated. The key estimation judgement in determining the onerous amount is the period over the remaining lease term that the property will remain either rented or vacant. The Directors have estimated these periods after considering both the quality and the location of each of the units provided for. The cash flows are discounted at 4.0% (2016: 4.0%) which represents a risk-free and pre-tax rate based on 25 year government gilt and further adjusted for property risk.

#### **Depreciation and residual values**

The Directors have reviewed the asset lives and associated residual values of all fixed asset classes, and in particular, the useful economic life and residual values of fixtures and fittings, and have concluded that asset lives and residual values are appropriate.

THAME AND LONDON LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
For the year ended 31 December 2017

4 ANALYSIS OF RESULTS BY GEOGRAPHICAL REGION

	Year ended 31 December 2017 £m	Year ended 31 December 2016 £m
<b>Revenue</b>		
UK	624.0	587.7
International	13.1	10.1
	<b>637.1</b>	<b>597.8</b>
<b>EBITDA (before exceptionals)</b>		
UK EBITDA (adjusted) <sup>(1)</sup>	110.5	109.4
Rent free adjustment	(2.4)	(3.4)
UK after rent free adjustment	108.1	106.0
International	1.9	0.7
<b>EBITDA after rent free adjustment</b>	<b>110.0</b>	<b>106.7</b>
<b>Operating profit before exceptionals</b>		
UK	56.7	60.3
International	1.8	0.7
	<b>58.5</b>	<b>61.0</b>
<b>Profit before tax before exceptionals</b>		
UK	2.7	8.3
International	1.9	0.5
	<b>4.6</b>	<b>8.8</b>
Exceptional items (note 7)	(13.4)	(10.5)
<b>Loss before tax</b>	<b>(8.8)</b>	<b>(1.7)</b>

There is only one operating segment, which is the provision of budget hotel accommodation and related sales.

1. EBITDA (adjusted) = Earnings before interest, taxes, depreciation and amortisation, and before rent free adjustment and exceptional items.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
For the year ended 31 December 2017

**5 ANALYSIS OF ASSETS AND LIABILITIES BY GEOGRAPHICAL REGION**

		2017 £m	2016 £m
<b>Assets</b>			
Intangible assets		380.0	389.6
Trading assets	- UK <sup>1</sup>	179.8	168.3
	- International <sup>2</sup>	2.3	1.5
Non-trading assets <sup>6</sup>		49.3	52.8
<b>Total operations</b>		<b>611.4</b>	<b>612.2</b>
Cash		95.0	73.9
<b>Total assets</b>		<b>706.4</b>	<b>686.1</b>
<b>Liabilities</b>			
Trading liabilities	- UK <sup>3</sup>	(156.3)	(141.5)
	- International <sup>4</sup>	(7.2)	(7.0)
Non-trading liabilities <sup>5</sup>		(64.5)	(66.2)
<b>Total operations</b>		<b>(228.1)</b>	<b>(214.7)</b>
Bond related debt		(418.4)	(379.9)
Investor Loans		(117.4)	(138.1)
Finance lease creditor		(32.2)	(31.8)
<b>Total liabilities</b>		<b>(796.1)</b>	<b>(764.5)</b>
<b>Net assets / (liabilities)</b>			
Other Intangible assets		380.0	389.6
Trading net assets / (liabilities)	- UK	23.4	26.8
	- International	(4.9)	(5.5)
Non-trading assets <sup>6</sup>		49.3	52.8
		67.8	74.1
Non-trading net liabilities <sup>5</sup>		(64.5)	(66.2)
		383.3	397.5
Cash		95.0	73.9
Bond related debt		(418.4)	(379.9)
<b>External net debt (before finance leases)</b>		<b>(323.4)</b>	<b>(306.0)</b>
Investor Loan		(117.4)	(138.1)
Finance lease creditor		(32.2)	(31.8)
<b>Net liabilities</b>		<b>(89.7)</b>	<b>(78.4)</b>

1. UK trading assets of £179.8m (2016: £168.3m) comprise £132.4m (2016: £121.3m) of fixed assets, £36.3m (2016: £35.3m) of prepayments and accrued income, £6.3m (2016: £6.5m) of trade amounts receivable, £3.8m (2016: £3.8m) of other receivables and £1.0m (2016: £1.4m) of stock.

2. International trading assets of £2.3m (2016: £1.5m) comprise £2.3m (2016: £1.5m) of other receivables.

3. UK trading liabilities of £156.3m (2016: £141.5m) comprise £52.8m (2016: £43.4m) of accruals, £19.0m (2016: £18.7m) of provisions, £33.2m (2016: £29.1m) of prepaid room deposits, £7.5m (2016: £8.0m) of other payables, £12.5m (2016: £15.6m) of trade payables, £10.7m (2016: £10.5m) of taxation and other social security, £12.0m (2016: £9.8m) of deferred income, and £8.8m (2016: £6.4m) of capital payables.

4. International trading liabilities of £7.2m (2016: £7.0m) comprises £4.0m (2016: £4.5m) of provisions and £3.2m (2016: £2.5m) of trade payables.

5. Non-trading liabilities of £64.5m (2016: £66.2m) relate to deferred tax liabilities of £64.5m (2016: £66.2m).

6. Non-trading assets of £49.3m (2016: £52.8m) relate to deferred tax assets of £48.6m (2016: £52.2m) and financial derivative assets of £0.7m (2016: £0.6m).

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
For the year ended 31 December 2017

**6 NET OPERATING EXPENSES (BEFORE EXCEPTIONAL ITEMS)**

	Year ended 31 December 2017	Year ended 31 December 2016
	£m	£m
Cost of goods sold	39.6	37.5
Employee costs (note 8)	150.2	136.2
Fees payable to the Company's auditors <sup>1</sup>		
- audit for the parent company and consolidated financial statements	0.1	0.1
- audit fee for subsidiaries	0.2	0.2
Operating expenses	151.6	142.0
<b>Net operating expenses before rent, depreciation and amortisation</b>	<b>341.7</b>	<b>316.0</b>
Rent payable (third party landlords) for operating leases	186.8	175.3
Rent receivable	(3.8)	(3.6)
Net external rent payable	183.0	171.7
Rent free adjustment <sup>2</sup>	2.4	3.4
<b>Net rent</b>	<b>185.4</b>	<b>175.1</b>
<b>Net operating expenses before depreciation and amortisation</b>	<b>527.1</b>	<b>491.1</b>
Depreciation	35.0	29.9
Amortisation	16.5	15.8
<b>Net depreciation and amortisation</b>	<b>51.5</b>	<b>45.7</b>
<b>Total net operating expenses</b>	<b>578.6</b>	<b>536.8</b>

1. In the year ended 31 December 2017, remuneration for non audit fees was £0.3m (2016: £0.3m) mainly related to assistance with the refinancing process in both 2017 and 2016.

2. In many of our leases we receive a rent free period at the beginning of the lease term. Under IFRS, the benefit of this rent free period is held as deferred income on our balance sheet and is recognised in our income statement as a deduction to the actual rent expense in each period, on a straight line basis, over the full life of the lease. As a result, our IFRS rent expense does not reflect our cash payments of rent in any period. EBITDA (adjusted) in each period recognises the portion of the credit attributable to such period as if such credit were applied on a straight line basis until the next rent review, normally five years, which is the measure which is used for internal management reporting.

**7 EXCEPTIONAL ITEMS**

In the financial year to 31 December 2017, exceptional charges of £13.4m include £8.6m of charges in respect of the costs of early redemption, legal and advisors' fees and management incentives relating to the restructuring of the Group's debt and other exceptional corporate activities, together with a charge of £3.2m relating to the relevant portion of 2016 prepaid fees on repayment of the previous floating rate bond, and a net rent provision reassessment charge of £2.9m, partially offset by other provision reassessment credits of £1.3m.

In the financial year to 31 December 2016, exceptional items of £10.5m consist of £6.0m for the impairment of fixed assets in Aberdeen due to changes in local market demand, financing costs relating to restructuring the Group's debt of £4.2m and a net provision reassessment of £0.3m.

**8 INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

The Directors of the Company are considered to be the key management of the Group.

	Year ended 31 December 2017	Year ended 31 December 2016
	£m	£m
<b>Directors' emoluments</b>		
Directors' emoluments	5.4	3.1
<b>Total</b>	<b>5.4</b>	<b>3.1</b>
Remuneration of the highest paid Director	2.5	1.2
	Number	Number
Number of Directors accruing benefits under the defined contribution scheme	-	-
<b>Employee benefit expense</b>		
<b>Employee costs during the year (including Directors)</b>		
Wages and salaries	140.8	127.9
Social security costs	7.7	6.8
Other pension costs	1.7	1.5
<b>Total employee costs</b>	<b>150.2</b>	<b>136.2</b>

£4.3m of remuneration in 2017 was in respect of incentives paid in relation to the refinancing and other exceptional corporate activities, which have been charged to exceptional items. There are further deferred amounts as part of these incentives which run to December 2018 and December 2019 respectively, which will be charged to exceptional items over these periods as these are linked to employment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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## 8 INFORMATION REGARDING DIRECTORS AND EMPLOYEES (CONTINUED)

		Year ended 31 December 2017	Year ended 31 December 2016
		Number	Number
Average FTE number of persons employed <sup>1</sup>	- UK	6,671	6,325
	- International	69	59
		6,740	6,384
Total number of persons employed <sup>2</sup>	- UK	11,071	10,294
	- International	69	56
		11,140	10,350

The total number of employees at the year ended 31 December 2017 includes all employees whether full time or part time. The average FTE number of employees has been calculated as the average FTE number of people who were included on the Group's payroll during the year.

1. Average FTE number of persons employed includes executive Directors.  
2. Total number of persons employed includes executive Directors.

## 9 OPERATING LEASE COMMITMENTS

Total commitments under operating leases amounted to:

	Year ended 31 December 2017			Year ended 31 December 2016		
	UK £m	International £m	Total £m	UK £m	International £m	Total £m
Due within one year	190.8	4.5	195.3	182.2	4.1	186.3
Due between two and five years	806.6	17.9	824.5	739.3	16.3	755.6
Due beyond five years	3,083.6	48.4	3,132.0	2,924.8	49.3	2,974.1
Total	4,081.0	70.8	4,151.8	3,846.3	69.7	3,916.0
	UK Years	International Years	Total Years	UK Years	International Years	Total Years
Average lease term remaining	17.8	13.9	17.3	18.5	14.9	18.3

The leases are standard operating leases with normal commercial terms, typically 25 years (though a number of city centre and London properties have 35 year terms), subject to standard upward only rent reviews, with the majority based on RPI indices (though some with caps and collars, some at open market value and others based on CPI), with Group only renewal rights at the end of the lease.

## 10 FINANCE INCOME

	Year ended 31 December 2017			Year ended 31 December 2016		
	Paid £m	Accrued £m	Total £m	Paid £m	Accrued £m	Total £m
Interest on bank deposits	0.2	0.1	0.3	0.6	-	0.6
Other	-	-	-	0.5	-	0.5
Finance income	0.2	0.1	0.3	1.1	-	1.1

## 11 FINANCE COSTS

	Year ended 31 December 2017			Year ended 31 December 2016		
	Paid £m	Accrued £m	Total £m	Paid £m	Accrued £m	Total £m
Finance fees	0.2	1.6	1.8	0.2	1.1	1.3
Interest on bank loans	1.9	(0.4)	1.5	22.0	(11.8)	10.2
Interest on fixed and floating rate bonds	31.7	(0.7)	31.0	16.8	4.1	20.9
Interest on obligations under finance leases	4.5	0.4	4.9	4.5	0.7	5.2
Unwinding of discount on provisions	-	0.7	0.7	-	0.7	0.7
Finance costs before interest on investor loan and exceptional items	38.3	1.6	39.9	43.5	(5.2)	38.3
Interest on investor loan	-	14.3	14.3	-	15.0	15.0
Finance costs before exceptional items	38.3	15.9	54.2	43.5	9.8	53.3
Exceptional items						
Fees in relation to restructuring of debt	2.2	3.2	5.4	4.2	-	4.2
Finance costs	40.5	19.1	59.6	47.7	9.8	57.5



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
For the year ended 31 December 2017

**12 INCOME TAX**

	Year ended 31 December 2017	Year ended 31 December 2016
	£m	£m
<b>Current tax</b>		
UK Corporation tax	-	-
Foreign tax	-	-
<b>Deferred tax</b>		
Origination and reversal of temporary timing differences (note 20)	(1.9)	(1.7)
Effect of change in tax rate	-	0.8
<b>Income tax charge</b>	<b>(1.9)</b>	<b>(0.9)</b>

The main rate of UK corporation tax was 20% up to 31 March 2017, and 19% thereafter. There is expected to be a further reduction in the main rate of UK corporation tax to 17% on 1 April 2020.

Deferred tax balances have been measured at a rate of 17%, being the rate substantively enacted at the balance sheet date.

Corporation tax is calculated at 19.25% (2016: 20.00%) of the estimated assessable profit for the year.

The total charge for the year can be reconciled to the loss per the income statement as follows:

	Year ended 31 December 2017	Year ended 31 December 2016
	£m	£m
<b>Loss before tax</b>	<b>(8.8)</b>	<b>(1.7)</b>
Tax at the UK corporation tax rate of 19.25% (2016: 20.00%)	(1.7)	(0.3)
Tax effect of:		
Items not deductible for tax purposes	2.4	2.9
Capital allowances in excess of depreciation	-	1.6
Depreciation in excess of capital allowances	(1.1)	-
Tax losses	(0.2)	(2.5)
Effect of change in tax rate	-	(0.8)
Foreign tax	-	-
Restriction on interest expense	2.5	-
<b>Income tax charge for the year</b>	<b>1.9</b>	<b>0.9</b>

A tax charge of £1.9m arose in 2017. The tax charge arose primarily due to the tax effect of items not deductible for tax purposes, and capital allowances claims, partially offset by tax losses.

The deferred tax charge arising in the year is comprised as follows:

	Intangible assets £m	Tax losses and hold-over relief £m	Accelerated tax depreciation £m	Total £m
(Credit) / charge due to movement in the year (note 20)	(1.7)	3.1	0.5	1.9
<b>(Credit) / charge to income statement</b>	<b>(1.7)</b>	<b>3.1</b>	<b>0.5</b>	<b>1.9</b>

**13 SUBSIDIARIES**

The subsidiaries of the Group are listed below.

Name of subsidiary undertaking	Registered Office	Business Description	Country of Incorporation	% of equity held
Travelodge Hotels Limited	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Trading Company	Great Britain	100
Travelodge Hoteles Espana SL	Calle Santa Leonor, 34, 28037, Madrid, Spain	Trading Company	Spain	100
Full Moon Holdco 4 Limited*	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Holding Company	Great Britain	100
Full Moon Holdco 5 Limited	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Holding Company	Great Britain	100
Full Moon Holdco 6 Limited	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Holding Company	Great Britain	100
Full Moon Holdco 7 Limited	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Holding Company	Great Britain	100
TVL Finance PLC	47 Esplanade, St Helier, Jersey, JE1 0BD	Financing Company	Great Britain	100
TLLC Holdings2 Limited	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Holding Company	Great Britain	100
Travelodge Holdings (Malta) Limited	The Landmark, Level 1, Suite 2, Triq L-Iljun, Qormi QRM3800, Malta	Holding Company	Malta	100
FullMoonPropco1 Limited	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Dormant Company	Great Britain	100
Travelodge Limited	Sleepy Hollow, Aylesbury Road, Thame, Oxon, OX9 3AT	Dormant Company	Great Britain	100

\* Directly owned

All shares held are ordinary shares

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**14 INTANGIBLE ASSETS**

An analysis of intangible assets for the year ended 31 December 2017 is given below:

	Brand £m	Assets under construction <sup>1</sup> £m	Lease premiums £m	IT Software £m	Total £m
<b>Cost</b>					
At 1 January 2017	145.0	3.1	282.0	14.1	444.2
Capital expenditure	-	7.4	-	-	7.4
Movement on capital creditors	-	-	-	(0.5)	(0.5)
Transfers	-	(6.1)	2.2	3.9	-
Write off fully depreciated assets	-	-	-	(3.6)	(3.6)
<b>At 31 December 2017</b>	<b>145.0</b>	<b>4.4</b>	<b>284.2</b>	<b>13.9</b>	<b>447.5</b>
<b>Accumulated amortisation</b>					
At 1 January 2017	-	-	(50.6)	(4.0)	(54.6)
Charge for the year	-	-	(12.1)	(4.4)	(16.5)
Write off fully depreciated assets	-	-	-	3.6	3.6
<b>At 31 December 2017</b>	<b>-</b>	<b>-</b>	<b>(62.7)</b>	<b>(4.8)</b>	<b>(67.5)</b>
<b>Carrying amount at 31 December 2017</b>	<b>145.0</b>	<b>4.4</b>	<b>221.5</b>	<b>9.1</b>	<b>380.0</b>
Carrying amount at 31 December 2016	145.0	3.1	231.4	10.1	389.6

An analysis of intangible assets for the year ended Year ended 31 December 2016 is given below:

	Brand £m	Assets under construction <sup>1</sup> £m	Lease premiums £m	IT Software £m	Total £m
<b>Cost</b>					
At 1 January 2016	145.0	4.3	286.9	9.8	446.0
Capital expenditure	-	8.7	-	-	8.7
Movement on capital creditors	-	(0.7)	-	0.2	(0.5)
Transfers	-	(9.2)	2.3	6.9	-
Write off fully depreciated assets	-	-	(0.1)	(2.8)	(2.9)
Impairment	-	-	(7.1)	-	(7.1)
<b>At 31 December 2016</b>	<b>145.0</b>	<b>3.1</b>	<b>282.0</b>	<b>14.1</b>	<b>444.2</b>
<b>Accumulated amortisation</b>					
At 1 January 2016	-	-	(40.2)	(3.3)	(43.5)
Charge for the year	-	-	(12.3)	(3.5)	(15.8)
Write off fully depreciated assets	-	-	0.1	2.8	2.9
Impairment	-	-	1.8	-	1.8
<b>At 31 December 2016</b>	<b>-</b>	<b>-</b>	<b>(50.6)</b>	<b>(4.0)</b>	<b>(54.6)</b>
<b>Carrying amount at 31 December 2016</b>	<b>145.0</b>	<b>3.1</b>	<b>231.4</b>	<b>10.1</b>	<b>389.6</b>
Carrying amount at 31 December 2015	145.0	4.3	246.7	6.5	402.5

1. Assets under construction predominantly consists of costs in relation to the construction of new hotels which have not opened yet. Once complete the costs are transferred to the appropriate asset category.

The brand intangible asset arose on the acquisition of Travelodge. This is not subject to annual amortisation but is assessed for impairment on an annual basis.

Lease premiums are amortised on a straight line basis over the lease period. Each hotel to which a lease premium asset is assigned is considered to be a separate cash generating unit when assessing impairment.

The Group prepares cash flow forecasts derived from the most recent financial budgets and plans approved by the Directors and extrapolates cash flows beyond this time based on an estimated long term growth rate of 2.5%. The key assumptions are consistent with past experience and with external sources of information. The resulting cash flows are discounted back at the Group's risk adjusted pre-tax weighted average cost of capital of 9.0% (2016 7.5%). When calculating the discount rate, the market-weighted average cost of capital for the sector was used based on a portfolio of similar hotel businesses. Reviews are performed on a site by site basis over the length of the lease. The Directors have considered the Group's financial projections and the assumptions which underpin those projections including future growth of the budget hotel sector, brand demand and occupancy, the new hotel opening profile and development pipeline opportunities.

An impairment of £nil was made in 2017 (2016: £6.5m).

IT software is measured initially at purchase cost and is amortised on a straight line basis over three years.

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**15 PROPERTY, PLANT AND EQUIPMENT**

An analysis of property, plant and equipment for the year ended 31 December 2017 is given below:

	Assets under construction <sup>1</sup> £m	Freehold land, freehold and long leasehold buildings £m	Assets held under finance leases £m	Fixtures and fittings £m	Total £m
<b>Cost</b>					
At 1 January 2017	3.4	1.8	18.3	142.4	165.9
Capital expenditure	43.2	-	-	-	43.2
Movement on capital creditors	-	-	-	2.9	2.9
Transfers	(42.9)	-	-	42.9	-
Write-down of fully depreciated assets	-	-	-	(9.8)	(9.8)
<b>At 31 December 2017</b>	<b>3.7</b>	<b>1.8</b>	<b>18.3</b>	<b>178.4</b>	<b>202.2</b>
<b>Accumulated depreciation</b>					
At 1 January 2017	-	(0.2)	(1.8)	(42.6)	(44.6)
Charge for the year	-	-	(0.5)	(34.5)	(35.0)
Write-back of depreciation on fully depreciated assets	-	-	-	9.8	9.8
<b>At 31 December 2017</b>	<b>-</b>	<b>(0.2)</b>	<b>(2.3)</b>	<b>(67.3)</b>	<b>(69.8)</b>
<b>Carrying amount at 31 December 2017</b>	<b>3.7</b>	<b>1.6</b>	<b>16.0</b>	<b>111.1</b>	<b>132.4</b>
Carrying amount at 31 December 2016	3.4	1.6	16.5	99.8	121.3

An analysis of property, plant and equipment for the year ended 31 December 2016 is given below:

	Assets under construction <sup>1</sup> £m	Freehold land, freehold and long leasehold buildings <sup>2</sup> £m	Assets held under finance leases £m	Fixtures and fittings £m	Total £m
<b>Cost</b>					
At 1 January 2016	1.4	1.8	18.3	123.6	145.1
Capital expenditure	28.7	-	-	-	28.7
Movement on capital creditors	(0.6)	-	-	0.4	(0.2)
Transfers	(26.1)	-	-	26.1	-
Write-down of fully depreciated assets	-	-	-	(5.7)	(5.7)
Impairment	-	-	-	(2.0)	(2.0)
<b>At 31 December 2016</b>	<b>3.4</b>	<b>1.8</b>	<b>18.3</b>	<b>142.4</b>	<b>165.9</b>
<b>Accumulated depreciation</b>					
At 1 January 2016	-	(0.1)	(1.4)	(19.7)	(21.2)
Charge for the year	-	(0.1)	(0.4)	(29.4)	(29.9)
Write-back of depreciation on fully depreciated assets	-	-	-	5.7	5.7
Impairment	-	-	-	0.8	0.8
<b>At 31 December 2016</b>	<b>-</b>	<b>(0.2)</b>	<b>(1.8)</b>	<b>(42.6)</b>	<b>(44.6)</b>
<b>Carrying amount at 31 December 2016</b>	<b>3.4</b>	<b>1.6</b>	<b>16.5</b>	<b>99.8</b>	<b>121.3</b>
Carrying amount at 31 December 2015	1.4	1.7	16.9	103.9	123.9

1. Assets under construction predominantly consists of costs in relation to the construction of new hotels which have not opened yet. Once complete the costs are transferred to the appropriate asset category.

2. Includes Freehold land stated at cost of £20,100 (2016: £20,100) which is not depreciated.

Freehold and long leasehold properties are stated at cost. Depreciation is provided on cost in equal annual instalments over the estimated remaining useful lives of the assets.

Impairment reviews are performed annually at the Group's year end of 31 December. The Group prepares cash flow forecasts derived from the most recent financial budgets and financial plans approved by the Directors and extrapolates cash flows beyond this time based on an estimated long term growth rate of 2.5%. The key assumptions are consistent with past experience and with external sources of information. The resulting cash flows are discounted back at the Group's risk adjusted pre-tax weighted average cost of capital of 9.0% (2016 7.5%). When calculating the discount rate, the market-weighted average pre-tax cost of capital for the sector was used based on a portfolio of similar hotel businesses. Reviews are performed on a site by site basis over the length of the lease. The Directors have considered the Group's financial projections and the assumptions which underpin those projections including future growth of the budget hotel sector, brand demand and occupancy, the new hotel opening profile and development pipeline opportunities.

An impairment of £nil was made in 2017 (2016: £6.5m).

**16 TRADE AND OTHER RECEIVABLES**

	31 December 2017 £m	31 December 2016 £m
Amounts due within one year:		
Trade amounts receivable		
- Gross amounts receivable	6.5	6.6
- Bad debt provision	(0.2)	(0.1)
- Net amounts receivable	6.3	6.5
Other amounts receivable	6.1	5.3
Accrued income	1.3	1.4
Prepayments <sup>1</sup>	35.0	33.9
	<b>48.7</b>	<b>47.1</b>

1. Prepayments mainly include prepayments of rent and rates.

Management have estimated the fair value of trade and other receivables to be equal to the book value.

Receivables that are neither past due or impaired are considered to be fully recoverable.

**Trade Receivable Ageing**

	31 December 2017 £m	31 December 2016 £m
<b>Current</b>	<b>4.6</b>	<b>5.2</b>
<b>Past due</b>		
30 days	0.7	0.4
60 days	0.5	0.1
90+ days	0.6	0.8
<b>Total</b>	<b>6.3</b>	<b>6.5</b>

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**17 TRADE AND OTHER PAYABLES**

	31 December 2017 £m	31 December 2016 £m
Trade payables	(15.7)	(15.6)
Other payables	(7.4)	(8.0)
Social security and other taxation	(10.7)	(10.5)
Accruals	(52.8)	(45.9)
Deferred income <sup>1</sup>	(0.8)	(0.5)
Prepaid room purchases <sup>2</sup>	(33.2)	(29.1)
Capital payables	(8.8)	(6.4)
Provisions (note 21)	(2.0)	(1.7)
<b>Amounts falling due within one year</b>	<b>(131.4)</b>	<b>(117.7)</b>
Amounts falling due after one year		
Deferred income <sup>1</sup>	(11.2)	(9.3)
Provisions (note 21)	(21.0)	(21.5)
<b>Total</b>	<b>(142.6)</b>	<b>(125.3)</b>

1. Certain hotel leases include a rent-free period at the beginning of the lease term. Under IFRS, the benefit of this rent free period is held on the balance sheet and is recognised in the income statement as a deduction to the actual rent expense in each period, on a straight line basis, over the full life of the lease.

2. Prepaid room purchases of £33.2m (2016: £29.1m) relate to cash received at the time of room booking prior to arrival date and is recognised when customers stay, of which 42% (2016: 41%) would be non-refundable on cancellation of the room booking.

The Group pays its trade payables in line with the terms that it has agreed with its suppliers. Typically these terms vary from 30 days to 90 days.

Management have estimated the fair value of trade and other payables to be equal to the book value.

**18 OBLIGATIONS UNDER FINANCE LEASES**

	Minimum lease payments 2017 £m	Minimum lease payments 2016 £m
Amounts payable under finance leases:		
Within one year	(4.6)	(4.6)
In the second to fifth years inclusive	(19.6)	(18.9)
Greater than five years	(346.6)	(351.8)
	(370.8)	(375.3)
Less: future finance charges	338.6	343.5
<b>Amount due for settlement after 12 months (Capital liability)</b>	<b>(32.2)</b>	<b>(31.8)</b>

The Group holds 5 properties (2016: 5 properties) which have been classified as finance leases with a weighted average lease term remaining of 47 years (2016: 48 years).

Capital liability due within one year is £nil (2016: £nil)

**19 FINANCIAL ASSETS AND LIABILITIES**

	Maturity Date	31 December 2017 £m	31 December 2016 £m
Cash at bank and in hand		95.0	73.9
External debt redeemable:			
Fixed Rate Bond	May 2023	(261.0)	(290.0)
Floating Rate Bond	May 2023	(165.0)	(100.0)
Issue Costs		7.6	10.1
External debt		(418.4)	(379.9)
Net external debt		(323.4)	(306.0)
Investor Loan Note		(117.4)	(138.1)
Net debt before finance leases	January 2026	(440.8)	(444.1)
Finance leases		(32.2)	(31.8)
<b>Net funding including finance leases</b>		<b>(473.0)</b>	<b>(475.9)</b>

**Senior secured notes**

Senior secured fixed rate sterling denominated notes of £290.0m were issued on 10 May 2016 with a termination date of 11 May 2023. Of these, £29.0m were repaid on 28 April 2017. Interest is fixed at 8.5% and is payable on a semi-annual basis.

Senior secured floating rate sterling denominated notes of £100.0m were issued on 10 May 2016 with a termination date of 11 May 2023. These were repaid on 28 April 2017 with early repayment fees of £2.1m applied. Interest was floating at three month LIBOR plus a margin of 7.5%.

New senior secured floating sterling denominated notes of £165.0m were issued on 28 April 2017 with a termination date of 15 May 2023. Interest is floating at three month LIBOR plus a margin of 4.875% and is payable on a quarter basis.

**Revolving credit facility**

A sterling denominated revolving credit facility of £50m is available to the Group. At 31 December 2017, no drawings on this facility had been made.

**Letter of credit facility**

The letter of credit facility has a maximum usage of £30.0m. At 31 December 2017, the group had utilised £14.9m.

**Issue costs**

Costs incurred in issuing the senior secured sterling denominated notes, revolving credit and letter of credit facility have been deducted from the fair value of the notes and facilities, which are carried at amortised cost.

**Investor loan note**

The interest rate charged on the investor loan is 15%. During the year, £35m of the loans' outstanding capitalised interest was repaid (following a repayment of £20m in 2016)

The weighted average interest rate paid in the year ended 31 December 2017 was 7.4% (2016: 7.6%), and the weighted average interest rate charged in the year ended 31 December 2017 was 7.4% (2016: 7.6%).

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**19 FINANCIAL ASSETS AND LIABILITIES (CONTINUED)**

The bonds were variably secured on leases owned by certain subsidiary undertakings and charges over shares in subsidiary undertakings.

	Fixed rate bond	Original floating rate bond	New floating rate bond	Total External Debt	Investor loan note	Total
	£m	£m	£m	£m	£m	£m
Balance at 1st January 2017	(290.0)	(100.0)	-	(390.0)	(138.1)	(528.1)
Bonds Repaid in year	29.0	100.0	-	129.0	-	129.0
Bonds Issued in the year	-	-	(165.0)	(165.0)	-	(165.0)
Investor loan repaid in year	-	-	-	-	35.0	35.0
Accrued investor loan interest	-	-	-	-	(14.3)	(14.3)
Net movement in year	29.0	100.0	(165.0)	(36.0)	20.7	(15.3)
<b>Balance at 31st December 2017</b>	<b>(261.0)</b>	<b>-</b>	<b>(165.0)</b>	<b>(426.0)</b>	<b>(117.4)</b>	<b>(543.4)</b>

The carrying value of the assets and liabilities of the Group represent their fair value.

	2017 Carrying amount £m	2017 Fair value £m	2016 Carrying amount £m	2016 Fair value £m
<b>Financial instrument categories</b>				
Loans and receivables <sup>1</sup>	12.4	12.4	11.8	11.8
Financial derivative asset	0.7	0.7	0.6	0.6
Bond related debt	(418.4)	(451.5)	(379.9)	(411.3)
Investor Loan Note	(117.4)	(117.4)	(138.1)	(138.1)
Financial liabilities <sup>2</sup>	(64.1)	(64.1)	(61.8)	(61.8)
	<b>(586.8)</b>	<b>(619.9)</b>	<b>(567.4)</b>	<b>(598.8)</b>

1. Loans and receivables are made up of trade receivables £6.3m (2016: £6.5m) and other receivables £6.1m (2016: £5.3m).

2. Financial liabilities of £64.1m (2016: £61.8m) are made up of finance lease payables £32.2m (2016: £31.8m), trade payables £15.7m (2016: £15.6m), capital payables £8.8m (2016: £6.4m) and other payables £7.4m (2016: £8.0m).

Loans and receivables and financial liabilities are due within one year.

**Interest rate hedge (swap)**

The Group uses an interest rate hedge to manage its exposure to interest rate movements relating to the old floating rate bonds. Contracts with nominal values of £100m (2016: £100m) have fixed interest payments at a rate of 0.376% (2016: 0.376%) and have floating rate interest receipts at LIBOR for periods up to and including August 2019.

The table below analyses financial instruments carried at fair value, by valuation method. The different levels are defined as follows:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly;

Level 3: techniques which uses inputs which have a significant effect on the recorded fair value that are not based on observable market data.

**Swaption**

On 30 June 2017, Travelodge entered into a swaption in relation to the new senior secured floating sterling denominated notes of £165m.

The swaption commences on 15 May 2019 and terminates on 15 May 2021. If, on 15 May 2019, LIBOR is greater than 1.5%, Travelodge will receive a cash settlement on the difference between LIBOR and 1.5% on £100m to cover a portion of the scheduled quarterly payments on the floating rate notes of £165m, up to 15 May 2021.

If, on 15 May 2019, LIBOR is less than 1.5%, the product will not be activated and will expire.

At 31 December 2017, the fair value of the swaption was £0.2m.

	Level 1 £m	Level 2 £m	Level 3 £m	31 December 2017 Total £m
<b>Financial assets measured at fair value through equity</b>				
Derivatives (interest rate swaps)	-	0.5	-	0.5
Swaption	-	0.2	-	0.2
<b>Total Derivatives</b>	<b>-</b>	<b>0.7</b>	<b>-</b>	<b>0.7</b>

	Level 1 £m	Level 2 £m	Level 3 £m	31 December 2016 Total £m
<b>Financial assets measured at fair value through equity</b>				
Derivatives (interest rate swaps)	-	0.6	-	0.6
Swaption	-	-	-	-
<b>Total Derivatives</b>	<b>-</b>	<b>0.6</b>	<b>-</b>	<b>0.6</b>

**Cash flow hedge reserve**

The fair value of the Group interest rate hedge is £0.4m (2016: £0.6m). This interest rate hedge is designated and effective as a cash flow hedge and the movement in fair value of £(0.2)m (2016: £0.6m) has been taken through equity.

**Risk**

Capital risk management: The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes borrowings disclosed above, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

Interest rate risk: The Group finances its operations through borrowings. The group borrows at fixed and floating rates, and uses an interest rate hedge and a swaption to generate the desired interest profile. The hedging requirements and actual hedging (in brackets) for the floating rate bond is 100% (100%).

Given the Group's hedging position at 31 December 2017 a movement in interest rates will not materially affect the group's interest profile and the group's net profit and cash interest payment would not be materially affected. However the fair value of the Group's interest rate hedge would, if interest rates increased or decreased by 25 basis points, move via equity by £0.7m and £(0.7m) respectively.

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**19 FINANCIAL ASSETS AND LIABILITIES (CONTINUED)**

**Liquidity risks:** The Group has built an appropriate liquidity risk management framework for the management of the group's short, medium and long term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and by monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

**Credit risk:** The Group does not have any significant credit risk exposure to any single counterparty. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. No collateral is held against liquid funds.

The carrying amount of financial assets recorded in the financial statements, net of any allowance for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral obtained.

**Currency exposures:** At 31 December 2017, the Group had no material currency exposures that would give rise to net currency gains or losses being recognised in the income statement.

**20 DEFERRED TAX**

The following are the major deferred tax (liabilities) and assets recognised by the Group which are expected to be recovered or settled more than twelve months after the reporting period and movements thereon during the current and prior reporting year.

	Tax losses and hold-over relief £m	Accelerated tax depreciation £m	Deferred tax asset £m	Intangible assets £m	Deferred tax liability £m	Total £m
At 1 January 2017	28.5	23.7	52.2	(66.2)	(66.2)	(14.0)
(Charge)/credit to income	(3.1)	(0.5)	(3.6)	1.7	1.7	(1.9)
<b>At 31 December 2017</b>	<b>25.4</b>	<b>23.2</b>	<b>48.6</b>	<b>(64.5)</b>	<b>(64.5)</b>	<b>(15.9)</b>

The main rate of UK corporation tax was 20% up to 31 March 2017, and 19% thereafter. There is expected to be a further reduction in the main rate of UK corporation tax to 17% on 1 April 2020. Deferred tax balances have been measured at a rate of 17%, being the rate substantively enacted at the balance sheet date.

**21 PROVISIONS**

	Year ended 31 December 2017 £m	Year ended 31 December 2016 £m
At 1 January		
Cash spend	(23.2)	(28.6)
Reassessment in provisions	2.7	6.9
Unwinding of discount of provisions	(1.6)	(0.3)
Foreign exchange rate movement	(0.7)	(0.7)
	(0.2)	(0.5)
<b>At 31 December</b>	<b>(23.0)</b>	<b>(23.2)</b>
	Year ended 31 December 2017 £m	Year ended 31 December 2016 £m
The balance can be analysed as:		
Due in less than one year	(2.0)	(1.7)
Due in greater than one year	(21.0)	(21.5)
	<b>(23.0)</b>	<b>(23.2)</b>

A discount rate of 4% (2016: 4%) being the pre-tax risk free rate adjusted for property risk is used to calculate the net present value of the provisions.

Provisions of £23.0m (2016: £23.2m) comprise onerous lease provisions of £8.9m (2016: £10.7m) relating to future rent and rates liabilities on sub leased historic restaurant units and vacant sites, £10.7m (2016: £7.2m) relating to seven UK and two Spanish hotels where it is considered improbable that trading profits will be generated within a period of five to seven years and £3.4m (2016: £5.3m) of other provisions.

Onerous lease provisions relate to the future discounted cash outflow in relation to certain rent and rates liabilities where no economic benefit is expected to accrue to the Group. These provisions have an average lease term of 15 years and have been discounted at a pre-tax risk free rate of 4.0% (2016: 4.0%).

**22 POST BALANCE SHEET EVENTS**

On 3 January 2018, Travelodge completed a refinancing of part of its existing bond facilities (note 19).

As part of this, new senior secured floating rate sterling denominated notes of £30m were issued on 3 January 2018 with a termination date of 15 May 2023. Interest is floating at three month LIBOR plus a margin of 4.875%.

Existing senior secured fixed rate sterling denominated notes of £29m were repaid on 3 January 2018. These notes charged interest at 8.5%.

A premium of £0.9m was paid on redemption of the existing senior secured fixed rate sterling denominated notes.

**23 SHARE CAPITAL**

	2017 & 2016 shares	2017 & 2016 £
<b>Authorised:</b>		
Ordinary shares of £0.000001 each	1,000,000	1
	<b>1,000,000</b>	<b>1</b>
	2017 & 2016 shares	2017 & 2016 £
<b>Called up, allotted and fully paid:</b>		
Ordinary shares of £0.000001 each	1,000,000	1
	<b>1,000,000</b>	<b>1</b>

**24 CAPITAL COMMITMENTS**

Contracted future capital expenditure not provided for in these financial statements predominantly relates to expenditure on the refurbishment and maintenance of current hotels. At 31 December 2017 the capital commitment not provided for in the financial statements, subject to satisfactory practical completion, was £5.7m (2016: £6.4m).

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**25 CONTINGENT LIABILITIES**

The Group has contingent liabilities under a number of leases that have been assigned to various third parties. In certain circumstances, should the current lessee default on the payment of rent, a superior landlord may have recourse to the Group. Should a superior landlord make a claim on the Group for unpaid rent, the Group would be required to settle that liability and subsequently the unit / units subject to the claim could be seized by the Group following petitioning of a court. The Group could subsequently, subject to certain conditions, either trade from the unit or reassign or sublet the lease of the unit to a third party.

At 31 December 2017 the estimated annual contingent rental liability was £61k (2016: £81k), represented by 5 units (2016: 7 units) with an average annual rental cost per unit of £12k (2016: £12k) and an average lease term remaining of 37 years (2016: 33 years).

**26 RELATED PARTY TRANSACTIONS AND ULTIMATE CONTROLLING PARTY**

At 31 December 2017, the Directors regard Anchor Holdings SCA as the ultimate parent undertaking and controlling party, a company incorporated in Luxembourg.

Thame and London Limited is the parent undertaking of the largest and smallest Group of undertakings to consolidate these financial statements at 31 December 2017. The consolidated financial statements of Thame and London Limited are available from Sleepy Hollow, Aylesbury Road, Thame, Oxfordshire, OX9 3AT.

Anchor Holdings SCA has provided the Company with an investor loan of £95.0m (2016: £95.0m). £35.0m of the accrued interest relating to this loan was repaid during 2017 (following a repayment of £20m in 2016). The loan accrues interest at 15.0% (2016: 15.0%) per annum.

Interest accrued in the year is £14.3m (2016: £15.0m) and the total balance including accrued interest was £117.4m (2016: £138.1m). The loan note is due for repayment in 2026.

During 2014, certain property leases the Group had previously entered into with an external third party were sold on an arms length basis to an entity which is controlled by the Group's ultimate owners. During 2016, certain of these property leases were sold to a separate external third party. All terms of these property leases and the value the Group is liable to pay were unchanged as a result of these transactions. In the year ended 31 December 2017, the property costs charged were £24.4m (2016: £36.1m) and there were no balances outstanding at 31 December 2017.

Of the total fees paid as part of the Group's refinancing (see note 19), an amount of £0.8m (2016: £9.0m) was paid to a syndicate of financial institutions. An entity related to one of the parent undertakings was part of the syndicate.

**27 NOTE TO THE CASH FLOW STATEMENT**

	Year ended 31 December 2017			Year ended 31 December 2016		
	Before Exceptional Items £m	Exceptional Items <sup>1</sup> £m	Total £m	Before Exceptional Items £m	Exceptional Items £m	Total £m
<b>Operating profit / (loss)</b>	<b>58.5</b>	<b>(8.0)</b>	<b>50.5</b>	<b>61.0</b>	<b>(6.3)</b>	<b>54.7</b>
Adjustments for non-cash items:						
Exceptional items	-	2.1	2.1	-	-	-
Depreciation of property, plant and equipment	35.0	-	35.0	29.9	-	29.9
Amortisation of other intangible assets	16.5	-	16.5	15.8	-	15.8
Impairment of fixed assets (notes 14 and 15)	-	-	-	-	6.0	6.0
<b>Operating cash flows before movements in working capital</b>	<b>110.0</b>	<b>(5.9)</b>	<b>104.1</b>	<b>106.7</b>	<b>(0.3)</b>	<b>106.4</b>
Movement in inventory	0.4	-	0.4	-	-	-
Movement in receivables	(1.6)	-	(1.6)	(3.5)	-	(3.5)
Movement in payables	11.8	(0.5)	11.3	14.6	(4.6)	10.0
Movement in provisions	(2.7)	1.6	(1.1)	(6.9)	0.3	(6.6)
<b>Total working capital movement</b>	<b>7.9</b>	<b>1.1</b>	<b>9.0</b>	<b>4.2</b>	<b>(4.3)</b>	<b>(0.1)</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>117.9</b>	<b>(4.8)</b>	<b>113.1</b>	<b>110.9</b>	<b>(4.6)</b>	<b>106.3</b>

1. Exceptional costs of £8.0m (2016: £6.3m) within operating profit include £6.4m of charges, of which £2.1m were non-cash, in respect of the costs of early redemption, legal and advisor's fees and management incentives relating to the restructuring of the Group's debt and other exceptional corporate activities and a net provision reassessment charge of £2.9m, partially offset by other provision reassessment credits of £1.3m. Exceptional items movement of £0.5m within payables (2016: £4.6m) consist mainly of costs relating to financial due diligence and other costs relating to advisory fees in respect of corporate strategy. Exceptional credits of £1.6m within movements in provisions (2016: £0.3m) relate to provision reassessments.

**PARENT COMPANY STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 31 December 2017**

	<b>Called Up Share Capital £m</b>	<b>Profit and Loss Account £m</b>	<b>Total Shareholders' Deficit £m</b>
<b>Balance at 1 January 2017</b>	-	(3.0)	(3.0)
Result for the financial year	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-
<b>Balance at 31 December 2017</b>	-	(3.0)	(3.0)

**For the year ended 31 December 2016**

	<b>Called Up Share Capital £m</b>	<b>Profit and Loss Account £m</b>	<b>Total Shareholders' Deficit £m</b>
<b>Balance as at 1 January 2016</b>	-	(3.0)	(3.0)
Result for the financial year	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-
<b>Balance at 31 December 2016</b>	-	(3.0)	(3.0)



**PARENT COMPANY BALANCE SHEET**  
As at 31 December 2017

	Note	2017 £m	2016 £m
<b>FIXED ASSETS</b>			
Investments	30	-	-
<b>CURRENT ASSETS</b>			
Debtors	31	117.4	138.1
<b>TOTAL CURRENT ASSETS</b>		<u>117.4</u>	<u>138.1</u>
<b>NET CURRENT ASSETS</b>		<u>117.4</u>	<u>138.1</u>
Creditors: Amounts falling due within one year	32	(3.0)	(3.0)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>114.4</u>	<u>135.1</u>
<b>CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR</b>			
Investor Loan	36	(117.4)	(138.1)
<b>NET LIABILITIES</b>		<u>(3.0)</u>	<u>(3.0)</u>
<b>CAPITAL AND RESERVES</b>			
Called Up Share Capital	33	-	-
Profit and Loss account	35	(3.0)	(3.0)
<b>TOTAL SHAREHOLDERS' DEFICIT</b>		<u>(3.0)</u>	<u>(3.0)</u>

The Company made a result in the year of £nil (2016: result of £nil).

These financial statements on pages 46 to 49 were approved by the Board of Directors and signed on its behalf by:



Joanna Boydell  
Director

6 April 2018

## 28 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Financial Reporting Standard 102 (FRS102) with certain exemptions of the reduced disclosure framework applied as detailed below.

The principal accounting policies adopted have been consistently applied throughout the year and are set out in note 29.

## 29 SIGNIFICANT ACCOUNTING POLICIES

### Investments in subsidiary undertakings

Investments are stated at cost. Any impairment in the value of these investments is charged to the profit and loss account.

### Related party transactions

As permitted by FRS102 (section 33) 'Related party disclosure' the Company has not disclosed related party transactions with wholly owned subsidiaries, which are disclosed in the financial statements of the Group.

### Employees

The Company has no employees (2016: nil).

### Cash flow statement

Under FRS102 (section 1), the Company is exempt from the requirement to prepare a cash flow statement as it has included the Company's cash flows in its own published consolidated financial statements.

## 30 INVESTMENTS

	Shares in subsidiaries £
<b>Cost and net book value</b>	
At 1 January 2017	1
<b>At 31 December 2017</b>	<b>1</b>

The Parent Company has investments in the subsidiary undertakings, as listed in the Subsidiary Undertakings note (consolidated financial statements note 13), which principally affect the profits or net assets of the Company. The Directors consider the value of the investments to be supported by the value of the underlying assets.

All subsidiary undertakings were acquired on 12 October 2012. The investment of £1 represents investment in Full Moon Holdco 4 Limited, the only directly owned subsidiary.

## 31 DEBTORS

	2017 £m	2016 £m
Amounts owed by Group undertakings	117.4	138.1

Amounts owed by Group undertakings are repayable on demand.

Amounts owed by group undertakings have fallen because £35.0m of accrued interest relating to the investor loan was repaid using intercompany funds arising from proceeds from the refinancing in April 2017.

Interest accrued in the year is £14.3m (2016: £15.0m) and the total balance including accrued interest was £117.4m (2016: £138.1m). Interest is accrued at 15% (2016: 15%).

## 32 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £m	2016 £m
Amounts owed to group undertakings	(3.0)	(2.9)
Other creditors	-	(0.1)
<b>Amounts falling due within one year</b>	<b>(3.0)</b>	<b>(3.0)</b>

Amounts owed by Group undertakings are repayable on demand.

## 33 CALLED UP SHARE CAPITAL

	2017 & 2016 Number of shares	2017 & 2016 £
<b>Authorised:</b>		
Ordinary shares of £0.000001 each	1,000,000	1
	<b>1,000,000</b>	<b>1</b>
	2016 & 2017 Number of shares	2016 & 2017 £
<b>Called up, allotted and fully paid:</b>		
Ordinary shares of £0.000001 each	1,000,000	1
	<b>1,000,000</b>	<b>1</b>

### 34 PROFIT AND LOSS

As permitted by Section 408(4) of the Companies Act 2006 the Company has elected not to present its own Income Statement for the year.

The Company made a result in the year of £nil (2016: result of £nil).

### 35 PROFIT AND LOSS ACCOUNT

	2017 £m	2016 £m
At 1 January 2017		
Result for the financial year	(3.0)	(3.0)
<b>At 31 December 2017</b>	<b>(3.0)</b>	<b>(3.0)</b>

### 36 RELATED PARTY TRANSACTIONS AND ULTIMATE CONTROLLING PARTY

At 31 December 2017, the Directors regard Anchor Holdings SCA as the ultimate parent undertaking and controlling party, a company incorporated in Luxembourg.

Thame and London Limited is the parent undertaking of the largest and smallest Group of undertakings to consolidate these financial statements at 31 December 2017. The consolidated financial statements of Thame and London Limited are available from Sleepy Hollow, Aylesbury Road, Thame, Oxfordshire, OX9 3AT.

Anchor Holdings SCA has provided the Company with an investor loan of £95.0m (2016: £95.0m). £35.0m of the accrued interest relating to this loan was repaid during 2017 (following a repayment of £20m in 2016). The loan accrues interest at 15.0% (2016: 15.0%) per annum.

Interest accrued in the year is £14.3m (2016: £15.0m) and the total balance including accrued interest was £117.4m (2016: £138.1m). The loan note is due for repayment in 2026.