Registered number: 09810143

TOUR PARTNER GROUP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

COMPANY INFORMATION

Directors	P J Maine A Graves
Registered number	09810143
Registered office	Hygeia Building 5th Floor 66-68 College Road Harrow Middlesex HA1 1BE
Independent auditors	Xeinadin Audit Limited Chartered Accountants & Statutory Auditors 8th Floor Becket House 36 Old Jewry London EC2R 8DD

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STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023

Introduction

The directors present their Strategic Report, together with the financial statements, for Tour Partner Group Limited (the "Company") for the year ended 31 December 2023.

Business review

For the year ended 31 December 2023, the key performance indicators have been summarized below.

EUR €m	**2023**	**2022**
Operating loss	1.8	2.3
Loss before tax	5.9	5.5

The Company continues to operate as a central management and treasury company for the wider Group. During the year the Company, as part of a review, began recharging its central costs to fellow group companies causing income of €4.4m (2022: €Nil). Operating costs also increased from €2.1m to €6.5m primarily due to one off costs in the year and a swing in foreign exchange differences from €1.6m gain to €0.8m loss.

Note 20 to the financial statements provides information on the Company's external debt. No new loans were received or repayments due in the year, with the movements due to foreign exchange and revision of the repayment dates agreed with the providers.

Principal risks and uncertainties

Pandemics

As seen in recent years, the disruption and impact from COVID-19 on the travel sector and wider economy has been significant. A future pandemic or global event could have a similar effect. The Company has experienced management and works closely with its customers and suppliers to minimize these risks.

Global economy

With the recovery of the wider global economy, key market are experiencing high inflation and pricing pressure. The response from governments has and continues to differ, including impacts on direct and indirect taxation. This may impact the business through supplier pricing and customer demand for the groups products and services. The business actively works with its partners to manage pricing pressure wherever possible, and with its lenders and shareholders on the business outlook.

Information systems and Data security

The Company's activities are dependent on the performance of a variety of software packages and the stability of the platforms on which they are hosted, together with the ongoing protection of data. The Company continues to invest in its IT systems and utilises cloud based and off site hosting where appropriate and partners with specialist IT companies to provide support and defence.

Financial key performance indicators

The Company is exposed to a variety of financial risks including foreign currency and liquidity risk. The Company has in place a risk management programme that seeks to limit any adverse effect on the financial performance of the Company.

Foreign currency risk

The Company is exposed to foreign currency risk on its operations by virtue of entering into transactions in currencies other than the functional currency of the Euro. The Company centrally manages the treasury and foreign exchange exposure for its trading subsidiaries through an informal foreign exchange hedging programme with its principal bankers. The Company does not apply hedge accounting. In order to manage the risk, the Company, when considered appropriate, uses currency accounts and forward contracts as part of a robust foreign exchange hedging strategy. The Company will continue to use currency accounts, forward contracts, or any other derivative product considered adequate to protect against the risk of unfavourable currency movements.

Liquidity risk

The Company is financed through available revolving credit facilities and shareholder cash liquidity made available to support working capital needs. See additionally the reference points in the going concern note. The directors consider that the Company has the appropriate funding to meet the needs of the business from existing facilities.

Credit risk

The Company operates a treasury and funding operation with group companies, and management closely monitor receivables for impairment.

Substainability

We have a vision to be the leading sustainable Destination Management Company in Europe by 2025. To support this vision we continue to invest in sustainability in our operations and our offering as part of our 3P approach – People, Planet and Profit. We also continue to partner with Ecologi to plant 12 trees per employee per month.

In 2023 we published our first Sustainability and ESG statement setting out our principles and approach, further information can be found on tourpartnergroup.com/es/countries/esg.

Directors' statement of compliance with duty to promote the success of the Company

The directors of Tour Partner Group Limited consider, both individually and together, they have fulfilled their fiduciary responsibilities and continue to act in good faith as officers of the company and wider Tour Partner Group. During the course of the year under review, all decisions made, respective actions and interaction nternally and externally, has been to promote the success of the Company for the benefit of all its stakeholders.

Shareholders

As owners of our Group, we rely on the support of shareholders and their opinions are important to us. We have an open dialogue with our shareholders through monthly meetings. Discussions with shareholders cover a wide range of topics including financial performance, strategy, outlook, governance and ethical practices.

Shareholder feedback and their views are considered as part of decision-making process.

During the year and subsequently we have had regular engagement with the shareholders, including liquidity and financing. The shareholders continue to be supportive of the business and have extended additional loan note financing since year end.

Employees

Our employees are fundamental to our success and we want them to be successful individually and as a unit.

There are numerous ways in which we engage with and listen to our employees including employee surveys, group briefings and newsletters. Key areas of focus include health and well-being, development opportunities, pay and benefits.

In the year we have continued to invest in our offices with new offices in Edinburgh and Copenhagen, and further IT investment in remote working, cyber and infrastructure. We continue to invest in employee engagement with the use of digital channels, together with increased team and company wide meetings and listening events.

A focus in 2023 was to increase the amount and depth of our employee engagement sessions, both at a local level and group wide. This allows valuable engagement between management and teams, teams to integrate more widely in the business, and be involved in the financial performance, values and strategy of the Group.

Customers

Our ambition is to deliver high quality tours to our valued customers. We build strong lasting relationships with our customers and spend considerable time with them to understand their needs and views. We also listen to how we can improve our services for our customers and the end consumers' benefit, and we use this knowledge to improve our decision-making.

Suppliers

We build strong relationships with our suppliers to develop mutually beneficial and lasting connections.

Engagement with suppliers is primarily through a series of interactions, before and after the tours have been arranged. This ensures our values, expectation and goals are aligned with the suppliers and helps build key relationships. Key areas of focus include service development, health and safety and sustainability. The board recognises that relationships with suppliers are important to the Group's long-term success and is briefed on supplier feedback and arising issues on a regular basis.

Communities

We engage with the communities in which we operate to build trust and understand the local issues that are important to them. Key areas of focus include how we can support local causes and issues, create opportunities to recruit and develop local people and help to look after the environment. The key issues and themes across local communities are reported back to the board. The impact of decisions on the environment both locally and nationally is fully considered at all times.

Government and regulators

We engage with the government and regulators through a range of industry consultations, forums, meetings and conferences to communicate our views to policy makers relevant to our business. Key areas of focus are compliance with laws and regulations, health and safety and product safety. The board is updated on legal and regulatory developments and takes these into account when considering future actions.

This report was approved by the board on 1 July 2024 and signed on its behalf.

A Graves
Director

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present their report and the financial statements for the year ended 31 December 2023.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The principal activity of the Company remains that of an intermediate holding company for its investments. The principal activity of the group of which the Company is the parent is the business of travel consultants and agents.

Results and dividends

The loss for the year, after taxation, amounted to €5,898,545 *(2022 - loss €5,442,724)*.

The directors do not recommend the payment of a dividend (2022 - €nil).

Directors

The directors who served during the year were:

P J Maine
A Graves (appointed 10 March 2023)
M Pharoah (resigned 10 March 2023)

Future developments

The directors do not expect any significant changes in operations for the Company in the foreseeable future. The wider group continues to see recovery in the travel industry.

As referred above, the directors work closely with shareholders and lenders, and since year end the bank facility repayment terms have been extended, see note 20.

Engagement with employees

The Group maintains a HR intranet site that provides employees with information on matters of concern to them as employees, including the financial and economic factors affecting the performance of the Group. The intranet site includes functionality that enables employees to express views on matters that affect them anonymously and the Group also undertakes a biannual staff survey to canvas views on significant matters.

During the year we also invested in a new HR site to allow easier employee engagement and self-service, and a undertook a company wide survey to gather further feedback to guide future projects.

Engagement with suppliers, customers and others

The Group consider the business relationships with its customers and suppliers as of paramount importance to deliver its strategic and operational goals. An approach where the process of proactive engagement underscored by a sustainable collaboration will create mutual opportunity, an output underpinned by respect and partnership, two of our key corporate values.

This approach has never been so important as during the last few years. We have worked tirelessly to support our customers in the fast changing environment, supporting new bookings and opportunities, rebookings and amendments.

That customer centric approach has only been possible due to the deep relationships we have built with our suppliers who have been incredibly understanding and supportive of the need for flexibility and to focus on the long term. Equally, this allowed us to work together to optimise short term opportunity when it was presented, as well as adapt and take a more flexible commercial approach to future customer needs.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group meets the requirements for Streamlined Energy and Carbon Reporting for the first time in the year. The Company is a low energy user. The only subsidiary meeting the disclosure thresholds is Tour Partner Group UK Limited which has included data in its annual report. The Group has compiled the below information relating to Tour Partner Group UK Limited's energy use, primarily relating to its London office. As this is the first year of requirement, no comparative information is presented. Energy use and sustainability is a focus for management and the group, with continued investment in the area.

Scope 1 emissions (landlord gas use)	249,005 kWh
Scope 2 emissions (purchased electricity)	251,613 kWh
CO2 Emissions*	54,800 kg CO2e
Intensity ratio (kg CO2e/employee)	477 kg CO2e

* Carbon intensity of purchased electricity using UK Government GHG Conversion Factors. The methodology for the GHG calculations follows the published GHG Protocol.

** The Company uses a small number of leased vehicles. The Group is developing methods for emission data capture and it is not practicable to obtain this information yet.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023

Matters covered in the Strategic Report

As permitted by paragraph 1A of schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulation 2008, certain matters which are required to be disclosed in the Directors' Report have been omitted as they are included in the Strategic Report. These matters relate to the financial risk management objectives and policies. Consideration of the Group's engagement with customers, suppliers and others, together with employee engagement disclosures, are included in the Section 172 statement.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end, other than renewal of the bank facilities.

Auditors

The auditors, Xeinadin Audit Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 1 July 2024 and signed on its behalf.

A Graves
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TOUR PARTNER GROUP LIMITED

Opinion

We have audited the financial statements of Tour Partner Group Limited (the 'Company') for the year ended 31 December 2023, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In forming our opinion, we have considered the adequacy of the disclosures made in note 2.4 in the financial statements concerning the Company's ability to continue as a going concern.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed and the disclosure made in note 2.4, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TOUR PARTNER GROUP LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- enquiry of management and those charged with governance around actual and potential litigation and claims and to identify any instances of non-compliance with laws and regulations;
- reviewing minutes of meetings of those charged with governance;
- reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias.

The potential effect of these laws and regulations on the financial statements varies considerably.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we have assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

The Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety including data protection laws, anti-bribery, money laundering, employment law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Because of inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TOUR PARTNER GROUP LIMITED (CONTINUED)

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Yasin Khandwalla FCCA (Senior statutory auditor)

for and on behalf of
Xeinadin Audit Limited

Chartered Accountants & Statutory Auditors

8th Floor Becket House
36 Old Jewry
London
EC2R 8DD

1 July 2024

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	2023 €	*2022 €*
Turnover	4	**4,394,066**	-
Gross profit		**4,394,066**	-
Administrative expenses		**(6,613,765)**	*(2,089,894)*
Other operating income		**75,000**	-
Fair value movements	19	**302,997**	*(247,272)*
Operating loss	5	**(1,841,702)**	*(2,337,166)*
Interest receivable and similar income	9	**3,419,870**	*3,333,666*
Interest payable and similar expenses	10	**(7,476,713)**	*(6,449,629)*
Loss before tax		**(5,898,545)**	*(5,453,129)*
Tax on loss	11	**-**	*10,405*
Loss for the financial year		**(5,898,545)**	*(5,442,724)*

There were no recognised gains and losses for 2023 or 2022 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2023 (2022:€NIL).

The notes on pages 15 to 32 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

	Note		2023 €		2022 €
Fixed assets					
Intangible assets	12		**543,379**		*308,021*
Tangible assets	13		**11,217**		*16,669*
Investments	14		**50,868,195**		*50,868,195*
			51,422,791		*51,192,885*
Current assets					
Debtors	15	**22,513,774**		*23,803,818*	
Cash at bank and in hand	16	**17,205**		*66,199*	
		22,530,979		*23,870,017*	
Creditors: amounts falling due within one year	17	**(70,300,443)**		*(62,671,929)*	
Net current liabilities			**(47,769,464)**		*(38,801,912)*
Total assets less current liabilities			**3,653,327**		*12,390,973*
Creditors: amounts falling due after more than one year	18		**(35,334,276)**		*(38,173,377)*
Net liabilities			**(31,680,949)**		*(25,782,404)*
Capital and reserves					
Called up share capital	21		**1**		*1*
Profit and loss account	22		**(31,680,950)**		*(25,782,405)*
			(31,680,949)		*(25,782,404)*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 1 July 2024.

A Graves
Director

The notes on pages 15 to 32 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

	Called up share capital €	Profit and loss account €	Total equity €
At 1 January 2022	**1**	**(20,339,681)**	**(20,339,680)**
Loss for the year	**-**	**(5,442,724)**	**(5,442,724)**
At 1 January 2023	**1**	**(25,782,405)**	**(25,782,404)**
Loss for the year	**-**	**(5,898,545)**	**(5,898,545)**
At 31 December 2023	**1**	**(31,680,950)**	**(31,680,949)**

The notes on pages 15 to 32 form part of these financial statements.

1. General information

Tour Partner Group Limited is a private company limited by shares incorporated in England and Wales. The address of its registered office is given in the company information page of these financial statements.

The principal activity of the Company is that of an intermediate holding company for its investments.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Tour Partner Group Midco Limited as at 31 December 2023 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3VZ
.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of a state other than the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

2. Accounting policies (continued)

2.4 Going concern

The directors prepare the financial statements on a going concern basis unless it is inappropriate to presume the group will continue in business. The company acts as an intermediate holding company for its investments.

The principal activity of the group of which the company is the parent is the business of travel consultants and agents. After a challenging few years of disruption, the wider Tour Partner Group saw a return to pre-pandemic trading in 2023. This looks to continue into 2024 with a strong order book group wide, which has reinforced managements' expectations for the year ahead.

The group maintains a strong relationship with its shareholders and lenders, who have supported liquidity and working capital requirements for the group in recent years.

At the balance sheet date, bank debt repayments commence in June 2024, with most repayments not due until summer 2025. Since the year end the debt repayments were renegotiated with repayments now due in June 2024 (€1m), Feb 2025 (€0.5m), March 2025 (€0.5m), April 2025 (€2m) and June 2025 (€3.8m) with the remaining debt due in July 2025. See note 20 for further details.

At the balance sheet date, all loan notes were due for repayment in January 2025. Since the year end the group has also received confirmation that, unless the loan notes have been settled on or before the current repayment date, the loan note holders will extend the repayment date to January 2026.

The directors have prepared detailed forecasts for the period until June 2025 (the "going concern period"), including a reasonably possible downside scenario, which current trading continues to be monitored against. Based on these forecasts, the Group will have sufficient funds to continue to meet its liabilities as they fall due during the going concern period.

Despite the current headwinds in the economy, the directors are confident these robust forecasts are achievable. The group continues to work closely with its customers and suppliers to ensure it is well placed and the groups' offerings and pricing meet current expectations. The group operates in several markets which allows a more balanced and diverse risk and opportunity profile as the recovery continues.

Whilst not guaranteed, based on the forecasts prepared and the trading in 2024 to date, together with the continued support and new repayment terms agreed with shareholders and lenders, the directors are confident that the business will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements and therefore have prepared the financial statements on a going concern basis.

2. Accounting policies (continued)

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Euros.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses that relate to borrowings are presented in the Statement of comprehensive income within interest receivable and similar income, or interest payable and similar expenses, as appropriate. All other foreign exchange gains and losses are presented within administrative expenses.

2.6 Revenue

Revenue relates to central support services provided to group companies, and is recognised in line with the services performed and costs incurred. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

2.7 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.8 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants of a revenue

nature are recognised in the Statement of Comprehensive Income in the same period as the related

expenditure.

In the current year the Company received grants from governments in the UK and key markets in relation to the promotion of tourism.

2.9 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2. Accounting policies (continued)

2.10 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.11 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.12 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.13 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

2.14 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful life is as follows:

Computer software and website	-	3 - 5 years

2. Accounting policies (continued)

2.15 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 3-5 years
Computer equipment	- 3-5 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.16 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.17 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.18 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.19 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2. Accounting policies (continued)

2.20 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the reporting date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the reporting date.

2.21 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Derivatives, including forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for foreign exchange derivatives.

2.22 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Balance Sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Details of the key areas of judgement and estimation are as follows:

Judgements

In preparing these financial statements, the directors have had to make the following judgments:

- Determine whether there are indicators of impairment of the Company's tangible and intangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset.
- When assessing whether to prepare financial statements on a going concern basis, FRS102 requires management to look out at least 12 months from the date that financial statements are authorised for issue. In the current stressed economic environment there is an increased amount of judgement that needs to be applied to assumptions in respect of future trading results.

Key sources of estimation uncertainty

- Provision for impairment of the carrying value of amounts due from group undertakings is made based on management's estimate of the prospect of recovering the amounts due, which includes considering the solvency of the counterparty and its future outlook, based on budgets and forecasts prepared by management (see note 15 for details of the carrying values of amounts owed by group undertakings).

4. Turnover

An analysis of turnover by class of business is as follows:

	2023	*2022*
	€	*€*
Management fees	**4,394,066**	-
	4,394,066	-

5. Operating loss

The operating loss is stated after charging:

	2023	*2022*
	€	*€*
Depreciation expense	**7,694**	*18,151*
Exchange differences	**750,203**	*(1,620,255)*
Amortisation expense	**231,026**	*394,660*

6. Auditors' remuneration

	2023	2022
	€	€
Fees payable to the Company's auditors and their associates for the audit of the Company's financial statements	25,875	22,891

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the consolidated accounts of the parent Company.

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2023	2022
	€	€
Wages and salaries	3,123,158	1,876,285
Social security costs	286,425	193,154
Cost of defined contribution scheme	48,275	28,929
	3,457,858	2,098,368

The average monthly number of employees, including the directors, during the year was as follows:

	2023	2022
	No.	No.
Directors	2	3
Administration and support	26	25
	28	28

Pension commitments

The Company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the scheme and amounted

to €48,275 (2022: €28,929).

Company contributions amounting to €nil (2022: €nil) were payable to the fund at year end.

8. Directors' remuneration

	2023	2022
	€	€
Directors' emoluments	597,656	420,183
Company contributions to defined contribution pension schemes	14,101	6,886
	611,757	427,069

During the year retirement benefits were accruing to 2 directors *(2022 - 1)* in respect of defined contribution pension schemes.

The highest paid director received remuneration of €391,929 *(2022 - €231,689)*.

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to €8,226 *(2022 - €6,886)*.

9. Interest receivable

	2023	2022
	€	€
Interest receivable on loans to group undertakings	3,419,870	3,333,666
	3,419,870	3,333,666

10. Interest payable and similar expenses

	2023	2022
	€	€
Interest on bank overdrafts and borrowings	3,127,374	1,952,686
Amortisation of finance costs	143,666	143,666
Interest payable on loans from group undertakings	4,205,673	4,353,277
	7,476,713	6,449,629

11. Taxation

	2023 €	2022 €
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	-	*(10,405)*
Total deferred tax	-	*(10,405)*
Taxation on profit/(loss) on ordinary activities	-	*(10,405)*

Factors affecting tax charge for the year

The accounting period covers two UK financial years with differing tax rates of 19% in Financial Year

2022 & 25% in Financial Year 2023. The average rate for the accounting period is 23.52% (2022: 19%). The differences between the tax charge at the average rate and the tax charge for the year are explained below:

	2023 €	2022 €
Loss on ordinary activities before tax	**(5,898,545)**	*(5,453,129)*
Loss on ordinary activities multiplied by average UK corporation tax rate of 23.52% (2022 - 19%)	**(1,387,370)**	*(1,036,095)*
Effects of:		
Fixed asset differences	**(28)**	*(1,352)*
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	**(71,188)**	*59,473*
Deferred tax not recognised	**776,694**	*344,786*
Group relief	**727,855**	*878,362*
Remeasurement of deferred tax for changes in tax rates	**(45,963)**	*(255,579)*
Total tax charge for the year	-	*(10,405)*

At 31 December 2023, the company had an unrecognised deferred tax asset for non-trading losses of €1,685,352 (2022: €483,591) based on corporation tax rates of 25%.

No deferred tax asset has been recognised given the uncertainty over the timing and utilisation in a subsequent accounting period.

11. Taxation (continued)

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

12. Intangible assets

	Computer software €
Cost	
At 1 January 2023	**2,869,775**
Additions	**466,384**
At 31 December 2023	**3,336,159**
Amortisation	
At 1 January 2023	**2,561,754**
Charge for the year on owned assets	**231,026**
At 31 December 2023	**2,792,780**
Net book value	
At 31 December 2023	**543,379**
At 31 December 2022	*308,021*

13. Tangible fixed assets

	Fixtures and fittings	Computer equipment	Total
	€	€	€
Cost or valuation			
At 1 January 2023	917	95,876	96,793
Additions	-	2,242	2,242
At 31 December 2023	917	98,118	99,035
Depreciation			
At 1 January 2023	550	79,574	80,124
Charge for the year on owned assets	184	7,510	7,694
At 31 December 2023	734	87,084	87,818
Net book value			
At 31 December 2023	183	11,034	11,217
At 31 December 2022	*367*	*16,302*	*16,669*

14. Fixed asset investments

	Investments in subsidiary companies
	€
Cost	
At 1 January 2023	50,868,195
At 31 December 2023	50,868,195

Subsidiary undertakings

The Company holds 100% of the Ordinary share capital of the following subsidiary undertakings:

Name	Registered office
Experience Scotland Conference and Incentives Limited	9a South Gyle Crescent, Edinburgh, ED2 9DL, Scotland
Irish Welcome Tours Limited	66 Fitzwilliam Square, Dublin 2,Republic Ireland
Tour Partner ApS*	Bomhusvej 13, 1. 2100 Copenhagen Ø, Denmark
Tour Partner Group International Ltd *	5th Floor, Hygeia Building, 66-68 College Road, Harrow, Middlesex, HA1 1BE, England
Tour Partner Group UK Ltd	5th Floor, Hygeia Building, 66-68 College Road, Harrow, Middlesex, HA1 1BE, England
Tour Partner Group Nordics ApS**	Bomhusvej 13, 1. 2100 Copenhagen Ø, Denmark
Authentic Vacations LLC	N. Greenway-Hayden Loop, Ste. E-130, Scottsdale, Arizona 85260-1913 USA

* owned 100% by Tour Partner Group UK Ltd

** owned 100% by Tour Partner ApS

15. Debtors

	2023	2022
	€	€
Amounts owed by group companies	**22,173,963**	*23,519,365*
Other debtors	**176,647**	*136,512*
Prepayments	**107,539**	*147,941*
Financial instruments	**55,625**	-
	22,513,774	*23,803,818*

Amounts owed by group undertakings are unsecured, accrue interest at an annual rate of between nil and 12% and are repayable on demand.

16. Cash and cash equivalents

	2023 €	*2022 €*
Cash at bank and in hand	**17,205**	*66,199*
	17,205	*66,199*

17. Creditors: Amounts falling due within one year

	2023 €	*2022 €*
Bank loans (see note 20)	**6,849,466**	*2,636,291*
Trade creditors	**344,559**	*178,378*
Amounts owed to group undertakings	**62,973,226**	*59,396,614*
Other creditors	**110,177**	*55,835*
Accruals and deferred income	**23,015**	*157,539*
Financial instruments	**-**	*247,272*
	70,300,443	*62,671,929*

Amounts due to group undertakings are unsecured, accrue interest at an annual rate of between nil and 12% and are repayable on demand.

18. Creditors: Amounts falling due after more than one year

	2023 €	*2022 €*
Bank loans (see note 20)	**35,334,276**	*38,173,377*
	35,334,276	*38,173,377*

Loans and borrowings relate to bank borrowings. There are no amounts due greater than five years.

19. Forward contracts

The Company enters into various foreign currency contracts to mitigate the exchange rate risk for certain foreign currency payables. At 31 December 2023, the outstanding contracts all mature within 12 months of the year end.

At the year end the Company is committed to buying 64,550,000 NOK for a fixed amount of EUR and selling 200,000 EUR for a fixed amount of GBP.

As at 31 December 2023, the fair value position is recorded in the balance sheet as a debtor of €55,625. The net movement on currency forward contract instruments amounted to €302,997 which is recorded in the statement of comprehensive income.

At the year end the company had no other financial commitments.

20. Loans

Analysis of the maturity of loans is given below:

	2023	*2022*
	€	*€*
Amounts falling due within one year		
Bank loans	**6,849,466**	*2,636,291*
	6,849,466	*2,636,291*
Amounts falling due 1-2 years		
Bank loans	**35,334,276**	*3,215,917*
	35,334,276	*3,215,917*
Amounts falling due 2-5 years		
Bank loans	**-**	*34,957,460*
	-	*34,957,460*
	42,183,742	*40,809,668*

20. Loans (continued)

Term loan facilities A & B

In July 2016, the Company borrowed funds from its bankers under two term loans of €4,997,160 (£4,200,000) (Facility A) and €10,470,240 (£8,800,000) (Facility B). As at 31 December 2023, the balances on these facilities were:

	2023 GBP	*2022 GBP*	2023 EUR	*2022 EUR*
Facility A	**2,375,000**	*2,375,000*	**2,739,149**	*2,681,066*
Facility B	**8,800,000**	*8,800,000*	**10,149,269**	*9,934,056*

The repayment terms have been amended in recent years due to the pandemic. At the balance sheet date, the first repayment of Facility A is due in December 2024 (£850k) and remaining balance due in June 2025. Facility B is repayable in full in July 2025. Since year end, the repayment terms have been revised, the first repayment on Facility A is due in February 2025 (£425k), then March 2025 (£425k) with the balance repayable on 30 June 2025 and Facility B is repayable in full on 19 July 2025.

Facility A and B accrue interest at a variable rate equivalent to SONIA plus 3.5% and 4% respectively, and is payable quarterly.

Issue costs of €741,000 (£617,500) were incurred, which have been deducted from the initial carrying value and are being charged to the Statement of Comprehensive Income as part of the interest charge using the effective interest rate. Unamortised Facility A and B issue costs as at the balance sheet were €129,553 (2022: €217,941).

Acquisition facility

In July 2017, the Company borrowed further funds from its bankers under an acquisition facility of €13,800,000. The facility was subsequently increased to support acquisitions and the balance outstanding on the Facility at the balance sheet date was €17,800,000 (2022: €17,800,000).

The repayment terms have been amended in recent years due to the pandemic. At the balance sheet date, the total balance is due for repayment in July 2025.

The acquisition facility accrues interest at EURIBOR plus 3.5%, payable bi-annually.

Issue costs of €279,067 were incurred, which have been deducted from the initial carrying value and are being charged to the Statement of Comprehensive Income as part of the interest charge using the effective interest rate. Unamortised issue costs at the balance sheet were Nil (2022: €55,812).

20. Loans (continued)

Revolving credit facilities

The revolving credit facilities have been obtained and expanded in recent years. The outstanding amount at the balance sheet date totaled €10.7m (£9.3m) (2022: €10.4m (£9.3m)).

The repayment terms have been amended in recent years due to the pandemic. At the balance sheet date, €4.9m (£4.3m) is due in June 2024 and €5.8m (£5m) in June 2025. Since the year end the repayment terms have been revised, and the facility is now repayable €1m in June 2024, €2m in April 2025, €2m in June 2025 and the remaining £5m in July 2025.

The revolving credit facilities accrue interest at SONIA plus 3.5%, payable quarterly.

Interest

Interest of €1,109,378 (2022: €379,914) relating to the above facilities is included in borrowings due in less than 12 months at the balance sheet date and due for payment in 2024.

Security

The Group's bank facilities are secured by a fixed and floating charge over the assets of the Group including the Company.

21. Share capital

	2023	*2022*
	€	*€*
Allotted, called up and fully paid		
1 *(2022 - 1)* Ordinary shares share of £1.00	**1**	*1*

Each share is entitled to one vote in any circumstances and is not redeemable.

22. Reserves

Profit and loss account

The profit and loss account reserve includes all current and prior period retained profits and losses.

23. Related party transactions

The company has taken advantage of the exemption available under FRS102 section 33.1A where disclosures of transactions between group members are not required, provided that the subsidiary is wholly-owned.

During the year the company had net cash movements amounting to €4,244,756 (2022: €394,897) with Tour Partner Group Holdco Limited, a parent company established in Guernsey. At the year end the company owed €4,830,612 (2022: €585,856) to Tour Partner Group Holdco Limited.

24. Post balance sheet events

The directors confirm that there have been no significant events affecting the company since the year end.

25. Controlling party

The Company's immediate parent is Tour Partner Group Midco Limited, which has a registered office address of Hygeia Building 5th Floor, 66-68 College Road, Harrow, Middlesex, HA1 1BE.

The ultimate parent and the ultimate controlling party is Mayfair Equity Partners LLP, incorporated in England and Wales.

The largest and smallest group producing publicly available consolidated financial statements is headed by Tour Partner Group Midco Limited. These financial statements are available upon request from Companies House, Crown Way, Cardiff, CF14 3VZ.