SAGA HOLIDAYS LIMITED ANNUAL REPORT & ACCOUNTS 30 JUNE 1978





Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Saga Holidays Limited will be held at Enbrook House, Sandgate, Folkestone, Kent at 3 pm on 27 November 1978 to transact the following business:

- 1 To receive and adopt the directors' report and audited accounts for the year ended 30 June 1978.
- 2 To declare a dividend.
- 3 To re-elect a director: Mr SJ Moss.
- he auditors. 4 To app
- 5 To authorse the directors to determine the remuneration of the auditors.

By, order of the Board

Secretary

3 October 1978

Notes

¹ Any member of the company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, and, on a poll, to vote instead of him. A proxy need not be a member of the company.

² There are no contracts of service between the directors and the company or any of its subsidiary companies.

General Information .

Directors

Sidney De Haan Chairman Roger Michael De Haan Managing Director Sydney John Moss Roger Dudley Crick Non-executive

Secretary and Registered Office

Peter Charles De Haan ACA **Enbrook House** Sandgate Folkestone, Kent CT20 3AX

Joint Auditors

Safferys St Martins House 16 St Martin's le-Grand London EC1A 4EP

Whinney Murray & Co 57 Chiswell Street London EC1Y 4SY

Solicitors

Lovell, White & King 21 Holborn Viaduct London EC1A 2DY

Principal Bankers

National Westminster Bank Limited Europa House 49 Sandgate Road Folkestone Kent CT201RU

Registrars and Transfer Office National Westminster Bank Limited Registrar's Department
PO Box 82, National Westminster Court
37 Broad Street Bristol BS99 7NH

2

Financial summary

	1978 £000	1977 £000
Turnover	18,554	12,895
Profit before taxation	1,908	1,316
Profit after taxation	931	661
Dividends	270	30
Profit retained	661	631
Earnings per share	16.65p	12.18p

3

Chairman's Statement

This as you will know is my first statement as Chairman of our Company since we became a quoted public company in March of this year.

I would like to welcome our new shareholders and hope to have the pleasure of meeting as many of them as possible at our Annual General Meeting.

You may have read the Company's prospectus when this was issued at the time of the Offer for Sale. We then forecast that profits for the year ending 30 June 1978 would be not less than £1,850,000. With much pleasure I am able to report that we have achieved this forecast.

The turnover amounted to £18,554,000, (1977 £12,895,000); an increase of 44% over last year, and the profits before taxation amounted to £1,908,000, (1977 £1,316,000); an increase of 45% over last year.

Your Directors recommend a payment of final dividend of 4.5p per share (6.72p with related tax credit). It is our intention in future years to pay an interim dividend in April and a final dividend in November.

The Company has not purchased any further hotels since the Offer for Sale. The existing hotels—two in Scotland and one in Folkestone—have achieved a high occupancy level as a result of being included in the U.K. holiday programme.

During the year the Company has been able to refund £164,000 to customers who had paid for their holidays well in advance, as a result of judicious forward purchasing of certain foreign currencies.

By careful planning of the Company's cash flow together with an increase in the number of customers who choose to pay well in advance, the money which the Company has on term deposits with Local Authorities has increased considerably over last year. Further, because of the length of the term deposits, the Company has been able to maintain a reasonably high interest return, though of course this will be affected in the future should interest rates remain at the present level. It is likely that any reduction in the overall rate of interest received on the Company's deposits will be cushioned by the increase of the amount on deposit from year to year.

I am pleased to say that the computer reservation and ticketing system which was introduced during the year is working satisfactorily now that we have overcome the initial teething troubles.

I should now like to say a few words about how I see the future of the Company. We propose to continue our policy of steady growth and stability and to ensure that we do not over extend our administrative capability. Since the Company began trading 25 years ago, the philosophy has not been to seek growth for its own sake but rather to control expansion and to create the goodwill of our customers, whom we regard as individuals and not numbers.

Our outlook is progressive and we constantly strive to better our technical knowledge and management skills. This is currently reflected by the in-house training scheme we are about to launch and the local Technical College travel and tourism courses which many of our staff will be attending.

In order to prosper we have to be consistently profitable and simultaneously maintain holiday prices at a reasonable level. It is vital that we are seen by our customers to be trading fairly, a policy which involves making currency refunds to customers on overseas holidays where possible, and not levying surcharges unless essential. By carefully looking after the interests of our customers throughout the operation of the Company we have been able to build and retain considerable goodwill. Saga News, our magazine which was launched in October 1966, now has a circulation of 650,000 and our Saga Club has a membership of over 50,000. This loyalty and goodwill of our customers cannot be purchased and in itself makes a significant contribution to company profits by holding down advertising costs which are under 2% of turnover.

Although I expect profits for the current year to be satisfactory, the costs of overseas holidays are rising and this combined with the adverse publicity caused by the air traffic controllers dispute is tending to limit the growth of this market. As a result we are this year increasing the proportion of UK holidays in our programme with the resultant decrease in per capita turnover. Cruise holidays will also increase as a proportion of total turnover. The Company's ability to adjust its holiday programme between UK, overseas and cruising holidays to cater for variations in demand is of considerable strength and it will continue to be our policy to avoid too much concentration on any one country as a destination for our holidays.

We are fortunate in having such a loyal and enthusiastic staff, and I would like to end by saying a personal thank you to everyone working in our company.

- Nul of Dutter -

Directors' Report

The directors submit their report together with the audited accounts of the group for the year ended 30 June 1978.

TI

R

W ro

N

SL er 00

T W

> S R

> Ř

N

S

0 tl

С

ç

Principal activities

6

the activities of the group consist of providing inclusive holidays in the United Kingdom and overseas for those over the age of sixty. The group also owns and operates three hotels in the United Kingdom.

On 1 March 1978 the company's name was changed from Inter City Tours Limited to Saga Holidays Limited.

The group profit after taxation amounted to £931,000. The directors recommend a Results and dividends final dividend of 4.5p per share be paid on the ordinary shares, amounting to £270,000, and there will remain unappropriated profits to be retained of £661,000.

If the recommended dividend is approved, warrants will be posted on 28 November 1978 to shareholders on the register at the close of business on 16 October 1978.

On 9 March 1978 the following changes were made to the company's share capital:

- a Each of the £1 voting shares was sub-divided into five ordinary shares of 20p each and each of the £1 non-voting shares was sub-divided into five ordinary non-voting shares of 20p each;
- $\,b\,$ The authorised share capital of the company was increased from £150,000 to £1,500,000 by the creation of an additional 6,750,000 ordinary shares ;
- c The sum of £5,000 standing to the credit of the company's revenue reserves was capitalised and 25,000 ordinary shares were distributed, credited as fully paid up, rateably amongst the holders of the ordinary shares;
- d The 500,000 ordinary non-voting shares of 20p each were converted into 500,000 ordinary shares; and
- e A further sum of £930,000 standing to the credit of the company's revenue reserves was capitalised and 4,650,000 ordinary shares were distributed, credited as fully paid up, rateably amongst the holders of the ordinary shares.

On 16 March 1978 the company issued a further 575,000 ordinary shares at a price of 105p per share, in cash, and these shares were offered to the public by County Bank Limited. The offer was fully subscribed, and the whole of the issued ordinary share capital of the company was admitted to the official list by the Council of The Stock Exchange.

The new capital raised strengthens the net asset position of the group and will provide additional funds for the expansion of the group's holiday and hotel interests when suitable opportunities arise.

Taxation status The company is not a close company as defined by the Income and Corporation Taxes Act 1970.

Directors

The directors, all of whom have held office throughout the year, are as follows:

S De Haan *Chairman* R M De Haan *Managing Director* SJ Moss

R D Crick non-executive

The following directors, Mrs MJ De Haan, Mr A C Doyle and Mr FJ M Frost, were directors until their resignation on 7 November 1977. Mr SJ Moss retires by rotation and, being eligible, offers himself for re-election.

No director had a financial interest in any contract to which the company or any subsidiary was a party during the year. There are no schemes to benefit directors by enabling them to buy shares in, or debentures of, the company or any other company.

The interests of the directors and their families in the share capital of the company were as follows:

	Ordina	30 June 1978 ry Shares of 20p each	Ordina	30 June 1977 ry Shares of £1 each
S De Haan R M De Haan S J Moss R D Crick	Beneficial 672,996 716,200 243,364 17,501	Non-beneficial 446,278 470,906 537,184	Beneficial 26,251 28,313 9,276 974	Non-beneficial 9,200 9,200 18,400

The above non-beneficial interests apply to a total of 737,184 shares (1977 18.400).

No change in any of these interests has been notified to the company by 3 October 1978.

Substantial shareholders

So far as the Board is aware no person or corporation heid 5% or more of the ordinary share capital of the company at 3 October 1978, except the directors and the following:

	Number of shares	Percentage held
P C De Haan	664,808	11.08%
D D H Investments Limited	418,974	6.98%
Wakari Investments Limited	418.973	6.98%

Employees

During the year ended 30 June 1978 the average number of employees of the group and their aggregate remuneration was 489 and £981,000 respectively.

Auditc '3

Whinney Murray & Co were appointed by the directors during the year to act as joint auditors with Safferys.

Both Safferys and Whinney Murray & Co have indicated their willingness to continue in office as joint auditors and a resolution proposing their re-appointment will be submitted at the next Annual General Meeting.

Enbrook House, Sandgate, Folkestone, Kent 3 October 1978

By order of the Board Secretary

Report of the Auditors to the Members

We have examined the accounts of Saga Holidays Limited set out on pages 9 to 17. These have been prepared under the historical cost convention.

In our opinion the accounts give, under the accounting convention stated above, for the company and for the group so far as concerns members of the company, a true and fair view of the state of affairs at 30 June 1978 and of the profit, changes in retained profits and source and application of funds for the year then ended and comply with the Companies Acts 1948 and 1967.

Chartered Accountants London 3 October 1978 Chartered Accountants London 3 October 1978

Whening thursay who

9

Consolidated Profit and Loss Account and Statement of Retained Profits For the year ended 30 June 1978

	Note	1978 £000	1977 £000
Turnover	2	18,554	12,895
Operating profit	3	922	575
Interest on deposits		986	741
Profit before taxation		1,908	1,316
Taxation	5	977	655
Profit after taxation	6	931	661
Dividends Proposed final of 4.5p per share		270	30
Retained profit for the year		661	631
Earnings per share	7	16.65p	12.18p
Statement of retained profits			
Balance at 30 June 1977 as previou in the Prospectus dated 9 March 19	sly reported 78	908	277
Good vill written off during the year relating to prior years		15	-
		893	277
Retained profit for the year		661	6*11
Amount capitalised by way of bonus issues of ordinary shares		(935)	
Balance at 30 June 1978		619	908

Consolidated Balance Sheet At 30 June 1978

	Note	£000	1978 £000	1977 £000
Assets employed				
Fixed assets	8		1,220	1,120
Current assets Hotel stocks Debtors Deferred expenditure Deposits with banks and local authoris Other bank balances and cash	ties 9	21 1,151 242 2,895 227 4,536		20 567 108 1,815 3 2,513
Current liabilities Creditors Bank overdraft Corporation tax Froposed dividend	11	2,317 - 1,095 270 3,682		1,747 144 544 30 2,465
Net current assets			854	48
Advance receipts Amounts received for holidays in advance Deposits with banks and local author	ance ities 9	6,930 6,930	2,074	5,411 5,411 ———————————————————————————————————
Financed by Shareholders' funds Share capital Share premium Retained profits	12 13		1,200 245 619 2,064	150 - 893 1,043
Deferred taxation July Directors	14		2,074	125

Source and Application of Funds For the year ended 30 June 1978

Sources from operations	£000	1978 £000	1977 £000
Profit before taxation		1,908	1,316
Depreciation and other adjustments		79	47
		1,987	1,363
Increase in advance receipts		1,519	2,328
Changes in working capital requirements:		1,010	,02.0
Increase in debtors and deferred expenditure	(718)		(222)
Increase in creditors	570		(333) 919
Increase in stocks	(1)		(20)
		/4.403	
		(149)	566
		3,357	4,257
Applications Acquisition of fixed assets			
Dividends paid	179		1,066
Taxation paid	30		25
randilon paid	<u>541</u>		387
		750	1 470
		750 ———	1,478
Increase in liquid funds arising from operations			
nom operations		2,607	2,779
Other sources			
Net proceeds of share issue		360	Piles.

Increase in liquid funds available		2,967	2,779
		(27.5)	
Represented by:			
Increase in deposits with banks and local authorities		2,599	2,949
Increase in bank balances and cash		368	(170)
		2,967	2,779
		2,30/	2,113

11

Balance Sheet At 30 June 1978

Assets employed	Note	£000	1978 £000	1977 £000
ffixed assets	8		990	885
Interests in subsidiaries	10		244	208
Current assets				
Hotel stocks		16		13
Debtors		1,142		567
Deferred expenditure		242		108
Deposits with banks and local authorities	9	2,895		1,815
Other bank balances and cash		223		3
		4,518		2,504
Current liabilities				
Current habilities		2,301		1,731
Bank overdraft		2,501		144
Corporation tax	11	1,095		528
Proposed dividend	• •	270		30
·				*
		3,666		2,433
Net current assets			852	71
Advance receipts				
Amounts received for holidays in advance		6,930		5,411
Deposits with banks and local authorities	9	6,930		5,411
				
			2.006	1,164
			2,086	
Financed by				
Shareholders' funds				
Share capital	12		1,200	150
Share premium	13		245	
Retained profits			636	896
			2,081	1,046
Deferred taxation	14		5	118
Roy - Alt Directors				
1,54 · 000 · 000			2,086	1,164
			ک,000 	1,104

Notes on the Accounts

1 Accounting Policies

a Accounting convention

The accounts are prepared under the historical cost convention.

b Basis of consolidation

The consolidated accounts incorporate the accounts of the company and each of its subsidiaries for the year ended 30 June 1978. Goodwill arising on consolidation has been written off during the year.

Fixed assets

Fixed assets are stated at cost less amounts written off. The cost of fixed assets is depreciated by equal annual instalments over their expected useful lives. The rates of depreciation are as follows: Freehold buildings

rieenota ballaings	2% per annum on the estimated proportion of the cost of freehold
Short leaseholds Furniture and equipment – hotels Furniture and equipment – other Motor vehicles	property attributable to the buildings Over the period of the lease 15% per annum 10% per annum 20% per annum

d Cash received for holidays in advance

All booking fees and balance payments for holidays with starting dates after the year end are treated as receipts in advance at the balance sheet date and are separately disclosed in the balance sheet together with a corresponding amount representing the customers' payments deposited with banks or local

e Brochure and advertising costs

Expenditure on brochures and advertising which relates to the following year's holidays is carried forward at the balance sheet date so that this expenditure is matched with the relevant year's income.

f Hotelstocks

Hotel stocks are valued at the lower of cost and net realisable value.

g Deferred taxation

Deferred taxation is calculated using the liability method on the excess of the book value of fixed assets qualifying for taxation allowances over the written down value of those assets for taxation purposes. Advance corporation tax available more than one year after the balance sheet date has been deducted in arriving at the liability for deferred taxation shown in the balance sheet.

h Foreign currencies

Foreign currency items are expressed in sterling either at the rates of exchange subsequently realised, where known, or at the rates ruling at the year end. The resulting profits or losses are dealt with in the profit and loss account.

2 Turnover

Turnover represents the net sales value of holidays with starting dates in the accounting period, the proceeds of insurance claims for passenger cancellations and retained deposits as well as revenue from the group's hotels. Turnover excludes value added tay and sales between group companies.

3 Operating profit is arrived at after charging:

	1978	1977
	£000	£000
Depreciation and amortisation	79	53
Hire of equipment	69	4
Auditors' remuneration	30	7
Emoluments of directors of the company (note 4)	65	57
		<u> </u>

4 Emoluments of directors

	1978	1977
	£000	£000
Fees	1	1
Remuneration	56	56
Compensation for loss of office	5	_
Pension to a former director	3	3+**
	65	57
The emoluments, excluding pension of	contributions, of directors of the company were:	
	1978	1977
Chairman	£20,401	£17,668
21,4,,,,,	Number	Number
	of directors	of directors
Other directors in scale	Gi dii didididi	
Not more than £2,500	2	1
£2,501 to £5,000	2	1
£5,001 to £7,500	_	1
£7,501 to £10,000	1	2
£10,001 to £12,500	_	1
£12,501 to £15,000	1	_
_,,,		
5 Taxation		
The charge based on the profit for the	year comprises :	
	1978	1977
	~000	£000
UK Corporation tax at 52%	975	514
Transfer to deferred taxation	2	141
	977	655

6 Profit after taxation

£945,000 (1977 £654,000) of the profit after taxation has been dealt with in the accounts of the company.

7 Earnings per share

The calculation of earnings per share is based on earnings of £931,000 and on the weighted average of 5,592,000 shares in issue during the year after the capitalisation; ues on 9 March 1978 and the issue of 575,000 ordinary shares on 16 March 1978. The calculation of earnings per share for 1977 has been adjusted to take account of the capitalisation issues on 9 March 1978 and is based on earnings of £661,000 and on 5,425,000 shares deemed to have been in issue throughout that year.

8 Fixed assets

• • • • • • • • • • • • • • • • • • • •					
	Freehold property £000	Short leasehold preperty £000	Furniture and equipment £000	Motor vehicles £000	Total £000
Group					
Cost			200	40	1,198
At 30 June 1977	812	14	330 58	42 25	183
Additions	100	B49	56	(7)	(7)
Disposals	_				
At 30 June 1978	912	14	388	60	1,374
Aggregate depreciation	9	10	114	21	154
Addiedate repreciation				p.2	
Net book amounts at					
30 June 1978	903	4	274	39	1,220
					
Net book amounts at		_	222	24	1,120
30 June 1977	312	8	269	31	1,120
					
Company					
Cost					
At 30 June 1977	"592	14	308	42	956
Additions	100	-	58	25	183
Disposals		-		(7)	(7)
•			366	60	1,132
At 30 June 1978	692	14	300		
	7	10	104	21	142
Aggregate depl iation					
Net book amounts at					
30 June 1978	685	4	262	39 _.	990
5554110 1074					
Net book amounts at		_	054	31	885
30 June 1977	592	8	254	31 31	
				4	

Certain freehold properties of the group are secured in favour of the group's bankers.

9 Deposits with banks and local authorities

Deposits with banks and local authorities at 30 June 1978 amounting to £9,825,000 (1977 £7,225,000) include deposits of £3,025,000 (1977 £2,600,000) which will mature by 30 June 1973. The remainder will mature by 30 June 1983, although prior realisation would be possible at any time.

10 Interests in subsidiaries

Amounts due to subsidiaries	30 244	41 208
Shares at cost, less amounts written off Amounts due from subsidiaries	45 —— 274	20 249
Interests in subsidiaries	1978 £0∪0 229	1977 £000 229

The Burlington Mansions Limited, which is wholly owned, is the company's only operating subsidiary.

11 Corporation tax

Corporation tax at 30 June 1978 comprises:

Corporation tax at 30 June 1978 comprises: Payable July 1978 Payable January 1979 Payable July 1979	Group 1978 £000 315 133 647	1977 £000 209 23 312	Company 1978 £000 315 133 647	1977 £000 209 15 304
	1,095	544	1,095	528

12 Share capital

Share capital	Authorised		Issued and fully paid	
6,000,000 Ordinary shares of 20p each Ordinary shares of £1 each Ordinary non-voting shares of £1 each	1978 £000 1.500	1977 £000	1978 £000 1,200	1977 £000
				-
	-	50 100	 ,-	50 100
		150	1,200	150
	1,500			y = 30.00 Territor in press

On 9 March 1978 the following changes were made to the company's share capital:

- a Each of the £1 voting shares was sub-divided into five ordinary shares of 20p each and each of the
- £1 non-voting shares was sub-divided into five ordinary non-voting shares of 20p each;
- b The authorised share capital of the company was increased from £150,000 to £1,500,000 by the creation of an additional 6,750,000 ordinary shares;
- c The sum of £5,000 standing to the credit of the company's revenue reserves was capitalised and 25,000 ordinary shares were distributed, credited as fully paid up, rateably amongst the holders of the
- d The 500,000 ordinary non-voting shares of 20p each were converted into 500,000 ordinary shares;
- e A further sum of £930,000 standing to the credit of the company's revenue reserves was capitalised and 4,650,000 ordinary shares were distributed, credited as fully paid up, rateably amongst the holders of the ordinary shares.

On 16 March 1978 the company issued a further 575,000 ordinary shares at 105p per share, payable in full in cash. The premium arising has been credite. to share premium account.

3 Share premium

Stidle Breundt	1,000
a de la destrucción	489
Premium arising on issue of shares during year	244
Less: Issue expenses	
	245

 $c \wedge \wedge \wedge$

14 Deferred taxation

Deferred taxation at 30 June 1978 comprises:

Tax deferred by capital allowances Less advance corporation tax recoverable	Group 1978 £000 143 133	1977 £000 141 16	Company 1978 £000 138 133	1977 £000 133 15
	10	125	5	118

15 Capital commitments

The directors have not authorised any future capital expenditure.

16 Contingencies

The group's interest in the share capital of Algarve Developments (Portugal) Empreendimentos Turisticos SARL was sold in August 1973 and part of the consideration was payable in five annual tranches. The last four such tranches have not been paid and the anticipated profit has not been reflected in the accounts of the group. These outstanding tranches, however, represent a debt due to the company of Swiss francs 509,000 which, expressed in sterling at the rate ruling at 30 June 1978, amounts to £149,000. This debt has not been reflected in the accounts owing to the uncertainty as to its recoverability. A liability of £45,000 in respect of corporation tax at the rate applicable to capital gains would arise if these tranches were received.

At 30 June 1978 there were contingent liabilities under counter indemnities given to the company's bankers in respect of bonds amounting to £2,082,000 (1977 £1,209,000). These liabilities, and other present or future liabilities, of the company to the National Westminster Bank are secured on certain of the group's freehold properties.

Five year financial summary

	1978 £000	1977 £000	1976 £000	1975 £000	1974 £000
Turnover	18,554	12,895	7,730	4,272	1,923
Profit before taxation	1,908	1,316	614	342	129
Taxation	977	655	320	177	66
Profit after taxation	931	661	294	165	63
Extraordinary items	_		(203)		38
Dividends	270	30			
Retained profit	661	631	61	165	101
Earnings per share	16.65p	12.18p	5.42p	3.04p	1.16p

Earnings per share is based for 1978 on the weighted average of 5,592,000 shares in issue during the year and for prior years on the 5,425,000 shares in issue after taking into account the capitalisation issues after 1973.

Shareholders' funds	2,064	1,043	418	357	192
Deferred Taxation	(10)	(125)		_	
Net current assets	854	48	311	139	(3)
Fixed assets	1,220	1,120	107	218	195
	1978 £000	1977 £000	1976 £000	1975 £000	1974 £000