

**Crown Holidays Limited**  
**Reports of the Directors and financial statements**  
**for the year ended 30 September 2014**  
**Company number 1734244**

TUESDAY



\*A4ANPRF7\*

A12

30/06/2015

#107

COMPANIES HOUSE

**Crown Holidays Limited**  
**Reports of the Directors for the year ended 30 September 2014**

---

The Directors present their reports and the audited financial statements of Crown Holidays Limited ("the Company") for the year ended 30 September 2014.

**STRATEGIC REPORT**

The Company's principal activity during the year continued to be that of a holding company within the TUI Travel PLC group of companies ("the Group").

On 11 December 2014 the merger of TUI Travel PLC, the Company's intermediate parent company, and TUI AG, the Company's ultimate parent company, became effective in accordance with the terms of a scheme of arrangement made under Part 26 of the Companies Act 2006 and TUI Travel PLC is now wholly-owned by TUI AG.

On 19 January 2015, following the re-registration of TUI Travel PLC as a private limited company, TUI Travel PLC changed its name to TUI Travel Limited. References to TUI Travel PLC within this Directors' Report and the financial statements are therefore synonymous with TUI Travel Limited with effect from this date.

**Review of the business**

The Company's direct and indirect trading subsidiaries are within the TUI Travel PLC Specialist & Activity Sector and comprise tour operator businesses specialising in boat hire. A list of the principal subsidiary undertakings is provided in Note 7 of these financial statements.

Since the Company is an intermediate parent company, its business performance and key performance indicators are driven by both the underlying operating performance of its subsidiaries and the capital structure of the Company. In the year ended 30 September 2014, no dividends were received from its subsidiaries (2013: £56,896).

The Company's profit on ordinary activities before taxation for the year ended 30 September 2014 was £9,000 (2013: £100,000). No dividend was paid during the year (2013: £5,000,000) and the Directors do not recommend the payment of a final dividend.

At 30 September 2014, the Company had net assets of £16,411,000 (2013: £16,415,000).

To measure effectively the development, performance and position of the Company, the following Key Performance Indicators ("KPIs") are of most relevance.

	Year ended 30 September 2014	Year ended 30 September 2013
	£	£
Profit	9,000	100,000
Net assets	16,411,000	16,415,000

As the Company does not employ personnel or provide tour operating services itself, analysis of the Company's performance using KPIs relating to environmental and employee matters is not considered relevant.

The Directors consider the future outlook of the Company to be satisfactory.

**Principal risks and uncertainties**

The principal risks and uncertainties facing the Company are:

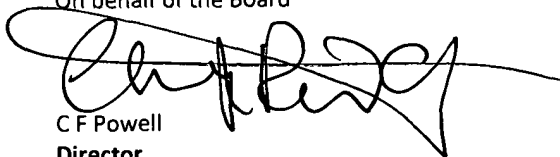
- **Profitability of the Company's subsidiaries and dividends received.** Dividends received from the Company's subsidiaries are variable and the timing and amount of each dividend is dependent upon the long-term success and profitability of each subsidiary. Since the Company's profits are generated by dividends received from its subsidiaries, the Company's profitability from one year to another can therefore vary significantly.

**Principal risks and uncertainties (continued)**

- **Recoverability of the carrying value of investments.** The Company provides capital to its subsidiary undertakings when necessary in order to promote their long-term development and success. The recoverability of each investment will depend upon this long-term success and the future cash flows that are expected to be generated by each subsidiary. To the extent that the future cash flows do not support the carrying value of the investment, an impairment is required to be recognised in the Company's profit and loss account.

Throughout the financial year, the directors of the ultimate parent undertaking, TUI Travel PLC, managed the Group's risk and performance. For this reason, a fair review of the development, performance and position of the Company's subsidiaries is included in the Business and Financial Review section on page 60 of the TUI Travel PLC annual report and accounts. The principal risks and uncertainties of the Group, together with how these are mitigated, can be found on pages 44-50 of the TUI Travel PLC annual report and accounts. Details of where these financial statements can be obtained are in the ultimate parent company note in these financial statements.

On behalf of the Board



C F Powell  
Director

Company Number 1734244

Dated: 25 June 2015

## **DIRECTORS' REPORT**

### **Directors**

The Directors of the Company at the date of this report are:

C F Powell                    (appointed 3 April 2014)  
M R Prior  
J Walter

R B Baikoski also served as a Director during the year and resigned on 30 April 2014.

### **Independent auditors**

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and PricewaterhouseCoopers LLP will therefore continue in office.

### **Directors' insurance**

Throughout the financial year and until 11 December 2014, the intermediate parent company, TUI Travel PLC, maintained Directors' and Officers' Liability insurance policies on behalf of the Directors of the Company. From 12 December 2014 until the date of approval of these financial statements, the ultimate parent company, TUI AG, maintained these insurance policies. These policies meet the Companies Act 2006 definition of a qualifying third party indemnity provision.

### **Statement as to disclosure of information to auditors**

The Directors confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### **Statement of Directors' Responsibilities**

The Directors are responsible for preparing the Strategic Report, 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

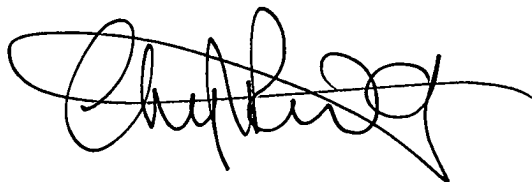
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;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

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

**Crown Holidays Limited**  
**Reports of the Directors for the year ended 30 September 2014**

---

On behalf of the Board

A handwritten signature in black ink, appearing to read 'C F Powell', with a large, sweeping flourish extending to the right.

**C F Powell**  
**Director**

Dated: 25 June 2015

Company Number: 1734244

## **Report on the financial statements**

---

### **Our opinion**

In our opinion Crown Holidays Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2014 and of its profit 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.

### **What we have audited**

Crown Holidays Limited's financial statements comprise:

- the balance sheet as at 30 September 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Other matters on which we are required to report by exception**

#### **Adequacy of accounting records and information and explanations received**

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, 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.

We have no exceptions to report arising from this responsibility.

#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

## **Responsibilities for the financial statements and the audit**

---

### **Our responsibilities and those of the directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the 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.

### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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

*Rosemary Shapland*

Rosemary Shapland (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Gatwick  
Dated: 25 June 2015

**Crown Holidays Limited**  
**Profit and loss account for the year ended 30 September 2014**

		<b>Year ended 30 September 2014 £000</b>	<b>Year ended 30 September 2013 £000</b>
	<b>Note</b>		
Administrative expenses	2	<u>(9)</u>	<u>-</u>
<b>Operating (loss)/result</b>		<b>(9)</b>	<b>-</b>
Income from shares in Group undertakings	3	-	57
Amounts written off investments	7	-	(6)
<b>(Loss) / profit on ordinary activities before interest</b>		<u><b>(9)</b></u>	<u><b>51</b></u>
Interest receivable and similar income	4	<u><b>18</b></u>	<u><b>49</b></u>
<b>Profit on ordinary activities before taxation</b>	2	<b>9</b>	<b>100</b>
Tax on profit on ordinary activities	5	<b>(13)</b>	<b>(2)</b>
<b>(Loss) / profit for the financial year</b>	11	<u><b>(4)</b></u>	<u><b>98</b></u>

The results stated above are all derived from continuing operations.

A note on historical cost profits and losses has not been included as part of these financial statements as the results as disclosed in the profit and loss account are prepared on an unmodified historical cost basis.

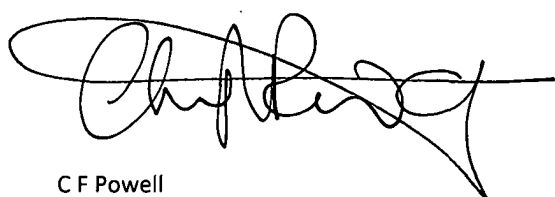
There are no recognised gains and losses other than those included in the profit and loss account. Accordingly, no statement of total recognised gains and losses is presented.

**Crown Holidays Limited**  
**Balance sheet as at 30 September 2014**

		<b>30 September 2014 £000</b>	<b>30 September 2013 £000</b>
	<b>Note</b>		
<b>Fixed assets</b>			
Investments	7	<u>2,926</u>	<u>2,926</u>
		<b>2,926</b>	<b>2,926</b>
<b>Current assets</b>			
Debtors	8	<b>13,150</b>	<b>6,709</b>
Cash at bank and in hand		<u>2,876</u>	<u>7,113</u>
		<b>16,026</b>	<b>13,822</b>
<b>Creditors: amounts falling due within one year</b>	9	<u>(2,541)</u>	<u>(333)</u>
<b>Net current assets</b>		<b>13,485</b>	<b>13,489</b>
<b>Total assets less current liabilities</b>		<u><b>16,411</b></u>	<u><b>16,415</b></u>
<b>Net assets</b>		<u><b>16,411</b></u>	<u><b>16,415</b></u>
<b>Capital and reserves</b>			
Called up share capital	10	<b>11,630</b>	<b>11,630</b>
Share premium account	11	<b>399</b>	<b>399</b>
Capital redemption reserve	11	<b>864</b>	<b>864</b>
Profit and loss account	11	<b>3,518</b>	<b>3,522</b>
<b>Total shareholders' funds</b>	12	<u><b>16,411</b></u>	<u><b>16,415</b></u>

The notes on pages 6 to 12 form part of these financial statements.

The financial statements on pages 4 to 12 were approved by the Board of Directors on 25 June 2015 and signed on its behalf by:



**C F Powell**  
**Director**



## **1. Accounting policies**

The following accounting policies have been consistently applied in dealing with items which are considered material in relation to the Company's financial statements.

### **Basis of preparation**

The financial statements have been prepared on the going concern basis and in accordance with the Companies Act 2006, applicable United Kingdom accounting standards and under the historical cost convention.

The Company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its group. The Company and its subsidiary companies are consolidated within the TUI Travel PLC financial statements.

### **Cash flow**

Under Financial Reporting Standard 1 (revised 1996) the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

### **Investments**

Investments are stated at cost less provision for impairment. Impairment reviews are carried out if there is an indication of a reduction in value. If such an indication exists, the recoverable amount is estimated and an impairment loss is recognised in the profit and loss account.

### **Foreign currencies**

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction, or where forward cover has been arranged, at the contractual rate. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rates ruling at the balance sheet date or at a contractual rate if applicable. Any exchange differences arising are taken to the profit and loss account.

### **Taxation**

Taxation comprises current and deferred tax. Current tax is the expected tax payable (or recoverable) for the current period, and any adjustment to tax payable in respect of previous periods, using tax rates relevant to the financial statements.

Except as otherwise required by accounting standards, full provision without discounting is made for all deferred taxation timing differences which have arisen but not reversed at the balance sheet date. Timing differences arise when items of income and expenditure are included in tax computations in periods which are different from their inclusion in the financial statements. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be used.

Deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realised or the liability is settled, based on the rates that have been enacted or substantively enacted at the balance sheet date.

### **Dividends**

Dividends are recognised in the accounts when they become a legal obligation of the Company. For final dividends, this will be when they are approved by the shareholders. For interim dividends, this will be when they have been paid.

**2. Profit on ordinary activities before taxation**

In 2013 and 2014 auditors' remuneration was paid by another Group company in the TUI Travel PLC group of companies ("the group"). The allocated audit fee relating to the Company for 2014 and 2013 is as follows:

	Year ended 30 September 2014 £000	Year ended 30 September 2013 £000
Fees for the audit of the Company	<u>10</u>	<u>25</u>

The Company had no employees in either the current or the prior year.

The remuneration of the Company's Directors was paid by another Group company, which makes no recharge to the Company (2013: £nil) and the Directors received no remuneration for their services as Directors of the Company.

**3. Income from shares in Group undertakings**

	Year ended 30 September 2014 £000	Year ended 30 September 2013 £000
Ordinary dividends received	<u>-</u>	<u>57</u>

In 2013 the Company received a dividend from Crown Cruisers Limited of £56,896.

**4. Interest receivable and similar income**

	Year ended 30 September 2014 £000	Year ended 30 September 2013 £000
Bank interest receivable	<u>18</u>	<u>49</u>
	<u>18</u>	<u>49</u>

**5. Tax on profit on ordinary activities**

**(i) Analysis of tax charge in year**

	Year ended 30 September 2014 £000	Year ended 30 September 2013 £000
Current tax:		
Amount receivable from fellow subsidiaries for group relief	(2)	-
Adjustment in respect of previous periods	<u>15</u>	<u>2</u>
<b>Total current tax</b>	<u>13</u>	<u>2</u>
Tax charge on profit on ordinary activities	<u>13</u>	<u>2</u>

**5. Tax on profit on ordinary activities (continued)**

**(ii) Factors affecting the current tax charge for the year**

The current tax charge (2013: charge) for the year is higher than (2013: lower than) the standard rate of corporation tax in the UK of 22% (2013: 23.5%). The differences are explained below:

	Year ended 30 September 2014 £000	Year ended 30 September 2013 £000
<b>Profit on ordinary activities before tax</b>	<b>9</b>	<b>100</b>
Profit on ordinary activities at the standard rate of UK corporation tax of 22% (2013: 23.5%)	2	24
Effects of:		
- Expenses not deductible for tax purposes	-	1
- Income not taxable	-	(13)
- Prior year losses utilised	(4)	(12)
- Adjustment in respect of previous periods	15	2
<b>Current tax charge for the year</b>	<b>13</b>	<b>2</b>

**(iii) Factors affecting the future tax charge**

The rate of taxation is expected to follow the standard rate of UK corporation tax in future periods.

At the balance sheet date, the Finance Act 2013 had been enacted confirming that the main UK corporation tax rate will reduce to 20% from 1 April 2015. This reduction may also reduce the Company's future current tax charges accordingly.

A deferred tax asset has not been recognised in respect of timing differences relating to non-trading losses as there is insufficient evidence that the asset will be recovered. The amount of the asset not recognised is £54,000 (2013: £58,000). The asset will be recovered if there are sufficient taxable profits in future periods against which to offset this asset.

There are no other unprovided deferred tax liabilities or unrecognised deferred tax assets at either 30 September 2014 or 30 September 2013.

**6. Dividends**

	Year ended 30 September 2014 £000	Year ended 30 September 2013 £000
Ordinary interim dividend paid	-	5,000

**7. Investments**

	Investments in subsidiary undertakings £000
<b>Cost:</b>	
At 1 October 2013 and 30 September 2014	<u>5,098</u>
<b>Impairment:</b>	
At 1 October 2013	(2,172)
Provided during the year	-
At 30 September 2014	<u>(2,172)</u>
<b>Net book value:</b>	
At 30 September 2013 & 30 September 2014	<u>2,926</u>

**Investment in principal subsidiary undertakings**

The Company's wholly-owned subsidiaries, all of which have ordinary share capital, are set out below:

Name	% ownership of ordinary shares	Country of incorporation	Principal activity
Crown Blue Line France S.A.S	100	France	Boat Hire
Crown Blue Line GmbH	100	Germany	Boat Hire

The Directors believe that the book value of the investments is supported by their underlying net assets.

	30 September 2014 £000	30 September 2013 £000
<b>8. Debtors</b>		
Amounts owed by Group undertakings	<u>13,150</u>	<u>6,709</u>

Amounts owed by Group undertakings are unsecured, repayable on demand and interest free.

	30 September 2014 £000	30 September 2013 £000
<b>9. Creditors: amounts falling due within one year</b>		
Amounts owed to Group undertakings	2,491	297
Group relief payable	34	36
Other accruals and deferred income	<u>16</u>	<u>-</u>
	<u>2,541</u>	<u>333</u>

Amounts owed to Group undertakings are unsecured, repayable on demand and interest free.

	30 September 2014 £000	30 September 2013 £000
<b>10. Called up share capital</b>		
<b>Issued and fully paid</b>		
23,260,911 (2013: 23,260,911) ordinary shares of 50p each	<u>11,630</u>	<u>11,630</u>

**11. Total shareholders' funds**

	Share premium account £000	Capital redemption reserve £000	Profit and loss £000
1 October 2013	399	864	3,522
Loss for the financial year	-	-	(4)
<b>30 September 2014</b>	<b>399</b>	<b>864</b>	<b>3,518</b>

**12. Reconciliation of movements in shareholders' funds**

	30 September 2014 £000	30 September 2013 £000
1 October 2013	16,415	21,317
(Loss) / profit for the financial year	(4)	98
Dividends paid (note 6)	-	(5,000)
<b>30 September 2014</b>	<b>16,411</b>	<b>16,415</b>

**13. Related party transactions**

The Company has taken advantage of the exemption contained in Financial Reporting Standard No. 8 "Related Party Disclosure" as it is a wholly-owned subsidiary of TUI Travel PLC. Therefore the Company has not disclosed transactions or balances with wholly-owned entities that form part of the Group headed by TUI Travel PLC. The Directors confirm that there are no other related party transactions which require disclosure.

**14. Ultimate parent company**

The Company is a subsidiary undertaking of TUI AG – a company registered in Berlin and Hanover (Federal Republic of Germany) which is the ultimate parent company and controlling party. The intermediate holding company is TUI Travel PLC. The immediate holding company is Crown Holidays Limited.

The largest group in which the results of the Company are consolidated is that headed by TUI AG. The smallest group in which the results of the Company are consolidated is that headed by TUI Travel PLC, incorporated in the United Kingdom. No other Group financial statements include the results of the Company.

Copies of the TUI Travel PLC financial statements are available from TUI Travel House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex RH10 9QL or from the website [www.tuitravelplc.com](http://www.tuitravelplc.com). Copies of the TUI AG financial statements are available from Investor Relations, TUI AG, Karl-Wiechert-Allee 4, D-30625, Hanover or the website address [www.tui-group.com](http://www.tui-group.com).