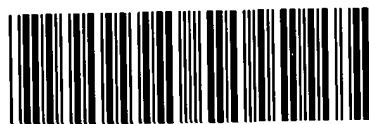


Travelopia Adventure Limited

**Financial statements
for the year ended 30 September 2019**

Company number 1893401

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COMPANIES HOUSE

The Directors present their Report on and the audited financial statements of Travelopia Adventure Limited (the "Company") for the year ended 30 September 2019. The Company is a wholly owned subsidiary within the Travelopia Group of companies ("the Group"), headed in the UK by Tim Intermediateco Limited (renamed Travelopia Group Holdings Limited with effect from 1 May 2020).

Principal activity

The Company did not trade during the year other than to pay an interim dividend to the Company's immediate parent company, Travelopia Holdings Limited. Subsequent to the financial year end, the Company commenced trading as the header company to a number of Group subsidiary companies' banking arrangements.

Results and dividends

During the year, other than the declaration of the dividend above, the Company did not trade and received no income and incurred no expenditure. Consequently, the Company made neither a profit nor a loss and the Company's result on ordinary activities before taxation for the year ended 30 September 2019 was £nil (2018: £nil). An interim dividend of £712,646 was paid during the year (2018: £nil) and the Directors do not recommend the payment of a final dividend.

Funding, liquidity, post balance sheet events and going concern

Subsequent to the year end and up to the date of signing these financial statements, the rapid global escalation of the Covid-19 coronavirus from late February 2020 resulting in significant global travel restrictions, has impacted the Group's and its suppliers' ability to fully deliver and operate its core products.

The Group's Directors are monitoring the situation closely, drawing up and implementing plans to mitigate the impact of the operational risks where possible, including cancellation, postponement and rebooking of our holidays, together with numerous cost reduction actions, with the intention of reducing losses and cash outflows subsequently arising. Until the outbreak of Covid-19, the Group was on course to meet budget. Whether the Group is able to operate further holidays in the remainder of the year and thereafter will be dependent on a number of factors, including worldwide government travel restrictions, customers' willingness to travel, and the ability of suppliers to provide the required services and as a result, the Group is now forecasting nothing in the way of revenue for the second half of this financial year, other than cancellation revenue, unless travel restrictions start to be lifted.

Although the Company does not expect to trade in the foreseeable future, it may be reliant on the Group to continue as a going concern. These financial statements are prepared on a going concern basis as Tim Intermediateco Limited has agreed to provide financial support to the Company if it should be required, in order that it can continue to trade and meet its liabilities as they fall due. As part of their assessment of going concern, the Directors of the Company have considered the funding and liquidity position of the Travelopia Group of companies to determine the appropriateness of preparing the financial statements on a going concern basis, further details of which are provided in Note 2 of these financial statements. Following this assessment, the Directors of the Company are confident that the Group can continue as a going concern and have concluded it is appropriate to prepare these financial statements on a going concern basis.

The Group has plans in place for a return to growth after the impact of the virus and while there will be a significant impact on the Group's trading and results this financial year if travel restrictions continue, the Directors of the Company and the Group are confident that the business has the liquidity and impact mitigation plans such that it will successfully emerge from this pandemic.

Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

D Binefa	
R Isaacs	(appointed 17 July 2019)
S Seward	(appointed 17 July 2019)
S Cowdry	(appointed 17 July 2019)

Mr S Barnes resigned as a Director on 6 November 2019.

Directors' insurance

An intermediate parent company, Travelopia Holdings Limited, maintains Directors' and Officers' Liability insurance policies on behalf of the Directors of the Company. These policies meet the Companies Act 2006 definition of a qualifying third party indemnity provision.

Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101")

The Company continues to use FRS 101 as its basis of accounting.

Audit exemption statement

For the financial period ended 30 September 2019, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its financial statements for the financial period in question in accordance with Section 476. The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Report of the Directors and 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101.

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 United Kingdom Accounting Standards, including FRS 101, 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.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and the Company is therefore exempt from the requirement to prepare a Strategic Report. The Company has also taken advantage of the small companies exemptions in preparing this Report of the Directors.

On behalf of the Board



D Binefa
Director

Travelopia Adventure Limited
Balance sheet as at 30 September 2019

		30 September 2019	30 September 2018
	Note	£	£
Current assets			
Trade and other receivables		1	712,647
		1	712,647
Total assets		1	712,647
Net assets		1	712,647
Equity			
Called up share capital	5	1	1
Profit and loss account		-	712,646
Total equity attributable to owners of the parent		1	712,647

During the financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during the years the Company made neither a profit nor a loss and therefore no profit and loss account has been presented.

The notes on pages 5 to 8 form part of these financial statements.

Audit exemption statement

For the financial period ended 30 September 2019, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its financial statements for the financial period in question in accordance with Section 476. The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

Approval and authorisation for issue

The financial statements on pages 3 to 8 were approved and authorised for issue by the Board of Directors on 5 June 2020 and signed on its behalf by:



D Binefa
Director

Travelopia Adventure Limited**Statement of changes in equity for the year ended 30 September 2019**

	Note	Called up share capital £	Profit and loss account £	Total equity £
At 30 September 2017		1	712,646	712,647
Total comprehensive result for the year		-	-	-
At 30 September 2018		1	712,646	712,647
Dividend paid	6	-	(712,646)	(712,646)
At 30 September 2019		1	-	1

1. General information

The Company is a private limited company incorporated and domiciled in England. The address of its registered office is Origin One, 108 High Street, Crawley, West Sussex, United Kingdom, RH10 1BD. The registered number of the Company is 1893401.

Principal activity

The Company did not trade during the year, but chose to pay an interim dividend of £712,646 to Travelopia Holdings Limited, its immediate parent company, by way of reducing the intercompany balance due from Travelopia Holdings Limited.

2. Basis of preparation

The financial statements have been prepared under the historical cost convention, on a going concern basis and in accordance with the Companies Act 2006 and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

FRS 101

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined by Financial Reporting Standard 100 'Application of financial reporting requirements' ("FRS 100") which addresses the financial requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted International Financial Reporting Standards ("IFRS").

The Company continues to use FRS 101 as the basis of accounting. The Company also elected to adopt both the provisions of Statutory Instrument 2015 No.980 'The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015' ("SI 980") which permits the use of the formats prescribed in International Accounting Standard 1 'Presentation of financial statements' ("IAS 1") for the primary statements, as opposed to using the formats prescribed by Companies Act 2006.

Going concern

The Company may become reliant on the Group to continue as a going concern in order for the Company to continue as a going concern. These financial statements are prepared on the going concern basis as Tim Intermediateco Limited, an indirect parent company and subsidiary of the ultimate controlling party and which is incorporated and registered in the United Kingdom, has agreed to provide financial support to the Company for the foreseeable future, should this be required, in order that it can continue to trade and meet its liabilities as they fall due.

As part of their assessment of going concern, the Directors of the Company have considered the funding and liquidity position of the Group, to determine the appropriateness of preparing the financial statements on a going concern basis. Since the Covid-19 coronavirus outbreak began, the Directors of the Group have fully drawn down on its revolving credit facility, such that, when combined with its customer deposits, at the date of signing these financial statements, its combined cash totalled in the region of £200m. The maturity dates of the Travelopia Group of companies' £100m term loan and revolving credit facility are unchanged at 15 June 2024 and 15 June 2023 respectively. On 4 May 2020, the Directors of the Group obtained a debt covenant holiday from the Group's Lenders for a period of four financial quarters commencing on and including 30 June 2020.

The Directors of the Group have prepared scenario plans that assess the profitability and liquidity of the Group under various durations of the travel restrictions currently in force, including a stress test scenario assuming no departures until April 2021. The stress test scenario includes the assumption that there will be very little in the way of revenue before the end of 31 March 2021, with bookings not picking up until January 2021, with full recovery not expected until the financial year commencing 1 October 2021.

There are numerous assumptions and sensitivities (including in particular the level of re-booking, cancellation and refund rates) that affect the scenario planning and it is possible that the pandemic might develop such that the impact is more severe than currently modelled in the stress test scenario. However, the Directors are confident that the liquidity available at the date of signing these financial statements and the mitigating actions mentioned above are sufficient to fund the Group and therefore also the Company through at least the next 12 months.

2. Basis of preparation (continued)

Going concern (continued)

The Group has plans in place for a return to growth after the impact of the virus and while there will be a significant impact on trading and results this financial year if travel restrictions continue, the Directors of the Company and the Group are confident that the business has the liquidity and impact mitigation plans such that it will successfully emerge from this pandemic. As such, the Directors of the Company are confident that the Group can continue as a going concern based upon the liquidity headroom in the scenarios modelled and as such, the Directors of the Company have concluded it is appropriate to prepare these financial statements on a going concern basis.

Functional and presentational currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The financial statements are presented in the Company's functional currency of Sterling, rounded to the nearest pound.

Critical accounting estimates and judgments

The Directors do not consider there to be any critical accounting estimates or judgements affecting the balance sheet as at 30 September 2019 that could materially alter the performance or position of the Company in the coming year.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all the financial years presented, other than where stated.

New and amended standards adopted by the Company

IFRS 9 'Financial instruments' became effective for the Company on 1 October 2018 and replaces the current requirements of IAS 39 'Financial instruments: recognition and measurement'. The main changes introduced by the new standard are new classification and measurement requirements for certain financial assets, a new expected credit loss model for the impairment of financial assets, revisions to the hedge accounting model, and amendments to disclosures. The changes are generally to be applied retrospectively. Given the nature of the financial assets held by the Company, the changes have not had an impact on the financial statements.

Trade and other receivables

Trade and other receivables are amounts due from fellow group subsidiaries performed in the ordinary course of business. If collection is expected in one year or less they are classified as current assets, if not, they are presented as non-current assets. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company recognises a loss allowance for expected credit losses on all receivable balances from customers subsequently measured at amortised cost, using the 'simplified approach' permitted under IFRS 9.

Called up share capital

Ordinary shares are classified as equity.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the financial period in which the dividend is approved for payment.

4. Reduced disclosures permitted by FRS 101

The Company meets the definition of a qualifying entity of Tim Intermediateco Limited, as defined by FRS 100, as the results of this Company are fully consolidated into the Group financial statements of Tim Intermediateco Limited. Details for obtaining the Group financial statements of Tim Intermediateco Limited can be found in Note 8. Where applicable and required by FRS 101, equivalent disclosures have been provided in the Group's consolidated financial statements in accordance with the Application Guidance to FRS 100. As such, the Company has taken advantage of the following applicable disclosure exemptions as set out in paragraph 8 of FRS 101:

IFRS	Relevant paragraphs of IFRS	Disclosure exemptions taken
IFRS 7 'Financial instruments'	All paragraphs	All disclosure requirements.
IAS 1 'Presentation of financial statements'	16	A statement of compliance with all IFRS.
	134 to 136	Information on the Company's objectives, policies and processes for managing capital.
IAS 8 'Accounting policies, changes in accounting estimates and errors'	30 and 31	New standards and interpretations that have been issued but which are not yet effective.
IAS 24 'Related party transactions'	17 and the requirements to disclose transactions between two group subsidiaries	Detailed related party transaction information including key management compensation and transactions with other wholly owned subsidiaries of the Group.

5. Called up share capital

	30 September 2019	30 September 2018
	£	£
Issued and fully paid		
1 ordinary share of £1.00	<u>1</u>	<u>1</u>

6. Dividends paid

	Year ended 30 September 2019	Year ended 30 September 2018
	£	£
Ordinary interim dividend paid	<u>712,646</u>	<u>-</u>

During the year, the Company paid an interim dividend of £712,646 (2018: nil) per ordinary share in cash totalling £712,646 to its sole shareholder, Travelopia Holdings Limited.

7. Post balance sheet events

Subsequent to the year end and up to the date of signing these financial statements, the rapid global escalation of the Covid-19 coronavirus from late February 2020 resulting in significant global travel restrictions, has impacted the Group's and its suppliers' ability to fully deliver and operate its core products and as a result, the Group is now forecasting nothing in the way of revenue for the second half of this financial year, other than cancellation revenue, unless travel restrictions start to be lifted.

Whether the Group is able to operate further holidays in the remainder of the year will be dependent on a number of factors, including global government travel restrictions, customers willingness to travel, and the ability of suppliers to provide the required services. Whilst this is not expected to have a direct impact on the Company, the financial impact of this pandemic, the mitigating cost reduction actions the wider Group has taken to reduce losses and cash outflows is described in note 2.

Subsequent to the financial year end, the Company commenced trading as the header company to a number of Group subsidiary companies' banking arrangements.

8. Ultimate parent company and controlling party

The ultimate controlling party of the Company is KKR & Co, Inc., on behalf of funds under its management. The immediate parent company is Travelopia Holdings Limited.

The smallest and largest group in which the results of the Company are consolidated is that headed by Tim Intermediateco Limited. Copies of the Tim Intermediateco Limited financial statements are available from the Company Secretary, Travelopia Holdings Limited, Origin One, 108 High Street, Crawley, West Sussex, RH10 1BD. No other financial statements include the results of the Company.