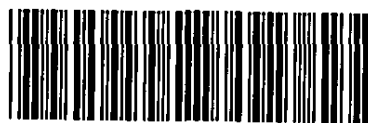


**Specialist Holidays Limited**  
**Directors' report and financial statements**  
**for the year ended 30 September 2012**  
**Company number 1976915**

FRIDAY



\*L2BGM9CG\*

L31

28/06/2013

#155

COMPANIES HOUSE

The Directors present their report and the audited financial statements of Specialist Holidays Limited ("the Company") for the year ended 30 September 2012

**Principal activity**

The Company charges TUI UK Limited, a fellow subsidiary undertaking in the TUI Travel PLC group of companies ("the Group"), for the use of its freehold property, located in France. TUI UK Limited is responsible for other related upkeep costs

**Results and dividends**

The Company's profit on ordinary activities before taxation for the year ended 30 September 2012 was £49,000 (2011 £721,000). No dividends were paid during the year (2011 £nil) and the Directors do not recommend the payment of a final dividend

**Business review**

The Company is exempt by virtue of its size from the requirement to include an enhanced business review

**Funding and liquidity**

The Directors have considered the funding and liquidity position of the Company and of its intermediate parent company, TUI Travel PLC. Following this review, the Directors consider it appropriate to continue to prepare the financial statements on the going concern basis

**Directors**

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

M R Prior (appointed 5 March 2013)  
J Walter

Other Directors who served during the year were

R C Bainbridge (appointed 7 March 2012 and resigned 31 March 2013)  
M Haddon (appointed 27 March 2012 and resigned 14 August 2012)  
P R Tymms (resigned 30 March 2012)

**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**

The intermediate parent company, TUI Travel PLC, maintains Directors' & Officers' Liability Insurance policies on behalf of the Directors of the Company for all wrongful acts. These policies meet the 2006 Companies Act definition of a qualifying third party indemnity provision and were in place during the year and at the date of approval of the financial statements

**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 Directors' report and the financial statements in accordance with applicable law and regulations

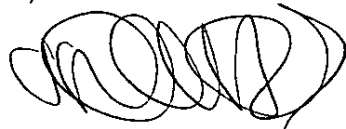
Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). Under company law the Directors must 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 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.

The report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

By order of the Board



J Walter  
Director

Company Number 1976915

Dated 27 June 2013

**Specialist Holidays Limited**  
**Independent auditors' report to the members of Specialist Holidays Limited**

We have audited the financial statements of Specialist Holidays Limited for the year ended 30 September 2012 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

**Respective responsibilities of Directors and auditors**

As explained more fully in the statement of Directors' responsibilities set out on page 2 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 International Standards on Auditing (UK and 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.

**Scope of the audit of the financial statements**

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. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 September 2012 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.

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

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

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where 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, or
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors' report.

*Rosemary Shapland*

Rosemary Shapland (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Gatwick

Dated 27 June 2013

**Specialist Holidays Limited**  
**Profit and loss account for the year ended 30 September 2012**

	Note	Year ended 30 September 2012 £000	Year ended 30 September 2011 £000
<b>Turnover</b>		<b>88</b>	<b>119</b>
<b>Gross profit</b>		<b>88</b>	<b>119</b>
Other operating expenses		<b>(33)</b>	<b>602</b>
<b>Operating profit</b>		<b>55</b>	<b>721</b>
<b>Profit on ordinary activities before taxation</b>	2	<b>55</b>	<b>721</b>
Tax on profit on ordinary activities	4	<b>(23)</b>	<b>(164)</b>
<b>Profit for the financial year</b>	10	<b>32</b>	<b>557</b>

The results stated above are all derived from continuing operations

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents

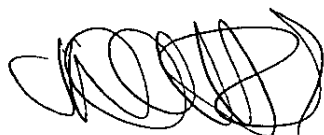
The Company has no recognised gains or losses other than those included in the profit and loss account. Accordingly, no statement of total recognised gains and losses is presented.

**Specialist Holidays Limited**  
**Balance sheet as at 30 September 2012**

		30 September 2012	30 September 2011
	Note	£000	£000
<b>Fixed assets</b>			
Tangible assets	5	1,181	1,214
Investments	6	<u>1,561</u>	<u>1,561</u>
		2,742	2,775
<b>Current assets</b>			
Debtors	7	<u>1,985</u>	<u>1,872</u>
		1,985	1,872
<b>Creditors amounts falling due within one year</b>	8	<u>(564)</u>	<u>(516)</u>
<b>Net current assets</b>		1,421	1,356
<b>Total assets less current liabilities</b>		<u>4,163</u>	<u>4,131</u>
<b>Net assets</b>		<u>4,163</u>	<u>4,131</u>
<b>Capital and reserves</b>			
Called up share capital	9	1,100	1,100
Profit and loss account	10	3,063	3,031
<b>Total shareholders' funds</b>	11	<u>4,163</u>	<u>4,131</u>

The notes on pages 6 to 11 form part of these financial statements

The financial statements were approved by the Board on 27 June 2013 and signed on their behalf by



J Walter  
**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 in accordance with applicable United Kingdom accounting standards, the Companies Act 2006 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 financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

### 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.

### Going concern

At 30 September 2012, the Company had recorded net current assets and net assets. However, a significant amount of assets consist of amounts receivable from Group undertakings.

The financial statements are prepared on the going concern basis as the intermediate parent company, TUI Travel PLC, has agreed to provide financial support to the Company in order that it can continue to trade and meet its liabilities as they fall due, for a period of at least 12 months from the date of approval of these financial statements.

### Turnover

Turnover attributable to the principal activity of the Company, arises wholly in France where the property owned by the Company is located, and is stated net of value added tax and discounts.

### Tangible assets and depreciation

Tangible assets are recorded at cost and, other than land, are depreciated on a straight line basis to their residual value over their estimated useful lives.

Freehold buildings	up to a maximum of 40 years
--------------------	-----------------------------

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

### Investments

Fixed asset investments are stated at cost less provision for diminution in value. Dividends from investments are recognised when received or receivable by the company.

## 1 Accounting policies (continued)

### Taxation

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the balance sheet date and any adjustment to tax payable in respect of previous periods

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.

On 22 June 2010, the UK Government announced a phased reduction in the main UK corporation tax rate from 28% to 24%, with the first 1% reduction taking effect from 1 April 2011 (having been substantively enacted on 20 July 2010). Subsequent UK Budget Statements have announced additional reductions in the main UK corporation tax rate to 26% taking effect from 1 April 2011, and 24% taking effect from 1 April 2012.

At the balance sheet date, the Finance Act 2012 had been substantively enacted confirming that the main UK corporation tax rate will be 23% from 1 April 2013. Therefore, at 30 September 2012, deferred tax assets and liabilities have been calculated based on a rate of 23% where the temporary difference is expected to reverse after 1 April 2013.

Further proposals to reduce the main UK corporation tax rate to 21% from 1 April 2014 and 20% from 1 April 2015 have not been substantively enacted at the balance sheet date and are therefore not included in these financial statements.

These reductions may reduce the Company's future current tax charges accordingly. It has not yet been possible to quantify the full anticipated effect of the announced further rate reductions. Although these should further reduce the Company's future current tax charges and reduce the Company's deferred tax liabilities / assets accordingly, it is estimated that any such reductions will not have a material effect on the Company.

## 2. Profit on ordinary activities before taxation

	Year ended 30 September 2012	Year ended 30 September 2011
	£000	£000
Profit on ordinary activities before taxation is stated after charging / (crediting)		
Depreciation – owned tangible assets	33	(65)
Profit on disposal of tangible assets	-	(574)

During the year to 30 September 2011 it was discovered that land had been depreciated in error, a correction of £99,696 was made during the year.

In both the current and prior year, the Company had no employees.



**2. Profit on ordinary activities before taxation (continued)**

In 2012 and 2011, auditors' remuneration was borne by another Group company. The audit fee relating to the Company was as follows

	Year ended 30 September 2012 £000	Year ended 30 September 2011 £000
Fees for the audit of the Company	<u>1</u>	<u>5</u>

**3 Directors' remuneration**

The remuneration of the Company's Directors was paid by another Group company, which makes no recharge to the Company (2011: £nil). The Directors are also Directors of a number of Group companies and it is therefore not possible to make an accurate apportionment of their remuneration in respect of the Company and each of the fellow Group companies of which they are also a Director.

**4. Tax on profit on ordinary activities****i) Analysis of tax charge in year**

	Year ended 30 September 2012 £000	Year ended 30 September 2011 £000
Current tax		
Amounts payable to fellow subsidiaries for group relief	21	22
Overseas tax suffered	<u>2</u>	<u>142</u>
<b>Total current tax</b>	<b><u>23</u></b>	<b><u>164</u></b>

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

The current tax charge for the year is higher (2011: lower) than the standard rate of corporation tax in the UK of 25% (2011: 27%). The differences are explained below

	Year ended 30 September 2012 £000	Year ended 30 September 2011 £000
Profit on ordinary activities before tax	<u>55</u>	<u>721</u>
Profit on ordinary activities at the standard rate of UK corporation tax of 25% (2011: 27%)	14	195
Effects of		
- Expenses not deductible for tax purposes	8	-
- Income not taxable for tax purposes	-	(173)
- Higher tax rate on overseas earnings	1	36
- Effect of chargeable gains	-	106
<b>Current tax charge for year</b>	<b><u>23</u></b>	<b><u>164</u></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. The statutory rate of UK corporation tax is reduced to 23% with effect from 1 April 2013.

There are no other unprovided deferred tax liabilities or unrecognised deferred tax assets at either 30 September 2012 or 30 September 2011.

**5 Tangible assets**

	Freehold land and buildings £000
Cost	
At 1 October 2011 and 30 September 2012	<u>1,968</u>
Depreciation	
1 October 2011	754
Charge for the year	33
30 September 2012	<u>787</u>
Net book value	
30 September 2012	<u>1,181</u>
30 September 2011	<u>1,214</u>

Freehold land and buildings include land with a cost of £246,000 which is not depreciated

**6. Investments**

	Investments in subsidiary undertakings £000
Cost and net book value	
As at 1 October 2011 and 30 September 2012	<u>1,561</u>

**Investment in principal subsidiary undertakings**

The following companies are principal subsidiary undertakings of the Company and are involved in supporting the operations of the business

Name	% ownership of ordinary shares	Country of incorporation	Principal activity
Magic Connoisseurs Limited	100 %	Great Britain	Dormant
Specialist Holidays Contracting Limited	100 %	Great Britain	Hotel owner

In the opinion of the Directors, the carrying value of the investments in the above subsidiary undertakings is supported by the performance and/or assets of the subsidiary undertakings

**7 Debtors**

	Year ended 30 September 2012 £000	Year ended 30 September 2011 £000
Overseas tax receivable	13	-
Amounts owed by Group undertakings	1,972	1,753
Accrued income	-	119
	<u>1,985</u>	<u>1,872</u>

Amounts owed by Group undertakings bear no interest, are unsecured and are receivable on demand

**8 Creditors amounts falling due within one year**

	Year ended 30 September 2012 £000	Year ended 30 September 2011 £000
Amounts owed to Group undertaking	183	7
Accruals	-	7
Group relief payable	381	360
Overseas tax payable	-	142
	<u>564</u>	<u>516</u>

Amounts owed to Group undertakings bear no interest, are unsecured and are payable on demand

**9 Share capital**

	30 September 2012 £000	30 September 2011 £000
Issued and fully paid 1,100,000 (2011 1,100,000) ordinary shares of £1 each	<u>1,100</u>	<u>1,100</u>

**10. Profit and loss account**

	£000
At 1 October 2011	3,031
Profit for the financial year	32
At 30 September 2012	<u>3,063</u>

**11 Reconciliation of movements in shareholders' funds**

	Year ended 30 September 2012 £000	Year ended 30 September 2011 £000
Opening shareholders' funds	4,131	3,574
Profit for the financial year	32	557
Closing shareholders' funds	<u>4,163</u>	<u>4,131</u>

**12. Related party transactions**

The Company has taken advantage of the exemption contained in Financial Reporting Standard No 8 "Related Party Disclosures" 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.

**13 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 Crystal International Travel Group 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.

**13 Ultimate parent company (continued)**

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