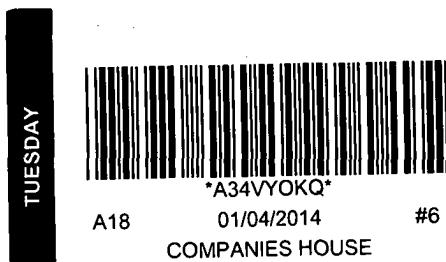


**Thomson Travel Group (Holdings) Limited**  
**Directors' report and financial statements**  
**for the year ended 30 September 2013**  
**Company number 3226964**



The Directors present their report and the audited financial statements of Thomson Travel Group (Holdings) Limited ("the Company") for the year ended 30 September 2013.

**Principal activity**

The principal activity of the Company is that of an intermediate holding company within the TUI Travel PLC group of companies ("the Group"). The Company's subsidiary entities organise and sell package holidays and related travel services.

On 2 September 2013 the Company's share capital was reduced from £73,076,008 to one ordinary share of £0.20 by cancelling and extinguishing 365,380,039 shares and transferring the amount paid up to the profit and loss account. On the same date the Company's share premium account of £735,927,992 was cancelled and £735,927,992 was transferred to the Company's profit and loss account (Note 10).

**Results and dividends**

The Company's profit on ordinary activities before taxation for the year ended 30 September 2013 was £1m (2012: loss £12m). No dividends were paid during the year (2012: £nil) and the Directors do not recommend the payment of a final dividend (2012: £nil).

**Funding, liquidity and going concern**

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. See also Note 1.

**Directors**

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

W H Waggott  
J Walter (appointed 30 July 2013)

Mr A L John resigned on 31 July 2013.

**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 at the date of approval of these financial statements, the intermediate parent company, TUI Travel PLC, maintained Directors' & 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.

**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.

**Post balance sheet events**

Details of post balance sheet events can be found in Note 13 of these financial statements.

**Statement of Directors' responsibilities**

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

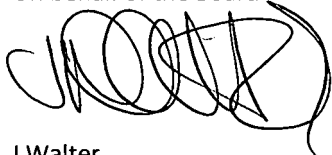
Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company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

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.

On behalf of the Board



J Walter  
**Director**

Company Number 3226964

Dated : 27 March 2014

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## Report on the financial statements

### Our opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2013 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.

This opinion is to be read in the context of what we say below.

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### What we have audited

The financial statements for the year ended 30 September 2013, which are prepared by Thomson Travel Group (Holdings) Limited, comprise:

- the Profit and Loss Account;
- the Balance Sheet; and
- the related notes.

The financial reporting framework that has been applied in their preparation comprises 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.

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### What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) (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.

In addition, we read all the financial and non-financial information in the Directors' report 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.

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## Opinion on 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.

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

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; or
- certain disclosures of Directors' remuneration specified by law have not been made; or
- the Directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report.

We have no exceptions to report arising from this responsibility.

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## 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 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 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.

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Robert Girdlestone (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
St Albans  
27 March 2014

**Thomson Travel Group (Holdings) Limited**  
**Profit and loss account for the year ended 30 September 2013**

		<b>Year ended 30 September 2013 £m</b>	<b>Year ended 30 September 2012 £m</b>
	<b>Note</b>		
Administrative credits / (expenses)		<u><b>1</b></u>	<u><b>(17)</b></u>
<b>Operating profit / (loss)</b>		<b>1</b>	<b>(17)</b>
Interest receivable and similar income	3	-	18
Interest payable and similar charges	4	<u>-</u>	<u>(13)</u>
<b>Profit / (loss) on ordinary activities before taxation</b>	2	<b>1</b>	<b>(12)</b>
Tax on profit / (loss) on ordinary activities	5	-	(1)
<b>Profit / (loss) for the financial year</b>	10	<u><b>1</b></u>	<u><b>(13)</b></u>

The results stated above are all derived from continuing operations.

There are no material differences between the profit (2012: loss) on ordinary activities before taxation and the profit (2012: loss) for the financial year stated above and their historical cost equivalents.

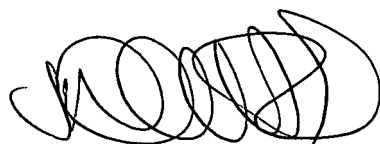
The Company has no recognised gains or losses other than those included in the profit and loss account. Accordingly, no statement of total recognised gains and losses is presented.

**Thomson Travel Group (Holdings) Limited**  
**Balance sheet as at 30 September 2013**

		<b>30 September 2013 £m</b>	<b>30 September 2012 £m</b>
	<b>Note</b>		
<b>Fixed assets</b>			
Investments	6	<u>94</u>	<u>94</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	<u>-</u>	<u>235</u>
<b>Creditors: amounts falling due within one year</b>	8	<u>(300)</u>	<u>(536)</u>
<b>Net current liabilities</b>		<u>(300)</u>	<u>(301)</u>
<b>Total assets less current liabilities</b>		<u><u>(206)</u></u>	<u><u>(207)</u></u>
<b>Capital and reserves</b>			
Called-up share capital	9	-	73
Share premium account	10	-	736
Profit and loss account	10	<u>(206)</u>	<u>(1,016)</u>
<b>Total shareholders' deficit</b>	11	<u><u>(206)</u></u>	<u><u>(207)</u></u>

The notes from pages 6 to 10 form part of these financial statements.

The financial statements were approved by the Board on 27 March 2014 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, except as noted below.

### **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 consolidated 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 2013, the Company had net current liabilities and net liabilities. 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 as long as the Company remains a member of the Group and for at least 12 months from the date of signing of the financial statements.

### **Investments**

Investments are stated at cost less provision for impairment.

### **Impairment of fixed assets**

The carrying amounts of the Company's fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset, or its income generating unit, may not be recoverable. If such indication exists the asset's recoverable amount, being the higher of value in use and net realisable value, is estimated. An impairment loss is recognised in the profit and loss account whenever the carrying amount of an asset exceeds its recoverable amount.

### **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 enacted or substantively enacted at the balance sheet date.

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**

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved for payment. Dividends receivable are recognised as an asset in the Company's financial statements in the period in which the dividends are received.

**1 Accounting policies (continued)**

**Key accounting estimates and judgements**

The preparation of the financial statements requires the Directors to make estimates and judgements that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amount of revenue and expenses during the year. The Directors evaluate the estimates and judgements on an ongoing basis. Such estimates and judgements are based upon historical experience and other factors it believes to be reasonable under the circumstances. Actual results may differ from estimates. Key estimates and judgements have been made in respect of the following area:

***Investments in subsidiary undertakings***

Judgement is required in the assessment of the carrying amount of the investments in the Company's subsidiary undertakings. Estimation of the recoverable amount of investments requires the Company to assess future cash flows projected to be generated by the subsidiaries, which in turn is dependent upon a variety of factors including prevailing economic conditions and consumer demand for the subsidiaries' products.

**2. Profit / (loss) on ordinary activities before taxation**

Administrative expenses in the prior year of £17m includes the impairment and write-off of amounts receivable from other Group companies which either completed, or were being prepared for, strike-off. In the current year there has been a £1m reversal of the impairment charge from the prior year.

The Directors received no remuneration for their services to the Company during the year (2012: £nil). The Directors are also directors of a number of other Group subsidiaries and it is not possible to make an accurate apportionment of their remuneration in respect of each of the Group subsidiaries of which they are a director.

In 2012 and 2013 the auditors' remuneration was borne by another Group company. It has not been possible to separately identify the audit fee related to this entity.

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

**3. Interest receivable and similar income**

	Year ended 30 September 2013 £m	Year ended 30 September 2012 £m
Receivable from Group undertakings	-	18

**4. Interest payable and similar charges**

	Year ended 30 September 2013 £m	Year ended 30 September 2012 £m
Payable to Group undertakings	-	(13)

5. Tax on profit / (loss) on ordinary activities

(i) Analysis of tax charge in the year

	Year ended 30 September 2013 £m	Year ended 30 September 2012 £m
Current tax:		
- Amount payable to fellow subsidiaries for group relief	-	1
<b>Tax charge on profit / (loss) on ordinary activities</b>	<b>-</b>	<b>1</b>

(ii) Factors affecting tax charge for the year

There is no tax charge for the year ended 30 September 2013. The current tax charge for the year ended 30 September 2012 was different to the standard rate of corporation tax in the UK of 25.0%. The differences are shown below:

	Year ended 30 September 2013 £m	Year ended 30 September 2012 £m
Profit / (loss) on ordinary activities before tax	1	(12)
Profit / (loss) on ordinary activities at the standard rate of UK corporation tax of 23.5% (2012: 25.0%)	-	(3)
Effects of:		
- Expenses not deductible for tax purposes	-	4
<b>Current tax charge for year</b>	<b>-</b>	<b>1</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 substantively enacted confirming that the main UK corporation tax rate will reduce to 21% with effect from 1 April 2014 and 20% from 1 April 2015. These reductions may reduce the Company's future current tax charges accordingly.

There are no unprovided deferred tax liabilities nor unrecognised deferred tax assets at either 30 September 2013 or 30 September 2012.

6. Investments

	Total £m
<b>Cost:</b>	
At 1 October 2012 and 30 September 2013	1,353
<b>Provisions for Impairment:</b>	
At 1 October 2012 and 30 September 2013	(1,259)
<b>Net book value:</b>	
At 30 September 2013 and 30 September 2012	94

6. Investments (continued)

Investments in principal subsidiary undertakings

Name	% ownership of ordinary shares	Country of incorporation	Principal activity
Specialist Holidays Group Limited	100	UK	Holding company
TUI UK Limited	100	UK	Tour Operator
Thomson Travel Holdings S.A.	100	Luxembourg	Holding company
Explorers Travel Club Limited	100	UK	Holding company

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

7. Debtors: amounts falling due within one year

	30 September 2013 £m	30 September 2012 £m
Amounts owed by Group undertakings	-	226
Amounts owed by subsidiary undertakings	-	9
	<u>-</u>	<u>235</u>

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

8. Creditors: amounts falling due within one year

	30 September 2013 £m	30 September 2012 £m
Amounts owed to Group undertakings	(54)	(481)
Amounts owed to subsidiary undertakings	(223)	(32)
Group relief payable	(23)	(23)
	<u>(300)</u>	<u>(536)</u>

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

9. Called-up share capital

	30 September 2013 £m	30 September 2012 £m
<b>Issued and fully paid</b>		
1 (2012: 365,380,040) ordinary shares of £0.20 each	<u>-</u>	<u>73</u>

On 2 September 2013 the Company's share capital was reduced from £73,076,008 to one ordinary share of £0.20 by cancelling and extinguishing 365,380,039 shares and transferring the amount paid up to the profit and loss account. On the same date the Company's share premium account of £735,927,992 was cancelled and £735,927,992 was transferred to the Company's profit and loss account (Note 10).

**10. Reserves**

	Share premium account £m	Profit and loss account £m
At 1 October 2012	736	(1,016)
Profit for the financial year	-	1
Capital reduction (Note 9)	(736)	809
<b>At 30 September 2013</b>	<b>-</b>	<b>(206)</b>

**11. Reconciliation of movement in shareholders' deficit**

	30 September 2013 £m	30 September 2012 £m
Opening shareholders' deficit	(207)	(194)
Profit / (loss) for the financial year	1	(13)
<b>Closing shareholders' deficit</b>	<b>(206)</b>	<b>(207)</b>

**12. Related party transactions**

The Company has taken advantage of the exemption contained in Financial Reporting Standard 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. Post balance sheet events**

On 6 January 2014, THG Holidays Limited ("THG"), a wholly-owned subsidiary undertaking of the Company, paid a dividend to the Company of £2.4m. On 23 January 2014, THG filed for strike-off at Companies House. The Company's carrying value for this investment had been fully impaired in the financial statements in a prior year.

**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 TUI Northern Europe 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 the Company Secretary, 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 from the website [www.tui-group.com](http://www.tui-group.com).