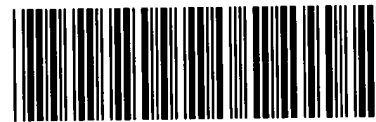


Company Registration No. 03629676 (England and Wales)

IGLU.COM LIMITED
CONSOLIDATED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MAY 2020

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IGLU.COM LIMITED

COMPANY INFORMATION

Directors

D Mills
K Fox
R Downs
S Clark
L Vincent
S Millett
E Burke
D Gooch

Company number

03629676

Registered office

2nd Floor
165 The Broadway
Wimbledon
London
United Kingdom
SW19 1NE

Auditor

RSM UK Audit LLP
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB
United Kingdom

IGLU.COM LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MAY 2020

The directors present the strategic report for the year ended 31 May 2020.

Review of the Business and Future Developments

In the year ended 31 May 2020, the company generated gross retail turnover of £118m (down 66% on prior year) and gross profit of £17m (down 50% on prior year). Profit before tax for the financial year decreased by £22.8m to a loss of £19.5m. The Covid-19 pandemic had a significant impact on the performance of the group in the financial year.

The business continues to undertake its activities under three main brands (Iglu Cruise, Iglu Ski and Planet Cruise) and operates from offices in Wimbledon and Portsmouth. The brands are popular with and are trusted by both consumers and suppliers. This is evidenced by our multiple industry awards. In the year, we were presented with Best Cruise Agent, Best Online Agent and Digital Champion of the Year titles at the Agent Achievement Awards 2019 (the latter in recognition of advances made on online customer booking and experience). Among many others, the company also received the Celebrity Cruises - Top Cruise Specialist award, Best Performer and Overall Retailer of the Year at the Carnival UK Cruise Awards 2019 and Best Non-Retail Agent title at the Wave Awards 2019.

Business is conducted through call centres based at both sites and online. Iglu.com avoids the overheads associated with operating high street shops but still benefits from interaction with customers by hosting regular cruise shows. The Planet Cruise brand also hosts a weekly Ideal World programme and YouTube channel and both the Iglu and Planet Cruise brands maintain an online social media presence.

Over the last three financial years, the company has invested in expansion into international markets under the Planet Cruise brand and operates in four European markets. The International operating loss associated with these activities are shown separately in the statement of comprehensive income to give a better understanding of the cost of entry in to a new market and do not reflect routine trading. International activities were suspended in Q4 in response to the pandemic, so that full focus could be diverted to the UK market.

Following a strong January of trading, Q4 saw an unprecedented number of operational challenges arise as a result of the Covid-19 pandemic. Travel restrictions initially caused short term disruption, with ship redeployments away from Asian and European Covid-19 'hotspots' that required re-scheduling and repatriation efforts. The quarantining of ships and full cancellations of sailings and flights by suppliers followed shortly afterwards and then moved to a period of block cancellation of scheduled departures over several weeks. Concurrently we have seen a significant drop in demand from customers. In ski, the 2019/20 season in many European resorts was cut short. Our teams and systems have adapted rapidly and effectively to address the needs of the business as the crisis has developed, key being the process to action refunds and rebooks for cancelled bookings.

As a result of the Covid-19 pandemic and the uncertainty around when cruises would start sailing again the ultimate parent company completed a refinancing arrangement on the 14th October which secured an additional £21m of funding. Further details are provided in the events after the reporting date note.

IGLU.COM LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

Key performance indicators

The company monitors and reports on a number of Key Performance Indicators. Comparisons are made between years and against annual budgets. Key performance indicators form a significant part of our monthly management reporting. The company continues to operate an 'Objectives and Key Results' framework to assist in the defining and tracking of organisational objectives and their outcomes.

Financial Key Performance Indicators

The group uses key measures such as average selling price and gross margin to measure performance and manage the business effectively. These measures were strong pre Covid-19 and were contributing good year on year growth. Management also monitor other indicators, such as volumes, by supplier. Other key performance indicators focus on the effectiveness of our marketing spends and the efficiency of our sales team at converting enquires to bookings. Administration costs have increased by 17% due to further investment at the beginning of the year in people and skills, to support future top-line growth with a subsequent reduction in the later months in response to the Covid-19 pandemic and its impact on trading.

Non-financial Key Performance Indicators

Customer satisfaction is a focus for the business given the link to repeat bookings and we enjoy a Feefo rating of 4.6/5 across all brands. This reflects the company's commitment to excellent service even throughout times of crisis. Employee retention is also an important, non-financial, focus.

Principal risks and uncertainties

The company holds comprehensive insurance cover for risk areas identified as significant. Management seek advice from external experts, where relevant, to reduce risks to an acceptable level.

The company continues to hold an Air Travel Organisers License, guaranteeing the protection of consumers' money or holiday plans in the unlikely event of the company's insolvency. This is granted by the Civil Aviation Authority, which acts as a regulator to the industry in which Iglu.com operates, ensuring the financial health of all licence holders. In addition, the company's membership of The Association of British Travel Agents (ABTA) demonstrates our continued adherence to high standards. The company also holds an ATOUT France licence for sales in this market.

The company takes no commitment on flights or accommodation and therefore removes any fixed capacity risk.

The following are some of the key risks that the company faces:

Operational

As an online business, the company is reliant on Information Technology. Iglu.com has dedicated IT teams that are responsible for the maintenance, repair and enhancement of our front and back-office systems and associated reporting capabilities. This has enabled the company to maximise the efficiency of the operational procedures, and will continue to be a key focus for the business in the coming years. There is a full disaster recovery plan in place, which includes the back-up of data offsite. During the Covid-19 lockdown, a full remote working model was successfully implemented for all staff.

Competition

Competition, which is high in normal conditions, has been intensified further during the Covid-19 pandemic. The company competes against other travel agents in the internet market place. However the directors believe that the strength of the brand, good supplier relationships and high level of in-house expertise gives them a strong competitive advantage. This is further enhanced by the company's increasing offering of online bookable product. The Board is confident that these attributes put the company in a strong position to rebuild once the pandemic has passed and customer demand returns.

IGLU.COM LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

Environmental and other regulatory requirements

Existing and possible future legislation, regulations and actions may cause additional expenses to the company, the extent of which cannot be predicted.

Iglu.com has undertaken an Energy Savings Opportunity Scheme (ESOS) assessment for both office sites and is compliant with the scheme. It is also working to ensure continued compliance with the Package Travel Directive and General Data Protection Regulations, both of which were implemented in 2018.

There are continued risks of terrorism, political unrest and natural disasters or adverse weather conditions; however the industry has a good track record of responding to these events and the nature of cruising means that ships can be redeployed from affected areas to reduce exposure.

Cyber threats are a risk, but the company is PCI compliant and maintains systems and controls to safeguard against this.

The on-going Covid-19 pandemic poses a number of risks to the business. A liquidity squeeze, caused by a high number of customer refunds and overhead fixed costs, was addressed through securing additional funding from existing lenders and shareholders. The Company took advantage of UK government schemes over the lockdown period, for example by furloughing staff and deferring tax payments. The Board worked to eliminate any discretionary overhead and marketing spends. The reputational risk to the brands has been reduced by strong crisis management. Customer queries, repatriations, cancellations and re-bookings are being dealt with as a priority. Our insurance policies offer cover for employer's liability, public liability and legal costs that might arise in connection with Covid-19. Supplier failures, linked to the tailor made product, are a concern for the Board in the current environment but exposure is being managed.

The company continues to assess and take action to mitigate against the potential impact of the UK's decision to leave the EU.

Financial risks

Interest rate cash flow risk

The company has interest bearing assets and interest bearing liabilities. Interest bearing assets comprise its cash balances, which earn interest at the prevailing market rate. Interest bearing liabilities comprise its long-term loan notes and long-term bank loans.

Foreign exchange rate risk

The level of foreign currency transactions within the company is minimal and therefore it does not pose a material risk at the moment.

Credit risk

The company's credit risk is mainly attributable to receivables from customers not yet departed. Therefore credit risk is not concentrated.

Research and development

During the year the company continued to develop bespoke software solutions for use across the business and websites.

Statement of director's duties to stakeholders

The Board has identified the following stakeholders and sets out the importance of engagement with these groups below:

Shareholders - Continued access to capital is important for the long-term success of the business. Obtaining investors' buy-in into strategic objectives, and execution of those objectives, is key to prolonged support from shareholders. Understanding shareholders' ROI and value added requirements ensures alignment of goals.

IGLU.COM LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

Employees - A healthy work culture with strong engagement fosters higher levels of motivation, dedication and communication among staff. This translates into working efficiencies and higher quality output of greater value. Staff retention reduces spend and effort on training and recruitment.

Suppliers - The Company is a strategic partner for global cruise lines and ski operators. Unlike other travel segments, there is minimal supplier/agent friction in cruise, as operators rely on agents to fill excess capacity on ships following increasing global cruise ship berths. Strong supplier relationships provide the Company a breadth of product and access to online marketing support and overrides. Positive engagement with overhead, financial services, IT and marketing providers is key to retaining a high level of service to customers through efficient and effective middle and back office functions.

Customers - Sales generate business value. Engagement with customers ensures product and service offering meets market needs, which in turn results in greater trading performance through higher value and repeat bookings. It also assists us in building the brands and enhancing the Company's reputation, which delivers further growth in market share.

Lenders/Banks - Access to bank funding is important in ensuring day-to-day working capital commitments are met and their support is vital when dealing with regulatory issues.

Regulators/Trade bodies - Regulators, such as the CAA, monitor our financial and trading activities and determine the extent we can trade as a tour operator through the granting of an ATOL. Engagement with trade bodies such as ABTA allows us to signal a high level of service and financial protection for customers, enhancing our reputation, which positively impacts future revenue generation.

The Directors interact with these stakeholders in the following ways:

Shareholders - Representatives for all groups of shareholders sit on the group's Iglufastnet Board and provide input for major strategic and operational decisions. Management shareholders are engaged in a similar way to employees, while private equity investors receive management information packs and financial information on a monthly basis, with any additional ad-hoc requests addressed as they arise.

Employees - Engagement is maintained through daily interactions between employees and their managers and wider teams. Firm wide communication is undertaken via emails and company messaging boards. Surveys and newsletters are circulated to obtain feedback on employee experiences and opinions and inform all parties on key updates. Staff parties, gatherings and activities allow more informal interactions and development of a cohesive workforce.

Suppliers - The Company's Global Supply and Commercial team are in continual contact with holiday suppliers, whether on an ad-hoc, casual basis or more formally to re-negotiate commercial terms annually/quarterly. For all other suppliers (overhead, marketing and financial services), a key contact in the Iglu team is assigned to manage the relationship.

Customers - The Company engages with customers through social media, cruise and ski events hosted around the UK, the Planet Cruise TV show and YouTube channel. Customers also have daily interactions with the Company's customer care and sales teams, which enables constant feedback, while ratings sites such as Feefo also provide a platform for interaction.

Lenders/Banks - Regular submission of management information and financial reports, together with frequent meetings, ensures important information is communicated in both directions.

Regulators/Trade bodies - Management information and financial reports are sent over at regular intervals, as well as forms/declarations as requested. Meetings are arranged to discuss any major structural or operational changes as they arise.

IGLU.COM LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

On behalf of the board

DocuSigned by:
Richard Downs

.....A1C83019706242A.....

R Downs

Director

05-Feb-21

Date:

IGLU.COM LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MAY 2020

The directors present their annual report and consolidated financial statements for the year ended 31 May 2020.

Principal activities

The principal activity of the company and group continued to be that of on-line specialist travel agent and tour operator.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

D Mills

K Fox

R Downs

S Clark

L Vincent

S Millett

E Burke

O Rosenberger

(Resigned 11 December 2019)

D Gooch

Y Khan

(Resigned 1 October 2019)

Results and dividends

The results for the year are set out on page 11. No ordinary dividends were paid (2019: £nil). The directors do not recommend payment of a final dividend.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the group continues and that the appropriate training is arranged. It is the policy of the group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employee involvement

The group's policy is to consult and discuss with employees, matters likely to affect their interests. The group recognises the benefits associated with keeping employees informed of the group's progress and performance and seeks to achieve common awareness through updates and reports.

Post reporting date events

As a result of the impact of Covid-19 on the company's performance in 2020 the ultimate parent company secured additional funding of £21m on the 14th October 2020. This was provided by both shareholders (£11m) and the banks (£10m, £5m with a shareholder guarantee).

Auditor

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

IGLU.COM LIMITED

DIRECTORS' REPORT (CONTINUED)

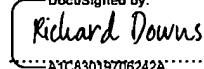
FOR THE YEAR ENDED 31 MAY 2020

Statement of disclosure to auditor

So far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

In accordance with section 414 c (ii) of the Companies Act 2006, included in the Strategic Report is the review of the business, principal risks and uncertainties and key performance indicators of the business.

On behalf of the board


.....AYC83D19706242A.....

R Downs

Director
05-Feb-21
.....

IGLU.COM LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MAY 2020

The directors are responsible for preparing the Strategic Report and 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 elected to prepare 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 group and company, and of the profit or loss of the group 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IGLU.COM LIMITED

Opinion

We have audited the financial statements of IGLU.COM Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 May 2020 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 May 2020 and of the group's loss 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 1 in the financial statements, which indicates that the group and company may be adversely affected by the continuing impact of the Covid-19 (Coronavirus) outbreak and the uncertainty around the resumption date of UK cruise sailings and the associated return of consumer confidence and passenger demand. As stated in note 1, these events or conditions, along with the other matters as set forth in note 1, indicate that a material uncertainty exists that may cast significant doubt on the group and company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IGLU.COM LIMITED (CONTINUED)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Ian Bell FCA (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants

25 Farringdon Street

London

EC4A 4AB

5 February 2021

IGLU.COM LIMITED**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MAY 2020**

	Notes	2020 £	2019 £
Group gross retail turnover		117,974,417	346,233,385
Turnover	3	45,640,840	131,581,040
Cost of sales		(28,157,942)	(96,306,853)
Gross profit		17,482,898	35,274,187
Administrative expenses		(37,504,945)	(32,083,889)
Other operating income		483,517	100,559
EBITDA before separately disclosed items		7,249,810	8,713,966
Exceptional items and international losses	4	(21,030,020)	(3,444,857)
Impairment		(2,942,450)	-
Amortisation		(2,537,688)	(1,695,239)
Depreciation		(278,182)	(283,013)
Operating (loss)/profit	4	(19,538,530)	3,290,857
Interest receivable and similar income	8	159,614	167,553
Interest payable and similar expenses	9	(71,838)	(70,485)
(Loss)/profit on ordinary activities before taxation		(19,450,754)	3,387,925
Taxation	10	2,486,225	(112,240)
(Loss)/profit for the financial year	23	(16,964,529)	3,275,685

Profit for the year is all attributable to the owners of the parent company.

Company Registration No. 03629676

IGLU.COM LIMITED**CONSOLIDATED STATEMENT OF FINANCIAL POSITION****AS AT 31 MAY 2020**

	Notes	2020 £	£	2019 £	£
Fixed assets					
Goodwill	12		-	1,724,850	
Other intangible assets	12		4,430,761	5,777,781	
Total intangible assets			4,430,761	7,502,631	
Tangible assets	13		346,716	445,580	
			4,777,477	7,948,211	
Current assets					
Debtors	16	93,703,035	145,719,121		
Cash at bank and in hand		6,599,143	16,923,484		
		100,302,178	162,642,605		
Creditors: amounts falling due within one year	17	(75,562,231)	(127,267,564)		
Net current assets			24,739,947	35,375,041	
Total assets less current liabilities			29,517,424	43,323,252	
Creditors: amounts falling due after more than one year	18	(10,125,643)	(11,635,191)		
Provisions for liabilities	19	(5,923,963)	(1,255,714)		
Net assets			13,467,818	30,432,347	
Capital and reserves					
Called up share capital	22	2,300,943	2,300,943		
Profit and loss reserves	23	11,166,875	28,131,404		
Total equity			13,467,818	30,432,347	

05-Feb-21

The financial statements were approved by the board of directors and authorised for issue on
and are signed on its behalf by:

DocuSigned by:
Richard Downs
A1C89019786242A.....
R Downs
Director

Company Registration No. 03629676

IGLU.COM LIMITED**COMPANY STATEMENT OF FINANCIAL POSITION****AS AT 31 MAY 2020**

	Notes	2020 £	£	2019 £	£
Fixed assets					
Goodwill	12		-		1,974,712
Other intangible assets	12		4,430,761		5,777,781
Total intangible assets			4,430,761		7,752,493
Tangible assets	13		346,716		445,580
Investments	14		56,341		56,341
			4,833,818		8,254,414
Current assets					
Debtors	16	94,010,228		145,801,877	
Cash at bank and in hand		6,237,041		16,785,819	
		100,247,269		162,587,696	
Creditors: amounts falling due within one year	17	(75,562,231)		(127,267,564)	
Net current assets			24,685,038		35,320,132
Total assets less current liabilities			29,518,856		43,574,546
Creditors: amounts falling due after more than one year	18		(10,125,643)		(11,635,191)
Provisions for liabilities	19		(5,923,963)		(1,255,714)
Net assets			13,469,250		30,683,641
Capital and reserves					
Called up share capital	22		2,300,943		2,300,943
Profit and loss reserves	23		11,168,307		28,382,698
Total equity			13,469,250		30,683,641

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes as it prepares group accounts. The company's loss for the year was £17,214,391 (2019: £3,259,497 profit).

05-Feb-21

The financial statements were approved by the board of directors and authorised for issue on
and are signed on its behalf by:

DocuSigned by:
Richard Downs
.....A1C83D18708242A.....

R Downs
Director

IGLU.COM LIMITED**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MAY 2020**

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 1 June 2018	2,300,943	24,855,719	27,156,662
Year ended 31 May 2019:			
Profit and total comprehensive income for the year	-	3,275,685	3,275,685
Balance at 31 May 2019	2,300,943	28,131,404	30,432,347
Year ended 31 May 2020:			
Loss and total comprehensive income for the year	-	(16,964,529)	(16,964,529)
Balance at 31 May 2020	2,300,943	11,166,875	13,467,818

IGLU.COM LIMITED**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MAY 2020**

	Share capital £	Profit and loss reserves £	Total £
Balance at 1 June 2018	2,300,943	25,123,201	27,424,144
Year ended 31 May 2019:			
Profit and total comprehensive income for the year	-	3,259,497	3,259,497
Balance at 31 May 2019	2,300,943	28,382,698	30,683,641
Year ended 31 May 2020:			
Loss and total comprehensive income for the year	-	(17,214,391)	(17,214,391)
Balance at 31 May 2020	2,300,943	11,168,307	13,469,250

IGLU.COM LIMITED**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MAY 2020**

	Notes	2020 £	£	2019 £	£
Cash flows from operating activities					
Cash absorbed by operations	24	(7,599,792)		(3,805,121)	
Interest paid		(71,838)		(70,485)	
Income taxes refunded/(paid)		251,395		(1,305,244)	
Net cash outflow from operating activities		(7,420,235)		(5,180,850)	
Investing activities					
Purchase and development of intangible assets		(2,883,339)		(3,608,582)	
Purchase of tangible fixed assets		(180,381)		(361,079)	
Interest received		159,614		167,553	
Net cash used in investing activities		(2,904,106)		(3,802,108)	
Net decrease in cash and cash equivalents		(10,324,341)		(8,982,958)	
Cash and cash equivalents at beginning of year		16,923,484		25,906,442	
Cash and cash equivalents at end of year		6,599,143		16,923,484	

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies

Company information

IGLU.COM Limited ("the company") is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is 2nd Floor, 165 The Broadway, Wimbledon, London, United Kingdom, SW19 1NE.

The group consists of IGLU.COM Limited and all of its subsidiaries.

The company's and the group's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income; and
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

Basis of consolidation

The consolidated financial statements incorporate those of IGLU.COM Limited and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 May 2020. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies (Continued)

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

Going concern

The financial statements of the group and company have been prepared on a going concern basis. In assessing whether preparation on this basis is valid, the directors considered the continuing and anticipated impact of the Covid-19 pandemic on the activities and performance of the business through extensive forecasting and scenario modelling.

As a result of the pandemic, the parent company initiated a refinancing process with existing investors and lenders, which secured £21m of additional operating cash and greatly improved the financial position of the business. This demonstrates the on-going support and confidence of these parties in the group's future. This was completed on 14 October 2020 following a thorough due diligence process, further details of which are included in the events after the reporting date note. The Company renewed its ATOL licence for the year to September 2021 following a second due diligence process, which indicates that the group also has the backing of the industry's regulator. Government assistance (in the form of the furlough scheme, VAT and PAYE deferrals) has been valuable in helping the business manage its cash flow through this challenging period. Furthermore, the business was quick to act in reducing operating costs when the extent of the pandemic became clear. Examples include a pause in marketing activities, a cut in staff working hours and the launch of a restructuring consultation period resulting in a 40% reduction in headcount.

The key assumptions behind the forecasts compiled by the Board are the resumption date of UK cruise sailings and the associated return of consumer confidence and passenger demand. The Board is confident the business can continue as a going concern even in the situation that there are no sailings before July 2021, through a combination as appropriate, of further cost reductions, continued access to Government support initiatives and the continued support of its Shareholders. There are currently no cruises sailing for the UK market and FCO currently advises against cruise travel (in contrast to European Protocols which have allowed cruises to restart) however there are positive signs within the market that support the sailing assumptions in the forecasts. These include the successful operation of ships in other markets subject to robust safety protocols and the ongoing Covid-19 vaccination programme in the UK. The board has considered any additional impact of the 2021 UK lockdowns which includes the closure of all travel corridors. Whilst there is no forecasted end date they have concluded that these measures do not significantly impact their assessment of the expected resumption of sailings.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies (Continued)

The group currently holds an Air Travel Organiser's Licence (ATOL), issued by the Civil Aviation Authority (CAA), which is subject to an annual renewal process leading up to 1 October each year. It is required by the company in order to offer air inclusive holidays to customers. The CAA grants this licence on the basis of meeting agreed financial criteria. When the latest ATOL license was granted in October 2020 any breaches resulting from the Covid-19 pandemic were waived to that point. IGLU.COM Limited has complied with these requirements from this point up to the date of signing these financial statements. The directors see no reason why the ATOL will not be renewed in September 2021 on substantially the same terms and conditions as currently agreed with the CAA, however, note that this will not be agreed until that date.

The above matters constitute material uncertainties which may cast significant doubt over the Group's and Company's ability to continue trading as a going concern.

However, based on the group's and company's cash flow forecasts and the current expectation about the resumption of cruise sailings, along with consideration of the other uncertainties outlined above, the directors have concluded that there is a reasonable expectation that the group and company have adequate financial resources to operate for at least 12 months from the date of approval of these financial statements. The ultimate parent company, IgluFastnet Limited, has indicated its willingness to provide continued financial support to the company for a period of at least 12 months from the date of approval of these financial statements. Accordingly, the financial statements of the group and company have been prepared on a going concern basis.

Turnover

Turnover, excluding value added tax, represents the value of transactions, being cruise, flights and ancillary products in which the group is, for these purposes, regarded as being the principal. Turnover also includes the commission receivable by the group on transactions in which it is regarded as acting as an agent. In all cases, turnover and any associated cost of sales are recognised on the booking date, which the directors consider to be the point where it is probable the economic benefits of the transaction flow to the company.

Gross retail turnover

In order to provide the user of the financial statements with a measure of the gross value of business the gross value of all sales transactions is shown as a memorandum item at the top of the profit and loss account. Total transaction value does not represent statutory turnover in accordance with Section 23 of FRS 102. In the majority of transactions the company acts as an agent. In such cases total transaction value represents the price at which products or services have been sold inclusive of any service fees but excluding commissions paid to third party distributors and any associated sales taxes. In cases where the company does act as principal, total transaction value represents the price at which products or services are sold, net of any value added taxes.

Cancellation provisions

Provision is made for liabilities arising in respect of expected cancellations and other margin movement on holidays booked in the year but not yet departed.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies (Continued)

Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 20 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	3 years straight line
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Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures, fittings & computer equipment	over 3 to 5 years
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Fixed asset investments

In the separate accounts of the company, interests in subsidiaries, are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies (Continued)

Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts, if any.

Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies (Continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the group's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the group are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies (Continued)

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries, associates, branches and interests in jointly controlled entities, that will be assessed to or allow for tax in a future period except where the group is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

Provisions

Provisions are recognised when the group has a legal or constructive present obligation as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

1 Accounting policies (Continued)

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Revenue recognition

In considering the basis of revenue recognition, management consider that the booking date, and so the date at which a contract is formed with the customer, is the most appropriate.

Revenue is accounted for as principal or as agent depending on whether the company is providing a package holiday, as defined by The Package Travel Regulations in place at the time of booking. When acting as a principal, the full value of the package and associated costs are recognised. When acting as an agent, only the commission earned from the supplier is recognised.

External regulatory requirements

The group currently holds an Air Travel Organiser's Licence (ATOL), issued by the Civil Aviation Authority (CAA), which is subject to an annual renewal process leading up to 1 October each year. It is required by the company in order to offer air inclusive holidays to customers. The CAA grants this licence on the basis of meeting agreed financial criteria. IGLU.COM Limited has complied with these requirements during the periods presented and up to the date of signing these financial statements. The directors see no reason why the ATOL will not be renewed in September 2021 on substantially the same terms and conditions as currently agreed with the CAA.

Capitalised software development

In determining the amounts to be capitalised, management must exercise judgement on the nature of development work undertaken by employees. Expenditure can be capital in nature (relating to the development of new software) or operational in nature (on-going maintenance of software). If the development costs can be attributed to the design and build of identifiable, separable software systems or functions that are expected to generate future economic benefits, they are recognised as intangible assets. Due to the Covid-19 pandemic and uncertainty around the generation of future cash flows, a review of the carrying value of the assets has been undertaken and an impairment has been recognised.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

2 Judgements and key sources of estimation uncertainty (Continued)

Key sources of estimation uncertainty

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Cancellation provision

In formulating a provision for the estimated value of revenue that will subsequently be cancelled, management makes judgements that are based on turnover variations and historic cancellation data, plus the expected future cancellations for cruise sailings and ski holidays as a result of the on-going Covid-19 pandemic.

Tax

Tax assets and liabilities represent management's estimate of tax that will be payable or recoverable in the future and may be dependent on estimates of future profitability. In addition, estimates have been made in respect of the probable future utilisation of tax losses and deferred tax assets have been recognised. The recoverability of these assets is dependent on the agreement of the losses with the relevant authorities and the estimates of future profitability.

3 Turnover and other revenue

An analysis of the group's turnover is as follows:

	2020 £	2019 £
Turnover analysed by class of business		
Commission for acting as agent	18,859,611	22,114,050
Sales value for acting as principal	26,781,229	109,466,990
	<u>45,640,840</u>	<u>131,581,040</u>
	2020 £	2019 £
Other revenue		
Interest income	159,614	167,553
Grants received	418,325	-
	<u></u>	<u></u>
	2020 £	2019 £
Turnover analysed by geographical market		
United Kingdom	42,544,707	127,869,869
Rest of Europe	3,096,133	3,711,171
	<u>45,640,840</u>	<u>131,581,040</u>

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****4 Operating (loss)/profit**

	2020 £	2019 £
Operating (loss)/profit for the year is stated after charging/(crediting):		
Exchange gains	(40,799)	(40,276)
Government grants	(418,325)	-
Depreciation of owned tangible fixed assets	278,182	283,013
Loss on disposal of tangible fixed assets	1,063	1,146
Amortisation of intangible assets	2,537,688	1,695,239
Impairment of intangible assets	2,942,450	-
Loss on disposal of intangible assets	475,071	-
Operating lease charges	488,343	449,740

Separately disclosed items

Within operating profit there are exceptional items in the year of £21,030,020 (2019: £3,444,857) which relate to Covid-19 business interruption costs (£18,333,054 (2019: £nil)), itinerary changes or cancellations (£247,519 (2019: £614,468)), £1 deposits (£234,900 (2019: £nil)), international losses (£1,599,360 (2019: £2,693,426)) and other one-off restructuring fees (£615,187 (2019: £136,963)). The costs associated with the impact of Covid-19 arise from repatriation costs of customers impacted by Covid-19 during their cruise, tailor made losses and unprotected commission (£14,146,038), overrides no longer recoverable on cancelled sailings (£3,712,124) and software development projects that have been written off (£474,892). The itinerary changes are costs arising from one-off operational decisions made by suppliers that are outside the control of the group. The international losses have been included in the separately disclosed items as they have now been paused while the group focuses on the UK business during the Covid-19 pandemic.

5 Employees

The average monthly number of persons (including directors) employed during the year was:

	Group 2020 Number	2019 Number	Company 2020 Number	2019 Number
Sales & marketing	213	250	213	250
Management & administration	223	213	223	213
	436	463	436	463

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****5 Employees (Continued)**

Their aggregate remuneration comprised:

	Group 2020 £	2019 £	Company 2020 £	2019 £
Wages and salaries	15,955,253	16,991,614	15,955,253	16,991,614
Social security costs	1,627,045	1,772,969	1,627,045	1,772,969
Pension costs	437,332	367,104	437,332	367,104
	<u>18,019,630</u>	<u>19,131,687</u>	<u>18,019,630</u>	<u>19,131,687</u>

Of the total staff costs, £2,593,648 (2019: £2,474,665) have been capitalised as intangible fixed assets.

Included within other income is an amount of £418,325 (2019: £nil) in respect of contributions towards staff salary costs under the coronavirus job retention scheme.

6 Directors' remuneration

	2020 £	2019 £
Remuneration for qualifying services	1,134,269	1,411,629
Company pension contributions to defined contribution schemes	43,278	39,463
	<u>1,177,547</u>	<u>1,451,092</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 9 (2019 - 10).

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2020 £	2019 £
Remuneration for qualifying services	196,641	265,910
Company pension contributions to defined contribution schemes	5,600	7,600
	<u>196,641</u>	<u>265,910</u>

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****7 Auditors' remuneration**

	2020	2019
	£	£
Fees payable to the company's auditor and its associates:		
For audit services		
Audit of the financial statements of the group and company	38,000	36,600
Audit of the company's subsidiaries	4,500	4,100
	<u>42,500</u>	<u>40,700</u>
For other services		
Taxation compliance services	5,550	5,400
All other non-audit services	13,800	13,420
	<u>19,350</u>	<u>18,820</u>

8 Interest receivable and similar income

	2020	2019
	£	£
Interest income		
Interest on bank deposits	34,614	42,553
Interest receivable from group companies	125,000	125,000
	<u>159,614</u>	<u>167,553</u>

Interest on financial assets not measured at fair value through profit or loss	<u>159,614</u>	<u>167,553</u>
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9 Interest payable and similar expenses

	2020	2019
	£	£
Other finance costs:		
Other interest	<u>71,838</u>	<u>70,485</u>

10 Taxation

	2020	2019
	£	£
Current tax		
UK corporation tax on profits for the current period	-	225,370
Adjustments in respect of prior periods	(208,778)	(201,727)
	<u>(208,778)</u>	<u>23,643</u>

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****10 Taxation (Continued)****Deferred tax**

Origination and reversal of timing differences	(2,292,917)	(33,390)
Changes in tax rates	15,470	-
Adjustment in respect of prior periods	-	121,987
Total deferred tax	(2,277,447)	88,597
Total tax (credit)/charge	(2,486,225)	112,240

The total tax (credit)/charge for the year included in the income statement can be reconciled to the (loss)/profit before tax multiplied by the standard rate of tax as follows:

	2020	2019
	£	£
(Loss)/profit before taxation	(19,450,754)	3,387,925
Expected tax charge based on the effective rate of corporation tax in the UK of 19.00% (2019: 19.00%)	(3,695,643)	643,706
Tax effect of expenses that are not deductible in determining taxable profit	24,015	6,791
Tax effect of utilisation of tax losses not previously recognised	225,370	-
Adjustments in respect of prior years	(208,778)	(201,727)
Effect of change in corporation tax rate	15,470	3,928
Group relief	-	(478,930)
Permanent capital allowances in excess of depreciation	304,546	35,591
Research and development tax credit	(12,386)	(19,106)
Deferred tax adjustments in respect of prior years	-	121,987
Deferred tax not recognised	860,631	-
Other	550	-
Taxation for the year	(2,486,225)	112,240

The UK main corporation tax rate was expected to reduce to 17% from 1 April 2020, as announced in the Finance Bill 2016, which was substantively enacted on 12 September 2016.

In the Budget of 11 March 2020, the Chancellor announced the reversal of the previously enacted reduction in the rate of corporation tax. This reversal was subsequently confirmed by a resolution under the Provisional Collection of Taxes Act 1968, which set the rate at 19%. Deferred tax has been recognised at the 31 May 2020 enacted rate.

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****11 Impairments**

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

	Notes	2020 £	2019 £
In respect of:			
Goodwill	12	1,601,646	-
Intangible assets	12	1,340,804	-
		<u>2,942,450</u>	<u>-</u>
Recognised in:			
Administrative expenses		2,942,450	-
		<u>2,942,450</u>	<u>-</u>

The impairment losses in respect of financial assets are recognised in administrative expenses in the income statement.

12 Intangible fixed assets

Group	Goodwill £	Software £	Total £
Cost			
At 1 June 2019	2,464,073	8,878,436	11,342,509
Additions	-	2,883,339	2,883,339
Disposals	-	(2,040,511)	(2,040,511)
At 31 May 2020	<u>2,464,073</u>	<u>9,721,264</u>	<u>12,185,337</u>
Amortisation and impairment			
At 1 June 2019	739,223	3,100,655	3,839,878
Amortisation charged for the year	123,204	2,414,484	2,537,688
Impairment losses	1,601,646	1,340,804	2,942,450
Disposals	-	(1,565,440)	(1,565,440)
At 31 May 2020	<u>2,464,073</u>	<u>5,290,503</u>	<u>7,754,576</u>
Carrying amount			
At 31 May 2020	<u>-</u>	<u>4,430,761</u>	<u>4,430,761</u>
At 31 May 2019	<u>1,724,850</u>	<u>5,777,781</u>	<u>7,502,631</u>

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****12 Intangible fixed assets (Continued)**

Company	Goodwill	Software	Total
	£	£	£
Cost			
At 1 June 2019	2,787,832	8,878,436	11,666,268
Additions	-	2,883,339	2,883,339
Disposals	-	(2,040,511)	(2,040,511)
At 31 May 2020	2,787,832	9,721,264	12,509,096
Amortisation and impairment			
At 1 June 2019	813,120	3,100,655	3,913,775
Amortisation charged for the year	139,392	2,414,484	2,553,876
Impairment losses	1,835,320	1,340,804	3,176,124
Disposals	-	(1,565,440)	(1,565,440)
At 31 May 2020	2,787,832	5,290,503	8,078,335
Carrying amount			
At 31 May 2020	-	4,430,761	4,430,761
At 31 May 2019	1,974,712	5,777,781	7,752,493

More information on the impairment arising in the year is given in note 11.

The amortisation charge for the year is included in administrative expenses.

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****13 Tangible fixed assets**

Group and company		Fixtures, fittings & computer equipment £
Cost		
At 1 June 2019		1,596,468
Additions		180,381
Disposals		(476,299)
At 31 May 2020		1,300,550
Depreciation and impairment		
At 1 June 2019		1,150,888
Depreciation charged in the year		278,182
Eliminated in respect of disposals		(475,236)
At 31 May 2020		953,834
Carrying amount		
At 31 May 2020		346,716
At 31 May 2019		445,580

14 Fixed asset investments

	Notes	Group 2020 £	2019 £	Company 2020 £	2019 £
Investments in subsidiaries	15	-	-	56,341	56,341

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****14 Fixed asset investments
(Continued)****Movements in fixed asset investments
Company****Shares in
group
undertakings
£****Cost**

At 1 June 2019 and 31 May 2020

276,178

Impairment

At 1 June 2019 and 31 May 2020

219,837

Carrying amount

At 31 May 2020

56,341

At 31 May 2019

56,341

15 Subsidiaries

Details of the company's subsidiaries at 31 May 2020 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Directly
IGLU.COM Transport Limited	2nd Floor, 165 The Broadway, Wimbledon, London, United Kingdom, SW19 1NE	Transport services	Ordinary	100.00
Planet Cruise Limited *	As above	Not trading	Ordinary	100.00

All companies above denoted with a * are exempt from audit by virtue of Section 479A of the Companies Act 2006. In accordance with Section 479C of the Companies Act 2006, Iglufastnet Limited has provided guarantees over the liabilities of these subsidiaries.

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****16 Debtors**

	Group 2020	2019	Company 2020	2019
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	63,645,575	107,676,001	63,645,575	107,676,001
Corporation tax recoverable	578,747	621,364	578,747	621,364
Amounts due from group undertakings	11,582,696	17,585,896	11,889,997	17,668,760
Other debtors	262,564	232,412	262,456	232,304
Prepayments and accrued income	1,860,423	4,320,739	1,860,423	4,320,739
	<u>77,930,005</u>	<u>130,436,412</u>	<u>78,237,198</u>	<u>130,519,168</u>
Deferred tax asset (note 20)	2,145,950	-	2,145,950	-
	<u>80,075,955</u>	<u>130,436,412</u>	<u>80,383,148</u>	<u>130,519,168</u>
Amounts falling due after one year:				
Trade debtors	11,127,080	12,782,709	11,127,080	12,782,709
Amounts due from group undertakings	2,500,000	2,500,000	2,500,000	2,500,000
	<u>13,627,080</u>	<u>15,282,709</u>	<u>13,627,080</u>	<u>15,282,709</u>
Total debtors	<u>93,703,035</u>	<u>145,719,121</u>	<u>94,010,228</u>	<u>145,801,877</u>

Of the loans to group undertakings, £2,500,000 (2019: £2,500,000) is due for repayment in 2029 with interest being charged at a rate of 5% per annum.

17 Creditors: amounts falling due within one year

	Group 2020	2019	Company 2020	2019
	£	£	£	£
Trade creditors	72,435,945	124,984,535	72,435,945	124,984,535
Amounts owed to group undertakings	25,286	-	25,286	-
Other taxation and social security	1,785,052	1,152,889	1,785,052	1,152,889
Other creditors	25,318	3,884	25,318	3,884
Accruals and deferred income	1,290,630	1,126,256	1,290,630	1,126,256
	<u>75,562,231</u>	<u>127,267,564</u>	<u>75,562,231</u>	<u>127,267,564</u>

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****18 Creditors: amounts falling due after more than one year**

	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Trade creditors	10,125,643	11,635,191	10,125,643	11,635,191

19 Provisions for liabilities

	Notes	Group		Company	
		2020	2019	2020	2019
		£	£	£	£
Cancellation provision		5,923,963	1,124,217	5,923,963	1,124,217
Deferred tax liabilities	20	-	131,497	-	131,497
		5,923,963	1,255,714	5,923,963	1,255,714

Movements on provisions apart from deferred tax liabilities:

Group	Cancellation provision £
At 1 June 2019	1,124,217
Additional provisions in the year	6,715,640
Utilisation of provision	(1,915,894)
At 31 May 2020	5,923,963

Company	Cancellation provision £
At 1 June 2019	1,124,217
Additional provisions in the year	6,715,640
Utilisation of provision	(1,915,894)
At 31 May 2020	5,923,963

A cancellation provision of £5,923,963 (2019: £1,124,217) has been recognised for the group and company for expected cancellations and other margin dilution on holidays booked prior to the year end but not yet departed. It is expected that most of this provision will be utilised in the next financial year and all will be incurred within two years of the balance sheet date. No provisions have been recognised in respect of potential disruptions to customer travel apart from those due to Covid-19.

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****22 Share capital**

	Group and company	
	2020	2019
	£	£
Ordinary share capital		
Issued and fully paid		
2,300,943 Ordinary shares of £1 each	2,300,943	2,300,943

The company's Ordinary shares carry full voting, dividend and capital distribution (including on winding up) rights but do not confer any rights of redemption.

23 Reserves**Profit and loss reserves**

Retained earnings represent cumulative profit and loss net of distribution to owners.

24 Cash generated from group operations

	2020	2019
	£	£
(Loss)/profit for the year after tax	(16,964,529)	3,275,685
Adjustments for:		
Taxation (credited)/charged	(2,486,225)	112,240
Finance costs	71,838	70,485
Investment income	(159,614)	(167,553)
Loss on disposal of tangible fixed assets	1,063	1,146
Loss on disposal of intangible assets	475,071	-
Amortisation and impairment of intangible assets	5,480,138	1,695,239
Depreciation and impairment of tangible fixed assets	278,182	283,013
Increase in provisions	4,799,746	409,899
Movements in working capital:		
Decrease/(increase) in debtors	54,119,419	(35,726,808)
(Decrease)/increase in creditors	(53,214,881)	26,241,533
Cash absorbed by operations	(7,599,792)	(3,805,121)

25 Analysis of changes in net funds - group

	1 June 2019	Cash flows	31 May 2020
	£	£	£
Cash at bank and in hand	16,923,484	(10,324,341)	6,599,143

IGLU.COM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020****26 Related party transactions****Remuneration of key management personnel**

The remuneration of key management personnel of the group, who are also directors, is as follows.

	2020 £	2019 £
Aggregate compensation	1,326,426	1,639,190

27 Operating lease commitments**Lessee**

Operating lease payments represent rentals payable by the company for use of its properties and certain equipment.

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2020 £	2019 £	Company 2020 £	2019 £
Within one year	422,752	422,752	422,752	422,752
Between one and five years	639,310	755,310	639,310	755,310
In over five years	264,661	374,176	264,661	374,176
	<u>1,326,723</u>	<u>1,552,238</u>	<u>1,326,723</u>	<u>1,552,238</u>

28 Events after the reporting date

As a result of the impact of Covid-19 on the company's performance in 2020 the ultimate parent company secured additional funding of £21m on the 14th October 2020. This was provided by both shareholders (£11m) and the banks (£10m, £5m with a shareholder guarantee).

29 Ultimate parent undertaking and ultimate controlling party

The directors consider the ultimate parent undertaking to be Iglufastnet Limited, a private limited company incorporated in the United Kingdom, which is the parent of the largest group for which consolidated accounts including IGLU.COM Limited are prepared. Copies of the consolidated accounts of Iglufastnet Limited can be obtained from its registered office, 2nd Floor, 165 The Broadway, Wimbledon, London, United Kingdom, SW19 1NE.

IGLU.COM Holidays Limited is the immediate parent company by virtue of its ownership of 100% of the share capital of IGLU.COM Limited.

The directors consider there to be no ultimate controlling party.

IGLU.COM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

30 Contingent liabilities and assets

The company had insurance covered ABTA bonds at the year end to the value of £3,098,476 (2019: £3,081,449).

On 31 May 2013, a deed of guarantee was entered into by IGLU.COM Holdco Limited with the CAA on behalf of IGLU.COM Limited. There is no maximum liability under this guarantee. An accession deed was signed by Iglufastnet Limited on 12 June 2015 following the change in ultimate parent undertaking.

The company has other bonds to the value of £1,700,000 (2019: £2,200,000).