Jetset Group Holding (UK) Limited
Report of the Directors and financial statements
for the year ended 30 September 2016
Company number 5268423

The Directors present their report on and the audited financial statements of Jetset Group Holding (UK) Limited (the "Company") for the year ended 30 September 2016.

Principal activity

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

On 6 October 2015, the Company sold the Laterooms business for £8,545,000 with no profit or loss being recorded on sale of the business. Following the sale of its Laterooms business, the Company has not traded and is not expected to trade in the future.

On 23 October 2015, the Company changed its name to Jetset Group Holding (UK) Limited from Laterooms Group Holding (UK) Limited.

Results and dividends

The Company's result on ordinary activities before taxation for the year ended 30 September 2016 was £nil (2015: £12,146,000 loss). No dividends were paid during the year (2015: £nil) and the Directors are unable to recommend the payment of a final dividend.

On 23 March 2016 the Company issued 10,144,577 £1.00 ordinary shares to its sole shareholder Jetset Group Holding Limited for total consideration of £10,145,000.

Other than the sale of the Laterooms business and the issue of share capital, the Company did not undertake any other transactions during the year. Details of the Company's investments, including impairment charges, are provided in Note 11.

Funding, liquidity and going concern

At 30 September 2016, the Company had net assets of £nil (2015: net liabilities of £10,152,000) and net current assets of £nil (2015: net current liabilities of £18,697,000). The Directors have considered the funding and liquidity position of the Company. Following this review, the Directors consider it appropriate to continue to prepare the financial statements on the going concern basis.

The Directors consider the future outlook of the Company to be satisfactory. Details of post balance sheet events are included in Note 14 of these financial statements.

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

The Company has adopted FRS 101 for the year ended 30 September 2016 as its basis of accounting. The impact on net assets as at 1 October 2014, being the date of transition, and for the year ended 30 September 2015 are detailed in the impact of transition note, Note 3.

Directors

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

S J Brann
A K Jarvis (appointed on 20 January 2016)

The other Director who served during the year was:

J Walter (resigned 18 December 2015)

Independent auditors

Following a decision by the Audit Committee and Supervisory Board of the ultimate parent company TUI AG, the Group audit appointment for the year ending 30 September 2017 will be rotated in line with EU regulations, and Deloitte LLP are expected to be appointed as auditor of the TUI Group, including of the Company, during 2017.

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

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

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

On behalf of the Board

Stephen B

S J Brann
Director

Company Number 5268423 Dated 18 May 2017

Report on the financial statements

Our opinion

In our opinion, Jetset Group Holding (UK) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 30 September 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Report of the Directors and financial statements (the "Annual Report"), comprise:

- the balance sheet as at 30 September 2016;
- the statement of total comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (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.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Report of the Directors. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

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

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Report of the Directors; and take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the Directors

As explained more fully in the Statement of Directors' responsibilities set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

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

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

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

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

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

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

In addition, we read all the financial and non-financial information in the Annual Report 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. With respect to the Report of the Directors, we consider whether this report includes the disclosures required by applicable legal requirements.

Archie Wilson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge
19 May 2017

	Note	**Year ended 30 September 2016 £'000**	Year ended 30 September 2015 £'000
Amounts written off investments		-	(12,181)
Result/(loss) on ordinary activities before interest and taxation		-	(12,181)
Finance income	7	-	35
Result/(loss) on ordinary activities before taxation	8	-	(12,146)
Tax credit/(expense)	10	**7**	(7)
Profit/(loss) for the financial year attributable to owners of the parent		**7**	(12,153)
Total comprehensive income/(expense) for the year attributable to owners of the parent		**7**	(12,153)

Jetset Group Holding (UK) Limited
Balance sheet as at 30 September 2016

	Note	**30 September 2016 £'000**	30 September 2015 £'000
Non-current assets			
Investments in subsidiaries	11	-	8,545
		-	8,545
Total assets		-	8,545
Current liabilities			
Trade and other payables	12	-	(18,690)
Income tax – group relief payable		-	(7)
		-	(18,697)
Total liabilities		-	(18,697)
Net liabilities		-	(10,152)
Equity			
Called up share capital	13	**12,145**	2,000
Profit and loss account		**(12,145)**	(12,152)
Total equity attributable to owners of the parent		-	(10,152)

The notes on pages 7 to 13 form part of these financial statements.

The financial statements on pages 4 to 13 were approved and authorised for issue by the Board of Directors on 18 May 2017 and signed on its behalf by:

S J Brann
Director

	Note	Called up share capital £'000	Profit and loss account £'000	Total equity £'000
At 1 October 2014		2,000	1	2,001
Total comprehensive expense for the year		-	(12,153)	(12,153)
At 30 September 2015		2,000	(12,152)	(10,152)
Total comprehensive income for the year		-	7	7
Issue of share capital	13	10,145	-	10,145
At 30 September 2016		**12,145**	**(12,145)**	-

1. General information

The Company is a private limited company incorporated and domiciled in England. The address of its registered office is TUI Travel House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex, RH10 9QL. The Company's registered number is 5268423.

The Company is a subsidiary within the TUI AG group of companies (the "Group"). The Company no longer trades and is not expected to trade in the future.

2. Basis of preparation

The Company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

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

FRS 101

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

The Company has elected to adopt FRS 101 for the year ended 30 September 2016. In addition to adopting FRS 101, the Company has also elected to early adopt both the provisions of Statutory Instrument 2015 No.980 'The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015' ("SI 980") and FRS 101 (September 2015) which permit the use of the formats prescribed in International Accounting Standard 1 'Presentation of financial statements' ("IAS 1") for the primary statements, as opposed to using the formats prescribed by Companies Act 2006.

Further details of the impact of this transition as at 1 October 2014 and for the year ending 30 September 2015 can be found in Note 3.

Functional and presentational currency

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

3. Impact of transition on the financial statements

As stated in Note 2, these are the Company's first financial statements prepared in accordance with FRS 101 and SI 980.

The accounting policies set out in Note 4 have been applied in preparing the financial statements for the year ended 30 September 2016, the comparative financial information presented in these financial statements for the year ended 30 September 2015 and the opening FRS 101 balance sheet at 1 October 2014 (the Company's date of transition).

In preparing the opening FRS 101 balance sheet as at 1 October 2014, the comparative balance sheet as at 30 September 2015 and the statement of total comprehensive income for the year ended 30 September 2015, the Company has adjusted amounts previously reported in the Company's financial statements, which were prepared in accordance with the old basis of accounting under United Kingdom Generally Accepted Accounting Practice ("UK GAAP").

3. Impact of transition on the financial statements (continued)

An explanation of the impact of how the transition from UK GAAP to FRS 101 and adoption of IAS 1 formats have affected the Company's primary statements, financial position and financial performance is set out in the following tables and related notes:

There were no transition adjustments at 1 October 2014.

Reconciliation of equity as at 30 September 2015

	Note	UK GAAP 30 September 2015 as previously reported £'000	Effect of transition £'000	FRS 101 30 September 2015 £'000
Non-current assets				
Investments in subsidiaries		8,545	-	8,545
		8,545	-	8,545
Total assets		8,545	-	8,545
Current liabilities				
Trade and other payables	(A)	(18,697)	7	(18,690)
Income tax – group relief payable	(A)	-	(7)	(7)
		(18,697)	-	(18,697)
Total liabilities		(18,697)	-	(18,697)
Net liabilities	(B)	(10,152)	-	(10,152)
Equity				
Called up share capital		2,000	-	2,000
Profit and loss account		(12,152)	-	(12,152)
Total equity attributable to owners of the parent	(B)	(10,152)	-	(10,152)

Notes to the reconciliation of equity

(A) IAS 1 requires income tax recoverable and payable to be presented on the face of the balance sheet. Accordingly, at 30 September 2015, £7,000 of income tax payable has been reclassified from current trade and other payables to current income tax – group relief payable. There was no adjustment at 1 October 2014.

(B) There has been no adjustment to total equity at 1 October 2014 or at 30 September 2015 in line with the above adjustments.

There was no impact on the statement of total comprehensive income for the year end 30 September 2015.

4. Summary of significant accounting policies

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

New and amended standards adopted by the Company

The following narrow scope amendments to existing standards have been endorsed by the EU and are effective in the current year:

- Amendments to IAS 19 'Employee benefits' on defined benefit plans;
- Annual improvements project 2012, covering IFRS 2 'Share based payments', IFRS 3 'Business combinations', IFRS 8 'Operating segments', IFRS 13 'Fair value measurement', IAS 16 'Property, plant and equipment', IAS 24 'Related party disclosures' and IAS 38 'Intangible assets'; and
- Annual improvements project 2013, covering IFRS 1 'First-time adoption of International Financial Reporting Standards', IFRS 3 'Business combinations', IFRS 13 'Fair value measurement' and IAS 40 'Investment property'.

None of the amendments to each individual standard are considered material to the Company and hence there has been no impact on these financial statements as a result of adopting the amended standards.

Investments in subsidiaries

Investments are recognised at cost less accumulated impairment losses.

Impairment of financial assets

The Company's financial assets held at amortised cost are assessed at the end of each reporting period for impairment. Impairment losses are incurred only if there is objective evidence of the impairment as a result of one or more events after the initial recognition of the asset (a 'loss event') and that the loss event has an impact on the estimated future cash flows of the asset that can be reliably estimated.

Trade and other payables

Trade and other payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from third party suppliers or other Group companies. If payment is expected in one year or less they are classified as current liabilities, if not, they are presented as non-current liabilities. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost.

Finance income

Finance income recognised in the statement of total comprehensive income mainly comprises interest on financial instruments.

Current tax

The tax expense for the year comprises current tax and is recognised in the statement of total comprehensive income. Current tax is the expected tax payable (or recoverable) for the current financial year using the average tax rate for the year. To the extent available, the amount is first recovered from, or surrendered to, other Group companies as group relief.

Called up share capital

Ordinary shares are classified as equity.

5. Reduced disclosures permitted by FRS 101

The Company meets the definition of a qualifying entity of TUI AG, as defined by FRS 100, as the results of this Company are fully consolidated into the Group financial statements of TUI AG. Details for obtaining the Group financial statements of TUI AG can be found in Note 15. Where applicable and required by FRS 101, equivalent disclosures have been provided in the Group's consolidated financial statements in accordance with the Application Guidance to FRS 100. As such, the Company has taken advantage of the following disclosure exemptions as set out in paragraph 8 of FRS 101:

IFRS	Relevant paragraphs of IFRS	Disclosure exemptions taken
IFRS 7 'Financial instruments'	All paragraphs	All disclosure requirements.
IFRS 13 'Fair value measurement'	91 to 99	All disclosure requirements in respect of the valuation techniques and inputs used for the fair value measurement of assets and liabilities.
IAS 1 'Presentation of financial statements'	38	Paragraph 79(a)(iv) of IAS 1.
	38 A to D	Certain additional comparative information.
	10(d) and 111	A statement of cash flows and related information.
	10(f) and 40 A to D	A balance sheet as at the beginning of the preceding financial period when an entity applies an accounting policy retrospectively or when it reclassifies items in its financial statements.
	16	A statement of compliance with all IFRS.
	134 to 136	Information on the Company's objectives, policies and processes for managing capital.
IAS 7 'Statement of cash flows'	All paragraphs	IAS 7 disclosures in full.
IAS 8 'Accounting policies, changes in accounting estimates and errors'	30 and 31	New standards and interpretations that have been issued but which are not yet effective.
IAS 24 'Related party transactions'	17 and the requirements to disclose transactions between two group subsidiaries.	Detailed related party transaction information including key management compensation and transactions with other wholly-owned subsidiaries of the Group.

6. Critical accounting estimates and judgments

The preparation of financial statements in conformity with FRS 101 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis.

As the Company has had no investments in subsidiaries since 6 October 2015, and has not actively traded during the financial year, the Directors do not consider there to be any material estimates or judgements that could materially alter the Company's result for the forthcoming year.

7. Finance income

	Year ended 30 September 2016 £'000	Year ended 30 September 2015 £'000
Interest on financial instruments	-	35
Total finance income	-	35

8. Result/(loss) on ordinary activities before taxation

	Year ended 30 September 2016 £'000	Year ended 30 September 2015 £'000
Result/(loss) on ordinary activities before taxation is stated after charging:		
Amounts written off investments in subsidiary undertakings (Note 11)	-	12,181

Auditors' remuneration

The audit fee for 2016 was £6,180 (2015: £6,000). These fees have been borne by another Group company in both years and have not been recharged to the Company.

9. Employees' and Directors' remuneration

The Company had no employees and therefore incurred no related employee costs in the current or preceding financial year.

The Directors received no remuneration for their services as Directors of the Company (2015: £nil). The Company's Directors are directors of a number of fellow subsidiary companies and their remuneration was paid by another Group company, which makes no recharge to the Company (2015: £nil). It is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries.

10. Tax (credit)/expense

The tax (credit)/expense can be summarised as follows:

(i) Analysis of tax (credit)/expense in the year

	Year ended 30 September 2016 £'000	Year ended 30 September 2015 £'000
Current tax:		
- Amounts receivable from fellow subsidiaries for group relief	-	7
- Adjustment in respect of prior years	**(7)**	-
Total current tax	**(7)**	7
Total tax (credit)/expense in the statement of total comprehensive income	**(7)**	7

10. Tax (credit)/expense (continued)

(ii) Factors affecting the tax (credit)/expense in the year
The tax credit (2015: expense) for the year ended 30 September 2016 is different to (2015: different to) the standard rate of corporation tax in the UK of 20.0% (2015: 20.5%). The differences are shown in the table below:

	Year ended 30 September 2016 £'000	Year ended 30 September 2015 £'000
Result/(loss) on ordinary activities before taxation	-	(12,146)
Result/(loss) on ordinary activities multiplied by the effective standard rate of UK corporation tax of 20.0% (2015: 20.5%)	-	(2,490)
Effects of:		
- Expenses not deductible	-	2,497
- Adjustments in respect of prior years	(7)	-
Total tax (credit)/expense in the statement of total comprehensive income	(7)	7

(iii) Factors affecting the future tax charge
The rate of taxation is expected to follow the standard rate of UK corporate tax in future periods.

At the balance sheet date, the Finance Act 2016 had been substantively enacted confirming that the main UK corporation tax rate will reduce to 19% with effect from 1 April 2017 and 17% from 1 April 2020. These reductions may reduce the Company's future current tax expenses accordingly.

There are no unrecognised deferred tax assets nor unprovided deferred tax liabilities at either 30 September 2016 or 30 September 2015.

11. Investments in subsidiaries

	Investments in subsidiary undertakings £'000
Cost:	
At 1 October 2015	20,726
Disposals	(20,726)
At 30 September 2016	-
Impairment:	
At 1 October 2015	12,181
Disposals	(12,181)
At 30 September 2016	-
Net book value:	
At 30 September 2016	-
At 30 September 2015	8,545

11. Investments in subsidiaries (continued)

Disposals:

Disposals in investments comprise the following transactions which occurred during the year ended 30 September 2016:

Subsidiary	Date of disposal	Shares disposed (number)	Total consideration £'000	Carrying value of investment disposed £'000	Profit/(loss) on disposal £'000
Late Rooms Limited	6 October 2015	14,287	8,545	8,545	-

The Company had no subsidiary undertakings as at the year ended 30 September 2016.

12. Trade and other payables

	30 September 2016 £'000	30 September 2015 £'000
Amounts due to Group undertakings	-	18,690
	-	18,690

Amounts due to Group undertakings were unsecured, bore no interest and were repayable on demand.

13. Called up share capital

	30 September 2016 £'000	30 September 2015 £'000
Issued and fully paid		
12,144,578 (2015: 2,000,001) ordinary share of £1.00 each	**12,145**	2,000

On 23 March 2016 the Company issued 10,144,577 £1.00 ordinary shares to its sole shareholder Jetset Group Holding Limited for total consideration of £10,145,000.

14. Post balance sheet events

There were no material events arising after the balance sheet date.

15. Ultimate parent company and controlling party

The Company is controlled by TUI AG – a company registered in Berlin and Hanover (Federal Republic of Germany) which is the ultimate parent company and controlling party. The immediate parent company is Jetset Group Holding Limited.

The smallest and largest group in which the results of the Company are consolidated is that headed by TUI AG. 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.tuigroup.com/en-en. No other financial statements include the results of the Company.