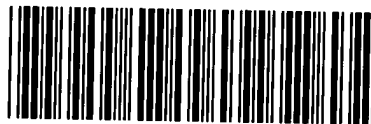


Company Registration No. 05621316 (England and Wales)

STELOW LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 OCTOBER 2019

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STELOW LIMITED

COMPANY INFORMATION

Directors	D Gunz
Company number	05621316
Registered office	4th Floor 51 - 55 Strand London WC2R 0LQ
Auditor	RSM UK Audit LLP Chartered Accountants Third Floor One London Square Cross Lanes Guildford GU1 1UN

STELOW LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 OCTOBER 2019

The directors present their annual report and financial statements for the year ended 31 October 2019.

Principal activities

The principal activity of the company continued to be that of an intermediate holding company.

Directors

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

A Gunz	(resigned 30 April 2020)
S H F M J Sharaf	(resigned 30 April 2020)
D Gunz	(appointed 30 April 2020)

Results and dividends

The results for the year are set out on page 5.

No ordinary dividends were paid (2018: £nil). The directors do not recommend payment of a final dividend (2018: £nil).

Events after the reporting date

The World Health Organisation declared COVID-19 to be a pandemic on 11 March 2020, subsequent to the company's year end. The impact of this is regarded as a non-adjusting event and the financial statements do not include any adjustments in respect of this. Given the company is a holding company, the directors consider the impact to be limited. The directors are monitoring the uncertain outlook such that they can implement relevant measures to minimise the negative effects, but the extent to which the coronavirus impacts business results will depend on future developments, which are highly uncertain and cannot be predicted. However, as detailed in note 1, the directors have considered the current position and outlook of the company and concluded that it is appropriate for the financial statements to be prepared on a going concern basis.

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year.

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.

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 he ought to have taken as directors in order to make himself aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

On behalf of the board

D Gunz

Director

Date: 28.10.20

STELOW LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 OCTOBER 2019

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

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STELOW LIMITED

Opinion

We have audited the financial statements of Stelow Limited (the 'company') for the year ended 31 October 2019 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity 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 company's affairs as at 31 October 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 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.

Emphasis of Matter- investments in subsidiary undertakings

We draw attention to notes 2 and 4 of the financial statements concerning the recoverability of investments in subsidiary undertakings. As set out in notes 2 and 4, the company holds a significant investment of £19,000,000 (2018: £19,000,000) in its subsidiary YouTravel.com Limited following a restructuring exercise that took place in prior years. The director considers such balances to be recoverable through ongoing trade or through the group treasury function. Management acknowledge that the subsidiary has made a loss in the year due to foreign exchange, and although the subsidiary is expected to be profitable for the foreseeable future, the director accepts that recovery may take many years. The ultimate outcome of this matter cannot presently be determined by the director and, whilst the investment will be kept under review for impairment, no impairment charge has been made in these financial statements. Our opinion is not modified in respect of this matter.

Material uncertainty related to going concern

We draw attention to note 1 in the financial statements, which indicates that the group may be adversely affected by the impact of the COVID-19 (Coronavirus) outbreak. Whilst the director expects the impact on the company to be limited, due to it being a holding company, he is monitoring the future outlook so as to mitigate the impact, and has obtained a letter of support from FTI Touristik GmbH, a group company, confirming their intent to continue the operations of the company and to provide financial support as required, for no less than 12 months from the date of approval of these financial statements, given the unpredictable nature and impact of the outbreak, and how rapidly the responses to the outbreak are changing, the director is unable to predict the full extent of the impact with regards to the ability of the group to provide the pledged support. Furthermore, the auditors of FTI Touristik GmbH have included in their auditor's report on the financial statements for the year ended 31 October 2019 a material uncertainty paragraph related to going concern. As stated in note 1, these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the 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 director is 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 the audit:

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STELOW LIMITED (CONTINUED)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, the director is 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 director determines 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 director is responsible for assessing the 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 director either intends to liquidate the 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.

RSM UK Audit LLP

Caroline Watson ACA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
One London Square
Cross Lanes
Guildford
Surrey, GU1 1UN

29 October 2020

STELOW LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 OCTOBER 2019

	2019 £	2018 £
Administrative expenses	(10,496)	(16,213)
Other operating income	9,043	-
Operating loss	(1,453)	(16,213)
Interest receivable and similar income	22,612	22,612
Profit before taxation	21,159	6,399
Tax on profit	-	-
Profit for the financial year	21,159	6,399

STELow LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 OCTOBER 2019**

	Notes	2019		2018	
		£	£	£	£
Fixed assets					
Investments	4	19,000,000		19,000,000	
		<u>19,000,000</u>		<u>19,000,000</u>	
		19,000,000		19,000,000	
Current assets					
Debtors	6	2,145,643		2,127,397	
Cash at bank and in hand		8,655		8,475	
		<u>2,154,298</u>		<u>2,135,872</u>	
Creditors: amounts falling due within one year	7	(44,119)		(46,852)	
		<u></u>		<u></u>	
Net current assets			2,110,179		2,089,020
			<u>2,110,179</u>		<u>2,089,020</u>
Total assets less current liabilities					
Capital and Reserves					
Called up share capital	8	4,786,108		4,786,108	
Profit and loss reserves	9	(2,675,929)		(2,697,088)	
Capital contribution reserve		19,000,000		19,000,000	
		<u>21,110,179</u>		<u>21,089,020</u>	
Total equity			21,110,179		21,089,020

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the director and authorised for issue on 28.10.20 and are signed on its behalf by:


D Gunz
Director

STELOW LIMITED**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 OCTOBER 2019**

	Share capital £	Profit and loss reserves £	Capital contribution reserves £	Total £
Balance at 1 November 2017	4,786,108	(2,703,486)	19,000,000	21,082,622
Year ended 31 October 2018:				
Profit and total comprehensive income for the year	-	6,398	-	6,398
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 October 2018	4,786,108	(2,697,088)	19,000,000	21,089,020
Year ended 31 October 2019:				
Profit and total comprehensive income for the year	-	21,159	-	21,159
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 October 2019	<u>4,786,108</u>	<u>(2,675,929)</u>	<u>19,000,000</u>	<u>21,110,179</u>

STELOW LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2019

1. Accounting policies

Company information

Stelow Limited is a company limited by shares incorporated in England and Wales. The registered office is 4th Floor, 55 Strand, London WC2R 0LQ.

The company'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 Section 1A of 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 £.

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

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Going concern

The company made a profit of £21,159 (2018: £6,399) from continuing operations during the year ended 31 October 2019 and, at that date, had net current assets of £2,110,179 (2018: £2,089,020). The company no longer generates revenue and therefore is reliant on the wider FTI Touristik GmbH group for its working capital. The director expects the working capital requirement to be minimal going forwards.

The financial statements have been prepared on a going concern basis which assumes that the company will be able to continue in operational existence for the foreseeable future. The validity of this assumption depends on the company continuing to meet its day to day working capital requirements.

In light of the COVID-19 outbreak, the director and senior management team are taking appropriate measures to respond to the uncertain outlook and ensure that the company remains a going concern over the next 12 months.

The parent company, FTI Touristik GmbH, has accessed further funding through a combination of shareholder funds and government backed loans and has provided a letter of support to the company confirming their intent to continue the operations of the company, and to provide financial support, for no less than 12 months from the date of approval of these financial statements.

Whilst the director is confident that these actions will enable their forecasts to be achieved, there can be no certainty, because of the trading conditions across the world at present and the impact of COVID-19 restrictions on the travel and tourism industry.

The auditors of FTI Touristik GmbH have included in their auditor's report on the financial statements for the year ended 31 October 2019 a material uncertainty paragraph relating to going concern.

Based on their forecasts and the letter of intent from the FTI Touristik GmbH, the director considers it is appropriate for the financial statements to be prepared on the going concern basis. The financial statements do not include any adjustments that would result should the going concern basis of preparation not be appropriate. In the event that this basis is not appropriate, provisions may be required and assets may need to be written down to their recoverable amount.

STELOW LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2019

1 Accounting policies (Continued)

Fixed asset investments

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 company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Financial instruments

The company 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 company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with 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.

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 company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors and loans from fellow group companies, 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.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Equity instruments

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

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.

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 period.

STELOW LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2018

1 Accounting policies (Continued)

Taxation (Continued)

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.

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. All translation differences are taken to profit or loss.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the director is 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.

The director does not consider there to be any judgements nor key sources of estimation uncertainty that have a material impact on the financial statements.

Investments in subsidiary undertakings

Whilst no formal guarantees have been provided in respect of investments of £19,000,000 in fellow FTI Touristik GmbH subsidiaries the director considers such balances to be recoverable through ongoing trade or through the group treasury function.

Consequently, where investments have been made, no provision for impairment has been made against the carrying value as in the director's view recovery will be made from future profits earned over time by the subsidiary undertaking or through the group treasury function. The director acknowledges that the subsidiary has made a loss in the current year due to foreign exchange and accept that recovery may take many years and will keep the investment under review for impairment. No impairment charge has been made in the current year.

3 Employees and directors' remuneration

There were no employees during the year (2018: nil) apart from the directors, who received no remuneration.

STELOW LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2019

4 Fixed asset investments

	2019 £	2018 £
Investments in subsidiaries	<u>19,000,000</u>	<u>19,000,000</u>
Movements in fixed asset investments		
		Investments in subsidiaries £
Cost or valuation		
At 1 November 2018 and 31 October 2019		<u>20,720,772</u>
Impairment		
At 1 November 2018 and 31 October 2019		<u>1,720,772</u>
Carrying amount		
At 31 October 2019		<u>19,000,000</u>
At 31 October 2018		<u>19,000,000</u>

5 Subsidiaries

These financial statements are separate company financial statements for Stelow Limited.

Details of the company's subsidiaries at 31 October 2019 are as follows:

Name of undertaking and country of incorporation or residency	Nature of business	Class of shareholding	% Held	
			Direct	Indirect
Youtravel.com SA	Greece	Accommodation provider	Ordinary	100.00
Youtravel.com Limited	UK	Back-office Function	Ordinary	100.00

6 Debtors

	2019 £	2018 £
Amounts falling due within one year:		
Amounts due from fellow group undertakings	2,144,364	2,127,345
Other debtors	<u>1,279</u>	<u>52</u>
	<u>2,145,643</u>	<u>2,127,397</u>

STELOW LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2019

7 Creditors: amounts falling due within one year

	2019	2018
	£	£
Trade creditors	-	353
Amounts due to group undertakings	39,796	37,974
Other creditors	1,323	-
Accruals and deferred income	3,000	6,525
	<u>44,119</u>	<u>46,852</u>

8 Called up share capital

	2019	2018
	£	£
Issued and fully paid		
4,572,863 A Ordinary shares of £1 each	4,572,863	4,572,863
212,853 B Ordinary shares of £1 each	212,853	212,853
392 C Ordinary shares of £1 each	392	392
	<u>4,786,108</u>	<u>4,786,108</u>

Each class of ordinary share ranks pari passu in all respects except for the following cases: a) realisation of proceeds in case of sales of shares; b) differentiation in the price of C shares in cases of compulsory transfers; and c) certain cases for which the consent of the A shareholders is required.

9 Reserves

Profit and loss reserves

Cumulative profit and loss net of distributions to owners

Other reserves

Stelow Limited received a capital contribution of £19,000,000 from its parent FTI Touristik GmbH as a result of a restructuring exercise.

10 Related Party Transactions

The company has taken advantage of the exemptions provided by Section 33 under FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaken which is party to the transaction is wholly owned by a member of that group.

At the year end, there was a balance due from companies under common control of £524,446 (2018: £524,446). This balance is interest free and due for repayment on demand.

11 Controlling party

The immediate parent company is FTI Touristik GmbH, a company incorporated in Germany. The ultimate parent company is FTI Finanzholding GmbH, a company incorporated in Germany.

The director does not consider there to be an ultimate controlling party.

STELOW LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2019

12 Events after the reporting date

The wider group that Stelow Limited is part of, being FTI Touristik GmbH, has been impacted by COVID-19, due to the travel restrictions imposed across the globe.

The spread of COVID-19, a novel strain of coronavirus, is altering the behaviour of businesses and people throughout the globe. The continued spread of COVID-19 may adversely impact local, regional, and national economies. The full extent to which the pandemic impacts the wider group, on which Stelow Limited is reliant on for support, will depend on future developments, which are highly uncertain and cannot be predicted. The impact is highly dependent on the breadth and duration of the outbreak and could be affected by other factors that cannot currently be predicted. Accordingly, management cannot presently estimate the overall operational and financial impact to the group, but such an impact may have a material effect on the financial condition of Stelow Limited.