

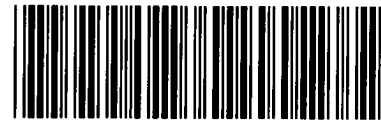
# **Eden Bidco Limited**

**Annual report and financial statements**

**Registered number 10489703**

**For the year ended 31 December 2018**

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## **Directors' report**

The directors present their annual report and the audited financial statements for the year ended 31 December 2018.

### **Principal activities**

The principal activity of the Company is to act as an intermediate holding company.

### **Directors and directors' interests**

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

T E Easingwood  
J R SJ Lenane  
N F Doe  
E K Stimpson  
J W Owen  
I Wheeler (appointed 23 January 2019)

The shareholdings of the directors of Eden Bidco Limited in the Company's ultimate holding company, The Leisure Pass Group Holdings Limited, are disclosed in the financial statements of that company. None of the directors who held office at the end of the period had any disclosable interest in the shares or debentures of the Company.

### **Dividends**

No dividends were paid or declared during the year ended 31 December 2018 (2017: nil).

### **Political contributions**

The Company made no political contributions or incurred any political expenditure during the year (2017: nil)

### **Qualifying third party indemnity provisions**

The Company has indemnified the directors of the Company against liability in respect of proceedings brought by third parties, subject to conditions set out in Companies Act 2006. Such qualifying third party indemnity provision was in force throughout the period and at the date of approving the directors' report.

### **Financial risk management**

The Company is exposed to a variety of financial risks that include interest rate risk and foreign currency risk.

#### **Interest rate risk**

The Company has bank borrowings which comprise term facilities and a revolving credit facility, together with loan receivable instruments due from other group companies. Interest is charged on these facilities at a floating rate of interest. The Company has reduced its exposure to movements in interest rates by purchasing interest rate hedges which cap the interest rate on a certain level of borrowings.

#### **Foreign currency risk**

The Company has term facilities denominated in both sterling and euros and therefore is exposed to movements in these currencies. The Company has not entered into hedging contracts during the period due to the long term nature of these loans.

## Directors' report (continued)

### Going concern

The Company holds intercompany receivables balances and had net current assets of \$12,892k (2017: \$20,245k). It has bank borrowings of \$177,262k (2017: \$181,075k) which are repayable in June or December 2022. As the Company has net liabilities, the Company has obtained confirmation from its ultimate parent company, The Leisure Pass Group Holdings Limited, that it will continue to provide financial support, as required, to enable the Company to meet its obligations as they fall due for at least one year after these financial statements are signed.

### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report 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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### Independent auditors

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

On behalf of the board



**N F Doe**  
Director

29 March 2019

25 Soho Square  
London  
W1D 3QR

## Strategic report

### Business review

The results for the year ended 31 December 2018 are set out on page 7.

The Company holds all the external bank debt within The Leisure Pass Group Holdings group.

During the year the Company repaid its revolving credit facility and continued to hold the group's term debt which is due for repayment in 2022.

The Company has continued to remunerate the directors of the group during the year and recharge for their services to its subsidiary companies.

The Company will continue to remunerate the directors and hold the group's external debt for the foreseeable future.

### Principal risks and uncertainties

The principal risks and uncertainties of the Company are the financial risks of the Company as disclosed in the directors' report.

### Key Performance Indicators

The Company is an intermediate holding company within the Leisure Pass Group Holdings group and as such has no significant activity in its own right. Furthermore The Leisure Pass Group Holdings group Strategic Report contains details of the group's activities.

On behalf of the board



**N F Doe**

*Director*

29 March 2019

25 Soho Square

London

W1D 3QR

## ***Statement of directors' responsibilities in respect of the financial statements***

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The 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.

# ***Independent auditors' report to the members of Eden Bidco Limited***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, Eden Bidco Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Statement of financial position as at 31 December 2018; the Statement of comprehensive income, the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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### **Conclusions relating to going concern**

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

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### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

### ***Strategic Report and Directors' Report***

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

### **Responsibilities for the financial statements and the audit**

#### ***Responsibilities of the directors for the financial statements***

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 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 company or to cease operations, or have no realistic alternative but to do so.

#### ***Auditors' 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 auditors' 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### ***Use of this report***

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

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## **Other required reporting**

### **Companies Act 2006 exception reporting**

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

  
Christopher Maw (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Uxbridge  
29 March 2019



**Statement of comprehensive income**  
*for the year ended 31 December 2018*

	Notes	Year ended 31 December 2018 \$'000	13 month period ended 31 December 2017 \$'000
Other income		1,167	723
Administrative expenses		(2,243)	(801)
Exceptional items	5	(623)	(2,176)
<b>Total Administrative expenses</b>		<b>(2,866)</b>	<b>(2,977)</b>
<b>Operating loss before exceptional items</b>	2	<b>(1,076)</b>	<b>(78)</b>
<b>Operating loss after exceptional items</b>		<b>(1,699)</b>	<b>(2,254)</b>
Interest receivable and similar income	6	10,002	7,523
Interest payable and similar expenses	6	(10,827)	(23,266)
<b>Net finance cost</b>		<b>(825)</b>	<b>(15,743)</b>
<b>Loss before taxation</b>		<b>(2,524)</b>	<b>(17,997)</b>
Tax on loss	7	-	-
<b>Loss for the financial year/period</b>		<b>(2,524)</b>	<b>(17,997)</b>
Other comprehensive income		-	-
<b>Total comprehensive expense for the year/period</b>		<b>(2,524)</b>	<b>(17,997)</b>

All results arose from continuing operations.

The Company had no items of other comprehensive income in the current year (2017:nil).

The notes on pages 10 to 17 form part of these financial statements.

**Statement of financial position**  
**at 31 December 2018**

	Note	2018 \$'000	2017 \$'000
<b>Fixed assets</b>			
Investments	8	159,465	159,465
Derivative financial instruments	9	1,466	450
		<b>160,931</b>	<b>159,915</b>
<b>Current assets</b>			
<b>Debtors: amounts falling due within one year</b>	10	<b>151,956</b>	<b>155,986</b>
Cash		1	33
		<b>151,957</b>	<b>156,019</b>
<b>Creditors: amounts falling due within one year</b>	11	<b>(139,065)</b>	<b>(135,774)</b>
<b>Net current assets</b>		<b>12,892</b>	<b>20,245</b>
<b>Total assets less current liabilities</b>		<b>173,823</b>	<b>180,160</b>
<b>Creditors: amounts falling due after more than one year</b>	12	<b>(177,262)</b>	<b>(181,075)</b>
<b>Net liabilities</b>		<b>(3,439)</b>	<b>(915)</b>
<b>Capital and reserves</b>			
Called up share capital	14	-	-
Share Premium account		17,082	17,082
Accumulated losses		(20,521)	(17,997)
<b>Equity shareholders' deficit</b>		<b>(3,439)</b>	<b>(915)</b>

The notes on pages 10 to 17 form part of these financial statements.

These financial statements on pages 10 to 17 were approved by the board of directors on 29 March 2019 and were signed on its behalf by:



**N F Doe**  
Director

Company registered number: 10489703

**Statement of changes in equity**  
*for the year ended 31 December 2018*

	Called up share capital \$'000	Share Premium \$'000	Accumulated Losses \$'000	Total Equity \$'000
<b>Balance at 21 November 2016</b>	-	-	-	-
Loss for the financial period	-	-	(17,997)	(17,997)
<b>Total comprehensive expense for the period</b>	-	-	(17,997)	(17,997)
Issue of shares	-	17,082	-	17,082
<b>Total transactions with owners, recognised directly in equity</b>	-	17,082	-	17,082
<b>Balance as at 31 December 2017</b>	-	<b>17,082</b>	<b>(17,997)</b>	<b>(915)</b>
Loss for the financial year	-	-	(2,524)	(2,524)
<b>Total comprehensive expense for the period</b>	-	-	<b>(2,524)</b>	<b>(2,524)</b>
<b>Balance as at 31 December 2018</b>	-	<b>17,082</b>	<b>(20,521)</b>	<b>(3,439)</b>

The notes on pages 10 to 17 form part of these financial statements.

## Notes to the financial statements (forming part of the financial statements)

### 1 Accounting policies

Eden Bidco Limited (the "Company") is a private limited company incorporated and domiciled in the UK.

#### Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below:

#### Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"), under the historical cost convention and in accordance with the Companies Act 2006, as applicable to companies using FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

#### Summary of disclosure exemptions:

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The following paragraphs of IAS1 Presentation of financial statements
  - 10(d) – statement of cash flows
  - 16 – Statement of compliance with all IFRS
  - 134-136 – capital management disclosures
- IAS 7 Statement of cash flows
- IAS 8 Accounting policies, changes in estimates and errors, paragraphs 30 and 31 – New standards issued but not yet effective
- IAS 24 Related party disclosures – related party disclosures with transactions entered into between wholly owned group companies and paragraph 17, key management compensation
- IAS36 Impairment of assets, paragraphs 134(d) to 134(f) and 135(c) to 135(e) – Key assumptions and estimates used to measure value in use of cash generating units
- IFRS7 Financial Instrument: Disclosures
- IFRS13 Fair value measurement, paragraphs 91-99 – Valuation techniques used for fair value measurement of assets and liabilities

#### New standards, interpretations and amendments

No new accounting standards, or amendments to accounting standards, or IFRS IC interpretations that are effective for the year ended 31 December 2018 have had a material effect on the financial statements.

#### Exemption from preparing group financial statements

These financial statements contain information about Eden Bidco Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The Company is exempt, under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent company, The Leisure Pass Group Holdings Limited, a company incorporated in United Kingdom.

#### Going concern

The Company holds intercompany receivables balances and had net current assets of \$12,892k (2017: \$20,245k). It has bank borrowings of \$177,262k (2017: \$181,075k) which are repayable in June or December 2022. As the Company has net liabilities, the Company has obtained confirmation from its ultimate parent company, The Leisure Pass Group Holdings Limited, that it will continue to provide financial support, as required, to enable the Company to meet its obligations as they fall due for at least one year after these financial statements are signed.

## Notes (continued)

### 1 Accounting policies (continued)

#### Exceptional items

Exceptional items are items which due to their size, incidence and non-recurring nature have been classified separately in order to draw them to the attention of the reader of the financial statements and in management's judgement, to show more accurately the underlying profits of the Company. Such items are shown separately within the statement of comprehensive income and are disclosed in the notes to the financial statements.

#### Foreign currency translation

##### a) Functional and presentation 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 "US Dollars" (\$) which is also the Company's functional currency.

##### b) Transactions and balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the statement of comprehensive income within finance income and expense.

#### Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

#### Investments in subsidiary undertakings

Investments in subsidiaries are carried at cost less impairment.

#### Derivative financial instruments

Derivative financial instruments are recognised at fair value. The gain or loss, on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged. The fair value of interest rate swaps is the estimated amount that the Group would receive or pay to terminate the instruments at the statement of financial position date, taking into account current interest rates and the creditworthiness of the swap counterparties.

The full value of a hedging derivative is classified as a non-current asset or liability when the maturity of the hedged item is more than 12 months and a current asset and liability when the remaining maturity of the hedged item is less than 12 months.

#### Non-derivative financial instruments

Non-derivative financial instruments comprise investments in trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

#### *Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

#### *Borrowings*

Bank borrowings are recognised at fair value, net of transaction costs incurred. Fees paid on the establishment of the loan, which was used to facilitate the acquisition, have been capitalised within the investment and are amortised over the five year term to which the facility relates to. Interest on the borrowing facility has been recognised under finance expense in the Statement of Comprehensive Income.

#### *Dividend distribution*

Dividends are recognised as a liability and deducted from equity when approved by the BOD of the Company. Dividends for the period that are approved after the reporting date are dealt with as an event after the reporting date.

#### *Dividend income*

Dividend income is recognised when the shareholders' right to receive the payment is established.

#### *Significant judgements and estimates*

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

The critical estimate and assumptions applied in the preparation of the financial statements include the impairment of investments. Where there are indicators for impairment, the Company performs an impairment test. Recoverable amounts for cash-generating units are based on the higher of value in use and fair values less costs of disposal. Value in use is calculated from cash flow projections for generally five years using data from the Company's latest internal forecasts. When applicable these calculations require the use of estimates.

#### *Judgements applied*

Exceptional items are recognised to the extent that they meet the definition outlined in the accounting policy above. This requires a certain amount of judgement to be applied by management. Exceptional items include costs in relation to costs incurred in respect of acquisitions.

### 2 Operating loss

The audit fee of \$4,000 (2017: \$3,500) is borne by another Group company.

## Notes (continued)

### 3 Employees

The monthly average number of persons employed by the Company (including directors) during the period, analysed by category, was as follows:

	Year ended 31 December 2018 No.	13 month period ended 31 December 2017 No.
Administration	6	3

The aggregate payroll costs of these persons were as follows:

	Year ended 31 December 2018 \$'000	13 month period ended 31 December 2017 \$'000
Wages and salaries	1,875	675
Social security costs	164	52
Other pension costs	8	-
	<b>2,047</b>	<b>727</b>

### 4 Directors' remuneration

The aggregate payroll costs of the Directors of the Company were as follows:

	Year ended 31 December 2018 \$'000	13 month period ended 31 December 2017 \$'000
Salaries and other short term benefits	1,694	371
Defined contribution pension scheme contributions	7	-
	<b>1,701</b>	<b>371</b>

The aggregate emoluments of the highest paid director were \$699,000 (2017: \$93,000). Retirement benefits are accruing to one director (2017:nil) under money purchase schemes.

### 5 Exceptional items

Exceptional items of \$623,000 mainly relate to the costs incurred in a strategic review of the Group. In the 13 month period ended 31 December 2017 exceptional costs of \$2,176,000 were incurred in respect of the acquisition of Newincco 1155 Limited (formerly The Leisure Pass Group Holding Limited) and Leisure Pass North America Inc.

### 6 Net finance cost

	Year ended 31 December 2018 \$'000	13 month period ended 31 December 2017 \$'000
Interest expense:		
- On bank loans and overdrafts	15,287	13,795
Amortisation of finance issue costs	699	726
Other finance costs	155	177
Fair value (gain)/loss on interest rate caps	(886)	143
(Gain)/loss on foreign exchange	(4,428)	8,425
<b>Finance costs</b>	<b>10,827</b>	<b>23,266</b>
Finance income		
On group loans	(10,002)	(7,523)
<b>Net finance costs</b>	<b>825</b>	<b>15,743</b>

## Notes (continued)

### 7 Tax on loss

#### a) Tax charge for the year

	Year ended 31 December 2018 \$'000	13 month period ended 31 December 2017 \$'000
UK corporation tax		
Current tax for the period	-	-
Deferred tax		
Origination / reversal of timing differences	-	-
Tax charge for the period	-	-

#### b) Factors affecting the tax charge for the current period

The total tax charge for the year is not equal (2017: not equal) to the standard rate of corporation tax in the UK of 19% (2017: 19.25%). The differences are explained below:

	Year ended 31 December 2018 \$'000	13 month period ended 31 December 2017 \$'000
Loss before taxation	(2,524)	(17,997)
Tax @ 19% (2017: 19.25%)	(480)	(3,464)
(Income)/expenses not deductible for tax purposes	(168)	419
Interest restriction not carried forward	748	451
Losses utilised not previously recognised	(309)	-
Group relief surrendered	209	2,594
Tax charge for the year	-	-

A further reduction to the UK corporation tax rate to 17% (effective from 1 April 2020) was substantively enacted on 15 September 2016. This will reduce the Company's future current tax charge accordingly.

### 8 Investments

	Shares in Group undertakings \$'000
Cost and net book value at 1 January 2018 and 31 December 2018	159,465

The Company's principal subsidiary undertakings at the year end are as follows:

Subsidiary undertakings	Registered Office	Principal activity	Direct/ Indirect	Class and percentage of shares held
Newincco 1155 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Direct	Ordinary 100%
Newincco 1154 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Newincco 1153 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Newincco 1128 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
The Leisure Pass Group Limited	25 Soho Square, London, W1D 3QR, UK	Travel and tourism	Indirect	Ordinary 100%
The Leisure Pass Ireland Limited	Arthur Cox Building, Earlsfort Terrace, Dublin 2, Republic of Ireland	Travel and tourism	Indirect	Ordinary 100%
The Leisure Pass Group (Asia) Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Leisure Pass Group North America Inc.	711 Atlantic Avenue, 4th Floor, Boston, MA 02111, US	Holding company	Indirect	Ordinary 100%
Leisure Pass North America LLC	711 Atlantic Avenue, 4th Floor, Boston, MA 02111, US	Travel and tourism	Indirect	Ordinary 100%
Leisure Pass Group Inc (formerly Smart Destinations Inc)	711 Atlantic Avenue, 4th Floor, Boston, MA 02111, US	Travel and tourism	Indirect	Ordinary 100%
Smart Destinations Canada Inc	100 King Street W, Suite 6600, 1 FirstDormant Canadian Place, Toronto, Ontario M5X 1B8, Canada		Indirect	Ordinary 100%



## Notes (continued)

### 9 Derivative financial instruments

	2018	2017
Fair value through profit and loss	\$'000	\$'000
Interest rate hedges	1,466	450

During the year the Company acquired further interest hedges at a cost of \$130,000.

The impact of these hedges on the Company's financial position and results for the year is an increase in the fair value of the hedge of \$886,000 which has been credited to the statement of comprehensive income.

### 10 Debtors

	2018	2017
	\$'000	\$'000
Amounts falling due within one year		
Prepayments	20	27
Amounts owed by group undertakings	151,936	155,959
	151,956	155,986

Amounts owed by group undertakings of \$28,750,000 are unsecured, bear interest at 3.75% above LIBOR and are repayable on 14 June 2022.

Amounts owed by group undertakings of \$63,755,000 are unsecured, bear interest at 7.75% above LIBOR and are repayable on 14 December 2022.

Amounts owed by group undertakings of \$16,841,000 are unsecured, bear interest at 9.5% above LIBOR and are repayable on 14 December 2022.

All other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

The Directors consider that the carrying amounts of other receivables are equal or approximate to their fair value.

### 11 Creditors: amounts falling due within one year

	2018	2017
	\$'000	\$'000
Bank loans and overdrafts	-	4,523
Amounts due to group undertakings	138,477	131,057
Accruals	588	194
	139,065	135,774

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

## Notes (continued)

### 12 Creditors: amounts falling due after more than one year

	2018 \$'000	2017 \$'000
Amounts falling due between one and five years		
Bank loans	177,262	181,075

### 13 Loans and other borrowings

	2018 \$'000	2017 \$'000
Bank loans	180,030	189,065
Less finance issue costs	(4,193)	(4,193)
Amortisation of finance issue costs	1,425	726
	177,262	185,598

On 14 December 2016, the Company entered into a credit agreement for £65m of which £26m was redenominated into Euros in February 2017 to hedge against the European operations within the LPG business. On 2 March 2017, this facility agreement was amended and restated and an additional two tranches of debt were added to the agreement of \$29m and \$66m. At 31 December 2018 the following facilities were outstanding:

Facility	Amount Outstanding 2018 \$'000	Amount outstanding 2017 \$'000	Currency	Nominal interest rate in the period	Maturity date
Tranche A	28,750	28,750	US Dollars	3.5% above LIBOR	14 June 2022
Tranche B1A (£39m)	49,690	52,708	GBP sterling	7.5% above LIBOR	14 December 2022
Tranche B1B (€30.8m)	35,440	36,934	Euros	7.5% above EURIBOR	14 December 2022
Tranche B2	66,150	66,150	US Dollars	7.5% above LIBOR	14 December 2022
	180,030	184,542			

The Company also has a revolving credit facility of £5,000,000 of which \$nil was utilised at 31 December 2018 (2017: \$4,523,000 was utilised and repaid in April 2018). Interest is charged at 3.25% above LIBOR on this facility. This facility expires on 14 June 2022.

The Company also has an accordion facility of up to \$10,000,000 which can be used to fund certain activities. This facility was not utilised during the period to 31 December 2017.

The initial issue costs of bank borrowings of \$4,193,000 are being amortised over the period from the drawdown of the loan to the maturity date. During the period ended 31 December 2018, issue costs of \$699,000 (2017: \$726,000) were amortised.

The Company, along with other companies in The Leisure Pass Group Holdings group, has provided security over its assets in relation to the facilities above.

## Notes (continued)

### 14 Called up share capital

	2018 \$'000	2017 \$'000
<b>Allotted and fully paid</b>		
Equity:		
17,207,668 (2017: 17,207,668) ordinary shares of \$0.00001 each	-	-

### 15 Related parties

Group receivables and payables are as follows:

	Receivables outstanding 2018 \$'000	Payables outstanding 2018 \$'000	Loans Payable 2018 \$'000	Receivables outstanding 2017 \$'000	Payables outstanding 2017 \$'000	Loans Payable 2017 \$'000
Entities with control	-	(87,359)	(30,740)	-	(87,359)	(30,740)
Subsidiaries	151,936	(20,378)	-	155,959	(12,958)	-
	151,936	(107,737)	(30,740)	155,959	(100,317)	(30,740)

During the period, the Group was charged \$nil (2017: \$235,000) by Exponent Private Equity III, LP, a shareholder of the Company's ultimate parent company, The Leisure Pass Group Holdings Limited, for advisory fees and expenses. At 31 December 2018 no amounts (2017: nil) were owed to Exponent Private Equity III, LP.

### 16 Ultimate parent company and controlling party

Eden Bidco Limited is a wholly-owned subsidiary of Eden Midco 2 Limited, a company incorporated in Great Britain and registered in England and Wales. The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is The Leisure Pass Group Holdings Limited. The group financial statements of The Leisure Pass Group Holdings Limited can be obtained from 25 Soho Square, London, W1D 3QR.

The Leisure Pass Group Holdings Limited is controlled by funds managed by Exponent private Equity LLP, an investment management firm, by virtue of their majority shareholding in Leisure Pass Group Holdings Limited held through Exponent Private Equity Partners III, LP.