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CVR no. 20 22 26 70

TOUR PARTNER GROUP NORDICS APS
HANS EDVARD TEGLERS VEJ 3, 1., 2920 CHARLOTTENLUND
ANNUAL REPORT
1 JANUARY - 31 DECEMBER 2020

**The Annual Report has been presented and
adopted at the Company's Annual General
Meeting on 29 July 2021**

Christian Nissen

The English part of this document is an unofficial translation of the original Danish text, and in case of any discrepancy between the Danish text and the English translation, the Danish text shall prevail.

CVR NO. 18 82 37 48

CONTENTS

	Page
Company Details	
Company Details.....	3
Statement and Report	
Board of Directors Statement and Management's Statement.....	4
Independent Auditor's Report.....	5-6
Management Commentary	
Financial Highlights.....	7
Management Commentary.....	8-10
Financial Statements 1 January - 31 December	
Income Statement.....	11
Balance Sheet.....	12-13
Equity.....	14
Notes.....	15-19
Accounting Policies.....	20-23

COMPANY DETAILS

Company	Tour Partner Group Nordics ApS Hans Edvard Teglers Vej 3, 1. 2920 Charlottenlund CVR No.: 18 82 37 48 Established: 1 October 1995 Registered Office: Gentofte Financial Year: 1 January - 31 December
Board of Directors	Mark David Mayhew, chairman Paul John Maine Mark Pharoah
Executive Board	Hans Christian Nissen
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V
Bank	Danske Bank Holmens Kanal 2 1090 Copenhagen K
Law Firm	Gorrissen Federspiel Advokatpartnerselskab Axeltorv 2 1609 Copenhagen V
General Meeting	The Annual General Meeting is held on 29 July 2021, at 15.00 at the company's address.

BOARD OF DIRECTORS STATEMENT AND MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of Tour Partner Group Nordics ApS for the financial year 1 January - 31 December 2020.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Charlottenlund, 29 July 2021

Executive Board

Hans Christian Nissen

Board of Directors

Mark David Mayhew
Chairman

Paul John Maine

Mark Pharoah

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Tour Partner Group Nordics ApS

Opinion

We have audited the Financial Statements of Tour Partner Group Nordics ApS for the financial year 1 January - 31 December 2020, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 December 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements 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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Material uncertainty relating to Going Concern

We draw attention to a material uncertainty that may cast significant doubt over the Company's ability to continue as a going concern. We refer to the note "Uncertainty with respect to going concern" in the Annual Report, which explains that there is currently an uncertainty whether commitments to further financing will be obtained or the current repayment schedule will be deferred, which would ensure the financing of operations and the required investment in the coming year. It is Management's assessment that the necessary funding will be received, and the Financial Statements are therefore presented on a going concern basis. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such Internal control as Management 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, Management 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 in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has 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 and the additional requirements applicable in Denmark 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.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

INDEPENDENT AUDITOR'S REPORT

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of Management's Review.

Copenhagen, 29 July 2021

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Per Frost Jensen
State Authorised Public Accountant
MNE no. mne27740

FINANCIAL HIGHLIGHTS

	2020 DKK '000	2019 DKK '000	2017/18 DKK '000	2016/17 DKK '000	2015/16 DKK '000
Income statement					
Gross profit/loss.....	5.220	55.476	39.367	62.269	47.574
Operating profit/loss of main activities...	-22.372	28.371	23.068	44.301	30.985
Financial income and expenses, net.....	-1.130	335	-18	-2.360	2.262
Profit/loss for the year before tax.....	-18.912	28.706	23.050	41.941	33.247
Profit/loss for the year.....	-18.856	22.090	17.754	32.431	25.505
Balance sheet					
Total assets.....	59.391	101.549	128.324	60.057	71.526
Equity.....	46.979	65.499	39.706	21.222	33.962
Investment in property, plant and equipment.....	-72.319	-427	-427	-289	-152
Key ratios					
Quick ratio.....	580.3	293.4	143.5	0.0	0.0
Equity ratio.....	79.1	64.5	30.9	35.3	47.5

The ratios stated in the list of key figures and ratios have been calculated as follows:

Quick ratio:

$$\frac{\text{Current assets} \times 100}{\text{Current liabilities}}$$

Equity ratio:

$$\frac{\text{Equity ex. minorities, at year end} \times 100}{\text{Total equity and liabilities, at year end}}$$

MANAGEMENT COMMENTARY

Principal activities

The company's activities have like in previous years comprised operation of a travel agency with sale of services in the form of accommodation and tours in Northern Europe to our business partners in large parts of the world.

The company was acquired by Tour Partner ApS on 3 November 2017. The ultimate parent company is Tour Partner Group, incorporated in Great Britain.

Unusual matters

The COVID-19 pandemic have had a huge effect on the financial year impacting our revenue severely. Travel restrictions have been in place in all markets resulting in almost no revenue, except from the first normal two months, and a small opening in the late summer from selected markets.

Development in activities and financial and economic position

Although impacted by the COVID-19 pandemic for most of the year, we have managed to keep 99% of clients, and even growing.

Profit/loss for the year compared to the expected development

The results and financial was impacted greatly by the COVID-19 stopping most travel for the last 10 months of the year. A loss in total of 18,856 tDKK after tax was the end result. 2021 will as well be hugely impacted by COVID-19 as Travels is only in its initial opening in July 2021. Aiming at a loss and no business in H1 of 2021, and hopefully breakeven for H2, depending on the further retraction of COVID-19 and other variants of the disease.

Significant events after the end of the financial year

As COVID-19 dragged into the coming financial year of 2021, there has been the following attempts of keeping the company healthy and taking advantages of compensation schemes available in Denmark.

- 2020 NOV until end June 2021, we will continue to apply for the Set Cost compensation schemes. It might continue from July 2021 and additional 3 months, still to determine if we as a business qualify.
- 2020 OCT and until 2021 end June, we have had 90% of all employees on the Workshare program, managed locally in Denmark by the A-kasser. From beginning July we have all staff back at work 100%, due to several reasons; Managing Groups on the road difficult with less than 100%, building the pipeline for 2022, Learning routines again not used for 14 months and taking advantages against competitors thought to be in a lot worse state than us.
- 2021 SEP/OCT we plan to have a smaller part of the staff back on the Workshare scheme, as Peak season ends.

We expect 2021 to end with a revenue in the range of 9 mill Euro, almost 80% less than our last normal year 2019.

With basically no revenue for the latest 14 months we have relied on the support from our parent company, which we have received on time. This made possible by both our UK bank, as well as the shareholders investing further in the company.

MANAGEMENT COMMENTARY

Financial risk

The Group's most significant operating risk is attached to the ability to be strongly positioned in the markets where the products are sold, to obtain the necessary space with the suppliers, and to ensure that the price of our services is always competitive.

VAT risks:

The company has provided for the potential historic VAT registration risk in Norway. Whilst the final position for potential liability and registration is still to be agreed with the respective tax authorities, the company feels it prudent to recognise current provisional estimates.

Foreign exchange risks:

As there are activities in foreign countries, the results, cash flows and equity are influenced by the exchange rate and interest development of a number of currencies. It is the company's policy to hedge some of the commercial foreign exchange risks. The hedging is primarily made by forward exchange contracts to hedge the main part of the expected revenue within the first 12 months.

The company does not enter into speculative foreign currency positions. The aim is to move the trades into a Group Treasury from 2022.

Uncertainty with respect to going concern

The Directors prepare the financial statements on a going concern basis unless it is inappropriate to presume the Company will continue in business.

At this time the Company recognises the effects of the COVID-19 pandemic and in particular the adverse impact on its ability to trade during most of 2020, a backdrop continuing into the 2021 year: as a global travel company we are acutely dependent upon the ability of consumers to travel freely across international borders. After an encouraging 2019 year for the Company and the envisaged positive momentum into 2020 was realised into the first quarter of last year. Ultimately the year was to prove one of 'start & stop': internationally imposed travel restrictions across the Company's source and destination markets remained largely in place and preclude resumption of normal trading activity.

The strong momentum of the vaccination programmes (with improved immunisation rates now being seen in key long haul and short haul source markets) coupled with well signposted 'Roadmap' milestones being achieved, points to a phased return to 'normal' during the second half of 2021 (albeit the Directors expect individual markets to open borders with differing strategies and timings).

A series of market-based 'stress test' scenarios were developed throughout the last 15 months to see the Company was appropriately positioned ahead of the evolution of the pandemic. Alongside the actions taken by management in the period the Company has continued to enjoy support from its shareholders and bankers. Facilities were renegotiated in April of 2020 to see prevailing covenants waived until mid-2021 and the introduction of a minimum liquidity test. To date all requirements have been met but with the further tightening of border controls late last year the Company has required and received further support from its bankers and extended shareholder commitments to underpin current year trading forecasts.

The new banking facilities (with the minimum liquidity test retained) defer fully and waive all covenants and financial commitment obligations to June and September 2022 respectively. The most extreme scenario embraced by the Company sees NO 'date of travel' revenues earned in 2021 and that customer deposits for future travel only commence in the final quarter. Even on this basis the Company expects to meet the minimum liquidity test through to July 2022. Against these stress test scenarios the financial statements for FY2020 have been prepared on a Going Concern basis.

MANAGEMENT COMMENTARY

Uncertainty with respect to going concern (continued)

However the learnings for the global economy and very deep and specific impacts on the travel industry of which the Company is a part, require us to exhibit continued deep caution. Notwithstanding the considered remote possibility of a trading environment worse than the modelled most extreme stress test, the continued lack of certainty attaching to when 'free movement' for consumers can commence remains a risk facing the Company. A breach of the minimum liquidity test would require waivers from the Group's bank or alternative funding support to be obtained. Material uncertainty attaches to the group and Company's ability to continue as a going concern under such an event and may be unable to realise its assets and discharge its liabilities in the normal course of business. These financial statements do not include the adjustments that would be necessary should the going concern basis of preparation no longer be appropriate.

Future expectations

We expect the COVID-19 to impact 2022 but aim at reaching a revenue of 70-80% of the last full normal year 2019. Aprx. 28 mill Euro. Pipeline looks strong for 2022, with no loss of Client accounts, new clients on boarded and new products being developed and launched for the first time. From all markets we have demand and build up need to Travel.

At presently the remaining staff is working on building our pipeline for 2022, and our Clients view remains positive. We have an increase of 34% in business booked for 2022, and due to retaining many staff compared to competitors we feel an increase in the customer flow from competitors from all over the world. As there will be a bounce back, when a vaccine clears the road, we aim at coming out of the crises stronger than before, and that 2022 will become the first year rebuilding our company and once again be profitable.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2020 DKK	2019 DKK '000
GROSS PROFIT	1	5.219.808	55.476
Staff costs.....	2	-22.647.446	-26.815
Depreciation, amortisation and impairment losses.....		-354.224	-290
OPERATING LOSS		-17.781.862	28.371
Other financial income.....	3	3.224.491	3.649
Other financial expenses.....	4	-4.354.366	-3.314
LOSS BEFORE TAX		-18.911.737	28.706
Tax on profit for the year.....	5	55.774	-6.616
LOSS FOR THE YEAR	6	-18.855.963	22.090

BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2020 DKK	2019 DKK '000
Other plants, machinery, tools and equipment.....		371.301	695
Leasehold improvements.....		107.754	89
Property, plant and equipment.....	7	479.055	784
Rent deposit and other receivables.....		584.898	588
Financial non-current assets.....	8	584.898	588
NON-CURRENT ASSETS.....		1.063.953	1.372
Trade receivables.....		798.878	11.579
Receivables from group enterprises.....		55.836.095	80.365
Other receivables.....		1.309.220	4.007
Prepayments and accrued income.....	9	351.394	3.167
Receivables.....		58.295.587	99.118
Cash and cash equivalents.....		31.335	1.059
CURRENT ASSETS.....		58.326.922	100.177
ASSETS.....		59.390.875	101.549

BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2020 DKK	2019 DKK '000
Share capital.....		125.000	125
Fair value reserve, hedging.....		-1.189.488	1.919
Retained earnings.....		48.043.193	63.455
EQUITY.....		46.978.705	65.499
Provision for deferred tax.....	10	38.725	94
PROVISIONS.....		38.725	94
Accrued frozen holiday funds.....		2.322.438	1.808
Non-current liabilities.....	11	2.322.438	1.808
Bank debt.....		0	146
Prepayments received from customers.....		2.307.027	328
Trade payables.....		1.151.720	10.744
Corporation tax.....		0	7.196
Other liabilities.....		5.005.735	2.353
Accruals and deferred income.....	12	1.586.525	13.381
Current liabilities.....		10.051.007	34.148
LIABILITIES.....		12.373.445	35.956
EQUITY AND LIABILITIES.....		59.390.875	101.549
 Contingencies etc.	 13		
Related parties	14		
Uncertainty with respect to going concern	15		
Significant events after the end of the financial year	16		
Consolidated Financial Statements	17		

EQUITY

	Share capital	Fair value reserve, hedging	Retained earnings	Total
Equity at 1 January 2020.....	125.000	0	65.374.135	65.499.135
Proposed profit allocation, see note 6.....			-18.855.963	-18.855.963
Transactions with owners				
Cost of capital increase.....			1.525.021	1.525.021
Change fair value reserves				
Value adjustments in the year.....		-1.189.488		-1.189.488
Equity at 31 December 2020.....	125.000	-1.189.488	48.043.193	46.978.705

NOTES

			Note
Special items			1
The Company has received both salary and cost compensation schemes offered by the Danish Government during COVID-19.			
	2020 DKK	2019 DKK '000	
Salary Compensation Scheme.....	2.704.801	0	
Cost Compensation Scheme.....	1.884.915	0	
	4.589.716	0	
Staff costs			2
Average number of employees	52	56	
Wages and salaries.....	20.711.375	24.335	
Pensions.....	596.896	545	
Other social security costs.....	782.325	708	
Other staff costs.....	556.850	1.227	
	22.647.446	26.815	
The Company's Management consists of one executive and the board of directors does not receive separate fees, and accordingly the remuneration is not disclosed pursuant to the exemption provision in section 98b(3) of the Danish Financial Statements Act.			
	2020 DKK	2019 DKK '000	
Other financial income			3
Group enterprises.....	2.902.730	3.146	
Other interest income.....	321.761	503	
	3.224.491	3.649	
Other financial expenses			4
Other interest expenses.....	4.354.366	3.314	
	4.354.366	3.314	
Tax on profit for the year			5
Calculated tax on taxable income of the year.....	0	6.655	
Adjustment of deferred tax.....	-55.774	-39	
	-55.774	6.616	

NOTES

	2020 DKK	2019 DKK '000	Note
Proposed distribution of profit			6
Retained earnings.....	-18.855.963	22.090	
	-18.855.963	22.090	
 Property, plant and equipment			 7
	Plant, machinery and equipment	Leasehold improvements	
Cost at 1 January 2020.....	1.399.146	106.595	
Additions.....	23.919	48.400	
Disposals.....	-74.386	0	
Cost at 31 December 2020.....	1.348.679	154.995	
Depreciation and impairment losses at 1 January 2020.....	704.172	17.855	
Reversal of depreciation of assets disposed of.....	-38.969	0	
Depreciation for the year.....	312.175	29.386	
Depreciation and impairment losses at 31 December 2020....	977.378	47.241	
 Carrying amount at 31 December 2020.....	 371.301	 107.754	
 Financial non-current assets			 8
		Rent deposit and other receivables	
Cost at 1 January 2020.....		584.898	
Cost at 31 December 2020.....		584.898	
 Carrying amount at 31 December 2020.....		 584.898	
 Prepayments and accrued income			 9
Prepayments comprise prepaid expenses for future travels.			
 Provision for deferred tax			 10
Provision for deferred tax comprises deferred tax on tangible fixed assets.			
	2020 DKK	2019 DKK '000	
Deferred tax relates to:			
Plant, machinery and equipment.....	35.683	91	
Leasehold improvements.....	3.042	3	
	38.725	94	
Deferred tax, beginning of year.....	94.499	133	
Deferred tax for the year, income statement.....	-55.774	-39	
 Provision for deferred tax 31 December 2020.....	 38.725	 94	

NOTES

	Note															
Long-term liabilities	11															
<table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 40%;"></th> <th style="width: 10%; text-align: right;">31/12 2020 total liabilities</th> <th style="width: 10%; text-align: right;">Repayment next year</th> <th style="width: 10%; text-align: right;">Debt outstanding after 5 years</th> <th style="width: 10%; text-align: right;">31/12 2019 total liabilities</th> </tr> </thead> <tbody> <tr> <td>Accrued frozen holiday funds.....</td> <td style="text-align: right;">2.322.438</td> <td style="text-align: right;">0</td> <td style="text-align: right;">0</td> <td style="text-align: right;">1.808.344</td> </tr> <tr> <td></td> <td style="text-align: right;">2.322.438</td> <td style="text-align: right;">0</td> <td style="text-align: right;">0</td> <td style="text-align: right;">1.808.344</td> </tr> </tbody> </table>		31/12 2020 total liabilities	Repayment next year	Debt outstanding after 5 years	31/12 2019 total liabilities	Accrued frozen holiday funds.....	2.322.438	0	0	1.808.344		2.322.438	0	0	1.808.344	
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Accrued frozen holiday funds.....	2.322.438	0	0	1.808.344												
	2.322.438	0	0	1.808.344												
Accruals and deferred income	12															
<p>Accruals and deferred income relate to revenue invoiced in the current financial year, concerning the financial year 2020.</p>																
Contingencies etc.	13															
<p>Contingent liabilities The non-implementation of the EU judgement C-189/11 The Commission vs Spain in some member states leads to uncertainty in relation to the VAT treatment of B2B package tours within the EU, which may result in a risk that the company will be subject to VAT on its activities in other EU countries. Management consider this possibility to be low. A parent company guarantee is in place to cover a potential obligation should one arise.</p>																
<p>Joint liabilities The company is jointly and severally liable together with the parent company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.</p> <p>Tax payable on the Group's joint taxable income is stated in the annual report of Tour Partner ApS, which serves as management company for the joint taxation.</p>																
Related parties	14															
<p>The Company's related parties include:</p> <p>Controlling interest Hotels and More Ltd. and Mayfair Fox Holdco Ltd. are the principal shareholders.</p> <p>Transactions with related parties The company did not carry out any material transactions that were not concluded on market conditions. According to section 98c, subsection 7 of the Danish Financial Statements Act information is given only on transactions that were not performed on common market conditions.</p>																

NOTES

Note

Uncertainty with respect to going concern

15

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NOTES

Note

Significant events after the end of the financial year

16

On 11 March 2020 the World Health Organisation (“WHO”) declared that COVID-19 be deemed a pandemic. Later that same month legislation and issued guidance putting the country into a “lockdown”. This lockdown and the ongoing global impact of the pandemic has had a material adverse effect on the travel & tourism sector and in particular all customers and suppliers operating right across the industry. As a result, the broader global macro-economic outlook remains uncertain. This has ultimately and materially impacted the group’s financial results in the 2020 year and will have an adverse effect beyond in 2021.

In recognition of the evolving COVID-19 risk, the group sought to mitigate against the risk and outlined a plan in co-operation with shareholder and principal group bankers. The aim was to support and ensure future liquidity was available in amended and restated facilities to navigate the group through what was anticipated to be challenging times ahead. A revised and re-stated banking facility agreement was signed on 23 April 2020 providing an additional €5m revolving credit facility (“RCF”), a waiver of covenants and all financial commitments deferred through to June 2021. This banking facility support was in conjunction with a €5m further shareholder funding commitment to be drawn proportionately and equal to the additional banking liquidity provided.

The pro longed nature of the COVID-19 pandemic has meant the main group and its subsidiaries being required to further agree revised and re-stated facilities. These amended and re-stated facilities signed on 30 March 2021, provide a further waiver of covenants and full deferral of financial repayable commitments to September and June 2022 respectively. These revised banking facilities are further supported by additional shareholder committed funding and liquidity designed to support the business through the transitional recovery 2021 year into 2022.

Consolidated Financial Statements

17

The company is included in the consolidated financial statements of Tour Partner ApS, the parent company, Hans Edvard Teglers Vej 3, 1., 2920 Charlottenlund, CVR no. 39 02 00 76 and in the consolidated financial statements of the ultimate parent, Tour Partner Group Midco Limited, Hygeia Building, 5th Floor, 66 - 68 College Road, Harrow, Middlesex, HA1 1BE, CVR no. 1-60989.

ACCOUNTING POLICIES

The Annual Report of Tour Partner Group Nordics ApS for 2020 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class C, medium-size enterprises.

The Annual Report is prepared consistently with the accounting principles applied last year.

INCOME STATEMENT

Net revenue

Net revenue is recognised in the income statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. Net revenue is recognised exclusive of VAT, duties and less discounts related to the sale.

Other operating income

Other operating income includes items of a secondary nature in relation to the Group's and the Company's activities, including profit from sale of intangible and tangible fixed assets. In addition, profit from sale of intangible and tangible fixed assets as well as business interruption and conflict compensations are included. Compensations are recognised when the income is deemed to be realisable.

Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year.

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operational lease expenses, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions and other costs for social security, etc. for the company's employees. Repayments from public authorities are deducted from staff costs.

Financial income and expenses

Financial income and expenses include interest income and expenses, realised and unrealised gains and losses arising from investments in financial assets, debt and transactions in foreign currencies, as well as charges and allowances under the tax-on-account scheme, etc. Financial income and expenses are recognised by the amounts that relate to the financial year.

Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

ACCOUNTING POLICIES

BALANCE SHEET

Tangible fixed assets

Plant, machinery and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Plant, machinery and equipment	3-5 years	0 %
Leasehold improvements.....	5 years	0 %

Profit or loss on sale of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Fixed asset investments

The combination method is applied when acquiring enterprises within the Group, where the combination is regarded as completed from the earliest financial period included in the Financial Statements, and by using the carrying amounts of the assets and liabilities acquired.

Impairment of fixed assets

The carrying amount of tangible assets together with fixed asset investments, which are not measured at fair value, are assessed on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the assets are written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is stated as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Accruals, assets

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

ACCOUNTING POLICIES

Tax payable and deferred tax

Current tax liabilities and receivable current tax are recognised in the balance sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the tax-on-account scheme. Joint taxation contributions receivable and payable are recognised in the balance sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the balance sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the income statement over the term of loan.

Amortised cost of current liabilities corresponds usually to nominal value.

Accruals, liabilities

Accruals recognised as liabilities include payments received regarding income in subsequent years.

Derivative financial instruments

Derivative financial instruments are initially recognised in the Balance Sheet at cost and subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are recognised under receivables and payables, respectively.

Change in fair value of derivative financial instruments classified as and complying with the criteria for hedging of the fair value of a recognised asset or a recognised liability is recognised in the Income Statement together with possible changes in the fair value of the hedged asset or the hedged liability.

Change in fair value of derivative financial instruments classified as and complying with the criteria for hedging of future cash flows is recognised under receivables or payables and under equity. If the future transaction results in recognition of assets or liabilities, all amounts recognised under equity are transferred from equity and recognised under the initial cost of the asset or liability, respectively. If the future transaction results in income or expenses amounts recognised under equity are transferred to the Income Statement for the period where the Income Statement was affected by the hedged amount.

As regards possible derivative financial instruments, which do not comply with the criteria for classification as hedging instruments, any changes in fair value are recognised on a current basis in the Income Statement.

ACCOUNTING POLICIES

Foreign currency translation

Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the income statement as a financial income or expense.

Receivables, payables and other monetary items in foreign currencies that are not settled on the balance sheet date are translated at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the exchange rate at the time of occurrence of the receivables or payables is recognised in the income statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.

On recognition of foreign subsidiaries that are not independent entities, but integrated entities, monetary items are translated at the exchange rate on the balance sheet date. Non-monetary items are translated at the rate at the time of acquisition or at the time of subsequent revaluation or writedown of the asset. The items of the income statement are translated at the rate on the transaction date, items derived from non-monetary items being translated at the historic rates of the non-monetary item.

CASH FLOW STATEMENT

With reference to Section 86(4) of the Danish Financial Statements Act, the company has not prepared a cash flow statement.