

Company Registration No. 01609517

All Leisure group plc

Annual Report and Financial Statements

31 October 2013



All Leisure group plc

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This annual report of All Leisure group plc ("All Leisure", "the Group", "the Company") contains some forward-looking information and statements that involve known and unknown risks and uncertainties, including statements about the Group's plans, objectives and intentions. The information and statements contained herein are stated by the Directors in good faith as at the date of this report and there exists the risk that actual results and outcomes may differ from the information and statements made.

All Leisure group plc

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All Leisure group plc

Chairman's Statement

Despite the early signs of general consumption-led economic recovery in the UK, economic conditions remained tough throughout the trading period for the Group's customers given the low real returns on savings. There have been a number of other operational headwinds including continued geo-political uncertainty throughout the world which have impacted to various degrees on our North American, African and Middle Eastern products, particularly in the key market of Egypt. During 2012/13 trading was also adversely impacted by further technical problems experienced on mv Voyager. This affected three cruises during her important summer cruise programme. On the positive side, the management team successfully integrated the Group's core businesses into Market Harborough following the closure of the former Head Office in Burgess Hill and the Swan Hellenic office in Southampton. Finally, despite the issues above, the underlying operating performance of the Group's core businesses has remained positive.

Results

Group revenue for the year increased from £127.4m to £142.1m, an increase of 11.5% overall. This reflected the full year impact of the acquisition of Page & Moy Travel Group on 15 May 2012 leading to a 15% increase in Tour Operating revenue. During the year, revenue from the Cruise division increased by 7.8% due in part to the year round operation of mv Minerva in 2012/13 following a substantial upgrade in Winter 2011/12.

Overall the Group reported a loss before tax of £13.6m (2012 profit before tax £0.8m). The underlying operating profit of the Group before separately disclosed items and derivative contracts was £0.8m (2012: £0.9m). This performance included the negative impact of £1.0m lost revenue on the cancelled and curtailed cruises referred to above. The overall Group performance was severely impacted by the non-cash negative impact of revaluing ongoing derivative contracts which resulted in a loss of £4.3m (2012 profit of £1.7m). It was also necessary to include under separately disclosed items a number of material one off charges in the year's results. These included the cost of restructuring the Group (£1.8m), plus a further £0.3m in respect of the write off of software, and disposal of the former freehold head office in Burgess Hill. We have also written down the value of the loss-making mv Discovery by £6.7m (non-cash charge), reflecting a recent third party valuation of the vessel. The Board subsequently took the decision to market the ship for sale at the end of the 2014 season.

The Cruise business reported an underlying operating loss of £1.9m (2012: loss of £6.9m) reflecting the impact of £1.0m of lost revenue on cancelled cruises. This was offset by the continued strong performance of the Tour Operator business that earned underlying profits of £4.1m (2012: £9.1m) in the year. The decrease in performance resulted from the inclusion of seasonal winter losses from Page & Moy Travel Group for the first full year.

Dividend Policy

As explained in last year's results statements, the Board is proposing not to pay dividends for the foreseeable future, as it will be concentrating the Group's cash resources on maximising profits and shareholder value in the medium to long term. The Board remains confident that shareholders will see a significant improvement in returns once the cost savings and synergy benefits that have been achieved are not hampered by the ongoing adverse economic, commodity and exchange rate environments.

Strategy

The Group's strategy continues to be one of achieving growth through the provision of an increasing choice of niche holidays products into the UK over-55's market. Following the acquisition of Page and Moy Travel Group on 15 May 2012 the cruise and tour operating businesses have been successfully integrated delivering a significant improvement in operating efficiency of the Group. Significant improvements in underlying performance through improved yield and reduced costs have been delivered. At the same time, the Board is also committed to reducing the levels of committed risk within the Group.

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Chairman's Statement (continued)

Corporate Governance

As an AIM-traded entity, the Group is not required to comply with the requirements of the UK Corporate Governance Code. However, the Group seeks to apply aspects of the Code that the Board feels are appropriate to a group of this size and aims to improve where possible. The Board reviews Corporate Governance Policy in light of changes and implications to the Group. Please refer to the Group's Corporate Governance Statement for further details.

Senior Management Changes

As a result of the acquisition of Page & Moy Travel Group, there were changes to the senior management team to reflect the Group's new structure. During the year, Group Board Directors Rob Bryant and Neil Morris left the Group. Director of Fleet Operations; Stuart Horne, Director of Group Purchasing David Bryson, Group HR Director Julie Morrison and Chief Operating Officer Hebridean Island Cruises Ken Charleson were all appointed to the Board of All Leisure Holidays Limited, replacing Board members Patrick Ryan, Alan Murray, Gilbert Rutter, Nigel Cressey and Jos Dewing who all left the Group. I would like to take this opportunity of thanking them for their service.

Operational Review and Plans for 2014

The outlook for the industry in general over the next 12 months remains challenging and we are actively managing the impact on trading by adjusting committed capacity in the cruising division. For the "Voyages of Discovery" and "Swan Hellenic" brands, we have adopted a strategy of focusing on earlier sales in order to minimise discounting and improve load factor. This strategy has resulted in the average selling price being slightly lower than the same time last year, although total sales and revenues are greater. In contrast, the "Hebridean Island Cruises" brand which has limited capacity, has seen both increased sales and prices in comparison to last year. As per my trading update of 13 February 2014, I am delighted with the success of the integration of our Tour Operating and Cruise businesses. This project has already realised a number of Group-wide cost savings and operational efficiencies. Synergy benefits in excess of £1m for 2012/13 have already been delivered and further benefits of these synergies are expected in 2013/14 and beyond.

Cruising Division

Swan Hellenic is operating mv Minerva in South America this winter. A significant upgrade during the winter period 2011/12, which included, adding 32 balconies to cabins, has benefited our yield on these itineraries.

In February 2013, mv Discovery left the Voyages of Discovery brand and entered a Joint Venture, between All Leisure Holidays and Cruise & Maritime Voyages. A similar arrangement is in place for 257 days this financial year. The Group has decided to dispose of the loss-making mv Discovery at the end of this financial year, upon completion of the joint venture.

mv Voyager entered service for the Voyages of Discovery brand in December 2012 and is currently cruising the Far East. The unfortunate failure of two generators necessitated the curtailment of a UK cruise in May 2013 and the two subsequent cruises were also cancelled to enable the necessary repairs. The repairs were completed in time for the ship to enter into a 70 day charter agreement with Allways of Belgium. A similar arrangement with Allways is in place for 2014 and 2015.

mv Hebridean Princess has recently completed her annual dry dock and sea trials prior to re-entering service.

Tour Operating

In their first full year of ownership, the 'Travelsphere' and 'Just You' brands have continued to perform well. Reported profits have reduced due to the inclusion, for the first time, of the usual seasonal winter losses. However, their contribution to the Group's financial performance in 2013 exceeded budget expectations.

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Chairman's Statement (continued)

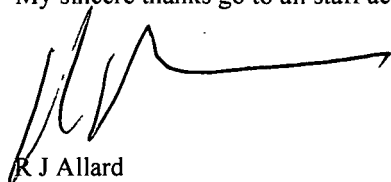
The on-going political situation in Egypt continues to have an impact on 'Discover Egypt'. The business remained profitable in 2012/13 despite the impact of travel embargos imposed by the Foreign & Commonwealth Office in July 2013. This is testimony to the low risk, no commitment operating model used by the business.

Outlook

During the year we have established a new and very experienced management team to run the business. I believe that we are well positioned to address the challenges presented by the current economic climate and geo-political events. The acquisition of the Page & Moy Travel Group has provided significant cross selling opportunities to the respective customer bases and will continue to do so. The successful integration of this business into the Group has enabled us to realise significant synergies and efficiencies enabling us to create a much stronger business capable of delivering sustained growth.

Given the Group's current forward visibility of trading, combined with the benefits of capacity management and the cost reduction measures that have been implemented, the Directors have increased confidence for the future of the enlarged business.

My sincere thanks go to all staff across the Group, who remain committed in these challenging conditions.



R J Allard
Chairman

All Leisure group plc

Chief Executive's Report

Operating Review

The disappointing headline results of the Group, largely resulting from a series of exceptional events, should not detract from a year of great accomplishment for the Group. Underlying trade improved significantly in the year with the tour operation acquisition continuing to perform strongly and the benefits of capacity reduction in the cruise business having an immediate impact. In keeping with the strategy of cruise capacity reduction the Board has taken the decision that the loss-making mv Discovery will be disposed of at the end of this summer.

2012/13 has also been a very successful year of integration and synergising delivery for the Group. Our plans to streamline operations and amalgamate our knowledge base led to the closure of our Burgess Hill office in May followed by the Southampton office in December – ahead of schedule. All expertise has now been centralised at our Head Office in Market Harborough. The integration exercise was exceedingly well planned and executed and has delivered even greater than expected synergies to the Group. I am delighted with the outcome.

Tour Operating

Travelsphere

After extensive customer research helped to re-shape the brand, Travelsphere was re-launched in September 2012. It is now firmly re-established as a 3/4-star brand offering value for money, fully escorted holidays for couples in the more mature market. It also offered a limited chartered river-cruise programme in 2013.

The brand operates a low-risk business model and has no forward financial commitment for hotel costs, transportation costs, or aviation capacity for Summer 2014. It is well known for its knowledgeable Tour Managers, experts and local guides, and enjoys exceptional customer loyalty. All of this was tested in October 2013 when the US Government closed all federal and national buildings for a period of 16 days. A combination of resourceful Tour Managers and a superb crisis team meant that only three Travelsphere tours had to be curtailed or cancelled and customer feedback was very positive given the circumstances.

This year saw the launch of the 'Relax and Discover' range offering a combination of both relaxation and exploration. Additionally a number of new partnership products have been developed with companies such as the Daily Mail. A significant highlight over the past year has been with hotel quality. Travelsphere CSQ scores for "Hotel Overall" has increased by two percentage points to 74% in 2013 demonstrating a substantial shift upwards in the quality of our hotels.

Travelsphere is currently trading in line with expectations for 2013/14.

Just You

Just You is a tour operator historically specialising in fully escorted holidays for mature passengers travelling on their own. In 2013 we undertook a comprehensive research & re-branding initiative leading to a re-launch in September. A new, contemporary look was designed along with the key message that Just You is not just for single people. It is for individuals who have a passion for travel and a desire to fulfil their travel dreams.

The product range is also being expanded following the research. In addition to the worldwide fly-tour programme, European tours by rail and all-inclusive holidays there was a lot of evidence to suggest that City holidays were the main thing missing from our brochure. We developed 11 new holidays from York to New York and early signs are promising. New York, perhaps unsurprisingly, is proving to be an early favourite.

All holidays are designed to recognise the needs of customers travelling on their own and each holiday includes sole occupancy rooms at no single supplement, welcome and farewell drinks, a number of meals and some excursions. Just You operates a low-risk model and has no forward financial commitment for hotel costs, transportation costs, or aviation capacity for Summer 2014.

Just You is currently trading well for 2013/14.

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Chief Executive's Report (continued)

Discover Egypt

Despite good early season trading figures, from July last year Discover Egypt was adversely affected by political unrest in principal destinations. During the extended duration of the travel restrictions, the lack of ground and aviation commitment enabled us to significantly reduce the cost base of the business.

Since the year end, travel restrictions have been relaxed and the business has been able to recommence its tour programme to Egypt.

Cruise

Voyages of Discovery

In 12/13, the brand offered niche year-round destination led cruise on board mv Discovery. During Winter 12/13 this ship was taken out of service and after a period of technical upgrade and refit was chartered to Cruise and Maritime Voyages who operated the vessel in a joint venture with the Group for 242 days. A similar arrangement for 257 days is planned in 2014, after which the joint venture will cease.

Following a £1.7 million hotel refurbishment, delivered within budget and on time, mv Voyager entered service for Voyages of Discovery as its flagship in December 2012. The brand continues to offer niche, year-round, destination-led cruises on a smaller but more modern vessel (gross tonnage of 15,271 tonnes, 270 cabins). The ship has been well received by the Voyages of Discovery customers in her first year of operation.

As part of our reduction in committed capacity we also began a four-year rolling short-term charter of mv Voyager to Allways with a very successful eighty-day, six-cruise summer season in 2013. A similar programme will operate in 2014.

Despite the clear success enjoyed by mv Voyager in her first year of operation the overall financial picture has been distorted by two consecutive incidents in May 2013 which led to the cancellation of a number of cruises and the repatriation of passengers on board. Following a lubrication oil inefficiency, both of the ships' main generators suffered overheating problems on the approach to Killybegs in Ireland. Further investigations revealed that a full rebuild of the main generators was required so the cruise was curtailed and the guests transported home. A further problem was identified with the stern seal which could only be repaired in a Dry-dock. Emergency plans were put in place and the Dry-dock in Bremerhaven, Germany, was contracted to take the vessel. Voyager returned to service just in time for the Allways charter. These incidents cost the business £1.6 million; £0.6m as one off exceptional costs and £1m as the resultant loss of margin from the cruises that did not operate.

Trading performance for 2013/14 is encouraging with 84% of Winter sales having been achieved before the commencement of the season.

Swan Hellenic

Swan Hellenic also offers niche year-round, destination-led cruises on a leased vessel mv Minerva (gross tonnage of 12,449 tonnes). A leader in small ship discovery cruising with the focus on history and culture, Swan Hellenic include a tailor-made shore excursion at every port on each cruise. The company also offers a limited summer programme of destination-led river cruises on Europe's major rivers on board river cruisers chartered from A-ROSA. In 2012/13 the ship operated for 365 nights; an increase of 99 nights over the previous year and revenue increased by over £7.5m. Trading for next year is also encouraging; with over 90% of Winter sales having been achieved before the commencement of the season.

Hebridean Island Cruises

Hebridean Island Cruises operates the five star cruise vessel Hebridean Princess along with limited programme of European River cruises.

Hebridean Princess (gross tonnage of 2,112 tonnes) carries a maximum of 50 guests and sails from early March until mid-November. She operates mainly around the west coast of Scotland, the Western Isles and includes visits to Northern Ireland, the Isle of Man and the Northern Isles of Orkney and Shetland.

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Chief Executive's Report (continued)

Hebridean Princess continues to operate successfully and saw a significant increase in year on year revenue between 2011/12 and 2012/13. This trend is expected to continue in 2013/14 driven by an increased daily rate.

The vessel has recently and successfully completed its annual winter dry dock and maintenance programme including undergoing its statutory 5 year survey and will return to service on the 1st of March.

During the 2014 season the vessel will operate within its normal cruising grounds as well as returning to Norway for the first time in five years where she will operate three separate cruise itineraries from and to Bergen during August.

Following the introduction of a successful European river cruising programme during 2012 this programme was repeated during the 2013 season. Hebridean Island Cruises will continue with its European river cruise programme again in 2014.

Operations

The delivery of services on board mv Voyager, mv Minerva and mv Discovery is mainly outsourced. This is consistent with the Board's policy. It is however strategically, technically and commercially controlled by the senior management of the Company in the UK. There are two main suppliers for services on board the vessels, V Ships and Sea Chefs. We use V Ships to employ the deck and engine crew, who are responsible for the ships' maintenance, mechanical operations, and health and safety. We use Sea Chefs to employ the hotel, catering and spa staff.

Outlook

Geo-political events and the wider economic outlook look likely to remain uncertain but the actions and initiatives already taken by the Group leave us in a much stronger position to combat these challenges.

The focus within the Tour Operating business is to introduce new product and grow both passenger numbers and profitability. A number of initiatives have already been launched.

For Travelsphere we have added some new pioneering tours into the 2014 programme. Kashmir, El Salvador, Lithuania, United Arab Emirates, Nova Scotia and Snowdonia all feature in the 2014 programme.

Our focus for Just You has been around creating a brand new range of City holidays. We did extensive research with customers and potential customers as part of the Just You rebrand. In January we launched 2 new Explore tours, and again we have seen a positive reaction to these holidays and there will be more to come later in the year.

Looking ahead, our big volume areas, Italy, North America & Vietnam, are all performing really well for us for 2014 across both the Travelsphere and Just You brands.

The Cruise strategy remains one of managing committed capacity. The joint arrangement with Cruise & Maritime Voyages and our charter arrangement with Allways will continue in 2014. Within our own brands, we continue to offer a full and varied programme of destination led cruises. The demand for this product remains high and our trading performance relative to previous years is strong.

The above factors together with the undoubted success of our integration activities in 2013 make us confident that we will see a significant improvement in financial performance in 2014 and beyond.



I Smith
Chief Executive

All Leisure group plc

Finance Director's Report

Financial Performance

Group revenue for the year increased to £142.1m, an increase of £14.8m on the previous year. The full year benefit of the acquisition of the Page & Moy Travel Group contributed to the additional £10.0m of Tour Operating revenue generated by the Group. During the year, revenue from cruising increased by 7.8% reflecting the full year operation of mv Minerva. The impact of the cancelled cruises referred to in the Chairman's statement were responsible for £1.0m of lost revenue.

The operating profit of the Group before separately disclosed items was £0.8m (2012: £0.9m). Overall the Group has delivered a loss before tax for the financial year of £13.6m compared to a profit before tax of £0.8m for the year ended 31 October 2012. This result reflects £4.3m of losses on derivative contracts (2012: profit of £1.7m). These are non cash items. This result also includes £9.9m (2012: £1.7m) of one off and other separately disclosed items. These items have been categorised in the Group's income statement and in note 7 to the financial statements and included an impairment of mv Discovery of £6.7m, restructuring costs of £1.8m and costs relating to cancelled cruises of £0.6m

Notwithstanding these headline results, the Cruise business showed significant year on year improvement in underlying performance from £6.9m loss in 2012 to £1.9m in 2013 inclusive of £1m of lost revenue on cancelled cruises. Underlying Tour Operating profit reduced from £9.1m in 2012 to £4.1m in 2013 although this was attributable to the inclusion of Page and Moy Travel Group winter losses for the first time.

Currency and Fuel Management

In order to maintain an active currency management strategy the Group employs a variety of derivative financial instruments of varying complexity. These help the Group to achieve its budgeted exchange rates which are often higher than market rates, albeit with risks that often differ from those of a vanilla forward contract. The majority of the Group's currency requirements for FY2013 were covered by derivative contracts and in addition the Group has similar arrangements in place to cover the majority of its requirements for the year ahead (see note 37). Given that most of the derivatives used by the Group do not qualify for hedge accounting, the Group has chosen to value all of its derivatives at fair value through the profit and loss.

As at the balance sheet date of 31 October 2013, the net mark-to-market valuation of these derivative positions was a liability of £4.9m, compared with £0.6m as at 31 October 2012. Such figures are significant, particularly within the context of the Group's current level of profitability, however it is important to put these accounting definitions into a commercial context.

Firstly the value of our foreign exchange and fuel hedges (which are non-cash accounting items) vary significantly over time. Secondly, in order to deliver currency to the Group at rates at or above the budgeted rate used to price our product, the Group generally holds derivatives to maturity irrespective of fluctuations in their mark to market valuation. Thirdly, as predominantly over-the-counter instruments, the Group has extensive experience of further managing its currency purchases by revising contract terms as market conditions change. For these reasons the Board is confident that the current hedging strategy is correct despite any costs that may from time to time be reflected in the Group income statement, and any potential obligation to buy foreign currency in quantities that might exceed the Group's short term requirements. Further details are provided in note 37 concerning risks associated with these derivatives.

Capital Expenditure

The Group has invested heavily in its fleet. Over the winter, mv Hebridean Princess underwent an annual routine dry dock, mv Voyager underwent a further technical upgrade and hotel refurbishment before entering the Voyages of Discovery brand and mv Discovery underwent a technical upgrade and refit before being chartered to Cruise & Maritime Voyages.

In total, capital expenditure for the year ended 31 October 2013 totalled £8.3m, demonstrating management's ongoing commitment to investing in the Group's product.

Looking forward, mv Hebridean Princess will undergo a further annual routine dry dock. No other dry dock activity is scheduled for the 2013/14 financial year.

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Finance Director's Report (continued)

Cash Flows

Net cash flows from operating activities have decreased by £3.7m compared to 2012 resulting in a net cash outflow of £9.4m for the year ended 31 October 2013.

Total cash and balances at bank at the year-end amounted to £14.3m (2012: £23.8m), of which £10.7m (2012: £18.2m) is classified as cash and cash equivalents and £3.6m (2012: £5.6m) classified as restricted cash. The Group has immediate access to all of these balances, other than the amounts reported as restricted cash. Customer deposits at 31 October 2013 amounted to £31.3m (2012: £30.2m). At 31 October 2013 the Group had borrowings of £5.2m (2012: £5.8m).

Of significance to the cash flow was capital expenditure which included additions paid for in the year of £8.3m.

Retirement Benefit Schemes

The Group operates a defined benefit scheme, the Page & Moy Limited Retirement Benefits Scheme. At 31 October 2012 the deficit in the scheme was assessed at £3.8m. As at 31 October 2013 the deficit had reduced significantly to £2.1m. This was, in part, reflective of contributions of £0.4m made by the Group during the period, as agreed in the Recovery Plan.

Going Concern

The Group ended the year with net assets of £19.2m (2012: £31.8m), net current liabilities of £36.8m (2012: £28.4m) and total cash of £14.3m (2012: £23.8m). In addition, the Group had borrowings of £5.2m (2012: £5.8m).

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out above and in the statements of the Chairman and Chief Executive, detailing the challenging trading environment the Group faces at present. The financial position of the Group, including its liquidity position, financial risk management and use of derivatives is set out in note 37. The capital risk management policy of the Group is set out in note 30.

In view of the trading environment, coupled with the reduction in liquid resources available to the Group, the Directors have prepared a forecast for the business for 24 months from the balance sheet date to 31 October 2015 taking into account key assumptions about future trading performance and their plans for the Group including the previously mentioned fleet reduction. This forecast also includes variances to take into account events that may not materialise in line with expectations. The results show that the Group will continue to have sufficient cash resources over this period.

The Directors therefore have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the annual financial statements.



C J Gadsby
Group Finance Director

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Directors and Officers

Roger Allard - Chairman

Roger has been involved in the travel industry for over 40 years. He is a director of ABTA and several other non-competing travel companies and also sits on the Air Travel Insolvency and Protection Advisory Committee (ATIPAC) which advises the Civil Aviation Authority, representing ABTA. Roger was instrumental in creating Owners Abroad (now TUI Travel PLC) and in listing it on the London Stock Exchange in 1982. After 20 years, Roger left First Choice in 1993 as Group Managing Director and was involved in the aviation industry until 1996. Roger acquired the Voyages of Discovery brand in 1997.

Ian Smith - Chief Executive Officer

Throughout the 1990's Ian led Lunn Poly as Managing Director for the ten year period of their dominance of the retail travel sector. At the same time he sat as Executive Director on the Group Board of Thomson Travel, which was the holding company that controlled Lunn Poly, Britannia Airways, Holiday Cottages and Thomson Holidays. Since 2001 he has held a variety of positions including Chairman of Sun Villas Florida Direct and Chairman of Et-China.com {Southern China's largest tour operator based in Guangzhou in China}. In April 2011, at the annual Agent Achievement Awards ceremony in London {the UK's leading travel agent national awards programme} Ian received an "Outstanding Contribution Award" for his service to retail travel.

Chris Gadsby - Group Finance Director

Chris joined the Page & Moy Travel Group in July 2011, bringing with him 25 years' experience of working at the highest levels of finance with Thomas Cook. From 2000 onwards, he progressed from Financial Controller to Director of Finance and ended his time with the company as Chief Financial Officer, positioned at the forefront of all key strategic initiatives that transformed the business in recent years. He was a member of the team that took Thomas Cook to PLC status in 2007, a move which redefined the travel industry. Chris is a member of the Chartered Institute of Management Accountants.

Nigel Jenkins - Non-Executive Director **Chairman, Remuneration Committee**

Nigel has been involved in the travel industry for over 35 years. A founding Director of Unijet in 1981 he joined First Choice Holidays PLC in 1998. He led the restructuring and turnaround of their Canadian division before returning to the UK in 2004 to become Managing Director of their Activity Holiday Sector and a member of their Group Management Board. He retired from First Choice in October 2006.

Philip Ovenden - Non-Executive Director **Chairman, Audit Committee**

Philip, a chartered accountant, was the Group's Chief Executive until October 2007 when he moved into a non-executive role. Philip has been involved in the travel industry for more than 30 years. He worked at the International Leisure Group for seven years between 1984 and 1991 and was Chief Executive of Leisure International Airlines from 1994 until it was purchased by First Choice Holidays in 1998. He joined All Leisure as Group Chief Executive in 2000. He currently sits on the Remuneration committee and is chairman of the Audit Committee.

All Leisure group plc

Strategic Report

Fair review of the business

The principal activities of the Group comprise the Cruising division, which comprises Voyages of Discovery, Swan Hellenic and Hebridean Island Cruises brands, and the Tour Operating division consisting of Page and Moy Travel Group and Discover Egypt.

Group revenue for the year increased from £127.4m to £142.1m, an increase of 11.5% overall. This reflected the full year impact of the acquisition of Page & Moy Travel Group on 15 May 2012 leading to a 15% increase in Tour Operating revenue. During the year, revenue from the Cruise division increased by 7.8% due in part to the year round operation of mv Minerva in 2012/13 following a substantial upgrade in Winter 2011/12.

Overall the Group reported a loss before tax of £13.6m (2012 profit before tax £0.8m). The underlying operating profit of the Group before separately disclosed items and derivative contracts was £0.8m (2012: £0.9m). This performance included the negative impact of £1.0m lost revenue on the cancelled and curtailed cruises referred to in the Chairman's Statement. The underlying performance was severely impacted by the non-cash negative impact of revaluing ongoing derivative contracts which resulted in a loss of £4.3m (2012 profit of £1.7m). It was also necessary to include under separately disclosed items a number of material one off charges in the year's results. These included the cost of restructuring the Group (£1.8m), plus a further £0.3m in respect of the write off of software, and disposal of the former freehold head office in Burgess Hill. We have also written down the value of the loss-making mv Discovery by £6.7m (non-cash charge). This reflects a recent third party valuation of the vessel. The Board subsequently took the decision to market the ship for sale at the end of the 2014 season.

The Cruise business reported an underlying operating loss of £1.9m (2012: loss of £6.9m) reflecting the impact of £1.0m of lost revenue on cancelled cruises. This was offset by the continued strong performance of the Tour Operator business that earned underlying profits of £4.1m (2012: £9.1m) in the year. The decrease in performance resulted from the inclusion of seasonal winter losses from Page & Moy Travel Group for the first full year.

The Group's strategy continues to be one of achieving growth through the provision of an increasing choice of niche holidays products into the UK over-55's market. Following the acquisition of Page and Moy Travel Group on 15 May 2012 the cruise and tour operating businesses have been successfully integrated delivering a significant improvement in operating efficiency of the Group. Significant improvements in underlying performance through improved yield and reduced costs have been delivered. At the same time, the Board is also committed to reducing the levels of committed risk within the Group.

The outlook for the industry in general over the next 12 months remains challenging and we are actively managing the impact on trading by adjusting committed capacity in the cruising division. For the "Voyages of Discovery" and "Swan Hellenic" brands, we have adopted a strategy of focusing on earlier sales in order to minimise discounting and improve load factor. This strategy has resulted in the average selling price being slightly lower than the same time last year, although total sales and revenues are greater. In contrast, the "Hebridean Island Cruises" brand which has limited capacity, has seen both increased sales and prices in comparison to last year. The project to integrate our Tour Operating and Cruise businesses has been a success and realised a number of Group-wide cost savings and operational efficiencies. Synergy benefits in excess of £1m for 2012/13 have already been delivered and further benefits of these synergies are expected in 2013/14 and beyond.

Swan Hellenic is operating mv Minerva in South America this winter. A significant upgrade during the winter period 2011/12, which included, adding 32 balconies to cabins, has benefited our yield on these itineraries.

In February 2013, mv Discovery left the Voyages of Discovery brand and entered a Joint Venture, between All Leisure Holidays and Cruise & Maritime Voyages. A similar arrangement is in place for 257 days this financial year. The Group has decided to dispose of the loss-making mv Discovery at the end of this financial year, upon completion of the joint venture.

All Leisure group plc

Strategic Report (continued)

Fair review of the business (continued)

mv Voyager entered service for the Voyages of Discovery brand in December 2012 and is currently cruising the Far East. The unfortunate failure of two generators necessitated the curtailment of a UK cruise in May 2013 and the two subsequent cruises were also cancelled to enable the necessary repairs. The repairs were completed in time for the ship to enter into a 70 day charter agreement with Allways of Belgium. A similar arrangement with Allways is in place for 2014 and 2015.

mv Hebridean Princess has recently completed her annual dry dock and sea trials prior to re-entering service.

In their first full year of ownership, the 'Travelsphere' and 'Just You' brands have continued to perform well. Reported profits have reduced due to the inclusion, for the first time, of the usual seasonal winter losses. However, their contribution to the Group's financial performance in 2013 exceeded budget expectations.

The on-going political situation in Egypt continues to have an impact on 'Discover Egypt'. The business remained profitable in 2012/13 despite the impact of travel embargos imposed by the Foreign & Commonwealth Office in July 2013. This is testimony to the low risk, no commitment operating model used by the business.

All Leisure group plc

Strategic Report (continued)

Key Performance Indicators

The following table provides current and historical key performance indicators ('KPI's) employed by the Group:

	FY2013	FY2012
Revenues (£m)	142.1	127.4
(Loss)/profit before tax for the financial year (£m)	(13.6)	0.8
Underlying (loss)/profit before tax for the financial year (£m)	(3.8)	2.5
Operating loss before losses/gains on derivative contracts (£m)	(9.1)	(0.8)
Underlying operating profit before losses/gains on derivative financial instruments and separately disclosed items (£m)	0.8	0.9
Net assets (£m)	19.2	31.8
Cash (used)/generated by operating activities (£m)	(3.3)	0.4
Capital expenditure (£m)	8.3	4.5
Dividends paid (£m)	-	0.6
Total assets (£m)	92.9	110.1
Basic (loss)/profit per share (pence)	(21.7)	0.8

Other operating data

The following table provides the current and historical figures for the principal operating KPIs employed by the Group:

	FY2013	FY2012
Passenger nights (i)	213,760	277,854
Available lower berth nights ("ALBNs")	276,677	357,670
Occupancy (%)	77%	78%
Passengers carried - cruise	16,274	21,254
Passengers carried - tour operations	44,286	47,679
Fuel consumption (metric tonnes) (ii)	14,754	15,723
Fuel cost per metric tonne £ (ii)	473	430
Ships – owned	3	3
Ships – leased	1	1

Notes:

- (i) Calculated as the total passengers carried multiplied by the total number of revenue sailing days.
- (ii) Excludes unrealised gains and losses on fuel hedges and fuel consumption during Allways charter.

All Leisure group plc

Strategic Report (continued)

Principal risks and uncertainties

The Directors continually identify, evaluate and manage material risks and uncertainties faced by the Group which could adversely affect the Group's business, operating results and financial position. The list below details what the Directors consider to be the principal risks and uncertainties and the actions taken, or to be taken, to mitigate potential adverse consequences. This list is not intended to be exhaustive and other risks may emerge over time:

Area	Description of risk	Examples of mitigating activities
Economic	<ul style="list-style-type: none"> The Group is competing for a share of disposable income of its target customers, making revenue vulnerable to the impact of an economic downturn. Volatility in markets such as currency and fuel can undermine budgets. 	<ul style="list-style-type: none"> The Group invests in brand awareness and pays significant attention to customer feedback in order to maximise brand loyalty. The Group continues to maintain its currency and fuel hedging policies as part of its financial planning.
Geopolitics	<ul style="list-style-type: none"> The Group is at risk of geo-political events or natural disasters affecting our business. 	<ul style="list-style-type: none"> The Group maintains a flexible business model, plans its itineraries with care and offers a broad geographic spread of destinations within its products. In the event of a major event, the Group endeavours to respond quickly to the issue and minimise the Group's ongoing exposure.
Competition	<ul style="list-style-type: none"> The Group operates in a highly competitive market resulting in the threat of our competitors launching new products or adding products before we make corresponding updates and developments to our own range. This could render our products out-of-date and could result in rapid loss of market share. 	<ul style="list-style-type: none"> We undertake market research to ensure that our own products continue to meet the needs of our customers and we plan new product development with care to ensure that we have products that remain focused on our niche market.
Regulation	<ul style="list-style-type: none"> Changes to legislation (principally regarding the operation of cruise shipping) could result in the Group's vessels (mv Discovery, mv Minerva, mv Hebridean Princess and mv Voyager) becoming uneconomic or inoperable. mv Discovery, mv Hebridean Princess and mv Voyager are owned by the Group and this could further impact the carrying value of these significant assets. The Group must satisfy Civil Aviation Authority ("CAA") and Association of British Travel Agents ("ABTA") licensing conditions for airlines and package holidays. Failure to fulfil CAA and ABTA licensing conditions could 	<ul style="list-style-type: none"> The Group closely monitors regulatory developments across the travel industry through its active membership of industry bodies and the Directors' significant contacts and experience in the travel industry. The Group manages cash levels carefully in order to meet any unexpected operational expenditure that may arise. The Group continually reviews the operating assets to plan any replacements and the timing of replacement. The Group adheres to all safety regulations imposed upon it and liaises closely with its regulators and industry groups to ensure it is abreast of all matters. The Group actively ensures regulations are adhered to through the tracking of key

All Leisure group plc

Strategic Report (continued)

	result in substantial fines and reputational damage and, in the very worst case, an inability to trade due to loss of licence.	licensing parameters on a periodic basis throughout the course of the year and as part of the annual budget process.
Operational	<ul style="list-style-type: none"> • The Group's ships carry a risk of operational failure and/or causing environmental damage thus impacting revenues and/or costs. • The Group outsources a significant element of its cruise operations (namely hotel services and deck and engine maintenance) to third parties. Any damage to these relationships could have a detrimental impact on our business. • The tour operating division of the business is reliant on the delivery of acceptable standards of service by overseas suppliers. A failure by these hoteliers, coach companies and other ancillary service providers to maintain expected high standards of quality could result in business disruption, reputational damage and loss of profits through customer compensation claims. • The Group is dependent on information technology systems, the failure of which would impact its ability to process sales. 	<ul style="list-style-type: none"> • All ships operated by the Group are maintained according to the required maritime standards, including two dry dock inspections every five years. • The Executive Directors meet regularly with the Group's key suppliers in order to maintain good working relationships. • Service level agreements are entered into with suppliers and overseas inspection visits are undertaken. These inspection visits include quality control and health and safety assessments. The Group also conducts thorough post-departure customer satisfaction reviews, the results of which are considered on a supplier by supplier basis during the following year's supplier contracting process. • Investment in technology ensures that system reliability is optimised and procedures are in place to minimise the time that any selling system is inoperable.
Financial	<ul style="list-style-type: none"> • A significant proportion of the Group's cost base remains constant notwithstanding changes to the level of revenues. • The Group has significant dollar and euro denominated operating costs that are matched with significant sterling denominated revenues. • The Group has significant cash balances and is therefore exposed to interest rate risk. 	<ul style="list-style-type: none"> • Key performance indicators are closely monitored to ensure that yields are optimised. • The Group holds significant multicurrency cash balances on deposit and uses a variety of currency derivatives to manage actively the Group's foreign exchange exposure. • The Group holds significant cash balances on fixed rate deposits.

By order of the Board,



C J Gadsby
Director

21 February 2014

All Leisure group plc

Corporate Governance Statement

The Board of Directors (“the Board”) acknowledge the importance of the principles set out in the UK Corporate Governance Code (“the Code”) which came into effect 29 June 2010. Although the Code is not compulsory for AIM traded companies, the Board has applied its principles as far as practicable for a Company of its size in this report.

The Board

The Board is responsible to the shareholders for the proper management of the Group. The Board is responsible for setting the Group’s strategic direction, the establishment of Group policies and internal controls and the monitoring of operational performance. It meets regularly throughout the year and, in addition to the routine reporting of financial and operational issues, reviews certain key functions such as fuel and currency hedging between meetings. The Board has a schedule of matters specifically reserved to it for decision. The Board meeting agenda normally comprises inter alia strategy, an operational review and a financial review. Specific meetings cover the approval of the interim and preliminary financial results and the approval of the annual budget. Information is normally provided to all Board members in the week prior to a Board meeting to enable the Directors to consider the issues for discussion and to request clarification or additional information. The Board regularly reviews the type and amount of information provided. The Board plans to meet 12 times a year and in FY12/13 met a total of 12 times. All Directors have access to the advice of the Company Secretary Peter Buckley, who is responsible to the Board for ensuring that procedures are followed. A statement of Directors’ responsibilities in respect of the financial statements is set out in this Annual Report below.

At 31 October 2013, the Board comprised three executive directors and two non-executive directors, both of whom are considered independent. The Board consisted of the Executive Chairman, two further Executive Directors and two Non-Executive Directors which, in the opinion of the Board, is an appropriate composition for the Group at this stage of its development. The positions of Chairman and Group Chief Executive are not combined, ensuring a clear division of responsibility at the head of the Group. The Board offers a range of experience and expertise sufficient to bring independent judgement on issues of strategy, performance, safety, resources and standards of conduct which is vital to the success of the Group. At the Annual General Meeting held on 29 April 2013, Roger Allard, Nigel Jenkins, Ian Smith and Chris Gadsby put themselves forward for re-election to office and were duly reappointed.

Both Non-Executive Directors hold shares in the Group, as disclosed in the Directors’ Report. However because the number of shares held is relatively small these shareholdings are not believed to impact on the Non-Executive Directors’ independence. Nigel Jenkins is considered to be independent as defined by the UK Corporate Governance Code. Philip Ovenden, used to hold executive employment arrangements with the Group. These ceased in October 2007 and because the UK Corporate Governance Code requires a minimum period of five years to elapse from cessation of executive appointment, he is now considered independent.

The Executive Chairman of the Board is Roger Allard who is responsible for the preparation and execution of the Group’s strategic plan. Ian Smith is the Chief Executive Officer and is responsible for co-ordination of the Group’s business activities. Chris Gadsby as Group Finance Director is responsible for the production of both management and statutory accounts.

At the forthcoming Annual General Meeting, Philip Ovenden and Chris Gadsby are offering themselves for re-election. Subject to re-election at the first AGM after which they are appointed, all Non-Executive Directors are appointed initially for a three year term and, after review, may be proposed for a further three year term. The Group will take into account the balance of skills and experience on the Board, and their contribution and level of independence when considering whether to extend their appointment beyond the initial term.

All Leisure group plc

Corporate Governance Statement (continued)

Board diversity

Collectively, the directors have a diverse range of skills and experience. When looking for board candidates, endeavours are made to ensure that searches are conducted, and appointments made, on merit and with due regard for the benefits of diversity on the Board, including gender.

Nominated advisor

The Group's nominated advisor (NOMAD) is Panmure Gordon (UK) Limited. The Board takes significant measures to ensure that all Board members are kept aware of both the views of major shareholders and changes in the major shareholdings of the Group. This is achieved by giving all Directors access to the Group's NOMAD.

Board Committees

In accordance with corporate governance best practice, the Board has established Audit and Remuneration committees, comprising two non-executive directors for both the audit and remuneration committees.

The committees have duties and responsibilities formally delegated to them by the Board. The committees have the following memberships:

Remuneration Committee (2013/14): Nigel Jenkins (Chair), Philip Ovenden

Remuneration Committee (2012/13): Nigel Jenkins (Chair), Philip Ovenden

Audit Committee (2013/14): Philip Ovenden (Chair), Nigel Jenkins

Audit Committee (2012/13): Philip Ovenden (Chair), Nigel Jenkins

Meeting attendance

The Board met 12 times last year and the attendance of the Directors at the Board and committee meetings, where appropriate, was as follows:

	Annual General Meeting	Scheduled Board Meeting	Audit Committee	Remuneration Committee
Roger Allard	1 (1)	12 (12)	#	+
Nigel Jenkins	1 (1)	11 (12)	2 (2)	1 (1)
Philip Ovenden	1 (1)	11 (12)	2 (2)	1 (1)
Ian Smith	1 (1)	12 (12)	#	N/A
Chris Gadsby	1 (1)	12 (12)	#	N/A

Attendance includes conference calls. Figures in brackets indicate the maximum number of meetings in the period in which the individual was a member of the Board or the relevant Committee, and was required to attend the meeting.

All executive directors attended the Audit Committee meetings at the request of the Chairman of the Audit Committee.

+ Roger Allard attended the Remuneration Committee meeting at the request of the Chairman of the Remuneration Committee.

All Leisure group plc

Corporate Governance Statement (continued)

Audit Committee

The Audit Committee was chaired throughout the year (and currently) by Philip Ovenden. It comprises two independent directors. The Chairman, Chief Executive and Finance Director are invited to attend meetings, as appropriate. The Audit Committee reviews the half-year and annual financial statements, matters related to internal controls and holds the relationship with the external audit function. In addition, the Audit Committee ensures that an objective and professional relationship is maintained with the external auditors, with particular regard to the nature and extent of any non-audit services they provide. During the year ended 31 October 2013, the Group's external auditors, Deloitte LLP ("Deloitte"), provided non-audit services to the Group. The fees paid to Deloitte for non-audit services were £23,000 (2012: £202,000) excluding VAT. The use of Deloitte for non-audit work was carefully evaluated by the Audit Committee, which was satisfied that the necessary independence was achieved. The Audit Committee views the independence and objectivity of the Group's auditors as essential and ensures that Deloitte are not instructed on any issue which would prejudice this. The Audit Committee obtains written confirmation on at least an annual basis of the independence of the external auditors. The Audit Committee also reviews the possible risks facing the Group, the risk management function and internal controls. In particular it is constantly updated on decisions made by executive directors regarding currency and fuel hedging.

The Group places the utmost importance on the timely dissemination of operational and financial reports. The Group Financial Controller reports to the Group Finance Director and is responsible for the preparation of the Group's management accounts.

Remuneration Committee

The Remuneration Committee has the primary responsibility to review the performance of the Company's executive directors and Company Secretary and to set their remuneration and other terms of employment. The Remuneration Committee is chaired by Nigel Jenkins and consists of both Non-Executive Directors.

Nominations Committee

Given the size of the Company the Board deems it appropriate that all members are closely involved in nominating new Board members and therefore no Nominations Committee exists at this time. The Board will review this arrangement annually.

Going concern

After making enquiries, the Directors have formed a judgement at the time of approving these financial statements that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Directors have adopted the going concern basis in preparing these financial statements. Further details are provided in the Finance Director's Report.

Relations with shareholders

Results are released on a semi-annual basis as required under the AIM Rules. Existing and potential institutional investors are offered one-on-one meetings with Executive Directors immediately thereafter. The primary responsibility for this process lies with the Executive Chairman, supported by the Group Finance Director. All shareholders have the opportunity to put questions to the Board at the Annual General Meeting and at other times by emailing or writing to the Company or to its NOMAD Panmure Gordon (UK) Limited. Citigate Dewe Rogerson advises the Group on the optimal dissemination of relevant information to shareholders and to the market in general. In addition, the Group maintains a website pursuant to Rule 26 of the AIM Rules for Companies containing constitutional documents, press releases and Company contact information.

All Leisure group plc

Directors' Report

The Directors present their annual report on the affairs of the Group, together with the financial statements and auditor's report, for the year ended 31 October 2013.

Principal activities

The principal activities of the Group comprise the Cruising division, which comprises Voyages of Discovery, Swan Hellenic and Hebridean Island Cruises brands, and the Tour Operating division consisting of Page and Moy Travel Group and Discover Egypt. Further details regarding the market position of these brands is provided in the Operating Review. The subsidiary undertakings principally affecting the profits or net assets of the Group in the year are listed in note d to the Company financial statements.

Business review

A review of the business and its future development is given in the Chairman's Statement, Chief Executive's Report and Finance Director's Report. This information has been prepared solely to assist the shareholders to assess the Board's strategies and their potential to succeed. It should not be relied on by any other party, for any other purposes. Forward-looking statements have been made by the Directors in good faith using information available up to the date of this report. Forward-looking statements should be regarded with caution because of the inherent uncertainties in economic trends and business risks.

Financial risk management policies

Information about the use of financial instruments by the Group is given in notes 3, 4, 25 and note 37 to the consolidated financial statements.

Post balance sheet events

Details of significant events since the balance sheet date are contained in note 38 to the consolidated financial statements.

Results and dividends

The loss after taxation for the year ended 31 October 2013 amounted to £13.4m (2012: profit of £0.5m). The Directors do not propose to pay a final dividend (2012: nil) subject to approval at the forthcoming Annual General Meeting. No interim dividend was paid in the year (2012: nil).

Capital structure

Details of the authorised and issued share capital are shown in note 30. The issued share capital currently stands at 61,744,777 ordinary shares.

The Company has one class of ordinary shares which carry no right to fixed income. Each share carries the right to one vote at general meetings of the Company.

There are no specific restrictions on the size of a holding nor on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights.

All Leisure group plc

Directors' Report (continued)

On 19 February 2014, the Company has been notified of the following shareholdings in excess of 3% of the ordinary 1p shares of the Company at that date.

Name of holder	Percentage of voting rights and issued share capital	No. of Ordinary shares	Nature of holding
R Allard	60.13%	37,124,236	Investment
The Right Honourable Lord Sterling of Plaistow	6.08%	3,755,647	Investment
P Buckley	5.09%	3,144,986	Investment
P Ovenden	5.09%	3,144,986	Investment
Harewood Nominees	3.59%	2,216,700	Investment
The Bank of New York Nominees	3.08%	1,900,000	Investment

Shareholders' authority for the purchase by the Company of 10% of its own shares existed as at 31 October 2013. It is currently the intention of the Directors to seek to renew the authority to buy back shares at the next Annual General Meeting.

Due to the significant shareholding in the Company held by the Chairman, Mr Roger Allard, a Relationship Agreement was signed on 24 September 2007. Under the terms of this agreement Roger Allard undertakes to the Company that for so long as he, and connected persons, own 30 per cent. or more of the shares in the Company entitled to vote at general meetings that (i) he will not exercise his voting rights to vote in favour of the appointment of a director who has not been approved by the Board (ii) Roger Allard grants the Company rights to control his ability to build a stake in another cruise business for so long as he, and connected persons, own 25 per cent. or more of the shares in the Company entitled to vote at general meetings, and (iii) Roger Allard undertakes to the Company that for so long as he, and connected persons, own 30 per cent or more of the shares in the Company entitled to vote at general meetings that he will vote his shares to ensure that the Company shall operate and make decisions for the benefit of the Company as a whole. This agreement terminates if Roger Allard, and connected persons, own less than 25 per cent of the shares in the Company entitled to vote at general meetings.

No person has any special rights of control over the Company's share capital other than through a majority shareholding as disclosed above and all issued shares are fully paid.

With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, the Companies Acts and related legislation and requires certain directors annually to retire by rotation. The Articles themselves may be amended by special resolution of the shareholders.

Directors

The Directors, who served throughout the year, unless otherwise stated, and to the date of this report, were as follows:

R J Allard	Executive Chairman
R D Bryant	Cruise Fleet Director (resigned 8 April 2013)
C J Gadsby	Finance Director
N J Morris	Chief Operating Officer (resigned 31 May 2013)
N J Jenkins	Non-executive Director, Chairman of Remuneration Committee
P S Ovenden	Non-executive Director, Chairman of Audit Committee
I Smith	Chief Executive

Philip Ovenden and Chris Gadsby retire by rotation at the next annual general meeting and, being eligible, offer themselves for re-election.

All Leisure group plc

Directors' Report (continued)

Directors' interests

The Directors who held office at 31 October 2013 had the following interests in the 1p ordinary shares of the Company:

Name of director	31 October 2013		31 October 2012	
	No.	%	No.	%
R J Allard	37,124,236	60.13	37,124,236	60.13
C Gadsby	-	-	-	-
N J Jenkins	34,130	0.06	34,130	0.06
P S Ovenden	3,144,986	5.09	3,144,986	5.09
I Smith	-	-	-	-

Between 31 October 2013 and the date of this report the interests of the Directors remain unchanged. Accordingly the current Directors' shareholdings as at the date of this report are as above.

Directors' indemnities

During the year the Company has made qualifying third party indemnity provisions for the benefit of its Directors and these remain in force at the date of this report.

Supplier payment policy

The Group's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment. Trade creditors of the Group at 31 October 2013 were equivalent to 31 (2012: 53) days' purchases, based on the average daily amount invoiced by suppliers during the year.

Fixed assets

In the opinion of the Directors the current open market value of the Group's interests in land and buildings is not materially different to the book value. Compass House was revalued in November 2011 and Discovery Mews was revalued in October 2013. During the year the group sold Lynnem House, resulting in a loss on sale of £68k. See note 18 for further details.

Charitable and political contributions

During the year the Group made charitable donations of £927 (2012 - £1,026). No political donations were made during the year (2012 - £nil).

Disabled employees

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

All Leisure group plc

Directors' Report (continued)

Employee consultation

The Group places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. This is achieved through formal and informal meetings and the publication of an internal newsletter. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests.

The Company does not currently have a share option scheme in place for the benefit of employees. This is reviewed regularly by the Board, and an option plan may be implemented in the future if this is considered to be in the best interests of the Group.

Independent auditor

Deloitte LLP have expressed their willingness to continue in office as independent auditor of the Company and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

By order of the Board,



C J Gadsby
Director

21 February 2014

All Leisure group plc

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year.

Under that law the Directors are required to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation and have elected to prepare the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The Group financial statements are also required by law to be properly prepared in accordance with Companies Act 2006 and the AIM Rules for Companies. Under company law the Directors must not approve the accounts 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 for the Company for that period.

In preparing the parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

In preparing the Group financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report on the Group Financial Statements to the Members of All Leisure group plc

We have audited the Group financial statements of All Leisure group plc for the year ended 31 October 2013 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, and the Consolidated Statement of Changes in Equity, the Consolidated Balance Sheet, the Consolidated Cash Flow Statement, and the related notes 1 to 40. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the Group financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the Group financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the Group financial statements:

- give a true and fair view of the state of the Group's affairs as at 31 October 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the Group financial statements.

Independent Auditor's Report on the Group Financial Statements to the Members of All Leisure group plc (continued)

Matters on which we are required to report by exception

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

- 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.

Other matter

We have reported separately on the parent company financial statements of All Leisure group plc for the year ended 31 October 2013.

Alistair Pritchard FCA

Alistair Pritchard FCA
(Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham, United Kingdom

21 February 2014

Note: The maintenance and integrity of All Leisure group plc's website is the responsibility of the Directors. The work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditor accepts no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ in other jurisdictions.

All Leisure group plc

Consolidated Income Statement For the year ended 31 October 2013

	Note	Year ended 31 October 2013			Year ended 31 October 2012		
		Underlying results £'000	Separately disclosed items (note 7) £'000	Total £'000	Underlying results £'000	Separately disclosed items (note 7) £'000	Total £'000
Revenue							
Cruising		65,824	-	65,824	61,044	-	61,044
Tour operating		76,319	-	76,319	66,349	-	66,349
Total revenue	5, 6	142,143	-	142,143	127,393	-	127,393
Costs, expenses and other income							
Operating:							
Cruising		(51,002)	(7,263)	(58,265)	(50,709)	(1,210)	(51,919)
Tour operating		(54,699)	-	(54,699)	(49,178)	-	(49,178)
Total operating		(105,701)	(7,263)	(112,964)	(99,887)	(1,210)	(101,097)
Selling and administrative		(29,363)	(2,125)	(31,488)	(21,632)	(581)	(22,213)
Depreciation	9, 18	(5,487)	-	(5,487)	(4,426)	-	(4,426)
Amortisation	9, 17	(847)	(497)	(1,344)	(565)	(385)	(950)
Other income	8	-	-	-	-	475	475
Rental income	5	8	-	8	16	-	16
Operating profit/(loss) before (losses)/gains on derivative contracts		753	(9,885)	(9,132)	899	(1,701)	(802)
(Losses)/gains on derivative contracts	6	(4,277)	-	(4,277)	1,671	-	1,671
Operating (loss)/profit	6, 9	(3,524)	(9,885)	(13,409)	2,570	(1,701)	869
Investment revenue	5, 12	160	-	160	131	-	131
Finance costs	13	(387)	-	(387)	(197)	-	(197)
(Loss)/profit before tax		(3,751)	(9,885)	(13,636)	2,504	(1,701)	803
Tax (charge)/credit	14	(85)	311	226	(384)	80	(304)
(Loss)/profit for the financial year	6	(3,836)	(9,574)	(13,410)	2,120	(1,621)	499
Earnings per share (pence):							
Basic	16			(21.7)p			0.8p
Diluted	16			(21.7)p			0.8p

All results are derived from continuing operations.

All results are attributable to equity holders of the parent Company.

All Leisure group plc

Consolidated Statement of Comprehensive Income For the year ended 31 October 2013

	Note	2013 £'000 Total	2012 £'000 Total
(Loss)/profit for the financial year		(13,410)	499
Items that will not be reclassified subsequently to profit or loss:			
Losses on property revaluation		(24)	-
Actuarial gains/(losses) on defined benefit pension schemes	36	1,258	(820)
Deferred tax on pensions		(365)	188
Total comprehensive loss for the financial year		(12,541)	(133)

All Leisure group plc

Consolidated Statement of Changes in Equity At 31 October 2013

	Note	Share capital £'000	Share premium account £'000	Revaluation reserve £'000	Currency translation reserve £'000	Retained earnings £'000	Total £'000
At 1 November 2011		617	13,346	47	12	18,494	32,516
Profit for the financial year		-	-	-	-	499	499
Actuarial losses on defined benefit pension schemes		-	-	-	-	(820)	(820)
Deferred tax on pensions		-	-	-	-	188	188
Total comprehensive loss for the financial year		-	-	-	-	(133)	(133)
Dividends paid	15	-	-	-	-	(605)	(605)
At 31 October 2012		617	13,346	47	12	17,756	31,778
At 1 November 2012		617	13,346	47	12	17,756	31,778
Loss for the financial year		-	-	-	-	(13,410)	(13,410)
Revaluation of property		-	-	(24)	-	-	(24)
Actuarial gains on defined benefit pension schemes	36	-	-	-	-	1,258	1,258
Deferred tax on pensions	26	-	-	-	-	(365)	(365)
Total comprehensive loss for the financial year		-	-	(24)	-	(12,517)	(12,541)
At 31 October 2013		617	13,346	23	12	5,239	19,237

Revaluation reserve: At 31 October 2013 the group reclassified Discovery Mews, Copthorne, Surrey as held for sale, and revalued the property to its fair value of £350,000.

Currency translation reserve: At 31 October 2013 one of the Group's subsidiary companies has a US\$ functional currency and the translation reserve represents the exchange gains and losses arising on the retranslation of the net assets of this subsidiary entity.

All Leisure group plc

Consolidated Balance Sheet At 31 October 2013

	Note	2013 £'000	2012 £'000
Non-current assets			
Intangible assets	17	21,324	22,452
Property, ships, plant and equipment	18	39,567	44,725
Investment property	19	-	-
Trade and other receivables	23	3,840	3,840
Deferred tax asset	26	1,739	2,318
		<u>66,470</u>	<u>73,335</u>
Current assets			
Inventories	22	2,312	1,629
Trade and other receivables	23	9,400	10,822
Derivative financial instruments	25	91	247
Assets held for sale	29	350	250
Restricted bank balances	23	3,594	5,566
Cash and bank balances	23	10,685	18,242
		<u>14,279</u>	<u>23,808</u>
Total current bank balances and cash in hand		<u>26,432</u>	<u>36,756</u>
Total assets		<u>92,902</u>	<u>110,091</u>
Current liabilities			
Trade and other payables	27	(57,321)	(63,561)
Current tax liabilities		(5)	(11)
Borrowings	24	(580)	(580)
Provisions	28	(358)	(219)
Derivative financial instruments	25	(4,947)	(827)
		<u>(63,211)</u>	<u>(65,198)</u>
Non-current liabilities			
Borrowings	24	(4,622)	(5,202)
Deferred tax liabilities	26	(2,299)	(2,741)
Retirement benefit obligations	36	(2,101)	(3,807)
Long term provisions	28	(1,432)	(1,365)
		<u>(10,454)</u>	<u>(13,115)</u>
Total liabilities		<u>(73,665)</u>	<u>(78,313)</u>
Net assets		<u>19,237</u>	<u>31,778</u>
Equity			
Share capital	30	617	617
Share premium account		13,346	13,346
Revaluation reserve		23	47
Currency translation reserve		12	12
Retained earnings		5,239	17,756
Total equity		<u>19,237</u>	<u>31,778</u>

The financial statements of All Leisure group plc, registered number 01609517, were approved by the Board of directors and authorised for issue on 21 February 2014.

They were signed on its behalf by:

C J Gadsby

C J Gadsby
Director

All Leisure group plc

Consolidated Cash Flow Statement For the year ended 31 October 2013

	Note	2013 £'000	2012 £'000
Net cash (outflow)/inflow from operating activities	32	<u>(3,312)</u>	<u>397</u>
Investing activities			
Interest received		152	131
Rental income		8	16
Proceeds on disposal of property, plant and equipment		499	-
Proceeds on disposal of assets held for sale		250	-
Purchases of property, plant and equipment		(8,348)	(4,542)
Purchase of subsidiaries (net of cash acquired)	31	-	5,872
Movement in restricted cash held on deposit		<u>1,972</u>	<u>2,899</u>
Net cash (used)/generated from investing activities		<u>(5,467)</u>	<u>4,376</u>
Financing activities			
Dividends paid	15	-	(605)
(Repayment)/draw down of borrowings		<u>(580)</u>	<u>5,782</u>
Net cash (used)/generated in financing activities		<u>(580)</u>	<u>5,177</u>
Net (decrease)/increase in cash and cash equivalents		<u>(9,359)</u>	<u>9,950</u>
Cash and cash equivalents at beginning of year		18,242	6,735
Effect of foreign exchange rate changes		<u>1,802</u>	<u>1,557</u>
Cash and cash equivalents at end of year	23	<u><u>10,685</u></u>	<u><u>18,242</u></u>

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

1. General information

All Leisure group plc is a company incorporated in the United Kingdom under the Companies Act 2006. The address of the registered office is given on page 1. The nature of the Group's operations and its principal activities are cruise ship operation and tour operating as set out in notes 5 and 6 and in the Chairman's Statement, Chief Executive's Report, the Finance Director's Report and the Directors' Report.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Group operates. Foreign operations are included in accordance with the policies set out in note 3.

2. Adoption of new and revised Standards

Impact of new standards and interpretations

The following standards and interpretations issued by the International Accounting Standards Board have been implemented for the year ended 31 October 2013:

IAS 1	Amended 2011	Presentation of Items of Other Comprehensive Income
IAS 19	Amended 2011	Employee Benefits
IAS 12	Amended 2010	Deferred Tax: Recovery of underlying assets

The adoption of these standards and interpretations has not led to any changes in accounting policies.

New standards and interpretations not applied

The following standards and interpretations issued by the International Accounting Standards Board have not been applied in preparing these financial statements as their effective dates fall in periods beginning after 1 November 2012.

IFRS 1 (amended)	Government Loans
IFRS 7 (amended)	Disclosures – Offsetting Financial Assets and Financial Liabilities
Annual Improvements to IFRSs	2009-2011 Cycle
IFRS 9	Financial Instruments
IFRS 10	Consolidated Financial Statements
IFRS 10, IFRS 12 and IAS 27 (amended)	Investment entities
IFRS 11	Joint Arrangements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IAS 27 (revised)	Separate Financial Statements
IAS 28 (revised)	Investments in Associates and Joint Ventures
IAS 32 (amended)	Offsetting Financial Assets and Financial Liabilities
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

2. Adoption of new and revised Standards (continued)

The directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the Group's financial statements, with the exception of the adoption of IFRS 11: Joint Arrangements in the year ending 31 October 2014. The directors will evaluate the impact of this standard over the coming year. Some of these standards and interpretations will, when adopted, require addition to or amendment of disclosures in the financial statements.

3. Significant accounting policies

Basis of accounting

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) adopted by the European Union.

The financial statements have been prepared on the historical cost basis, except for the revaluation of certain properties and financial instruments. The principal accounting policies adopted are set out below.

The financial statements have been prepared on a going concern basis as discussed in the Business Review on page 9.

The principal accounting policies adopted are set out below. These policies have been applied consistently unless otherwise stated.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 October each year. Control is achieved when the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities.

All subsidiaries are 100% owned and there are no non-controlling interests in the Group.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the IFRS policies used by the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements. Further detail is contained in the Business Review on page 9.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquire. Acquisition-related costs are recognised in profit or loss as incurred.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except that deferred tax assets and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee benefits* respectively.

Intangible Assets - Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred and the fair value of the acquirer's previously held equity over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the net fair value of the acquiree's net assets exceeds the sum of the consideration transferred, the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating unit's to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Intangible assets - Other

Intangible assets other than goodwill with a finite useful life are carried at cost less amortisation and any impairment losses. Intangible assets with indefinite useful lives are not amortised. For all other intangibles, amortisation is charged on a straight-line basis over the asset's useful life, as follows:

Customer relationships	5% - 10%
Trademarks	2% - 4%
Computer software	25%

Revenue recognition

Revenue comprises sales to third parties (excluding VAT and similar sales, port and other taxes).

Cruise revenues and cruise charter revenues, together with revenues from onboard and other activities, which include transportation are recognised in income for each day of the cruise as it progresses. Shore excursion revenue is recognised on the date of the excursion.

Tour operating revenues, including excursions, insurance revenue and other services supplied to customers in the ordinary course of business, are taken to the income statement on holiday departure.

Client monies received at the balance sheet date relating to holidays commencing after the year end are deferred and included within trade and other payables.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

Revenue recognition (continued)

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Other revenue and associated expenses are taken to the income statement as earned or incurred.

Revenue and expenses exclude intra-group transactions.

Foreign exchange

The individual financial statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group company are expressed in pounds sterling, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are classified as equity and recognised in the Group's foreign currency translation reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

Property, ships, plant and equipment

Land and buildings held for administrative purposes are stated in the balance sheet at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the balance sheet date. The freehold property owned by All Leisure Holidays Ltd was revalued in October 2013 and the freehold property owned by Page & Moy Travel Group Air Holidays Ltd was fair valued at entry into the Group on 15 May 2012.

Any revaluation increase arising on the revaluation of such land and buildings is credited to the properties' revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised as an expense, in which case the increase is credited to the income statement to the extent of the decrease previously charged. A decrease in carrying amount arising on the revaluation of such land and buildings is charged as an expense to the extent that it exceeds the balance, if any, held in the properties' revaluation reserve relating to a previous revaluation of that asset.

Depreciation on revalued buildings is charged to income. On the subsequent sale of a revalued property, the attributable revaluation surplus remaining in the properties' revaluation reserve is transferred directly to retained earnings.

Freehold land is not depreciated.

Property, ships, plant and equipment are stated at cost or valuation less accumulated depreciation and any impairment in value.

Depreciation is provided on all property, dry docks, ship improvements and plant and equipment, other than freehold land, at rates calculated to write off the cost or revalued amount, less estimated residual value of each asset evenly over its expected useful life, as follows:

Freehold buildings	2% per annum straight line
Cruise ships	5% - 50% per annum straight line
Leasehold improvements	Over lease period
Office equipment	25% per annum straight line
Motor vehicles	25% per annum straight line

The carrying values of property, ships, plant and equipment are reviewed at least annually for impairment or if events or changes in circumstances indicate the carrying value may not be recoverable.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year end. Further details regarding the residual values of the cruise ships are provided in note 4 to the financial statements.

Costs relating to mandatory cruise ship dry docks are capitalised and depreciated over the period up to the next dry dock where appropriate.

An item of property, ships and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, ships and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment property

Investment property, which is property held to earn rentals, is stated at deemed cost as the Group elected, under the transitional arrangements available under IFRS 1, to use the previous carrying value under UK GAAP as deemed cost on transition to IFRS. The investment property is depreciated on a straight-line basis at 2% per annum. The land on which it is situated is not depreciated.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

Investment property (continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Non-current assets held for sale

The Group classifies non-current assets held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. To be classified as held for sale, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets, and their sale must be highly probable. Sale is considered to be highly probable when management is committed to a plan to sell the assets and an active programme to locate a buyer and complete the plan has been initiated at a price that is reasonable in relation to their current fair value, and there is an expectation that the sale will be completed within one year from the date of classification.

Non-current assets classified as held for sale are carried on the Group's balance sheet at the lower of their carrying amount and fair value less costs to sell.

Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the income statement as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Financial instruments

Financial assets and financial liabilities are recognised on the Group's balance sheet at fair value when the Group becomes a party to the contractual provisions of the instrument.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

In accordance with IAS 39, *Financial Instruments: Recognition and Measurement*, the Group's financial assets are classified into the following specified categories:

- loans and receivables; and
- financial assets 'at fair value through profit or loss' ("FVTPL").

The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. Currently the Group does not have any financial assets that are classified as 'held to maturity' or 'available-for-sale', as defined by IAS 39.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and other receivables are measured at amortised cost using the effective interest method, if the time value of money is significant, less any provision for impairment. Gains and losses are recognised in income when the loans and receivables are derecognised or impaired. This category of financial asset includes trade receivables.

Financial assets at FVTPL

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. In respect of the Group, financial assets at FVTPL can include the Group's fuel and foreign currency derivatives with their fair value being determined by external valuers using market data (please refer to note 4 for further details).

Bank balances and cash in hand

Restricted cash comprises cash deposits which have restrictions governing their use and are classified as current or non-current dependent on the remaining length of the restriction, which is determined from contractual terms governing the restriction. Cash and cash equivalents comprise cash in hand, cash held in banks accounts with no access restrictions and bank or money market deposits repayable on demand or maturing within three months of inception. If the bank or money market deposits have an original maturity of three months or more these are disclosed as 'interest bearing bank deposits' outside cash and cash equivalents. This reflects the contractual terms of the deposit agreements such that whilst the Group often has immediate access to the bank deposits, the counterparty has the right to restrict interest payments in the event of early withdrawal. Interest income on these balances is recognised using the effective interest method.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been reduced.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, an appropriate portion of the loss previously recognised is reversed.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

De-recognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or financial liabilities measured at amortised cost.

Financial liabilities at amortised cost

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. This category of financial liabilities includes trade payables, accruals, deferred income and borrowings.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL where the financial liability is either held for trading or it is designated as at FVTPL. The Group has not designated any financial liabilities as being at FVTPL and accordingly only holds financial instruments in this category that are deemed to be held for trading under the provisions of IAS 39.

With respect to the Group, the financial liabilities that can be classified as financial liabilities that are held for trading are the derivative instruments that are not designated and effective as hedging instruments (see the derivative accounting policy below).

Financial liabilities at FVTPL are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Derivative financial instruments

The Group's activities expose it primarily to the financial risks of changes in foreign exchange rates and changes in the price of fuel for the ships. Derivative financial instruments are used by the Group to mitigate its exposure to movements in currency exchange rates and movements in the price of fuel.

The majority of the Group's derivatives do not meet the hedge classification criteria of IAS 39. The Group has chosen to measure all its derivatives at fair value through profit and loss (FVTPL), with the movement being disclosed on the face of the income statement.

Derivative financial instruments are measured at fair value as described above.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

Share capital and share premium account

There is one class of shares. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price over the par value is recorded in the share premium account. Incremental external costs directly attributable to the issue of new shares are recorded in equity as a deduction, net of tax, in the share premium account.

Dividends

Dividends are provided for in the period in which they become a binding liability on the Company.

Provisions

A provision is recognised in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Inventories

Inventories representing engineering spares, fuels, lubricants and consumables are stated at the lower of cost (being purchase price to the Group) and net realisable value.

Where necessary, provision is made for obsolete and damaged stocks.

Leases

Leases taken by the Group are assessed individually as to whether they are finance leases or operating leases.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease rental payments are recognised as an expense in the income statement on a straight-line basis over the lease term. The benefit of any lease incentives is spread over the term of the lease.

All Group leases (which include Bareboat Charter agreements) are classified as operating leases.

Taxation

The tax expense represents the sum of current tax expense and deferred tax expense.

Current tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes some of the items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Certain of the Group subsidiary companies are subject to taxation under the UK Tonnage Tax regime. Under this regime, a shipping company may elect to have its taxable profits computed by reference to the net tonnage of each of the qualifying ships it operates.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial

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For the year ended 31 October 2013

3. Significant accounting policies (continued)

Taxation (continued)

recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities are recognised for taxable temporary differences arising on investment in subsidiaries, except where the group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Share-based payment

In prior periods the Group has issued equity-settled share options to certain employees as part of their total remuneration. The fair values of the share options were calculated at the date of grant, using an appropriate option pricing model. These fair values were charged to profit or loss in full immediately as the options vested on grant. On the basis that both schemes are immaterial to the financial statements, the full disclosure requirements of IFRS 2, '*Share based payment*' has not been included however limited details regarding the share-based transactions are set out in note 35.

Retirement benefit costs

The Group operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. The amount charged to the income statement in respect of pension costs and other post-retirement benefits is the contributions payable in the year.

Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

The Group also operates a defined benefit scheme. The pension liabilities recognised on the balance sheet in respect of this scheme represent the difference between the present value of the Group's obligations under the scheme (calculated using the projected unit credit method) and the fair value of the scheme's assets. Actuarial gains or losses are recognised in the period in which they arise within the consolidated statement of changes in equity. The current service cost, representing benefits accruing over the year, is included in the consolidated income statement as an administrative expense. The unwinding of the discount rate on the scheme liabilities and the expected return on scheme assets are presented as investment revenues. Past service costs are recognised immediately in the income statement as administrative expenses.

Operating profit

Operating profit is stated before investment revenues.

Income statement presentation and separately disclosed items

For information purposes management believe it is helpful to disclose certain items separately.

These items are presented within their relevant income statement category, but highlighted through separate disclosure. This is the second year the Group has presented the income statement in this manner and management intend to consistently disclose these items each year.

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Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

3. Significant accounting policies (continued)

Income statement presentation and separately disclosed items (continued)

Items which are included within the category of separately disclosed items include:

- Costs of acquisitions
- Asset impairments
- Other individually material items that are unusual because of their size, nature or incidence but which are considered not to be related specifically to the underlying result.

Material business combination intangible assets were acquired as a result of the acquisition of Page & Moy Travel Group Limited. The amortisation of these intangible assets is significant and the Group's management consider that it should be disclosed separately to enable a full understanding of the Group's results. Please see note 7 for further details.

4. Critical accounting judgements and key sources of estimates uncertainty

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts 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 if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Residual value of cruise ships

As in the prior year, the residual value of the Group's cruise ships is measured on the basis of either an operating cruise ship or scrap value at the current projected end of its useful life to the Group. In the cases where it is planned to dispose of the ship as a working vessel, the estimate of the residual value reflects independent specialist advice received by the Company from members of the Institute of Chartered Ship Brokers, relating to the current value of the vessels coupled with the likely disposal value of the ship at the projected end of the useful life to the Group. If it is assumed the ship will be scrapped, the residual value is based on external market data for the scrap value of steel and estimated sales proceeds of any removable assets from the ship. Ship residual values are determined in US Dollars or Euros and are therefore subject to foreign exchange risk. Residual values are reviewed annually to take account of market conditions.

Acquisition of Page & Moy Travel Group Limited

The acquisition of Page & Moy Travel Group Limited, as disclosed in note 31, was accounted for using the acquisition method based on the fair value of the consideration paid. The assets and liabilities were measured at fair value and the purchase price was allocated to assets and liabilities based on these fair values. Determining the fair values of assets and liabilities acquired involves the use of significant estimates and assumptions, including discount rates, asset lives and recoverability. With regards to assets and liabilities measured at fair value, the value of the freehold property was measured using a qualified surveyor on an open market basis and the valuation of the defined benefit pension liability was prepared by qualified actuaries. With regards to the purchase price allocation and determination of intangible assets, management engaged recognised experts in this field to assist in the process, who also benchmarked key assumptions, such as discount rates and asset lives, against industry peers.

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4. Critical accounting judgements and key sources of estimates uncertainty (continued)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Valuation of derivative financial instruments

The Group has significant derivative assets and liabilities on balance sheet as at 31 October 2012 and 31 October 2013, which are carried at fair value as required by IAS 39, *Financial instruments: Recognition and Measurement*. The fair value is reported in the income statement and creates volatility in reported results. The Group believes that the derivative market value at the year end is based on appropriate estimates. Please refer to note 25 for further details. The Group notes though that the valuation of derivative financial instruments requires significant estimates, primarily:

- The spot rate at the balance sheet;
- The forward rate;
- Time, in terms of remaining contractual term and fixing date(s) contained within it; and
- Market volatility.

Dry dock provisions

The bareboat charter agreement for mv Minerva establishes certain minimum return conditions on the vessel at the end of the agreement. To the extent that these are considered unavoidable, the Group records a provision for the best estimate of the expected expenditure to be incurred, with a corresponding asset recorded. The asset is depreciated to the date that the work is planned to be completed. The estimation of the provision requires significant judgment, and has inherent uncertainties relating to the cost of the work to be completed. Further, the liability will be settled principally in Euros and is carried in a US Dollar functional currency entity. Accordingly, the level of the liability at Group level is subject to both fluctuations in value between the US Dollar and Euro exchange rate, and the Euro and £ sterling exchange rate. Due to the significance of the provided amounts, the estimate of the provision and associated foreign exchange fluctuations can create volatility in the Group reported financial position and financial performance, and ultimately in the Group cash flows in the period that the repair and maintenance obligations are discharged. Please refer to note 28 for further details.

Retirement benefits

The consolidated financial statements include costs in relation to, and provision for, retirement benefit obligations. The costs and the present value of any related pension assets and liabilities depend on such factors as life expectancy of the members, the salary progression of current employees, the returns that plan assets generate and the discount rate used to calculate the present value of the liabilities. The Group uses previous experience and independent actuarial advice to select the values of critical estimates. The estimates, and the effect of variances in key estimates, are disclosed in note 36.

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Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

4. Critical accounting judgements and key sources of estimates uncertainty (continued)

Impairment of Swan Hellenic

The Group has completed a detailed impairment review of the assets in the Swan Hellenic cash generating unit (CGU).

The Swan Hellenic brand is currently used for cruises on the mv Minerva. Following improvements and modernisation of the vessel undertaken during the previous financial year, the lease on this ship has been extended to 2021.

The recoverable amount assumes that from this date cruises under this brand will take place on a replacement vessel. In determining the recoverable amount, the Group has used the following principal inputs:

	Measure
Discount rate – pre tax	14.09%
Cash flow forecast period	7 years + terminal value
Rate of increase of revenue rate per night beyond the budget period	2.5% (0% after 6 years)
Rate of increase of costs beyond the budget period	3% (0% after 6 years)

The Group prepares cash flow forecasts derived from the most recent financial budgets for the next five years and calculates a terminal value for periods thereafter. These assumptions have been revised in the year in light of the current economic environment. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market and the ship on which the brand operates. It is anticipated that sales volumes will increase over the next year as the economic recovery gathers pace and the demand for cruise holidays increases.

Based on this review, which concluded that the value in use is higher than the net book value of the CGU, the Group is satisfied that the assets of Swan Hellenic are not impaired at the balance sheet date. The Directors note that the assumptions made in preparing the impairment review have a significant impact on the recoverable amount of the CGU, and actual events may differ materially from expectation. Please refer to note 17 for further details.

Impairment of Goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value.

The carrying amount of goodwill at 31 October 2013 was £9,517,000 (2012: £9,517,000). There was no impairment of goodwill in the year. Please refer to note 17 for further details.

Impairment of ship values

The Group has completed a detailed impairment review of mv Discovery following an independent valuation which indicated that the current market value of the ship was significantly lower than its carrying value.

Based on this review, the Group estimated that the fair value of the asset was £6,700,000 less than its carrying value, and this amount has therefore been recognised as a charge to the income statement.

Provision against a material counterparty

A provision was made in the prior year against a material receivable from a counterparty in respect of which there is an on-going dispute. Management has estimated the amount recoverable, based on the available evidence, and used this to determine the provision required. For further details on the dispute, please refer to notes 23 and 33.

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For the year ended 31 October 2013

4. Critical accounting judgements and key sources of estimates uncertainty (continued)

Recognition of deferred tax asset relating to carry-forward unused losses

Other than a deferred tax asset arising from deductible temporary differences, the Group has recognised a deferred tax asset relating to unused losses, as detailed in note 26, arising from the Page & Moy Travel Group. The quantum of the asset recognised has been calculated based on the extent it is probable that future taxable profit will be available against which they can be utilised in the context of Page & Moy Travel Group's trading performance in recent financial years, which management have determined as budgeted taxable profits one year from the balance sheet date.

5. Revenue

An analysis of the Group's revenue is as follows:

	2013	2012
	£'000	£'000
Continuing operations		
Sales of cruise holidays and ancillary services	65,824	61,044
Sales of escorted tours and ancillary services	76,319	66,349
	<hr/>	<hr/>
	142,143	127,393
Property rental income	8	16
Investment revenue	160	131
	<hr/>	<hr/>
	<u>142,311</u>	<u>127,540</u>

Ancillary services revenue included within sales of cruise holidays and ancillary services includes all revenue derived directly from the cruise holidays sold, other than the principal cruise. Ancillary services revenue includes excursions revenue, on board revenue such as bar, laundry and other, and insurance income. None of these revenue streams account for more than 10% of the overall revenue and are considered by the Directors to be a component of the overall revenues derived on cruises.

Ancillary service revenue included within sales of escorted tours and ancillary services includes non inclusive tours, visa services and flight upgrades. None of these revenue streams account for more than 10% of the overall revenue and are considered by the Directors to be components of the overall revenues derived on escorted tours.

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Notes to the Consolidated Financial Statements

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6. Business and geographical segments

The Group has identified that each of its divisions is an operating segment and that these operating segments meet the criteria to be aggregated into the two reporting segments: Cruising (including the Voyages of Discovery, Swan Hellenic and Hebridean Island Cruises brands) and Tour Operating (including the Travelsphere, Just You and Discover Egypt brands).

Reporting segment revenues and results

The Group is currently organised into two reporting segments as follows:

Cruising: This includes the cruise operating segments. Revenue streams are principally from the UK but also from the USA and rest of the world.

Tour operating: This segment represents the Group's escorted tours operation, providing escorted tour holidays to a wide range of overseas destinations. Revenue streams are from the UK.

The Group holds all its derivative contracts to maturity and for this reason, coupled with being unable to hedge account under IAS 39, the information on these instruments is reported separately to the chief operating decision maker. Furthermore, these movements are not allocated to any one reporting segment in the management accounts. As a consequence the information is presented below with an adjustment that reconciles the operating profit on an IFRS basis, which includes the mark-to-market impact of the Group's open derivative financial instruments.

The following is an analysis of the Group's revenue and results by reportable segments in 2013:

	Cruising 2013 £'000	Tour Operating 2013 £'000	Corporate 2013 £'000	Consolidated 2013 £'000
Revenue				
External sales	65,824	76,319	-	142,143
Total revenue	65,824	76,319	-	142,143
Result				
Underlying (loss)/profit from operations	(1,944)	4,117	(1,420)	753
Separately disclosed items	(8,556)	(500)	(332)	(9,388)
Amortisation of business combination intangibles	-	(497)	-	(497)
Operating (loss)/profit before adjustment for derivative financial instruments	(10,500)	3,120	(1,752)	(9,132)
Losses on derivative financial instruments				(4,277)
Operating loss				(13,409)
Investment revenues				160
Finance costs				(387)
Loss before tax				(13,636)
Tax credit				226
Loss for the financial year				(13,410)

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Notes to the Consolidated Financial Statements
For the year ended 31 October 2013

6. Business and geographical segments (continued)

The following is an analysis of the Group's revenue and results by reportable segments in 2012:

	Cruising 2012 £'000	Tour Operating 2012 £'000	Corporate 2012 £'000	Consolidated 2012 £'000
Revenue				
External sales	61,044	66,349	-	127,393
Total revenue	61,044	66,349	-	127,393
Result				
Underlying (loss)/profit from operations	(6,868)	9,128	(1,361)	899
Separately disclosed items	(1,244)	(72)	-	(1,316)
Amortisation of business combination intangibles	-	(385)	-	(385)
Operating (loss)/profit before adjustment for derivative financial instruments	(8,112)	8,671	(1,361)	(802)
Gains on derivative financial instruments				1,671
Operating profit				869
Investment revenues				131
Finance costs				(197)
Profit before tax				803
Tax charge				(304)
Profit for the financial year				499
Segment assets				
			2013 £'000	2012 £'000
Cruising			52,547	63,425
Tour operating			36,024	45,231
Total segment assets			88,571	108,656
Unallocated assets			4,331	1,435
Consolidated total assets			92,902	110,091

The unallocated corporate assets primarily relate to group properties.

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6. Business and geographical segments (continued)

Other segment information

	Depreciation and amortisation		Additions to non-current assets	
	2013	2012	2013	2012
	£'000	£'000	£'000	£'000
Cruising	5,624	4,702	7,865	9,279
Tour operating	775	497	428	24,362
Unallocated	432	177	55	-
	<u>6,831</u>	<u>5,376</u>	<u>8,348</u>	<u>33,641</u>

Geographical segments

The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods/services and the location of the Group's non-current assets:

	Sales revenue by geographical market		Non-current assets	
	2013	2012	2013	2012
	£'000	£'000	£'000	£'000
UK	129,358	117,131	66,470	73,335
USA	5,428	5,448	-	-
Rest of the world	7,357	4,814	-	-
	<u>142,143</u>	<u>127,393</u>	<u>66,470</u>	<u>73,335</u>

Revenues are attributed to individual countries on the basis of region of booking.

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7. Separately disclosed items

	2013	2012
	£'000	£'000
Operating items – (expense)/income		
Onerous lease provision	(139)	(304)
Provision against a material counterparty	-	(906)
Restructuring costs	(1,655)	(175)
Impairment of property	-	(96)
Other income	-	475
Acquisition costs	-	(310)
Impairment of ship	(6,700)	-
Cruise cancellation costs	(563)	-
Software costs write off	(263)	-
Loss on disposal of property	(68)	-
	<hr/>	<hr/>
Total operating items	(9,388)	(1,316)
Amortisation of business combination intangibles	(497)	(385)
Deferred tax on business combination intangibles	311	80
	<hr/>	<hr/>
Total separately disclosed items	<u>(9,574)</u>	<u>(1,621)</u>

During the year the group announced the closure of its offices in Southampton. The onerous lease provision arises as a result of the ongoing lease commitment for the Southampton premises. In the prior year an onerous lease provision arose as a result of losses incurred, or anticipated to be incurred, from the bareboat charter of mv Voyager to a third party.

Restructuring costs of £1,655k have arisen during the year as a result of the relocation of the group's operations in Burgess Hill and Southampton to Market Harborough.

At the year end an impairment review was undertaken in respect of mv Discovery (see note 4 for further details). This revealed a decline in the market value of the ship and an impairment charge of £6,700k has therefore been incurred.

Costs of £563k were incurred due to the cancellation of certain cruises following major mechanical problems on-board mv Voyager.

Costs of £263k were written off during the year in relation to expenditure on software prior to the integration of the businesses.

The group disposed of Lynnem House, Burgess Hill during the year and incurred a loss on disposal of £68k.

The provision against a material counterparty in the prior year arose as a result of an ongoing dispute. Please refer to note 4 for further details.

The impairment of property in the prior year arose as a result of the decrease in the market values of Lynnem House and 54 The Hundred.

Other income in the prior year relates to monies received from insurance claims. Please refer to note 8 for further details.

Acquisition costs of £310,000 arose in the prior year as a result of the acquisition of Page & Moy Travel Group Limited.

Material business combination intangible assets were acquired as a result of the acquisition of Page & Moy Travel Group Limited. The amortisation of these intangible assets is significant and the Group's management consider that it should be separately disclosed to enable a full understanding of the Group's results.

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Notes to the Consolidated Financial Statements
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8. Other income

	2013	2012
	£'000	£'000
Insurance claims	-	343
Damages awarded	-	132
	<u>-</u>	<u>475</u>

Insurance claims

The insurance claims amount relates to the settlement of insurance claims made in respect of technical matters experienced on ships operated by the Group based on events in previous periods.

Damages awarded

The damages awarded arose from the Company's success against the insurers underwriting the financial failure insurance provided to passengers of Hebridean Island Cruises Limited. The Insurers refused to pay out under the policy because the Company operated identical replacement cruises for passengers at no extra cost. In September 2009, the passengers formally assigned their claims under the policy to the Company and in March 2010, the Company's solicitors issued a claim on behalf of the Company in the Commercial Court ("the Court").

The Court ruled in the Company's favour on all accounts and awarded the Company the full amount claimed. The amount presented above is shown net of insignificant unrecoverable legal costs incurred.

Further details are disclosed in the Group's FY2011 and FY2012 financial statements.

9. Operating loss

	2013	2012
	£'000	£'000
Operating loss has been arrived at after (crediting)/charging:		
Foreign exchange gain	(1,802)	(1,866)
Depreciation of property, ships, plant and equipment	5,487	4,420
Depreciation of investment property	-	6
Amortisation of intangibles assets	1,344	950
Impairment of property	-	96
Loss on disposal of plant and equipment	-	325
Loss on disposal of property	68	-
Staff costs (note 11)	12,126	8,044
Provision arising from a contractual arrangement (note 7)	139	304
Provision against a material counterparty (note 7)	-	906
Impairment of ship (note 7)	6,700	-
Other separately disclosed items (note 7)	2,481	310

Auditor remuneration details are provided in note 10.

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Notes to the Consolidated Financial Statements
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10. Auditor's remuneration

The analysis of auditor's remuneration is as follows:

	2013	2012
	£'000	£'000
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	50	50
Fees payable to the Company's auditor and their associates for other services to the Group		
- The audit of the Company's subsidiaries pursuant to legislation	108	150
<i>Total audit fees</i>	<u>158</u>	<u>200</u>
- Interim review	20	20
- ABTA and ATOL returns	3	2
- Corporate finance	-	180
<i>Total non-audit fees</i>	<u>23</u>	<u>202</u>

In addition, £58,000 was payable to the Group's auditor and their associates in respect of associated pension schemes in 2013 (2012: £20,000).

Fees payable to Deloitte LLP and their associates for non-audit services to the Company are not required to be disclosed because the consolidated financial statements are required to disclose such fees on a consolidated basis.

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For the year ended 31 October 2013

11. Information regarding directors and employees

Non-executive directors' emoluments

2 (2012 - 2) non-executive directors receive payments for services rendered to the All Leisure group plc. Their emoluments are included in the analysis below.

Key management and non-executive director compensation

2013	Salary and bonus £'000	Fees £'000	Compensation for loss of office £'000	Estimated benefits in kind £'000	Total short term employment benefits £'000	Contributions to money purchase pension scheme £'000	2013 Total £'000
Roger Allard	131	179	-	4	314	-	314
Rob Bryant	110	-	229	5	344	29	373
Ian Smith	476	-	-	2	478	-	478
Chris Gadsby	308	-	-	-	308	-	308
Neil Morris	54	-	54	-	108	8	116
Philip Ovenden	13	-	-	7	20	-	20
Nigel Jenkins	-	33	-	-	33	-	33
	<u>1,092</u>	<u>212</u>	<u>283</u>	<u>18</u>	<u>1,605</u>	<u>37</u>	<u>1,642</u>

2012	Salary and bonus £'000	Fees £'000	Estimated benefits in kind £'000	Total short term employment benefits £'000	Contributions to money purchase pension scheme £'000	2012 Total £'000
Roger Allard	136	174	4	314	-	314
Rob Bryant	220	-	3	223	21	244
Ian Smith	55	-	-	55	-	55
Chris Gadsby	34	-	-	34	-	34
Neil Morris	128	-	-	128	29	157
Philip Ovenden	17	-	7	24	-	24
Nigel Jenkins	-	33	-	33	-	33
	<u>590</u>	<u>207</u>	<u>14</u>	<u>811</u>	<u>50</u>	<u>861</u>

Details of the highest paid director are included in the table above.

Post employment benefits comprise pension contributions made to money purchase schemes on behalf of directors.

The fees of Roger Allard were paid to his consultancy business Roger Allard Limited as disclosed in note 39. During the year two of the Group's executive directors (2012 - two) participated in the All Leisure group plc money purchase scheme.

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11. Information regarding directors and employees (continued)

	2013	2012
	Number	Number
The average monthly number of employees (including directors) was:		
Administration	293	312
Sales	74	98
Ship	4	5
	<u>371</u>	<u>415</u>
 The average monthly number of employees (including directors) on a full time equivalent basis was:		
Administration	265	272
Sales	62	98
Ship	4	6
	<u>331</u>	<u>376</u>
	£'000	£'000
The aggregate payroll and related expenses included in both operating expenses and selling and administrative expenses comprised:		
Wages and salaries	11,015	7,060
Social security costs	903	702
Other pension costs (note 36)	208	282
	<u>12,126</u>	<u>8,044</u>

12. Investment revenue

	2013	2012
	£'000	£'000
Interest on bank deposits	152	131
Pension finance income	8	-
	<u>160</u>	<u>131</u>

In the current and prior year the bank deposits were entirely classified as loans and receivables.

13. Finance costs

	2013	2012
	£'000	£'000
Interest on loan	387	188
Other interest	-	9
	<u>387</u>	<u>197</u>

On 15 May 2012, All Leisure group PLC acquired 100% of the issued share capital of Page & Moy Travel Group Limited ("PMTGL"), for a consideration of £3.3m. The consideration was funded with a £5.8m loan from a consortium of individual investors, some of whom were related parties. The lenders who meet the definition of related parties, and the amounts loaned to the Group are detailed in note 39.

Interest accrues daily at a rate of 7% per annum and is payable annually on the 15th May each year.

All Leisure group plc
Notes to the Consolidated Financial Statements
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14. Tax (credit)/charge

a) Tax (credit)/charge on (loss)/profit

	2013 £'000	2012 £'000
Corporation tax		
- Current year	7	11
- Adjustment with respect to prior years	(5)	(49)
	<u>2</u>	<u>(38)</u>
Deferred tax (see note 26)	(228)	342
Total tax (credit)/charge	<u>(226)</u>	<u>304</u>

Corporation tax is calculated at 23.4% (2012 - 24.8%) of the estimated taxable profit for the year

(b) Factors affecting the tax (credit)/charge for the year

The tax assessed for the year differs from (2012- differs from) that resulting from applying the standard rate of corporation tax in the UK of 23.4% (2012 – 24.8%). The differences are explained below:

	2013 £'000	2012 £'000
(Loss)/profit before tax:		
Continuing operations	<u>(13,636)</u>	<u>803</u>
Tax at the UK corporation tax rate of 23.4% (2012: 24.8%)	(3,191)	199
Adjustments from income taxed under the tonnage tax regime	2,564	2,062
Expenses not allowable for tax purposes	1,195	140
Brought forward losses utilised in year	(580)	(499)
Unutilised losses carried forward	137	-
Recognition of new deferred tax asset for losses	-	(1,443)
Capital allowances in excess of depreciation	(162)	(126)
Other timing differences	44	20
Adjustment in respect of prior years	(5)	(49)
Deferred tax movement	(228)	-
Total tax (credit)/charge	<u>(226)</u>	<u>304</u>

For accounting periods beginning on or after 1 January 2000 a shipping company or group may elect to have its taxable profits computed by reference to the net tonnage of each qualifying ship it operates subject to meeting various conditions. Accordingly, the profits or losses arising from the cruising segment are not subject to taxation under the normal corporation tax regime.

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14. Tax (credit)/charge (continued)

In addition to the amount charged to the income statement, the following amounts relating to tax have been recognised in other comprehensive income:

	2013 £'000	2012 £'000
Deferred tax:		
Items that will not be reclassified subsequently to profit or loss:		
Remeasurement of net defined benefit liability	(365)	188
	<u>(365)</u>	<u>188</u>

(c) Factors affecting future tax charge

At the balance sheet date, the Finance Act 2013 had been substantively enacted confirming that the main UK corporation tax rate will be 21% from 1 April 2014 and 20% from 1 April 2015. Therefore, at 31 October 2013, deferred tax assets and liabilities have been calculated based on rates of 21% or 20% where the temporary differences are expected to reverse after 1 April 2014 or 1 April 2015 respectively.

15. Dividends

	2013 £'000	2012 £'000
Amounts recognised as distributions to equity holders in the year:		
Final dividend for the year ended 31 October 2011 of 1.31p (2010: 1.31p) per share.	-	210
Interim dividend for the year ended 31 October 2011 of 0.64p (2010: 0.64p) per share.	-	395
	<u>-</u>	<u>605</u>

No interim dividend was paid in the year. It was announced on 27 July 2012 that the Group is proposing not to pay dividends for the foreseeable future (please refer to the Chairman's Statement for further details on the Group's dividend policy).

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16. Earnings per share

	2013	2012
Basic and diluted (loss)/profit per share	Pence	Pence
Basic	(21.7)	0.8
Diluted	(21.7)	0.8

The calculation of the basic and diluted earnings per share is based on the following data:

Earnings	£'000	£'000
Earnings for the purposes of basic and diluted earnings per share being net (loss)/profit attributable to equity holders of the parent	(13,410)	499
	<u> </u>	<u> </u>
Number of shares	No.	No.
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	61,744,777	61,744,777
	<u> </u>	<u> </u>

All results derive from continuing operations and accordingly total earnings per share and earnings per share from continuing operations are the same.

	2013	2012
Underlying* basic and diluted (loss)/profit per share	Pence	Pence
Basic	(6.2)	3.4
Diluted	(6.2)	3.4

* The group has identified a number of one off, non-recurring items which have been separately disclosed (please see note 7 for further details). These items have been excluded when calculating the underlying (loss)/profit.

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Notes to the Consolidated Financial Statements
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17. Intangible assets

	Goodwill £'000	Customer databases £'000	Trademarks £'000	Computer Software £'000	Total £'000
Cost					
At 1 November 2011	-	4,066	2,517	222	6,805
Additions	-	-	-	67	67
Acquisition of subsidiary	9,517	6,701	1,266	583	18,067
At 1 November 2012	9,517	10,767	3,783	872	24,939
Additions	-	-	-	216	216
At 31 October 2013	9,517	10,767	3,783	1,088	25,155
Amortisation					
At 1 November 2011	-	1,144	329	64	1,537
Charge for the year	-	610	124	216	950
At 1 November 2012	-	1,754	453	280	2,487
Charge for the year	-	853	151	340	1,344
At 31 October 2013	-	2,607	604	620	3,831
Carrying amount					
At 31 October 2013	9,517	8,160	3,179	468	21,324
At 1 November 2012	9,517	9,013	3,330	592	22,452
At 1 November 2011	-	2,922	2,188	158	5,268

Goodwill

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (CGU's) that are expected to benefit from that business combination. The goodwill of £9,517,000 arising from the Page & Moy Travel Group Limited ("PMTGL") acquisition reflects the anticipated benefits of synergies, revenue growth, future market development and the assembled workforce of PMTGL. These benefits are not recognised separately from Goodwill as they do not meet the criteria for identifiable intangible assets.

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Notes to the Consolidated Financial Statements
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17. Intangible assets (continued)

Goodwill (continued)

Based on the purchase price allocation performed in accordance with IFRS 3 post acquisition, the following CGUs have been identified with the goodwill allocated to them as follows, based on revenue:

	Amount recognised at acquisition date £'000
Travelsphere	7,138
Just you	2,379
	<hr/> <hr/>

The Group tests goodwill annually for impairment on 31 October, or more frequently if there are indications goodwill might be impaired.

The recoverable amounts of the CGUs are determined from value in use. Other than goodwill, no intangible assets with an indefinite life are allocated to either CGU. The key assumptions for the value in use calculation, as applied in the purchase price allocation work, relate to revenue growth rates, customer attrition and discount rates. The assumptions used in the preparation of the purchase allocation were derived from the budget and forecasts prepared by management.

For the financial year ended 31 October 2013, the CGUs have been assessed using forecasts and information prepared by the management of Page & Moy Travel Group Limited as well as other variables determined from industry data or peers. The key assumptions applied are as follows: discount rate of 14.09%; forecasts made for 2 years with a growth rate of 0%, based on the average long term rate applicable to travel, assumed to perpetuity.

Other intangible assets

Computer software represents software that is capable of being operated independently of any specific hardware and accordingly is recognised as a separate intangible asset. This software is amortised over its useful economic life of 4 years.

Trademarks are related to the core brands of each segment and are recognised as a separate intangible asset. Trademarks are amortised over periods of 25 to 50 years.

Customer relationships are being amortised over periods of 10 to 20 years.

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Notes to the Consolidated Financial Statements
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18. Property, ships, plant and equipment

	Freehold land and buildings £'000	Cruise ships £'000	Leasehold improve- ments £'000	Office equipment £'000	Total £'000
Cost or valuation					
At 1 November 2011	1,100	47,624	1,541	568	50,833
Additions	-	5,271	-	174	5,445
Acquisition of subsidiary (note 31)	3,564	-	-	105	3,669
Revaluation	(125)	-	-	-	(125)
Disposals	-	(3,664)	(430)	-	(4,094)
Transfer	-	14	-	(14)	-
At 1 November 2012	4,539	49,245	1,111	833	55,728
Additions	-	7,863	-	269	8,132
Disposals	(575)	-	-	(163)	(738)
Transfer to assets held for sale	(400)	-	-	-	(400)
At 31 October 2013	3,564	57,108	1,111	939	62,722
Accumulated depreciation and impairment					
At 1 November 2011	40	9,278	834	234	10,386
Charge for the year	52	4,047	149	172	4,420
Disposals	-	(3,339)	(429)	-	(3,768)
Revaluation	(35)	-	-	-	(35)
At 1 November 2012	57	9,986	554	406	11,003
Charge for the year	94	5,055	138	200	5,487
Disposals	(9)	-	-	-	(9)
Impairment	24	6,700	-	-	6,724
Transfer to assets held for sale	(50)	-	-	-	(50)
At 31 October 2013	116	21,741	692	606	23,155
Carrying amount					
At 31 October 2013	3,448	35,367	419	333	39,567
At 1 November 2012	4,482	39,259	557	427	44,725
At 1 November 2011	1,060	38,346	707	334	40,447

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18. Property, ships, plant and equipment (continued)

Compass House, Rockingham Road, Market Harborough, LE16 7QD, a property acquired as part of the Page & Moy Travel Group Limited acquisition, is also carried at a revalued amount. The property was revalued on 30 November 2011 by Budworth Hardcastle, Chartered Surveyors, valuers that are independent of the Group, on the basis of market value. The building element of this property is valued at £2,600,000 and is being depreciated over 50 years. The associated land it is situated on is not being depreciated.

Included within Cruise ships is £174,000 (2012: £1,620,000) in relation to assets in the course of construction.

At 31 October 2013, 31 October 2012 and 31 October 2011 the Group had no contractual commitments for the acquisition of property, ships, plant and equipment.

19. Investment property

	£'000
Deemed cost	
At 1 November 2011	280
Reclassified as held for sale	(280)
	<hr/>
At 1 November 2012 and 31 October 2013	-
	<hr/>
Accumulated depreciation	
At 1 November 2011	18
Charge for the year	6
Impairment loss	6
On assets reclassified as held for sale	(30)
	<hr/>
At 1 November 2012 and 31 October 2013	-
	<hr/>
Carrying amount	
At 31 October 2013	-
	<hr/>
At 1 November 2012	-
	<hr/>
At 1 November 2011	262
	<hr/>

On transition to IFRS, the Group has adopted the cost model for its sole investment property, such that the carrying value at the date of transition to IFRS on 1 November 2006 was treated as the deemed cost of this property.

The property was sold on 6 December 2012 for £250,000. The property was reclassified as an asset held for sale for the year ended 31 October 2012. See note 29.

20. Subsidiaries

A list of the significant investments in subsidiaries, all of which are 100% owned, including the name and country of incorporation and operation, is given in note 'd' to the Company's separate financial statements. All subsidiaries draw up their financial statements to 31 October.

Apart from the revaluation reserve of All Leisure Holidays Limited, which cannot be distributed, there are no significant restrictions on the ability of the subsidiary undertakings to transfer funds to the parent company of the Group in the form of either cash dividends, or repayment/advance of loans.

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21. Joint arrangements

During the year the group formed a 50:50 joint arrangement with Cruise & Maritime Voyages Limited. The following amounts are included in the group financial statements in respect of the joint arrangement:

	2013 £'000
Revenue:	
Loss on cruises	(270)
Operating expenses:	
Marketing contribution received (net of expenditure incurred)	280

22. Inventories

	2013 £'000	2012 £'000
Engineering stock and ship consumables	2,282	1,578
Non-ship related consumables	30	51
	<u>2,312</u>	<u>1,629</u>

Inventories represent principally engineering spares, fuel and lubricants. The difference between the purchase price and replacement cost is not material for any of the years.

23. Trade and other receivables

	2013 £'000	2012 £'000
Non-current assets		
Prepayments	<u>3,840</u>	<u>3,840</u>
Current assets		
Trade receivables	3,040	1,770
Other debtors	1,944	2,355
VAT recoverable	104	318
Prepayments and accrued income	<u>4,312</u>	<u>6,379</u>
	<u>9,400</u>	<u>10,822</u>

With the exception of one material counterparty, against which a provision has been made (see note 4), trade receivables primarily constitute amounts receivable from ATOL bonded travel agents. As a result of this bonding and the insignificant amounts involved, the receivable amounts were subject to insignificant credit risk.

Noncurrent prepayments represent a \$6m (2012: \$6m) deposit on the extension of the lease for mv Minerva.

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23. Trade and other receivables (continued)

Ageing of past due but not impaired receivables

	2013	2012
	£'000	£'000
31-60 days	448	100
61-90 days	-	14
91-120 days	-	1
121 + days	1,149	20
Total	<u>1,597</u>	<u>135</u>

Movement in the allowance of doubtful debts

	2013	2012
	£'000	£'000
At 1 November 2012	913	771
Additional provision	13	906
Amounts written off in the year as uncollectable	-	(741)
Foreign exchange transaction gains and losses	-	(23)
At 31 October 2013	<u>926</u>	<u>913</u>

Ageing of impaired trade receivables

	2013	2012
	£'000	£'000
0-30 days	-	-
31-60 days	-	-
61-90 days	-	-
91-120 days	-	-
121+ days	1,785	1,772
Total	<u>1,785</u>	<u>1,772</u>

Included in impaired trade receivables is an amount of £1,772,000 relating to the balance due from a material counterparty in respect of which there is an on-going dispute. Management has estimated the amount recoverable, based on the available evidence, and used this to determine the provision required. Further details are provided in note 4.

The directors consider the carrying amount of trade and other receivables is approximately equal to their fair value.

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23. Trade and other receivables (continued)

Total bank balances and cash in hand

	2013	2012
	£'000	£'000
Restricted cash		
- current	3,594	5,566
Unrestricted cash	10,685	18,242
	<u>14,279</u>	<u>23,808</u>

When circumstances allow, the Group deposits excess cash in interest bearing bank deposits to maximise the return on assets. Where the bank deposits have an original maturity of three months or more, the amounts are classified outside of cash. This reflects the contractual terms of the deposit agreements, such that, while the Group has immediate access to the bank deposits, the counterparty has the right to restrict interest payments under the deposit agreements.

Restricted cash represents funds held by the Group in bank accounts where there are guarantees written to third parties, such that they are not available for use by the Group until the end of the contract term.

Unrestricted cash represents short-term bank deposits with an original maturity of three months or less.

The carrying amount of these assets approximates their fair value. Further details are included in note 37.

24. Borrowings

Secured borrowings at amortised cost

	2013	2012
	£'000	£'000
Other loans	<u>5,202</u>	<u>5,782</u>
Total borrowings		
Amount due for settlement within 12 months	<u>580</u>	<u>580</u>
Amount due for settlement after 12 months	<u>4,622</u>	<u>5,202</u>

The loan is secured against mv Voyager, albeit limited to the principal and interest outstanding. Interest is charged daily at a fixed rate of 7% per annum and is payable annually on 15th May each year. The loan is repayable over 5 years at a rate of 10% of the original balance per annum, plus interest for the first four years with the remaining balance to be repaid on 15 May 2017. Further details regarding the secured borrowings from related parties are dealt with in note 39.

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Notes to the Consolidated Financial Statements
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25. Derivative financial instruments

	Assets £'000	Liabilities £'000	Total £'000
2013			
Financial assets/(liabilities) carried at fair value through profit and loss (FVTPL)			
Held for trading derivatives that are not designated in hedge accounting relationships:			
Foreign currency forward options, swaps, currency target accrual forwards, DCDs	90	(4,947)	(4,857)
Fuel forward purchase	1	-	1
	<u>91</u>	<u>(4,947)</u>	<u>(4,856)</u>
2012	Assets £'000	Liabilities £'000	Total £'000
Financial assets/(liabilities) carried at fair value through profit and loss (FVTPL)			
Held for trading derivatives that are not designated in hedge accounting relationships:			
Foreign currency forward options, swaps, currency target accrual forwards, DCDs	90	(827)	(737)
Fuel forward purchase	157	-	157
	<u>247</u>	<u>(827)</u>	<u>(580)</u>

All amounts are current and further details of derivative financial instruments are provided in note 37.

26. Deferred tax

The following are the major deferred tax liabilities and assets recognised by the group and movements thereon during the current and prior reporting period.

	Pensions £'000	Revaluation of buildings £'000	Tax losses and capital allowances £'000	Intangible assets £'000	Total £'000
At 1 November 2011	-	(54)	-	-	(54)
Acquisition of subsidiary	738	(855)	1,814	(1,912)	(215)
Charge to profit and loss (note 14)	(51)	-	(371)	80	(342)
Statement of comprehensive income	<u>188</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>188</u>
At 1 November 2012	875	(909)	1,443	(1,832)	(423)
Credit to profit and loss (note 14)	(89)	131	(125)	311	228
Statement of comprehensive income	<u>(365)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(365)</u>
At 31 October 2013	<u>421</u>	<u>(778)</u>	<u>1,318</u>	<u>(1,521)</u>	<u>(560)</u>

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26. Deferred tax (continued)

Deferred tax assets and liabilities are offset where the group has a legally enforceable right to do so.

Deferred tax assets of £1,739,000 (2012: £2,318,000) have been recognised within non-current assets and deferred tax liabilities of £2,299,000 (2012: £2,741,000) have been recognised within non-current liabilities.

At the balance sheet date, the group had unused tax losses of £16,611,000 (2012: £17,854,000) available for offset against future profits. A deferred tax asset has been recognised in respect of £2,864,000 (2012: £2,126,000) of these losses based on forecasted taxable profit for 2014. No deferred tax asset has been recognised in respect of the remaining £10,019,000 (2012: £15,728,000) as it is not considered probable that there will be future taxable profits available. Deferred tax on capital losses of £297,000 (2012: £326,000) has not been recognised.

27. Trade and other payables

	2013 £'000	2012 £'000
Trade payables	13,201	23,519
Accruals	12,380	7,276
Deferred income	31,281	30,164
Other payables	459	2,602
	<u>57,321</u>	<u>63,561</u>

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 31 days (2012: 53 days). The Group does not incur interest from its suppliers on trade payable balances based on normal credit terms. Thereafter, and assuming the balance is not settled within those terms, interest can be charged on the outstanding balances at various interest rates. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe. The Group has sufficient funds available to meet its liabilities as they fall due. The Group's business is highly cyclical, with the cash low point occurring over the winter months and the cash high point in the summer months. At the balance sheet date current liabilities are higher than current assets, although this is largely due to deferred income. In order to manage payables, terms are agreed with certain suppliers to stagger and delay payment until higher cash levels are reached. Further details are given in note 37.

The Directors consider that at both financial year ends the carrying amount of trade payables approximates to their fair values.

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Notes to the Consolidated Financial Statements
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28. Provisions

	2013	2012
	£'000	£'000
Dry dock provision	1,432	1,365
Onerous contract provision	358	219
	<u>1,790</u>	<u>1,584</u>
Current	358	219
Non-current	1,432	1,365
	<u>1,790</u>	<u>1,584</u>

	Onerous contract	Dry dock provision	Total
	£'000	£'000	£'000
At 1 November 2011	750	1,467	2,217
Provided in the year	304	1,467	1,771
Utilised in the year	(835)	(1,467)	(2,302)
Exchange difference	-	(102)	(102)
	<u>219</u>	<u>1,365</u>	<u>1,584</u>
At 1 November 2012	219	1,365	1,584
Provided in the year	139	-	139
Exchange difference	-	67	67
	<u>358</u>	<u>1,432</u>	<u>1,790</u>
At 31 October 2013	<u>358</u>	<u>1,432</u>	<u>1,790</u>

The dry dock provision represents the Group's best estimate of minimum repair and maintenance obligations imposed on the Group as a result of the mv Minerva bareboat charter agreement. The dry dock which has been provided for is anticipated to occur in 2015. Please refer to note 7 for further details regarding the onerous contract provision.

29. Non-current assets classified as held for sale

Assets	2013	2012
	£'000	£'000
Property	<u>350</u>	<u>250</u>

The property was sold in December 2013 for £350,000.

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30. Share capital

	2013 £'000	2012 £'000
Authorised:		
100,000,000 (2012: 100,000,000, 2011: 100,000,000) ordinary shares of 1p each	1,000	1,000
Issued and fully paid:		
61,744,777 (2012: 61,744,777, 2011: 61,744,777) ordinary shares of 1p each	617	617

The Company has one class of ordinary share that carries no rights to fixed income.

Details of options over ordinary 1p shares in the Company are provided in note 35.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders considering the risk profile of the Company. The Directors consider that the capital structure of the Group consists of equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed above and in the Consolidated Statement of Changes in Equity.

The Group's Board reviews the capital structure on an annual basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital.

The Group currently has sufficient cash balances available for trading activities.

External regulatory requirements

The Group currently holds four Air Travel Organisers' Licences ('ATOL') issued by the Civil Aviation Authority ("CAA"), is a member of the Association of British Travel Agents Limited ("ABTA") and an accredited agent of the International Air Transport Association ('IATA').

In order to offer air inclusive package holidays, the Group requires the annual renewal by the Civil Aviation Authority of its ATOL license. The CAA awards this on the basis of meeting agreed financial criteria and renews this in March each year. The Group has complied with these requirements during the periods presented in these financial statements, and subsequent to 31 October 2013 to the date of signing these financial statements. The directors see no reason why the ATOL license in March 2014 will not be renewed on the same terms and conditions as currently agreed with the Civil Aviation Authority.

The Group also complies with the financial criteria requirements of ABTA and IATA.

All Leisure group plc

Notes to the Consolidated Financial Statements

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31. Acquisition of subsidiary

On 15 May 2012, All Leisure group PLC acquired 100% of the issued share capital of Page & Moy Travel Group Limited ("PMTGL"), on a debt free basis, for a gross consideration of £4.2m, the equivalent of £3.3m net of deductions. The acquisition of PMTGL has resulted in the majority of All Leisure's revenues being derived from Tour Operating as opposed to Cruise, which was one of the main reasons for completing the transaction, albeit there are similar customer demographics for both businesses.

Page & Moy Travel Group Limited is a holding company. The principal activity of its subsidiaries is tour operating; offering touring holidays to a wide range of overseas destinations.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are set out in the table below.

	Amount recognised at acquisition date £'000
Net assets acquired	
Intangible assets	8,550
Property, plant and equipment	3,669
Deferred tax asset	2,552
Inventories	51
Trade and other receivables	4,380
Cash and cash equivalents	9,168
Restricted cash	8,000
Trade and other payables	(35,541)
Pension liability	(3,075)
Deferred tax liability	(2,767)
Derivative financial liability	(1,208)
	<hr/>
Total identifiable net liabilities	(6,221)
	<hr/>
Goodwill	9,517
	<hr/>
Total consideration	3,296
	<hr/> <hr/>
Satisfied by cash	3,296
	<hr/> <hr/>
Net cash inflow from acquisitions	
Cash consideration for shares	(3,296)
Cash and cash equivalents acquired	9,168
	<hr/>
	5,872
	<hr/> <hr/>

The amount indicated above for trade and other receivables represents the fair value of the acquired receivables and is equal to the gross contractual cash flows.

There are no contingent liabilities.

Acquisition related costs (included in administrative expenses) amounted to £0.3m (note 7).

The purchase price of each asset component of the acquisition was determined in the prior year and represented a preliminary assessment of their fair value, based on management's best estimates. There have been no changes during the year, and management therefore consider these amounts to be final.

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31. Acquisition of subsidiary (continued)

The goodwill of £9,517,000 arising from the acquisition reflects the anticipated benefits of synergies, revenue growth, future market development and the assembled workforce of PMTGL. These benefits are not recognised separately from Goodwill as they do not meet the criteria for identifiable intangible assets. None of the goodwill is expected to be deductible for tax purposes.

The acquired business contributed revenue of £60,867,000 and profit before tax of £8,935,000 to the Group for the period from acquisition to 31 October 2012.

If the acquisition had occurred on 1 November 2011, it would have contributed £93,927,000 to consolidated revenue and £4,644,000 to consolidated profit for the year.

32. Notes to the cash flow statement

	2013 £'000	2012 £'000
(Loss)/profit for the financial year	(13,410)	499
Adjustments for:		
Investment revenues	(160)	(131)
Rental income	(8)	(16)
Finance costs	387	197
Other gains and losses	232	325
Income tax (credit)/charge	(226)	304
Depreciation and amortisation	6,831	5,376
Impairment losses	6,700	96
Foreign exchange movements	(1,802)	(1,866)
Movement in fair value of derivatives	4,277	(1,671)
Increase/(decrease) in provisions	206	(633)
Adjustment for pension funding	(440)	-
Operating cash flows before movements in working capital	2,587	2,480
(Increase) in inventories	(683)	(33)
Decrease/(increase) in receivables	1,422	(3,914)
(Decrease)/increase in payables	(6,630)	1,872
Cash (outflow)/inflow generated from operations	(3,304)	405
Income taxes paid	(8)	(8)
Net cash (outflow)/inflow from operating activities	(3,312)	397

33. Contingent liabilities

The Group currently holds four Air Travel Organisers' Licences ('ATOL') issued by the Civil Aviation Authority ("CAA"), is a member of the Association of British Travel Agents Limited ("ABTA") and an accredited agent of the International Air Transport Association ('IATA').

As at 31 October 2013, there were contingent liabilities in respect of counter indemnities and guarantees given by the Company and the Group, in the normal course of business, to insurance obligors and banks in respect of ABTA, IATA and merchant acquirer bonds amounting to £9,236,000 (2012 - £10,028,000). Due to the introduction of the ATOL Protection Contribution ('APC'), the Group is no longer required to hold an ATOL bond.

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33. Contingent liabilities (continued)

In addition, the Group has an ongoing contractual dispute in respect of recharges of costs incurred by the Group as part of the work performed on one of the ships. The Group has provided for its best estimate of the likely settlement amount as disclosed in note 4. In conjunction with this the counterparty has notified the Group of a further non-contractual claim of up to £850,000. The directors are vigorously disputing this and accordingly no provision has been made for this claim. There are no other material contingent liabilities.

34. Operating lease arrangements

The Group as lessee

	2013 £'000	2012 £'000
Minimum lease payments under operating leases recognised as an expense in the year		
- Bareboat charter	2,582	1,869
- Office properties and office equipment	155	78
	<u>2,737</u>	<u>1,947</u>

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

	2013 £'000	2012 £'000
Ship bareboat charter		
Within one year	2,524	2,517
In the second to fifth years inclusive	10,096	10,068
After five years	3,996	6,502
	<u>16,616</u>	<u>19,087</u>
Office properties and office equipment		
Within one year	114	77
In the second to fifth years inclusive	277	148
After five years	-	-
	<u>391</u>	<u>225</u>

Operating lease payments represent rentals payable by the Group for the bareboat charter on mv Minerva and for certain of its office properties and office equipment. There are no current clauses in the lease agreements that allow for renewal of the leases, or establish a basis for rental payments that are contingent. The extended bare boat charter of mv Minerva will now run till November 2021 with the final 18 months being a rent-free period.

The Group as lessor

Property rental income earned during the year was £8,000 (2012: £16,000).

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

	2013 £'000	2012 £'000
Within one year	<u>-</u>	<u>1</u>

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35. Share based payments

Equity-settled share option scheme

The Group has not recognised any expenses in the income statement relating to equity-settled share-based payment transactions in either the current or preceding financial year. Accordingly, limited information regarding the equity-settled share option schemes operated by the Group is presented below.

(i) The Blue Oar Scheme

In the financial year ended 31 October 2007, the Company and Group issued certain share options to Blue Oar Securities (now known as Corporate Synergy Holdings), the former NOMAD to the Company, as part of the overall compensation arrangement for the Initial Public Offering of shares in the Company.

No options were issued, exercised or forfeited in the year ended 31 October 2013. All outstanding options expired on 30 September 2012. Details of the share options outstanding during the year are as follows:

	Number of share options	2013 Weighted average exercise price (in £)	Number of share options	2012 Weighted average exercise price (in £)
Outstanding at the beginning of the period	-		1,074,615	
Expired during the period	-	-	(1,074,615)	2.19
	<hr/>		<hr/>	
Outstanding at the end of period	-		-	
	<hr/>		<hr/>	
Exercisable at the end of the period	-		-	
	<hr/>		<hr/>	

(ii) Director Scheme

During 2009 the Company set up a share option scheme for all directors of the Group. Options are exercisable at a price equal to the average quoted market price of the Company's shares on the date of grant. The shares vested on grant. If the options remain unexercised after a period of two years from the date of grant the options expire. Options are forfeited if the employee leaves the Group before the options are exercised. No share options were issued during the year as performance targets had not been met. Details of the share options outstanding during the year are as follows.

	Number of share options	2013 Weighted average exercise price (in £)	Number of share options	2012 Weighted average exercise price (in £)
Outstanding at the beginning of the period	-		407,691	
Expired during the period	-	-	(407,691)	0.78
	<hr/>		<hr/>	
Outstanding at the end of the period	-		-	
	<hr/>		<hr/>	
Exercisable at the end of the period	-		-	
	<hr/>		<hr/>	

No charge was made in the year in respect of these options and all outstanding options expired on 26 January 2012.

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36. Retirement benefit schemes

Defined contribution schemes

The Group operates three defined contribution retirement benefit schemes for all qualifying employees. The assets of the schemes are held separately from those of the Group in funds under the control of separate independent trustees. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

The total cost charged to income of £208,000 (2012: £282,000) represents contributions payable to these schemes by the Group at rates specified in the rules of the plans. As at 31 October 2013, contributions of £nil (2012: £5,000) due in respect of the current reporting period had not been paid over to the schemes.

Defined benefit schemes

The Group operates a defined benefit scheme, the Page & Moy Limited Retirement Benefits Scheme ("the scheme"). Defined benefit accrual ceased within the scheme with effect from 31 December 2005, and future service benefit provision within the scheme is provided via a defined contribution section. The scheme is operated for those employees who are eligible and who wish to participate in the scheme. The assets of the scheme are held in a separate fund administered by trustees.

Contributions made by the Group to the scheme in the period were £440,000 (2012: £88,000) of which £nil (2012: £nil) was accrued at the balance sheet date.

A full actuarial valuation of the scheme was carried out as at 31 December 2010 and has been updated to 31 October 2013 by a qualified independent actuary. The present value of the liabilities was measured on the projected unit credit method on a basis consistent with the requirements of IAS 19. The scheme is closed to future benefit accrual and future contributions relate to the deficit funding as agreed in the Recovery Plan.

The assets of the scheme are shown at market value, and the liabilities have been calculated using the following principal actuarial assumptions:

Key assumptions used:

	2013 %	2012 %
Discount rate	4.4	4.3
Retail Price Inflation	3.1	2.7
Consumer Price Inflation	2.1	1.7
Pension increases in payment	3.1	2.6
Deferred pensions increase – pre 1997	2.1 (CPI)	1.7 (CPI)
Deferred pensions increase – post 1997	3.1 (RPI)	2.7 (RPI)

Mortality assumptions:

The assumptions relating to the longevity underlying the pension liabilities are based on standard mortality tables and include an allowance for improvements in longevity. Mortality is assumed to be in line with SAPS year of birth tables allowing for CMI 2010 improvements and a long term rate of 1%. Sample life expectancies are detailed below:

	2013	2012
Life expectancies at age 65 for:		
Male currently aged 65	21.7	21.7
Male currently aged 45	23.2	23.2

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36. Retirement benefit schemes (continued)

Defined benefit schemes (continued)

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and inflation. The sensitivity analysis below has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period assuming that all other assumptions are held constant.

Assumption	Change in assumption	Impact on scheme liabilities
Discount rate	Increase/decrease by 0.1%	Decrease/increase by 2%
Inflation	Increase in inflation by 0.1%	Increase/decrease by 1%

Amounts recognised in income in respect of this scheme are as follows:

	2013	2012
	£'000	£'000
Interest cost	(635)	(323)
Interest income	643	323
	<u>8</u>	<u>-</u>

The net interest income has been included within investment revenue (see note 12).

Amounts recognised in the statements of comprehensive income are as follows:

	2013	2012
	£'000	£'000
The return on scheme assets (excluding amounts included in net interest expense)	570	394
Actuarial losses arising from changes in demographic assumptions	-	(62)
Actuarial losses arising from changes in financial assumptions	(579)	(1,152)
Experience gains arising on scheme liabilities	1,267	-
Remeasurement of the net defined benefit obligation	<u>1,258</u>	<u>(820)</u>

The amounts included in the balance sheet arising from the Group's obligations in respect of this scheme are as follows:

	2013	2012
	£'000	£'000
Present value of defined benefit obligations	(15,884)	(16,127)
Fair value of scheme assets	13,783	12,320
Deficit in scheme	<u>(2,101)</u>	<u>(3,807)</u>
Past service costs not yet recognised in balance sheet	-	-
Liability recognised in the balance sheet	<u>(2,101)</u>	<u>(3,807)</u>

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36. Retirement benefit schemes (continued)

Defined benefit schemes (continued)

Movements in the present value of the defined benefit obligations were as follows:

	2013	2012
	£'000	£'000
At 1 November 2012	(16,127)	-
Acquisition of subsidiary	-	(14,671)
Interest cost	(635)	(323)
Remeasurement gains/(losses):		
Actuarial losses arising from changes in demographic assumptions	-	(62)
Actuarial losses arising from changes in financial assumptions	(579)	(1,152)
Benefits paid	190	81
Experience gains arising on scheme liabilities	1,267	-
At 31 October 2013	<u>(15,884)</u>	<u>(16,127)</u>

Movements in the fair value of scheme assets were as follows:

	2013	2012
	£'000	£'000
At 1 November 2012	12,320	-
Acquisition of subsidiary	-	11,596
Interest income	643	323
Actuarial gains	570	394
Contributions by employer	440	88
Benefits paid	(190)	(81)
At 31 October 2013	<u>13,783</u>	<u>12,320</u>

The major categories and fair values of scheme assets at the end of the reporting period are as follows:

	Expected return		Fair value of assets	
	2013	2012	2013	2012
	%	%	£'000	£'000
Equities	6.40	6.00	5,360	5,424
Bonds	4.60	4.20	6,577	5,654
Property	6.40	6.00	1,369	1,226
Cash	2.00	2.00	477	16
			<u>13,783</u>	<u>12,320</u>

The expected return on assets is based on the long-term expectation of returns on each asset class as at 31 October 2013.

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36. Retirement benefit schemes (continued)

Defined benefit schemes (continued)

The Group will contribute £440,000 to its defined benefit scheme in the next financial year.

In accordance with the recovery plan, dated 26 September 2012, the Group will pay contributions of £440,000 each year until 2022 in order to eliminate the deficit.

37. Financial Instruments

a) Treasury risk overview

The Group is exposed to a variety of financial risks:

- Market risk (in respect of foreign currency rate risk, jet fuel price risk and interest rate risk);
- Liquidity risk (in respect of the Group's ability to meet its liabilities);
- Credit risk (in respect of recovery of amounts owing to the Group); and
- Capital risk (in respect of its capital structure and cost of capital).

The Group's key financial market risks are in relation to foreign currency rates and fuel prices. Currency risk results from the substantial cross-border element of the Group's trading and arises primarily on purchases, and to a lesser degree revenues, that are denominated in a currency other than in the Group's functional currency. Further details about the Group's currency and commodity risk management procedures are provided in sections b) and c), respectively, to this note below.

The Group is exposed to interest rate risk through the interest it receives on cash and cash equivalents as well as interest bearing deposits at banks; this is discussed further in section e) below.

Credit risk and liquidity risk are considered in sections d) and f) respectively.

The Board of Directors has overall responsibility for the Group's treasury policies and procedures. Policies are agreed each month at board meetings and then managed on an ongoing basis in the intervening period by the Group Finance Director and Chairman (currencies and deposits) and the Group Purchasing Director (fuel) based on the parameters set in the board meetings. Should circumstances change materially or adversely between board meetings, the Board of Directors will convene as necessary to address the issues arising.

While the Group does not have a written policy relating to the management of risks arising from financial instruments, the close involvement of the Board of Directors in the day to day operations of the Group ensures that risks are monitored and controlled in an appropriate manner for the size and complexity of the Group.

Please refer to note 30 with regards to capital risk management.

b) Currency risk management

As noted above, the Group is exposed to currency risk on purchases and sales denominated in a currency other than the functional currency of the Group, i.e. Sterling.

The Group enters into a variety of foreign exchange derivative contracts with four counterparties to secure delivery of the majority of the budgeted quantity of foreign currency for the year ended 31 October 2014. It has also entered into a number of contracts for the minority of the budgeted requirements for the year ended 31 October 2015. A significant proportion of the Group's cost base is denominated in US Dollars and therefore it is appropriate to secure foreign currency delivery at known rates in order to budget operational costs and establish selling prices. The precise quantity of foreign currency to be delivered is not known as the nature of the contracts will generate foreign currency purchase quantities dependent on market conditions at specified dates in the future. The US dollar maximum currency to be delivered for the period to 31 October 2014 is approximately 230% of the current budgeted requirement; the minimum is approximately 75% of the requirement.

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37. Financial Instruments (continued)

b) Currency risk management (continued)

The Group monitors these contractual provisions and uses appropriate techniques to manage the exchange rate risk arising from this as well as the risk of potentially having to buy more US Dollars or Euros than is required per the ratios included in certain derivative contracts (e.g. Target Forward Accruals and Ratio Accrual Forwards). The Group publishes its consolidated financial statements in Sterling and, as a result, it is also subject to foreign currency exchange translation risk in respect of the translation of the results and underlying net assets of its foreign operations into Sterling.

As at 31 October, the Group's cash and cash equivalent financial assets were carried in the following currencies:

	2013 £'000	2012 £'000
£ Sterling	5,968	9,437
US Dollar	2,933	5,138
Euro	3,634	5,613
Other	1,744	3,620
	<u>14,279</u>	<u>23,808</u>

The following are the significant exchange rates applied by the Group to £ sterling as at 31 October:

	2013	2012
US dollar	1.6066	1.6111
Euro	1.1818	1.2433

c) Commodity risk management

Fuel commodity risk arises from the Group's operation of its four ships. In response to the increased volatility of fuel prices, the Group has entered into a series of marine fuel swaps to provide protection from rising fuel prices. It was considered that the most appropriate benchmark was Rotterdam Barge +3.5%, and the contracts are entered into for this.

d) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from cash balances (whether they are classified as restricted cash, cash and cash equivalents or interest bearing bank deposits) and derivative financial instruments (namely fuel and/or foreign currency contracts), as well as credit exposure to customers, including outstanding receivables. Credit risk is managed separately for treasury and operating related credit exposures. Financial credit risk is monitored by the Board and while the counterparties are major banks and financial institutions, these are reviewed to ensure that there is no significant concentration of credit risk. As at the balance sheet date, the Group's financial assets are principally held with the following banks:

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37. Financial Instruments (continued)

d) Credit risk (continued)

	Location of funds	International Credit rating	2013 £'000	2012 £'000
Allied Irish Bank plc	England	<i>Ba3 [Aa3]</i>	1,726	8,541
Lloyds Banking Group plc	England	<i>A3 [A2]</i>	11,496	10,891
Bank of Scotland	England		-	2,988
Investec Bank plc	England	<i>Baa3[-]</i>	202	621
First Data Corporation	United States	<i>B3 [B3]</i>	467	466
SunTrust Bank	United States	<i>Baa1[Baa1]</i>	289	111
Other			99	190
Total			14,279	23,808

The international credit ratings are those assigned by Moody's (bracketed ratings refer to the position at 31 October 2012).

The exposure of the fuel derivatives with any individual counterparty was not material in the current or prior financial year.

Trade receivables primarily constitute amounts receivable from ATOL bonded travel agents.

With the exception of one material counterparty, the receivable amounts were subject to insignificant credit risk. Please refer to note 23 for details of the Group's exposure in respect of trade receivables, and provisions for impairment against them, for the year ended 31 October 2013.

e) Interest rate risk

The Group has interest rate risk arising on the rates receivable on deposits placed with banks and other financial institutions. The Group is also exposed to interest rate risk on borrowed funds, albeit as the rate is fixed, the risk is not high. Interest rate risk is not considered material to the Group.

f) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach is to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed circumstances. The Group's liquidity levels are both relatively high and constant, but peak during the summer season (July) with the low point being during the winter season (February). To manage the liquidity position the Group is able to draw down on its bank and cash deposits, removing the need for additional borrowing facilities. However, if required the Group will agree terms with certain suppliers to stagger and delay payments until higher cash levels are reached. Cash positions and liquidity are monitored by the Board and the Board remains satisfied with the Group's funding and liquidity position.

The table below shows the maturity of the Group's financial liabilities, assuming that payment is required at the earliest possible date by the counterparty under the contractual terms of the arrangements. The amounts reported are gross, undiscounted cash flows. The table includes both interest and principal cashflows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the balance sheet date:

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37. Financial Instruments (continued)

f) Liquidity risk (continued)

	Less than 30 days £'000	31 to 90 days £'000	91 to 180 days £'000	181 to 365 days £'000	More than 1 year £'000	Total £'000
At 31 October 2013						
Borrowings	-	-	(580)	-	(4,622)	(5,202)
Deferred income	(15,609)	-	-	-	-	(15,609)
Accruals	(12,380)	-	-	-	-	(12,380)
Short term operating liabilities	(13,201)	-	-	-	-	(13,201)
Total non-derivative liabilities	(41,190)	-	(580)	-	(4,622)	(46,392)
Derivatives	(39)	(24)	(570)	(1,235)	(3,079)	(4,947)
Total liabilities	(41,229)	(24)	(1,150)	(1,235)	(7,701)	(51,339)
	Less than 30 days £'000	31 to 90 days £'000	91 to 180 days £'000	181 to 365 days £'000	More than 1 year £'000	Total £'000
At 31 October 2012						
Borrowings	-	-	(580)	-	(5,202)	(5,782)
Deferred income	(15,521)	-	-	-	-	(15,521)
Accruals	(7,276)	-	-	-	-	(7,276)
Short term operating liabilities	(23,519)	-	-	-	-	(23,519)
Total non-derivative liabilities	(46,316)	-	(580)	-	(5,202)	(52,098)
Derivatives	(132)	(257)	(79)	(12)	(347)	(827)
Total liabilities	(46,448)	(257)	(659)	(12)	(5,549)	(52,925)

The loan is secured against mv Voyager, albeit limited to the principal and interest outstanding. Please see note 24 for further details.

In respect of deferred income, the Group sells cruises, guided tours and related services in advance of the departure of the relevant cruise or guided tour holiday. Accordingly, income received in advance is deferred at the balance sheet date and recognised when the related service is provided. Under the terms of the cruise or guided tour holiday contract, the Group is contracted to refund amounts received in advance, at the request of the customer, under the following conditions:

	Amount of refund
Cruise cancelled prior to departure	
After payment of deposit	Loss of deposit
112 - 60 days before departure	40% of invoiced charge
59 - 29 days before departure	10% of invoiced charge
28 days before departure to departure date	nil% of invoiced charge

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37. Financial Instruments (continued)

f) Liquidity risk (continued)

Guided tour holiday cancelled prior to departure	Amount of refund
After payment of deposit	Loss of deposit
85-111 days before departure	Loss of deposit
71-84 days before departure	70% of invoiced charge
57-70 days before departure	50% of invoiced charge
43-56 days before departure	25% of invoiced charge
29-42 days before departure	10% of invoiced charge
28 days before departure to departure date	nil% of invoiced charge

Although in practice the Group has a limited level of refunds, the Group is exposed to some liquidity risk on this class up to a maximum of 40% of the invoiced amount, in the event of customers seeking to cancel cruises and 70% of the invoiced amount, in the event of customers seeking to cancel guided tour holidays. The Group considers that this risk is minimal, due to the low number of customer cancelled cruises and holidays, which totalled £147,000 (2012: £115,000) for cruise holidays and £720,000 (2012: £781,000) for guided tour holidays in the year.

Trading facilities

At 31 October 2013, the Group had available £58,340,000 (2012: £79,066,000) of trading facilities.

These facilities are in place to support the Group's fuel and foreign currency hedging activities in the main as follows:

	2013	2012
	£'000	£'000
- Fuel	500	7,643
- Foreign currency	46,840	51,710
- Other	11,000	19,713
	<u>58,340</u>	<u>79,066</u>

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37. Financial Instruments (continued)

g) Analysis of total financial assets and financial liabilities

Based on the application of the accounting policies with respect to financial instruments, the amounts included in the relevant balance sheet items represent the following categories of financial instruments.

At 31 October 2013	Fair value through profit and loss (FVTPL) £'000	Loans and receivables £'000	Financial liabilities at amortised cost £'000	Total £'000	Fair value £'000
Financial assets					
Trade receivables	-	3,040	-	3,040	3,040
Other receivables	-	1,944	-	1,944	1,944
Derivatives	91	-	-	91	91
Restricted bank balances:					
- Current	-	3,594	-	3,594	3,594
Cash and cash equivalents	-	10,685	-	10,685	10,685
Total financial assets	91	19,263	-	19,354	19,354
Financial liabilities					
Trade payables	-	-	13,201	13,201	13,201
Borrowings due within one year	-	-	580	580	580
Borrowings due after one year	-	-	4,622	4,622	4,622
Derivatives	4,947	-	-	4,947	4,947
Deferred income	-	-	15,609	15,609	15,609
Accruals	-	-	12,380	12,380	12,380
Total financial liabilities	4,947	-	46,392	51,339	51,339

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37. Financial Instruments (continued)

g) Analysis of total financial assets and financial liabilities (continued)

At 31 October 2012	Fair value through profit and loss (FVTPL) £'000	Loans and receivables £'000	Financial liabilities at amortised cost £'000	Total £'000	Fair value £'000
Financial assets					
Trade receivables	-	1,770	-	1,770	1,770
Other receivables	-	2,355	-	2,355	2,355
Derivatives	247	-	-	247	247
Restricted bank balances:					
- Current	-	5,566	-	5,566	5,566
Cash and cash equivalents	-	18,242	-	18,242	18,242
Total financial assets	247	27,933	-	28,180	28,180
Financial liabilities					
Trade payables	-	-	23,519	23,519	23,519
Borrowings due within one year	-	-	580	580	580
Borrowings due after one year	-	-	5,202	5,202	5,202
Derivatives	827	-	-	827	827
Deferred income	-	-	15,521	15,521	15,521
Accruals	-	-	7,276	7,276	7,276
Total financial liabilities	827	-	52,098	52,925	52,925

The only financial assets and liabilities of the Group in the current and proceeding year which have been measured at fair value through profit and loss are its derivative financial instruments. The fair values of these are derived from those inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) and they therefore are categorised within level 2 of the fair value hierarchy set out in IFRS 7. Accordingly, no table presenting an analysis of financial instruments that are measured subsequent to initial recognition at fair value by Levels 1 – 3 is presented.

For the derivative financial instruments (both currency and fuel), the fair value has been calculated by discounting the future estimated cash flows based on the applicable yield curve derived from quoted interest rates. The derivatives are carried at fair value and accordingly, the book value and fair value are the same.

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37. Financial instruments (continued)

h) Derivative instruments

The Group employs a range of derivative financial instruments in order to manage the cash flow exposures of forecast transactions denominated in foreign currencies. These derivatives include Forward Exchange contracts, Swaps, Target Accrual Forward contracts and Dual Currency Deposits ("DCD's"). The principal details relating to these contracts are provided below:

- Forward Exchange contracts require the Group to purchase fixed quantities of foreign currency at a fixed date in the future (the maturity date).
- The nominal amount and exchange rate used for foreign currency purchased via Swaps are driven by the exchange rate on the transaction date. Weakness or stability in sterling between the transaction date and the maturity date may result in the Group purchasing pre-agreed amounts of foreign currency at rates better than market rates on the maturity date. Strength in sterling between the transaction and maturity date may result in the Group purchasing pre agreed, larger amounts of foreign currency at rates worse than market rates on the maturity date, however in this scenario the Group ensures that the exchange rate achieved is no lower than the budgeted exchange rate for that season.
- The nominal amount and exchange rate used for foreign currency purchased via Target Accrual Rate Forward (TARF) contracts are driven by the exchange rate on the transaction date. They are of indeterminate length dependent on the spot rate on the agreed transaction dates. Weakness or stability in sterling between the transaction date and the maturity date may result in the Group purchasing foreign currency at rates better than market rates on the maturity date up to a pre-agreed profit for the Group. Strength in sterling between the transaction and maturity date may result in the Group purchasing pre-agreed, larger amounts of foreign currency at rates worse than market rates on the maturity date; however in this scenario the Group ensures that the exchange rate achieved is no lower than the budgeted exchange rate for that season. The TARF contracts are of an indeterminate length, with the overall contract period dependant on the spot rate at the monthly fixing dates.

Foreign currency Target Accrual Forwards

	Fair Value	
	2013	2012
	£'000	£'000
Buy US dollars		
Less than 3 months	-	-
3 to 6 months	57	-
6 to 12 months	(886)	-
Over 12 months	(3,853)	(315)
	<u>(4,682)</u>	<u>(315)</u>
Buy Euros		
Less than 3 months	6	-
3 to 6 months	26	-
6 to 12 months	1	-
Over 12 months	(205)	(32)
	<u>(172)</u>	<u>(32)</u>

All Leisure group plc
Notes to the Consolidated Financial Statements
For the year ended 31 October 2013

37. Financial instruments (continued)

h) Derivative instruments (continued)

Foreign currency forward exchange contracts

	Fair Value	
	2013	2012
	£'000	£'000
Buy US dollars		
Less than 3 months	-	38
3 to 6 months	-	-
6 to 12 months	-	(16)
Over 12 months	-	(31)
	<hr/>	<hr/>
	-	(9)
	<hr/>	<hr/>
Buy Euros		
Less than 3 months	(3)	(290)
3 to 6 months	-	(48)
	<hr/>	<hr/>
	(3)	(338)
	<hr/>	<hr/>
Buy others		
Less than 3 months	-	(44)
3 to 6 months	-	(6)
6 to 12 months	-	9
	<hr/>	<hr/>
	-	(41)
	<hr/>	<hr/>

Fuel swap contracts

	Fair Value	
	2013	2012
	£'000	£'000
Buy Rotterdam barge +3.5%		
Less than 6 months	1	55
6 -12 months	-	80
Over 12 months	-	22
	<hr/>	<hr/>
	1	157
	<hr/>	<hr/>

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

37. Financial instruments (continued)

h) Derivative instruments (continued)

These fuel derivative financial instruments are required to be carried at fair value at each balance sheet date. Fair value has been calculated using the closing value at the balance sheet date of the calendar year 2013 Rotterdam Barge +3.5% forward swap price and by discounting the future estimated cash flows based on the applicable yield curve derived from quoted interest rates. This measurement relies on the estimate of the future fuel spot purchase price compared with the contract price. Accordingly, while the Group mitigates fuel price risk through these instruments, it is exposed to fair value risk on the revaluation of the instruments. This risk is shown in the section below on fuel derivatives sensitivity analysis. These derivative financial instruments do not qualify for hedge accounting under IAS 39, and all gains and losses arising on the re-measurement of the instruments at each balance sheet date are reported in the income statement, which accordingly, is subject to volatility arising from the revaluation.

i) Sensitivity analysis

Currency derivatives sensitivity analysis

As noted in the Finance Director's Report and in section h) to this note, the Group does not generally use 'vanilla' forward contracts to manage its foreign exchange requirements. Note 4 lists the main variables impacting the valuation of which spot and volatility are considered to be the most important. Accordingly, and given the non-linear relationship between movements in spot and the overall valuation as well as the adverse correlation between movements in spot and volatility, it is difficult to provide definitive sensitivity figures however, as a rule, the closer spot moves to US\$1.45, a one cent movement will have a US\$0.1m positive impact on valuation whereas the closer spot moves to US\$1.80, a one cent movement will have a US\$1.0m negative impact on valuation.

Fuel derivatives sensitivity analysis

The table below illustrates the hypothetical sensitivity of the Group's reported profit and equity to a 10% increase and decrease in calendar 2011 forward swap for Rotterdam barge +3.5% at the yearend assuming that all other variables remain unchanged. The sensitivity of 10% represents the Directors' assessment of a reasonably possible change. A positive number below indicates an increase in profit and equity.

	Income statement		Equity	
	2013	2012	2013	2012
	£'000	£'000	£'000	£'000
Rotterdam barge +3.5% price				
Strengthens by 10%	-	16	-	16
Weakens by 10%	-	(16)	-	(16)

Foreign currency sensitivity analysis

The table below illustrates the hypothetical sensitivity of the Group's reported profit and equity to a 10% increase and decrease in Sterling's exchange rate to Euro and US Dollar at the yearend assuming that all other variables remain unchanged. 10% represents the Directors' assessment of a reasonably possible change in the relevant exchange rates. A positive number below indicates an increase in profit and equity.

All Leisure group plc
Notes to the Consolidated Financial Statements
For the year ended 31 October 2013

37. Financial Instruments (continued)

i) Sensitivity analysis (continued)

	Income statement		Equity	
	2013	2012	2013	2012
	£'000	£'000	£'000	£'000
Sterling strengthens by 10%				
Other	(312)	(262)	(285)	(255)
Sterling weakens by 10%				
Other	381	321	349	311

The Group publishes its consolidated financial statements in sterling and as a result, it is also subject to foreign currency exchange translation risk in respect of the translation of the results and underlying net assets of its non-Sterling functional currency entities into sterling. Translation risk is not captured in the table above.

Interest rate sensitivity analysis

No analysis of interest rate sensitivity is included on the basis interest rates are fixed and income from deposits is immaterial.

38. Events after the balance sheet date

The property included at the balance sheet date as an asset held for sale was sold on 10 December 2013 for £350,000.

39. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between the Group and other related parties are disclosed below:

Trading transactions

During the year, Group companies entered into the following transactions with related parties who are not members of the Group:

	Purchase of services		Amounts owed to related parties	
	Years ended 31 October		At 31 October	
	2013	2012	2013	2012
	£	£	£	£
Roger Allard Limited	179,061	174,276	53,851	24,275
PB Consultancy Services Limited	38,413	39,835	1,623	4,728

Roger Allard Limited is a company owned and controlled by Mr R J Allard a director of the Company and majority shareholder of the Group and the payments made are for consultancy services.

PB Consultancy services is owned and controlled by Mr P E Buckley the Company Secretary of the Group and the payments are for consultancy, accounting and Company Secretarial services.

All Leisure group plc

Notes to the Consolidated Financial Statements

For the year ended 31 October 2013

39. Related party transactions (continued)

Trading transactions (continued)

On 15 May 2012, All Leisure Group PLC acquired 100% of the issued share capital of Page & Moy Travel Group Limited ("PMTGL"), on a debt free basis, for a consideration of £3.3m. The consideration was funded with a £5.8m loan from a consortium of individual investors, some of whom were related parties. The lenders who meet the definition of related parties, and the amounts loaned to the Group are as follows:

	Loan Amount		Interest accrued	
	Year ended 31 October		At 31 October	
	2013	2012	2013	2012
	£	£	£	£
R J Allard and interests	4,010,000	4,400,000	437,968	142,608
N J Jenkins	225,000	250,000	24,972	12,964
D A Wiles and interests	360,000	400,000	39,668	8,103

N J Jenkins is a director and shareholder in All Leisure group plc. D A Wiles is a director of All Leisure Holidays Limited, a subsidiary of All Leisure group plc.

Remuneration of key management personnel

The remuneration of the Directors of the Company and subsidiary company directors, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*. Information about the remuneration of directors is provided in note 11.

	2013	2012
	£'000	£'000
Short-term employee benefits	2,670	2,249
Post employment benefits	181	177

40. Ultimate controlling party

By virtue of his majority shareholding, the ultimate controlling party of the Company is Mr R J Allard.

Independent Auditor's Report on the Company Financial Statements to the members of All Leisure group plc

We have audited the parent company financial statements of All Leisure group plc for the year ended 31 October 2013 which comprise the Company Balance Sheet and the related notes a to j. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the parent company financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the parent company financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the parent company financial statements:

- give a true and fair view of the state of the parent company's affairs as at 31 October 2013 and its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the parent company financial statements.

Independent Auditor's Report on the Company Financial Statements to the members of All Leisure group plc (continued)

Matters on which we are required to report by exception

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

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

Alistair Pritchard FCA

Alistair Pritchard FCA
(Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham, United Kingdom

21 February 2014

Note: The maintenance and integrity of All Leisure group plc's website is the responsibility of the Directors. The work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ in other jurisdictions.

All Leisure group plc

Company Balance Sheet As at 31 October 2013

	Note	2013 £'000	2012 £'000
Fixed assets			
Tangible assets	c	-	250
Investments in subsidiary undertakings	d	14,138	14,688
		<u>14,138</u>	<u>14,938</u>
Current assets			
Debtors	e	1,112	1,175
		<u>1,112</u>	<u>1,175</u>
Creditors: Amounts falling due within one year	f	(34)	(34)
Net current assets		<u>1,078</u>	<u>1,141</u>
Total assets less current liabilities		<u>15,216</u>	<u>16,079</u>
Capital and reserves			
Called-up share capital	g, h	617	617
Share premium account	h	13,346	13,346
Revaluation reserve	h	-	185
Profit and loss account	h	1,253	1,931
Shareholders' funds	h	<u>15,216</u>	<u>16,079</u>

The financial statements of All Leisure group plc, registered number 01609517, were approved by the Board of directors and authorised for issue on 21 February 2014.

Signed on behalf of the Board of Directors



C J Gadsby
Director

All Leisure group plc

Notes to the Company Financial Statements For the year ended 31 October 2013

a. Significant accounting policies

Basis of accounting

The separate financial statements of the Company are presented as required by the Companies Act 2006. They have been prepared under the historical cost convention modified for the revaluation of an Investment property and in accordance with applicable United Kingdom Accounting Standards and law.

The principal accounting policies are summarised below. They have been applied consistently throughout the current and preceding year.

Investments

Fixed asset investments in subsidiaries are shown at cost less provision for impairment.

Investment properties

Investment properties are revalued every five years with an interim valuation every three years. Surpluses or deficits on individual properties are transferred to the investment revaluation reserve, except that a deficit which is expected to be permanent and which is in excess of any previously recognised surplus over cost relating to the same property, or the reversal of such a deficit, is charged (or credited) to the profit and loss account. Depreciation is not provided in respect of freehold investment properties. The Directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view as required under SSAP 19 *Accounting for investment properties*. The financial effect of the departure from the statutory accounting rules cannot reasonably be quantified.

Financial liabilities and equity

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.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Share-based payment

The Group has applied the requirements of FRS 20, '*Share-based Payment*' to all grants of equity instruments. During the year the Group made no equity-settled share-based payments to its executive directors.

Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments was expensed immediately as the options vested immediately on grant.

Fair value is measured by use of the Black-Scholes pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Further details of these schemes are included in note 35 to the consolidated financial statements.

Retirement benefit costs

The Company operates a defined contribution pension scheme. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year.

Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

All Leisure group plc

Notes to the Company Financial Statements For the year ended 31 October 2013

b. Loss for the financial year

As permitted by section 408 of the Companies Act 2006 the Company has elected not to present its own profit and loss account for the financial year. The loss for the financial year dealt with in the financial statements of the Company amounted to £863,000 (2012 – loss £514,000).

The auditor's remuneration for audit and other services is disclosed in note 10 to the consolidated financial statements of All Leisure group plc.

Fees payable to Deloitte LLP and their associates for non-audit services to the Company are not required to be disclosed because the consolidated financial statements disclose such fees on a consolidated basis.

The Company had no employees other than the Directors. Their emoluments are shown in note 11 to the consolidated financial statements of All Leisure group plc.

c. Tangible fixed assets

	Investment property £'000
Revalued amount	
At 1 November 2012	275
Disposal	(275)
	<hr/>
At 31 October 2013	-
	<hr/>
Accumulated depreciation	
At 1 November 2012	(25)
Disposal	25
	<hr/>
At 31 October 2013	-
	<hr/>
Carrying amount	
At 31 October 2013	-
	<hr/>
At 1 November 2012	250
	<hr/>

The Company owned the freehold on an investment property at 54 and 54a The Hundred, Romsey, Hampshire, SO51 8BX. This property was valued on an open market existing use basis in May 2008 by Messrs Pearsons Commercial. This property was sold on 6 December 2012 for £250,000.

The historic cost of this investment property was £65,000.

All Leisure group plc

Notes to the Company Financial Statements For the year ended 31 October 2013

d. Investments in subsidiary undertakings

	Loans to subsidiary undertakings £'000	Investment in subsidiary undertakings £'000	Total £'000
Cost			
At 1 November 2012	14,638	50	14,688
Movement	(550)	-	(550)
At 31 October 2013	14,088	50	14,138
Carrying amount			
At 31 October 2013	14,088	50	14,138
At 1 November 2012	14,638	50	14,688

The loan to subsidiary undertakings is due from All Leisure Holidays Limited. It has no set repayment terms, other than falling due in more than one year, has no interest terms and no security against it.

The Company holds 100% of the issued share capital of the following companies and controls 100% of the voting rights. Details of investments which are not significant have been omitted.

Company	Country of registration or incorporation	Principal activity	Class of shares held	Holding %
All Leisure Holidays Ltd +	England and Wales	Tour Operator	Ordinary	100
Atholl Shipping Corporation Ltd +*	Bahamas	Ship Operator	Ordinary	100
Worldwide Voyages of Discovery Ltd	England and Wales	Transport Services	Ordinary	100
Page & Moy Travel Group Ltd	England and Wales	Holding Company	Ordinary	100
Page & Moy Travel Group Air Holidays Ltd	England and Wales	Tour Operator	Ordinary	100
Page & Moy Air Transport Services Ltd	England and Wales	Transport Services	Ordinary	100
Page & Moy Pension Scheme Trustee Company Ltd*	England and Wales	Trustees	Ordinary	100
Page & Moy Properties Ltd	England and Wales	Property	Ordinary	100
Page & Moy Travel Group Surface Holidays Ltd	England and Wales	Tour Operator	Ordinary	100
Page & Moy Surface Transport Services Ltd	England and Wales	Transport Services	Ordinary	100

+ Held directly by All Leisure group plc.

* Company has taken advantage of audit exemption.

All Leisure group plc

Notes to the Company Financial Statements For the year ended 31 October 2013

e. Debtors

	2013	2012
	£'000	£'000
Amounts falling due within one year:		
Amounts owed by subsidiary undertakings	1,108	1,171
Prepayments and accrued income	4	4
	<u>1,112</u>	<u>1,175</u>

f. Creditors

	2013	2012
	£'000	£'000
Amounts falling due within one year:		
Accruals and deferred income	34	34
	<u>34</u>	<u>34</u>

g. Called-up share capital

	2013	2012
	£'000	£'000
Issued and fully paid:		
61,744,777 (2012 – 61,744,777) ordinary shares of 1p each	617	617

The Company has one class of ordinary shares which carry no right to fixed income.

Details of the share capital of the Company are shown in note 30 to the consolidated financial statements of All Leisure group plc.

All Leisure group plc

Notes to the Company Financial Statements For the year ended 31 October 2013

h. Combined reconciliation of movements in shareholders' funds and statement of movement on reserves

	Share capital £'000	Share premium account £'000	Revaluation reserve £'000	Profit and loss account £'000	2013 Total £'000	2012 Total £'000
At 1 November	617	13,346	185	1,931	16,079	17,223
Impairment loss	-	-	-	-	-	(25)
Loss for the financial year	-	-	-	(863)	(863)	(514)
Dividends paid (*)	-	-	-	-	-	(605)
Disposal of investment property	-	-	(185)	185	-	-
At 31 October	<u>617</u>	<u>13,346</u>	<u>-</u>	<u>1,253</u>	<u>15,216</u>	<u>16,079</u>

The revaluation reserve represented the revaluation of the investment property held by the Company, as disclosed in note c.

(*) As disclosed in note 15 to the consolidated financial statements.

i. Related party transactions

The Company has taken advantage of the exemption conferred by FRS 8, *Related Party Disclosures*, not to present details of transactions with related parties on the basis that the consolidated financial statements of which All Leisure group plc is the ultimate parent entity are presented with these Company financial statements. Details of related party transactions are presented in note 39 to the consolidated financial statements of All Leisure group plc.

j. Ultimate controlling party

By virtue of his majority shareholding, the ultimate controlling party of the Company is Mr R J Allard.