Parkway Hellas Holdings Limited

Annual report and financial statements

for the year ended 30 September 2011

Registered number: 5273788

Parkway Hellas Holdings Limited

Contents

Parkway Hellas Holdings Limited

Directors' report

The Directors present their annual report on the affairs of the Company, together with the audited financial statements for the year ending 30 September 2011

Business review, principal activities and future developments

The principal activity of the company continues to be that of a Group financing company that provides loan funding to group companies During the year, the company continued to provide funding The Company made a profit for the year of £0 4m (2010 £0 4m) The Directors consider that the financial position of the Company at the end of the year was satisfactory The Directors are not aware at the date of this report of any likely major changes in the Company's activities in the next year

Principal risks and uncertainties

The Company is dependent on the future trade of other members of the Thomas Cook Group for the recoverability of its intercompany balances

For further information on the potential impact of the risks facing the Group, and the procedures implemented by the Group to mitigate these risks, please refer to pages 28-30 of the Group's annual report

Financial risk management

The company's financial risk management is detailed with in note 7

Key performance indicators

The directors of Thomas Cook Group plc manage the Group's operation on a segmental basis For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of its business The development, performance and position of the Corporate segment of the Group, which include the results of the Company, are discussed in the financial review on pages 16 to 17 of the Group's annual report which does not form part of this report

Environment and employees

As the Company is not actively trading externally and has no direct employees, the Directors do not consider it necessary to report on environmental or employment policies

Supplier payment policy

The Group's policy, which is also applied by the Company, is to agree terms of payment with suppliers when determining the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment. Company's directors believe an analysis of payables days the Company is not necessary or appropriate for an understanding of the company's supplier payment profile as all creditors are to other Group companies

Dividends

The Directors do not recommend the payment of an ordinary dividend for year ending 30 September 2011 (2010 £nil)

Directors

Directors were the key management personnel The directors of the company who were in office during the year and up to the date of signing the financial statements were

D M W Hallisey	(Resigned 1st March 2011)
J L Seary	(Appointed 1st March 2011)
Thomas Cook Group Management Services Limited	

Company secretary

S Bradley

Parkway Hellas Holdings Limited

Directors' report (continued)

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors, which were made during the year and remain in force at the date of this report

Independent auditors

PricewaterhouseCoopers LLP have indicated their willingness to continue in office The Company has elected not to re-appoint auditors annually Therefore the auditors, PricewaterhouseCoopers LLP, are deemed to be re-appointed for the next financial year

Disclosure of information to auditors

In the case of each of the persons who are directors of the Company at the date when this report was approved

- so far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditors are unaware, and
- each of the Directors has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information (as defined) and to establish that the Company's auditors are aware of that information

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

Statement of directors' responsibilities

The Directors are responsible for preparing the Directors' 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 have prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

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

On behalf of the Board,

S Bradley

S Bradley
Company Secretary

26th June 2012

Independent auditors' report to the members of Parkway Hellas Holdings Limited

We have audited the financial statements of Parkway Hellas Holdings Limited for the year ended 30 September 2011 which comprise of the Statement of comprehensive income, the Balance sheet, the Statement of Changes in Equity, and the related notes 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

Respective responsibilities of directors and auditors
As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

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

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 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 and financial statements to identify material inconsistencies with the audited financial statements 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 financial statements

- give a true and fair view of the state of the company's affairs as at 30 September 2011 and of its profit 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 financial statements

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

JMEllis

John Ellis (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
26 June 2012

Parkway Hellas Holdings Limited

Statement of comprehensive income

For the year ended 30 September 2011

	Note	30 September 2011 £m	30 September 2010 £m
Finance income	3	0 4	0 4
Profit before tax		**0.4**	**0.4**
Tax expense	4	-	-
Profit and total comprehensive income for the year		**0.4**	**0.4**
Attributable to Equity shareholders		**0.4**	**0.4**

The result for the year is wholly attributable to the continuing operations of the Company

Parkway Hellas Holdings Limited

Registered number 5273788

Balance sheet as at 30 September 2011

	Notes	2011 £m	2010 £m
Current assets			
Trade and other receivables	5	26 7	26 3
Total assets		26 7	26 3
Current liabilities			
Trade and other payables	6	(0 6)	(0 6)
Total liabilities		(0 6)	(0 6)
Net assets		26 1	25 7
Equity			
Called-up share capital	8	-	-
Share premium		7 5	7 5
Retained earnings		18 6	18 2
Total equity		26 1	25 7

The notes on pages 8 to 13 form part of these financial statements

These financial statements were approved by the Board of Directors and authorised for issue on 26th June 2012

Signed on behalf of the Board,

S Bradley

S Bradley
Representing Thomas Cook Group Management Services Limited
Director

Parkway Hellas Holdings Limited
Statement of changes in equity
For the year ended 30 September 2011

	Called-up share capital £m	Share premium £m	Retained earnings £m	Total £m
At 30 September 2009	-	7 5	17 8	25 3
Profit for the year and total comprehensive income	-	-	0 4	0 4
At 30 September 2010	-	7 5	18 2	25 7
Profit for the year and total comprehensive income	-	-	0 4	0 4
At 30 September 2011	-	7 5	18 6	26 1

Parkway Hellas Holdings Limited

Notes to the financial statements for the year ended 30 September 2011

1. General information

Parkway Hellas Holdings Limited is a company incorporated and domiciled in England and Wales under the Companies Act 2006 The address of the registered office is The Thomas Cook Business Park, Coningsby Road, Peterborough, PE3 8SB The nature of the Company's operations and its principal activities are set out in the Directors' report These financial statements are presented in Pound Sterling because that is the currency of the primary economic environment in which the Company operates The Company is a wholly-owned subsidiary company and is included within the audited consolidated financial statements of Thomas Cook Group plc, a company incorporated in England and Wales, which have been prepared in accordance with International Financial Reporting Standards and filed with the Registrar of Companies

Adoption of new or amended standards and interpretations in the current year

In the current year, the following new or amended standards have been adopted Their adoption has not had a significant impact on the amounts reported or the disclosure and presentation in these financial statements, but may impact the accounting or the disclosure and presentation for future transactions and arrangements

IFRS2 Amendment "Share-based payments" is effective for annual reporting periods commencing on or after 1 January 2010 This amendment clarifies the scope and accounting for group cash-settled share-based payments

New or amended standards and interpretations in issue but not yet effective

The following new standards, amendments to standards and interpretations that are expected to impact the Group, which have not been applied in these financial statements, were in issue, but are not yet effective

IAS 24 Amendment "Related parties" is effective for annual reporting periods commencing on or after 1 January 2011 The amendment clarifies the definition of related parties

IFRIC 14 Amendment "Prepayments of a minimum funding requirement" is effective for annual reporting periods commencing on or after 1 January 2011 The amendment remedies one of the consequences of IFRIC 14, whereby an entity under certain circumstances is not allowed to recognise an asset for the prepayment of a minimum funding requirement

Management does not anticipate that the adoption of these new or amended standards and interpretations will have a material impact on the Group

New or amended standards and interpretations in issue but not yet effective and not EU endorsed

The following new standards, amendments to standards and interpretations that are expected to impact the Group, which have not been applied in these financial statements, were in issue, but are not yet effective and are not EU endorsed

IFRS 9 "Financial Instruments" is effective for annual reporting periods commencing on or after 1 January 2013. The standard will eventually replace IAS 39 but currently only details the requirements for recognition and measurement of financial assets

IFRS 10 "Consolidated financial statements" is effective for annual reporting periods beginning on or after 1 January 2013 This standard builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within consolidated financial statements
IFRS 11 "Joint arrangements" is effective for annual periods beginning on or after 1 January 2013 This standard provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form

IFRS 12 "Disclosure of interests in other entities" is effective for annual periods beginning on or after 1 January 2013 This standard includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles

Parkway Hellas Holdings Limited

Notes to the financial statements for the year ended 30 September 2011

1. General information (continued)

New or amended standards and interpretations in issue but not yet effective and not EU endorsed (continued)

IAS 19 (revised 2011) "Employee benefits" is effective for annual periods beginning on or after 1 January 2013 This amendment makes significant changes to the recognition and measurement of defined benefit pension expense and termination benefits, and to the disclosures for all employee benefits

IAS 27 (revised) "Separate financial statements" is effective for annual periods beginning on or after 1 January 2013 This standard includes the provisions on separate financial statements that are left after the control provisions of IAS 27 have been included in the new IFRS 10

IAS 28 (revised) "Investments in associates and joint ventures" is effective for annual periods beginning on or after 1 January 2013 This standard includes the requirements for joint ventures, as well as associates, to be equity accounted following the issue of IFRS 11

Management is currently assessing the impact of adopting these new or amended standards and interpretations

2. Significant accounting policies

Basis of preparation

These financial statements have been prepared in accordance with IFRSs as adopted by the EU and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to Companies reporting under IFRS

The accounting policies adopted are consistent with those of the previous financial period except for those which the Company has adopted in the year

The financial statements have been prepared under the historical cost convention except for the revaluation of certain financial instruments The principal accounting policies adopted are set out below

The Company is reliant on the support of the fellow group undertaking Thomas Cook Group UK Limited This support has been formally provided and accordingly the directors of Parkway Hellas Holdings Limited have prepared these financial statements on a going concern basis

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date Provision is made for deferred tax so as to recognise all temporary differences which have originated but not reversed at the balance sheet date that result in an obligation to pay more tax, or a right to pay less tax in the future

This is calculated on a non-discounted basis by reference to the average tax rates that are expected to apply in the relevant jurisdiction and for the year in which the temporary differences are expected to reverse Deferred tax assets are assessed at each balance sheet date and are only recognised to the extent that their recovery against future taxable profits is probable.

Foreign currency

Transactions in currencies other than the functional currency of the Company are translated at the exchange rate on the date of the transaction Foreign currency monetary assets and liabilities held at the year end are translated at year end exchange rates The resulting exchange gain or loss is taken through the income statement

Trade and other receivables

Trade and other receivables are recognised at their fair value and subsequently recorded at amortised cost using the effective interest method as reduced by allowances for estimated irrecoverable amounts An allowance for irrecoverable amounts is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables The amount of allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows

2. Significant accounting policies (continued)

Trade and other payables

Trade and other payables are recognised at their fair value and subsequently recorded at amortised cost using the effective interest method

Cash flow statement

The company had no cash flows in the current year Its cash flow obligations were settled by fellow group undertakings Accordingly, no separate cash statement has been presented with these financial statements

Administrative expenses

The Company has no employees Administrative expenses of the Company, including audit fees of £500 (2010 £500) and directors' remuneration, were borne by Thomas Cook Group plc, the Company's parent undertaking, during both accounting years with no recharge made as the amounts were minimal

Change in presentation

From the current year, it was decided to change the financial statements presentation from £ to £m This is the same format used for management purposes

The prior year comparatives have been represented to reflect this change

Share capital

Ordinary shares are classified as equity Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds

Critical judgments in applying the Company's accounting policies

In the process of applying the Company's accounting policies, described above, management has made the following judgments that have the most significant effect on the amounts recognised in the financial statements

Recoverable amounts of intercompany receivables

Judgments have been made in respect of the amounts of future operating cash flows to be generated by certain of the Company's businesses in order to assess whether there has been any impairment of the amounts included in the balance sheet for receivables in relation to those businesses

3. Finance income

	30 September 2011 £m	30 September 2010 £m
Interest receivable from group companies	0 4	0 4

4. Tax expense

	30 September 2011 £m	30 September 2010 £m
UK corporation tax credit for the year comprises		
Current tax		
UK corporation tax credit at 27%(2010 28%) for the current year	-	-
Current tax credit	-	-
The credit for the year can be reconciled to the (loss)/profit per the income statement as follows		
Profit before tax	0 4	0 4
Expected tax charge at the UK corporation tax rate of 27% (2010 28%)	(0 1)	(0 1)
Group relief surrendered	0 1	0 1
Tax credit for the year	-	-

The standard rate of Corporation tax in the UK changed from 28% to 26% with effect from 1 April 2011 Accordingly, the company's profits for this accounting period are taxed at an effective rate of 27%

In addition to the changes in rates of Corporation tax disclosed above a number of further changes to the UK Corporation tax system were announced in the March 2012 UK Budget Statement Legislation to reduce the main rate of Corporation tax from 26% to 25% from 1 April 2012 was included in the Finance Act 2011 and this was substantively enacted on 5 July 2011 In the 2012 UK Budget Statement, this rate has been reduced to 24% This was substantively enacted prior to the signing of the financial statements

Further reductions to the main rate are proposed to reduce the rate to 22% by 1 April 2014 These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements

There is no effect of these changes on deferred tax asset as no deferred tax asset has been recognised

5. Trade and other receivables

	2011 £m	2010 £m
Amounts owed by other group undertakings	26 7	26 3

Amounts owed by parent are repayable on demand The average interest on amounts owed by subsidiary undertakings is nil The Directors consider the fair value to be equal to the book value All amounts are dominated in sterling

6. Trade and other payables

	2011 £m	2010 £m
Amounts owed to group undertakings	0 6	0 6

The amounts payable to group undertakings principally relate to the consideration payable for group relief received Amounts are payable on demand

7. Financial risk

The Company's financial instruments comprise amounts due to/from subsidiary undertakings

Interest risk
The Company is subject to risks arising from interest rate movements in connection with its intercompany loans on which interest is charged based upon LIBOR rates The interest rate risk between group companies is not hedged as the group hedges its external exposure to interest rate risk

Credit risk
The Company's exposure to credit risk is limited to its loans to other group companies and therefore management does not regard the risk to be high and consequently do not attempt to hedge or restrict this exposure

Market risk
The market risks that the Company is subject to have been identified as interest rate risk and exchange rate risk The impact of reasonably possible changes in interest rates on the Company, based on the period end holdings of financial instruments have been calculated and are set out in the table below The impact of reasonably possible changes in exchange and interest rates is not material to the Company

Capital risk
The company's objectives when managing capital is to safeguard the company's ability to continue as a going concern

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt

The company monitors capital on the basis of net assets and the company's strategy is to maintain a net asset position, the values of which are shown on the balance sheet at 30 September 2011 and 30 September 2010

Notes to the financial statements for the year ended 30 September 2011

8. Called-up share capital

	2011 £m	2010 £m
Authorised		
1,000 Ordinary shares of £1 each	-	-
Allotted, called-up and fully paid		
1 Ordinary share of £1	-	-

9. Related party transactions

	2011 £m	2010 £m
Transactions with fellow subsidiaries:		
Interest income	0 4	0 4
Year end balances arising from transactions with fellow subsidiaries:		
Loans payable	0 6	0 6
Year end balances arising from transactions with parent:		
Loans receivable	26 7	26 3

10. Ultimate controlling party

The Company is a direct subsidiary of Parkway S A a company incorporated in Luxembourg

Thomas Cook Group plc, incorporated in England and Wales, is the Company's ultimate parent company and ultimate controlling party

The smallest and largest group of which Parkway Hellas Holdings Limited is a member and in which the results of the Company are consolidated is that headed by Thomas Cook Group plc, which is registered in England and Wales Copies of the Thomas Cook Group plc financial statements can be obtained from its registered office at 6th Floor, South Brettenham House, Lancaster Place, London, WC2E 7EN