

RTL Midco Limited

**Annual report and financial
statements**

Registered number 09330708

30 November 2020



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Company information

Directors:

P Hullah
D Whatley

Registered office:

New Manor
328 Wetmore Road
Burton on Trent
DE14 1SP

Registered number:

09330708 (England and Wales)

Auditor:

KPMG LLP
One Snowhill
Snowhill Queensway
Birmingham
B4 6GH

Strategic report

The Directors present their Strategic report for RTL Midco Limited ("the Company") for the year ended 30 November 2020.

Review of business

The Company has not traded during the current or prior year and hence no profit and loss account has been included. The result for the year amounted to £nil (2019: £nil).

S172(1) statement

The Company is not required to publish a section 172(1) statement by virtue of its size.

Principal risks and uncertainties

The Company is a member of the Maverick Topco Limited group of companies ("Group"). Details of the principal risks and uncertainties for the Group, together with a description of the Group's financial risk management objectives and policies is set out in the Directors' Report of Maverick Topco Limited.

COVID-19

The onset of the COVID-19 pandemic has not impacted on the Company's activities. The impacts to its Group are set out in the Directors' Report of Maverick Topco Limited.

Key performance indicators (KPIs)

Given the nature of the Company's activities, the Directors believe that analysis of KPIs for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company's business.

Going concern

The Directors have prepared the financial statements on the going concern basis. See note 1.2 to the financial statements for further details.

On behalf of the board:

P. J. HULLAH

Philip Hullah

Director

Date: 11 February 2021

Directors' report

The Directors present their report with the financial statements of the Company for the year ended 30 November 2020.

Principal activity

The principal activity of the Company in the year under review was that of a holding company for its subsidiary. The Directors do not expect there to be any significant change in the Company's principal activity in the foreseeable future.

Dividends

No dividends will be distributed for the year ended 30 November 2020 (2019: £nil).

Directors

The Directors who have held office during the year and to the date of this report are as follows:

D Clemson – resigned 29 September 2020

P Hullah – appointed 29 September 2020

D Whatley

Both the Directors who are eligible offer themselves for election at the forthcoming Annual General Meeting.

Directors' indemnities and insurance

During the year, the Company maintained Directors' and Officers' Liability Insurance in respect of legal action that might be brought against its Directors and Officers. The Company has not indemnified its Directors against certain liabilities that may be incurred as a result of their position within the Group.

Statement as to disclosure of information to auditors

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor is unaware, and each 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.

Auditor

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

On behalf of the board,

P. J. HULLAH

Philip Hullah

Director

Date: 11 February 2021

Statement of Directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements

The Directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of RTL Midco Limited

Opinion

We have audited the financial statements of RTL Midco Limited ("the Company") for the year ended 30 November 2020 which comprise the Profit and loss account, Balance sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 November 2020 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Material Uncertainty related to Going Concern

We draw attention to note 1 to the financial statements which describes uncertainties regarding the continued availability of existing banking facilities in the event of further unforeseen COVID-19 impact on the business. These events and conditions as explained in note 1, constitute a material uncertainty that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Strategic report and Directors' report

The Directors are responsible for the Strategic report and the Directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic report and the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

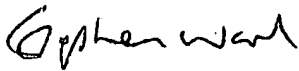
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Stephen Ward (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Date: 12 February 2021

Balance sheet
at 30 November 2020

	Note	2020 £000	2019 £000
Fixed assets			
Investments	5	725	725
Current assets			
Debtors	6	78,502	78,502
Creditors: amounts falling due within one year	7	(103,420)	(103,420)
Net current liabilities		(24,918)	(24,918)
Total assets less current liabilities		(24,193)	(24,193)
Net liabilities		(24,193)	(24,193)
Capital and reserves			
Called up share capital	8	7	7
Share premium account	8	718	718
Profit and loss account		(24,918)	(24,918)
Shareholders' deficit		(24,193)	(24,193)

The Company has not traded in the current or prior year and therefore no profit and loss account or statement of comprehensive income is presented.

The accompanying notes form an integral part of these financial statements.

These financial statements were approved by the board of directors on 11 February 2021 and were signed on its behalf by:



David Whatley
Director

Company registered number: 09330708

Statement of changes in equity

	Called up Share Capital £000	Share premium account £000	Profit and loss account £000	Total Equity £000
Balance at 1 December 2018	7	718	(24,918)	(24,193)
Total comprehensive income for the year	-	-	-	-
Profit or loss for the year	-	-	-	-
Balance at 30 November 2019	7	718	(24,918)	(24,193)

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total Equity £000
Balance at 1 December 2019	7	718	(24,918)	(24,193)
Total comprehensive income for the year	-	-	-	-
Profit or loss for the year	-	-	-	-
Balance at 30 November 2020	7	718	(24,918)	(24,193)

The accompanying notes form an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

The Company is a private company limited by shares and incorporated and domiciled in the UK. The registered number is 09330708 and the registered address is New Manor, 328 Wetmore Road, Burton on Trent, Staffordshire, DE14 1SP.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*"). The presentation and functional currency of these financial statements is Sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's parent undertaking, Maverick Topco Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Maverick Topco Limited are prepared in accordance with FRS 102, are available to the public and may be obtained from New Manor, 328 Wetmore Road, Burton on Trent, Staffordshire, DE14 1SP. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Maverick Topco Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1; and
- The disclosures required by FRS 102.33 *Related Party Disclosures* in respect of related party transactions between two or more members of a group provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.1. Measurement convention

The financial statements are prepared on the historical cost basis.

1.2. Going concern

Notwithstanding net current liabilities of £24.9m as at 30 November 2020, the financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

As a holding company, the company does not in itself trade and as such is reliant on the continuation of the Group including for funding already provided. In making the going concern assessment the Directors have considered the cash flow forecasts for the Group for a period of 12 months from the date of approval of these financial statements.

At the onset of the COVID-19 pandemic, the Group took immediate and decisive action to preserve liquidity and protect future value as travel restrictions in the UK and in countries in which the Group's tours and river cruises operate led to heightened uncertainty about the future financial performance of the Group and the Company:

- Extensive guest contact programme resulting in high volumes of guests transferred to 2021 departures, and refunds paid to guests who chose not to transfer. The Group is seen in the market as having managed this process well, evidenced by retaining Which? Recommended Provider status;

Notes (continued)

Accounting policies (continued)

1.2. Going concern (continued)

- River ship charter commitments renegotiated, and other direct costs avoided, significantly reducing cash costs;
- Marketing spend substantially eliminated, with investment only where justified by returns;
- Strategic review leading to a headcount reduction of 87 FTE, c.40% of the pre-pandemic workforce;
- No bonuses awarded to any employees or Directors; and
- The Group participated in the UK government's VAT deferral scheme and Coronavirus Job Retention Scheme and obtained a refund of corporation tax paid.

The Directors have performed an assessment of the Company's ability to continue as a going concern for the 12-month period from the date of signing these financial statements. In performing their assessment, the Directors considered the Group's financial position, financial forecasts, and exposure to principal risks, including the ongoing impact of COVID-19 on liquidity headroom and the Group's ability to comply with the terms of its senior facilities.

The Group meets its working capital requirements from its cash balances and senior facilities, including a term loan facility of £82m and a revolving credit facility of £10m provided by Intermediate Capital Group PLC ("ICG"), which is guaranteed by Maverick Interco Limited and all its material subsidiaries. On 15 January 2021, the Group completed an amendment to the terms of the senior facilities agreement, including waiver of the Group's non-compliance with its net leverage covenant as at 30 November 2020 and amendment of that covenant.

Financial scenario forecasts have been prepared with a range of dates on which operations are assumed to restart. The Directors' central planning assumption, and the base case for this going concern assessment, is that travel restrictions will be eased sufficiently for operations to restart in summer 2021. The Directors concluded that the Group has sufficient liquidity and financial covenant headroom in this scenario.

The Directors have also assessed the impact on the Group should restrictions imposed by governments to prevent the spread of COVID-19 remain in place for longer, delaying the date on which the Group can restart its operations. Under certain of these severe but plausible scenarios the Group could breach its banking covenants within the forecast period under review. Whilst the Group's lender has been supportive since the onset of COVID-19 and the Directors would seek a covenant waiver should one be required, there is a material uncertainty as to whether this would be granted.

As at 30 November 2020, the Company had net current liabilities of £24.9m and net liabilities of £24.2m. This going concern assessment for the Company is dependent on Maverick Topco Limited not seeking repayment of the amounts currently due to the group, which at 30 November 2020 amounted to £103.4m, and providing additional financial support during that period. Maverick Topco Limited, has indicated its intention to continue to make available such funds as are needed by the Company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that this support would not be made available.

Based on the above, the Directors believe that the Group and the Company are well placed to manage business and financing risks satisfactorily and have a reasonable expectation that the Company and Group will have adequate resources to continue in operation for at least 12 months from the date of signing these financial statements. For this reason, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

However, a material uncertainty exists with respect to attainment of the Group's forecasts and continued compliance with the terms of its senior facilities agreement, or ability to achieve further covenant waivers or amendments if required, which may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to continue realising its assets and discharging its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Notes (continued)

1 Accounting policies (continued)

1.3. Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium exclude amounts in relation to those shares.

1.4. Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in subsidiaries

These are separate financial statements of the Company. Investments in subsidiaries are carried at cost less impairment.

1.5. Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Notes (continued)

1 Accounting policies (continued)

1.5 Impairment (continued)

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes (continued)

2 Auditor's remuneration

	2020 £000	2019 £000
Audit of these financial statements	3	2

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, Maverick Topco Limited.

3 Staff numbers and costs

The Company had no employees in the current or prior year.

4 Directors' remuneration

During the year, the Directors were remunerated by Riviera Tours Limited. Details of their total remuneration are as follows:

	2020 £000	2019 £000
Directors' remuneration	317	510
Company contributions to money purchase pension plans	2	-

The aggregate of remuneration of the highest paid director was £176,849 (2019: £271,937).

	Number of directors 2020	2019
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	2	-

Notes (continued)

5 Fixed asset investments

	Shares in group undertakings £000
Cost	
At beginning of year	725
At end of year	725
Net book value	
At 30 November 2020	725
At 30 November 2019	725

The Company has the following investments in subsidiaries:

	Country of incorporation	Class of shares held	Ownership 2020	Ownership 2019
RTL Cleanco Limited	England and Wales	Ordinary	100%	100%
RTL Bidco Limited *	England and Wales	Ordinary	100%	100%
Riviera Tours Limited *	England and Wales	Ordinary	100%	100%
Riviera Tours (Transport) Limited *	England and Wales	Ordinary	100%	100%
Riviera Travel LLC*	USA	n/a	100%	100%

*Indirect holding

All the subsidiaries apart from Riviera Travel LLC are registered at 328 Wetmore Road, Burton on Trent, Staffordshire. Riviera Travel LLC was registered at 1515 Black Rock Turnpike, Fairfield, CT 06825 until 18 November 2020, and since that date has been registered at 2530 Aqua Vista Boulevard, Fort Lauderdale, Florida 33301.

6 Debtors

	2020 £000	2019 £000
Amounts owed by group undertakings	78,502	78,502
	78,502	78,502
Due after more than one year	78,502	78,502
	78,502	78,502

The amounts owed by group undertakings are repayable on demand but not repayable by any fixed date. Repayment is not expected to be demanded within the next year. Interest is not charged on intercompany loans.

Notes (continued)

7 Creditors: amounts falling due within one year

	2020 £000	2019 £000
Amounts owed to group undertakings	103,420	103,420

The amounts owed to group undertakings are repayable on demand but not repayable by any fixed date. Interest is not charged on intercompany loans.

8 Capital and reserves

	2020 £000	2019 £000
<i>Allotted, called up and fully paid</i>		
725,000 ordinary shares of £0.01 each	7	7
Shares classified in shareholders' funds	7	7

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Share premium

The balance classified as share premium relates to the aggregate net proceeds less nominal value of shares on issue of the Company's equity share capital.

9 Related parties

Identity of related parties with which the Company has transacted

As the Company was a wholly owned subsidiary of Maverick Topco Limited at 30 November 2020, the Company has taken advantage of the exemption contained in FRS102.33.1A and has therefore not disclosed transactions or balances with wholly owned entities which form part of the Group headed by Maverick Topco Limited.

10 Post balance sheet event

On 15 January 2021, the Group completed an amendment to the terms of its senior facilities agreement with its lender, Intermediate Capital Group plc, including waiver of the Group's non-compliance with its net leverage covenant as at 30 November 2020 and amendment of that covenant.

11 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of RTL Topco Limited. In the opinion of the Directors, the Company's ultimate owners and ultimate controlling party are funds advised by Silverfleet Capital Partners LLP, 1 Carter Lane, London EC4V 5ER, by virtue of their majority share of the voting rights in the ultimate parent company Maverick Topco Limited.

The largest group in which the results of the Company are consolidated is that headed by Maverick Topco Limited, incorporated in England and Wales. The smallest group in which they are consolidated is that headed by Maverick Interco Limited incorporated in England and Wales. The consolidated financial statements of these groups are available to the public and may be obtained from Companies House, Cardiff, CF14 3UZ.