INTOSOL Holdings PLC

Registration Number: 10806039

FINANCIAL REPORT
FOR THE YEAR ENDED 31 JANUARY 2019

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INTOSOL Holdings PLC

CORPORATE DIRECTORY

Directors	Rainer Spekowius Petra Buchholz Robert Mitchell Marcus Yeoman
Company Secretary	One Advisory Group Limited
Company registration number	10806039
Registered office	201 Temple Chambers 3-7 Temple Avenue London, England EC4Y ODT
Auditor	Greenwich & Co UK Level 2 35 Outram Street West Perth WA 6005 Australia
Domicile of the company	United Kingdom
Country of incorporation	England and Wales
Legal form of entity	Public Limited Company

The Directors present their Strategic Report for the period ended 31 January 2019.

Review of the business

I am pleased to deliver my first Chairman's Statement since we joined the London Stock Exchange in October 2018 to facilitate our expansion plans in building an international travel experience company and increase the Company profile in English-speaking markets.

INTOSOL is an award winning, luxury travel company providing bespoke and unique experiences globally. We are focussed on growing our luxury travel experience and hotel property portfolio with a robust, low-cost and scalable business model.

Since listing, we have been delivering our strategy of restructuring and growing the SOUL Private Collection of owned and managed boutique hotels in South Africa, increasing margins and building our international client base.

We completed the purchase of the Leadwood Safari Lodge site in the Leadwood Big Game Estate in South Africa, one of the premier locations globally to see the Big Five in the wild. The purchase contract includes all building permissions and safari traversing rights. The INTOSOL Safari Lodge, when open, will allow us to offer our clients a bespoke experience with one of the best opportunities to see the Big Five in the wild, as well as facilitate increased margins and provide increased asset backing to the business. The safari business is potentially extremely lucrative and as we already bring several hundred guests each year on safari to South Africa, the construction of the INTOSOL Safari Lodge opens up opportunities for expansion through bookings in the international market as the business continues to grow.

The portfolio was further strengthened by the addition of SOUL on Llandudno, a luxury hotel situated on Llandudno beach in Cape Town. Under the terms of the two-year contract, INTOSOL manages the hotel, earning commission on revenue generated and later has the option to buy the property with any profits paid to the seller deducted from the purchase price. This is in line with our strategy to purchase previously managed hotels, which have demonstrated positive impact on revenues and margins.

Providing validation of this business model, in November we reported that our flagship property, Oceans Wilderness, delivered a strong maiden financial performance in its first year of operation. The luxury nine-bedroom boutique hotel, which is located on South Africa's Garden Route, a favourite tourist destination, generated revenue of ZAR 5,297,624 on an 83.7% gross margin and 42.6% pre-tax profit margin. Post-period end, we finalised a purchase contract for Oceans Wilderness which when complete, will be the SOUL Private Collection's first wholly owned property providing significant asset backing and representing a model for future acquisitions.

As well as demonstrating robust financials, Oceans received strong reviews across multiple mediums and ranks as one of the top ten properties to visit on the Garden Route. It received a 9.6 rating on booking.com and of the reviews posted on TripAdvisor, 99% were positive. Internal guest research revealed that that over 96% of visitors would book again.

In line with this success, post-period end we completed the acquisition of two further luxury hotel properties on the Garden Route. First, we added SOUL Rainbow's End, a luxury three-bedroom boutique hotel located in Knysna. Under the terms of the two-year management contract, INTOSOL manages and markets the property worldwide with all profit generated subject to a profit share agreement. Secondly, SOUL on the Heads, a luxury six-suite hotel, also located in Knysna, was added to the portfolio under a profit share agreement. These two properties provide additional revenue streams for the Company and enhance our offering of boutique hotels and experiences for our client base.

As significant growth following the IPO was driven by INTOSOL's South African subsidiary we opened a new office in Cape Town which holds a Private Travel Design department, a financial division and an international marketing division. Across the Group's offices in Germany, South Africa and the UK, the Company has 54 employees, including 10 travel designers.

Although the focus of the year under review was the London Listing and expanding the SOUL Private Collection, we continued to develop the Private Travel Design division in our home market. We have seen positive client retention with repeat customers contributing to more than 50% of total revenues in Germany. This is testament to the exceptional service our private travel designers provide as well as to our unique destination portfolio.

A number of our long-standing clients have provided further validation of our business model by becoming shareholders in INTOSOL. In order to benefit these existing shareholders and make the Company's shares more accessible to European investors, post-period end we also listed on the Frankfurt Stock Exchange.

As well as maintaining strong client retention, we also focused on generating new business and building our client base which currently stands at over 15,000. We unfortunately suffered in terms of performance during the IPO period as much of our energy was focused on this. To get us back on track we took the decision to strengthen our marketing department with a new online marketing agency and refresh the marketing team. We have seen positive results from this with a high percentage of direct SOUL Private Collection bookings achieved as a result of the increased marketing activities.

FINANCIAL REVIEW & OUTLOOK

Pre-IPO, we successfully raised EUR 2,849,870 from new investors, many of whom are existing Private Travel Design clients. As at 31 January 2019 the Group's revenue stood at EUR 7,181,900. The Group made a loss of EUR 1,758, 116 for the period which can be attributed to a number of factors. These include the costs incurred during the IPO period, the restructuring of the INTOSOL group to facilitate the IPO and establish the correct foundation for growth, the re design and furnishing of new villas as part of SOUL Private Collection as well as a number of significant write offs associated with start-up costs of the South African office and initial marketing costs for the brand building.

On a wider level there has been increased competition in the German market, however the period has demonstrated the strength of our underlying business model, namely increasing margins through expanding our SOUL Private Collection of owned and managed boutique hotels. As demonstrated by our flagship property, Oceans Wilderness, we expect the new additions to the portfolio, which are all under profit share management contracts, to have considerable impact on revenues going forward.

Looking ahead, we continue to review new luxury hotel properties to add to the collection, with a view to expanding beyond South Africa. As well as bolstering the SOUL Private Collection, we have considerably enhanced our marketing activities with a new team, as well as building a new Private Travel Design website, which is in progress. Alongside our own marketing through Private Travel Design division, we continue to strengthen our relationships with third party booking providers to generate new business into SOUL Private Collection hotels. Taking control of our boutique hotels has also facilitated increased activity from global travel sites such as booking.com.

We remain focused on building a global lifestyle experience company that merges private travel and unique experiences with hotel ownership. Our growth strategy is underpinned by strong market fundamentals for high-end tourism, with research showing that luxury travel is growing twice as fast as the overall market. With a portfolio of high-end, boutique hotels, we are well positioned to take advantage of this.

Finally, I would like to take this opportunity to thank all shareholders for their continued support and I look forward to providing updates on our progress as we move forward.

Rainer Spekowius

Executive Chairman
31 May 2019

The Directors present their report and financial statements of the Group for the period ended 31 January 2019.

Directors

The Directors who served the Group during the period are as follows:

- Mr Rainer Spekowius
- Mr Liam O'Donoghue (resigned 23 April 2018)

Unless otherwise disclosed, all directors were appointed at the time the company was incorporated on 6 June 2017 and have remained on the board since that time.

The Directors appointed to the Board are as follows:

- Dr Petra Buchholz (appointed 24 April 2018)
- Mr Robert Mitchell (appointed 1 May 2018)
- Mr Marcus Yeoman (appointed 1 May 2018)

Company Secretary

The following served as Company Secretary during the period:

- One Advisory Group Limited, London

Meetings of the Directors

During the period to 31 January 2019, the directors attended the following meetings of the board of directors:

	Meetings eligible to attend	Meetings attended
Rainer Spekowius	9	9
Liam O'Donoghue	9	0
Petra Buchholz	9	9
Robert Mitchell	9	4
Marcus Yeoman	9	4

Review of the Business

Please refer to the Strategic Report for information on the Group, its strategic direction, this period's results, and plans for the future.

Business Model

The Group's business model is to expand its sectoral influence by providing groundbreaking travel experiences to its customers that meet their wants and needs, building the INTOSOL brand to a level where its name is synonymous with the provision of luxury travel services, and the INTOSOL business is global in its reach.

Branches outside the UK

The Group's main operations are headquartered in Garbsen, Germany. Secondary offices are maintained in the UK and South Africa.

Environmental matters

There are no environmental issues arising from the Group's business that might affect the future strategic direction or results of our group.

Carbon Emissions

The Group's operations are in the provision of luxury travel services, in which carbon emissions are estimated to be negligible. The Directors do not consider it practicable to obtain this information at this time.

Social, Community & Human Rights issues

The Board are monitoring the Group's social & community impact, both for its own staff and the wider community of end-users for its products.

The Board are mindful of Human Rights issues in the jurisdictions its operates in, and aims to maintain the highest standards of care and conduct in all its relations to ensure INTOSOL exceeds any required standard in this area.

Research and Development

The Board believe that the Group's research and development in a fully integrated technology platform is a key point of difference to its competitors as it facilitates the integration of newly acquired properties into the Group structure and the Group's management reporting framework. The platform contributes to consistency of service, yield. management, live management reporting and the monitoring of KPIs across all properties. In addition, the roll-out of unified systems across the Group has meant that staff will be better equipped to meet client needs. Improving the client experience, and further adding a unique addition to the INTOSOL brand.

The Group is developing VIRTOSOL into a fully integrated virtual reality experience, with data intelligence capabilities supported by digital connectivity to a market leading edge in the customer experience and sales.

Financial Instruments

Information regarding the Group's financial risk management objectives and policies, including exposure to market, credit and liquidity risks, are presented in Note 21 to these financial statements.

Capital Structure

At 31 January 2019, the ordinary share capital of INTOSOL Holdings PLC consisted of 11,485,618 shares valued at 1O pence each. There are no restrictions on the transfer of securities in the Company, and no restrictions on voting rights.

Post Balance Sheet Events

Subsequent to year end, the directors allotted 946,500 ordinary shares in exchange for cash consideration. A further 464,211 ordinary shares were issued in settlement of loans outstanding

Aside from as above disclosed, the directors are not aware of any significant events since the end of the reporting period.

Indemnification of Officers

INTOSOL Holdings PLC has paid for professional indemnity insurance for the directors of the Company. The policies cover the period to 31 January 2019, and subsequent

Proceedings on Behalf of the Group

No person has applied for leave of court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings.

The Group was not a party to any such proceedings during the period.

Directors' responsibilities

The Directors are responsible for preparing the Strategic Report and 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 or period. Under that law the Directors have elected to prepare the financial statements in accordance with applicable United Kingdom law and those International Financial Reporting Standards ("IFRS") 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 Group and of the profit or loss of the Group 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 accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with IFRS as adopted by the European Union;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the Companies Act 2006 and, as regards the group financial statements, Article 4 of the IAS Regulation.

They are also responsible for safeguarding the assets of the Group 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 Group· website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Directors' statement as to disclosure of information to the auditor

The Directors at the date of approval of this report confirm that

- to the best of their knowledge and belief, there is no relevant audit information of which the Group's auditor is unaware; and
- the Directors have taken all the steps that that might reasonably be expected to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

On behalf of the Board

Rainer Spekowius
Director
31 May 2019

INTOSOL Holdings PLC

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 JANUARY 2019

	Note	31 January 2019 €	6 June 2017 to 31 Jan 2018 €
Revenue	**6**	7,181,900	5,202,341
Cost of sales		(5,820,304)	(3,603,403)
Gross Profit		**1,361,596**	**1,598,938**
Other Income			
Own work capitalized		35,675	24,132
Other operating income		225,639	256,468
Finance income		9,959	6,573
Overhead Expenses			
Advertising & Marketing		(461,458)	(389,178)
Personnel Expenses	**4**	(916,140)	(494,909)
Depreciation and amortisation		(224,841)	(122,978)
Allowance for impairment losses	**8**	(346,412)	-
Finance expense		(208,277)	(49,344)
Other operating costs		(1,233,857)	(742,361)
Operating (Loss)/ Income		**(1,758,116)**	**87,341**
Non-operating costs			
Listing Expenses		-	(225,515)
Loss before income tax expense		**(1,758,116)**	**(138,174)**
Income tax expense	**5**	-	-
Net loss for the year		**(1,758,116)**	**(138,174)**
Other comprehensive loss		(39,527)	(15,744)
Total comprehensive loss for the year		**(1,797,643)**	**(153,918)**
Total comprehensive loss:			
Attributable to owner of the parents		(1,797,643)	(153,918)
Basic & diluted loss per share	**26**	**(0.17)**	**(0.02)**

The accompanying notes form part of these financial statements.

INTOSOL Holdings PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 JANUARY 2019

	Note	31 January 2019 €	31 January 2018 €
Current assets			
Cash and cash equivalents	**7**	147,760	159,963
Trade and other receivables	**8**	1,330,738	3,174,799
Inventories		7,862	3,780
Deposits paid	**9**	489,150	434,772
Receivables from related parties	**20**	1,088,497	-
Receivables from related parties - Directors		346,703	-
Prepayments and other assets		90,004	283,699
Total current assets		**3,500,714**	**4,057,013**
Non-current assets			
Receivables from related parties	**20**	1,298,693	-
Intangible assets	**10**	70,066	199,547
Property, plant and equipment	**11**	719,111	162,816
Total non-current assets		**2,087,870**	**362,363**
Total assets		**5,588,584**	**4,419,376**
Current Liabilities			
Trade and other payables	**12**	2,237,931	2,153,989
Borrowings	**13**	496,970	1,953,193
Provisions		38,852	51,570
Other liabilities		164,563	154,157
Total current liabilities		**2,938,316**	**4,312,909**
Non-current liabilities			
Borrowings	**13**	1,923,724	725,980
Total non-current liabilities		**1,923,724**	**725,980**
Total liabilities		**4,862,040**	**5,038,889**
Net assets/(liabilities)		**726,544**	**(619,513)**
Equity			
Share capital	**17**	1,304,953	975,712
Share premium	**17**	2,814,459	-
Merger reserve	**14**	(750,197)	(750,197)
Retained earnings	**16**	(2,587,400)	(829,284)
FX reserve	**14**	(55,271)	(15,744)
Total equity and reserves		**726,544**	**(619,513)**

The accompanying notes form part of these financial statements.

INTOSOL Holdings PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 JANUARY 2019

In accordance with Section 408 of the UK Companies Act 2006, the Parent Company is availing itself of the exemption from presenting its individual statement of profit or loss and other comprehensive income. The Parent Company's loss for the financial period as determined in accordance with IFRS's is €185,480. The Parent Company had no cashflow in the period, and therefore no cashflow statement has been prepared.

These financial statements were approved and authorized for release by the Directors on 31 May 2019 and are signed on its behalf by:

Rainer Spekowius
Executive Chairman

Company Registration Number: 10806039

INTOSOL Holdings PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 JANUARY 2019

	Share capital	Share premium account	Merger reserve	FX reserve	Retained earnings	Total Equity
	€	€	€	€	€	€
Balance as at 1 February 2018	**975,712**	**-**	**(750,197)**	**(15,744)**	**(829,284)**	**(619,513)**
Comprehensive income						
Loss for the year	-	-	-	-	(1,758,116)	**(1,758,116)**
Other comprehensive loss	-	-	-	(39,527)	-	**(39,527)**
Total comprehensive loss for the year	**-**	**-**	**-**	**(39,527)**	**(1,758,116)**	**(1,797,643)**
Transactions with owners, in their capacity as owners						
Shares issued	329,241	2,814,459	-	-	-	**3,143,700**
Total other transactions with owners	**329,241**	**2,814,459**	**-**	**-**	**-**	**3,143,700**
Balance at 31 January 2019	**1,304,953**	**2,814,459**	**(750,197)**	**(55,271)**	**(2,587,400)**	**726,544**

The accompanying notes form part of these financial statements.

INTOSOL Holdings PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 6 JUNE 2017 TO 31 JANUARY 2018

	Share capital €	Share premium account €	Merger reserve €	FX reserve €	Retained earnings €	Total Equity €
Balance as at 6 June 2017	-	-	-	-	-	-
Comprehensive income						
Profit/ (loss) for the period	-	-	-	-	(138,174)	**(138,174)**
Other comprehensive income	-	-	-	(15,744)	-	**(15,744)**
Total comprehensive income for the period	-	-	-	**(15,744)**	**(138,174)**	**(153,918)**
Transactions with owners, in their capacity as owners						
Share for share exchange on acquisition of the subsidiary	975,712	-	(750,197)	-	-	**225,515**
Accumulated losses of subsidiaries at acquisition	-	-	-	-	(691,110)	**(691,110)**
Shares issued cost	-	-	-	-	-	-
Total other transactions with owners	**975,712**	-	**(750,197)**	-	**(691,110)**	**(465,595)**
Balance at 31 January 2018	**975,712**	-	**(750,197)**	**(15,744)**	**(829,284)**	**(619,513)**

The accompanying notes form part of these financial statements.

INTOSOL Holdings PLC

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 JANUARY 2019

	Note	31 January 2019 €	6 June 2017 to 31 January 2018 €
Cash flows from operating activities			
Receipts from customers		8,905,188	4,366,812
Payments to suppliers and employees		(8,178,601)	(5,437,336)
Interest received		9,959	6,573
Interest and other finance costs paid		(208,277)	(49,344)
Net cash generated/ (used) by operating activities	**19**	**528,269**	**(1,113,295)**
Cash flows from investing activities			
Purchase of fixed assets		(38,335)	(74,063)
Prepayments for future property purchases		-	(434,772)
Loans to related parties		(1,020,778)	
Payments to acquire subsidiaries		-	(52,005)
Cash introduced on acquisition of subsidiaries		-	148,786
Net cash (used)/ generated from investing activities		**(1,059,113)**	**(412,054)**
Cash flows from financing activities			
Proceeds from issue of shares		1,654,893	-
Loan funds received		(740,840)	1,364,827
Net cash generated from financing activities		**914,053**	**1,364,827**
Decrease in cash and cash equivalents		343,209	(160,522)
Effect of changes in foreign exchange rates		(22,497)	(12,430)
Cash and cash equivalents at opening		(172,952)	-
Cash and cash equivalents at closing	**7**	**147,760**	**(172,952)**

The accompanying notes form part of these financial statements.

1. Corporate Information

The Consolidated financial statements of INTOSOL Holdings PLC and it's subsidiaries (the 'Group') for the year ended 31 January 2019 were authorized for issue in accordance with a resolution of the Directors on 31 May 2019. INTOSOL Holdings PLC is a public listed company incorporated in England and Wales whose shares are publicly traded on the London Stock Exchange. The principal activities of the group are touristic activities (tour operators and hotel management).

2. Accounting Policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements are drawn up under the historical cost convention.

Changes in accounting policies and the adoption of new and revised standards
The accounting policies adopted are consistent with those of the previous financial year except for changes arising from new standards and amendments to existing standards that have been adopted in current year.

IFRS 9 and IFRS 15 came into effect on 1 January 2018. The Group has not yet applied IFRS 15 Revenue from Contracts with Customers and has only applied IFRS 9 for the first time. Compliance with IFRS 15 requires change in the Group's revenue recognition policy. The Group's current revenue accounting policy is to record revenue and related direct costs when the funds are received for the services to be provided at a future date. This is not in line with IFRS 15 which requires the Group to recognize revenue when a customer has received the service which is when the performance obligation to the customer has been satisfied. IFRS 15 adoption needs a significant change to the accounting system and as the Group lost some of its key accounting staff during the year, it hasn't been able to implement these changes in the financial statement for the year ended 31 January 2019.

Several other amendments and interpretations apply for the first time in 2018, but do not have an impact on the Financial Statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective. The nature and effect of the changes from adopting IFRS 9 are described below.

IFRS 9 'Financial Instruments'
This standard addresses the classification, measurement and derecognition of financial assets and liabilities. The standard also introduces new rules for hedge accounting and new impairment model for financial assets.

Classification and measurement changes
The Group does not have any material exposure to financial instruments that are subject to the new classification and measurement models and does not consider there to be any material impact from the adoption of IFRS 9 Financial Instruments. The Group continued measuring at amortized cost all financial assets previously classifies either as held to maturity or as advances and receivables. There are no changes in the classification and the measurement for the Group's financial liabilities.

Impairment
Under IFRS 9, the Group's accounting for impairment losses for financial assets has changed by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss approach. The Group has applied the simplified approach to measuring impairment losses and records lifetime expected losses on all trade receivables. This has not resulted in any significant change in the impairment calculation.

2.2 Going Concern

This report has been prepared on the going concern basis, which contemplates the continuation of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

During the year ended 31 January 2019, the Group incurred net loss after tax of EUR 1,411,704 (31 January 2018: EUR 138,174) and a cash inflow from operating activity of EUR 528,269 (31 January 2018: EUR (1,113,295)). As at 31 January 2019, the Group had cash and cash equivalents of EUR 147,760 (31 January 2018: EUR 159,963) and net assets of EUR 1,289,750 (31 January 2018: -EUR 619,513).

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

In arriving at this position, the directors have had regard to the fact that the Group has, or in the directors' opinion will have access to, sufficient cash to fund administrative and other committed expenditure for a period of not less than 12 months from the date of this report.

In forming this view the directors have taken into consideration the following.

- The ability of the Company to obtain funding through various sources, including debt and equity issues which are currently being investigated by management;
- The Group has the capacity, if necessary, to reduce its operating cost structure in order to minimise its working capital requirements; and
- The ability to further vary cash flow depending upon the achievement of certain milestones within the business plan.

The directors have reasonable expectations that they will be able to raise additional funding needed for the Group to continue to execute against its milestones in the medium term. However, cashflows will be adjusted to ensure that the Company can pay its debts as and when they fall due until medium term funding is secured. This may have an impact on the ability of the Group to grow as rapidly as it anticipated but should provide a more sustainable cost base until funding is obtained.

Should the Group not achieve the matters set out above there is significant uncertainty whether the Company and the Group will continue as going concern and therefore whether they will realise their assets and extinguish their liabilities in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustment relating to the recoverability or classification of the recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Company or the Group not be able to continue as a going concern.

2.3 Principles of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by INTOSOL Holdings PLC as at 31 January 2019. A controlled entity is any entity over which INTOSOL Holdings PLC has the power to govern the financial and operating policies so as to obtain benefits from its activities.

In preparing consolidated financial statements, all intragroup balances and transactions between entities in the consolidated group have been eliminated in full on consolidation.

Pooling of Interests on Incorporation of Parent Entity
On 6 June 2017, INTOSOL Holdings PLC was created and held under common control with the following entities, Deutsche Touristik Beteiligungs GmbH, INTOSOL UK Ltd, Deutsche Touristik Asset Management GmbH, INTOSOL GmbH & Co. Kg, INTOSOL RSA (Pty Ltd) and INTOSOL Verwaltungs GmbH. As all parties were under common control before and after their respective acquisitions by INTOSOL Holdings PLC, the acquisitions were scoped out of IFRS 3, and thus accounted for using the pooling of interests method.

Under this method the assets and liabilities of the acquiree are recorded at book value and intangible assets and contingent liabilities are only recognised if they were previously recognised by the acquiree. No goodwill is recorded and expenses of the combination are written off immediately in profit or loss. The difference between the consideration paid/transferred and the nominal value of the share capital in the acquired companies has been reflected as a Merger Reserve within equity.

After the acquisition, the consolidation is processed as normal, on a line by line basis for revenue, expenses, assets and liabilities.

Subsequent Business Combinations
Business combinations occur where an acquirer obtains control over one or more businesses.
A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exceptions). When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations are expensed to the statement of comprehensive income. The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Goodwill
Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

i. the consideration transferred;
ii. any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
iii. the acquisition date fair value of any previously held equity interest; over the acquisition date fair value of net identifiable assets acquired.

2.3 Principles of Consolidation (continued)

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate consolidated financial statements.

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units representing the lowest level at which goodwill is monitored being not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

Changes in the ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions and do not affect the carrying amounts of goodwill.

2.4 Revenue recognition

The entity has not yet adopted IFRS 15 as mentioned under Note 2. Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods and services supplied, stated net of discounts, returns and value added taxes. The group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the group's activities, as described below. The group bases its estimate of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Provision of travel services

Revenue from the sale of travel services is recorded on the date when travel documents are issued, consistent with an agency relationship.

2.5 Finance income

Interest income is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

2.6 Intangible Assets

Research & Development

Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project is expected to deliver future economic benefits and these benefits can be measured reliably.

Capitalised development costs have a finite useful life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project. Amortization rates are selected on a case by case basis for intangible assets developed by the Group. These rates vary between 15-25%.

2.7 Impairment

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard. Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

2.8 Property, Plant & Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

2.9 Cash & Cash Equivalents

In the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.10 Financial Instruments

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group determines the classification of its financial instruments at initial recognition.

Financial assets

From 1 January 2018, financial assets are classified at initial recognition as (i) subsequently measured at amortised cost, (ii) fair value through other comprehensive income (OCI) or (iii) fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designed upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the Income Statement within finance costs. Transaction costs arising on initial recognition are expensed in the Income Statement.

Financial assets at fair value through other comprehensive income

The financial asset is held for both collecting contractual cash flows and selling the financial asset, where the asset's cash flows represent solely payments of principal and interest. Movements in the carrying amount are taken through other comprehensive income and accumulated in the fair value reserve, except for the recognition of impairment, interest income and foreign exchange difference which are recognized directly in profit or loss. Interest income is calculated using the effective interest rate method.

Financial assets at amortised cost

Financial assets at amortised costs are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gain and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortised cost include 'trade and other receivables' and 'cash and equivalents' in the Balance Sheet.

Financial liabilities

Financial liabilities are classified at initial recognition as (i) financial liabilities at fair value through profit or loss, (ii) loans and borrowings, (iii) payables or (iv) derivatives designated as hedging instruments, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdraft. This are subsequently measured at amortised cost using the effective interest method. Gain and losses are recognized in the Income Statement when the liabilities are derecognized. Amortisation is included as finance costs in the Income Statement.

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Costs of inventories include the transfer from equity of any gains/losses on qualifying cash flow hedges for purchases of raw materials.

2.12 Trade Receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for trade receivables. The Group uses provision matrices based on historical ageing of receivables and credit loss experience, adjusted as necessary for any forward-looking factors specific to debtors and economic environment.

2.13 Trade Payables

Trade and other payables are recognised when the Group becomes obliged to make future payments resulting from the purchase of goods and services. They are initially recognised at fair value and subsequently at amortised cost using the effective interest rate method. Current liabilities represent those amounts falling due within one year.

2.14 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2.14 Borrowings (continued)

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

2.15 Income Tax

Income tax expense or benefit represents the sum of current corporation tax payable and provision for deferred income taxes.

Current income tax payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group's liability for current corporation tax is calculated using tax rates and laws that have been enacted or substantively enacted at the period-end date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the date of the statement of financial position where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Deferred tax assets are recognised only to the extent that the Directors consider that it is probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the period-end date.

2.16 Foreign Currencies

Functional and presentation currency
Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The financial statements are presented in Euro, which is the Group's functional and presentation currency.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions.

Foreign currency monetary assets and liabilities at the reporting date are translated at the exchange rate existing at the reporting date. Exchange differences are recognised in the statement of comprehensive income in the period in which they arise.

2.17 Contributed Equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

If the Group reacquires its own equity instruments, e.g. as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

2.18 Estimates and Judgments

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation or future events and are based on current trends and economic data, obtained both externally and within the Group.

Estimation of useful lives of assets
The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

2.19 Comparative Information

The Group was incorporated on 6 June 2017 and as such the comparative information is stated from this date to 31 January 2018.

2.20 Segment Information

The Group has identifies its operating segment based on the internal reports that are viewed and used by the Board of Directors in assessing performance and determining the allocation of resources. The Group operating predominantly in one business segment (Travel and Leisure). Accordingly the information by business segment is not presented.

2.21 New accounting standards for application in future periods

A number of new accounting standards and amendments to standards has been issued that have mandatory application date on future reporting periods and which the Group has decided not to early adopt. A discussion of those future requirements and their impact on the Group is as follows:

IFRS 16 Leases
The standard replaces IAS 17 ‘Leases’ and for lessees will eliminate the classifications of operating leases and finance leases, and requires, subject to certain exemptions, the recognition of a ‘right-of-use asset’ and a corresponding lease liability, and the subsequent depreciation of a ‘right-of-use-asset’. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

The Group is currently not party to any material operating or finance lease agreements.

This standard is applicable to annual reporting periods beginning on or after 1 January 2019 and as such the Group will adopt this standard from 1 February 2019. Whilst at this time the Group does not consider there to be any material impact from the adoption of IFRS 16 Leases, it will make an assessment of potential effects over the next 12 months period.

3. Operating profit/(loss)

The following items have been included in arriving at the operating profit/(loss):

	31 January 2019 €	31 January 2018 €
Net/(loss) gain on foreign exchange	-	-
Expenses:		
Director remuneration	139,707	-
Auditor's remuneration	15,000	15,000

All remuneration payable to the auditors has been disclosed above. No other non-audit services have been provided. No benefits in kind are payable to the auditors.

4. Employees

	31 January 2019 €	31 January 2018 €
Staff costs for the Group during the period:		
Wages and salaries	(792,335)	(387,734)
Social security costs (including superannuation)	(123,805)	(107,175)
	(916,140)	**(494,909)**

The average monthly number of staff (including executive Directors) employed by the Group during the year amounted to:

	31 January 2019	31 January 2018
Management staff	3	2
Other employees (full time)	15	16
Other employees (part-time)	4	6
	22	**24**

5. Taxation

Current Tax		
Current tax on profits in the period	-	-
Deferred tax expense	-	-
Income Tax Expense	-	-

5. Taxation (continued)

Factors affecting current tax change

	31 January 2019 €	31 January 2018 €
Profit/(Loss) before taxation	(1,758,116)	(223,826)
Profit on ordinary activities multiplied by the standard rate of tax in UK of 19%	(334,042)	(42,527)
Disallowable expenses	-	-
Losses carried forward	(334,042)	(42,527)
Total current tax	**-**	**-**

6. Revenue

By Destination

	31 January 2019 €	31 January 2018 €
Southern Africa	4,174,908	3,194,860
Indian Ocean	303,906	612,659
Arabia	236,837	94,255
Europe	288,549	141,383
South East Asia	771,118	282,766
East Africa	661,765	377,021
South America	455,063	282,766
Oceania	105,790	94,254
Other	183,964	122,377
	7,181,900	**5,202,341**

7. Cash and cash equivalents

	31 January 2019 €	31 January 2018 €
Cash at bank	147,760	159,963

Cash at bank is included as cash and cash equivalents in connection with the statement of cash flows. When in overdraft, this balance is included in borrowings.

a) Reconciliation to Statement of Cash Flows

	31 January 2019 €	31 January 2018 €
Cash at bank	147,760	159,963
Less: Overdraft (from Note 13a)	-	(332,915)
	147,760	**(172,952)**

8. Trade and other receivables

	31 January 2019 €	31 January 2018 €
Trade and other receivables	1,677,150	3,174,799
Allowance for impairment losses	(346,412)	-
	1,330,738	3,174,799

Allowance for impairment losses:		
At 1.2.2018	-	-
Addition during the year	(346,412)	-
Written off during the year	-	-
At 31.01.2019	(346,412)	-

9. Deposits paid

	31 January 2019 €	31 January 2018 €
Property deposits	489,150	434,772

In September 2017, INTOSOL RSA (Pty) Ltd, a subsidiary of the Group, signed contracts to acquire 2 properties in South Africa. These deposits were paid in accordance with the contractual terms governing the acquisitions.

10. Intangible Assets

	31 January 2019 €	31 January 2018 €
Virtosol	4	4
New destinations	48,592	161,541
Others brands	1,047	17,579
Goodwill	20,423	20,423
	70,066	**199,547**

Movement in capitalized development costs:

	Virtosol €	New Destinations €	Other licenses €	Goodwill €	Total €
Opening balance	4	161,541	17,579	20,423	199,547
Development expenditure during the year	-	38,203	-	-	38,203
Amortisation	-	(151,152)	(14,004)	-	(165,156)
Forex	-	-	(2,528)	-	(2,528)
Closing balance	**4**	**48,592**	**1,047**	**20,423**	**70,066**

11. Property, plant and equipment

	31 January 2019 €	31 January 2018 €
Office Equipment – At Cost		
Opening balance	56,219	-
Balance acquired on merger – at cost	-	18,488
Additions	32,377	37,731
Accumulated depreciation	(37,072)	(11,677)
Forex	(14,744)	-
	36,780	**44,542**
Motor Vehicle – At Cost		
Opening balance	4,378	-
Balance acquired on merger – at cost	-	4,378
Additions	-	-
Accumulated depreciation	(1,999)	(1,168)
Forex	(101)	-
	2,278	**3,210**
Furniture & Fittings – At Cost		
Opening balance	169,508	-
Balance acquired on merger – at cost	-	157,308
Additions	60,299	12,200
Accumulated depreciation	(86,844)	(53,385)
Forex	(715)	(1,059)
	142,248	**115,064**
Property – At Cost		
Opening balance	-	-
Additions	537,805	-
Accumulated depreciation	-	-
Forex	-	-
	537,805	**-**
Total property, plant and equipment	**719,111**	**162,816**

11. Property, plant and equipment (Continued)

Movement in property, plant and equipment:

	Office Equipment - KG	Office Equipment - RSA	Office Equipment - Total	Motor Vehicle - RSA	Furniture & Fittings - RSA	Property - RSA	Total
Opening balance	18,748	25,794	44,542	3,210	115,064	-	162,816
Assets additions	32,377	-	32,377	-	60,299	537,805	630,481
Depreciation	(17,825)	(7,570)	(25,395)	(831)	(33,459)	-	(59,685)
Forex	-	(14,744)	(14,744)	(101)	344	-	(14,501)
Closing balance	**33,300**	**3,480**	**36,780**	**2,278**	**142,248**	**537,805**	**749,111**

12. Trade and other payables

	31 January 2019 €	31 January 2018 €
Trade and other payables	2,237,931	2,153,989

13. Borrowings

a) *Short term*

Overdraft	-	332,915
Related party loans (Note 20)	-	484,652
Other loans	274,000	584,059
Bank loans	222,970	551,567
	496,970	**1,953,193**
Bank loans	421,110	43,024
Mezzanine financing	647,325	662,000
Related party loans (Note 20)	855,289	-
Other loans	-	20,956
	1,923,724	**725,980**

Mezzanine financing has been provided by various sophisticated investors and related parties of the Group, to help fund operational growth and business expansion.

14. Other reserves

	31 January 2019 €	31 January 2018 €
Foreign exchange reserves	(55,271)	15,744
Merger reserve	(750,197)	750,197
	(805,468)	**765,941**

15. Merger reserve

INTOSOL Holdings PLC acquired 100% of the share capital of Deutsche Touristik Beteiligungs GmbH, Deutsche Touristik Asset Management GmbH, INTOSOL GmbH & Co. Kg, INTOSOL RSA (Pty) Ltd, INTOSOL Verwaltungs GmbH and INTOSOL UK Ltd during the period.

These transactions are noted as being completed under common control - all companies involved in the deal were controlled by Mr Rainer Spekowius before and after the transaction was processed.

This condition falls under a scope exemption for IFRS 3. Per IAS 8.1 the group may in this circumstance utilise pronouncements of other standard-setting bodies that use a similar conceptual framework to develop accounting standards.

As a UK group the directors decided to apply UK Generally Accepted Accounting Principles which make provision for Pooling of Interests in a common control situation also commonly referred to as Merger Accounting.

In this circumstance the difference between the consideration transferred and the nominal value of share capital acquired is taken to equity creating a Merger Reserve.

<u>6 June 2017 Acquisitions</u>

	€
Consideration transferred	975,712
Value of share capital acquired	(225,515)
Value of Merger Reserve	**750,197**

16. Retained earnings

	31 January 2019 €	31 January 2018 €
Opening balance	(829,284)	-
Acquisition of subsidiaries (pooling of interests)	-	(691,110)
Loss for the period	(1,758,116)	(138,174)
Balance carried forward	**(2,587,400)**	**(829,284)**

17. Contributed equity

2018/19	No. of shares	Share Capital €	Share Premium €
Opening balance as at 1 February 2018	8,615,101	975,712	-
Share issued during the year	2,870,517	329,241	2,814,459
Share issue costs	-	-	-
Balance as at 31 January 2019	**11,485,618**	**1,304,953**	**2,814,459**

2017/18	No. of shares	Share Capital €	Share Premium €
Share issued on incorporation ($0.10 per share)	1	-	-
Share issued during the year	8,615,100	975,712	-
Balance as at 31 January 2018	**8,615,101**	**975,712**	**-**

The holder of the ordinary shares is entitled to one vote per share at any meeting of the Company whether in person or by proxy. The holder is entitled to receive dividends declared from available profits and to the surplus of assets on a winding up.

18. Investment in subsidiaries

Company Name	Date of Acquisition	Percentage Holding 31 January 2019
Deutsche Touristik Beteiligungs GmbH	28 August 2017	100%
Deutsche Touristik Asset Management GmbH	28 August 2017	100%
INTOSOL GmbH & Co. Kg	2 November 2017	100%
INTOSOL Verwaltungs GmbH	2 November 2017	100%
INTOSOL RSA (Pty) Ltd	15 November 2017	100%
INTOSOL UK Ltd	8 December 2017	100%

19. Reconciliation of cash flows from operating activities with profit after tax:

	31 January 2019 €	31 January 2018 €
Loss after income tax	(1,758,116)	(138,174)
Non-cash flows in profit:		
- Depreciation and amortisation	224,842	122,978
- Allowance for impairment losses	346,412	6,608
- Listing expenses	-	225,515
- Other expenses / (income)	(35,544)	31,585
Movements in assets & *liabilities*		
- Trade and other receivables	1,673,139	(1,273,654)
- Inventories	(4,082)	3,097
- Trade and other payables	83,940	(205,624)
- Other liabilities	(2,322)	114,374
Net cash outflow from operations	**528,269**	**(1,113,295)**

20. Related party transactions

During the period, RSP Beteiligungs GmbH ("RSP"), a Company associated with the director and majority owner, Mr Rainer Spekowius, was used as a vehicle to collect investors money and to invest in projects like the payment of the first installment for Oceans Wilderness.

During the period, RSP Beteiligungs GmbH received the following loans from INTOSOL Holdings PLC:

1. A loan about 725,000 Euro (shareholder capital).
   As of 31 January 2019 the balance was 725,000 Euro.
2. A loan about 136,742.22 Euro.
   As of 31 January 2019 the balance was 136,742.22 Euro.

RSP Beteiligungs GmbH gave the following loans to INTOSOL Holdings PLC:

1. A loan about 25,000 Euro, paid on 24.08.2017.
   As of 31 January 2019 the balance was 25.000 Euro.
2. A loan about 38,604.27 Euro, paid on 31.12.2017.
   As of 31 January 2019 the balance was 38.604,27 Euro.

RSP Beteiligungs GmbH gave a loan to INTOSOL KG:

1. A loan about 200,000 Euro. As of 31 January 2019 the balance was 200,000 Euro.

RSP Beteiligungs GmbH provided mezzanine capital to INTOSOL GmbH & KG:
From 1.1.2019 onwards RSP Beteiligungs GmbH replaces BKH Beteiligungs GmbH as a provider of mezzanine capital of 600,000 Euro.

RSP Beteiligungs GmbH received loans from INTOSOL GmbH & Co. KG:

1. A loan about 175,000 Euro. As of 31 January 2019 the balance was 175,000 Euro.
2. A loan about 200,000 Euro. As of 31 January 2019 the balance was 200,000 Euro.
3. A loan about 500,000 Euro. As of 31 January 2019 the balance was 421,110 Euro.
4. A loan on 196,000 Euro. As of 31 January 2019 the balance was 194,040 Euro.
5. A loan about 175,000 Euro. As of 31 January 2019 the balance was 172,161.48 Euro.

RSP Beteiligungs GmbH gave a loan to DTBM of about 25,000 Euro.
As of 31 January 2019 the balance was 25,000 Euro.

RSP Beteiligungs GmbH received the following loans from DTAM of about 20,000 Euro. As of 31 January 2019 the balance was 20,000 Euro.

RSP Beteiligungs GmbH gave loans to INTOSOL RSA:

1. A loan about 600,000 Euro.
   As of 31 January 2019 the balance was 600,000 Euro.
2. A loan about 100,000 Euro. As of 31 January 2019 the balance was 66,685 Euro.

RSP Beteiligungs GmbH received the following loans from DTAM:

1. A loan about 20.000 Euro. As of 31 January 2019 the balance was 20,000 Euro.

All transactions were made on normal commercial terms and conditions and at market rates.

The significant outstanding balances of the related parties are disclosed in the respective notes to the financial statements.

21. Commitments and contingencies

At 31 January 2019, the Group had contractual commitments in relation to the purchase of one property in South Africa, Oceans Wilderness. A first installment was done in the business year, but the final installments have to be paid. Contingent upon satisfaction of various contractual clauses, the Group is committed to pay a further 29.825m South African Rand to complete both purchases. Translated at the year-end date, the value of this commitment is €1,923,573.

Aside from as above disclosed; at 31 January 2019, INTOSOL Holdings PLC did not have any contingencies or commitments.

22. Key Management Personnel

Renumeration report

Policy & Practice

The Group operates on a strictly 'capital efficient' approach and therefore director's remuneration has been based on conservative market matching rates in order to act in the best interest of the company during the company's growth phase. At this time, outside of existing shareholdings, there are no performance components included in directors' remuneration. A remuneration committee has been formed to oversee this aspect of the Group's operations.

The committee is chaired by Mr Rainer Spekowius and Mrs Petra Buchholz is the other participating member. All aspects of key management personnel remuneration are now overseen by the remuneration committee, including the new contracts which have been prepared for the Executive Directors.

The remuneration committee is undertaking a strategic review of the structure of director remuneration to ensure that the correct mix of fixed remuneration and performance-related incentives are provided, to maintain the Company's competitiveness in the corporate marketplace.

Contracts

Directors' remuneration in its various forms was historically agreed by the Executive Chairman, but is now overseen exclusively by the remuneration committee. Dr. Petra Buchholz, Mr Robert Mitchell and Mr Marcus Yeoman are provided with relevant contracts have been executed prior to the appointment.

All contracts are continuous, until terminated by either party.

The consultancy fee of Rainer Spekowius is paid by INTOSOL GmbH & Co. KG in Euro.
The salary of Dr. Petra Buchholz is paid by INTOSOL GmbH & Co. KG in Euro.

Amount of emoluments & compensation

	Salary €	Superannuation €	Consultancy Fees and Barter €	Total 2019 €	Total 2018 €
Rainer Spekowius	-	-	36,000	36,000	-
1 Liam O'Donoghue	-	-	1,717	1,717	-
2 Petra Buchholz	37,385	480	-	37,865	-
3 Robert Mitchell	-	-	28,627	28,627	-
4 Marcus Yeoman	-	-	35,498	35,498	-
	37,385	**480**	**101,842**	**139,707**	**-**

1 Liam O'Donoghue resigned from the Board on 23rd April 2018
2 Petra Buchholz was appointed to the board on the 24th April 2018
3 Robert Mitchell was appointed to the board on the 1st May 2018
4 Marcus Yeoman was appointed to the board on the 1st May 2018

During the period, there were no advances, credits or guarantees subsisting on behalf of the directors.

23. Financial risk management

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable and loans from related parties.

The Group's financial instruments at 31 January 2019 were classified as follows:

	Note	31 January 2019 €	31 January 2018 €
Financial assets			
Cash and cash equivalents	**6**	147,760	159,963
Trade and other receivables	**7**	1,330,738	3,174,799
Receivables from related parties		2,733,893	-
Total financial assets		**4,212,391**	**3,334,762**
Financial liabilities			
Trade and other payables	**12**	2,237,931	2,153,989
Borrowings	**13**	2,420,694	2,679,173
Total financial liabilities		**4,658,625**	**4,833,162**

Fair value versus carrying amounts

All items shown in the preceding table as either financial assets or financial liabilities are short term instruments whose carrying value is equivalent to the fair value. There is not considered to be a material difference between the fair value and the carrying value.

Specific Financial Risk Exposures and Management

The Group's policies in respect of the major areas of treasury activity are as follows:-

(a) Market Risk

i) Foreign exchange risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

The Group's exposure to foreign currency risk (a currency which is other than the functional currency of the entities within the Group) based on the carrying amounts of the financial instruments at the end of the reporting period is summarized below:-

23. Financial risk management (continued)

2019	**British Pound**	**South African ZAR**	**Total**
	€	**€**	**€**
Financial Assets			
Trade receivables	137	269,642	269,779
Cash and cash equivalents	4,769	138,868	143,637
	4,906	**408,510**	**413,416**
Financial Liabilities			
Trade payables	60,366	100,831	161,197
Net Assets/ (Liabilities)	**(55,460)**	**307,679**	**252,219**

2018			
Financial Assets			
Trade receivables	-	129,201	129,201
Cash and cash equivalents	-	146,579	146,579
	-	275,780	275,780
Financial Liabilities			
Trade payables	-	-	-
Net Assets/ (Liabilities)	-	275,780	275,780

Fore Foreign Currency Risk Sensitivity Analysis
Any reasonably possible change in the foreign currency exchange rates at the end of the reporting period against the respective functional currencies of the entities within the Group does not have material impact on the profit after taxation and other comprehensive income of the Group and hence, no sensitivity analysis is presented.

In instances where a transaction denominated in a foreign currency is entered into, the Group will purchase that currency in advance, to mitigate its exposure to future variations in foreign exchange, and ensure funds are available for settlement as needed. The Group maintains foreign denominated bank accounts for this express purpose.

ii) Interest rate risk
The Group had interest-bearing liabilities during the period. Those liabilities vary between having variable interest rates (bank liabilities), and fixed interest rates (mezzanine financing).

Based on our analysis, a 1% increase or decrease in the interest rate applicable to the Group's bank overdraft would increase/decrease the Group's interest cost by €1,950.

(b) Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance of counter-parties of contract obligations that could lead to financial losses to the Group

Credit risk exposures

The Group has a substantial balance of trade receivables at the year end date, which are unsecured. While the Group has no significant concentrations of credit risk with any single counterparty or group of counterparties, the balance at year end represents approximately a quarter of total turnover for the year.

The Group manages credit risk regarding receivables by date matching outgoing payments for tours/holidays with the receivables from customers who requested them. This way, if the customer does not pay, the corresponding trip is not paid for either, minimising the Group's exposure.

(c) Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through careful cash management policies. In order to meet its short term obligations, the Group has the support of its owners, who are willing to provide funds to the Group on an as-needed basis, as well as its mezzanine financiers, who are vested in the Group's success.

For further detail on relevant balances, please refer to Note 8 - Trade and Other Receivables, Note 12 - Trade and Other Payables & Note 13 - Borrowings.

24. Subsequent Events

Subsequent to year end, the directors entered on 30 May 2019 into a second Addendum to the sale agreement of Oceans Wilderness with the following conditions:

(i) INTOSOL will pay the outstanding balance for Oceans in three tranches to be paid by 28 February 2020 as follows

- o the first totaling EURO 367,348.28
- o the second totaling EURO 350,000
- o the third totaling EURO 1,250,000

(ii) Should the Company default on any of the payment obligations set out in (i) above, RSP Beteiligungs GmbH (‘RSP’) (a company owned by Rainer Spekowius, Executive Chairman of the Company) has agreed to provide security to the seller over the amount due in the form of ordinary shares in the Company owned by RSP, equal to the value of the outstanding balance at the time
(iii) Should (ii) above arise, the seller has the right to sell any ordinary shares in the Company transferred to them by RSP for cash
(iv)Should (ii) above arise the Board of INTOSOL have agreed to issue new ordinary shares in the Company to RSP in the same quantity transferred to the seller.

Aside from the second Addendum to the sale agreement of Oceans Wilderness the directors are not aware of any significant events since the end of the reporting period.

25. Group Details

The principal place of business is:

Dieselstr. 37 f
30827 Garbsen
Germany.

26. Earnings per share

Basic earnings per share are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the period.

The following reflects earnings and share data used in the earnings per share calculation.

	31 January 2019	**31 January 2018**
	€	**€**
Profit/(loss) for the year / period	(1,758,116)	(138,174)
Weighted average number of shares	10,159,733	8,615,100
	(0.17)	**(0.02)**

27. Parent Company Information

	PARENT COMPANY 31 January 2019 €	PARENT COMPANY 6 June 2017 to 31 January 2018 €
Revenue	-	-
Cost of sales	-	-
Gross Profit	**-**	**-**
Other Income	-	-
Own work capitalized	-	-
Other operating income	-	-
Finance income	8,044	-
Overhead Expenses		
Advertising & Marketing	(13,042)	-
Personnel Expenses	-	-
Depreciation and amortisation	-	-
Finance expense	(13,643)	-
Other operating costs	(166,839)	(31,456)
Operating Loss	**(193,524)**	**(31,456)**
Non-operating costs		
Listing Expenses	-	-
Profit/(loss) before tax	**185,480**	**(31,456)**
Income tax expense	-	-
Net profit/(loss) for the period	**185,480**	**(31,456)**

INTOSOL Holdings PLC

PARENT COMPANY STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 JANUARY 2019

	PARENT COMPANY 31 January 2019 €	PARENT COMPANY 31 January 2018 €
Current assets		
Cash and cash equivalents	4,769	-
Trade and other receivables	137	6,363
Intragroup receivables	2,312,382	-
Prepayments and other assets	13,265	-
Total current assets	**2,330,553**	**6,363**
Non-current assets		
Intragroup receivables	505,690	-
Related parties receivables	75,817	
Investments in subsidiaries	1,040,137	1,040,136
Total non-current assets	**1,621,644**	**1,040,136**
Total assets	**3,952,197**	**1,046,499**
Current Liabilities		
Trade and other payables	**41,948**	-
Other liabilities	-	102,600
Total current liabilities	**41,948**	**102,600**
Non-current liabilities		
Intragroup payables	**10,578**	-
Total non-current liabilities	**10,578**	**-**
Total liabilities	**52,526**	**102,600**
Net assets/(liabilities)	**3,899,671**	**943,899**
Equity		
Share capital	1,304,953	975,712
Share premium	2,814,459	-
Reserves	**(2,805)**	(357)
Retained earnings	**(216,936)**	(31,456)
Total equity and reserves	**3,899,671**	**943,899**

INTOSOL Holdings PLC

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD 6 JUNE 2017 TO 31 JANUARY 2018

	Share capital	Share premium account	Foreign exchange reserve	Retained earnings	Total Equity
	€	€	€	€	€
Balance as at 6 June 2017	-	-	-	-	-
Comprehensive income					
Profit/ (loss) for the period	-	-	-	(31,456)	(31,456)
Other comprehensive income	-	-	(357)	-	(357)
Total comprehensive income for the period	-	-	(357)	(31,456)	(31,813)
Other transactions with partners					
Share for share exchange on acquisition of the subsidiary	975,712	-	-	-	975,712
Total other transactions with partners	975,712	-	-	-	975,712
Balance as at 31 January 2019	**975,712**	**-**	**(357)**	**(31,456)**	**943,899**

INTOSOL Holdings PLC

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 JANUARY 2019

	Share capital	Share premium account	Foreign exchange reserve	Retained earnings	Total Equity
	€	€	€	€	€
Balance as at 1 February 2018	975,712	-	(357)	(31,456)	943,899
Comprehensive income					
Loss for the year	-	-	-	(185,480)	(185,480)
Other comprehensive income	-	-	(2,448)	-	(2,448)
Total comprehensive income for the year	975,712	-	(2,805)	(216,936)	755,971
Transactions with owners in their capacity as owners					
Share issued	329,241	2,814,459	-	-	3,143,700
Total other transactions with partners	329,241	2,814,459	-	-	3,143,700
Balance as at 31 January 2019	**1,304,953**	**2,814,459**	**(2,805)**	**(216,936)**	**3,899,671**

INTOSOL Holdings PLC

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 JANUARY 2019

In accordance with a resolution of the Board of Directors of INTOSOL Holdings Pie, the director of the Group declares that:

1) These financial statements and notes for the period ended 31 January 2019 have been prepared in accordance with International Financial Reporting Standards, as described in Note 1.

2) It is the responsibility of the director to prepare these financial statements, giving a true and fair view of the Group's position on 31 January 2019 and performance for the year then ended, in accordance with International Financial Reporting Standards.

3) In the director's opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

Signed:

Rainer Spekowius
Director
31 May 2019