

FARNBOROUGH LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
Period ended 31 December 2018



Registered number: 03974519

FARNBOROUGH LIMITED
ANNUAL REPORT

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FARNBOROUGH LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2018

The Directors present their strategic report of the Company for the period ended 31 December 2018, a nine-month period following a change to the Company's accounting reference date.

Principal activities

The principal activity of the Company is that of a holding company and managing commercial contracts on behalf of subsidiaries.

Business review and future developments

The Company is a wholly owned subsidiary of HRG Debtco Limited. Revenue represents supplier income earned by the Group in respect of sales and marketing agreements, incentive arrangements and distribution and usage agreements and has decreased in the current period by £2,632,956 to £2,312,019, reflecting the shorter accounting period and increased penalties for contractual underperformance (March 2018: decreased by £1,788,533 to £4,944,975). Operating expenses have increased by £126,368 largely due to the foreign exchange movements.

The Company reported a profit for the financial period of £2,211,222 (March 2018: £4,970,546) which has been transferred to reserves. No dividend was paid from reserves during the period (March 2018: £5,000,000). No dividend was received during the year (March 2018: £nil). No dividends are recommended to be paid at the end of the period (March 2018: £nil).

The net assets of the Company as at 31 December 2018 amounted to £64,963,029 (March 2018: £62,751,807).

The business operations of the Company relating to managing commercial contracts on behalf of subsidiaries are expected cease within the next twelve months, due to novation of contracts to another group undertaking, whereas the residual activity as a holding company is expected to continue for the at least twelve months.

Significant event

During the period 1 April 2018 to 19 July 2018, the company's ultimate parent company was Hogg Robinson Group plc. On 19 July 2018, the company's ultimate parent company, Hogg Robinson Group plc was acquired by Global Business Travel Holdings Limited ("GBT Holdings"). From that date the ultimate parent company and controlling party of Farnborough Limited is GBT III B.V. Hogg Robinson Group plc was also renamed Hogg Robinson Group Limited. Unless otherwise stated, all references to the ultimate parent company throughout this report refer to the position as at 31 December 2018.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of GBT III B.V., (the ultimate parent company and together with direct and indirect subsidiaries and associates, the Group), and are not managed separately. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on financial performance. Risk management for the Company is carried out by the Group's central treasury department (Group Treasury) under policies approved by the Board of Directors. Group Treasury identifies and evaluates financial risks and uses derivative financial instruments to hedge certain risk exposures. The treasury policy does not allow transactions of a speculative nature.

FARNBOROUGH LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

Key performance indicators ("KPIs")

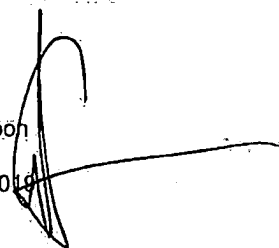
The Directors believe that the ultimate performance indicators should be financial and have chosen revenue and operating profit.

By order of the Board

Aymeric Gibon

Director

2 October 2019



FARNBOROUGH LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2018

The Directors present their report and the audited Financial Statements of the Company for the period ended 31 December 2018, a nine-month period following a change to the Company's accounting reference date.

Future developments

Please refer to the Strategic Report for the Directors' review of the business and future developments.

Dividends

No dividend was paid from reserves during the period (March 2018: £5,000,000).

No dividends were received during the period (March 2018: £nil).

Risk management policy

Please refer to accounting policies in note 1 for the Company's risk management policies.

Going concern

Notwithstanding net current liabilities of £310,288,562 as at 31 December 2018, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on GBT III B.V. not seeking repayment of the amounts currently due to the group, which at 31, December 2018 amounted to £327,929,650. GBT III B.V. has indicated that it does not intend to seek repayment of these amounts 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 it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Directors

The Directors of the Company who served during the period ended 31 December 2018 and up to the date of signing the Financial Statements were as follows:

D J C Radcliffe (resigned 17 September 2018)

K A Ruffles (resigned 31 May 2018)

M N Maher (resigned 17 September 2018)

K J Burgess (resigned 17 September 2018)

S Varma (appointed 8 October 2018)

A Gibon (appointed 8 October 2018)

Directors' indemnity arrangements

The Company has purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors whether in their capacity as Directors of the Company or associated companies. The Directors also have the benefit of indemnity provisions in the Company's Articles of Association. These provisions are qualifying third party indemnity provisions as defined in section 234 of the Companies Act 2006, and were in force during the financial year and also at the date of approval of the Financial Statements.

FARNBOROUGH LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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.

Statement as to disclosure of information to auditors

In the case of each director in office at the date the Directors' Report is approved:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the Board

Aymeric Gibon
Director
2 October 2019



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FARNBOROUGH LIMITED

Opinion

We have audited the financial statements of Farnborough Limited ("the company") for the period ended 31 December 2018 which comprise the Statement of Comprehensive Income, Balance Sheet and 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 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by directors, such as the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FARNBOROUGH LIMITED (CONTINUED)

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FARNBOROUGH LIMITED (CONTINUED)

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.

Natasha Jones

Natasha Jones (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Gateway House
Tollgate
Chandlers Ford
Eastleigh
SO53 3TG

4 October 2019

FARNBOROUGH LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2018**

	Note	Nine months ended 31 December 2018 £	Year ended 31 March 2018 £
Revenue	2	2,312,019	4,944,975
Operating (expenses) / gains	3	(100,797)	25,571
Profit before taxation		2,211,222	4,970,546
Income tax expense	5	-	-
Profit and total comprehensive income for the period		2,211,222	4,970,546

All operations are continuing.

The notes on pages 11 to 18 are an integral part of these Financial Statements.

FARNBOROUGH LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2018

	Note	As at 31 December 2018 £	As at 31 March 2018 £
Fixed assets			
Investments	7	375,251,591	375,251,591
Current assets			
Trade and other receivables: Amounts falling due within one year	8	19,451,770	8,588,289
		12,596	-
Cash and cash equivalents			
		19,464,366	8,588,289
Current liabilities			
Creditors: Amounts falling due within one year	9	(329,752,928)	(321,088,073)
Net current liabilities		(310,288,562)	(312,499,784)
Total assets less current liabilities		64,963,029	62,751,807
Net Assets		64,963,029	62,751,807
Capital and reserves			
Share capital	10.	51,594,050	51,594,050
Share premium		10,445,401	10,445,401
Retained earnings		2,923,578	712,356
Total shareholders' funds		64,963,029	62,751,807

The notes on pages 11 to 18 are an integral part of these Financial Statements.

The Financial Statements on pages 8 to 18 were approved by the Board of Directors and signed on its behalf by:

Aymeric Gibon
Director
2 October 2019

Registered number: 03974519

FARNBOROUGH LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2018

	Attributable to equity holders of the Company			
	Share capital	Share premium	Retained earnings	Total Shareholders' funds
	£	£	£	£
Balance at 1 April 2018	51,594,050	10,445,401	712,356	62,751,807
Profit and total comprehensive income for the period	-	-	2,211,222	2,211,222
Balance at 31 December 2018	51,594,050	10,445,401	2,923,578	64,963,029

	Attributable to equity holders of the Company			
	Share capital	Share premium	Retained earnings	Total Shareholders' funds
	£	£	£	£
Balance at 1 April 2017	51,594,050	10,445,401	741,810	62,781,261
Profit and total comprehensive income for the period	-	-	4,970,546	4,970,546
Dividends paid to parent company	-	-	(5,000,000)	(5,000,000)
Balance at 31 March 2018	51,594,050	10,445,401	712,356	62,751,807

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

1 Accounting Policies

Basis of preparation

These Financial Statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101). The Financial Statements have been prepared on a going concern basis, under the historical cost convention, in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies:

The Directors consider that the accounting policies set out below are suitable, have been consistently applied and are supported by reasonable and prudent judgements and estimates.

The company is domiciled and incorporated in the United Kingdom and registered in England as a private limited company. The address of its registered office is Spectrum Point, 279 Farnborough Road, Farnborough, Hampshire, GU14 7NJ.

Disclosure exemptions adopted

The Company has taken advantage of the exemption provided by section 400 of the United Kingdom Companies Act 2006 from producing consolidated financial statements as it is consolidated within the financial statements of GBT III B.V.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7 "Financial Instruments Disclosures",
- Paragraphs 91 to 99 of IFRS 13 "Fair value measurement", disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities;
- IAS 7 "Statement of cash flows",
- The requirements in IAS 24 "Related party disclosures" to disclose related party transactions entered into between two or more members of a group and
- The following paragraphs of IAS 1 "Presentation of financial statements":
 - 10(d), a statement of cash flows for the year;
 - 16, statement of compliance with all IFRS,
 - 38A, requirement for minimum of two primary statements, including cash flow statements,
 - 38B-D, additional comparative information,
 - 111, cash flow statement information, and
 - 134-136, capital management disclosures.
- The requirements of paragraphs 30 and 31 of IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors".

New standards, amendments and IFRS IC interpretations

IFRS 9 and IFRS 15 are new accounting standards that are effective for the period ended 31 December 2018 and have had no material impact on adoption. There are no other amendments to accounting standards, or IFRS IC interpretations that are effective for the period ended 31 December 2018, have had a material impact on the Company.

Revenue

Supplier revenues are earned under sales and marketing agreements, incentive arrangements and distribution and system usage agreements. In certain cases, revenue is measured at each balance sheet date as total anticipated income multiplied by the percentage stage of completion of the contract.

In the opinion of the Directors, the activities of the Company do not differ substantially from each other and have been treated as one class of business.

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

1 Accounting policies (continued)

Investments and Investment Income

Investments in subsidiary companies are stated at cost less any provision for impairment in value. Income from investments is included to the extent of any dividends and distributions received.

The Company assesses at each reporting date whether an asset may be impaired. If any such indicator exists, impairment is tested by estimating the recoverable amount. If the recoverable amount is less than the carrying value of an asset an impairment charge is made.

Financial instruments

Financial instruments are recorded initially at fair value net of issue costs incurred. Subsequent measurement depends on the designation of the instruments as follows:

Borrowings are held at amortised cost and are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date. Borrowing costs are recognised as an expense in the period in which they are incurred.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. A financial liability is a contractual obligation to deliver cash or another financial asset to a third party.

Other financial instruments are stated at fair value with differences on valuation taken to the Statement of Comprehensive Income. These include amounts receivable or payable in foreign currency. Fair values are derived from published financial data.

Foreign currency translation

Transactions other than in Sterling are translated at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate ruling at the balance sheet date and any exchange differences arising are taken to the statement of comprehensive income.

Any forward exchange contracts are held in the name of another Group company.

Taxation

Current taxation

Taxation is calculated on profits chargeable to UK corporation tax at the current applicable rate.

Management judgement and estimates

In the process of applying the Company's accounting policies, management has made a number of judgements. Within revenue there are key estimates made in terms of revenue recognition. The Company adopts an activity-based approach to measure revenues under distribution and usage agreements, using contractual rates and transactional volume data.

Risk management policy

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on financial performance. Risk management for the Company is carried out by the Group's central treasury department (Group Treasury) under policies approved by the Board of Directors. Group Treasury identifies and evaluates financial risks, and uses derivative financial instruments to hedge certain risk exposures. The treasury policy does not allow transactions of a speculative nature.

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

1 Accounting policies (continued)

Credit risk

The Company's principal financial assets are other receivables, which represent the Company's exposure to credit risk. The Company considers the credit risk on other receivables to be low.

Liquidity risk

Group Treasury actively maintains flexibility in funding by keeping committed credit lines available.

Going concern

Notwithstanding net current liabilities of £310,288,562 as at 31 December 2018, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on GBT III B.V. not seeking repayment of the amounts currently due to the group, which at 31, December 2018 amounted to £327,929,650. GBT III B.V. has indicated that it does not intend to seek repayment of these amounts 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 it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2 Revenue

All revenue is generated from the administration of travel management contracts on behalf of subsidiaries.

	Nine months ended 31 December 2018 £	Year ended 31 March 2018 £
Geographical analysis		
Europe	2,146,350	3,737,013
North America	165,669	1,207,962
	<u>2,312,019</u>	<u>4,944,975</u>

3 Operating gains / (expenses)

Staff costs and numbers

The Company has no employees and therefore bears no employee costs (March 2018: £nil).

Audit fees

Auditors' remuneration of £16,000 (March 2018: £15,630) for the audit of the Company is borne by a fellow group subsidiary company. No other amounts were payable to the Company's auditors for services rendered to the Company in the financial period (March 2018: £nil).

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

4 Operating gains / (expenses) (continued)

Foreign exchange gains and losses

The foreign exchange loss for the period amounted to £100,797 (March 2018: gain of £25,571).

4 Directors' emoluments

No Directors received any emoluments from the Company (March 2018: Nil). The Directors' duties in relation to Farnborough Limited are merely incidental to those of the Group as a whole.

Mr D J C Radcliffe, Mr K A Ruffles, Ms M N Maher and Mr K J Burgess received their emoluments in respect of their roles as employees of Hogg Robinson Limited and not in respect of their roles as Directors of this Company. It is considered that services rendered to this Company are merely incidental.

4 Directors' emoluments (continued)

Mr A Gibon and Ms S Varma received their emoluments in respect of their roles as employees of GBT Travel Services UK Limited and not in respect of their roles as Directors of this Company. It is considered that services rendered to this Company are merely incidental.

5 Income tax expense

	Nine months ended 31 December 2018 £	Year ended 31 March 2018 £
Current tax:		
UK corporation tax at 19% (March 2018: 19%)	-	-

Factors affecting the tax charge for the period

The tax assessed for the period differs from (March 2018: differs from) the standard rate of corporation tax in the UK of 19% (March 2018: 19%). The differences are explained below:

	Nine months ended 31 December 2018 £	Year ended 31 March 2018 £
Profit before taxation	2,211,222	4,970,546
Profit multiplied by the standard rate in the UK of 19% (March 2018: 19%)	420,132	944,404
Group relief not paid for	(420,132)	(944,404)
Total tax charge	-	-

Changes substantively enacted in Finance Act 2016 will reduce the main rate of corporation tax from 19% to 17% effective from 1st April 2020.

There is no deferred tax, either recognised or unrecognised.

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

6 Dividends per share

	Nine months ended 31 December 2018	Year ended 31 March 2018
Dividends paid on equity shares:		
Ordinary - £nil per share (March 2018: £0.097 per share)		5,000,000

7 Investments

	2018 £	2018 £
Cost and Net book value		
At 1 April and 31 December	375,251,591	375,251,591

Details of investments in subsidiary companies

Name of company	Principal activity	Country of Incorporation	Class of shares held	Proportion of nominal value of shares held
Hogg Robinson Limited	Support Services	UK	Ordinary	100%

Details of related undertakings

In accordance with the "The Companies, Partnerships and Groups (Accounts and Reports) regulations 2015", a full list of subsidiaries, associates and joint arrangements of the Company is detailed below. With the exception of Hogg Robinson Limited, which is wholly owned by the Company, none of the shares in the subsidiaries, associates and joint arrangements are held directly by the Company.

Subsidiaries: Registered in England and Wales, wholly owned

Hogg Robinson Limited (formerly Hogg Robinson plc) ⁽¹⁾
Hogg Robinson (Travel) Limited ⁽¹⁾
Hogg Robinson Money Matters Limited ⁽¹⁾
Wilson Albany Limited ⁽¹⁾
Eurocentre (Travel) Limited ⁽¹⁾
HT General Agency Limited ⁽¹⁾
Hogg Robinson (1987) Pension Scheme Trustee Limited ⁽¹⁾
Hogg Robinson (Transport and Financial Services) Dormants Limited ⁽¹⁾
Hogg Robinson Corporate Holdings Limited ⁽¹⁾
Worldmark Travel Limited ⁽¹⁾
Powerwaves Limited ⁽¹⁾
Business Travel International Limited ⁽¹⁾
ABZ Finance Limited ⁽¹⁾
Rennie Hogg Ship Agents Limited ⁽¹⁾

Principal Activities

Support services
HRG - Travel Management
Holding and financing company
Holding company
Holding company
Holding company
Dormant
Dormant
Dormant
Dormant
Dormant
Dormant
Dormant

Subsidiaries: Registered in England and Wales, partly owned

	Principal Activities	% Holding
Farnborough Finance (2007) Limited ⁽¹⁾	General commercial company	60

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

7 Investments (continued)

Subsidiaries: Incorporated overseas, wholly owned ¹	Principal Activities	Country of Incorporation	
Hogg Robinson Australia Pty Limited ⁽²⁾	HRG - Travel Management	Australia	
Hogg Robinson Australia Holdings Pty Limited ⁽²⁾	Holding company	Australia	
Hogg Robinson Austria GmbH ⁽³⁾	HRG - Travel Management	Austria	
HRG Belgium NV ⁽⁴⁾	HRG - Travel Management	Belgium	
Church Street (Belgium) CVBA ⁽⁵⁾	Holding company	Belgium	
Compagnie Dens Ocean NV ⁽⁶⁾	In liquidation	Belgium	
Hogg Robinson Canada Inc ⁽⁷⁾	HRG - Travel Management	Canada	
Hogg Robinson Holdings Canada Inc ⁽⁷⁾	Holding company	Canada	
BTI Executive Travel Centre Inc ⁽⁷⁾	Dormant	Canada	
Hogg Robinson s.r.o ⁽⁸⁾	HRG - Travel Management	Czech Republic	
Hogg Robinson Nordic OY ⁽⁹⁾	HRG - Travel Management	Finland	
Hogg Robinson France SASU ⁽¹⁰⁾	HRG - Travel Management	France	
Sepals Limited ⁽¹¹⁾	Dormant	Gibraltar	
Hogg Robinson Hong Kong Ltd ⁽¹²⁾	HRG - Travel Management	Hong Kong	
Hogg Robinson Magyarország kft ⁽¹³⁾	HRG - Travel Management	Hungary	
Hogg Robinson Italia SpA ⁽¹⁴⁾	HRG - Travel Management	Italy	
Advanced Reservation Centre Srl ⁽¹⁵⁾	HRG - Travel Management	Italy	
Hogg Robinson Holdings BV ⁽¹⁶⁾	Holding company	Netherlands	
Hogg Robinson Nordic AS ⁽¹⁷⁾	HRG - Travel Management	Norway	
Hogg Robinson Nordic Holdings AS ⁽¹⁷⁾	Holding company	Norway	
Viking Reisebyrå AS ⁽¹⁸⁾	HRG - Travel Management	Norway	
Hogg Robinson Polska Sp. z o.o ⁽¹⁹⁾	HRG - Travel Management	Poland	
BTI Russia LLC ⁽²⁰⁾	HRG - Travel Management	Russia	
Hogg Robinson Russia LLC ⁽²⁰⁾	HRG - Travel Management	Russia	
Hogg Robinson Singapore Pte Limited ⁽²¹⁾	HRG - Travel Management	Singapore	
Hogg Robinson Nordic Services AB ⁽²²⁾	HRG - Travel Management	Sweden	
Hogg Robinson Nordic AB ⁽²²⁾	HRG - Travel Management	Sweden	
Hogg Robinson Switzerland Limited ⁽²³⁾	HRG - Travel Management	Switzerland	
Hogg Robinson USA LLC ⁽²⁴⁾	HRG - Travel Management	USA	
Executive Travel Associates LLC ⁽²⁴⁾	HRG - Travel Management	USA	
HRG Affiliates LLC ⁽²⁴⁾	HRG - Travel Management	USA	
Spendvision Services LLC ⁽²⁵⁾	Holding company	USA	
Hogg Robinson USA Holdings Inc ⁽²⁴⁾	Holding company	USA	
Sea Gate Charters Inc ⁽²⁴⁾	Dormant	USA	
Synergistic Force LLC ⁽²⁴⁾	Dormant	USA	
Hogg Robinson Canada (USA) Inc ⁽²⁴⁾	Dormant	USA	
Associates and Joint Arrangements	Principal Activities	Country of Incorporation	% Holding
HRG Jin Jiang Travel (China) Co Limited ⁽²⁶⁾	HRG - Travel Management	China	51
OFB Reisen GmbH ⁽²⁷⁾	HRG - Travel Management	Austria	50
Business Travel International BV ⁽²⁸⁾	HRG - Travel Management	Netherlands	50

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

7 Investments (continued)

Registered office addresses:

- (1) Spectrum Point, 279 Farnborough Road, Farnborough, Hampshire, GU14 7NJ
 (2) Level 18, 452 Flinders Street, Melbourne, Victoria 3000, Australia
 (3) Ungargasse 37, 1030 Wien, Austria
 (4) Quellinstraat 6-12, 2018 Antwerp, Belgium
 (5) Dupont, Koevoets & Co, Posthofbrug, 10 bus 4 B-2600 Antwerp, Belgium
 (6) President Kennedypark 1 8500 Kortrijk, Belgium
 (7) 370 King Street West, Suite 700, Toronto, Ontario M5V 1J9, Canada
 (8) U Pírhonu, 1588/11a, Prague 7-Holesovice, 170 00, Czech Republic
 (9) Kumpulantie 13 B, 6th Floor, 00520 Helsinki, Finland
 (10) Tour Solad, 5, Rue Chante Coq, CS 80026, 92808 Puteaux Cedex, France
 (11) Abacus Financial Services, 5-9 Main Street, Gibraltar
 (12) Jardine House, 5th Floor, 1 Connaught Place, Hong Kong
 (13) Teve u. 1/a-c, 1139 Budapest, Hungary
 (14) Via Giotto, 1-20032, Comano (Mi), Italy

- (15) Via La Malfa 48, 75100 Matera (MT), Italy
 (16) Westblaak 89, 3012 KG Rotterdam, PO Box 21153, 3001 AD Rotterdam, Netherlands
 (17) Tordenskioldsgate 8-10, 0160 Oslo, Norway
 (18) Stålhaugen 10, 6065 Ulsteinvik, Norway
 (19) Ul. Cybertyki 7A, 02-677 Warsaw, Poland
 (20) 107078 Russia, Moscow, Bolshoi Kharitonievsky, Per. 24, bld 11, Russia
 (21) 3 Harbour Front Place, 06-02 Harbour Front Tower 2, Singapore 099254
 (22) Box 23350, S 104 35, Stockholm, Sweden
 (23) Altstettenstrasse 124, CH 8048, Zurich, Switzerland
 (24) 292 Madison Avenue, 17th Floor, New York, NY 10017, USA
 (25) 1751 Lake Cook Road, Suite 400, Deerfield, Illinois 6015, USA
 (26) 18th Floor, 1277 Beijing Road West, Shanghai 200040, China
 (27) Meiereistraße 7, Ernst-Happel-Stadion, 1020 Wien, Austria
 (28) Utrechtseweg 67, 3704 HB Zeist, Netherlands

The Directors consider that the fair value of investments is not less than the carrying value.

8 Trade and other receivables: amounts falling due within one year

	Nine months ended 31 December 2018 £	Year ended 31 March 2018 £
Trade debtors	200	184,808
Amounts owed by parent companies	18,668,470	7,433,123
Amounts owed by group undertakings	9,701	34,599
Prepayments and accrued income	773,399	935,759
	19,451,770	8,588,289

9 Creditors: amounts falling due within one year

	Nine months ended 31 December 2018 £	Year ended 31 March 2018 £
Amounts owed to group undertakings	327,986,601	320,381,163
Deferred revenue and other creditors	1,766,327	706,910
	329,752,928	321,088,073

FARNBOROUGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018 (Continued)

9 Creditors: amounts falling due within one year (continued)

Amounts owed to parent companies and group undertakings are of a general commercial nature, unsecured, interest free and are repayable on demand.

The Company is one of the subsidiaries of Hogg Robinson Group Limited to have provided a guarantee of repayment of the Group's revolving credit facility and sterling fixed rate loan. The estimated liability of the Group in respect of those guarantees at 31 December 2018 is £nil (March 2018: £3,931,777).

10 Share capital

	Nine months ended 31 December 2018 £	Year ended 31 March 2018 £
Authorised		
60,000,000 (March 2018: 60,000,000) ordinary shares of £1 each	60,000,000	60,000,000
Issued, called up and fully paid		
51,594,050 (March 2018: 51,594,050) ordinary shares of £1 each	51,594,050	51,594,050

11 Immediate and ultimate parent company

The immediate parent company is HRG Debtco Limited.

The ultimate parent company and controlling party is GBT III B.V., which is the only company to consolidate Farnborough Limited. Copies of the GBT III B.V. Consolidated Financial Statements can be obtained from the Company Secretary at GBT III B.V., Hoogoorddreef 15, Atlas-Arena Amsterdam Zuidooost, Noord-Holland, 1101 BA, The Netherlands.

12 Events after the end of the reporting period

On 22 March 2019, a receivable balance owed by the group undertaking, BTI Russia LLC was fully repaid following an injection of funds at 21 February 2019, which was not enacted at 31 December 2018. As at the balance sheet date, this receivable was fully provided for uncertainty of recovery, hence upon repayment the provision was released resulting in a gain through profit and loss of £269,217.