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**GBT UK TopCo Limited**

Annual report and consolidated financial statements

Registered number 12341105

Year ended 31 December 2019

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## **Directors and Officers**

### **Directors**

Paul Abbott  
Eric Bock  
Philippe Chereque (resigned on 3 March 2020)  
Martine Gerow

### **Officer – Company Secretary**

Eric Bock

### **Independent Auditor**

KPMG LLP  
Gateway House  
Tollgate  
Chandler's Ford, Eastleigh  
Hampshire SO53 3TG

### **Registered Office**

5 Churchill Place  
Canary Wharf  
London  
E14 5HU

## Strategic Report

The directors present their Strategic Report on the consolidated results of GBT UK TopCo Limited (the "Company") and its subsidiaries (the Company and its subsidiaries referred to as the "Group") for the year ended 31 December 2019.

The Company is a private company with limited liability incorporated on 29 November 2019 under the laws of England and Wales. The Company parent company is GBT JerseyCo Limited ("GBT"), a company incorporated in Jersey as a private company limited by shares under the Companies (Jersey) Law 1991 on 28 November 2019. GBT is a joint venture with 50% of its voting shares held by American Express Travel Holdings Netherlands Cooperatief U.A. ("Amex"), a resident of the Netherlands and balance 50% of its voting shares held, as of 31 December, 2019, by Juweel Luxembourg s.a.r.l. ("Juweel"), a resident of Luxembourg. Subsequent to 31 December 2019, Juweel initiated internal restructuring resulting in 50% of the Company's ownership held by Juweel Investor's Limited, a resident of the Cayman Islands.

### Corporate reorganization

On 9 December 2019, the Board of Directors of GBT III B.V., a private company with limited liability organised under the laws of Netherlands and then a joint venture with 50% of its voting shares held by Amex and balance 50% of its voting shares held by Juweel Investors Cooperatief U.A., a predecessor entity of Juweel, implemented a holding company reorganisation in which GBT was formed and shareholders of GBT III B.V. ultimately became the shareholders of GBT, maintaining the same number of ordinary voting shares and ownership percentage as held in GBT III B.V. immediately prior to the reorganisation. As part of this reorganisation the Company was established to hold the investments in GBT group. Please see note 1 to the consolidated financial statements for more discussion on this corporate reorganization.

For consolidated financial statements of the Company, the above reorganisation was accounted for as a merger and a transaction under common control. As a result, the Company recognised the assets and liabilities of GBT III B.V. at carryover basis, and consequently prepared the consolidated financial statements for the Group as though the group structure at 31 December 2019 had been in place throughout the current and comparative reporting periods.

### Principal activities

The Group operates one of the world's largest travel management networks. The Group coordinates travel services for clients according to their specific travel policies and needs by developing and maintaining relationships with travel suppliers, including hotels, airlines and car/rail companies. This enables the Group's clients to optimize return on their investment in travel, meetings and events. The Group derives revenues through its global presence, strong sustained client relationships, extensive supplier network, supplier and client contracts, brand name, high quality of client service and technology, and globally shared infrastructure and business processes.

The Group operates its business across the globe, with concentrations in North America, Asia Pacific and Europe.

### Financial Review

#### Results of operations

The Group's key financial performance indicators during the years ended 31 December 2019 and 2018 were as follows:

	2019	2018
Revenue (\$ thousand)	2,107,365	1,903,936
Operating profit (loss) (\$ thousands)	125,117	(71,748)
Profit (loss) after tax (\$ thousands)	61,844	(123,455)
EBITDA <sup>(1)</sup> (\$ thousands)	349,761	226,690
Total equity (\$ thousands)	998,133	1,043,653
Current assets as % of current liabilities ('quick ratio')	1.95x	1.81x
Average number of employees	19,352	14,214

(1) EBITDA is defined as Profit (loss) for the financial year excluding tax charge (credit), interest receivable /payable and similar charges, loss on disposal of business, depreciation and amortisation, impairments and foreign currency impacts.

The Group benefited from continued strong performance of global revenue during the year 2019 recording positive results in the current year as the Group maintained strong sales pipeline growth.

The revenue was \$2,107 million in 2019 and \$1,904 million in 2018. The increase in revenue of \$203 million is primarily due to strong growth in supplier revenues along with increased customer revenues.

Total operating expenses were \$1,982 million and \$1,976 million in 2019 and 2018, respectively. The increase in operating expenses of \$6 million is primarily due to:

- Increase in staff costs of \$73 million due to merit increase and increase in number of employees resulting from acquisition.
- Increase in other operating expenses, including operating leases, of \$6 million.
- Decrease in depreciation and amortisation of \$37 million primarily resulting from lower amortisation of intangibles as they near expiry of their useful lives, partially offset by higher depreciation on the fixed assets.
- Favourable movement in foreign exchange loss of \$36 million. A loss of \$40 million on foreign exchange forward contract entered into for an acquisition was recognised in 2018.

EBITDA increased by \$123 million is primarily a result of increase in revenue of \$203 million less increase of \$79 million in operating expenses (excluding depreciation and amortisation and foreign currency impacts) as discussed above.

The Group generates revenue through a diverse customer and supplier base and there is no reliance on a single customer or supplier. The Group reports the business as one segment.

#### *Cash flows*

The cash position increased by \$74 million during 2019 primarily as a result of \$64 million of increase in cash generated by business operations. The Group used \$89 million in investing activities in 2019 (2018: \$551 million); \$62 million for tangible and software assets and \$28 million for acquisition of a business. The Group used \$64 million in financial activities (2018: \$225 million); \$62 million were capital distributions to shareholders and dividends to non-controlling interest shareholders, and \$3 million was towards annual repayment of term loans.

On July 19, 2018, the Group completed the acquisition of Hogg Robinson Group (HRG) PLC, a global B2B services company specializing in travel management, in an all-cash acquisition of the entire issued, and to be issued, ordinary share capital. The acquisition included a payment of \$516 million in cash at closing and \$19 million to the existing employee shareholders and included \$112 million of cash acquired. In connection with the acquisition of HRG in July 2018, the Group borrowed \$250 million term loans, maturing in August 2025. On September 3, 2019, the Group completed the acquisition of DER Business Travel (DER) from DER Touristik Group, a travel management company in Europe, in an all-cash acquisition of the entire ordinary share capital for purchase consideration of \$38 million with \$14 million of cash acquired with other assets and liabilities on completion.

#### **Future Developments**

In late December 2019, a novel strain of coronavirus ("COVID-19") was reported in Wuhan, China. The World Health Organization declared COVID-19 to constitute a "Public Health Emergency of International Concern" and the outbreak as a "pandemic". Due to the spread of COVID-19, many countries imposed international and domestic travel restrictions, introduced lockdown measures and quarantine requirements. This impacted the travel and hospitality industry globally. The Group expects to make a net loss for 2020.

On September 4, 2020, a subsidiary of the Company (the "Borrower") entered into an amendment to its existing credit agreement to provide for incremental Tranche B term loans in an aggregate principal amount of \$400 million on similar terms and conditions as the existing credit facility.

Please see directors' report – Post balance sheet events for further discussions on above.

## Corporate Governance

### Section 172 Statement

Section 172 of the Companies Act 2006 requires the Board of directors (the “Board”) to promote the success of the Company for the benefit of its members as a whole and, in doing so, to have regard to the interests of stakeholders. The Company is a holding company and does not have operations of its own. In forming this statement, the Company has therefore adopted a Group approach.

The Group relies on / has a number of key stakeholder groups, including employees, clients and travellers, suppliers and business partners, and the communities in which the Group operates.

The Board strives to take decisions for the long term, with the aim of understanding and respecting the views and needs of the Company’s stakeholders and its ultimate shareholders to whom the Company is accountable.

The Company operates within the global GBT framework and the application of s.172 considerations is demonstrated through a number of activities, both at Group and Company level, including but not limited to the following:

- The Group champions travel as a force for good, connecting society and generating prosperity. The Board recognises the environmental responsibility that comes with being the world’s leading business partner for managed travel and meetings. As a result, the Group invests in the technology, innovation and best practise to help clients achieve their sustainability goals. The Group also invests in environmental schemes that mitigate greenhouse gas emissions. More information can be found in the Group’s Environmental, Social and Governance Report 2019 that can be downloaded from the Group’s website.
- The Group is a signatory to the United Nations Global Compact and is committed to its ten principles on human rights, labour standards, the environment, and anti-corruption. As a result, the Group has embedded ESG into its ethos with three focus areas: (1) Environmental Sustainability; (2) Social, Diversity & Inclusion; (3) Governance, Risk & Compliance. By way of example, through its flagship cause, Back to School in Times of Crisis, the Group helps children continue their education when learning is disrupted by natural disaster, conflict or catastrophe. The Group pledged half a million dollars to UNICEF USA in support of their global efforts to provide quality education to the world’s most vulnerable children. The Group believes in the power of education to drive global prosperity in furtherance of the United Nations Sustainable Development Goals.
- The Group is committed to responsible procurement and supports the engagement of diverse suppliers on an equal basis with other suppliers.
- Pursuant to section 54(1) of the Modern Slavery Act 2015 (the “MSA”), the Group annually attests to the MSA by publishing a statement outlining how the Group mitigates the risk of slavery and human trafficking within all parts of its global operations. This is embedded in the Group’s Code of Conduct which applies to all employees. In accordance with the Group’s Supplier Responsible Business Shared Values, the Group expects all suppliers with whom it does business to uphold these shared values and to engage in the highest standards of ethical and transparent business practices and to comply with all applicable laws and regulations in the locations within which it operates.
- There is an established practice of communicating with all employees regularly through culture surveys, senior leadership business briefings, town halls, the employee intranet, and through regular meetings with established employee works councils and resource groups. In its continuous effort to understand the employee experience and cultivate an inclusive work environment, the Group regularly solicits feedback from employees.

- The Group is committed to diversity and inclusion and creating a workplace where employees have the opportunity to thrive.
- The Group interacts with clients and travellers through its dedicated client management teams, client satisfaction surveys and site visits, account reviews, and industry trade shows and conferences.

#### **Principal risks and uncertainties**

##### *Business Risks*

- In December 2019, a novel strain of coronavirus ("COVID-19") was reported in Wuhan, China. The World Health Organization declared COVID-19 to constitute a "Public Health Emergency of International Concern" and the outbreak as a "pandemic". Several countries imposed "do not travel" advisory along with complete cities and countries lockdown, quarantine requirements and travel restrictions in connection with the COVID-19 outbreak. There has been a significant decline in business travel bookings in the industry since late February 2020. The Group has implemented cost reduction measures in an effort to offset such volume declines, however, the volume declines have had a negative impact on the Group's 2020 financial results. The future extent of the impact on the Group's operational and financial performance will depend on the Group's willingness and ability to take further cost reduction measures as well as future developments, including the duration and spread of the outbreak, related travel advisories and restrictions, and the extent and effectiveness of containment actions taken. Also, see note 2 to the consolidated financial statements in relation to going concern.
- The Group's revenues are directly related to the overall level of business travel activity, in particular air travel volume. The Group's business could be affected by a sustained decrease in business travel activity as a consequence of factors outside of the Group's control, such as a downturn in economic conditions, natural disasters or epidemics (such as discussed above for COVID-19), political instability or threats to global security.
- The travel industry in which the Group operates is dynamic due to the increasing competition from current and emerging competitors, the introduction of new technologies and the continued expansion of existing technologies such as search engine technologies. Increase in competition could adversely impact the Group's revenue and profit.
- An important component of the Group's business success depends on its ability to maintain and expand relationships with travel suppliers and clients. The Group's revenue is derived from compensation negotiated with travel suppliers and clients. Each year the Group typically negotiates or renegotiates numerous supplier and client contracts, and as a result its revenue and margin could be reduced if the Group is not able to maintain consistent terms with these travel suppliers and clients.
- The Group continues to adapt the business to remain competitive, including investing in emerging channels, developing products for new platforms such as mobile and increasing supplier inventory on its existing platforms through acquisitions and partnerships. Unable to properly utilise, build on or adapt to such newer channels could impact the Group's revenue and profit.
- The Group's strategy is to grow through product innovation, global expansion and new channel penetration through technological innovations and development.
- The Group's results of operations are reported in U.S. dollars; however, a portion of the revenues and expenses are denominated in other currencies, such as the British pound, Euro, and others to a lesser extent. Fluctuation in the exchange rates of other currencies and the U.S. dollar could adversely affect the Group's results of operations. The Group funds intercompany operations using intercompany loans, to and from, subsidiaries with non-U.S. dollar functional currencies creating foreign currency gains and losses. The Group considers the risk associated with fluctuations in foreign currencies to be low, as a substantial portion of the foreign exchange exposure is associated with intercompany loan positions which the Group expects will impact the profit and loss account but have no material effect on cash balances.
- The Group must comply with laws and regulations specifically related to the travel industry. Additionally, regulations related to consumer protection, privacy and consumer data, labour, economic and trade sanctions,

tax and anti-trust and competition laws and regulations around the world that are not specific to the travel industry must be followed and are incorporated in the Group's policies, if applicable. Failure to properly comply with such laws and regulations, could impact the Group's business.

Risk management is an important business attribute. The key objective of risk management is to make sure that critical risks are managed. The Group maintains a risk assessment program, in which critical risks are identified, rated and for which action plans for mitigating such risks are monitored. Understanding of the critical risks, exposure to them and the effectiveness of the controls for mitigating those risks are important for the Group's success.

#### *Financial Risks*

- Liquidity risk is the risk that the Group would not have sufficient funds to meet its financial obligations as they fall due. The Group produces short-term and long-term cash forecasts to identify liquidity requirements. Surplus cash is actively managed across Group bank accounts to cover local shortfalls or invested in bank deposits or other short-term liquid investments such as money market funds. As more fully discussed in Subsequent Events note 29 to the consolidated financial statements, the Group has taken \$400 million of principal amount of Tranche B term loans in September 2020. The Group had a cash balance of \$496 million as of 31 December 2019 and, with effective cash and working capital management, has maintained high levels of cash as of the date of approval of these consolidated financial statements. Further, the Group has also an unutilized revolving credit facility of \$50 million and has obtained a letter of financial support from GBT to provide further funding, if necessary, to meet its liabilities as they fall due. GBT has indicated its intention to continue to provide such funds as are needed by the Group for the period covered by the forecasts and at the date of approval of these financial statements, the directors have no reason to believe that it will not do so.
- The Group is exposed to interest rate risk on its external debt. The term loans bear interest at LIBOR plus a margin, and in respect of Tranche B term loans discussed above, there is a LIBOR floor. If LIBOR increases, the Group's interest expense will also increase. However, with the current economic environment resulting from COVID-19, the directors expect the LIBOR rates are to remain low for a foreseeable future.
- As discussed above, the Group operates internationally, and the performance of the business is sensitive to movements in foreign exchange rates. The Group's potential currency exposures comprise transaction and translation exposures. The revenue and costs of the Group's operations are denominated primarily in the currencies of the relevant local territories. The Group's results, as presented in US dollars, are subject to fluctuations as a result of exchange rate movements compared to the functional currencies of its foreign subsidiaries and branches.
- Credit risk is the risk of financial loss to the Group if a travel supplier or a client or counterparty to the financial instruments fails to meet its contractual obligations. Credit risk is limited to the carrying value of the Group's monetary assets. There are credit policies in place with regard to its trade receivables with credit evaluations performed on customers. The Group manages credit exposures in connection with financing and treasury activities including exposures arising from bank deposits, cash held at banks and derivative transactions, if any, by appraisal, formal approval and ongoing monitoring of the credit position of counterparties. Counterparty exposures are periodically reviewed against the counterparty's credit position. Trade receivable primarily includes trade accounts receivable from clients and suppliers less allowances for doubtful accounts. The Group evaluates the collectability of accounts receivable based on a combination of factors. In circumstances where the Group is aware of a specific client's inability to meet its financial obligations (e.g. bankruptcy filings, failure to pay amounts due to the Group, or other known client liquidity issues), the Group records a specific reserve for bad debts in order to reduce the receivable to the amount reasonably believed to be collectable. Historically, the allowance for doubtful debts has not been significant.



*Competitive Risks*

The travel industry is a competitive environment in which the Group aims to keep its cutting edge to remain a leader in the industry. The directors do not believe there is any significant threat or uncertainty which could affect the Group's standing in the market.

*Legislative Risks*

The companies within the Group are registered with many travel regulatory bodies and has guarantors, bonds, and insurance in place to protect its customers and business against any unforeseen incidents.

*Brexit*

While the Group is headquartered in the United Kingdom (UK), its operating activities are also spread out in other countries. As such, the Group's ability to provide services to its customers in the countries in which it operates, inside or outside the European Union (EU), is unlikely to be significantly affected by Brexit. However, the Group continues to monitor matters that might affect the Group's operations should no agreement be reached between the UK and the EU before 31 December 2020.

By order of the board



Martine Gerow  
Director

16 December 2020

## **Directors' report**

The directors present their annual report and audited consolidated financial statements for the year ended 31 December 2019.

### **Directors**

The directors who held office during the period and up to the date of signing this report are as follows:

- Paul Abbott (Appointed on 29 November 2019)
- Philippe Chereque (Appointed on 2 December 2019 and resigned on 3 March 2020)
- Eric Bock (Appointed on 10 December 2019)
- Martine Gerow (Appointed on 29 November 2019, resigned on 2 December 2019 and reappointed on 10 December 2019)

### **Proposed dividend**

*The directors do not recommend the payment of a dividend.*

### **Post balance sheet events**

- In late December 2019, a novel strain of coronavirus ("COVID-19") was reported in Wuhan, China. The World Health Organization declared COVID-19 to constitute a "Public Health Emergency of International Concern" and the outbreak as a "pandemic". Due to the spread of COVID-19, many countries imposed international and domestic travel restrictions, introduced lockdown measures and quarantine requirements. This impacted the travel and hospitality industry globally. The Group expects to make a net loss for 2020. In assessing the ability of the Group to continue as a going concern, the directors have made certain assumptions and estimates for forecasted operations and such assumptions may not materialize. In addition, the magnitude, duration and speed of recovery for the world from the global pandemic is uncertain. As a consequence, the Group has considered multiple cash flow scenarios, including one that assumes limited revenues beyond those that relate to reimbursement of direct costs that are due to the Group under its customer contracts, to determine its liquidity requirements for a period of minimum of 12 months. Such scenarios include impact of actions the Group has taken and will take to improve its liquidity, including reduction in capital expenditure and operating expenses, restructuring initiatives (including voluntary and mandatory redundancies), salary reductions, access to government funding in its major operating territories (including furlough income) and pursuing financing transactions. Further, the Group has indicated it would also consider additional cost reduction measures should they become necessary.

The directors have considered it appropriate to prepare the consolidated financial statements of the Group and the Company on a going concern basis. See note 2 to the consolidated financial statements for further discussion.

On September 4, 2020, a subsidiary of the Company (the "Borrower") entered into an amendment to its existing credit agreement to provide for incremental Tranche B term loans in an aggregate principal amount of \$400 million on similar terms and conditions as the existing credit facility. The Tranche B term loans (i) mature on the same date as the existing term loans on August 13, 2025, (ii) were drawn at a discount of 3.00% and (iii) require quarterly instalments payable of 0.25% of the principal amount commencing December 31, 2020. The Tranche B term loans bear interest at per annum rates equal to the applicable margin, plus, at the Borrower's option, either (1) adjusted LIBOR (as selected by the Company for designated interest periods, subject to a 1.00% LIBOR "floor") or (2) the "base rate" (as defined in the credit agreement). The applicable margin for the Tranche B term loans is 6.50% for LIBOR borrowings and 5.50% for base rate borrowings. The Borrower expects to pay interest based on LIBOR. The term loans introduce covenant requirements which require the Company, together with its subsidiaries designated as loan parties, to maintain \$150m unrestricted cash and cash equivalents. Other loan covenants are incurrence events only.

The provisions of s414C(11) have been applied in that information that is required to be in the directors report has been included in the strategic report.

## **Employees**

### *Employee engagement*

The Group utilises a number of initiatives to engage with employees and more information can be found in the s.172 statement discussed earlier within the Strategic Report.

The Group seeks to engage with employees and ensure their commitment to its corporate objectives in a number of ways, taking in to account employee impacts and interests. Regular meetings are held between local management and employees to allow a free flow of information and ideas. A wide range of information is also communicated across the Group's intranet, including news publications, operational bulletins, and employee recognition. The financial and economic factors affecting the Group is shared with employees on a regular basis.

### *Employee Benefits*

The Group offers a host of benefits to its employees. In addition to health and welfare benefits, the Group provides paid sick leave, vacation and holidays; paid leaves of absence for childcare; assistance with adoption or placement of a child with the family; tuition reimbursement; employee assistance counselling; and pension and 401(k) programs. In addition, the Group has a rewards and recognition program that is used by all employees globally.

### *Employee Diversity*

The Group has made a specific commitment to its diversity and inclusion practices and supports three different Employee Resource Groups, BEN, the Black Engagement Network; LEAGUE, LGBTQA Employees at GBT United in Equality; and WOW, the Women of the World. In addition, the Group recently appointed a Vice President of Diversity and Inclusion, and will be introducing new training and other programs designed to further the interests of all employees, regardless of race, colour, ethnicity, gender, age, religion, sex or sexual orientation or identity, or other protected classification.

The Group has a strong commitment to the employment of disabled persons within the organisation, and will accommodate adjustments required to enable the employee with disabilities, including temporary disabilities due to pregnancy, childbirth or related medical conditions, to perform their job to the satisfaction of the Group. The Group's commitment to the employment of disabled persons is found in its Global Equal Employment Opportunity policy.

## **Political contributions**

The Group made no political donations or incurred any political expenditure during the year.

## **Code of Conduct**

For the year ended 31 December 2019, the Group has chosen to comply with the Wates Corporate Governance Principles for Large Private Companies (the "Wates Principles") published by the Financial Reporting Council in December 2018.

### *Purpose and Leadership*

The Board develops and promotes the purpose of the Group and ensures that its values, strategy and culture align with that purpose. The Group has adopted a Code of Conduct which sets out the values and behaviours expected of everyone within the Group, regardless of job functions, location or seniority.

The Group has established a governance framework to ensure good conduct that is reflected in every aspect of the business. The Board recognises that its commercial priorities can only be achieved through a business model that promotes and maintains a culture of robust controls, appropriate judgement, good behaviours and responsibility for one's actions.

#### *Board Composition*

The Board of the Company is comprised of three directors, which is considered appropriate for the size and complexity of the Group's business and operations. The Board is diverse and with an appropriate balance of skills, knowledge and experience.

The Board relies upon certain governance arrangements of the board and committees of GBT, the principal holding company of the Group. GBT has established an Audit & Finance Committee, Compensation Committee, Compliance Committee, Mergers & Acquisitions Committee and a Risk Management Committee. These committees consider matters on behalf of the Group as a whole.

The directors of the Company are GBT's Chief Executive Officer, Chief Financial Officer and Chief Legal Officer. The directors form part of the Executive Leadership Team reporting in to the Board of GBT, and are involved in the decision making of the Group.

#### *Directors' Responsibilities*

The Board and individual directors have a clear understanding of their accountability and responsibilities. There are clear governance processes which support effective decision making. The Board meets at least three times per year. Where responsibility had been delegated to a committee or individual, these are clearly established within the terms of reference or delegations of responsibility.

The Board receives management information (MI) on key aspects of the business. The MI is constantly challenged and reviewed to ensure that the Board has access to material on financial performance, business strategy, operational matters, health & safety and & risk.

#### *Opportunity and Risk*

The Group's Risk Management Framework, which has been adopted by the Company, promotes consistency with the Group business objectives and strategy, monitors risk against Group's risk appetite and ensures that appropriate levels of governance and controls are in place across the business. The Risk Management Framework provides an effective platform for the Board to make informed and robust decisions.

As part of the its brand promise, the Group must always do the right thing to protect its clients. The Group understands that the services it provides are scrutinized by governmental authorities due to regulatory risk. As a joint venture of American Express, the Group is one of the most highly regulated travel management and meetings and events company in the world. The Group maintains a robust 360° Compliance Program as part of its overall risk mitigation plan and strategy designed to prevent, detect and respond. This ensures that the Group, its employees, and those acting on its behalf engage in the highest standards of ethical and transparent business practices and comply with all applicable laws.

The Group's Risk and Compliance Program is built upon a strong policy framework supported by communications and training, real-time monitoring, testing and reporting. The Board approves key management policies which govern its overall program, including its Compliance Risk Assessment Policy, Compliance Monitoring and Testing Policy, Compliance Issue Management Policy, and Regulatory Compliance Training Policy. The Group continually enhances its program to meet the evolving needs of its clients and strive to exceed industry standards. The Group conducts an annual Enterprise Risk Self-Assessment to identify and rate enterprise-wide risk at a strategic level for proper calibration and prioritization of resources.

The Risk and Compliance Program is tested through a "three lines of defence" approach. First, the Group's business is tasked with validating the efficacy of internal controls through business self-testing. Second, the Group's Risk and Compliance team conducts additional monitoring and testing. Third, the Group's Internal Audit team applies another layer of rigor. All identified issues are addressed through remediation plans designed to prevent future occurrences.

The Board receives quarterly reports of key risk indicators to proactively monitor and reasonably mitigate risk for the Group, its clients, and business partners.

#### *Compensation*

The Compensation Committee's philosophy and objective is to support efforts to recruit, retain, and motivate highly capable professionals that will drive execution against the prevailing investor model.

The Group's Compensation Core principles are:

- *Quality of personnel:* experienced professionals, capable of delivering against operating and financial performance expectations.
- *Competitiveness:* consider market forces, against relevant sectors, in context of the unique value proposition and risk factors.
- *Pay for Performance:* The Group follows a strong pay for performance philosophy in designing and executing its compensation programs. The Group's Annual Incentive Award (AIA) and Merit is funded and distributed based on the Group's and individual performance from the Executive Leadership Team to Associate level.
- *Inclusion and Equality:* The Group is committed to inclusion and diversity, which is a key part of its Mission for Responsible Business. The Group's commitment to become more diverse, in a way the Group's employees and customers expect, is found in the Group's UK Gender Pay Gap report.
- *Flexible work arrangement:* The Group offers flexible work arrangement for all employees. Nearly 50% of the Group's global employees worked virtually before COVID-19 pandemic. This is part of the Group's value proposition.

*Stakeholder Relationships and Engagement*

Within the s.172 statement included in the Strategic Report, the Group has set out how it has engaged with its key stakeholders and how the Board has considered their interests during the year.

**Directors' indemnities and insurance**

The Articles of Association of the Company permit it to indemnify the directors of the Company or any Group company against liabilities arising from or in connection with the execution of their duties or powers to the extent permitted by law. The Company has not given any specific indemnity in favour of the Directors during the year but the Company has purchased Directors' and Officers' Liability Insurance, which provides cover for liabilities incurred by Directors in the performance of their duties or powers. No amount was paid under any Director's indemnity or the Directors' and Officers' Liability Insurance during the year other than the applicable insurance premiums.


**Disclosure of information to auditor**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditor is unaware; and each director has taken all the steps that he / she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

**Auditor**

The directors approved the appointment of KPMG LLP as auditors of the Company for the year ended 31 December 2019. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

  
Martine Gerow  
Director

16 December 2020

**Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the consolidated financial statements**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare group and parent company financial statements for each financial year. Under that law they have elected to prepare both the group and the parent company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of their profit or loss for that period. In preparing each of the group and parent company 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 group and parent 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 group and parent 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 parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its 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 group and to prevent and detect fraud and other irregularities.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GBT UK TOPCO LIMITED**

### **Opinion**

We have audited the financial statements of GBT UK Topco Limited ("the company") for the year ended 31 December 2019, which comprise the Consolidated Profit and Loss Account and Other Comprehensive Income, Consolidated and Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2019 and of the group's profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the group 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.

### **Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the group or the company or to cease their operations, and as they have concluded that the group and 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 their 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 group's business model and analysed how those risks might affect the group and 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 group or the company will continue in operation.

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

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 12, 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 group and parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

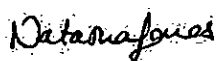
### **Auditor's responsibilities**

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](http://www.frc.org.uk/auditorsresponsibilities).

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

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



**Natasha Jones (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
Gateway House  
Tollgate  
Chandler's Ford, Eastleigh  
Hampshire SO53 3TG  
United Kingdom  
24 December 2020



**Consolidated Profit and Loss Account and Other Comprehensive Income (Loss)**  
*for the year ended 31 December 2019*

	Notes	2019 \$000	2018 \$000
Revenue	4	2,107,365	1,903,936
Operating costs		(1,982,248)	(1,975,684)
<b>Operating profit (loss)</b>	5	<u>125,117</u>	<u>(71,748)</u>
Loss on disposal of businesses		(3,289)	—
Income from interests in associated undertakings		4,856	5,648
<b>Profit before interest and taxation</b>		<u>126,684</u>	<u>(66,100)</u>
Interest receivable and similar income	9	4,553	3,605
Interest payable and similar charges	10	(24,517)	(9,959)
<b>Profit (loss) before taxation</b>		<u>106,720</u>	<u>(72,454)</u>
Tax charge	11	(44,876)	(51,001)
<b>Profit (loss) for the financial year</b>		<u>61,844</u>	<u>(123,455)</u>
<b>Profit (loss) attributable to:</b>			
Owner of the Company		57,962	(126,143)
Non-controlling interest		3,882	2,688
		<u>61,844</u>	<u>(123,455)</u>
<b>Other comprehensive loss</b>			
Foreign exchange differences on translation of foreign operations		(4,500)	(10,441)
Movement in re-measurements on pension scheme		(48,481)	(20,885)
<b>Total other comprehensive loss for the year, net of tax</b>		<u>(52,981)</u>	<u>(31,326)</u>
<b>Total comprehensive income (loss) for the year</b>		<u>8,863</u>	<u>(154,781)</u>
<b>Total comprehensive income (loss) attributable to:</b>			
Owner of the Company		4,981	(157,239)
Non-controlling interest		3,882	2,458
		<u>8,863</u>	<u>(154,781)</u>

Revenue and operating profit all derive from continuing activities.

The notes on pages 20 to 53 form part of these consolidated financial statements.

**Consolidated and Company Balance Sheet**  
*at 31 December 2019*

	Notes	Group		Company	
		As at December 31,		As at December 31,	
		2019 \$000	2018 \$000	2019 \$000	2018 \$000
<b>Fixed assets</b>					
Intangible assets	12	865,522	984,052	—	—
Tangible assets	13	72,769	69,383	—	—
Subsidiary undertakings	14	—	—	1,754,000	—
Associated undertakings	8	29,617	33,918	—	—
		<u>967,908</u>	<u>1,087,353</u>	<u>1,754,000</u>	<u>—</u>
<b>Current assets</b>					
Debtors	15	947,138	873,793	—	—
Cash at bank and in hand		<u>495,648</u>	<u>421,461</u>	<u>—</u>	<u>—</u>
		<u>1,442,786</u>	<u>1,295,254</u>	<u>—</u>	<u>—</u>
<b>Current liabilities</b>					
Creditors: amounts falling due within one year	16	(738,075)	(715,107)	—	—
		<u>704,711</u>	<u>580,147</u>	<u>—</u>	<u>—</u>
<b>Net current assets</b>					
		<u>704,711</u>	<u>580,147</u>	<u>—</u>	<u>—</u>
<b>Total assets less current liabilities</b>		<u>1,672,619</u>	<u>1,667,500</u>	<u>1,754,000</u>	<u>—</u>
Creditors: amounts falling due after one year	17/18	(241,094)	(241,143)	—	—
Post-employment benefits	19	(345,354)	(292,264)	—	—
Provision for other liabilities	20	(88,038)	(90,440)	—	—
		<u>(674,486)</u>	<u>(623,847)</u>	<u>—</u>	<u>—</u>
<b>Net assets</b>		<u>998,133</u>	<u>1,043,653</u>	<u>1,754,000</u>	<u>—</u>
<b>Capital and reserves</b>					
Share capital	22	—	—	—	—
Other reserves	22	(81,361)	(28,380)	—	—
Profit and loss		<u>1,075,103</u>	<u>1,066,785</u>	<u>1,754,000</u>	<u>—</u>
Equity attributable to the owner of the Company		<u>993,742</u>	<u>1,038,405</u>	<u>1,754,000</u>	<u>—</u>
Non-controlling interests		<u>4,391</u>	<u>5,248</u>	<u>—</u>	<u>—</u>
<b>Total equity</b>		<u>998,133</u>	<u>1,043,653</u>	<u>1,754,000</u>	<u>—</u>

The notes on pages 20 to 53 form part of these consolidated financial statements.

These financial statements were approved by the board of directors on 16 December 2020 and were signed on its behalf by:

Martine Gerow  
Director



Company registered number: 12341105

**Consolidated Statement of Changes in Equity**  
for the year ended 31 December 2019

	Share capital (\$'000)	Share premiums (\$'000)	Other reserves (\$'000)	Profit and loss (\$'000)	Equity attributable to the owner of the Company (\$'000)	Non-controlling interests (\$'000)	Total equity (\$'000)
Balance at 1 January, 2018 as reported under Dutch GAAP	—	1,809,783	21,559	(641,541)	1,189,801	5,515	1,195,316
Impact of transition to FRS 102	—	—	(18,843)	33,102	14,259	—	14,259
Balance at 1 January, 2018 as restated under FRS 102	—	1,809,783	2,716	(608,439)	1,204,060	5,515	1,209,575
Shares issued on investments received as contribution from parent company	1,754,000	—	—	—	1,754,000	—	1,754,000
Share capital reduction	(1,754,000)	—	—	1,754,000	—	—	—
Impact of merger accounting	—	(1,809,783)	—	55,783	(1,754,000)	—	(1,754,000)
Profit (loss) for the financial year	—	—	—	(126,143)	(126,143)	2,688	(123,455)
Other comprehensive loss	—	—	(31,096)	—	(31,096)	(230)	(31,326)
Total comprehensive income for the year	—	—	(31,096)	(126,143)	(157,239)	2,458	(154,781)
Acquisition of non-controlling interest	—	—	—	—	—	1,960	1,960
Capital distributions (Note 22)	—	—	—	(11,914)	(11,914)	(4,685)	(16,599)
Equity compensation (Note 7)	—	—	—	3,498	3,498	—	3,498
Total transaction with owners, recognized directly in equity	—	—	—	(8,416)	(8,416)	(4,685)	(13,101)
Balance at 31 December 2018 and 1 January 2019	—	—	(28,380)	1,066,785	1,036,405	5,248	1,043,653
Cumulative effect of accounting policy change for revenue recognition, (net of tax)	—	—	—	2,635	2,635	—	2,635
Profit (loss) for the financial year	—	—	—	57,962	57,962	3,882	61,844
Other comprehensive loss	—	—	(52,981)	—	(52,981)	—	(52,981)
Total comprehensive income for the year	—	—	(52,981)	57,962	4,981	3,882	8,863
Capital distributions (Note 22)	—	—	—	(57,733)	(57,733)	(4,739)	(62,492)
Equity compensation (Note 7)	—	—	—	5,474	5,474	—	5,474
Total transaction with owners, recognized directly in equity	—	—	—	(52,279)	(52,279)	(4,739)	(57,018)
Balance at 31 December 2019	—	—	(81,361)	1,075,103	993,742	4,391	998,133

The notes on pages 20 to 53 form part of these consolidated financial statements.

**Company Statement of Changes in Equity**  
for the year ended 31 December 2019

	Share capital (\$000)	Other reserves (\$000)	Profit and loss (\$000)	Equity attributable to the owner of the Company (\$000)	Non-controlling interests (\$000)	Total equity (\$000)
Shares issued on investments received as contribution from parent company	1,754,000	—	—	1,754,000	—	1,754,000
Share capital reduction	(1,754,000)	—	1,754,000	—	—	—
Balance at 31 December 2019	—	—	1,754,000	1,754,000	—	1,754,000

The notes on pages 20 to 53 form part of these consolidated financial statements.

**Consolidated Statement of Cash Flows**  
for the year ended 31 December 2019

	2019 \$000	2018 \$000
Cash flow from operating activities:		
Profit (loss) for the financial year	61,844	(123,455)
Adjustments for:		
Tax on profit	44,876	51,001
Net interest expense	19,964	6,354
Income from investments in associated undertakings	(4,856)	(5,648)
Loss on disposal of businesses	3,289	—
Operating profit	125,117	(71,748)
Depreciation and amortisation	216,227	253,005
Provision for doubtful debts	(286)	3,405
Gain on settlement of bridge loan	—	(3,727)
Loss on derivative contract	—	39,514
Non-cash equity compensation	5,474	3,498
Other non-cash impact	7,505	7,440
Dividend received from associated undertakings	8,681	3,294
Pension contribution	(36,345)	(46,514)
Income taxes paid	(49,341)	(24,650)
Interest paid	(13,755)	(4,339)
Changes in working capital:		
Accounts receivables	(31,424)	(25,719)
Prepaid expenses and other assets	(30,896)	3,943
Due from related parties	479	25,557
Due to related parties	(5,126)	(29,815)
Accounts payable, accrued expenses and other liabilities	31,758	31,107
Working capital source of cash	228,068	164,251
Net cash generated from operating activities		
Cash flow from investing activities:		
Purchase of subsidiary, net of cash acquired	(27,742)	(445,718)
Purchase of tangible and software assets	(61,650)	(65,953)
Cash settlement of derivative contract	—	(39,514)
Net cash used in investing activities	(89,392)	(551,185)
Cash flows from financing activities:		
Capital distributions to shareholders	(57,753)	(12,914)
Return of escrow	1,055	1,291
Dividends paid to non-controlling interests	(4,739)	(4,685)
Proceeds from bridge loan	—	146,561
Repayment of bridge loan	—	(142,834)
Proceeds from term loans	—	249,375
Repayment of term loans	(2,500)	(625)
Payment of debt issuance costs	(314)	(10,757)
Net cash (used in) provided by financing activities	(64,251)	225,412
Effect of changes in exchange rates on cash and cash equivalents	(238)	(6,242)
Net increase (decrease) in cash and cash equivalents	74,187	(167,764)
Cash and cash equivalents at beginning of period	421,461	589,225
Cash and cash equivalents at end of period	\$ 495,648	421,461

The notes on pages 20 to 53 form part of these consolidated financial statements.

## **Notes to the Consolidated Financial Statements**

*(forming part of the financial statements)*

### **1 General Information**

GBT UK TopCo Limited (the “Company”) is a private company with limited liability incorporated on 29 November, 2019 under the laws of England and Wales. The Company is domiciled and registered in England, with its registered office being at 5 Churchill Place, Canary Wharf, London E14 5HU. The Company’s immediate and ultimate parent undertaking is GBT JerseyCo Limited (“GBT”), a private company limited by shares incorporated and registered on 28 November, 2019 under the Companies (Jersey) Law 1991. GBT is a joint venture with 50% of its voting shares held by American Express Travel Holdings Netherlands Cooperatief U.A. (“Amex”), a resident of the Netherlands and balance 50% of its voting shares held, as of 31 December 2019, by Juweel Luxembourg s.a.r.l. (“Juweel”), a resident of Luxembourg. Subsequent to 31 December 2019, Juweel initiated internal restructuring resulting in 50% of the Company’s ownership held by Juweel Investor’s Limited, a resident of the Cayman Islands.

#### *Corporate Reorganisation*

On December 9, 2019, the Board of Directors of GBT III B.V. (Registered Office: Kennedyplein 6, 5611 ZS Eindhoven, the Netherlands), a private company with limited liability organised under the laws of Netherlands and then a joint venture with 50% of its voting shares held by Amex and balance 50% of its voting shares held by Juweel Investors Cooperatief U.A., a predecessor of Juweel, implemented a holding company reorganisation in which GBT was formed and shareholders of GBT III B.V. ultimately became the shareholders of GBT, maintaining the same number of ordinary voting shares and ownership percentage as held in GBT III B.V. immediately prior to the reorganisation. As part of this reorganisation, the Company was established to hold the investments in GBT group. GBT subscribed to the entire share capital of the Company and contributed its investments in GBT III B.V. to the Company against its fully issued share capital. Through a series of steps, the Company became the immediate parent of GBT Travel Services U.K. Limited, a company limited by shares and incorporated under the laws of England and Wales. GBT Travel Services U.K. is the only investment directly held by the Company as of December 31, 2019.

For consolidated financial statements of the Company, the above reorganisation was accounted for as a merger and a transaction under common control. The Company has recognized the assets and liabilities of GBT III B.V. at carryover basis, and consequently prepared the consolidated financial statements as though the group structure at 31 December 2019 had been in place throughout the current and comparative reporting periods.

#### *Business Description*

The Company and its subsidiaries (the “Group”) operate one of the world’s largest travel management networks. The Group coordinates travel services for clients according to their specific travel policies and needs by developing and maintaining relationships with travel suppliers, including hotels, airlines and car/rail companies. This enables clients of the Group to optimize return on their investment in travel, meetings and events. The Group derives revenues through its global presence, strong sustained client relationships, extensive supplier network, supplier and client contracts, brand name, high quality of client service and technology, and globally shared infrastructure and business processes.

### **2 Accounting Policies**

The consolidated and separate financial statements of the Company were prepared in accordance with the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (“FRS 102”) as issued in August 2014 and the Companies Act 2006. See note 28 for transition provisions applied by the Group on adoption of FRS 102. The presentation currency of these financial statements is United States dollars (\$). All amounts in the tables in the consolidated financial statements have been rounded to the nearest thousands.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

The principal accounting policies applied in the preparation of these consolidated and separate financial statements of the Company are set out below. The accounting policies have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The Company has taken advantage of the exemption in section 408 of the Companies Act 2006 from presenting its individual profit and loss account. The Company has also taken exemption under FRS 102 to not present the Company statement of cash flows.

### **2.1 Measurement convention**

These financial statements are prepared on the historical cost basis.

### **2.2 Going concern**

These consolidated and the Company only financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the reasons outlined below.

For the year ended December 31, 2019, the Group reported an operating profit of \$125 million (2018: operating loss of \$72 million) and operating cash inflows of \$228 million (2018: \$164 million). As of December 31, 2019, the Group has net current assets of \$705 million (2018: \$580 million). As more fully discussed in Subsequent Events note 29, the Group has taken \$400 million of principal amount of Tranche B term loans in September 2020, which has an attached covenant requirement that the Group should maintain unrestricted cash and cash equivalents of \$150 million, together with covenants over incurrence events. The Group had a cash balance of over \$600 million as of 30 November 2020. Further, the Group has an unutilized revolving credit facility of \$50 million and GBT, the Company's parent entity, has indicated its intention to provide additional financial support, if necessary, to enable the Group to meet its liabilities as they fall due. GBT has indicated its intention to continue to provide such funds as are needed by the Group for the period covered by the forecasts (discussed below) and at the date of approval of these financial statements, the directors have no reason to believe that it will not do so.

Due to the spread of COVID-19, many countries imposed international and domestic travel restrictions, introduced lockdown measures and quarantine requirements. This impacted the travel and hospitality industry globally. The Group expects to make a net loss for 2020. In assessing the ability of the Group to continue as a going concern, the directors have made certain assumptions and estimates for forecasted operations and such assumptions may not materialize. In addition, the magnitude, duration and speed of recovery for the world from the global pandemic is uncertain. As a consequence, the Group has considered multiple cash flow scenarios, including a severe but plausible downside, which assumes limited revenues beyond those that relate to reimbursement of direct costs that are due to the Group under its customer contracts, to determine its liquidity requirements for a period of 12 months. Such scenarios include impact of mitigating actions the Group has taken and will take to improve its liquidity, including reduction in non-essential capital expenditure and operating expenses, restructuring initiatives (including voluntary and mandatory redundancies), salary reductions, access to government funding in its major operating territories (including furlough income) and pursuing financing transactions. Further, the Group has indicated it would also consider additional cost reduction measures should they become necessary.

Based on the available liquidity and funding commitments, mitigation actions taken, effective cash management and the indication of financial support from GBT, the Group remains well positioned in the industry, maintains a financially stable outlook and is able to operate within the financial facilities available to the Group and comply and will comply with all financial covenants. Consequently, the directors are confident that the Group and 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.

### **2.3 Basis of Consolidation**

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings together with the Group's share of the results of associates made up to 31 December 2019.

A subsidiary is an entity that is controlled by the parent. The results of subsidiary undertakings are included in the consolidated profit and loss account from the date that control commences until the date that control ceases. Control is established when the company has the power to govern the operating and financial policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the Group holds a long-term interest and where the group has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Adjustments are made to eliminate the profit or loss arising on transactions with associates to the extent of the Group's interest in the entity.

In the Company financial statements, investments in subsidiaries are carried at cost less impairment in accordance with FRS 102.

#### **2.4 Foreign currency**

Transactions in foreign currencies are translated to the Group companies' functional currency (United States dollar) at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognised in the profit and loss account.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, United States dollar, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the year where this rate approximates to the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on retranslation are recognised in other comprehensive income (loss).

#### **2.5 Revenue**

Revenue is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Revenue includes net revenue earned from the rendering of travel services.

Revenue is recognized when control of the promised services in client or travel supplier arrangement is transferred to the customers in an amount that reflects the expected consideration in exchange for those services. The Group's customers are its clients to whom the Group provides consultancy and management services, travel service providers and providers of Global Distribution Systems (GDSs).

*Client Transaction Revenue:* The Group collects transaction and management fees by charging clients transaction or management fees for (i) selling and arranging travel and (ii) travel management services, including consulting and meeting and events services. Client transaction fee revenue is generally recognized at the time the client books the travel arrangements. Travel management services revenue, consulting, and meetings and events services revenue is recognized ratably over the contract period as the performance obligation is satisfied over time.

During the year ended 31 December 2019, the Company changed its accounting policy for revenues for event management activity, which was being recognized at the completion of the event under the previous revenue accounting policy was changed for revenue to be recognized ratably over the period of the services provided for the event. This change in accounting policy resulted in \$2.6m credit to opening retained earnings of 2019, net of tax. The effect of this change on the Group's consolidated balance sheets and consolidated cash flows was not material.

In certain instances, as part of the arrangements with clients, the Group is contractually obligated to share with them the commissions collected from travel suppliers that are directly attributable to the Group's business with the clients. Additionally, in certain contractual agreements with its clients, the Group promises consideration to them in the form of credits or upfront payments. The Group recognizes such consideration payments to its clients as a reduction of revenue as the revenue is recognized unless the payment is in exchange for a distinct good or service that the clients transfers to the Group.

*Travel Supplier Revenue:* Certain of the Group's travel suppliers (e.g., airlines, hotels, car rental companies, and rail carriers) and GDS providers pay commissions and/or fees on tickets issued, sales and other services provided by the Group based on contractual agreements. Commissions and fees from travel suppliers are generally recognized at the time a ticket is purchased for air travel reservations or upon fulfillment of the reservation for hotels, car rentals, and rail. The Group recognizes revenue using estimates for certain services provided under contractual agreements where the consideration is variable and determined by meeting volume targets. The Group recognizes variable consideration only to the extent that it is probable that a subsequent change in the estimate would not result in a significant revenue reversal.

*Other Revenue:* The Group recognizes other revenues through franchise fees collected from the Group's Travel Partner Network (TPN). TPN is a grouping of non-equity partners that provide services to the Group's clients in their respective local markets by utilising the Group's unique brand of service and expertise. Franchise fee revenue is recognized as sales occur over the contract period as the performance obligation is satisfied.



## 2.6 Expenses

### *Operating Expenses*

Operating expenses include expenses associated with functions engaged in delivering the Group's services and functions engaged in business support, including expenses for sales support, finance, technology, legal and other Group activities. These costs include costs incurred for Global Distribution System (GDS), costs for servicing client transactions, data processing charges, customer incentives amortisation and product and meeting related expenses. Operating expenses are recognised as expenses are incurred and services are received.

Foreign currency gains and losses are reported on a net basis.

### *Operating lease*

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

### *Interest receivable and Interest payable*

Interest receivable and similar income include interest receivable on cash at bank and bank deposits.

Interest payable and similar charges primarily include interest payable on term loans, net interest on post-employment benefits and amortisation of debt finance and debt discount.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

## 2.7 Employee benefits

### *Defined contribution plans*

The Group operates a number of country-specific defined contribution plans for its employees. A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees and the payments become due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the group in independently administered funds.

### *Defined benefit pension plan*

The Group operates defined benefit plans for certain employees in certain countries. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the reporting date less the fair value of the plan assets at the reporting date.

The defined benefit obligation is calculated using the projected unit credit method. Annually the Group engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds in currency of the liabilities and that have terms approximating the estimated period of the future payments ('discount rate').

The fair value of plan assets at the balance sheet date is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Group's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'remeasurement of net defined benefit liability'.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

- (a) the increase in pension benefit liability arising from employee service during the period; and

(b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as a component of 'Interest payable and similar charges.

Past service costs, representing the increase in the present value of pension scheme liabilities relating to employee service in prior periods, but arising in the current period as a result of benefit improvements, are charged to the income statement immediately to the extent that the benefits have already vested, or otherwise recognised on a straight-line basis over the vesting period.

#### *Short-term benefits*

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

#### *Annual bonus plans*

The Group operates a number of annual bonus plans for employees. An expense is recognised in the profit and loss account when the Group has a legal or constructive obligation to make payments under the plans as a result of past events and a reliable estimate of the obligation can be made.

#### *Termination benefits*

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### *Share-based payments*

The Group provides share-based payment arrangements to certain employees.

Equity-settled arrangements are measured at fair value (excluding the effect of nonmarket based vesting conditions) at the date of the grant. The fair value is expensed on a straight-line basis over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number of shares or options that will vest.

Where equity-settled arrangements are modified, and are of benefit to the employee, the incremental fair value is recognised over the period from the date of modification to date of vesting. Where a modification is not beneficial to the employee there is no change to the charge for share-based payment. Settlements and cancellations are treated as an acceleration of vesting and the unvested amount is recognised immediately in the income statement.

Cash-settled share options are measured at fair value at the balance sheet date. The Group recognises a liability at the balance sheet date based on these fair values, taking into account the estimated number of options that will actually vest and the current proportion of the vesting period. Changes in the value of this liability are recognised in the consolidated profit and loss account.

The Company has no employees and thus there is no charge in its profit and loss account for share-based payments.

## **2.8 Taxation**

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

#### *Current taxation*

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### *Deferred taxation*

Deferred tax is provided, using the timing difference plus method, with deferred tax arising on timing

differences as well as on the initial recognition of a business combination. Deferred taxes is recognized on all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

## **2.9 Business Combinations and Goodwill**

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination.

Contingent consideration is initially recognised at estimated amount where the consideration is probable and can be measured reliably. Where (i) the contingent consideration is not considered probable or cannot be reliably measured but subsequently becomes probable and measurable or (ii) contingent consideration previously measured is adjusted, the amounts are recognised as an adjustment to the cost of the business combination.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Intangible assets are only recognised separately from goodwill where they are separable and arise from contractual or other legal rights. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the group's interest in the identifiable net assets, liabilities and contingent liabilities acquired. Further, upon acquisition, goodwill is allocated to cash-generating units ('CGU') that are expected to benefit from the combination. Goodwill is amortised over its expected useful life which is estimated to be five to fifteen years. Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the consolidated profit and loss account. No reversals of impairment are recognised.

## **2.10 Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

Goodwill	5 to 15 years
Software	2.5 to 7 years
Trademarks/Tradenames	1 to 5 years
Contractual relationships	up to 15 years

Amortisation is included in 'operating expenses' in the consolidated profit and loss account.

Costs associated with maintaining computer software are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- the expenditure attributable to the software during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

## **2.11 Tangible assets**

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs.

Where parts of an item of tangible assets have different useful lives, they are accounted for as separate items of tangible assets, for example land is treated separately from buildings.

Leases in which the Group assumes substantially all the risks and rewards of ownership and the leased asset are classified as finance leases. All other leases are classified as operating leases.

The Group assesses at each reporting date whether tangible assets are impaired.

Depreciation for other tangible assets is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible assets. Assets in the course of construction are stated at cost. These assets are not depreciated until they are available for use. The estimated useful lives of tangible assets are as follows:

- Computer equipment                      3 to 5 years
- Furniture and fixtures                    upto 7 years
- Leasehold improvements                shorter of 5 to 10 years or lease term

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the Group expects to consume an asset's future economic benefits.

## **2.12 Impairment of financial and non-financial assets**

### *Financial assets (including trade and other debtors)*

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

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

### *Non-financial assets*

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and compared to its carrying amount. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in profit or loss. If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets i.e. cash-generating unit.

#### **2.13 Investments in subsidiary undertakings - Company**

Investment in a subsidiary company is held at cost less accumulated impairment losses.

#### **2.14 Cash and cash equivalents**

Cash and cash equivalents include 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. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

#### **2.15 Provisions and contingencies**

##### *Provisions*

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, that can be reliably measured, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date. In particular:

- (a) restructuring provisions are recognised when the Group has a detailed, formal plan for the restructuring and has raised a valid expectation in those affected by either starting to implement the plan or announcing its main features to those affected and therefore has a legal or constructive obligation to carry out the restructuring; and
- (b) provision is not made for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

##### *Contingencies*

Contingent liabilities are not recognised, except those acquired in a business combination. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

#### **2.16 Financial instruments**

The Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### *Financial assets and liabilities*

Basic financial assets and liabilities, including trade and other receivables, trade and other payables, cash and bank balances and bank loans, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction.

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Bank loans are recognized at the principal amounts of loans, net of any unamortized discount and debt finance costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument. Financial assets and financial liabilities are classified as current assets or current liabilities if payment is to be received or is due within one year or less. If not, they are presented as non-current assets and non-current liabilities.

## **2.17 Classification of financial instruments**

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

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

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

## **2.18 Share capital**

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

## **2.19 Distributions to equity holders**

Dividends and other distributions to the Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the consolidated statement of changes in equity.

## **2.20 Related party transactions**

The Group discloses transactions with related parties which are not wholly owned within the same group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the Group's consolidated financial statements.

## **2.21 Exemptions for qualifying entities under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions. The Company has taken advantage of the following exemptions in its individual financial statements:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows;
- from the financial instrument disclosures, required under FRS 102 paragraphs, 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures

## **3 Critical accounting judgements and estimation uncertainty**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future, based on the directors' best estimates of expected outcomes. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### *Fair values on acquisition of businesses*

The fair value of tangible and intangible assets acquired on the acquisition of businesses involved the use of valuation techniques and the estimation of future cash flows to be generated over a number of years. The estimation of the fair values requires the combination of assumptions including revenue and profitability measure growth, increases and customer attrition rates, number of years over which the benefit of intangibles will be realised, etc. In addition, the use of discount rates requires judgement.

#### *Impairment testing*

Annually, the Group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the CGUs. This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

#### *Provisions*

Provision is made for asset retirement obligations, dilapidations and contingencies. These provisions require management's best estimate of the costs that will be incurred based on legislative and contractual requirements. In addition, the timing of the cash flows and the discount rates used to establish net present value of the obligations require management's judgement.

#### *Defined benefit pension scheme*

The Group has obligations to pay pension benefits to certain employees. The cost of these benefits and the present value of the obligation depend on a number of factors, including; life expectancy, asset valuations and the discount rate on corporate bonds. In selecting these assumptions, Management takes advice from an independent qualified actuary and estimates these factors in determining the net pension obligation in the balance sheet. The assumptions reflect historical experience and current trends.

#### *Allowance for doubtful accounts*

In its determination of the valuation of trade and receivables, including the allowance for doubtful accounts, management relies on current customer information, which include customer creditworthiness and past experiences, and its planned course of action as well as assumptions about business and economic conditions in the future period over which receivables are collectible. If future collections differ from estimates, future earnings would be affected.

#### *Deferred tax assets*

Deferred tax assets are recognised to the extent that their utilisation is probable. The utilisation of deferred tax assets will depend on whether it is possible to generate sufficient taxable income in the respective tax type and jurisdiction, taking into account any legal restrictions on the length of the loss-carryforward period. Various factors are used to assess the probability of the future utilisation of deferred tax assets, including past operating results, operational plans and future taxable profits, loss-carryforward periods, and tax planning strategies, each of which requires considerable management judgement.

#### *Recognition of Supplier Revenue*

In its determination of supplier revenue management uses estimates for certain services provided under contractual agreements where the fees earned are variable and are determined by meeting volume targets. When the Group is unable to reliably estimate, the fees earned, revenue is recognised when the cash is received.

#### **4 Revenue**

	2019 \$000	2018 \$000
By activity		
Travel customer and supplier revenue	<u>2,107,365</u>	<u>1,903,936</u>
By geographical market		
Americas	955,298	993,759
Asia Pacific	199,839	181,451
Europe	<u>952,228</u>	<u>728,726</u>
	<u>2,107,365</u>	<u>1,903,936</u>

The geographical determination of revenue is based on the jurisdiction of the legal entity contracting with the customer.

## 5 Operating profit

Operating profit is stated after charging (crediting):

	2019	2018
	\$000	\$000
Wages and salaries	1,041,114	963,340
Social security costs	99,979	95,570
Share-based payments	8,744	5,081
Other pension costs		
- Contribution to defined contribution plans	19,606	17,935
- Current service charge, prior service cost and plan curtailment for pension scheme	390	8,201
Total staff costs	1,169,833	1,090,127
Amount of staff costs capitalised	(11,530)	(13,438)
Staff costs charged to profit and loss account	1,158,303	1,076,689
Reorganisation expense	11,728	18,628
Provision for trade receivables	(286)	3,405
Depreciation and amortisation	216,227	253,005
Operating lease charges	41,791	37,210
Foreign exchange loss	3,561	39,785
Fees payable to the Company's auditor and its associates for the audit of the parent company and the Group's consolidated financial statements	3,384	3,812
Fees payable to the Company's auditor and its associates for other services:		
Audit of Group's subsidiaries	1,587	1,677
Audit-related assurance service	155	50
Corporate finance	857	382
Tax advisory	678	—
Tax compliance service	1,597	2,081
Total amount payable to the Group's auditors and associates	8,258	8,002

## 6 Employees and directors

### Employees

#### Group

The average monthly number of persons (including executive directors) employed by the Group during the year, analysed by category, was as follows:

	2019	2018
	Number	Number
Operations	17,103	12,858
Administration	1,261	909
Information technology	875	349
Management	113	98
	<u>19,352</u>	<u>14,214</u>

#### Company

The Company had no employees during 2019 or 2018.

### Directors

The directors' emoluments were as follows:



	2019 \$000	2018 \$000
Directors' and chairperson's remuneration	5,420	2,500
Amounts receivable under share-based payment plans	427	22
Company contribution to pension plan	13	—

During the year ended 31 December 2019, no directors were granted share-based payment awards (2018: 1 director).

During the year ended 31 December 2019, the aggregate of remuneration and amounts receivable under share-based payment plans of the highest paid director was \$2 million and company pension contributions of \$0.01 million were made to pension scheme on a director's behalf.

For the year ended 31 December 2019, retirement benefits are accruing to 1 director (2018 – nil) under pension contribution scheme.

#### *Key management compensation*

Key management includes the directors and members of senior management. The compensation paid or payable to key management for employee services is shown below:

	2019 \$000	2018 \$000
Salaries / remuneration and other short-term benefits	50,688	40,235
Post-employment benefits	322	364
Long-term incentive plans and share-based payments	10,881	5,782
	<u>61,891</u>	<u>46,381</u>

#### **7 Share-based payments**

The Company's parent, GBT, operates a share-based incentive plan under which approximately 3 million shares have been reserved under the GBT's Management Incentive Plan (MIP) that would be issued upon exercise of option awards (MIP Shares or MIP Awards). Upon exercise of the option award, these MIP Shares (i) are nonvoting; (ii) will entitle the holder thereof to proportionally share the Group's profits, both before and after the issuance of such MIP shares, in accordance with separate allocation and distribution provisions set forth in the ultimate shareholders agreement; and (iii) will entitle the holder thereof to receive dividends decided upon MIP Shares from time to time in accordance with allocation and distribution provisions set forth in the ultimate shareholders' agreement. Neither the options nor the MIP Shares will trade or be listed on any stock exchange. As a general matter, neither the options nor the MIP Shares will be entitled to share in any profits or capital of the Group until certain distribution thresholds have been satisfied.

The Group has taken exemption under FRS 102 related to transition provision of share-based payment, and awards granted prior to the date of transition have continued to be considered and accounted for as equity-classified. Awards granted post-date of transition have been considered as cash-settled.

Equity-settled arrangements are measured at fair value (excluding the effect on nonmarket based vesting conditions) at the date of the grant. The fair value is expensed on a straight-line basis over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number of shares or options that will vest. Cash-settled share options are measured at fair value at the balance sheet date. The Group recognises a liability at the balance sheet date based on these fair values, taking into account the estimated number of options that will actually vest and the current proportion of the vesting period. Changes in the value of this liability are recognised in the consolidated profit and loss account.

During each of the years ended December 31, 2019 and 2018, the Board of Directors authorized 0.3 million options granted to employees, with vesting in equal 20% instalments on each of the first five anniversaries of the grant date.

The options have a contractual life of ten years from the grant date. There are no performance conditions associated with the vesting of the options.

The exercise price of any option granted under the Plan shall be 100% of the fair market value of the common stock subject to the award, determined as of the date of grant, or such higher amount as the Committee may determine in connection with the grant. The weighted average exercise price of the options granted during the years ended December 31, 2019 and 2018 was determined to be \$83.07 and \$69.52, respectively. A market and income approach were used to determine the enterprise fair value of the Company. The Black Scholes model was used to determine the weighted average fair value of the options at December 31, 2019 and 2018 was \$21.67 and \$18.16, respectively.

For the years ended December 31, 2019 and 2018 the Company recorded compensation expense of \$9 million and \$5 million, respectively, for the vesting of the options.

The key assumptions used in the valuation of the option as of December 31, 2019 and 2018 are presented in the table below:

	2019	2018
Annual risk-free rate	1.75%	2.47%
Discount for lack of marketability	25%	25%
Equity volatility	25%	20%
Expected average life of options	2 years	2.5 years

## **8 Associated Undertakings**

### Group

The share of profit from associated undertakings for the years ended 31 December 2019 and 2018 are \$5 million and \$6 million, respectively. The Group also received dividends of \$9 million and \$3 million for the years ended 31 December 2019 and 2018, respectively.

The Group's investments in companies that are accounted for on the equity method of accounting consist of the following: (1) 49% interest in each of three entities which together form China International Travel Service Limited. These three entities are CITS American Express Southern China Air Services Limited, CITS American Express Travel Services Limited and CITS American Express Air Services Limited; and, (2) 35% interest in Uvet American Express Corporation Travel S.p.A. (3) 51% in HRG Jin Jiang Travel (China); (4) 49% in Liga Travel GmbH, Germany; (5) 50% in OFB Reisen GmbH, Austria. The investments in all these companies amounted to \$30 million and \$34 million as of December 31, 2019 and 2018, respectively.

### Company

The Company had no associates at 31 December 2019 (2018: none).

## **9 Interest receivable and similar income**

	2019 \$000	2018 \$000
Interest received/receivable on cash at bank and bank deposits	4,553	3,605
	<u>4,553</u>	<u>3,605</u>

## **10 Interest payable and similar charges**

	2019 \$000	2018 \$000
Interest paid/payable on term loans	12,300	4,890
Amortisation of debt finance cost and debt discount	1,676	737
Net interest expense on post-employment benefits	7,380	2,970
Other finance costs	3,161	1,362
	<u>24,517</u>	<u>9,959</u>

## 11 Income Tax

Income tax included in profit and loss:

	2019	2018
	\$000	\$000
Current tax		
UK corporation tax on profits for the year	21,566	412
Foreign corporation tax on profits for the year	34,673	48,148
Adjustments in respect of prior years	(16,607)	5,505
<b>Total current tax</b>	<b>39,632</b>	<b>54,065</b>
Deferred tax		
Origination and reversal of timing differences	(13,964)	(5,075)
Adjustments in respect of prior years	19,208	2,011
<b>Total deferred taxes</b>	<b>5,244</b>	<b>(3,064)</b>
<b>Tax charge on profit</b>	<b>44,876</b>	<b>51,001</b>

Deferred tax benefit included in other comprehensive loss:

	2019	2018
	\$000	\$000
Deferred tax		
Origination and reversal of timing differences	(10,668)	(5,320)
Acquisition during the year	1,959	(7,887)
Exchange movement on consolidation	3,874	(6,405)
<b>Total deferred tax benefit included in other comprehensive loss</b>	<b>(4,835)</b>	<b>(19,612)</b>

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19% (2018: 25%). The differences are explained below:

Factors affecting the tax charge of the year

	2019	2018
	\$000	\$000
Profit (loss) before taxation	106,720	(72,454)
<b>Profit before taxation multiplied by standard rate in the UK</b>	<b>20,277</b>	<b>(18,114)</b>
19% (2018: 25% <sup>(1)</sup> )		
Effects of:		
Impact of permanent differences	29,146	33,482
Change in recognition of carry-forward losses	(18,119)	20,479
Impact of overseas tax rate	9,372	6,320
Adjustments in respect of prior years	2,601	7,516
Other	1,599	1,318
<b>Tax charge for the year</b>	<b>44,876</b>	<b>51,001</b>

- (1) Tax rate of 25% has been used as the predecessor company of the Group, GBT III BV, was tax resident in Netherlands.

### UK Tax Rates

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

In November 2019, the UK government announced intention to cancel the future reduction in corporation tax rate from 19% to 17%. This announcement does not constitute substantive enactment and therefore deferred taxes at the

balance sheet date continues to be measured at the enacted tax rate of 17%. In July 2020, it was substantially enacted that the corporation tax rate will remain at 19%.

Deferred tax assets and liabilities are attributed to the following:

	Assets		Liabilities	
	2019	2018	2019	2018
	\$000	\$000	\$000	\$000
Pension liability	57,145	54,824	—	—
Net operating loss carry forwards	14,503	24,170	—	—
Accrued employee benefits	2,941	2,535	—	—
Other accrued expenses and reserves	4,393	10,028	—	—
Tangible assets	—	—	(9,175)	(5,363)
Intangible assets	—	—	(54,934)	(66,590)
Goodwill	1,340	541	(1,947)	—
Allowance for doubtful debts	527	411	—	—
Unrealized foreign exchange results	—	—	(223)	(5,314)
Other	6,272	—	(9,432)	(3,423)
<b>Total</b>	<b>87,121</b>	<b>92,509</b>	<b>(75,711)</b>	<b>(80,690)</b>

The Group has unrecognised losses carried forward related to global operations of approximately \$507 million, of which \$354 million have an indefinite life. The remaining unrecognised losses will expire between 2022 and 2033. The Group also holds gross unrecognised capital losses of \$18m (2018: \$18m) and an unrecognised credit in relation to UK Advanced Corporation Tax of approximately \$1m (2018: \$1m) which are not expected to be utilised in the foreseeable future.

As of December 31, 2019, and 2018, the Group recognised a tax liability of \$11 million and \$8 million respectively, associated with uncertain tax positions arising from differences between amounts recorded in the consolidated financial statements and amounts expected to be included in tax returns. The Group does not believe that the outcome of any other future examination will have a material impact on its consolidated financial statements.

Deferred income tax liabilities of \$6m (2018: \$1m) have not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries. Such amounts are deemed to be permanently reinvested.

## 12 Intangible assets

Group	Goodwill \$000	Trademarks/ Tradenames \$000	Contractual relationships \$000	Software \$000	Total \$000
<b>Cost</b>					
Balance at 31 December 2018	1,286,005	60,776	284,234	242,143	1,873,158
Additions	—	—	—	31,932	31,932
Acquisitions/Adjustments to previous acquisitions	28,978	—	11,130	—	40,108
Disposals	—	—	—	(9,826)	(9,826)
Foreign exchange translation adjustment	(780)	—	—	2,381	1,601
<b>Balance at 31 December 2019</b>	<b>1,314,203</b>	<b>60,776</b>	<b>295,364</b>	<b>266,630</b>	<b>1,936,973</b>
<b>Accumulated depreciation and impairment</b>					
Balance at 31 December 2018	(702,490)	(46,635)	(67,032)	(72,949)	(889,106)
Amortisation charge for the year	(118,535)	(9,321)	(15,538)	(48,251)	(191,645)
Disposals	—	—	—	9,826	9,826
Foreign exchange translation adjustment	—	—	—	(526)	(526)
<b>Balance at 31 December 2019</b>	<b>(821,025)</b>	<b>(55,956)</b>	<b>(82,570)</b>	<b>(111,900)</b>	<b>(1,071,451)</b>
<b>Net book value</b>					
<b>31 December 2019</b>	<b>493,178</b>	<b>4,820</b>	<b>212,794</b>	<b>154,730</b>	<b>865,522</b>
<b>31 December 2018</b>	<b>583,515</b>	<b>14,141</b>	<b>217,202</b>	<b>169,194</b>	<b>984,052</b>

There were no goodwill impairment losses recorded for the years ended December 31, 2019 and 2018 and there are no accumulated goodwill impairment losses as of December 31, 2019 and 2018. Goodwill arising on the acquisitions are being amortised evenly over the directors' estimate of its useful life of 5-15 years. Software is amortized over a period of 2.5 to 7 years.

The amortisation, impairment charge and impairment reversals are recognised in the "operating expense" line item in the consolidated profit and loss account.

FRS 102 grants certain exemptions from the full requirements of FRS 102 in the transition period. The Group elected not to restate business combinations that took place prior to the date of transition. In respect of acquisitions prior to 1 January 2018, goodwill is included on the basis of its deemed cost, which represents the amount recorded under earlier accounting standards and is continued to be amortised over the same period of estimate useful lives as determined under the earlier accounting standards. Acquisitions post 1 January 2018 are accounted for under FRS 102. Goodwill is amortised over the period of time over which the synergies of business combination are expected to arise. Where the directors are unable to estimate this, goodwill is amortised over 10 years.

Tradenames are amortised over 1 to 5 years depending upon the period over which the directors estimate the acquired tradenames will be utilised by the Group. Contractual relationships are amortised over the contractual period of time or over longer period where historically contracts have been renewed. The estimated useful lives of contractual relationships have been determined to be up to 15 years.

### Company

The Company had no intangible assets at 31 December 2019 (2018: \$nil).

13 Tangible assets

Group	Computer equipment \$000	Leasehold improvements \$000	Furniture and fixtures \$000	Capitalized projects in development \$000	Other capitalized assets \$000	Total \$000
<b>Cost</b>						
Balance at 31 December 2018	73,899	46,928	14,103	6,537	5,908	147,375
Transfers	6,537	—	—	(6,537)	—	—
Additions (including for acquisitions)	12,997	2,162	7,815	6,376	1,479	30,829
Disposals	(1,042)	(2,360)	(2,409)	—	—	(5,811)
Foreign exchange translation adjustment	(1,290)	2,042	(2,990)	—	261	(1,977)
<b>Balance at 31 December 2019</b>	<b>91,101</b>	<b>48,772</b>	<b>16,519</b>	<b>6,376</b>	<b>7,648</b>	<b>170,416</b>
<b>Accumulated depreciation and impairment</b>						
Balance at 31 December 2018	(46,787)	(22,605)	(5,187)	—	(3,413)	(77,992)
Depreciation charge for the year	(15,844)	(5,866)	(2,787)	—	(85)	(24,582)
Disposals	1,042	2,360	2,409	—	—	5,811
Foreign exchange translation adjustment	1,304	(597)	(1,134)	—	(457)	(884)
<b>Balance at 31 December 2019</b>	<b>(60,285)</b>	<b>(26,708)</b>	<b>(6,699)</b>	<b>—</b>	<b>(3,955)</b>	<b>(97,647)</b>
<b>Net book value</b>						
<b>31 December 2019</b>	<b>30,816</b>	<b>22,064</b>	<b>9,820</b>	<b>6,376</b>	<b>3,693</b>	<b>72,769</b>
<b>31 December 2018</b>	<b>27,112</b>	<b>24,323</b>	<b>8,916</b>	<b>6,537</b>	<b>2,495</b>	<b>69,383</b>

There were no impairment losses on tangible assets recorded for the years ended December 31, 2019 and 2018 and there are no accumulated impairment losses on tangible assets as of December 31, 2019 and 2018.

The amortisation, impairment charge and impairment reversals are recognised in the "operating expense" line item in the profit and loss account:

Company

The Company had no tangible assets at 31 December 2019 (2018: \$nil).

#### 14 Subsidiaries undertakings

Pursuant to the re-organisation discussed in note 1, the Company acquired shares in GBT Travel Services UK limited in 2019. The cost and net book value of this investment in the books of the Company is \$1,754 million.

The list of subsidiaries and associate undertakings of the GBT group are as follows:

Name	Country of Incorporation	Nature of Business	Interest (%)
Advanced Reservation Centre S.r.l.	Italy	Travel Related Services	100
ATLAS REISEN GmbH	Germany	Travel Related Services	100
ATLAS/RVS Reisebüro Verwaltungs Service GmbH	Germany	Corporate Managing Office	100
B Sadler (Meetings and Events) Limited	Ireland	Meeting & Events	100
Banks and Sadler Inc.	United States - Delaware	Meeting & Events	100
Banks Sadler GmbH	Germany	Meeting & Events	100
Banks Sadler Group Limited	United Kingdom	Meeting & Events	100
Banks Sadler Limited	United Kingdom	Meeting & Events	100
Banks Sadler SARL	France	Meeting & Events	100
Bavaria-Lloyd Reisebüro GmbH	Germany	Travel Related Services	49
BTI Executive Travel Centre Inc.	Canada - Ontario	Travel Related Services	100
Business Travel International B.V.	Netherlands	Travel Related Services	50
Church Street (Belgium) CVBA	Belgium	Holding Company	100
CITS GBT Air Services Limited	China	Travel Related Services	49
CITS GBT Southern China Air Services Limited	China	Travel Related Services	49
CITS GBT Travel Services Limited	China	Travel Services Limited	49
Compagnie Dens Ocean NV	Belgium	Travel Related Services	100
Congress Lab S.r.l.	Italy	Meeting & Events	100
DER Business Travel GmbH	Germany	Travel Related Services	100
DFB-Reisebüro GmbH	Germany	Travel Related Services	51
Eurocentre (Travel) Limited	United Kingdom	Holding Company	100
eWings.com GmbH	Germany	Travel Related Services	100
Executive Travel Associates LLC	United States - New York	Travel Related Services	100
Farnborough Finance (2007) Limited	United Kingdom	Inter-company loan activity	100
Farnborough Limited	United Kingdom	Holding Company	100
FC Bayem Tours GmbH	Germany	Travel Related Services	50
GB Travel Canada Company	Canada	Travel Related Services	100
GBT (Thailand) Co. Ltd.	Thailand	Travel Related Services	100
GBT 2 (Thailand) Co. Ltd.	Thailand	Holding Company	100
GBT Australia Pty Ltd	Australia - Victoria	Travel Related Services	100
GBT CR, s.r.o.	Czech Republic	Travel Related Services	100
GBT CR, s.r.o. - Branch - Slovakia	Slovakia	Travel Related Services	N/A
GBT Deutschland GmbH	Germany	Other Holding Company	100
GBT Euro Travel Holdings B.V.	Netherlands	Holding Company	100
GBT Finland Limited	Finland	Meeting & Events	100
GBT Global Business Travel S.A.	Greece	Travel Related Services	100
GBT Group Services B.V.	Netherlands	Holding Company	100
GBT II Argentina S.R.L.	Argentina	Travel Related Services	100
GBT II B.V.	Netherlands	Holding Company	100
GBT III B.V.	Netherlands	Travel Related Services	100
GBT III B.V. - Branch - Geneva	Switzerland	Travel Related Services	N/A
GBT III B.V. - Branch - Germany	Germany	Travel Related Services	N/A
GBT III B.V. - Branch - Ireland	Ireland	Travel Related Services	N/A
GBT III B.V. - Branch - Zurich	Switzerland	Travel Related Services	N/A
GBT India Private Limited	India	Travel Related Services	100
GBT Servicios Profesionales, S. de R.L. de C.V.	Mexico	Support services to affiliates	100
GBT Sweden AB	Sweden	Travel Related Services	100
GBT Travel Services Colombia S.A.S.	Colombia	Travel Related Services	100
GBT Travel Services Mexico S. de R.L. de C.V.	Mexico	Travel Related Services	100
GBT Travel Services UK Limited	United Kingdom	Travel Related Services	100
GBT US III LLC	United States - Delaware	Holding Company	100
GBT US LLC	United States - Delaware	Travel Related Services	100
Global Business Travel (Singapore) Pte. Ltd.	Singapore	Travel Related Services	100
Global Business Travel ApS	Denmark	Travel Related Services	100
Global Business Travel AS	Norway	Travel Related Services	100
Global Business Travel BVBA	Belgium	Travel Related Services	100
Global Business Travel France	France	Travel Related Services	100
Global Business Travel Holding (Japan) Ltd	Japan	Holding Company	100
Global Business Travel Holdings (Hong Kong) Limited	Hong Kong	Holding Company	100
Global Business Travel Holdings Limited	United Kingdom	Holding Company	100
Global Business Travel Hong Kong Limited	Hong Kong	Travel Related Services	100

Following wholly-owned entities were dissolved during the year ended 31 December 2019:

- Worldmark Travel Ltd
- Powerwaves Ltd
- Business Travel International Ltd
- ABZ Finance Ltd
- Hogg Robinson Corporate Holdings Limited

The Company has guaranteed the liabilities of the following subsidiaries in order that they qualify for the exemption from audit under Section 479A of the Companies Act 2006 in respect of the year ended 31 December 2019:

- Banks Sadler Group Limited
- Banks Sadler Limited
- Eurocentre (Travel) Limited
- Farnborough Finance (2007) Limited
- Farnborough Limited
- Global Business Travel Holdings Limited
- H T General Agency Limited
- Hogg Robinson (1987) Pension Scheme Trustee Limited
- Hogg Robinson (Transport and Financial Services) Dormants Limited
- Hogg Robinson Group Limited
- Hogg Robinson Limited
- Hogg Robinson Money Matters Limited
- HRG Debtco Limited
- Medical Projects International Limited
- Rennie Hogg Ships Agents Limited
- Wilson Albany Limited

The following entities are dormant subsidiary companies that are exempt from audit under s408 of the Companies Act 2006 relating to (i) the preparation of their individual accounts and / or (ii) filing a copy of their individual accounts, in respect of their year ended 31 December 2019.

- BTI Executive Travel Centre Inc.
- Business Travel International B.V.
- Farnborough Finance (2007) Limited
- GBT III B.V. - Branch - Germany
- Hogg Robinson Group Espana, S.A.U.
- Medical Projects International Limited
- OFB Reisen GmbH
- Viking Reisebyra AS

## 15 Debtors

	2019 \$000	2018 \$000
Trade receivables	677,531	632,089
Deferred tax assets	87,121	92,509
Amounts owed by related parties (note 26)	15,833	16,312
Prepayments, accrued income and other current assets	166,653	132,883
	<u>947,138</u>	<u>873,793</u>



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Name	Country of Incorporation	Nature of Business	Interest (%)
Global Business Travel Hungary Ltd.	Hungary	Travel Related Services	100
Global Business Travel Poland S.A.	Poland	Travel Related Services	100
Global Business Travel Spain, S.L.U.	Spain	Travel Related Services	100
Global Business Travel Switzerland Ltd.	Switzerland	Travel Related Services	100
H T General Agency Limited	United Kingdom	Holding Company	100
Hanseat Reisebüro GmbH	Germany	Travel Related Services	100
Hogg Robinson (1987) Pension Scheme Trustee Limited	United Kingdom	Trust, fiduciary and custody activities	100
Hogg Robinson (Transport and Financial Services) Dormants Limited	United Kingdom	Holding Company	100
Hogg Robinson (Travel) Limited	United Kingdom	Travel Related Services	100
Hogg Robinson Australia Holdings Pty Limited	Australia	Holding Company	100
Hogg Robinson Australia Pty Ltd	Australia - Victoria	Travel Related Services	100
Hogg Robinson Business Travel Hungary Limited Liability Company	Hungary	Travel Related Services	100
Hogg Robinson Canada Inc.	Canada - Ontario	Travel Related Services	100
Hogg Robinson Germany GmbH & Co.KG	Germany	Travel Related Services	100
Hogg Robinson Group Espana, S.A.U.	Spain	Travel Related Services	100
Hogg Robinson Group Limited	United Kingdom	Holding Company	100
Hogg Robinson Holdings B.V.	Netherlands	Holding Company	100
Hogg Robinson Holdings Canada Inc.	Canada - Ontario	Holding Company	100
Hogg Robinson Hong Kong Limited	Hong Kong	Travel Related Services	100
Hogg Robinson Italia S.r.L.	Italy	Travel Related Services	100
Hogg Robinson Limited	United Kingdom	Travel Related Services	100
Hogg Robinson Money Matters Limited	United Kingdom	Inter-company loan activity	100
Hogg Robinson Nordic AB	Sweden	Travel Related Services	100
Hogg Robinson Nordic AB - Branch - Denmark	Denmark	Travel Related Services	N/A
Hogg Robinson Nordic AS	Norway	Travel Related Services	100
Hogg Robinson Nordic Holdings AS	Norway	Holding Company	100
Hogg Robinson Nordic Oy	Finland	Travel Related Services	100
Hogg Robinson Nordic Services AB	Sweden	Holding Company	100
Hogg Robinson Polska Sp. z o.o	Poland	Travel Related Services	100
Hogg Robinson Singapore Pte. Ltd.	Singapore	Travel Related Services	100
Hogg Robinson Switzerland Ltd.	Switzerland	Travel Related Services	100
Hogg Robinson USA Holdings Inc.	United States - Delaware	Holding Company	100
Hogg Robinson USA LLC	United States - New York	Travel Related Services	100
Hogg Robinson s.r.o	Czech Republic	Travel Related Services	100
Hogg Robinson s.r.o - Branch - Slovakia	Slovakia	Travel Related Services	N/A
HRG Belgium NV	Belgium	Travel Related Services	100
HRG Debtco Limited	United Kingdom	Holding Company	100
HRG Jin Jiang Travel (China) Co., Ltd.	China	Travel related services	51
HRG Jin Jiang Travel (China) Co., Ltd. - Branch - Beijing	China	Travel Related Services	N/A
HRG Mobility Services GmbH	Germany	Travel Related Services	100
Kabushiki Kaisha Nihon Ryoko Global Business Travel	Japan	Travel Related Services	55
KDS Deutschland GmbH	Germany	Travel Related Services	100
KDS International USA Inc.	United States - Delaware	Travel Related Services	100
KDS UK Limited	United Kingdom	Travel Related Services	100
Klee Data System SAS	France	Travel Related Services	100
Liga Travel GmbH	Germany	Travel Related Services	49
OFB Reisen GmbH	Austria	Travel Related Services	50
Medical Projects International Limited	United Kingdom	Meeting & Events	100
Rennie Hogg Ships Agents Limited	United Kingdom	Holding Company	100
Sepals Limited	Gibraltar	Holding Company	100
Taiwan Global Business Travel Agency Taiwan Limited	Taiwan	Travel Related Services	100
Uvet Global Business Travel S.p.A	Italy	Travel Related Services	35
Viking Reisebyrå AS	Norway	Travel Related Services	100
Wilson Albany Limited	United Kingdom	Holding Company	100

All the above subsidiaries are included in the consolidation. Certain wholly-owned subsidiaries merged or were acquired by other wholly-owned subsidiaries during the year as part of rationalisation of the group structure. The Company's investment in GBT Travel Services UK Limited is direct ownership, all other investments are indirect ownership.

Hogg Robinson Austria GmbH, Hogg Robinson Russia LLC and BTI Russia LLC and eWings.com GmbH were 100% owned subsidiaries and were disposed of/closed down during 2019 resulting in a loss of \$3 million.

Amounts owed by related parties are of a general commercial trading nature and are unsecured, interest free and repayable on demand.

See note 11 for details of deferred tax assets.

**16 Creditors: amounts due within one year**

	2019 \$000	2018 \$000
Trade payables	278,277	244,734
Amounts owed to related parties (note 26)	26,516	31,642
Corporate income tax payable	9,081	43,891
Taxation and social security	7,348	6,577
Accrued operating costs	167,891	145,900
Accrued payroll and related costs	110,862	133,142
Value-added-tax and other taxes	47,296	12,186
Client deposits	53,929	62,779
Deferred revenue	23,055	21,913
Accrued restructuring costs	10,442	8,026
Current portion of long-term debt	2,500	2,500
Other creditors	878	1,817
	<u>738,075</u>	<u>715,107</u>

Amounts owed to related parties are of a general commercial trading nature and are also unsecured, interest free and repayable on demand.

**17 Creditors: amounts due after one year**

	2019 \$000	2018 \$000
Amounts falling due between one and five years:		
Term loans (note 18)	234,716	4,120
Other creditors	<u>6,378</u>	<u>5,383</u>
	241,094	9,503
Amounts falling due after more than five years:		
Term loans (note 18)	—	231,640
Total creditors falling due after one year	<u>241,094</u>	<u>241,143</u>

**18 Loans**

*Group*

The Groups loan consists of:

	2019 \$000	2018 \$000
Principal amount of term loans	246,875	249,375
Less: unamortised debt finance costs and debt discount	<u>(9,659)</u>	<u>(11,115)</u>
Total long-term debt	237,216	238,260
Less: long-term debt due within one year	<u>(2,500)</u>	<u>(2,500)</u>
Long-term debt due after one year	<u>234,716</u>	<u>235,760</u>

During the year 2018, GBT Group Services B.V., a wholly-owned subsidiary of the Company, (the "Borrower") entered into a senior secured credit agreement that comprised of (a) first lien term loans in an aggregate principal amount of \$250 million maturing in August 2025, issued at 0.25% discount and which required quarterly instalments payable of 0.25% of the principal amount that commenced from December 2018, and (b) a revolving credit facility of \$50 million maturing in August 2023.

During the year ended 31 December 2019 and 2018, the Group repaid \$2.5 million and \$0.6 million respectively of its quarterly instalments of term loans as required under the credit agreement.

The interest rate per annum applicable to (a) the term loans is based on, at the election of the Group, LIBOR plus 2.50% or base rate (as defined in the secured credit agreement) plus 1.50% and (b) the borrowings under revolving credit facility, at the election of the Group, LIBOR plus 2.25% or base rate plus 1.25%. The Group expects to pay interest based on LIBOR. The effective interest rate on the term loans for the year ended 31 December 2019 was 5.7%

The revolving credit facility of \$50 million, contains a letter of credit sub-limit up to a maximum of \$10 million. At 31 December 2019, and 2018, no borrowings were outstanding under the revolving credit facility and no letters of credit were issued.

#### *Amortisation of Debt Issuance Costs and Debt Discount*

The Group had unamortized debt financing costs and debt discount of \$10 million and \$11 million as of 31 December 2019 and 2018, respectively, in relation to its term loans, which are presented as a deduction from the principal amount of term loans. The debt issuance costs and debt discount are amortized over the term of the related debt into earnings as part of the interest payable and similar expenses into the consolidated profit and loss. The movement in total unamortised debt issuance costs and debt discount is summarized below:

	2019 \$000	2018 \$000
Balance at 1 January	11,115	—
Capitalisation of debt finance costs and discount	220	11,852
Amortisation	(1,676)	(737)
Balance at 31 December	9,659	11,115

During the years ended 31 December 2019 and 2018, the Company amortized \$2 million and \$1 million, respectively, of debt issuance costs and debt discount.

#### *Debt Covenants and Guarantees*

The Group's secured credit agreement contains a number of covenants that, among other things restrict, subject to certain exceptions, the ability of the Group to incur additional indebtedness of issued preferred stock; create liens on assets; enter into sale and leaseback transactions; engage in mergers or consolidations; sell assets; pay dividends and distributions or repurchase capital stock; make investments, loans or advances; repay subordinated indebtedness; make certain acquisitions; engage in certain transactions with affiliates; change the Group's lines of business; and change the status of the Group as a passive holding company. All obligations under the credit agreement are unconditionally guaranteed by certain of the Company's wholly-owned subsidiaries.

In addition, under the secured credit agreement, the Group is required to operate within the maximum consolidated first lien net leverage ratio. The secured credit agreement also contains certain customary affirmative covenants and events of default. At 31 December 2019, the Group was in compliance with all restrictive and financial covenants related to its long-term debt.

#### *Analysis of Net Cash (Debt)*

The following table sets out the movements in net cash (debt) for the year ended 31 December 2019:

	At 1 January 2019 \$000	Cash flows \$000	Non-cash changes \$000	Foreign exchange movements \$000	At 31 December 2019 \$000
Cash and cash equivalents	421,461	74,425	—	(238)	495,648
Term loans	(238,260)	2,720	(1,676)	—	(237,216)
Net Cash (Debt)	183,201	77,145	(1,676)	(238)	258,432

In September 2020, the Group has entered into an amendment to its existing credit agreement to provide for incremental Tranche B term loans in an aggregate principal amount of \$400 million. See note 29, Subsequent Events.

## 19 Employee benefits

### Group

#### *Defined contribution plans*

The Group operates a number of defined contribution pension plans. The total expense relating to these plans in the current year was \$20 million (2018: \$18 million).

#### *Termination benefits*

The Group has a \$10 million (2018: \$8 million) restructuring liability in respect of severance payments as at reporting date.

#### *Defined benefit plans*

The Group sponsors both contributory and non-contributory defined pension plans in U.K and non-U.K. subsidiaries. Under the plans, benefits are based on employees' years' of credited service and a percentage of final average compensation, or as otherwise described by the plan. The plans are administered by independent trustees, who are responsible for ensuring that the plans are sufficiently funded to meet current and future obligations. The Group's policy is to contribute amounts sufficient to meet minimum funding requirements as set forth in employee benefit plan and tax laws, plus such additional amounts as the Group determines to be appropriate. The Group also maintains other post-retirement health and welfare benefits for eligible employees of certain subsidiaries.

The most significant defined pension plan relates to U.K. The UK plan is registered and subject to the statutory scheme-specific funding requirements outlined in UK legislation, including the payment of levies to the Pension Protection Fund as set out in the Pension Act 2004. The UK Scheme is established under trust and the responsibility for its governance lies jointly with the trustees and the Group. The UK plan was closed to new members in March 2003, with benefits based on final pensionable salary. The Group also operates defined benefit plans in Switzerland, Germany, Italy, France, Mexico and Taiwan.

The following amounts have been included in the consolidated profit and loss account in respect of the schemes:

	2019 \$000	2018 \$000
Current service charge	6,207	4,988
Prior service benefit (cost)	(3,736)	3,213
Plan curtailment and settlement	(2,081)	—
Charge to operating profit	390	8,201
Interest cost on pension scheme liabilities	19,235	9,231
Interest return on pension scheme assets	(11,855)	(6,261)
Charge to interest payable and similar expenses	7,380	2,970
Amount recognised in the profit and loss account	7,770	11,171

At 31 December 2019, comprehensive actuarial valuations of the group pension schemes, using the projected unit credit method was carried out by independent actuaries. The key assumptions, on a weighted average basis, used for the schemes were:

	2019	2018
Expected rate of increase in final pensionable salary	2.63%	2.75%
Expected pension increase rate	2.80%	2.90%
Discount rate	1.80%	2.50%

The mortality assumptions for the UK scheme are based on SAPS S2 / CMI(2018) tables (2018: SAPS S2 / CMI(2017) tables) with a 1.25% long-term future improvement rate, core smoothing parameter of 7.0 and no addition to initial rates of improvement. The mortality assumptions used, with life expectancy at the age of 65 were as follows:

	2019	2018
<b>Current pensioners</b>		
Male	20.8	21.3
Female	23.0	23.5
<b>Future retirements</b>		
Male	22.1	22.7
Female	24.5	25.0

The provision included in the consolidated balance sheet arising from obligations in respect of the pension schemes is as follows:

	2019 \$000	2018 \$000
Present value of defined benefit obligations	(890,777)	(762,338)
Fair value of scheme assets	549,461	473,252
	<u>(341,316)</u>	<u>(289,086)</u>

The reconciliation of defined benefit obligations and schemes assets for the year ended December 31, 2019 is as follows:

	Defined benefit obligation \$000	Scheme assets \$000	Net liability \$000
At beginning of year	(762,338)	473,252	(289,086)
Benefits paid	21,313	(21,313)	—
Employer contribution	—	36,345	36,345
Employee contribution	(1,034)	1,034	—
Current service cost	(6,207)	—	(6,207)
Interest income (expense)	(19,235)	11,855	(7,380)
Remeasurement gains (losses) Actuarial			
(losses) / gains			
- Actuarial loss	(88,879)	—	(88,879)
- Return on plan assets excluding income	—	34,638	34,638
Acquisition of business	(12,277)	—	(12,277)
Expenses paid from assets	1,812	(1,812)	—
Foreign exchange translation adjustment	(23,932)	15,462	(8,470)
At end of year	<u>(890,777)</u>	<u>549,461</u>	<u>(341,316)</u>

The assets held in the schemes were as follows:

	2019 \$000	2018 \$000
Equity instruments	19,129	135,312
Debt instruments	98,421	49,926
Other	249,598	65,068
Investments measured at net book value	182,313	222,946
Total assets held	<u>549,461</u>	<u>473,252</u>

The weighted average duration of the defined benefit obligation is 18 years.

The Group expects \$23 million in ongoing contributions to be paid to its defined benefit schemes in 2020.

#### Company

The Company had no post-employment benefits at 31 December 2019 (2018: \$ nil).

## 20 Provision for other liabilities

### Group

The Group had following provisions during the year

	Asset retirement obligation \$000	Deferred tax \$000	Others \$000	Total \$000
At 1 January 2019	8,168	80,690	1,582	90,440
Additions dealt with in profit and loss account/unwind of discount	118	(8,521)	3,273	(5,130)
Additions dealt with in other comprehensive income	—	900	—	900
Additions due to acquisition of a subsidiary undertaking	—	3,424	—	3,424
Amounts utilised	(814)	—	—	(814)
Foreign exchange translation adjustment	—	(782)	—	(782)
At 31 December 2019	7,472	75,711	4,855	88,038

### Asset retirement obligation

As part of its property leasing arrangements, the Group has an obligation to return some properties to their original conditions. Where the Group has conducted significant leasehold improvements, such as installing mezzanine floors or partition walls, it has an obligation to remove these improvements. The present value of the expected cost is capitalised as a part of the leasehold improvement asset. The provision is expected to be utilised at the end of the respective leases.

### Deferred tax liabilities

See note 11 for details of deferred tax liabilities.

## 21 Financial Instruments

### Group

The Group does not have any financial assets or financial liabilities that are measured at fair value through profit or loss. The following table presents the Group's financial instruments measured at amortized cost:

	2019 \$000	2018 \$000
<b>Financial assets</b>		
Trade receivables	677,531	632,089
Amounts owed by related parties	15,833	16,312
Investments in associate undertakings	29,617	33,918
Other assets	152,372	103,227
Total financial assets	875,353	785,546
<b>Financial liabilities</b>		
Term loans	237,216	238,260
Trade payables	278,277	244,734
Amounts owed to affiliates	26,516	31,642
Other creditors	407,727	414,317
Other payables	6,378	5,383
Total financial liabilities	956,114	934,336

### Company

The Company does not have any financial assets or financial liabilities.

## 22 Share capital and other reserves

	2019 \$000	2018 \$000
<i>Allocated, called up and fully paid</i>		
1 ordinary shares of \$1 each	—	—

As mention in note 1, on 9 December 2019, the GBT group initiated a corporate company reorganisation, pursuant to which GBT contributed its investments in GBT III B.V. to the Company against the Company issuing 1,754 million shares of \$1 each. Following this, the company also carried out a capital reduction, reducing its entire share capital and crediting retained earnings.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. Distribution of dividends and the repayment of capital is subject to the terms under the credit agreement.

Other reserves of the Group consist of the following amounts:

Group	Total \$000	Foreign currency translation Adjustments \$000	Unrealized loss on defined benefit pension plans and unamortized prior service costs \$000	Unrealized gain on hedge of investment in foreign operations \$000
Balance, 31 December 2018	(28,380)	(17,459)	(15,127)	4,206
Activity during period, net of tax benefit of \$4,835 <sup>(1)</sup>	(52,981)	(4,500)	(48,481)	—
Balance, 31 December 2019	(81,361)	(21,959)	(63,608)	4,206

(1) The tax credit relates to unrealized actuarial loss on defined benefit pension plans.

For the years ended 31 December 2019 and 2018, the Group made capital distributions of \$56 million and \$11 million, respectively, to its ultimate shareholders for the anticipated taxes due on the allocable share of the Group's profits. Further, for the years ended 31 December 2019 and 2018, the Group made capital distributions of \$1 million and \$1 million, respectively, to cover certain administrative costs of its ultimate shareholders.

### Company

The Company does not have any other reserves.

## 23 Contingent liabilities, capital commitments and lease commitments

### Group

There are no material contingent liabilities that are not provided for in the financial statements of the Group at 31 December 2019. The total capital commitments as of 31 December 2019 were \$8 million.

The Group had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	2019 \$000	2018 \$000
Less than one year	40,830	35,687
Between one and five years	99,651	87,613
Greater than five years	9,634	12,619
	<u>150,115</u>	<u>135,919</u>

During the year \$42 million (2018: \$37 million) was recognised as an expense in the profit and loss account in respect of operating leases.

The Group had no other off-balance sheet arrangements.

### Company

As disclosed in note 14, some of the Company's subsidiaries have taken advantage of the exemption available under Section 479A of the Companies Act 2006 in respect of the requirement for audit. As a condition of the exemption, the Company has guaranteed the year-end liabilities at 31 December 2019 of the relevant subsidiaries until they are settled in full.

The Company had no capital or other commitments at 31 December 2019 (2018: \$ nil).

## 24 Business Combinations

### *Acquisition of DER Business Travel*

On 3 September 2019, the Group completed the acquisition of DER Business Travel (DER), a company incorporated in Germany, from DER Touristik Group, a travel management company in Europe, in an all-cash acquisition of the entire ordinary share capital. The results of DER's operations have been included in the consolidated financial statements of the Group since the date of its acquisition.

This acquisition is part of the Group's broader strategy to expand footprints into the small and mid-sized client segment in Germany and accelerate growth in Europe. The Group expects to take benefit from local servicing expertise whereas DER's access to the Group's global reach, scale and end-to-end travel and expense eco-system is expected to bring further opportunities. The Group incurred \$2 million in acquisition related costs. The acquisition of DER was accounted for using the purchase method of accounting, recognizing assets acquired and liabilities assumed based on their fair values at the date of acquisition, in accordance with guidance provided by FRS 102. Accounting for business combinations require significant assumptions and estimates to measure fair value and may include the use of appraisals, market quotes for similar transactions, discounted cash flow techniques or other methodologies management believes to be relevant. Any excess of the fair value of the consideration paid and costs directly attributable to business combination over the fair values of the assets acquired and liabilities assumed is recorded as goodwill. The preliminary purchase price allocation is summarized as follows:

	Amount \$000
Cash purchase price	38,176
Directly attributable costs	2,331
Total consideration	<u>40,507</u>
Less: historical value of excess of assets over liabilities acquired	(4,987)
Less: fair value adjustments to historical value of assets and liabilities upon purchase price allocation (see below)	<u>(7,843)</u>
Goodwill	<u>27,677</u>
 Fair value of definite-lived intangible assets	 11,130
Deferred tax liabilities	<u>(3,287)</u>
Fair value adjustments to historical value of assets and liabilities upon purchase price allocation	<u>7,843</u>

The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed in connection with the acquisition:



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	Book value \$000	Adjustments \$000	Fair value \$000
Cash	14,064	—	14,064
Accounts receivable	6,455	—	6,455
Other current assets	2,917	—	2,917
Property and equipment	1,114	—	1,114
Intangible assets:			
Customer relationships	—	11,130	11,130
Goodwill	—	27,677	27,677
Deferred tax assets	1,556	—	1,556
Total assets	26,106	38,807	64,913
Accounts payable	1,696	—	1,696
Accrued expenses and other current liabilities	8,300	—	8,300
Deferred tax liabilities	137	3,287	3,424
Pension	10,986	—	10,986
Total liabilities	21,119	3,287	24,406
Net assets acquired	4,987	35,520	40,507

Our preliminary purchase price allocation is based on information that is currently available, and the Group is continuing to evaluate the underlying inputs and assumptions used in the valuations. The preliminary purchase price allocations are subject to, among other items: working capital adjustments; and further analysis of tax accounts, including deferred tax assets and liabilities.

The amount of revenue and profit of DER since the acquisition date included in the consolidated statement of comprehensive income for the period ended 31 December 2019 was \$14 million and \$1 million, respectively.

*Acquisition of Hogg Robinson Group (HRG) PLC*

On 19 July 2018, the Group completed the acquisition of Hogg Robinson Group (HRG) PLC, a global B2B services company, incorporated in England and Wales, specializing in travel management, in an all-cash acquisition of the entire issued, and to be issued, ordinary share capital. The results of HRG's operations have been included in the consolidated financial statements since the date of acquisition.

This acquisition was part of the Group's broader strategy to enhance its geographical footprints that would improve the global scale and reach of its business, enabling it to achieve efficiencies across its platform and accelerate growth. The technology roadmaps of the combined business provide a powerful platform that will drive future innovation.

The acquisition included a payment of \$516 million in cash at closing and \$19 million to the then existing employee shareholders. In 2019, the Group paid an additional \$1 million to settle certain employee equity award liabilities. This was accounted for as an adjustment to preliminary purchase accounting. No other adjustments recorded. The Group incurred \$22 million in acquisition related costs. The acquisition of HRG was accounted for using the purchase method of accounting, recognizing assets acquired and liabilities assumed based on their fair values at the date of acquisition, in accordance with guidance provided by FRS 102.

The final purchase price allocation is summarized as follows:

	Amount \$000
Cash purchase price	535,516
Directly attributable costs	22,188
Total consideration	557,704
Add: historical value of excess of liabilities over tangible assets acquired	165,876
Less: fair value adjustments	(241,189)
Goodwill	482,391
Fair value of definite-lived intangible assets	227,000
Fair value of internally developed software	4,723
Fair value of deferred tax asset	(9,920)
Fair value of deferred tax liabilities	(39,627)
Fair value adjustment to pension liabilities assumed	59,013
Fair value adjustments to other assets and liabilities	241,189

The following table summarizes the final fair values of the assets acquired and liabilities assumed in connection with the acquisition.

	Book Value \$000	Adjustments \$000	Fair value \$000
Cash	111,986	—	111,986
Accounts receivable	128,107	—	128,107
Prepaid expenses and other current assets	15,735	—	15,735
Property and equipment	22,381	4,723	27,104
Equity method investments	5,863	—	5,863
Goodwill	—	482,391	482,391
Intangible assets	—	227,000	227,000
Deferred tax asset	65,656	(9,920)	55,736
Other non-current asset	233	—	233
<b>Total assets</b>	<b>349,961</b>	<b>704,194</b>	<b>1,054,155</b>
Accounts payable	135,069	—	135,069
Accrued expenses and other current liabilities	49,170	—	49,170
Short-term borrowings	94	—	94
Deferred tax liabilities	—	39,627	39,627
Pension and employee benefits	331,398	(59,013)	272,385
Long-term debt	106	—	106
<b>Total liabilities</b>	<b>515,837</b>	<b>(19,386)</b>	<b>496,451</b>
<b>Net assets acquired</b>	<b>(165,876)</b>	<b>723,580</b>	<b>557,704</b>

The amount of revenue and net loss of HRG PLC since the acquisition date included in the consolidated statement of comprehensive income for the period ended 31 December 2018 was \$164 million and \$1 million, respectively.

## 25 Non-controlling interests

The Group holds (i) a 55% controlling interest in Kabushiki Kaisha Nihon Ryoko Global Business Travel, with 45% of non-controlling interests (NCI) held by the non-controlling shareholders (ii) a 51% controlling interest in DFB Reisebüro GmbH, with 49% of NCI held by non-controlling shareholder and (iii) a 50% controlling interest in FC Bayern Tours GmbH, with 50% of NCI held by the non-controlling shareholder.

## 26 Related parties

### Group

The Group has taken advantage of the exemption allowed under Section 33.1A Related Party Disclosures of FRS 102 not to disclose related party transactions with wholly owned subsidiaries within the Group. These have been eliminated on consolidation in the Group's financial statements. Other related party transactions are as follows:

Included in operating costs are costs of approximately \$2 million and \$23 million in charges from Amex for the year ended 31 December 2019 and 2018, respectively.

Revenue also includes income from related parties of approximately \$23 million for each of the years ended 31 December 2019 and 2018.

The following summaries relate to certain related party transactions entered into by the Group with certain of its ultimate shareholders, its ultimate shareholders affiliates and the Group's affiliates in connection with a series of transactions providing for the separation of certain assets and liabilities of Amex's global business travel operations into a dedicated holding structure.

The Group's ultimate parent's Chairman of the Board of Directors is an affiliate of an indirect equity owner of the Group. The Group and this indirect equity owner have entered into management services agreements pursuant to which the indirect equity owner has agreed to provide certain advisory services to the Group for which fees of approximately \$2 million and \$2 million were incurred in 2019 and 2018, respectively.

*(a) Share Purchase Agreement and Master Reorganization Agreement*

On 14 March 2014, GBT III B.V. entered into the Share Purchase Agreement and Master Reorganization Agreement, in which the Joint Venture Transaction was completed. As part of these agreements, Amex agreed to indemnify the Group for certain costs related to the Joint Venture Transaction, including costs to be incurred related to restructuring, certain equity compensation arrangements and other costs. Master Reorganization Agreement has since been terminated. At 31 December 2019 and 2018, the Group has a payable balance due to Amex of approximately \$2 million and \$3 million, respectively, related to the agreements.

*(b) Shareholders' Agreement*

In connection with the corporate reorganisation completed in December 2019, GBT, Amex and predecessor of Juweel entered into a new shareholder agreement dated 10 December 2019 governing transfer of shares of GBT and governance of GBT. This new shareholders' agreement superseded earlier agreement entered on 30 June 2014 upon the creation of the joint venture.

On 30 June 2014 GBT III B.V. and Amex entered into the Transition Services Agreement (TSA), pursuant to which the GBT III B.V. and Amex agreed to provide each other certain specified services on a transitional basis in exchange for mutually agreed upon fees based on the costs of providing these services. The TSA was extended for non-voice services to 30 June 2017 and for voice-related services to 31 August 2018. This agreement has now been terminated. Amounts payable to Amex as of 31 December 2019 and 2018 were \$0.3 million and \$3 million, respectively. Amounts receivable from Amex was \$0.2 million as of both 31 December 2019 and 2018.

*(c) Compliance Services Agreement*

On 30 June 2014, GBT III B.V. and Amex entered into the Compliance Services Agreement (CSA) pursuant to which Amex agreed to provide certain compliance related services to the Group and oversee its compliance programs.

*(d) Trademark License Agreement*

On 30 June 2014, GBT III B.V. and Amex entered into a Trademark License Agreement (TLA), as amended, pursuant to which Amex granted GBT III B.V. an exclusive, non-assignable, non-sublicensable (other than as set forth in the TLA, including the right to sublicense to the GBT III B.V.'s affiliates), worldwide, royalty-free license to use the mark "AMERICAN EXPRESS GLOBAL BUSINESS TRAVEL," either as a word mark or in a lock up with the Amex blue box logo, for the GBT's business travel business, and the mark "AMERICAN EXPRESS MEETINGS & EVENTS" for the GBT's meetings and events business. The TLA was assigned to GBT on 9 December 2019.

*(e) Business Travel Services Agreement and Meetings and Events Agreement*

On 30 June 2014, GBT III B.V. and Amex entered into the Business Travel Services Agreement (BTSA) and the Meetings and Events Agreement, as amended, pursuant to which the Group agreed to provide business travel and meeting and events services to Amex, its affiliates and its travellers. Both agreements were terminated, and a Second Business Travel Services Agreement and Second Meetings and Events Agreement were entered into on substantially similar terms effective 1 January 2016. The new agreements, as amended, will expire on 31 December 2020 and include the option that allows Amex to extend the agreements for up to two additional one-year terms. If Amex elects to extend the new agreements for the second one-year renewal term, the new agreements will continue to

renew automatically for additional one-year terms unless either party gives 90 days' notice prior to the expiration of the term.

*(f) Operating Agreements*

In addition to the foregoing agreements Amex and certain Group entities are parties to certain arms-length agreements, including with respect to American Express card acceptance by the Group as an Amex card merchant, American Express Membership Rewards Program bonus points awarded to the Group's clients, services in support of Amex's consumer services and consumer travel businesses, the strategic relationship between the Group and Amex's corporate payments business, and the provision of corporate payments services by Amex to the Group. Amounts payable to Amex under these agreements as of 31 December 2019 and 2018, were \$25 million and \$16 million, respectively, while the receivable balance due from Amex was \$16 million and \$27 million, respectively.

*(g) Transactions with key management personnel*

See note 6 for disclosure of the directors' remuneration and key management compensation.

*Company*

The Company's related party transactions were with its wholly owned subsidiaries and GBT.

**27 Immediate and ultimate parent company**

The Company's immediate and ultimate parent company is GBT JerseyCo Limited, incorporated in Jersey and is the smallest and largest group to consolidate these financial statements.

**28 Transition to FRS 102**

**Group**

As mentioned in note 2, the Group financial statements have been prepared applying FRS 102. In the transition to FRS 102 from Dutch GAAP, the Group has made measurement and recognition adjustments. An explanation of how the transition to FRS 102 has affected the financial position and financial performance of the Group been provided below in the tables for reconciliation of equity and profit and loss, and notes thereto.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. The following exemptions have been taken in the Group financial statements:

- **Business Combinations:** As mentioned in note 12, Intangible assets, Goodwill amounts and useful lives for business combinations that took prior to 1 January 2018 have not been restated.
- **Share-based compensation:** As mentioned in note 7, Share-based payments, awards granted prior to the 1 January 2018 have continued to be considered and accounted for as equity-classified.

*Reconciliation of Consolidated Balance Sheet*

	1 January 2018			31 December 2018		
	Dutch GAAP \$000	Effect of transition to FRS 102 \$000	FRS 102 \$000	Dutch GAAP \$000	Effect of transition to FRS 102 \$000	FRS 102 \$000
<b>Fixed assets</b>						
Intangible assets <sup>(1)</sup>	446,269	—	446,269	908,015	76,037	984,052
Tangible assets	60,255	—	60,255	69,383	—	69,383
Associated undertakings	27,405	—	27,405	33,918	—	33,918
	<u>533,929</u>	<u>—</u>	<u>533,929</u>	<u>1,011,316</u>	<u>76,037</u>	<u>1,087,353</u>
<b>Current assets</b>						
Debtors <sup>(2)</sup>	661,828	15,400	677,228	853,495	20,298	873,793
Cash at bank and in hand	589,225	—	589,225	421,461	—	421,461
	<u>1,251,053</u>	<u>15,400</u>	<u>1,266,453</u>	<u>1,274,956</u>	<u>20,298</u>	<u>1,295,254</u>
Creditors: amounts falling due within one year <sup>(3)</sup>	(520,999)	(2,900)	(523,899)	(711,276)	(3,831)	(715,107)
<b>Net current assets / (liabilities)</b>	<u>730,054</u>	<u>12,500</u>	<u>742,554</u>	<u>563,680</u>	<u>16,467</u>	<u>580,147</u>
<b>Total assets less current liabilities</b>	<u>1,263,983</u>	<u>12,500</u>	<u>1,276,483</u>	<u>1,574,996</u>	<u>92,504</u>	<u>1,667,500</u>
Creditors: amounts falling due after one year	(6,444)	—	(6,444)	(241,143)	—	(241,143)
Post-employment benefits	(26,380)	—	(26,380)	(292,264)	—	(292,264)
Provision for other liabilities <sup>(4)</sup>	(35,843)	1,759	(34,084)	(61,352)	(29,088)	(90,440)
	<u>(68,667)</u>	<u>1,759</u>	<u>(66,908)</u>	<u>(594,759)</u>	<u>(29,088)</u>	<u>(623,847)</u>
<b>Net assets</b>	<u>1,195,316</u>	<u>14,259</u>	<u>1,209,575</u>	<u>980,237</u>	<u>63,416</u>	<u>1,043,653</u>
<b>Capital and reserves</b>						
Share capital	—	—	—	—	—	—
Share premium <sup>(5)</sup>	1,809,783	—	1,809,783	1,801,591	(1,801,591)	—
Other reserves <sup>(2)</sup>	21,559	(18,843)	2,716	(7,258)	(21,122)	(28,380)
Profit and loss <sup>(3)</sup>	(641,541)	33,102	(608,439)	(819,344)	1,886,129	1,066,785
Equity attributable to the owner of the Company	<u>1,189,801</u>	<u>14,259</u>	<u>1,204,060</u>	<u>974,989</u>	<u>63,416</u>	<u>1,038,405</u>
Non-controlling interests	5,515	—	5,515	5,248	—	5,248
<b>Total equity</b>	<u>1,195,316</u>	<u>14,259</u>	<u>1,209,575</u>	<u>980,237</u>	<u>63,416</u>	<u>1,043,653</u>

Notes to reconciliation of consolidated balance sheet

- (1) Represents reversal of additional amortisation charged under Dutch GAAP due to shorter estimated useful lives permitted for acquired intangible assets and true up of related deferred tax adjustment impacting these intangibles.
- (2) Represents true up of accrual of global supplier revenue.
- (3) Represents current tax impact on true up of accrual of global supplier revenue mentioned in (2) above.
- (4) Represents reversal of deferred tax liabilities on unremitted foreign earnings and impact of deferred taxes due for transition adjustments. It also includes liability recognised for share-based payment under FRS 102 for awards granted in 2018.
- (5) Represents alignment of equity to reflect the Company's position under UK regulations and, for awards granted in 2018, reversal of impact of share-based payment considered in equity under Dutch GAAP.

**Reconciliation of Consolidated Profit and Loss Account for Comparative Period Ended 31 December 2018**

	Dutch GAAP \$000	Effect of transition to FRS 102 \$000	FRS 102 \$000
Revenue <sup>(1)</sup>	1,899,036	4,900	1,903,936
Operating costs <sup>(2)</sup>	(2,019,049)	43,365	(1,975,684)
<b>Operating profit</b>	<b>(120,013)</b>	<b>48,265</b>	<b>(71,748)</b>
Income from interests in associated undertakings	5,648	—	5,648
<b>Profit before interest and taxation</b>	<b>(114,365)</b>	<b>48,265</b>	<b>(66,100)</b>
Interest receivable and similar income	3,605	—	3,605
Interest payable and similar charges <sup>(3)</sup>	(3,489)	(6,470)	(9,959)
<b>Loss before taxation</b>	<b>(114,249)</b>	<b>41,795</b>	<b>(72,454)</b>
Tax charge <sup>(4)</sup>	(50,382)	(619)	(51,001)
<b>Loss for the financial year</b>	<b>(164,631)</b>	<b>41,176</b>	<b>(123,455)</b>
<b>Loss (profit) attributable to:</b>			
Owner of the Company	(167,319)	41,176	(126,143)
Non-controlling interest	2,688	—	2,688
	<b>(164,631)</b>	<b>41,176</b>	<b>(123,455)</b>

Notes to reconciliation of consolidated profit and loss account

- (1) Represents true up of accrual of global supplier revenue.
- (2) Represents lower amortisation under FRS 102 due to shorter estimated useful lives considered for acquired intangible assets under Dutch GAAP, partially offset by additional pension service cost and share-based compensation expense of \$1m.
- (3) Represents impact due to change in expected return on pension plan assets under FRS 102.
- (4) Represents net tax impact of above adjustments and reversal of deferred taxes on unremitted earnings.

**Company**

These are the first financial statements of the Company since its incorporation that have been prepared applying FRS 102.

**29 Subsequent Events**

Management evaluated events from 1 January 2020 through 16 December 2020, the date the consolidated financial statements were signed by the directors, and concluded that the following subsequent events have occurred that require recognition or disclosure of such event in the consolidated financial statements of the Group as of and for the year ended 31 December 2019:

*Coronavirus*

In December 2019, a novel strain of coronavirus ("COVID-19") was reported in Wuhan, China. The World Health Organization has declared COVID-19 to constitute a "Public Health Emergency of International Concern." As a result of this, many countries imposed international and domestic travel restrictions, introduced lockdown measures and quarantine requirements. This has had an impact across the travel industry globally, and the Group has taken appropriate cost reduction measures to minimize the impact. Please refer to note 2.2 for further discussion on impact of Covid-19 and going concern assessment.

*Term Loans*

On September 4, 2020, a subsidiary of the Company (the "Borrower") entered into an amendment to its existing credit agreement to provide for incremental Tranche B term loans in an aggregate principal amount of \$400 million on similar terms and conditions as the existing credit facility. The Tranche B term loans (i) mature on the same date as the existing term loans on August 13, 2025, (ii) were drawn at a discount of 3.00% and (iii) require quarterly instalments payable of 0.25% of the principal amount commencing December 31, 2020.

The Tranche B term loans bear interest at per annum rates equal to the applicable margin, plus, at the Borrower's option, either (1) adjusted LIBOR (as selected by the Company for designated interest periods, subject to a 1.00% LIBOR "floor") or (2) the "base rate" (as defined in the credit agreement). The applicable margin for the Tranche B term loans is 6.50% for LIBOR borrowings and 5.50% for base rate borrowings. The term loans introduce covenant requirements which require the Company, together with its subsidiaries designated as loan parties, to maintain \$150m unrestricted cash and cash equivalents. Other loan covenants are incurrence events only.