USD Treasury Coy (UK) Limited

Registered no. 10685211

Annual Report and Financial Statements – Year ended 30 June 2020

USD Treasury Coy (UK) Limited
Strategic report
For the year ended 30 June 2020

The sole Director presents his strategic report on USD Treasury Coy (UK) Limited (the "Company") for the year ended 30 June 2020.

Business review
The Company is a direct subsidiary of Corporate Travel Management (UK) Limited and an indirect subsidiary of Corporate Travel Management Limited (CTM). CTM and the entities it controlled at the end of, or during, the year ended 30 June 2020 is referred to hereafter as the "Group". The Company was incorporated to act as a centralised treasury function for the Group. The Company is limited by shares.

The Company recorded a loss after tax for the financial year ended 30 June 2020 of USD $2,143,000 (2019: profit of USD $1,353,000) which was predominantly driven by amortisation expense on other intangible assets. During the period, an alternative solution to the Company's existing intangible asset was developed. Upon implementation, the new solution was deemed to significantly reduce the economic life of the existing intangible asset, and it was determined that it would not provide economic benefits beyond 30 June 2020. Accordingly, the Director has accelerated the amortisation in the period. The total amortisation charge in the year was $2,438,000. Another contributing factor to the result, was the write-off of the multi-currency facility finance costs (USD $590,000), as the facility was substantially modified during the covenant waiver in May 2020. Consequently, this was treated as an extinguishment.

Net assets for the year ended 30 June 2020 were USD $4,662,000 (2019: USD $6,805,000). Over the year, external borrowings were repaid in full through cash generated by the Group in the normal course of business. Movements in receivables and payables from related parties was in the ordinary course of business acting as a treasury function for Group entities. The company had no employees at 30 June 2020 (2019: no employees).

Material business risks
The section covers the material business risks of the Company and the Group. The potential material business risks that could adversely affect the achievement of the Company's business strategies and financial prospects in future years are described below. This section does not purport to list every risk that may be associated with the Company's business now or in the future. There is no guarantee or assurance that the importance of these risks will not change, or other risks emerge. While the Company aims to manage risks in order to minimise adverse impacts on its financial and reputational standing, some risks are outside the control of the Company. The Company benefits from support from the Group such that the Group's financial prospects are relevant to the Company's risks.

Travel industry disruption and impact of COVID-19
The Group's financial prospects, of which the company is part of, are dependent on the strength of the travel industry generally. A decline in the domestic and/or international travel industry, whether as a result of a particular event (such as a war, terrorism, health epidemic/pandemic or a natural disaster), economic conditions (such as a decrease in business demand), geopolitical conditions or any other factors, will likely have a material adverse effect on the Group's business, financial condition and operations.

The COVID-19 pandemic has caused major disruption to the travel industry as a result of government-imposed travel restrictions, border closures and quarantine requirements. This has resulted in a significant impact on the Group's earnings since March 2020. In response to this decline in travel activity, and with a vast proportion of the Company's and the Group's cost base being variable, the Group actioned several plans to manage costs against the reduced corporate travel activity. The Group has also been the recipient of varying levels of government assistance packages. Regional assistance packages from which the Group benefited included the Job Retention Scheme (United Kingdom), JobKeeper (Australia), Employer Wage Subsidy Scheme (New Zealand), Job Support Scheme (Singapore) and Employment Support Scheme (Hong Kong).

As the COVID-19 pandemic is ongoing, and there is still considerable uncertainty around recovery timeframes globally, there is also no certainty that the demand for the Group's services will return to more normal pre-COVID-19 levels, or how long such a return might take. However, the Group is highly leveraged to domestic travel and is able to operate a high performing domestic only business in region until international activity returns. Given the Group's global footprint, technology assets and strong cost management, the Group is well-positioned to return to profitability on a modest return of domestic travel activity.

General economic conditions
The Company's and the Group's operating and financial performance is influenced by a variety of general economic and business conditions globally. Economic downturns, both globally and regionally, are likely to have an adverse impact on the Company's and the Group's operating performance as result through a reduction in corporate travel, including airline, hotel and hire car reservations and business or trade conferences. This risk is heightened in the current uncertain economic environment.

Material business risks (continued)

Supplier risk

The Company's and the Group's financial prospects and operations are reliant on mutually beneficial contractual arrangements with a number of third-party suppliers, including airlines, rail travel providers and global distribution system providers. The Company and the Group cannot be certain that contracts with third party suppliers will be renewed or the terms on which they may be renewed. If contracts are not renewed or are renewed on terms which are less favourable than current arrangements, there is a possibility that this would result in the Company and the Group being unable to generate earnings equal to those historically generated by those contracts.

Further, to the extent suppliers are facing financial stress, they may seek to change the terms upon which they engage with, cease or significantly reduce engagement with the Company and the Group or, in some cases, may not pay their debts as and when they fall due.

Client risk

The Group's operating and financial performance is dependent upon client satisfaction and loyalty. The Group cannot be certain that clients will engage in any minimum level of travel activity, that contracts with clients will be renewed or the terms on which they may be renewed. If contracts which account for material travel activity are not renewed or are renewed on terms which are less favourable than current arrangements, there is a possibility that this would result in the Group being unable to generate earnings equal to those historically generated by those contracts.

To mitigate this risk, the Group has a diverse spread of quality clients with exposure to a wide variety of industries. For example, many of the Group's essential travel clients, including government, healthcare, mining, fly-in, fly-out (FIFO), fisheries, construction and infrastructure have continued to travel during the COVID-19 pandemic.

Financing risk

The Company and the Group maintains a revolving multi-currency bank loan facility with its relationship banks. Due to the unprecedented impact of COVID-19, the Company and the Group agreed a covenant waiver with its lenders for the testing periods at 30 June 2020 and 31 December 2020. Covenant testing for the period ending 30 June 2021 will be based on 2H21 performance. To the extent the Company's and the Group's operational or financial position deteriorates further, there is no guarantee that it will be able to obtain further relief from covenant testing in the future. In such circumstances, the banks may require the loan be repaid immediately, which may have a material adverse effect on the Company's and the Group's future financial performance.

Foreign exchange risk

The Company and the Group operates internationally and is exposed to foreign exchange risk. The Company and the Group uses foreign exchange spot and forward contracts to manage its net risk position. At times, the Company and the Group also uses its multi-currency debt facility allowing for borrowings in relevant currencies to provide an offset to revaluation of foreign currency assets or future foreign currency earnings.

Taxation risk

Any changes to the current taxation framework (including changes in interpretation of law) may affect the Company and the Group.

Information Technology

The Group relies on both its outsourced technology platforms and develops its own software internally. Whilst all third party systems are licensed, any disruption to supply or performance of systems may have an immediate and a longer term impact on client and supplier satisfaction and company performance, which may have an adverse impact on the financial performance of the Group. The Group's internal and outsourced systems, in addition to its technological integration with the travel supply chain, are also subject to potential cyber-attacks. For example, cyber-attacks on airline operators could cause significant disruption to travel schedules which may result in the Group being unable to provide certain services during that period or providing a less attractive service, which may have an adverse impact on the operating and/or financial performance of the Group.

The Group manages this risk by having system redundancy, other back-up measures, security and monitoring programs in place. However, there can be no assurance that the Group's mitigation arrangements will be sufficient to entirely prevent the risk of significant systems failure.

Material business risks (continued)

Competition

The Group operates in a competitive market, and the Group's business is subject to competition from existing and new entrants at any time. Technological innovation is now challenging entire business models and causing disruption to industry structures. Technological developments have therefore increased, and will continue to increase, competition to the Group's businesses. Also, current competitors or new competitors may become more effective.

If the Group does not adequately respond to competitive forces, this may have an adverse effect on operational and/or financial performance. A sustained increase in competition from new entrants may result in a material failure to grow, or a loss of market share or revenues.

Key Personnel

The Group relies on the talent and experience of its personnel. It may be difficult to replace key personnel, or to do so in a timely manner or at comparable expense. The Group regularly reviews its succession planning to ensure that key personnel risk is identified and managed.

Acquisitions and integration

From time to time, the Group examines new acquisition opportunities in all of the regions in which it operates. There is a risk that the Group may incur substantial costs, delays or other problems in implementing its strategy for any acquired businesses, which could negatively impact the Group's operations, profitability and/or reputation.

Impairment risk

The Group assesses whether there is any indication that an asset may be impaired on an ongoing basis. At least annually, or when an indicator of impairment exists, the Company and the Group makes a formal estimate of the recoverable amount. When the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to the recoverable amount. Adverse outcomes of some of the risk factors listed above, as well as new developments which are not currently apparent, could trigger an impairment and have a negative impact on the reported financial result of the Company and the Group.

Financial summary

The Company's key financial information is summarised in the following table:

	2020 $'000	**2019 $'000**
(Loss)/Profit before income tax	(2,636)	1,267
(Loss)/Profit for the financial year after tax	(2,143)	1,353
Net assets	4,662	6,805

Future developments

There are currently no proposed changes or future developments in the Company's operations or expected results of operations and will continue to act a central treasury function for the Group, as discussed in the Strategic report.

This report is approved by the sole Director and signed as such:

Jamie Pherous
Managing Director

19 November 2020

USD Treasury Coy (UK) Limited
Director's report
For the year ended30 June 2020

The sole Director presents his report, together with the audited financial statements, on the Company for the year ended 30 June 2020.

Directors
The following persons were Directors of the Company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Jamie Pherous, Managing Director
Steve Fleming, Chief Financial Officer (resigned: 27 March 2020)

Future developments
Information on likely future developments of the Company are disclosed in the strategic report.

Branches outside the UK
The Company has no branches outside the UK.

Dividends
There were no dividends paid, recommended or declared during the current or previous financial year.

Events since the balance sheet date
No matter or circumstance has arisen since 30 June 2020 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Directors' liabilities
The Company has granted an indemnity to one or more of its Directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the *Companies Act 2006*. Such qualifying third party indemnity provision was in force during the financial year and remains in force as at the date of approving the Director's report.

Going concern
The financial statements of the Company have been presented as a going-concern. After making enquiries, the Director has reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. In addition, the Director has received a letter of support from the ultimate parent, Corporate Travel Management Limited stating they will provide sufficient resources to enable the Company to meet its liabilities as they fall due for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Financial risk management
The main financial risks the Company is exposed to in the normal course of business are market risk (interest rate and foreign exchange risk), credit risk and liquidity risk. Financial risk management is controlled by the Company under policies approved by the Board. Group Treasury identifies, evaluates and hedges financial risks in co-operation with the Group's operating units, and in accordance with the Board approved Treasury Policy. The Treasury Policy provides written principles for overall risk management, as well as policies covering specific areas, such as market risk, liquidity risk and credit risk use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

The Company has other financial assets and liabilities, such as trade and other payables, which arise directly from its operations.

Financial risk management (continued)

Market risk

Interest rate risk

The Company holds both interest bearing assets and liabilities, therefore the Company's income and operating cash flows are impacted by changes in market interest rates.

The Company's main interest rate exposure arises from floating rate interest payments on borrowings and related party loans and interest receivable on cash deposited with banks. As at 30 June 2020 the Company had no outstanding variable rate borrowings (Refer note 12 'Borrowings').

Interest rate risk is managed using natural hedges, borrowing terms available under facility documents or using interest rate derivatives. As at the balance date, the Company has no interest rate derivatives outstanding. The Company has considered its exposure to interest rate movements and note that significant changes in interest rates would not result in a material impact to finance costs.

Foreign exchange risk

The Company transacts in multiple currencies and is exposed to foreign exchange risk. Foreign exchange risk arises from future transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the Company.

The Company uses foreign exchange spot and forward contracts to manage its net risk position. At times, the Company also uses its multi-currency debt facility allowing for borrowings in relevant currencies to provide an offset to revaluation of foreign currency assets or future foreign currency earnings.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting the obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure sufficient cash and credit facilities are available to meet its liabilities when due, under both normal and stressed conditions.

In addition to the cash position of the Company outlined in the Statement of Financial Position, the Group has a credit facility of £100,000,000 (USD $123,999,000) multi-currency revolving loan facility which matures in August 2022.

Credit risk

Credit risk arises from cash and cash equivalents placed on deposit with counterparties, and balances owing from receivables including receivables from related parties.

The Company's exposure to credit risk relating to cash and cash equivalents arises from the ability of the counterparty to repay funds placed on deposit. The Company's cash and cash equivalent investments are held on deposit with counterparties holding an investment grade credit rating.

The Company's exposure to credit risk relating to receivables from related parties arises from the ability of the counterparty to repay loans. For credit risks related to receivables from related parties refer note 9 'Receivables from related parties'.

USD Treasury Coy (UK) Limited
Director's report
For the year ended 30 June 2020

Statement by the Director relating to their statutory duties under Section 172(1) of the Companies Act 2006
The Director, in line with their duties under s172 of the Companies Act 2006, acts in good faith, promotes the success of the Company for the benefit of its stakeholders, and in doing so have regard, amongst other matters, to the:

- Likely consequences of any decision in the long term.
- Need to foster the Company's business relationships with stakeholders.
- Impact of the Company's operations on the community and the environment.
- Desirability of the Company maintaining a reputation for high standards of business conduct.
- Need to act fairly as between stakeholders of the company.

The Director's regard to these matters is embedded in their decision-making process, through the Company's business strategy, culture, governance framework, management information flows and stakeholder engagement processes. The Company's business strategy is focused on achieving success for the Company in the long-term. In setting this strategy, the Director considers the impact of relevant factors and stakeholder interests on the Company's performance. The Director also identifies principal risks facing the business and sets risk management objectives.

The Director promotes a culture of upholding the highest standards of business conduct and regulatory conduct. The Director ensures these core values are embedded in the policies and procedures, and its risk control and oversight framework applicable to the Company.

The Director recognises that building strong and lasting relationships with our stakeholders will help to deliver our strategy in line with our long-term values and operate a sustainable business.

The Director is supported in the discharge of their duties by:

- The understanding of their duties and obligations under applicable law and regulation
- Ensuring the provision of timely management information and escalation through reporting lines to the Director from the Company's management team
- Agenda planning for Board meetings to provide sufficient time for the consideration and discussion of key matters

Stakeholders

This Company serves as a financing company for various trading entities globally and has no operational activities nor employees, which is reflected in the narrative below.

The Director understands the importance of engagement with all its stakeholders and gives appropriate weighting to the outcome of its decisions for the relevant stakeholder in weighing up how best to promote the success of the Company. The Director regularly discusses issues concerning regulators and its stakeholder with the management team. In addition to this, the Board seeks to understand the interests and views of the Company's stakeholders by engaging with them directly when required. The below summarises the key stakeholders and their engagement:

Stakeholders	Engagement
Employees	The Company has no employees and relies on the management team of the ultimate parent to oversee and manage the busines operations.
Related parties	The Director seeks to behave in a responsible manner towards our related parties. The Board communicates information relevant to its related parties, such as its financial reporting.
Regulators	The Director's intention is to behave responsibly and to ensure that the management team operates the business in a responsible manner, acting with the high standards and good governance expected of a regulated business like ours.
Community and environment	The Board also seeks to behave in a responsible manner towards our community and environment.

Director's responsibilities statement
The Director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Director's responsibilities statement (continued)
Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the Director must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the Director is required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Director's confirmations

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

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

Independent Auditors
The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be put forth at the next Board meeting.

This report is made in accordance with a resolution of the sole Director.

Jamie Pherous
Managing Director

19 November 2020

Independent auditors' report to the members of USD Treasury Coy (UK) Limited

Report on the audit of the financial statements

Opinion

In our opinion, USD Treasury Coy (UK) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 30 June 2020; the statement of profit or loss and other comprehensive income, the statement of changes in equity for the year ended 30 June 2020; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Director's Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Director's Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Director's Report for the year ended 30 June 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Director's Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Director's Responsibilities Statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Ian Dudley

Ian Dudley (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Gatwick
19 November 2020

USD Treasury Coy (UK) Limited
Contents
For the year ended 30 June 2020

USD Treasury Coy (UK) Limited
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2020

	Note	2020 $'000	2019 $'000
Revenue and other income	3	2,358	2,510
Expenses			
Amortisation	8	(2,438)	(324)
Administrative and general		(65)	(16)
Operating (loss)/profit		(145)	2,170
Finance costs	4	(2,491)	(903)
(Loss)/profit before income tax credit		(2,636)	1,267
Income tax credit	6	493	86
(Loss)/profit after income tax income for the year	14	(2,143)	1,353
Total comprehensive (loss)/income for the year		(2,143)	1,353

The notes on pages 14 to 22 are an integral part of these financial statements.

USD Treasury Coy (UK) Limited
Statement of Financial Position
As at 30 June 2020

	Note	2020 $'000	2019 $'000
Assets			
Current assets			
Cash and cash equivalents		5,785	2,706
Trade and other receivables		14	100
Income tax receivable		461	-
Receivables from related parties	9	1,375	-
Total current assets		7,635	2,806
Non-current assets			
Intangible assets	8	-	2,438
Receivables from related parties	9	30,138	33,788
Total non-current assets		30,138	36,226
Total assets		37,773	39,032
Liabilities			
Current liabilities			
Trade and other payables	11	442	1,000
Borrowings	12	-	13,460
Income tax payable		-	241
Payables to related parties	10	1,843	9,776
Total current liabilities		2,285	24,477
Non-current liabilities			
Trade and other payables	11	-	250
Borrowings	12	-	7,500
Payables to related parties	10	30,826	-
Total non-current liabilities		30,826	7,750
Total liabilities		33,111	32,227
Net assets		4,662	6,805
Equity			
Contributed equity	13	5,180	5,180
(Accumulated losses)/Retained earnings	14	(518)	1,625
Total equity		4,662	6,805

The notes on pages 14 to 22 are an integral part of these financial statements.

USD Treasury Coy (UK) Limited's registered no. is 10685211.

The financial statements on pages 11 to 22 was authorised by the Board on 19 November 2020 and were signed on its behalf.

Jamie Pherous
Managing Director

19 November 2020

USD Treasury Coy (UK) Limited
Statement of Changes in Equity
For the year ended 30 June 2020

	Contributed equity	(Accumulated losses)/ Retained earnings	Total equity
	$'000	$'000	$'000
Balance at 1 July 2018	5,180	272	5,452
Total comprehensive income for the year	-	1,353	1,353
Balance at 30 June 2019	5,180	1,625	6,805

	Contributed equity	(Accumulated losses)/ Retained earnings	Total equity
	$'000	$'000	$'000
Balance at 1 July 2019	5,180	1,625	6,805
Total comprehensive loss for the year	-	(2,143)	(2,143)
Balance at 30 June 2020	5,180	(518)	4,662

The notes on pages 14 to 22 are an integral part of these financial statements.

USD Treasury Coy (UK) Limited
Notes to the Financial Statements
For the year ended 30 June 2020

1. General information

USD Treasury Coy (UK) Limited (the Company), limited by shares, was incorporated to operate as a treasury company. The Company's financial statements are presented in US Dollars (USD) and all values are rounded to the nearest thousand dollars (USD $'000) except when otherwise indicated.

The Company is a private limited company and is incorporated and domiciled in the UK. The address of its registered office is 1 Carter Lane, London, England, EC4V 5ER.

2. Significant accounting policies

The principal accounting policies adopted are set out below. These policies have been consistently applied to the period presented.

New or amended Accounting Standards and Interpretations adopted
This section discloses the impact of the new accounting standards and interpretations that have been applied from 1 July 2019 on the Company's financial statements.

IFRS 16 Leases
The Company has adopted IFRS 16 *Leases* from 1 July 2019, which resulted in changes in accounting policies. There has been no material impact on the Company's results for the year ended 30 June 2020.

IFRIC 23 Uncertainty over Income Tax Treatments
Upon adoption of IFRIC 23 *Uncertainty over Income Tax Treatments*, the Company changed its accounting policy for current tax to reflect the adoption of the probability weighted approach, with the current year policy outlined in this note. The adoption of IFRIC 23 does not have a material impact on the Company's financial statements.

Going concern
The financial statements of the Company have been presented as a going concern. After making enquiries, the Director has reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. In addition, the Director has received a letter of support from the ultimate parent, Corporate Travel Management Limited stating they will provide sufficient resources to enable the Company to meet its liabilities as they fall due for the foreseeable future. Accordingly, the Director considered it appropriate to continue to adopt the going concern basis in preparing the Annual report and Financial Statements.

Basis of preparation
The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, *Reduced Disclosure Framework* (FRS 101). The financial statements have been prepared under the historical cost convention in accordance with the *Companies Act 2006*.

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

- IFRS 7, 'Financial Instruments: Disclosures';
- The requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group; and
- The requirement under IAS 7 from preparing a cash flow statement and related notes.

Critical accounting estimates and assumptions

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Those judgements involving estimations, may have an effect on the amounts recognised in the financial statements.

2. Significant accounting policies (continued)

Basis of preparation (continued)

Critical accounting estimates and assumptions (continued)

(a) Impairment and amortisation

Intangible assets are reviewed for impairment, annually, or more frequently if events of changes in circumstances indicate that the carrying amount may be impaired. Refer note 8 'Intangible assets'.

During the period, an alternative solution to the Company's existing intangible asset was developed. Upon implementation, the new solution was deemed to significantly reduce the economic life of the existing intangible asset, and it was determined that it would not provide economic benefits beyond 30 June 2020. Accordingly, the Director has accelerated the amortisation in the period.

(b) *Expected credit losses*

Management has assessed the recoverability of receivables from related parties as required under IFRS 9 *Financial Instruments*. Management has made assumptions in determining the creditworthiness of counterparties, taking into account the impact of COVID-19 and the Group's ability to support the receivables.

Critical judgements in applying the Company's accounting policies

(a) *Refinancing costs*

During the period, the multi-currency facility was amended as part of the debt covenant waiver process in May 2020. Based on the change in terms and amount, the modification has been determined as a substantial modification by management. As a result, the amendments are treated as an extinguishment to the multi-currency facility executed. Therefore, capitalised borrowing costs of USD $590,000 incurred in the establishment of the facility remaining, were expensed in full (refer note 12 'Borrowings').

Consolidation

The Company is a wholly owned subsidiary of Corporate Travel Management (UK) Limited, and an indirect subsidiary of Corporate Travel Management Limited (the Group), a company publicly listed on the Australian Stock Exchange. The Company is included in the consolidated financial statements of the Group, which are publicly available and are the smallest and largest group consolidation. Therefore, the Company is exempt from preparing consolidation financial statements.

Revenue and other income

Revenue

The Company recognises revenue when performance obligations in respect of the revenue are met.

Interest income

Interest income on financial assets held at amortised cost, is calculated using the effective interest method and is recognised in Statement of Profit or Loss and Other Comprehensive Income as other income.

Foreign exchange gains/losses

Foreign currency transactions are translated into US dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Net foreign exchange gain and net foreign exchange loss is presented as other income or as administrative and general expenses, respectively, in the Statement of Profit or Loss and Other Comprehensive Income.

Finance costs

Finance costs on financial liabilities held at amortised cost, is calculated using the effective interest method and is recognised in Statement of Profit or Loss and Other Comprehensive Income as finance costs.

Income tax

The income tax expense (or income) for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Company operates and generate taxable income. It includes adjustments for tax expected to be payable or recoverable in respect of previous periods. Where the amount of tax payable or recoverable is uncertain, management establishes provisions based on either: the Company's judgment of the most likely amount of the liability or recovery or; where there is a range of possible non-binary outcomes, the expected value calculated under a probability weighted approach.

2. Significant accounting policies (continued)

Deferred income tax is provided for in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted, or substantially enacted, by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Other taxes
Revenues, expenses, assets and liabilities are recognised net of the amount of VAT except:

- When the VAT incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case, the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables, which are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Intangibles assets
Costs incurred in acquiring other intangible assets that contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to intangibles.

Impairment of intangible assets

Intangibles assets are reviewed for impairment, annually, or more frequently if events of changes in circumstances indicate that the carrying amount may be impaired. An impairment loss is recognised in the Statement of Profit and Loss and Other Comprehensive Income for the amount by which the asset's carrying amount exceeds its recoverable amount.

Amortisation expense

The useful lives of the intangible assets are assessed to be finite.

A summary of the amortisation policies applied to the Company's intangible assets is as follows:

Item	**Years**	**Method**	**Internally generated/acquired**
Other intangible assets	4	Straight line	Acquired

Where amortisation is charged on assets with finite lives, this expense is recognised in the Statement of Profit or Loss and Other Comprehensive Income in the expense category 'Amortisation'.

2. Significant accounting policies (continued)

Related party loans

Receivables from related parties
Receivables from related parties are balances owed to the Company by entities within the Group and are measured at amortised cost, using the effective interest method. Recoverability of related party receivables are assessed using a simplified approach to providing for expected credit losses prescribed by IFRS 9 *Financial Instruments*. Refer note 9 'Receivables from related parties'.

Payables to related parties
Payables to related parties are balances owed to entities within the Group by the Company and are measured at amortised cost, using the effective interest method. Refer note 10 'Payables to related parties'.

Impairment of financial assets
<u>Assets carried at amortised cost</u>
Receivables are subject to the expected credit loss model. The Company has applied IFRS 9 *Financial Instruments* simplified approach to measuring the expected credit loss, which uses a lifetime expected loss allowance. All allowances are equal to 12-months expected credit losses. Where a receivable had a significantly increased credit risk, it was assessed and allowed for in addition to the expected loss rate. Historic loss events and forward-looking assumptions regarding the pandemic have been factored into the allowance calculation for these assets as at 30 June 2020.

Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost, using the effective interest rate method. Establishment costs are capitalised and are amortised over the life of the related borrowing.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Financial Currency translation

(a) Functional and presentation currency
Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in US dollars, which is the Company's functional and presentation currency.

(b) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the transaction dates. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary financial assets and liabilities, such as equities held at fair value through profit or loss, are recognised in profit or loss in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as part of the fair value gain or loss. Translation differences on non-monetary financial assets, are included in the fair value reserve in other comprehensive income.

Contributed equity

Ordinary shares are classified as equity.

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

2. Significant accounting policies (continued)

Dividend distribution
Dividend distributions to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

Rounding of amounts
Amounts in this report have been rounded off to the nearest thousand US dollars, or in certain cases, the nearest dollar.

3. Revenue and other income

	2020 $'000	2019 $'000
Interest income (i)	1,699	2,042
Other income (ii)	659	468
Revenue and other income	2,358	2,510

(i) Interest income relates to interest earned on related party loans (refer note 9 'Receivables from related parties').
(ii) Other income primarily relates to foreign exchange fluctuations on transactions.

4. Finance costs

	2020 $'000	2019 $'000
Finance costs	2,491	903

Finance costs relates primarily to interest charged on external facilities, interest charged on related party loans (refer note 10 'Payables to related parties') and amortisation of upfront borrowings costs. As a result of the substantial modifications, which is therefore, treated as an extinguishment, to the multi-currency facility executed as part of the covenant waiver in May 2020, capitalised borrowing costs of USD $590,000 incurred in the establishment of the facility remaining, were expensed in full (refer note 12 'Borrowings').

5. Auditors' and directors' remuneration

In FY2020 auditors' fees of £8,487 was borne by the Group (2019: £8,161).

The remuneration of the Directors was paid by the ultimate parent, Corporate Travel Management Limited or a related subsidiary, which makes no recharge to the Company, and the Directors received no remuneration for their services as Directors of the Company. These Directors were also Directors of a number of companies within the Group and it is not possible to make an apportionment of their remuneration in respect of the Company and each of the Group companies for which they are a Director.

6. Income tax

Income tax credit

Tax credit included in profit or loss:

	2020 $'000	2019 $'000
Current tax:		
UK Corporation tax on (losses)/profits for the year	(493)	241
Adjustment recognised in respect of prior periods	-	(327)
Foreign corporation tax on (losses)/profits for the year	109	-
Double taxation relief	(109)	-
Total tax credit	(493)	(86)

Tax credit for the year is lower (2019: lower) than the standard rate of corporation tax in the UK for the year ended 30 June 2020 of 19% (2019: 19%). The differences are explained below:

(Loss)/profit before income tax credit	(2,636)	1,267
Profit multiplied by the statutory rate of tax in the UK of 19% (2019: 19%)	(501)	241
Adjustment recognised in respect of prior periods	-	(327)
Expenses not deductible for tax purposes	8	-
Income tax credit	(493)	(86)

Deferred income tax

During the year there were no temporary tax differences arising and accordingly, no deferred tax expense or benefit for the year, and no deferred tax asset or liability in existence as at balance date.

7. Parent entities

The immediate parent undertaking is Corporate Travel Management (UK) Limited.

The ultimate parent undertaking is Corporate Travel Management Limited, a company domiciled in Australia. Copies of the Corporate Travel Management Limited consolidated financial statements can be obtained from the Australian Stock Exchange at
https://www.asx.com.au/asx/statistics/announcements.do?by=asxCode&asxCode=ctd&timeframe=Y&year=2020

8. Intangible assets

	2020 $'000	2019 $'000
Other intangible assets - at cost	3,250	3,250
Less: Accumulated amortisation	(3,250)	(812)
Balance at 30 June	-	2,438

8. Intangible assets (continued)

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Other intangible assets $'000
Balance at 1 July 2018	2,762
Amortisation expense	(324)
Balance at 30 June 2019	2,438
Amortisation expense	(2,438)
Balance at 30 June 2020	-

A contractual right to efficiency consultancy services for the Company resulted in an intangible asset being recognised initially. During the period, an alternative solution to the Company's existing intangible asset was developed. Upon implementation, the new solution was deemed to significantly reduce the economic life of the existing intangible asset, and it was determined that it would not provide economic benefits beyond 30 June 2020. Accordingly, the Director has accelerated the amortisation in the period.

9. Receivables from related parties

Balances owing from related parties result from the intercompany process of treasury funding across operating segments for the Group.

	2020 $'000	**2019 $'000**
Current assets		
Receivables from related parties	1,375	-
Non-current assets		
Receivables from related parties	30,138	33,788
	31,513	33,788

There are no other related party transactions outside of those with wholly owned Group undertakings. Payment terms for non-current receivables from related parties balance are more than 12 months. The interest rate applied is based on a 3-month base rate for the currency plus a margin. Interest is calculated daily and charged monthly.

Management has performed an assessment of recoverability. The impact of the COVID-19 pandemic on the global economy and the Group has been considered, as well as the ability for the Group to support these assets. The Company has classified these receivables a low credit risk.

10. Payables to related parties

Balances owing to related parties result from the intercompany process of treasury funding across operating segments for the Group.

10. Payables to related parties (continued)

	2020 $'000	2019 $'000
Current liabilities		
Payables to related parties	1,843	9,776
Non-current liabilities		
Payables to related parties	30,826	-
	32,669	9,776

There are no other related party transactions outside of those with wholly owned Group undertakings. Payment terms for non-current payables to related parties balance are more than 12 months. The interest rate applied is based on a 3-month base rate for the currency plus a margin. Interest is calculated daily and charged monthly.

11. Trade and other payables

	2020 $'000	2019 $'000
Current liabilities		
Other payables and accruals	442	1,000
Non-current liabilities		
Other payables and accruals	-	250
	442	1,250

12. Borrowings

The carrying amounts of the Company's borrowings were as follows at 30 June:

	2020 $'000	2019 $'000
Current liabilities		
Bank loans	-	13,460
Non-current liabilities		
Bank loans	-	7,500
	-	20,960

Borrowings were repaid in June 2020 with cash generated within the Group in the ordinary course of business.

The Group maintains a revolving multi-currency bank loan facility which was established in August 2019, refinancing the existing facility. The facility expires on 31 August 2022 and has a total capacity of GBP £100,000,000 (USD $123,999,000) at 30 June 2020. The Facility is secured against the assets of certain members of the Group who also are guarantors under the facility.

The Group has remained in compliance with its bank facility covenants throughout the period. Due to the unprecedented impact of COVID-19, in May 2020 the Group agreed a covenant waiver with its lenders for the testing period at 30 June 2020 and 31 December 2020. The following key terms were amended as part of the waiver.

12. Borrowings (continued)

- Waiver of all financial covenants for calendar year 2020 including the removal of COVID-19 from the Material Adverse Effect definition;
- Covenant testing for the period ending 30 June 2021 to be based on 2H21 performance;
- Total facility size reduced to £100,000,000 from £125,000,000; and
- A minimum liquidity requirement of AUD $80,000,000 until 30 June 2021.

As a result of the substantial modification, (treated as extinguishment) to the multi-currency facility executed as part of the covenant waiver, capitalised borrowing costs of USD $590,000 incurred in the establishment of the facility remaining, were expensed in full.

13. Contributed equity

Details	Date	Number of shares	$'000
Balance	30 June 2019	5,180,001	5,180
Balance	30 June 2020	5,180,001	5,180

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Ordinary shares have par value of USD $1.00 and the Company does not have a limited amount of authorised capital.

14. (Accumulated losses)/retained earnings

	2020 $'000	2019 $'000
Retained earnings at the beginning of the financial year	1,625	272
(Loss)/profit after income tax credit for the year	(2,143)	1,353
(Accumulated losses)/retained earnings at the end of the financial year	(518)	1,625

15. Events after the reporting period

No matter or circumstance has arisen since 30 June 2020 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.