Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	981 620 550
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	EGENCIA NORWAY AS
Forretningsadresse:	Tordenskiolds gate 8 0160 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2021 - 31.12.2021

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Nicola Cole
Dato for fastsettelse av årsregnskapet:	01.12.2022

Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert

År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 22.11.2023

Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Revenue	3	123 894 741	230 100 992
Other income		535 015	
Sum inntekter		**124 429 756**	**230 100 992**
Kostnader			
Employee benefits expense	4, 6	77 384 627	140 849 476
Depreciation and amortisation expenses	5	693 666	1 531 027
Other expenses	7	26 014 118	47 491 242
Restructuring expenses	13	18 849 068	37 117 130
Sum kostnader		**122 941 479**	**226 988 875**
Driftsresultat		**1 488 277**	**3 112 117**
Finansinntekter og finanskostnader			
Annen renteinntekt			621 800
Foreign exchange gain			3 447 137
Sum finansinntekter			**4 068 937**
Annen rentekostnad		331 952	
Foreign exchange loss		3 242 651	
Other financial expenses		276 500	513 823
Sum finanskostnader		**3 851 103**	**513 823**
Netto finans		**-3 851 103**	**3 555 114**
Ordinært resultat før skattekostnad		**-2 362 826**	**6 667 231**
Income tax expense	10	-472 522	1 450 828
Ordinært resultat etter skattekostnad		**-1 890 304**	**5 216 403**
Årsresultat		**-1 890 304**	**5 216 403**
Årsresultat etter minoritetsinteresser		**-1 890 304**	**5 216 403**
Totalresultat		**-1 890 304**	**5 216 403**

Resultatregnskap

Beløp i: NOK	Note	2021	2020
Overføringer og disponeringer			
Other equity		-1 890 304	5 216 403
Sum overføringer og disponeringer		**-1 890 304**	**5 216 403**

Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	10	6 610 058	6 137 536
Goodwill			
Sum immaterielle eiendeler		**6 610 058**	**6 137 536**
Varige driftsmidler			
Equipment and other movables	5	397 984	947 833
Sum varige driftsmidler		**397 984**	**947 833**
Finansielle anleggsmidler			
Investering i annet foretak i samme konsern	2	4 265 349	4 265 349
Sum finansielle anleggsmidler		**4 265 349**	**4 265 349**
Sum anleggsmidler		**11 273 391**	**11 350 718**
Omløpsmidler			
Varer			
Fordringer			
Accounts receivables	9	35 219 253	37 255 002
Other short-term receivables	8, 9	125 785 400	503 992 414
Sum fordringer		**161 004 654**	**541 247 417**
Sum omløpsmidler		**161 004 654**	**541 247 417**
SUM EIENDELER		**172 278 045**	**552 598 135**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	11, 12	8 000 000	8 000 000
Overkurs	11, 12	21 188 433	21 188 433

Balanse

Beløp i: NOK	Note	2021	2020
Sum innskutt egenkapital		**29 188 433**	**29 188 433**
Opptjent egenkapital			
Other equity	11	53 749 514	55 425 382
Sum opptjent egenkapital		**53 749 514**	**55 425 382**
Sum egenkapital		**82 937 947**	**84 613 815**
Sum langsiktig gjeld		**0**	**0**
Kortsiktig gjeld			
Leverandørgjeld	9	15 604 636	22 178 527
Tax payable	10		2 378 430
Public duties payable		3 994 368	7 493 244
Other current liabilities	9	69 741 094	435 934 119
Sum kortsiktig gjeld		**89 340 098**	**467 984 320**
Sum gjeld		**89 340 098**	**467 984 320**
SUM EGENKAPITAL OG GJELD		**172 278 045**	**552 598 135**

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Annual Report 2021 Egencia Norway AS

On November 1, 2021, the previous ultimate parent entity of the Company, EG Corporate Travel Holdings LLC ("Expedia") sold 100% of the shares of Egencia Netherlands BV (the Egencia group parent) to GBT JerseyCo Limited (ultimate parent company of the GBT group). The ultimate parent company and controlling party up until 26 May 2022 was GBT JerseyCo Limited, a company incorporated in Jersey, Channel Islands. Following a corporate group re-organisation that completed on 27 May 2022, the Company's ultimate parent and controlling entity changed to Global Business Travel Group, Inc., a Delaware corporation. Since 31 May 2022, Global Business Travel Group, Inc. is publicly traded on the NYSE under the stock symbol GBTG.

The principal activities of the company are to provide corporate travel management services and support services for GBT Group. Revenue consists primarily of fees for the sale of tickets and travel agency services. The Board believes that the financial statements give a true and fair view of Egencia Norway AS's assets and liabilities, financial position and profit. The operations are run from the main office in Oslo, with branches in cities as Bergen, Stavanger, Trondheim, Bodo and Tromso.

STATEMENT OF THE ANNUAL ACCOUNTS

2021 Revenue was NOK 106 million lower than 2020 due to market conditions as well as the effects of COVID. Operating profit/(loss) was NOK 7 million lower than 2020. Pretax loss in the company was NOK 2.4 million in 2021 against Pretax profit of NOK 6.7 million in 2020. The total assets of the company was 172.2 million at year-end and was 552.6 million in 2020. Equity in the company at the end of the year was 82.9 million compared with 84.6 million in 2020, giving an equity ratio of 48% in 2021 against 15% in 2020. The cash flow from operations were NOK -188.3 million in 2021 compared to NOK -4.8 million in 2020. This is primarily due to decreases from other timing differences. Egencia Norway AS is part of a cash pool agreement and cash and cash equivalents at the end of the year in 2020 and 2021 is 0 as it is presented as other receivables.

WORKING ENVIRONMENT, EXTERNAL ENVIRONMENT AND ETHICS

The average number of man-years in the company in 2020 was 47. Absence due to sickness in 2020 in Egencia Norway AS was 2,777 days, corresponding to 5.4% against 4.8% in 2020. Long- term absence was 49% of total sick leave. There have been no serious occupational accidents or accidents during the year that have resulted in material injury or personal injury. The working environment is considered to be good. Egencia AS with wholly owned subsidiaries in Norway is a member of Virke.

The company does not pollute the external environment beyond what is common for this type of business.

DISCRIMINATION

The purpose of the Equality and Anti-Discrimination Act is to promote equality, equal opportunities and rights and to prevent discrimination based on gender, sexual orientation, ethnicity, national origin, descent, color, language, religion and philosophy of life. The company works actively, purposefully and in a plan to promote the purpose of the law within our business. The activities include recruitment, pay and working conditions, promotion, development opportunities and protection against harassment. There are a number of employees in the company with different national origins.

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The company's goal is to be a workplace where there is no discrimination due to disability. The group works actively and purposefully to design and organize the physical conditions so that the various functions of the company can be used as widely as possible.

EQUALITY

As in the industry in general, Egencia Norway AS also has most female employees. Of the company's 209 employees, on average 77% have been women. In the group's management team, there were 0 women and 2 men. The company has endeavored to treat women and men alike in all employment, promotions and in all payrolls.

FINANCIAL RISK

Egencia Norway AS has limited credit risk as roughly 85% of sales is via credit card. At the same time, a credit valuation of all new customers is undertaken. There is limited foreign exchange risk.

The company does not have loan agreements with banks.

DISPOSAL OF THE RESULT

The Board proposes the following disposal of the annual result in Egencia Norway AS:

Transferred to other equity NOK -1,890,304

In total, NOK -1,890,304

The company’s total equity at December 31, 2021 was NOK 82.9 million.

GOING CONCERN

In accordance with section 3-3a of the Norwegian Accounting Act, it is confirmed that the assumption of going concern are present. Based on the company's financial position and future forecasts, the Board confirms that the prerequisite for continued operations is present and the accounts are therefore prepared on this assumption

SUBSEQUENT EVENTS AFTER THE YEAR-END

After the balance sheet date, we have seen a upward trend in the volumes of the business. The scale and duration of these developments as well as their impact to the cash flow and financial condition of the Company remain uncertain.

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OUTLOOK

There is normally considerable uncertainty linked to assessments of future conditions. The Company maintain a positive outlook for 2022 with the steady increase in volumes.

December 31, 2021

1 December, 2022

DocuSigned by:
Ryan C Bischoff
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Ryan Clay Bischoff
Chairman of the board

DocuSigned by:
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Ole-Einar Grostad
General Manager / Member of the board

DocuSigned by:
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Victoria Markussen
Member of the board

DocuSigned by:
Alexander Møglestue Beldring
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Alexander Beldring
Member of the board

DocuSigned by:
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Ole-Andreas Loland
Member of the board

The Norwegian Tax Administration

Our date	Your date	Case officer
29.04.2022	05.04.2022	Lars Waaltorp
800 80 000	Your reference	Telephone
skatteetaten.no		+4790833418
Org. nr:	Our reference	Postal address
974761076	2022/5334613	Postboks 9200 Grønland 0134 OSLO

ADVOKATFIRMAET PRICEWATERHOUSECOOPERS AS
Postboks 748 Sentrum
0106 OSLO

Callers from abroad, please call +47 22 07 70 00

Att. Kristofer Brenstad

Permission to prepare the annual accounts and directors' report in English language for Egencia Norway AS, org. no 981 620 550

With reference to your letter of 5 April 2022 with respect to the above matter regarding Egencia Norway AS.

Based on a total evaluation, the view of the tax office is that Egencia Norway AS may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph. The exemption requires that the information the decision is based on, does not change significantly.

A copy of this letter must be sent to the Register of Company Accounts in Brønnøysund together with the financial statements. It is incumbent on the company to document by this letter that the permit is granted.

Background
Egencia Norway AS is owned by a Norwegian company which is wholly owned by a foreign company and is part of an international group. The company caters to a professional market within the travel markets, and the majority of the company's activity is aimed at international parties. The chairperson of the board is not Norwegian.

Condition for the permission
According to the Norwegian Accounting Act § 3-4, third paragraph shall "the directors' report and annual accounts (…) be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language".

Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc., says the following about the purpose of the Accounting Act, refer section 1.1:

> "The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors, which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated, for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information."

One of the main goals of the Accounting Act is to contribute to “informative accounts for different users of accounts”. The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors’ report should be prepared in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information, which has to be taken into consideration when considering the application for permission. In this assessment, the tax office has emphasized that the company is owned by a Norwegian company which is wholly owned by a foreign company and is part of an international group. Furthermore, all key players and partners in this industry understand and use English.

Please state "our reference" (see above) in all written communication with the Norwegian Tax Authorities.

Yours sincerely,

Lars Waaltorp
Senior Adviser
Customer Interaction Division, Customer Service
The Norwegian Tax Administration

This document has been electronically approved and therefore has no handwritten signatures.

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Revenue statement

Egencia Norway AS

	Note	2021	2020
Operating income and operating expenses			
Revenue	3	123 894 741	230 100 992
Other income		535 015	0
Total income		**124 429 756**	**230 100 992**
Employee benefits expense	4, 6	77 384 627	140 849 476
Depreciation and amortisation expenses	5	693 666	1 531 027
Other expenses	7	26 014 118	47 491 242
Restructuring expenses	13	18 849 068	37 117 130
Total expenses		**122 941 479**	**226 988 875**
Operating profit		**1 488 277**	**3 112 117**
Financial income and expenses			
Other interest income		0	621 800
Foreign exchange gain		0	3 447 137
Foreign exchange loss		3 242 651	0
Other interest expenses		331 952	0
Other financial expenses		276 500	513 823
Net financial items		**-3 851 103**	**3 555 114**
Net profit before tax		-2 362 826	6 667 231
Income tax expense	10	-472 522	1 450 828
Net profit after tax		**-1 890 304**	**5 216 403**
Net profit or loss		**-1 890 304**	**5 216 403**
Attributable to			
Other equity		-1 890 304	5 216 403
Total		**-1 890 304**	**5 216 403**

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Balance sheet per 31.12.2021

Egencia Norway AS

	Note	2021	2020
Assets			
Non-current assets			
Intangible assets			
Deferred tax assets	10	6 610 058	6 137 536
Total intangible assets		**6 610 058**	**6 137 536**
Property, plant and equipment			
Equipment and other movables	5	397 984	947 833
Total property, plant and equipment		**397 984**	**947 833**
Non-current financial assets			
Investments in other group companies	2	4 265 349	4 265 349
Total non-current financial assets		**4 265 349**	**4 265 349**
Total non-current assets		**11 273 391**	**11 350 718**
Current assets			
Debtors			
Accounts receivables	9	35 219 253	37 255 002
Other short-term receivables	8, 9	125 785 400	503 992 414
Total receivables		**161 004 654**	**541 247 417**
Total current assets		**161 004 654**	**541 247 417**
Total assets		**172 278 045**	**552 598 135**

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Balance sheet per 31.12.2021

Egencia Norway AS

	Note	2021	2020
Equity and liabilities			
Paid-in capital			
Share capital	11, 12	8 000 000	8 000 000
Share premium reserve	11, 12	21 188 433	21 188 433
Total paid-up equity		**29 188 433**	**29 188 433**
Retained earnings			
Other equity	11	53 749 514	55 425 382
Total retained earnings		**53 749 514**	**55 425 382**
Total equity		**82 937 947**	**84 613 815**
Liabilities			
Current liabilities			
Trade payables	9	15 604 636	22 178 527
Tax payable	10	0	2 378 430
Public duties payable		3 994 368	7 493 244
Other current liabilities	9	69 741 094	435 934 119
Total current liabilities		**89 340 098**	**467 984 320**
Total liabilities		**89 340 098**	**467 984 320**
Total equity and liabilities		**172 278 045**	**552 598 135**

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Egencia Norway AS

Oslo

The board of Egencia Norway AS

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Ryan C Bischoff
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Ryan Clay Bischoff
Chairman of the board

DocuSigned by:
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Ole-Einar Grostad
General Manager / Member of the board

DocuSigned by:
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Victoria Markussen
Member of the board

DocuSigned by:
Alexander Møglestue Beldring
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Alexander Beldring
Member of the board

DocuSigned by:
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Ole-Andreas Loland
Member of the board

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Egencia Norway AS
Cash Flow Statement

	2021	2020
Ordinary result before taxes	-2 362 826	6 667 231
Tax paid during the period	-2 378 430	-2 087 393
Gain/loss on disposal of fixed assets	-	47 740
Ordinary depreciation and amortization	693 666	1 531 026
Write-off bonds and loans	-	-
Share-based payment	214 434	-76 331
Changes in accounts receivables	2 035 749	61 907 590
Changes in trade creditors	-6 573 891	-27 957 670
Change in other time differences	-179 936 198	-44 835 580
Net cash flow from operational activities	**-188 307 497**	**-4 803 387**
Payments for the acquisition of tangible fixed assets	-162 340	-379 902
Net cash flow from investing activities	**-162 340**	**-379 902**
Net income/payment short-term receivables/debt group (cash pool)	188 469 837	5 183 289
Net cash flow from financing activities	**188 469 837**	**5 183 289**
Net change of cash and cash equivalents	-	-
Cash and cash equivalents at the beginning of the period	-	-
Cash and cash equivalents at the end of the period	**-**	**-**

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Egencia Norway AS

Note 1 Accounting principles

The annual accounts have been prepared in accordance with the provisions of the Norwegian Accounting Act and generally accepted accounting principles in Norway.

Subsidiary
The subsidiary is assessed according to the cost method in the financial statements of the parent. If the fair value of the company is lower than the book value and the impairment is not expected to be temporary, write-downs are made to fair value. Assets in the balance sheet are shown under financial assets. Dividend received from the companies is recognized as financial income in the year in which the dividend is proposed, if the dividend is earned during the ownership period.

Revenues
Revenue is recognized when it is highly probably that transactions will generate future financial benefit for the company and the size and the amount can be estimated reliably.

The company's revenue consists of corporate travel support service fees and for the provision of services to an affiliated company that provides corporate travel services to customers in Norway and other service fee revenue from affiliated companies. Revenue is measured at fair value of the consideration, deducted for VAT.

Corporate travel support services revenue is recognized when services are provided. Services are provided for hotel bookings when the hotel stay occurs. For other travel services, the services is provided when the booking is made or ticket is issued. Revenue associated with contractual service arrangements under agreements are recognized on a straight-line basis over the term of the agreement. Revenue for corporate travel support services related to group travel is recognized as income when the services are completed, at the completion of the journey. Revenue for corporate travel support services is presented net given that the company acts as an agent and does not control the provision of the corporate travel services.

Service fee revenue is recognized, on a gross basis, when services are performed.

Classification and assessment of balance sheet items
Fixed assets are assets intended for permanent ownership and use in the business. The assets are valued at acquisition cost, but are written down to fair value if the impairment is not expected to be temporary. Long-term liabilities are capitalized at acquisition costs. Current assets and current liabilities include items due for payment within one year and items related to the sales of goods. Other items are classified as fixed assets / long-term liabilities. Current assets are valued at the lower of acquisition cost and fair value. Current liabilities are capitalized at acquisition cost.

Receivables
Trade receivables and other receivables are recognized in the balance sheet at nominal value after deduction of provisions for expected losses. Provisions for losses are made on the basis of individual assessments of the individual receivables. In addition, for other accounts receivable, an unspecified provision is made to cover expected losses.

Currency
Monetary items in foreign currency are valued at the exchange rate at the end of the financial year.

Cash flow statement
The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term, liquid investments.

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Cash pool
The company is part of a cash pool arrangement, where the parent company is the owner of the agreement with the credit institution. Net deposits / draw-downs to the account are presented as bank deposits / liabilities in the parent company, while the corresponding positions with the individual companies are classified as inter-company debt or receivables. See also note 8 and 9

Intangible assets
Intangible assets are capitalized when probable future economic benefits related to the asset can be proven and the cost price of the asset can be calculated reliably. Intangible assets are valued at acquisition cost less accumulated amortization and write-downs, if any. When intangible assets are acquired through a business combination, cost price is fair value at date of acquisition.

Intangibles having a limited lifetime are amortized and tested for impairment if impairment indicators are present. Amortization is calculated linearly over the expected economic lifetime. The amortization period and method are assessed on a yearly basis and are adjusted if necessary.

Goodwill
The added value from a business acquisition that is not attributable to identifiable assets and liabilities at the acquisition date is recognized as goodwill in the balance sheet. Goodwill with a limited useful lifetime is amortized. Amortization is calculated over the estimated economic lifetime. Goodwill impairments are not reversed even if there were information in the following periods that the need for impairment is no longer present or that the need for impairment is reduced.

Fixed assets
The company's fixed assets consist of machinery, equipment and IT systems. These are valued at acquisition cost less accumulated depreciation and any write-downs. Costs directly attributable to the acquisition of the asset are included in the acquisition cost. Depreciation is calculated on a straight-line basis over the expected lifetime of the asset. Subsequent costs are capitalized if it is probable that these will provide the company with future economic benefits that can be measured reliably. Expenses for ongoing maintenance of operating assets are expensed as operating expenses, while replacements and improvements are added to the cost price of the assets.

The asset's scrap values and period of use are reviewed annually and adjusted if necessary. If there are indications of impairment, an impairment test is made and write-downs are made if the recoverable amount is lower than the carrying amount.

Pensions
With a defined contribution plan the company pays contributions to an insurance company. After the contribution has been made the company has no further commitment to pay. The contribution is recognized as payroll expenses. Prepaid contributions are reflected as an asset (pension fund) to the degree the contribution can be refunded or will reduce future payments.

Tax
The tax expense in the income statement includes both the tax payable for the period and changes in deferred tax. Deferred tax is calculated at 22% on the basis of the temporary differences that exist between accounting and tax values, as well as tax losses carried forward at the end of the accounting year. Tax increasing and tax reducing temporary differences that reverse or could reverse in the same period are offset and net-adjusted. Other tax reducing differences are not offset, but capitalized and net-adjusted, if applicable, if it is likely that the entity can utilize them.

Leasing
Leasing agreements where the risk and return on the asset are mainly at the lessor are classified as operational. Lease payments are expensed on a straight-line basis over the lease period.

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Leasing agreements where the company as a lessee takes over the major part of the risk and return on the asset are classified as financial. Assets financed through such leases are recognized at the lower of fair value and minimum lease value at initial recognition. Direct costs related to the establishment of the lease are included in the asset cost. Assets financed in this way are amortized over the same period as the company's other assets within the same depreciation category. If it is not certain that the company will acquire ownership at the end of the leasing period, the asset will be depreciated over the period that is the shortest of the leasing period and the economic lifetime of the asset.

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Note 2 Subsidiaries

Company	Business office	Ownership share	Voting share	Book value
Egencia Philippines Inc.	Manila	100%	100%	1 324 061
Ferieverden AS	Oslo	100%	100%	2 941 288
Total				4 265 349

According to section 3-7 of the Norwegian Accounting Act, no consolidated accounts have been prepared for the group consisting of Egencia Norway AS and the above companies. Egencia Norway AS and its subsidiaries are included in the Group accounts of GBT JerseyCo, Ltd. The Group accounts for GBT JerseyCo, Ltd. can be obtained at 3rd Floor 44 Esplanade St Helier Jersey, JE4 9WG, Jersey.

Information on equity and profit according to the latest annual accounts

Company	Equity	Profit
Egencia Philippines Inc.	2 997 683	-217 103
Ferieverden AS	2 941 288	-

Note 3 Revenue

	2021	2020
The company's sales revenue is as follows:		
Corporate travel support services	118 938 152	221 369 911
Service fee	5 491 604	8 731 081
Net operating income	124 429 756	230 100 992

Note 4 Payroll expenses, number of employees, remuneration, loans to employees etc.

Payroll expenses	2021	2020
Payroll	54 893 398	109 066 568
Employers' national insurance contributions	8 281 263	14 561 851
Pension costs	5 751 819	10 068 927
Other benefits	8 458 147	7 152 130
Total	**77 384 627**	**140 849 476**
Average number of full time equivalent	151	182

Remuneration	Payroll	Pension expenses	Other benefits
General manager	1 976 119	-	42 741
The board of Directors	-	-	-

The general manager has an annual bonus agreement.

No loans or guarantees have been granted to the general manager, the board, shareholders, other employees or close associates of these.

Calculation of option value:

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The fair value of options granted during the period is calculated using the Black-Scholes model for option pricing. There were no options granted during the year.

No people in the company have received stock options during the year. Management has the following stock options:

	Number of options 1.1.	Transferred from Egencia AS	Forfeited options	Exercised options	Average exercise price	Number of options 31.12.
Leading employees						
General manager	145	-	-	145	997	-
Other employees	2 399	543	1 061	795	845	-
Total	**2 544**	**543**	**1 061**	**940**		-

A - Average exercise price for options exercised in the accounting year
B - Average exercise price for stock options at the end of the accounting year

All options granted can be exercised seven years after allocation. 25% of allotted options are earned on the grant date each year during the first four years. Earnings are conditional upon the employee working in the company on the earning date.

Management have also received restricted stock units (RSU). The following table summarizes the activity of the unvested RSU for the period.

	Number of RSU 1.1.	Reclass.	Granted RSU	Forfeited/ cancelled	Exercised RSU	Average fair value	Number of RSU 31.12.
Leading employees							
General manager	280	171	133	194	218	1 262	172
Other employees	424	-171	545	356	156	1 360	286
Total	**704**	-	**678**	**550**	**374**		**458**

Note 5 Fixed assets

	2021	2020
Acquisition cost 1 Jan	35 891 261	40 616 724
Acquisition	162 340	379 902
Disposal	26 539	5 105 365
Acquisition cost 31 Dec	36 027 062	35 891 261
Acc. depreciation/write-downs 1 Jan	34 943 428	38 470 026
Acc. depreciation 31 Dec	35 629 078	34 943 428
Book value	397 984	947 833
Depreciation for the year	693 666	1 531 027
Economic lifetime	3-5 years	3-5 years
Depreciation schedule	Linear	Linear
Total fixed assets	397 984	947 833

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Note 6 Pension

The company is obliged to have an occupational pension scheme pursuant to the Act on Compulsory Occupational Pensions. The company's pension plans meet the requirements of this Act.

In 2017, the company changed its pension scheme from defined benefit scheme to defined contribution scheme. The pension cost for 2021 was NOK 5 751 819, and NOK 10 068 927 in 2020.

The company has a contractual pension (AFP) for its employees. The scheme is a life-long pension that can be taken from the age of 62 years. It is possible to get a job and earn further earnings until the age of 67. AFP is a defined benefit multi-purpose pension scheme and is financed through premiums determined as a percentage of salary. Currently there is no reliable measurement and allocation of obligations and funds in the scheme, and then the price is set at 1.4% of total payments between 1G and 7.1G for corporate employees. There is no fund structure in the scheme and it is expected that the premium level will increase for the coming years.

Note 7 - Other operating expense

	2021	**2020**
Rent premises and other expenses rented premises	17 742 695	25 845 178
Hire machines	145 428	-1 100
License, patent costs and royalties	104 759	869 308
IT costs	120 374	216 159
Sales and advertising costs	40 483	124 360
Office expenses	1 147 716	1 926 023
Foreign services	4 523 820	5 790 426
Other costs	2 188 842	12 720 888
Total	**26 014 118**	**47 491 242**

Other cost consists of travel costs, bad debt accrual, agent errors, service fee, etc.

The company's largest lease is the lease of premises at Cort Adelers Gate 30. This lease expires on 02. September 2022 and has the option to extend for an additional two years.

As of Dec 31, the company has total lease commitments due:

Within 1 year	8 353 908
1 to 5 years	-
After 5 years	-
Total	**8 353 908**

Audit fees

Statutory audit: NOK 1 796 393
Other services: NOK 0

All amounts are exclusive of VAT.

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Note 8 - Pledges and guarantees etc.

A factoring agreement has been entered into regarding the pledge of simple claims. The company's accounts receivable as of 31 Dec 2021 was NOK 12m. The pledge guarantees Egencia AS' cash pool arrangement. The companies in the arrangement are jointly and severally liable to the external credit institution for each company's drawdown from the arrangement, if any. Net deposit for the group was NOK 60.3m as of 31 Dec 2021. Egencia Norway AS had NOK 34.1m in deposit in the arrangement as of 31 Dec 2021, and the amount is thus a receivable against Egencia AS.

The company has issued a bank guarantee of NOK 12.0m for payable withholding tax. In addition, the company has issued a guarantee for property rent of NOK 0.7m as of year-end.

Note 9 – Intercompany balances etc.

	Accounts receivable		Other receivable	
	2021	**2020**	**2021**	**2020**
Group companies	313 687	-	19 343 417	41 567 103
Cash pool	-	-	34 111 133	222 580 969
Group contribution	-	-	-	-
Total	-	-	53 454 550	264 148 072

	Accounts payable		Current debt	
	2021	**2020**	**2021**	**2020**
Group companies	-	-	9 178 081	160 215 790
Group contribution	-	-		-
Total	-	-	9 178 081	160 215 790

	Revenues		Expenses	
	2021	**2020**	**2021**	**2020**
Service fee	69 248 114	154 559 934	-	-
Total	69 248 114	154 559 934	-	-

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Note 10 Tax

	2021	2020
Change in deferred tax	-472 522	-927 602
Overprovision prior years	-	-
Tax payable	-	2 378 430
Total tax expense for the year on ordinary income	-472 522	**1 450 828**

Reconciliation of the year's tax expense:	2021	2020
Ordinary profit before tax	-2 362 826	6 667 231
Expected income tax with nominal tax rate	-519 822	1 466 791
The tax effect of:		
Permanent differences	47 301	-15 963
Other*	-	-
Tax expense in the income statement	**-472 522**	**1 450 828**

Specification of basis for deferred tax

Differences that are settled:	2021	2020
Fixed assets and goodwill	-10 674 476	-13 760 244
Accounts receivables	-1 201 514	-12 822 792
Gain and loss account	317 931	411 758
Restructuring provisions	-802 034	-1 726 615
Net temporary differences	-12 360 093	-27 897 893
Tax losses carried forward	-17 685 625	-
Basis for deferred tax	-30 045 718	-27 897 893
Deferred tax* (asset) / liability (22 %)	**-6 610 058**	**-6 137 536**

Note 11 Equity

	Share capital	Other paid-in equity	Other equity	Total equity
Equity 1 Jan 2021	8 000 000	21 188 433	55 425 382	84 613 815
Share-based payment			214 434	214 434
Profit for the year			-1 890 304	-1 890 304
Equity 31 Dec 2021	8 000 000	21 188 433	53 749 514	82 937 947

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Note 12 - Share capital and shareholder information
The share capital of Egencia Norway AS consists of 80,000 shares with a nominal value of NOK 100. There is only one share class. The shares are wholly owned by Egencia AS. The company is part of the GBT JerseyCo, Ltd. Group. The consolidated accounts are available by contacting GBT JerseyCo, Ltd. 3rd Floor 44 Esplanade St Helier Jersey, JE4 9WG, Jersey.

Company Structure

On November 1, 2021, the previous ultimate parent entity of the Company, EG Corporate Travel Holdings LLC ("Expedia") sold 100% of the shares of Egencia Netherlands BV (the Egencia group parent) to GBT JerseyCo Limited (ultimate parent company of the GBT group).
The ultimate parent company and controlling party up until 26 May 2022 was GBT JerseyCo Limited, a company incorporated in Jersey, Channel Islands. Following a corporate group re-organisation that completed on 27 May 2022, the Company's ultimate parent and controlling entity changed to Global Business Travel Group, Inc., a Delaware corporation. Since 31 May 2022, Global Business Travel Group, Inc. is publicly traded on the NYSE under the stock symbol GBTG.

Note 13 – Restructuring expenses
In connection with the centralization and migration of certain operations functions and systems as well as certain organizational alignment activities, we recognized NOK 18 849 068 in restructuring charges during 2021. These charges were primarily related to severance, benefits, and professional fees. During 2020, we recognized NOK 37 117 130.

Note 14 – Going concern
Since March 2020, the outbreak of the novel strain of the coronavirus, COVID-19 (the "COVID-19 pandemic"), has severely restricted the level of economic activity around the world and continues to have an unprecedented effect on the global travel and hospitality industry. In response to the COVID-19 pandemic, many governments around the world implemented, and continue to implement, a variety of measures to reduce the spread of COVID-19 pandemic, including travel restrictions, practicing social distancing, quarantine advisories or requirements, restrictions on business operations and closure of non-essential businesses. The various government measures to contain spread of COVID-19 pandemic significantly reduced business travel and hotel bookings and continue to have a material adverse impact on the number of new bookings.

While many countries have vaccinated a reasonable proportion of their population, the rate and pace of vaccination globally, the severity and duration of resurgence, as well as uncertainty over the efficacy of the vaccines against new variants of the virus, may contribute to delays in economic recovery. Overall, the ultimate impact and duration of COVID-19 pandemic remains uncertain and will depend upon future developments, which are difficult to predict. Despite the continued negative impact of the COVID-19 pandemic on the Company's business, the Company has seen gradual improvement in its key volume metrics during second half of 2021 as compared to prior year as COVID-19 vaccines continued to be administered and some travel restrictions relaxed.

Notwithstanding the above mentioned, these financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business.

GBT JerseyCo Limited, has given an undertaking that it will provide ongoing financial support to the Company. The effect of this undertaking is to ensure sufficient financial assistance is provided to the Company as and when it is needed to enable the Company to continue its operations and meet its financial obligations as and when they fall due. This undertaking by the ultimate parent entity is for a minimum period of twelve months from the date of signing these financial statements.

The directors of the Company consider it appropriate that the Company will continue to fulfil all obligations as and when they fall due for the foreseeable future and accordingly consider that the Company's financial statements should be prepared on a going concern basis. Accordingly, no adjustments have been made to the financial report relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Company not continue as a going concern.

GBT JERSEYCO LIMITED AND SUBSIDIARIES

Consolidated Financial Statements

December 31, 2021 and 2020

(With Independent Auditors' Report Thereon)

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KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
GBT JerseyCo Limited:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of GBT JerseyCo Limited and subsidiaries (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive (loss) income, cash flows and changes in total shareholders' equity for each of the years in the three-year period ended December 31, 2021, and the related notes and financial statement schedule II (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

KPMG LLP

We have served as the Company's auditor since 2014.

New York, New York
March 21, 2022

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

GBT JERSEYCO LIMITED

CONSOLIDATED BALANCE SHEETS

(in $ millions except share and per share data)	As of December 31, 2021	2020
Assets		
Current assets:		
Cash and cash equivalents	$ 516	$ 584
Accounts receivable (net of allowances for doubtful accounts of $4 and $14 as of December 31, 2021 and 2020, respectively)	381	144
Due from affiliates	18	15
Prepaid expenses and other current assets	137	126
Total current assets	1,052	869
Property and equipment, net	216	194
Equity method investments	17	23
Goodwill	1,358	1,028
Other intangible assets, net	746	348
Operating lease right-of-use assets	59	55
Deferred tax assets	282	217
Other non-current assets	41	24
Total assets	**$ 3,771**	**$ 2,758**
Liabilities, preferred shares and shareholders' equity		
Current liabilities:		
Accounts payable	$ 137	$ 96
Due to affiliates	41	7
Accrued expenses and other current liabilities	519	440
Current portion of operating lease liabilities	21	20
Current portion of long-term debt	3	7
Total current liabilities	721	570
Long-term debt, non-current, net of unamortized debt discount and debt issuance costs	1,020	617
Deferred tax liabilities	119	100
Pension liabilities	333	413
Long-term operating lease liabilities	61	58
Other non-current liabilities	23	16
Total liabilities	2,277	1,774
Commitments and Contingencies (see note 18)		
Preferred shares (par value €0.00001; 3,000,000 shares and Nil shares authorized as of December 31, 2021 and 2020, respectively; 1,500,000 shares and Nil shares issued and outstanding as of December 31, 2021 and 2020, respectively; redemption amount of $160 and Nil as of December 31, 2021 and 2020, respectively)	160	—
Shareholders' equity:		
Voting ordinary shares (par value €0.00001; 40,000,000 shares authorized as of both December 31, 2021 and 2020; 36,000,000 shares issued and outstanding as of both December 31, 2021 and 2020)	—	—
Non-Voting ordinary shares (par value €0.00001; 15,000,000 shares and Nil shares authorized as of December 31, 2021 and 2020, respectively; 8,413,972 shares and Nil shares issued and outstanding as of December 31, 2021 and 2020, respectively)	—	—
Profit shares (par value €0.00001; 800,000 shares authorized as of both December 31, 2021 and 2020; 800,000 shares issued and outstanding as of both December 31, 2021 and 2020)	—	—
Management incentive plan shares (par value €0.00001, 4,764,000 shares and 3,264,000 shares authorized as of December 31, 2021 and 2020, respectively; no shares issued and outstanding as of both December 31, 2021 and 2020)	—	—
Additional paid-in capital	2,560	1,752
Accumulated deficit	(1,065)	(592)
Accumulated other comprehensive loss	(162)	(179)
Total equity of the Company's shareholders	1,333	981
Equity attributable to noncontrolling interest in subsidiaries	1	3
Total shareholders' equity	1,334	984
Total liabilities, preferred shares and shareholders' equity	**$ 3,771**	**$ 2,758**

See notes to consolidated financial statements

GBT JERSEYCO LIMITED

CONSOLIDATED STATEMENTS OF OPERATIONS

(in $ millions, except share and per share data)	Year ended December 31, 2021	2020	2019
Revenue	$ 763	$ 793	$ 2,119
Costs and expenses:			
Cost of revenue (excluding depreciation and amortization shown separately below)	477	529	880
Sales and marketing	201	199	286
Technology and content	264	277	339
General and administrative	213	181	255
Restructuring charges	14	206	12
Depreciation and amortization	154	148	141
Total operating expenses	1,323	1,540	1,913
Operating (loss) income	(560)	(747)	206
Interest income	1	1	5
Interest expense	(53)	(27)	(15)
Loss on early extinguishment of debt	(49)	—	—
Other income (expense), net	8	14	(3)
(Loss) income before income taxes and share of (losses) earnings from equity method investments	(653)	(759)	193
Benefit from (provision for) income taxes	186	145	(60)
Share of (losses) earnings from equity method investments	(8)	(5)	5
Net (loss) income	(475)	(619)	138
Net loss (income) attributable to non-controlling interests in subsidiaries	2	1	(4)
Net (loss) income attributable to the Company	(473)	(618)	134
Preferred shares dividend	(10)	—	—
Net (loss) income attributable to the shareholders of the Company's ordinary shares	$ (483)	$ (618)	$ 134
(Loss) earnings per share attributable to the shareholders of the Company's ordinary shares – Basic:			
(Loss) earnings per share	$ (12.91)	$ (17.18)	$ 3.72
Weighted average number of shares outstanding	37,406,171	36,000,000	36,000,000
(Loss) earnings per share attributable to the shareholders of the Company's ordinary shares – Diluted:			
(Loss) earnings per share	$ (12.91)	$ (17.18)	$ 3.61
Weighted average number of shares outstanding	37,406,171	36,000,000	37,102,120

See notes to consolidated financial statements

GBT JERSEYCO LIMITED

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

(in $ millions except share and per share data)	Year ended December 31, 2021	2020	2019
Net (loss) income	$ (475)	$ (619)	$ 138
Other comprehensive income (loss), net of tax:			
Change in currency translation adjustments, net of tax	(15)	(2)	(4)
Change in defined benefit plans, net of tax			
Actuarial gain (loss), net and prior service cost arising during the year	28	(80)	(55)
Amortization of actuarial loss and prior service cost in net periodic pension cost	4	1	—
Other comprehensive income (loss), net of tax	17	(81)	(59)
Comprehensive (loss) income	(458)	(700)	79
Comprehensive loss (income) attributable to non-controlling interests in subsidiaries	2	1	(4)
Comprehensive (loss) income attributable to the Company	(456)	(699)	75
Preferred shares dividend	(10)	—	—
Comprehensive (loss) income attributable to the shareholders of the Company's ordinary shares	$ (466)	$ (699)	$ 75

See notes to consolidated financial statements

GBT JERSEYCO LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in $ millions)	Year ended December 31, 2021	2020	2019
Operating activities:			
Net (loss) income	$ (475)	$ (619)	$ 138
Adjustments to net (loss) income to net cash (used in) provided by operating activities:			
Depreciation and amortization	154	148	141
Deferred tax (benefit) expense	(178)	(110)	24
Equity-based compensation	3	3	6
(Release of) allowance for doubtful accounts	(5)	4	—
Share of losses (earnings) in equity-method investments, net of dividends received	8	8	4
Amortization of debt discount and debt issuance costs	5	3	2
Loss on early extinguishment of debt	49	—	—
Impairment of operating lease ROU and other assets	1	20	—
Other	(11)	(8)	(1)
Pension contributions	(25)	(25)	(36)
Changes in working capital, net of effects from acquisitions			
Accounts receivable	(85)	524	(39)
Prepaid expenses and other current assets	40	(20)	(30)
Due from affiliates	(3)	1	—
Due to affiliates	8	(20)	(5)
Accounts payable, accrued expenses and other current liabilities	2	(159)	23
Net cash (used in) from operating activities	(512)	(250)	227
Investing activities:			
Purchase of property and equipment	(44)	(47)	(62)
Ovation business acquisition, net of cash acquired	(53)	—	—
Egencia business acquisition, net of cash acquired	73	—	(25)
Other	(3)		
Net cash used in investing activities	(27)	(47)	(87)
Financing activities:			
Proceeds from issuance of preferred shares	150	—	—
Proceeds from senior secured prior tranche B-1 term loans, net of debt discount	—	388	—
Proceeds from senior secured prior tranche B-2 term loans	150	—	—
Proceeds from senior secured new tranche B-3 term loans, net of debt discount	785	—	—
Repayment of senior secured term loans	(551)	(4)	(3)
Repayment of finance lease obligations	(2)	—	—
Payment of lender fees and issuance costs for senior secured term loans facilities	(8)	—	—
Prepayment penalty and other costs related to early extinguishment of debt	(34)	—	—
Payment of offering costs	(10)	—	—
Capital distributions to shareholders	(1)	—	(58)
Return of amount in escrow account	—	—	1
Dividends paid to non-controlling interest shareholders	—	—	(5)
Other	(1)	—	—
Net cash from (used in) financing activities	478	384	(65)
Effect of exchange rates changes on cash, cash equivalents and restricted cash	(7)	7	1
Net increase (decrease) in cash, cash equivalents and restricted cash	(68)	94	76
Cash, cash equivalents and restricted cash, beginning of year	593	499	423
Cash, cash equivalents and restricted cash, end of year	$ 525	$ 593	$ 499
Supplemental cash flow information:			
Cash (received) paid for income taxes (net of refunds)	$ (5)	$ (13)	$ 49
Cash paid for interest (net of interest received)	$ 47	$ 16	$ 14
Dividend accrued on preferred shares	$ 10	$ —	$ —
Deferred offering costs accrued	$ 10	$ —	$ —
Right-of-use assets obtained in exchange for lease obligations, including on acquisitions *(see note 11)*			

See notes to consolidated financial statements

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GBT JERSEYCO LIMITED

CONSOLIDATED STATEMENTS OF CHANGES IN TOTAL SHAREHOLDERS' EQUITY

	Voting ordinary shares		Non-Voting ordinary shares		Profit shares							
(in $ millions, except share data)	Number	Amount	Number	Amount	Number	Amount	Additional paid-in capital	Accumulated (deficit) / earnings	Accumulated other comprehensive loss	Total equity of the Company's shareholders	Equity attributable to non-controlling interest in subsidiaries	Total shareholders' equity
Balance as of December 31, 2018	36,000,000	—			800,000	—	1,802	(111)	(39)	1,652	5	1,657
Cumulative effect of accounting policy change – Revenue from Contracts with customers, net of tax.	—	—	—	—	—	—	—	3	—	3	—	3
Capital distributions to shareholders	—	—	—	—	—	—	(58)	—	—	(58)	—	(58)
Dividend paid to non-controlling interest shareholders	—	—	—	—	—	—	—	—	—	—	(5)	(5)
Equity-based compensation	—	—	—	—	—	—	6	—	—	6	—	6
Other comprehensive loss, net of tax	—	—	—	—	—	—	—	—	(59)	(59)	—	(59)
Net income	—	—	—	—	—	—	—	134	—	134	4	138
Balance as of December 31, 2019	36,000,000	—	—	—	800,000	—	1,750	26	(98)	1,678	4	1,682
Capital distributions to shareholders	—	—	—	—	—		(1)	—	—	(1)	—	(1)
Equity-based compensation	—	—	—	—	—	—	3	—	—	3	—	3
Other comprehensive loss, net of tax	—	—	—	—	—	—	—	—	(81)	(81)	—	(81)
Net loss	—	—	—	—	—	—	—	(618)	—	(618)	(1)	(619)
Balance as of December 31, 2020	36,000,000	—	—	—	800,000	—	1,752	(592)	(179)	981	3	984
Issued on acquisition of Egencia (*see notes 9 and 20*)	—	—	8,413,972	—	—	—	816	—	—	816	—	816
Dividend on preferred shares *(see note – 20)*	—	—	—	—	—	—	(10)	—	—	(10)	—	(10)
Equity-based compensation	—	—	—	—	—	—	3	—	—	3	—	3
Settlement of MIP options	—	—	—	—	—	—	(1)	—	—	(1)	—	(1)
Other comprehensive income, net of tax	—	—	—	—	—	—	—	—	17	17	—	17
Net loss	—	—	—	—	—	—	—	(473)	—	(473)	(2)	(475)
Balance as of December 31, 2021	36,000,000	$ —	8,413,972	$ —	800,000	$ —	$2,560	$ (1,065)	$ (162)	$ 1,333	$ 1	$ 1,334

Management incentive plan shares have been excluded from the above statement as there are no related shares issued and outstanding as of December 31, 2021, 2020 and 2019.

See notes to consolidated financial statements

GBT JERSEYCO LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Business Description and Basis of Presentation

GBT JerseyCo Limited ("Global Business Travel" or "GBT") was incorporated on November 28, 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 Coöperatief U.A. ("Amex Coop"), a resident of the Netherlands and the other 50% of its voting shares held by Juweel Investors (SPC) Limited (a successor entity of Juweel Investors Limited) ("Juweel"), a resident of Cayman Islands. Following acquisition of the Egencia business ("Egencia") on November 1, 2021 (see note 9 - *Business Acquisitions*), GBT issued 8,413,972 non-voting ordinary shares to Expedia and as of December 31, 2021, Amex Coop, Juweel and Expedia own approximately 40.5%, 40.5% and 19.0%, respectively, of the ordinary shares of GBT. GBT is a tax resident in the United Kingdom ("U.K.").

The consolidated financial statements of GBT and its subsidiaries (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

On December 2, 2021, GBT entered into a definitive business combination agreement ("Business Combination Agreement") with Apollo Strategic Growth Capital ("APSG"), a special purpose acquisition company, listed on the New York Stock Exchange. The closing of the business combination is subject to the satisfaction of customary closing conditions, including approval by APSG's shareholders and certain regulatory approvals. Upon closing, APSG will merge with the Company and the Company is expected to become a publicly listed company.

Business Description

The Company provides a business-to-business travel platform with a full suite of differentiated, technology-enabled solutions to business travelers and corporate clients, suppliers of travel content (such as airlines, hotels, ground transportation and aggregators) and third-party travel agencies. The Company manages end-to-end logistics of corporate travel and provides a link between businesses, their employees, travel suppliers and other industry participants.

Corporate Reorganization

On December 9, 2019, the Board of Directors of GBT III B.V., a private company with limited liability organized under the laws of Netherlands and a joint venture with 50% of its voting shares held by Amex Coop and the other 50% of its voting shares held by a predecessor of Juweel, implemented a holding company reorganization in which GBT became the ultimate parent company of GBT III B.V. The shareholders of GBT III B.V. approved this reorganization whereby shareholders of GBT III B.V. ultimately became the shareholders of GBT, maintaining the same number of voting ordinary shares and ownership percentage as held in GBT III B.V. immediately prior to the reorganization.

The above reorganization was accounted for as a transaction under common control. GBT recognized the assets and liabilities of GBT III B.V. at carryover basis.

Impact of COVID-19

Since March 2020, the outbreak of the novel strain of the coronavirus, COVID-19 (the "COVID-19 pandemic"), has severely restricted the level of economic activity around the world and continues to have an unprecedented effect on the global travel and hospitality industry. In response to the COVID-19 pandemic, many governments around the world implemented, and continue to implement, a variety of measures to reduce the spread of COVID-19 pandemic, including travel restrictions, practicing social distancing, quarantine advisories or requirements, restrictions on business operations and closure of non-essential businesses. The various government measures to contain spread of COVID-19 pandemic significantly reduced business travel and hotel bookings and continue to have a material adverse impact on the number of new bookings.

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While many countries have vaccinated a reasonable proportion of their population, the rate and pace of vaccination globally, the severity and duration of resurgence, as well as uncertainty over the efficacy of the vaccines against new variants of the virus, may contribute to delays in economic recovery. Overall, the ultimate impact and duration of the COVID-19 pandemic remains uncertain and will depend upon future developments, which are difficult to predict. Despite the continued negative impact of the COVID-19 pandemic on the Company's business, the Company has seen gradual improvement in its transaction volume during the second half of 2021 as compared to the prior year as COVID-19 vaccines continued to be administered and some travel restrictions relaxed.

As a result of the COVID-19 pandemic, the Company's results of operations and cash flows for the year ended December 31, 2021, similar to the previous year, continue to be adversely impacted. The Company incurred a net loss of $475 million during the year ended December 31, 2021 and had cash outflows from operations of $512 million.

In response to the COVID-19 pandemic, in 2020, the Company initiated mitigating actions to optimize efficiency and reduce costs, which included a reduction in operating expenses and non-essential capital expenditure, employee pay reductions, a reduction in workforce through voluntary and involuntary terminations of employees and facility closures. The Company continues to consider additional cost reduction measures as they become necessary. The Company also continued to access government funding in its major operating territories (including furlough income). Additionally, to strengthen and maintain its liquidity the Company, on December 2, 2021, obtained commitments for $1,000 million principal amount of senior secured new tranche B-3 term loan facilities. Effective as of December 16, 2021, the Company amended its senior secured credit agreement to, among other things, establish the senior secured new tranche B-3 term loan facilities under its senior secured credit agreement, and $800 million principal amount of initial borrowings were funded on such date under the senior secured new tranche B-3 term loan facilities. The $200 million of commitments remaining under the senior secured new tranche B-3 term loan facilities are available on a delayed-draw basis for a six-month period after the date of such initial borrowings, subject to certain customary borrowing conditions (the "New Tranche B-3 DDTL Facility"). A portion of the proceeds from the initial borrowings under the senior secured new tranche B-3 term loan facilities was applied to refinance and repay in full all of the senior secured prior tranche B-1 and tranche B-2 term loans in a then-outstanding principal amount of $545 million, together with applicable prepayment premiums and accrued and outstanding interest thereon as of the date of repayment. In connection therewith, the remaining unused commitments of principal amount of $50 million under the senior secured prior tranche B-2 term loan facility was terminated (see note 15 – *Long-term Debt*).

Furthermore, the closing of the Business Combination Agreement is expected to provide a substantial amount of additional liquidity.

As of December 31, 2021, the Company has a total liquidity of approximately $916 million, comprising of cash and cash equivalents of approximately $516 million, $200 million of undrawn commitments under the New Tranche B-3 DDTL Facility (subject to the satisfaction of applicable borrowing conditions), $150 million of remaining undrawn Shareholders Equity Commitments (as defined in note 20– *Shareholders' Equity*) and $50 million of undrawn commitments under the senior secured revolving credit facility (subject to the satisfaction of applicable borrowing conditions and compliance with applicable covenants related to borrowings thereunder).

The Company believes this liquidity is important given its limited ability to predict its future financial performance due to the uncertainty associated with the COVID-19 pandemic and the measures implemented in response to the COVID-19 pandemic. Based on the financial mitigation measures taken and available funding capacity and the expected business combination transaction with APSG, the Company believes it has adequate liquidity to meet its expected future operating, investing and financing needs of the business for a minimum period of twelve months after the date the consolidated financial statements are available for issuance.

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(2) Summary of Significant Accounting Policies

Consolidation

The Company's consolidated financial statements include the accounts of GBT, GBT's wholly-owned subsidiaries and entities controlled by GBT. There are no entities that have been consolidated due to control through operating agreements, financing agreements or as the primary beneficiary of a variable interest entity. The Company reports the non-controlling ownership interests in subsidiaries that are held by third-party owners as equity attributable to non-controlling interests in subsidiaries on the consolidated balance sheets. The portion of income or loss attributable to third-party owners for the reporting periods is reported as net income (loss) attributable to non-controlling interests in subsidiaries on the consolidated statements of operations. The Company has eliminated intercompany transactions and balances in its consolidated financial statements.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures in the consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates. Significant estimates used by the Company include estimates related to supplier revenue, collectability of receivables, depreciable lives of property and equipment, valuation of equity issued as purchase consideration in business combination, acquisition purchase price allocations including valuation of acquired intangible assets and goodwill, equity-based compensation, measurement of operating lease right-of-use ("ROU") assets, impairment of goodwill, other intangible assets, long-lived assets and investments in equity method investments, valuation allowances on deferred income tax assets and contingencies.

The COVID-19 pandemic has created and may continue to create significant uncertainty in macroeconomic conditions, which may cause further business disruptions and adversely impact the Company's results of operations. As a result, many of the Company's estimates and assumptions required increased judgment. As events continue to evolve and additional information becomes available, the Company's estimates may change materially in future periods.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents include cash on hand and at bank, and, bank deposits and other highly liquid investments with original maturities of 90 days or less. Restricted cash includes cash and cash equivalents that is restricted through legal contracts or regulations. It primarily includes collateral provided for bank guarantees for certain office leases and to certain travel suppliers. Restricted cash is aggregated with cash and cash equivalents in the consolidated statements of cash flows. The Company had $9 million of restricted cash as of both December 31, 2021 and 2020, which is included in other non-current assets in the consolidated balance sheets (see note 12 – *Other Non-Current Assets*).

Accounts Receivable

Accounts receivable primarily includes trade accounts receivable from corporate clients, travel suppliers and government for grants receivable, less allowances for doubtful accounts. The Company evaluates the collectability of accounts receivable based on a combination of factors. Due to the number of different countries in which the Company operates, its policy of determining when a reserve is required to be recorded considers the appropriate local facts and circumstances that apply to an account. Local review of accounts receivable is performed on a regular basis by considering factors such as historical experience, credit worthiness and the age of the accounts receivable balance. In circumstances where the Company is aware of a specific client's inability to meet its financial obligations (e.g. bankruptcy filings, failure to pay amounts due to the Company, or other known client liquidity issues), the Company records a specific reserve for bad debts in order to reduce the receivable to the amount reasonably believed to be collectable. Account balances are written-off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

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Governments of multiple countries extended several programs to help businesses during the COVID-19 pandemic (see note 1 - *Business Description and Basis of Presentation*) through loans, wage subsidies, tax relief or deferrals and other financial aid. The Company has participated in several of these government programs. A substantial portion of these government support payments were to ensure that the Company continues to pay and maintain the employees on its payroll and does not make them redundant as the demand for travel services significantly reduced due to the Covid-19 pandemic. During the year ended December 31, 2021 and 2020, the Company recognized in its consolidated statements of operations government grants and other assistance benefits for salaries and wages (mainly furlough support payments) of $64 million and $101 million, respectively, as a reduction of expenses. As at December 31, 2021 and 2020, the Company had a receivable of $6 million and $25 million, respectively, in relation to such government grants, that is included in the accounts receivable balance in the consolidated balance sheets. These relate to payments that are expected to be received under the government programs where the Company has met the qualifying requirements and it is probable that payments will be received. The majority of this receivable is expected to be received in 2022.

Property and Equipment

Property and equipment are recorded at cost, net of accumulated depreciation and amortization.

The Company also capitalizes certain costs associated with the acquisition or development of internal-use software. The Company capitalizes costs incurred during the application development stage related to the development of internal use software. The Company expenses cost incurred related to the planning and post-implementation phases of development as incurred.

Depreciation is recognized once an asset is available for its intended use. Depreciation is computed using the straight-line method over the estimated useful lives of assets which are as follows:

Capitalized software for internal use	2.5 – 7 years
Computer equipment	3 – 5 years
Leasehold improvements	Shorter of 5 –10 years or lease term
Furniture, fixtures and other equipment	Up to 7 years

Equity Method Investments

Investments in entities in which the Company exercises significant influence over the operating and financial policies of the investee are accounted for using the equity method of accounting. Generally, if the Company owns voting rights of between 20% and 50% of equity interest, it is presumed to exercise significant influence. The Company's proportionate share of the net income (loss) of the equity method investments is included in the Company's results of operations. When the Company share of losses of an equity method investment equals or exceeds its investment value plus advances made to equity method investment, the Company discontinues recognizing share of further losses. Additional losses are provided for and a liability is recognized, only to the extent the Company has legal or constructive obligations to fund further losses in the equity method investment. Dividends received from the equity method investees are recorded as reductions to the carrying value of the equity method investment.

The Company periodically reviews the carrying value of these investments to determine if there has been an other-than temporary decline in their carrying values. A variety of factors are considered when determining if a decline in the carrying value of equity method investment is other than temporary, including, among others, the financial condition and business prospects of the investee, as well as the Company's investment intent. Based on the Company's assessment, the Company recorded $2 million as impairment of equity method investments for the year ended December 31, 2021, which is included within share of (losses) earnings from equity method investments in the consolidated statements of operations. There were no impairments of equity method investments during the years ended December 31, 2020 and 2019.

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Business Combinations and Goodwill

The Company accounts for business combinations using purchase method of accounting which requires assigning the fair value of the consideration transferred to acquire a business to the tangible assets and identifiable intangible assets acquired and liabilities assumed on the basis of their fair values at the date of acquisition. Goodwill represents the excess of the purchase consideration over the fair value of net tangible and identifiable assets acquired. The purchase price allocation process requires the Company to make significant assumptions and estimates in determining the purchase price, fair value of assets acquired and liabilities assumed at the acquisition date, especially with respect to acquired intangible assets. Fair value measurements may include the use of appraisals, market quotes for similar transactions, discounted cash flow techniques or other methodologies management believes to be relevant. Significant estimates in valuing certain intangible assets include but are not limited to future expected cash flows from customer and supplier relationships, and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Any changes to provisional amounts identified during the measurement period are recognized in the reporting period in which the adjustment amounts are determined.

The Company evaluates goodwill for impairment on December 31 each year, or more frequently, if impairment indicators exist. The Company performs either a qualitative or quantitative assessment of whether it is more likely than not that the reporting unit's fair value is less than its carrying value. Fair values are determined using a combination of standard valuation techniques, including an income approach (discounted cash flows) and market approaches (e.g., earnings before interest, taxes, depreciation, and amortization ("EBITDA") multiples of comparable publicly traded companies) and based on market participant assumptions.

For periods prior to January 1, 2020, when an impairment existed, it was recorded to the extent that the implied fair value of goodwill was less than the carrying value of goodwill. The Company adopted the new accounting standard update on goodwill impairment on January 1, 2020, under which a goodwill impairment loss is measured at the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the carrying amount of goodwill.

Based on the results of the annual impairment test, the Company concluded that there was no impairment of goodwill during the years ended December 31, 2021, 2020 and 2019 because quantitative tests indicated the reporting units' fair value was in excess of their respective carrying values. The estimates and assumptions about future results of operations and cash flows made in connection with the impairment testing could differ from actual results of operations and cash flows, and if so, could cause the Company to conclude in the future that impairment indicators exist and that goodwill may become impaired.

Impairment of Other Intangible Assets and Long-Lived Assets

Finite-lived intangible assets are amortized on a straight-line basis and estimated to have useful lives as follows:

Trademarks / tradenames	5 – 10 years
Corporate client relationships	10- 15 years
Supplier relationships	10 years
Travel partner network	10 years

Finite-lived intangible assets and long-lived assets are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of those assets or groups of assets, that generate cash flows largely independent of other assets or asset groups, may not be recoverable. If impairment indicators exist, the undiscounted future cash flows associated with the expected service potential of the asset or asset group and cash flows from their eventual disposition are compared to the carrying value of the asset or asset group. If the sum of the undiscounted expected cash flows is less than the carrying amount of the asset or asset group, an impairment loss is recognized in an amount by which the carrying value of the asset or asset group exceeds its fair value through a charge to the Company's consolidated statements of operations. The estimated fair value of

the asset group is determined using appropriate valuation methodologies which would typically include an estimate of discounted cash flows.

Leases

The Company determines whether an arrangement contains a lease at inception of a contract. Lease assets represent the Company's right-of-use ("ROU") of an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The Company's accounting policy is to evaluate lessee agreements with a minimum term greater than one year for recording on the consolidated balance sheet.

Finance leases are generally those leases that allow the Company to either utilize the entire asset over its economic life or substantially pay for all of the fair value of the asset over the lease term. All other leases are categorized as operating leases. Lease ROU assets and lease liabilities are recognized based on the present value of the fixed lease payments over the lease term at the commencement date. As the interest rate implicit in the lease is generally not determinable in transactions where the Company is a lessee, the Company uses its incremental borrowing rate, based on the information available at the commencement date, in determining the present value of future payments and uses the implicit rate when readily available. The operating lease ROU assets include lease pre-payments and initial direct costs and are reduced for deferred rent and any lease incentives. Certain of the Company's lease agreements contain renewal options, early termination options and/or payment escalations based on fixed annual increases, local consumer price index changes or market rental reviews. The lease term may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option.

The Company's lease agreements may include both lease and non-lease components. For leases of information technology equipment used in its data centers, the Company accounts for the lease and non-lease components on a combined basis. For leases of all other assets, lease and non-lease components are accounted for separately.

Operating leases are included in operating lease ROU assets and current and long-term portion of operating lease liabilities on the Company's consolidated balance sheets. Operating lease expense is recognized on a straight-line basis over the lease term. Finance leases are included in property and equipment, net, accrued expenses and other current liabilities and other long-term liabilities on the Company's consolidated balance sheets.

Income Taxes

The Company accounts for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. All deferred income taxes are classified as long-term on the Company's consolidated balance sheets.

Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that apply to taxable income in effect for the years in which those tax assets or liabilities are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized. In order for the Company to realize the deferred tax assets, it must be able to generate sufficient taxable income in those jurisdictions where the deferred tax assets are located. A change in the Company's estimate of future taxable income may change the Company's conclusion on its ability to realize all or a part of its net deferred tax assets, requiring an adjustment to the valuation allowance charged to the provision for income taxes in the period in which such a determination is made.

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The Company recognizes deferred taxes on undistributed earnings of foreign subsidiaries because it does not plan to indefinitely reinvest such earnings.

A two-step approach is applied in the recognition and measurement of uncertain tax positions taken or expected to be taken in a tax return. The first step is to determine if the weight of available evidence indicates that it is more likely than not that the tax position will be sustained on examination by the taxing authorities, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The Company recognizes interest and penalties related to unrecognized tax benefits within the benefit from/provision for income taxes in its consolidated statements of operations.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various valuation approaches. A hierarchy has been established for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market rates obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's estimates about the assumptions market participants would use in the pricing of the asset or liability based on the best information available. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 — Valuations based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 — Valuations based on quoted prices in active markets for similar assets or liabilities, quoted prices in non-active markets or for which all significant inputs, other than quoted prices, are observable either directly or indirectly, or for which unobservable inputs are corroborated by market data.

Level 3 — Valuations based on inputs that are unobservable and significant to overall fair value measurement.

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss), net of taxes, consists of (i) foreign currency translation adjustments, (ii) unrealized actuarial gains and losses on defined benefit plans and unamortized prior service cost and (iii) unrealized gains and losses on certain historical net investment hedges.

Certain Risks and Concentrations

Financial instruments, which potentially subject the Company to concentration of credit risk, consist primarily of cash and cash equivalents and accounts receivable.

The Company maintains cash and cash equivalents balances with financial institutions that are in excess of Federal Deposit Insurance Corporation (or equivalent) insurance limits. The Company's cash and cash equivalents are primarily composed of current account balances in banks, are mainly non-interest bearing and are primarily denominated in U.S. dollar, British pound sterling and Euro currencies. As of December 31, 2021, over 60% of our cash balance is with a single bank.

Concentrations of credit risk associated with accounts receivable are considered minimal due to the Company's diverse customer base spread across different countries.

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Revenue Recognition

The Company generates revenue in two primary ways:

1) Travel Revenues which include fees received from corporate clients and travel suppliers relating to servicing a travel transaction, which can be air, hotel, car rental, rail or other travel-related bookings or reservations, cancellations, exchanges or refunds and

2) Products and Professional Services Revenues which include revenues received from corporate clients, travel suppliers and Network Partners for using the Company's platform, products and value-added services.

Revenue is recognized when control of the promised services in an arrangement is transferred to the customers in an amount that reflects the expected consideration in exchange for those services. The Company's customers are its (i) corporate clients to whom the Company provides travel processing, consultancy and management services and (ii) travel suppliers including providers of Global Distribution Systems ("GDS").

The Company has determined a net presentation of revenue (that is, the amount billed to a corporate client less the amount paid to a travel supplier) is appropriate for the majority of the Company's transactions as the travel supplier is primarily responsible for providing the underlying travel services and the Company does not control the service provided to the traveler/corporate clients. The Company excludes all taxes assessed by a government authority, if any, from the measurement of transaction prices that are imposed on its travel related services or collected by the Company from customers (which are therefore excluded from revenue).

Travel Revenue

Client Fees

Transaction Fees and Other Revenues: The Company enters into contracts with corporate clients to provide travel-related services each period over the contract term. The Company's obligation to the client is to stand ready to provide service over the contractual term. The performance obligations under these contracts are typically satisfied over time as the clients benefit from these services as they are performed. The Company receives nonrefundable transaction fees from corporate clients each time a travel transaction is processed. Transaction fee revenue, which is unit-priced under the service contract, is generally allocated to and recognized in the period the transaction is processed. The Company also receives revenue from the provision of other transactional services to clients such as revenue generated from the provision of servicing after business close or during travel disruption. Such other transactional travel revenue is also generally allocated to and recognized in the period when the travel transaction is processed.

Consideration Payable to Clients and Client Incentives: As part of the arrangements with corporate clients, the Company may be contractually obligated to share with them the commissions collected from travel suppliers that are directly attributable to the Company's business with the corporate clients. Additionally, in certain contractual agreements with its clients, the Company promises consideration to them in the form of credits or upfront payments. The Company capitalizes such consideration payments to its clients and recognizes it ratably over the period of contract, as a reduction of revenue, as the revenue is recognized, unless the payment is in exchange for a distinct good or service that the corporate clients transfer to the Company. The capitalized upfront payments are reviewed for recoverability and impairment based on future forecasted revenues and are included within other non-current assets, net of any related liability, on the Company's consolidated balance sheets.

Supplier Fees

Base Commissions and Incentives: Certain of the Company's travel suppliers (e.g., airlines, hotels, car rental companies, and rail carriers) pay commissions and/or fees on tickets issued, sales and other services provided by the Company based on contractual agreements to promote or distribute the travel supplier content. Commissions and fees from travel suppliers are generally recognized (i) at the time a ticket is purchased for air travel reservations as the Company's performance obligation to the supplier is satisfied at the time of ticketing and as the Company does not typically provide significant post booking services to the traveler / corporate client

and/or (ii) upon fulfillment of the reservation for hotels and car rentals as the performance obligation to the hotel and car rental companies is not satisfied until the customer has checked-in to the hotel property and/or picked-up the rental car.

Override Revenues: The Company receives incentives from air travel suppliers for incremental bookings above minimum targeted thresholds established under the contract. The Company estimates such incentive revenues using internal and external data detailing completed and estimated completed airline travel and the price thresholds applicable to the volume for the period, as the consideration is variable and determined by meeting volume targets. The Company allocates the variable consideration to the bookings during the incentive period, which is generally determined by the airlines to be a single fiscal quarter, and recognizes that amount as the related performance obligations are satisfied, to the extent that it is probable that a subsequent change in the estimate would not result in a significant revenue reversal.

GDS Revenues: In certain transactions, the GDS provider receives commission revenues from travel suppliers in exchange for distributing its content and distributes a portion of these commissions to the Company as an incentive for the Company to utilize its platform. Therefore, the Company views payments from the providers of the GDS as commissions from travel suppliers and recognize these commissions in revenue as travel bookings are made through the GDS platform.

Products and Professional Services Revenues

Management Fees: The Company receives management fees from corporate clients for travel management services. The Company's obligation to the client is to stand ready to provide service over the contractual term. The performance obligation under these contracts are typically satisfied over time as the clients benefit from these services as they are performed. Management fees are recognized ratably over the contract term as the performance obligation is satisfied on a stand-ready basis over the contract period.

Product Revenues: Revenue from provision of travel management tools to corporate clients to manage their travel programs are recognized ratably over the contract term as the performance obligation is satisfied over the contract period over which the travel-related products are made available to the clients.

Consulting and Meeting and Events Revenues: The Company receives fees from consulting and meetings and events planning services that are recognized over the contract term as the promised services are delivered by the Company's personnel.

Other Revenues: Fees from Network Partners are recognized in proportion to sales as sales occur over the contract term, as the performance obligation is satisfied.

Cost of revenue

Cost of revenue primarily consists of (i) salaries and benefits of the Company's travel counsellors, meetings and events teams and their supporting functions and (ii) the cost of outsourcing resources in transaction processing and the processing costs of online booking tools.

Sales and marketing

Sales and marketing primarily consists of (i) salaries and benefits of the Company's employees in its sales and marketing function and (ii) the expenses for acquiring and maintaining customer partnerships including account management, sales, marketing, and consulting alongside the functions that support these efforts.

Technology and content

Technology and content primarily consists of (i) salaries and benefits of employees engaged in the Company's product and content development, back-end applications, support infrastructure and maintenance of the security of the Company's networks and (ii) other costs associated with licensing of software and information technology maintenance expense.

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General and Administrative

General and administrative expenses consists of (i) salaries and benefits of the Company's employees in finance, legal, human resources and administrative support including expenses associated with the executive non-cash equity plan and long-term incentive plans, (ii) integration expenses related to acquisitions and mergers and acquisitions costs primarily related to due diligence, legal expenses and related professional services fees and (iii) fees and costs related to accounting, tax and other professional services, legal related costs, and other miscellaneous expenses.

Restructuring charges

Restructuring and other charges consist primarily of costs associated with (i) employee termination benefits and (ii) lease exit and related costs. One-time involuntary employee termination benefits are recognized as a liability at estimated fair value when the plan of termination has been communicated to employees and certain other criteria have been met. With respect to employee terminations under ongoing benefit arrangements, a liability for termination benefits is recognized at estimated fair value when it is probable that amounts will be paid to employees and such amounts are reasonably estimable. When the Company ceases using a facility but does not intend to or is unable to terminate the operating lease or intends or is able to sublease, the Company records a liability for the remaining payments of non-lease components. Costs associated with exit or disposal activities, including impairment of operating lease ROU assets are presented as restructuring charges in the consolidated statement of operations (see note 14 – *Restructuring Charges*).

Advertising Expense

Advertising costs are expensed in the period incurred and include online marketing costs, such as search and banner advertising, and offline marketing, such as television, media and print advertising. Advertising expense, included in general and administrative expenses on the consolidated statements of operations, was approximately $2 million, $3 million and $8 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Equity-based Compensation

The Company has an equity-based compensation plan that provides for grants of stock options to employees and non-employee directors of the Company who perform services for the Company. The awards are equity-classified and the compensation is expensed, net of actual forfeitures, on a straight line basis over the requisite service period based upon the fair value of the award on the date of grant and vesting conditions.

Pension and Other Post-retirement Benefits

The Company sponsors defined contribution savings plans under which the Company matches the contributions of participating employees on the basis specified by the plan. The Company's costs for contributions to these plans are recognized as a component of salaries and benefits, in the Company's consolidated statements of operations as such costs are incurred. The Company also sponsors both non-contributory and contributory defined benefit pension plans whereby benefits are based on an employee's years of credited service and a percentage of final average compensation, or as otherwise described by the plan. The Company recognizes the funded status of its defined benefit plans within other non-current liabilities on its consolidated balance sheets. The funded status is the difference between the fair value of plan assets and the benefit obligation as of the balance sheet date. The measurement date used to determine benefit obligations and the fair value of plan assets for all plans is December 31 of each year.

Defined benefit plan expenses are recognized in the Company's consolidated statements of operations based upon various actuarial assumptions, including expected long-term rates of return on plan assets, discount rates, employee turnover, and mortality rates. Actuarial gains or losses arise from actual returns on plan assets being different from expected returns and from changes in assumptions used to calculate the projected benefit obligation each year. The defined benefit obligation may also be adjusted for any plan amendments. Such actuarial gains and losses and adjustments resulting from plan amendments are deferred within accumulated other comprehensive income (loss), net of tax.

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The amortization of actuarial gains and losses is determined by using a 10% corridor of the greater of the fair value of plan assets or the defined benefit obligation. Total unamortized actuarial gains and losses in excess of the corridor are amortized over the average remaining future service. For plans with no active employees, they are amortized over the average life expectancy of plan participants. Adjustments resulting from plan amendments are generally amortized over the average remaining future service of plan participants at the time of the plan amendment.

All components of net periodic pension benefit (costs), other than service cost, is recognized within other income (expense), net, on the Company's consolidated statements of operations. Service cost is recognized as a component of salaries and wages on the Company's consolidated statements of operations.

Interest Expense and Interest Income

Interest expense is primarily comprised of interest expense on debt including the amortization of debt discount and debt issuance costs, calculated using the effective interest method.

Interest income is comprised of interest earned from bank deposits.

Foreign Currency Translations and Transaction Gain (Loss)

On consolidation, assets and liabilities of subsidiaries having non-U.S. dollar functional currencies are translated into U.S. dollars based upon exchange rates prevailing at the end of each reporting period and the subsidiaries' results of operations are translated in U.S. dollars at the spot/daily exchange rates. The resulting translation adjustments are included in accumulated other comprehensive income (loss), a component of total equity on the Company's consolidated balance sheets, as currency translation adjustments. Translation adjustments are reclassified to earnings upon the sale or substantial liquidation of investments in foreign operations.

Gains and losses related to transactions in a currency other than the functional currency or upon remeasurement of non-functional currency denominated monetary assets and liabilities into functional currency are reported within other income (expense), net, in the Company's consolidated statements of operations.

Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing the net income (loss) available to the Company's ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Diluted net income per share is computed by dividing the net income available to the Company's ordinary shareholders by the weighted average number of ordinary shares outstanding and potentially dilutive securities outstanding during the period. Potentially dilutive securities include stock options, calculated using the treasury stock method. Potentially dilutive securities are excluded from the computations of diluted earnings per share if their effect of inclusion would be antidilutive.

Recently Adopted Accounting Pronouncements

There were no new accounting standards adopted by the Company during the year ended December 31, 2021.

Recent Accounting Pronouncements – Not Yet Adopted

Income Taxes

In December 2019, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2019-12, *"Income taxes (Topic 740): Simplifying the Accounting for Income Taxes"* that amends the guidance to simplify accounting for income taxes, including elimination of certain exceptions in current guidance related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period, and the recognition of deferred tax liabilities for outside basis differences, ownership changes in investments (changes from a subsidiary to equity method investments and vice versa), etc. This guidance is effective for the Company from fiscal years beginning after December 15, 2021, with early adoption

permitted. The Company does not expect a material impact on its consolidated financial statements upon the adoption of this guidance.

Credit Losses

In June 2016, the FASB issued ASU No. 2016-13, *"Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments"*, a new guidance on the measurement of credit losses for financial assets measured at amortized cost, which includes accounts receivable. The new guidance replaces the existing incurred loss impairment model with an expected loss methodology, which will result in more timely recognition of credit losses. The adoption date of this guidance was subsequently deferred by one year and is now effective for the Company for annual periods beginning after December 15, 2022, including interim periods within those annual periods. The Company is currently evaluating the impact of the adoption of the guidance on its consolidated financial statements.

Reference rate reforms

In March 2020, the FASB issued ASU No. 2020-04, *"Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting."* This ASU provides expedients and exceptions to existing guidance on contract modifications and hedge accounting that is optional to facilitate the market transition from a reference rate, including the London Interbank Offered Rate ("LIBOR") expected to be discontinued because of reference rate reform, to a new reference rate. The provisions of this ASU would impact contract modifications and other changes that occur while LIBOR is phased out. The guidance is effective upon issuance and generally can be applied to applicable contract modifications through December 31, 2022. The Company is in the process of evaluating the optional relief guidance provided within this ASU and is also reviewing its debt instrument that utilizes LIBOR as the reference rate. The Company will continue to evaluate and monitor developments and its assessment of this guidance during the LIBOR transition period.

Freestanding Equity-Classified Written Call Options

In May 2021, the FASB issued ASU No. 2021-04, *"Issuer's Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options"* which provides a principles-based framework for issuers to account for a modification or exchange of freestanding equity-classified written call options. The new guidance clarifies that to the extent applicable, issuers should first reference other accounting principles to account for the effect of a modification. If other accounting principles are not applicable, the guidance clarifies whether to account for the modification or exchange as (1) an adjustment to equity, with the related earnings per share implications, or (2) an expense, and if so, the manner and pattern of recognition. The accounting depends on the substance of the transaction, such as whether the modification or exchange is the result of raising equity, a financing transaction, or some other event. The new guidance is effective for annual periods beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted. The Company expects the adoption of this guidance to have no material impact on the Company's consolidated financial statements.

Contracts with Customers Acquired in a Business Combination

In October 2021, the FASB issued ASU No. 2021-08, "*Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*" to add contract assets and contract liabilities acquired in a business combination to the list of exceptions to the recognition and measurement principles that apply to business combinations and to require that an entity (acquirer) recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with the revenue recognition guidance. This updated guidance amends the current business combination guidance where an acquirer generally recognizes such items at fair value on the acquisition date. The guidance is effective for the Company for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, and is to be applied prospectively to all business combinations that occur on or after the date of initial application. The Company is currently evaluating the impact of the adoption of the guidance on its consolidated financial statements.

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Disclosures about Government Assistance

In November 2021, the FASB issued ASU No. 2021-10, "Disclosures by Business Entities about Government Assistance" which provides for disclosures by business entities about government assistance. The amendments in this update require disclosures about transactions with a government that have been accounted for by analogizing to a grant or contribution accounting model to increase transparency about (1) the nature and types of transactions, (2) the accounting for the transactions, and (3) the effect of the transactions on an entity's financial statements. The guidance is effective for the Company for annual periods beginning after December 15, 2021, with early application permitted, and can be applied either prospectively or retrospectively. The Company does not expect that adoption of this guidance will have any material impact on the consolidated financial statements of the Company.

(3) Revenue from Contracts with Customers

The Company disaggregates revenue based on (i) Travel Revenues which include all revenue relating to servicing a transaction, which can be air, hotel, car rental, rail or other travel-related booking or reservation and (ii) Products and Professional Services Revenues which include all revenue relating to using the Company's platform, products and value added services. The following table presents the Company's disaggregated revenue by nature of service. Sales and usage-based taxes are excluded from revenue.

	Year ended December 31,		
(in $ millions)	**2021**	**2020**	**2019**
Travel revenue	$ 446	$ 468	$ 1,605
Products and professional services revenue	317	325	514
Total revenue	$ 763	$ 793	$ 2,119

Payments from clients and suppliers are generally due within 30 to 45 days of invoicing.

Contract Balances

Contract assets represent the Company's right to consideration in exchange for services transferred to a customer when that right is conditioned on the Company's future performance obligations. Contract liabilities represent the Company's obligation to transfer services to a customer for which the Company has received consideration (or the amount is due) from the customer.

The opening and closing balances of the Company's accounts receivable, net, contract assets and contract liabilities are as follows:

		Contract assets (liabilities)	Contract liabilities
(in $ millions)	**Accounts receivable, net [1]**	**Client incentives, net (non-current)**	**Deferred revenue (current)**
Balance as of December 31, 2021	$ 375	$ (3)	$ 18
Balance as of December 31, 2020	$ 119	$ 9	$ 18

(1) Accounts receivable, net, exclude balances not related to contracts with customers.

Deferred revenue is recorded when a performance obligation has not been satisfied but an invoice has been raised. Cash payments received from customers in advance of the Company completing its performance obligations are included in deferred revenue in the Company's consolidated balance sheets. The Company generally expects to complete its performance obligations under the contracts within one year. During the year ended December 31, 2021, the cash payments received or due in advance of the satisfaction of the Company's performance obligations were offset by $18 million of revenue recognized that was included in the deferred revenue balance as of December 31, 2020.

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Remaining Performance Obligations

As of December 31, 2021, the aggregate amount of the transaction price allocated to the Company's remaining performance obligations was approximately $34 million, of which the Company expects to recognize revenue as performance obligations are satisfied over the next 24 months.

The Company does not disclose the value of unsatisfied performance obligations for contracts with an original expected term of one year or less.

(4) Income Taxes

GBT is organized under the laws of Jersey and is a tax resident in the U.K. In the tables and disclosures included below, "Domestic" includes GBT Jersey Co. and its subsidiaries that are tax resident in the U.K. and operations that are located outside of the U.K. tax jurisdiction are considered as "Foreign".

The following table summarizes the Company's domestic and foreign (loss) / income before income taxes and share of (losses) / earnings from equity method investments:

	Year ended December 31,		
(in $ millions)	**2021**	**2020**	**2019**
Domestic	$ (441)	$ (529)	$ 120
Foreign	(212)	(230)	73
(Loss) income before income taxes and share of (losses) earnings from equity method investments	$ (653)	$ (759)	$ 193

The components of benefit from (provision for) income taxes consist of the following:

	Year ended December 31,		
(in $ millions)	**2021**	**2020**	**2019**
Current taxes:			
Domestic	$ 1	$ 12	$ —
Foreign	7	23	(36)
Current income tax benefit (expense)	8	35	(36)
Deferred taxes:			
Domestic	132	90	(8)
Foreign	46	20	(16)
Deferred tax benefit (expense)	178	110	(24)
Benefit from (provision for) income taxes	$ 186	$ 145	$ (60)

The table below sets forth a reconciliation of the U.K. statutory tax rate of 19% to the Company's effective income tax rate.

	Year ended December 31,		
	2021	**2020**	**2019**
Tax at statutory rate	19.00%	19.00%	19.00%
Changes in taxes resulting from:			
Permanent differences	(2.25)	(0.18)	3.82
Local and state taxes	0.37	0.24	3.06
Change in valuation allowance	(2.57)	(2.25)	1.69
Change in enacted tax rates	5.26	—	—
Rate differential in the United Kingdom	3.81	—	—
Foreign tax rate differential	2.08	1.65	0.69
Return to provision adjustment	1.67	(0.6)	(1.17)
Tax settlement and uncertain tax positions	0.94	(0.61)	3.01
Other	0.08	1.88	0.94
Tax at effective rate	28.39%	19.13%	31.04%

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The effective tax rate during the year ended December 31, 2021 increased primarily due to the change in U.K.'s enacted tax rates from 19% to 25%, in the second quarter of 2021, and which becomes effective from April 2023. As a result of change in the enacted tax rate, the Company remeasured its deferred tax assets and liabilities in the second quarter of 2021, that resulted in recognition of additional deferred tax benefit of $35 million. The Company measures its deferred tax assets and liabilities at the rate at which they are expected to reverse in future periods.

The significant components of the Company's deferred tax assets and liabilities are as follows:

	As of December 31,	
(in $ millions)	**2021**	**2020**
Deferred tax assets:		
Net operating loss carryforwards	$ 391	$ 231
Pension liability	74	86
Interest expense deduction restriction	23	2
Operating lease liabilities	20	21
Accrued liabilities	7	12
Goodwill	1	1
Other	2	—
Valuation allowance	(116)	(119)
Deferred tax assets	402	234
Netted against deferred tax liabilities	(120)	(17)
Deferred tax assets as presented in the consolidated balance sheets	$ 282	$ 217
Deferred tax liabilities:		
Intangible assets	$ (214)	$ (86)
Operating lease ROU assets	(14)	(15)
Property and equipment	(4)	(10)
Goodwill	(2)	(2)
Other	(5)	(4)
Deferred tax liabilities	(239)	(117)
Netted against deferred tax assets	120	17
Deferred tax liabilities as presented in the consolidated balance sheets	$ (119)	$ (100)

The Company recognizes deferred taxes on the undistributed earnings of foreign subsidiaries, as these earnings are not deemed to be indefinitely reinvested outside of the U.K. Foreign deferred taxes liabilities of approximately $3 million and $4 million as of December 31, 2021 and 2020, respectively, have been provided on these earnings.

The Company has gross net operating loss ("NOL") carryforwards related to global operations of approximately $1,414 million, of which $1,327 million have an indefinite life. The remaining NOL carryforwards will begin to expire as follows:

(in $ millions)	**Amount**
2022	$ 8
2025	2
2026	2
2027	3
2029	2
2030	16
2031-2041	54

The Company continues to regularly assess the realizability of all deferred tax assets. Future realized earnings performance and changes in future earnings projections, among other factors, may cause an adjustment to the conclusion as to whether it is more likely than not that the Company will realize the benefit of the deferred tax assets. This would impact the income tax expense in the period for which it is determined that these factors have changed. A valuation allowance is provided when it is more likely than not that some portion or all

of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon future taxable income during the periods in which those temporary differences become deductible. When assessing the need for a valuation allowance, all positive and negative evidence is analyzed, including the Company's ability to carry back NOLs to prior periods, the reversal of deferred tax liabilities, tax planning strategies and projected future taxable income.

The valuation allowance as of December 31, 2021 of $116 million is related primarily to unrealized NOL carryforwards. The Company has agreed to indemnify affiliates of Amex Coop for any NOL carryforward benefits realized that relate to the period prior to the joint venture formation in 2014. The amount of this liability to affiliates of Amex Coop is $2 million as of December 31, 2021, recorded within due to affiliates.

Significant judgment is required in determining the Company's worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of business, there are many transactions and tax positions where the ultimate tax determination is uncertain. Although the Company believes there is appropriate support for the positions taken on its tax returns, the Company has recorded liabilities (or reduction of tax assets) representing the estimated economic loss upon ultimate settlement for certain positions. The Company believes its tax provisions are adequate for all open years, based on the assessment of many factors, including past experience and interpretations of tax law applied to the facts of each matter. Although the Company believes the recorded assets and liabilities are reasonable, tax regulations are subject to interpretation and tax litigation is inherently uncertain; therefore, the Company's assessments can involve both a series of complex judgments about future events and reliance on significant estimates and assumptions. While the Company believes the estimates and assumptions supporting the assessments are reasonable, the final determination of tax audits and any other related litigation could be materially different from that which is reflected in historical income tax provisions and recorded assets and liabilities.

As of December 31, 2021 and 2020, the Company has accrued for a tax liability of $7 million and $9 million, respectively, associated with uncertain tax positions, including interest and penalties thereon, arising from differences between amounts recorded in the consolidated financial statements and amounts expected to be included in tax returns. The Company does not believe that the outcome of future examinations will have a material impact on its consolidated financial statements. The movement of uncertain tax position liability is as follows:

	As of December 31,		
(in $ millions)	**2021**	**2020**	**2019**
Balance, beginning of the year	$ 9	$ 11	$ 9
Increases to tax positions related to acquisitions	4	—	—
Increases to tax positions related to the current year	—	—	4
Increases to tax positions related to prior years	—	—	3
Release / settlement during the year	(6)	(2)	(5)
Balance, end of the year	$ 7	$ 9	$ 11

At December 31, 2021 and 2020, the entire amount of unrecognized tax benefits would affect the Company's effective tax rate if recognized. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the provision for income taxes from continuing operations.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits as part of the provision for income taxes. For the years ended December 31, 2021, 2020 and 2019, the Company (credited) charged $ (2) million, less than $1 million and $1 million, respectively, for interest and penalties in its consolidated statements of operations. Total gross interest and penalties accrued was $0 million and $2 million as of December 31, 2021 and 2020, respectively. As of December 31, 2021, the Company expects to release $4 million of unrecognized tax benefits in the next twelve months due to the lapsing of the statute of limitations.

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The Company is subject to taxation in the U.K. and various foreign countries in which the Company operates. As of December 31, 2021, tax years for 2017 through 2021 are open to examination by the tax authorities in the major tax jurisdictions. With few exceptions, as of December 31, 2021, the Company is no longer subject to examinations by tax authorities for years earlier than 2017.

(5) Other Income (Expense), Net

Other income (expense), net, in consolidated statements of operations consist of:

	Year ended December 31,		
(in $ millions)	2021	2020	2019
Foreign exchange gains, net	$ —	$ 12	$ (4)
Loss on disposal of businesses	(1)	—	(3)
Non-service components of net periodic pension benefit	9	2	4
Other income (expense), net	$ 8	$ 14	$ (3)

(6) Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of:

	As of December 31,	
(in $ millions)	2021	2020
Value added and similar taxes receivables	$ 11	$ 46
Prepaid travel expenses	42	44
Income tax receivable	32	25
Deferred offering costs	21	—
Other prepayments and receivables	31	11
Prepaid expenses and other current assets	$ 137	$ 126

(7) Property and Equipment, Other

Property and equipment, net consist of:

	As of December 31,	
(in $ millions)	2021	2020
Capitalized software for internal use	$ 304	$ 240
Computer equipment	65	63
Leasehold improvements	52	48
Furniture, fixtures and other equipment	6	13
Capital projects in progress	9	6
	436	370
Less: accumulated depreciation and amortization	(220)	(176)
Property and equipment, net	$ 216	$ 194

As of both December 31, 2021 and 2020, the Company had capital lease assets of $5 million with accumulated depreciation of $2 million and $0, respectively, included within computer equipment.

Depreciation and amortization expense for the years ended December 31, 2021, 2020 and 2019 was $86 million, $86 million and $73 million, respectively. Depreciation and amortization include $52 million, $52 million and $48 million of amortization related to capitalized software for internal use for the years ended December 31, 2021, 2020 and 2019, respectively.

Upon retirement or other disposal of property and equipment, the costs and related amounts of accumulated depreciation or amortization are eliminated from the asset and accumulated depreciation accounts, respectively. The difference, if any, between the net asset value and the proceeds received, if any, is recorded in consolidated statements of operations as gain (loss) on disposal of asset within general and administrative expense.

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(8) Equity Method Investments

The Company's investments in entities that are accounted as equity method investments 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 GBT Southern China Air Services Limited, CITS GBT Travel Services Limited and CITS GBT Air Services Limited; (2) 35% interest in Uvet Global Business Travel S.p.A.; (3) 51% interest in HRG Jin Jiang Travel (China); (4) 49% interest in Liga Travel GmbH, Germany; (5) 50% interest in OFB Reisen GmbH, Austria and (6) 25% interest in Bavaria Lloyd Reisebüro GmbH, Germany. None of the equity investments are material to the Company. The equity method investments amounted to $17 million and $23 million as of December 31, 2021 and 2020, respectively. The Company recognized its share of (losses) earnings of $(8) million, $(5) million and $5 million for the years ended December 31, 2021, 2020 and 2019, respectively, which includes $2m of impairment of investments in HRG Jin Jiang Travel (China) for the year ended December 31, 2021.

(9) Business Acquisitions

Acquisition of Ovation Group

On January 21, 2021, the Company, through its wholly-owned subsidiary, GBT US LLC, acquired all of the outstanding shares of Ovation Travel, LLC, (along with its subsidiaries, the "Ovation Group") for a total cash purchase consideration of $57 million (including approximately $4 million of deferred consideration), net of cash acquired. Ovation Group is a U.S.-based travel management company providing business travel services and meeting and special events planning across several sectors, particularly legal, financial, professional services, entertainment and media. The acquisition enhances the Company's corporate client base, further improving the global scale and reach of its corporate travel business. The results of Ovation Group's operations have been included in the consolidated financial statements of the Company since the date of its acquisition.

The terms of the acquisition included contingent consideration of approximately $4 million and is subject to the continued employment of certain Ovation employees for a specified duration of employment as set out under the business purchase agreement. The Company accrues for this expense as compensation expense.

The fair value of the acquisition was allocated primarily to goodwill of $36 million, amortizing intangible assets of $29 million (corporate client relationships of $25 million and Tradenames of $4 million) and net liabilities assumed of $8 million. Goodwill generated from the acquisition is attributable to acquired workforce and expected synergies from centralized management and future growth. The acquired corporate client relationships and tradenames are being amortized over their estimated useful lives of 10 years and 5 years, respectively. The Company incurred $3 million in acquisition related costs over the years ended December 31, 2020 and in January 2021 which was expensed as incurred.

The amount of revenue and net loss of the Ovation Group since the acquisition date included in the consolidated statements of operations for the period ended December 31, 2021 was $23 million and $16 million, respectively. Assuming an acquisition date of January 1, 2020 (i) the unaudited consolidated pro forma revenue and net loss of the Company for the year ended December 31, 2020 would have been $829 million and $637 million, respectively, and (ii) the unaudited pro forma revenue and net loss of the Company for the year ended December 31, 2021 would not have been materially different to the amount of revenue and net loss presented in the consolidated statements of operations. The pro forma financial information adjusts for the effects of material business combination items primarily related to amortization of acquired intangible assets and the corresponding income tax effects.

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Acquisition of Egencia

On November 1, 2021, the Company completed its acquisition of Egencia , a business-to-business digital travel management company serving corporate clients, from an affiliate of Expedia, Inc., EG Corporate Travel Holdings LLC ("Expedia"). As purchase consideration for this acquisition, the Company issued 8,413,972 non-voting ordinary shares, fair value of which was determined to be $816 million. As a result, Expedia became an indirect holder of non-voting ordinary shares of GBT, which represents approximately 19% of GBT's equity interests, excluding preferred shares, Profit Shares, MIP Options and MIP Shares (see note 20 – *Shareholders' Equity*). This value was determined on the basis of the estimated total enterprise value of GBT (post acquisition of Egencia) and calculated based on a multiple of Adjusted EBITDA. Such equity interest is subject to changes based on final debt/cash and working capital adjustments. The acquisition of Egencia is expected to complement the Company's existing business and is expected to further accelerate its growth strategy in the small-to-medium-sized enterprise segment.

The Company's preliminary purchase price allocation is based on information that is currently available, and the Company is continuing to evaluate the underlying inputs and assumptions used in the valuations, particularly for the identifiable intangible assets acquired. 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 following table reflects the Company's preliminary fair values of the assets acquired and liabilities assumed of Egencia as of the date of the acquisition:

(in $ millions)		Amount
Cash and cash equivalents	$	73
Accounts receivable		154
Prepaid expenses and other current assets		32
Property and equipment		58
Goodwill		307
Other intangible assets		440
Operating lease right-of-use assets		9
Deferred tax assets		21
Other non-current assets		30
Total assets		1,124
Accounts payable		56
Due to affiliates		26
Accrued expenses and other current liabilities		80
Operating lease liabilities		10
Deferred tax liabilities		134
Other non-current liabilities		2
Total liabilities		308
Purchase consideration / Net assets acquired	$	816

Goodwill generated from the acquisition is attributable to acquired workforce and expected synergies from combining operations, centralized management and future growth. A substantial portion of goodwill is expected to be deductible for income tax purposes. The fair value and amortization periods of identifiable intangible assets acquired is as follows:

		Fair value of acquired intangibles (in $ millions)		Amortization period (in years)
Corporate client relationships	$	390	$	15
Tradenames		50		10
Acquired technology		50		5

The fair value of corporate client relationships was determined utilizing the excess earnings method of valuation, and the fair values of tradenames and acquired technology was determined utilizing the relief from royalty method. The process for estimating the fair values of identifiable intangible assets requires the use of significant estimates and assumptions, including revenue growth rates, operating margin, income tax rates, obsolescence curves, royalty rates and discount rates. Intangible assets are being amortized over their average useful lives primarily based upon the pattern in which anticipated economic benefits from such assets are expected to be realized.

The Company incurred $15 million in acquisition related costs which were expensed in the period as incurred and included in general and administrative expenses in the Company's consolidated statements of operations, with $13 million and $2 million recognized during the years ended December 31, 2021, and 2020, respectively.

The amount of revenue and net loss of the Egencia business since the acquisition date included in the consolidated statements of operations for the period ended December 31, 2021 was $33 million and $26 million, respectively. Assuming an acquisition date of January 1, 2020 (i) the unaudited consolidated pro forma revenue and net loss of the Company for the year ended December 31, 2020 would have been $960 million and $1,032 million, respectively, and (ii) the unaudited pro forma revenue and net loss of the Company for the year ended December 31, 2021 would have been $889 million and $701 million, respectively. The pro forma financial information adjusts for the effects of material business combination items, including amortization of acquired intangible assets and the reversal of Expedia's share of hotel commission revenue recorded by Egencia in connection with a long-term hotel supply contract between the Company and Expedia, and the corresponding income tax effects.

Acquisition of DER Business Travel

On September 3, 2019, the Company completed the acquisition of DER Business Travel ("DER") from DER Touristik Group, a travel management company in Europe, by acquiring its entire outstanding ordinary shares for approximately $25 million, net of cash acquired. The results of DER's operations have been included in the consolidated financial statements of the Company since the date of its acquisition.

This acquisition was part of the Company's broader strategy to expand footprints into the small and mid-sized client segment in Germany and accelerate growth in Europe. The Company benefits from local servicing expertise whereas DER's access to the Company's global reach, scale and end-to-end travel and expense eco-system brings in further opportunities.

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. The fair value of the acquisition was allocated primarily to goodwill of $26 million, amortizable intangible assets (corporate client relationships) of $11 million and net liabilities assumed of $12 million. The acquired corporate client relationships are being amortized over its estimated useful live of 10 years. The Company completed the purchase price allocation of this acquisition during the year ended December 31, 2020, with immaterial impact on goodwill. The Company incurred $2 million in acquisition related costs which was expensed as incurred.

Supplemental pro-forma information is not provided, as the impact of the aforementioned acquisition did not have a material effect on the Company's results of operations, cash flows or financial position.

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(10) Goodwill and Other Intangible Assets, Net

The following table sets forth changes in goodwill during the years ended December 31, 2021 and 2020:

(in $ millions)	Amount
Balance as of December 31, 2019	$ 1,023
Currency translation adjustments	5
Balance as of December 31, 2020	1,028
Additions [1]	343
Currency translation adjustments	(13)
Balance as of December 31, 2021	1,358

(1) Relates to acquisition of Ovation ($36 million) and Egencia ($307 million) (see note 9 – *Business Acquisitions*).

There were no goodwill impairment losses recorded for the years ended December 31, 2021, 2020 and 2019 and there are no accumulated goodwill impairment losses as of December 31, 2021.

The following table sets forth the Company's other intangible assets with definite lives as of December 31, 2021 and 2020:

	December 31, 2021			December 31, 2020		
(in $ millions)	Cost	Accumulated depreciation	Net	Cost	Accumulated depreciation	Net
Trademarks/tradenames	$ 115	$ (62)	$ 53	$ 61	$ (60)	$ 1
Corporate client relationships	815	(189)	626	400	(145)	255
Supplier relationship	254	(188)	66	254	(163)	91
Travel partner network	4	(3)	1	4	(3)	1
Other intangible assets, net	$ 1,188	$ (442)	$ 746	$ 719	$ (371)	$ 348

Amortization expense relating to definite-lived intangible assets was $67 million, $62 million and $68 million for the years ended December 31, 2021, 2020 and 2019, respectively. As of December 31, 2021, the estimated amortization expense relating to definite-live intangible assets, assuming no subsequent impairment of the underlying assets, for each of the five succeeding years and periods thereafter is as follows:

(in $ millions)	Amount
2022	$ 93
2023	93
2024	72
2025	51
2026	50
Thereafter	387
Total	$ 746

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(11) Leases

The Company has operating leases in various countries primarily for office facilities and finance leases in the United States primarily for information technology equipment used in its data centers.

As of December 31, 2021, the Company's leases do not contain any material residual value guarantees or material restrictive covenants. The depreciable life of lease ROU assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise.

The operating lease cost recognized in the consolidated statement of operations for the years ended December 31, 2021 and 2020 was $28 million and $ 32 million, respectively. Under the lease accounting guidance in effect for the year ended December 31, 2019, rent expense was $42 million. The operating lease costs relate primarily to leases of office facilities.

The finance lease amounts recognized in the consolidated statements of operations relating to amortization of ROU assets and interest on finance lease obligations was $2 million and less than $1 million for the years ended December 31, 2021 and 2020, respectively.

The following table sets out supplemental cash flow information related to leases for the year ended December 31, 2021 and 2020:

	Year ended December 31,	
(in $ millions)	**2021**	**2020**
Cash paid for amounts included in the measurement of lease liabilities:		
Cash used in operating activities related to operating leases	$ 30	$ 31
Cash used in financing activities related to finance leases	$ 2	$ —
ROU assets obtained in exchange for lease obligations:		
Operating lease	$ 9	$ 21
Finance lease	$ —	$ 5
Additions to ROU assets on account of business acquisitions		
Operating lease	$ 20	$ —

The following table sets out supplemental other information related to leases:

	2021	**2020**
Weighted average remaining lease term:		
Operating leases	5.36	4.3 years
Finance leases	1.7 years	2.7 years
Weighted average discount rate:		
Operating lease	7.15%	5.02%
Finance lease	3.56%	3.56%

Further, in order to reduce its operating costs to mitigate the negative impact resulting from the COVID-19 pandemic (see note 1 – *Business Description and Basis of Presentation*), the Company terminated and/or abandoned a number of office facilities in various locations worldwide. As a result, the Company recognized an impairment of $1 million and $20 million of operating lease ROU assets in its consolidated statements of operations for the year ended December 31, 2021 and 2020, respectively.

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The following table sets out the undiscounted future payments for operating and finance lease liabilities as of December 31, 2021:

(in $ millions)	Operating lease liabilities	Finance lease liabilities
2022	$ 31	$ 2
2023	24	2
2024	16	—
2025	10	—
2026	6	—
Thereafter	21	—
Total undiscounted future payments	108	4
Less: Interest cost included	(26)	—
Total lease liabilities	82	4
Less: Current portion of lease liabilities	21	2
Long-term portion of lease liabilities	$ 61	$ 2

(12) Other Non-Current Assets

Other non-current assets consist of:

	As of December 31,	
(in $ millions)	2021	2020
Client incentives, net	$ —	$ 9
Restricted cash	9	9
Other assets	32	6
Other non-current assets	$ 41	$ 24

(13) Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of:

	As of December 31,	
(in $ millions)	2021	2020
Accrued payroll and related costs	$ 198	$ 126
Accrued operating expenses	147	120
Accrued restructuring costs *(see note 14)*	69	97
Client deposits	59	33
Deferred revenue	18	18
Value added and similar taxes payable	6	43
Income tax payable	7	—
Other payables	15	3
Accrued expenses and other current liabilities	$ 519	$ 440

(14) Restructuring Charges

In order to mitigate the adverse impact on the Company's business resulting from the COVID-19 pandemic and in order to simplify the Company's business process and improve its operational efficiencies, in 2020, the Company initiated cost savings measures which included voluntary and involuntary terminations of employee services and facility closures. Such measures are expected to provide efficiencies and realign resources within the Company. Except for in certain jurisdictions, these restructuring activities are substantially complete and the Company does not expect additional restructuring charges associated with these activities to be significant. However, the Company continues to actively evaluate additional cost reduction efforts and should the Company make decisions in future periods to take further actions, it may incur additional restructuring charges.

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As a result of this, the Company incurred $14 million, $206 million and $12 million in restructuring charges, which included restructuring costs related to voluntary and involuntary employee terminations, facility closures, and other exit activities during the years ended December 31, 2021, 2020 and 2019, respectively.

The table below sets forth accrued restructuring cost, included in accrued expenses and other current liabilities, for the years ended December 31, 2021, 2020 and 2019:

(in $ millions)	Employee related	Facility	Total
Balance as of December 31, 2018	8	—	8
Charges	12	—	12
Cash settled	(10)	—	(10)
Balance as of December 31, 2019	10	—	10
Charges	178	28	206
Cash settled	(95)	(5)	(99)
Other non-cash [1]	—	(20)	(20)
Balance as of December 31, 2020	94	3	97
Charges, net	13	1	14
Acquired on acquisition	30	—	30
Reclassification	(4)	4	—
Other non-cash [1]	—	(1)	(1)
Cash settled	(69)	(2)	(71)
Balance as of December 31, 2021	$ 64	$ 5	$ 69

(1) Includes impairment of operating lease ROU assets of $1 million and $20 million for the years ended December 31, 2021 and 2020, respectively.

The Company expects to pay the accrued restructuring cost, as of December 31, 2021, in the next twelve months.

(15) Long-term Debt

The outstanding amount of the Company's long-term debt consists of:

	As of December 31,	
(in $ millions)	2021	2020
Senior Secured Credit Agreement		
Principal amount of senior secured initial term loans *(Maturity – August 2025)* [1]	$ 242	$ 244
Principal amount of senior secured prior tranche B-1 term loans [2]	—	399
Principal amount of senior secured prior tranche B-2 term loans [3]	—	—
Principal amount of senior secured new tranche B-3 term loans *(Maturity – December 2026)* [4]	800	—
Principal amount of senior secured revolving credit facility *(Maturity – August 2023)* [5]	—	—
	1,042	643
Less: Unamortized debt discount and debt issuance costs	(19)	(19)
Total debt, net of unamortized debt discount and debt issuance costs	1,023	624
Less: Current portion of long-term debt	3	7
Long-term debt, non-current, net of unamortized debt discount and debt issuance costs	$ 1,020	$ 617

(1) Stated interest rate of LIBOR + 2.50% as of December 31, 2021 and 2020.
(2) The outstanding principal amount of senior secured prior tranche B-1 term loans were repaid in full in December 2021. See discussion below.
(3) The outstanding principal amount of senior secured prior tranche B-2 term loans were repaid in full in December 2021. See discussion below.
(4) Stated interest rate of LIBOR + 6.50% (with a LIBOR floor of 1.00%) as of December 31, 2021.
(5) Stated interest rate of LIBOR + 2.25% as of December 31, 2021 and 2020.

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On August 13, 2018, certain of GBT's subsidiaries entered into a senior secured credit agreement, dated as of August 13, 2018 (as amended from time to time, the "senior secured credit agreement"), by and among GBT Group Services B.V., a wholly owned subsidiary of GBT (the "Borrower"), GBT III B.V., as the original parent guarantor, Morgan Stanley Senior Funding, Inc., as administrative agent and as collateral agent, and the lenders and letter of credit issuers from time to time party thereto, which initially provided for: (i) a principal amount of $250 million senior secured initial term loan facility for general corporate purposes, fully drawn on the closing date, maturing on August 13, 2025, issued at a discount of 0.25% and which requires quarterly installments payable of 0.25% of the principal amount and (ii) a $50 million senior secured revolving credit facility for general corporate purposes maturing on August 13, 2023. The interest rate per annum applicable to (a) the senior secured initial term loans is based on, at the election of the Borrower, LIBOR (as selected by the Borrower for designated interest periods) plus 2.50% or the base rate (as defined in the senior secured credit agreement) plus 1.50% and (b) the borrowings under the senior secured revolving credit facility is based on, at the election of the Borrower, LIBOR (as selected by the Borrower for designated interest periods) plus 2.25% or the base rate plus 1.25%. The Company elects to pay interest on outstanding loans under such facilities based on LIBOR. In December 2019, the senior secured credit agreement was modified to, among other things, permit certain internal reorganization transactions and add GBT UK TopCo Limited, a wholly-owned direct subsidiary of GBT, as the parent guarantor.

On September 4, 2020, a new $400 million principal amount of senior secured tranche B-1 incremental term loan facility was obtained for general corporate purposes under the senior secured credit agreement, which was drawn in full on that date, and certain covenants and certain other terms of the senior secured credit agreement were amended. The senior secured prior tranche B-1 term loans (i) were to mature on August 13, 2025, (ii) were issued at a discount of 3.00% and (iii) required quarterly installments payable of 0.25% of the principal amount that commenced on December 31, 2020. The senior secured prior tranche B-1 term loans carried interest at a per annum rate equal to the applicable margin, plus, at the election of the Borrower, either (1) adjusted LIBOR (as selected by the Borrower 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 senior secured prior tranche B-1 term loans initially was set at 6.50% per annum for LIBOR loans and 5.50% per annum for base rate loans, and such interest rate margin was modified in January 2021 to be based on a pricing grid that varies with the total net leverage ratio (calculated in a manner set forth in the senior secured credit agreement), ranging from 6.25% to 7.00% per annum for LIBOR loans and 5.25% to 6.00% per annum for base rate loans. The Company paid interest on such loans based on LIBOR. As discussed further below, on December 16, 2021, the Company repaid the outstanding principal amount of the senior secured prior tranche B-1 term loan facility in full and such facility was terminated.

On January 20, 2021, the senior secured credit agreement was further amended to, among other things, (i) establish a new $200 million principal amount of senior secured tranche B-2 delayed-draw incremental term loan facility, (ii) modify certain terms applicable to the senior secured prior tranche B-2 term loans, and (iii) amend certain covenants and certain other terms of the senior secured credit agreement. The senior secured prior tranche B-2 term loan facility was available on a delayed-draw basis, with $50 million of loans thereunder permitted to be borrowed in each quarter in 2021, subject to certain conditions, including a requirement that, with each such borrowing, equity investments in an amount equal to the amount of such borrowing shall have been funded in GBT under the Shareholders Equity Commitments (see note 20 – *Shareholders' Equity*). During the year ended December 31, 2021, $50 million of principal amount of loans were borrowed under the senior secured prior tranche B-2 term loan facility in each of the first three quarters of 2021 (aggregate of $150 million during such year), and, in connection therewith, a total of $50 million of equity commitments were funded under the Shareholders Equity Commitments in each of the first three quarters of 2021 (aggregate of $150 million during such year). The proceeds of the senior secured prior tranche B-2 term loan facility were permitted to be used (i) to pay certain fees, costs and expenses of the transaction and certain other transactions described therein, and (ii) for general corporate purposes and working capital needs of the Company. Outstanding loans under the senior secured prior tranche B-2 term loan facility carried interest at a per annum rate equal to the applicable margin, plus, at the election of the Borrower, either (1) adjusted LIBOR (as selected by the Borrower 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 such loans was based on the same pricing grid referred to above that applied to the senior secured prior tranche B-1 term loans. The Company paid interest on such loans based on

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LIBOR. The Company paid 3% of the senior secured prior tranche B-2 term loan facility, or $6 million, upfront as commitment fees to the lenders. Prior to the termination of such facility, the Borrower was required to pay a fee of 0.75% per annum on the unused commitments under the senior secured prior tranche B-2 term loan facility, payable quarterly in arrears. As discussed further below, on December 16, 2021, the Company repaid the outstanding principal amount of the senior secured prior tranche B-2 term loan facility in full and such facility was terminated.

On December 2, 2021, the Borrower obtained commitments for $1,000 million principal amount of senior secured new tranche B-3 term loan facilities. Effective as of December 16, 2021, the Company amended its senior secured credit agreement to, among other things, (i) establish the senior secured new tranche B-3 term loan facilities under the senior secured credit agreement and (ii) amend certain covenants and certain other terms of the senior secured credit agreement. Initial borrowings in a principal amount of $800 million were funded on such date under the senior secured new tranche B-3 term loan facilities. The $200 million of commitments remaining under the senior secured new tranche B-3 term loan facilities are available on a delayed-draw basis for a six-month period after the date of such initial borrowings, subject to certain customary borrowing conditions ("New Tranche B-3 DDTL Facility"). The senior secured new tranche B-3 term loan facilities (i) mature on December 16, 2026 and (ii) do not have any scheduled amortization payments prior to maturity (however, certain mandatory prepayment provisions in the senior secured credit agreement apply to such facilities, as described below). Loans outstanding under the senior secured new tranche B-3 term loan facilities accrue interest at a variable interest rate based on either LIBOR or the "base rate" (as defined in the senior secured credit agreement), plus an applicable margin (subject to a 1.00% LIBOR floor). For any period for which accrued interest is paid in cash, the applicable margin for loans under the senior secured new tranche B-3 term loan facilities is initially 6.50% per annum for LIBOR loans and 5.50% per annum for base rate loans and, commencing with the test period ending December 31, 2022, will vary with the total leverage ratio (calculated in a manner set forth in the senior secured credit agreement), ranging from 5.00% to 6.50% per annum for LIBOR loans and 4.00% to 5.50% per annum for base rate loans. Until December 16, 2023, the Borrower will have the option to pay accrued interest on loans under the senior secured new tranche B-3 term loan facilities at a rate equal to (i) LIBOR (with a 1.00% LIBOR floor) plus 4.00% per annum with respect to the portion required to be paid in cash plus (ii) 4.00% per annum with respect to the portion paid in kind by adding such interest to the principal amount of the loans. The Borrower paid $15 million of upfront fees for the commitments of the lenders under the senior secured new tranche B-3 term loan facilities. The Borrower is required to pay a fee of 3.00% per annum on the actual daily unused commitments under the New Tranche B-3 DDTL Facility, payable quarterly in arrears. Voluntary prepayments and debt incurrence-related mandatory prepayments of the senior secured new tranche B-3 term loans are subject to the prepayment premiums as set forth in the senior secured credit agreement. On December 16, 2021, a portion of the proceeds from the initial borrowings under the senior secured new tranche B-3 term loan facilities was applied to refinance and repay in full the outstanding principal amount of senior secured prior tranche B-1 and tranche B-2 term loans, together with applicable prepayment premiums and accrued and outstanding interest thereon as of the date of repayment, resulting in loss on early extinguishment of debt of $49 million. The balance of the proceeds from such initial borrowings and amounts available to be borrowed under the New Tranche B-3 DDTL Facility may be used for transaction fees and costs and other general corporate purposes.

At the option of the Borrower (upon prior written notice), amounts borrowed under one or more of the senior secured credit facilities (as selected by the Borrower) may be voluntarily prepaid, and/or unused commitments thereunder may be voluntarily reduced or terminated, in each case, in whole or in part, at any time without premium or penalty (other than (i) any applicable prepayment premium required to be paid pursuant to the senior secured credit agreement, and (ii) customary breakage costs in connection with certain prepayments of loans bearing interest at a rate based on LIBOR). Subject to certain exceptions set forth in the senior secured credit agreement, the Borrower is required to prepay the senior secured term loans with (i) 50% (subject to leverage-based step-downs) of annual excess cash flow (as defined in the credit agreement) in excess of a threshold amount, (ii) 100% (subject to leverage-based step-downs) of the net cash proceeds from certain asset sales and casualty events, subject to customary reinvestment rights, (iii) 100% of the net cash proceeds from the incurrence of certain indebtedness and (iv) other than in connection with the consummation of the business combination with APSG pursuant to the Business Combination Agreement, 50% of the net cash proceeds from

the consummation of any initial public offering (or similar transaction) of the common stock of GBT (or a parent entity thereof).

The senior secured revolving credit facility has (i) a $30 million sublimit for extensions of credit denominated in certain currencies other than U.S. dollars, (ii) a $10 million sublimit for letters of credit, and (iii) a $10 million sublimit for swingline borrowings. Extensions of credit under the senior secured revolving credit facility are subject to customary borrowing conditions. The Borrower is required to pay a fee of 0.375% per annum on the average daily unused commitments under the senior secured revolving credit facility, payable quarterly in arrears. As of both December 31, 2021 and 2020, no borrowings or letters of credit were outstanding under the senior secured revolving credit facility.

Interest on the senior secured credit facilities is payable quarterly in arrears (or, if earlier in the case of LIBOR loans, at the end of the applicable interest period). The effective interest rate on the senior secured term loans for the year ended December 31, 2021 was approximately 7%.

Security; Guarantees

GBT UK TopCo Limited, a wholly-owned direct subsidiary of GBT, and certain of its direct and indirect subsidiaries, as guarantors (such guarantors, collectively with the Borrower, the "Loan Parties"), provide an unconditional guarantee, on a joint and several basis, of all obligations under the senior secured credit facilities and under cash management agreements and swap contracts with the lenders or their affiliates (with certain limited exceptions). Subject to certain cure rights, as of the end of each fiscal quarter, at least 70% of the consolidated total assets of the Loan Parties and their subsidiaries must be attributable, in the aggregate, to the Loan Parties; provided that such coverage test shall instead be calculated based on 70% of Consolidated EBITDA (as defined in the senior secured credit agreement) of the Loan Parties and their subsidiaries for the four prior fiscal quarters, commencing with the first quarterly test date after January 2021 on which Consolidated EBITDA of the Loan Parties and their subsidiaries exceeds $100 million. Further, the lenders have a first priority security interest in substantially all of the assets of the Loan Parties.

Covenants

The senior secured credit agreement contains various affirmative and negative covenants, including certain financial covenants (see below) and limitations (subject to exceptions) on the ability of the Loan Parties and their subsidiaries to: (i) incur indebtedness or issue preferred stock; (ii) incur liens on their assets; (iii) consummate certain fundamental changes (such as acquisitions, mergers, liquidations or changes in the nature of the business); (iv) dispose of all or any part of their assets; (v) pay dividends or other distributions with respect to, or repurchase, any equity interests of any Loan Party or any equity interests of any direct or indirect parent company or subsidiary of any Loan Party; (vi) make investments, loans or advances; (vii) enter into transactions with affiliates and certain other permitted holders; (viii) modify the terms of, or prepay, any of their subordinated or junior lien indebtedness; (ix) make certain changes to a Loan Party's entity classification for U.S. federal income tax purposes or certain intercompany transfers of a Loan Party's assets if, as a result thereof, an entity would cease to be a Loan Party due to adverse tax consequences; (x) enter into swap contracts; and (xi) enter into certain burdensome agreements.

The senior secured credit agreement also requires that an aggregate amount of Liquidity (as defined in the senior secured credit agreement) equal to at least $200 million be maintained, which, from and after the effectiveness of December 2021 amendments to the senior secured credit agreement is tested on a monthly basis.

The senior secured credit agreement also contains a financial covenant applicable solely to the senior secured revolving credit facility. Such financial covenant requires the first lien net leverage ratio (calculated in a manner set forth under the senior secured credit agreement) to be less than or equal to 3.25 to 1.00 as of the last day of any fiscal quarter on which the aggregate principal amount of outstanding loans and letters of credit under the senior secured revolving credit facility exceeds 35% of the aggregate principal amount of the senior secured revolving credit facility. The senior secured credit agreement provides that such financial covenant is suspended for a limited period of time if an event that constitutes a "Travel MAC" (as defined in the senior

secured credit agreement) has occurred and the Loan Parties are unable to comply with such covenant as a result of such event. Such financial covenant did not apply for the period ended December 31, 2021.

As of December 31, 2021, the Company was in compliance with all applicable covenants under the senior secured credit agreement.

Events of Default

The senior secured credit agreement contains default events (subject to certain materiality thresholds and grace periods), which could require early prepayment, termination of the senior secured credit agreement or other enforcement actions customary for facilities of this type. As of December 31, 2021, no event of default existed under the senior secured credit agreement.

Amortization of Debt Discount and Debt Issuance Costs

The Company had total unamortized debt discount and debt issuance costs of $19 million as of both December 31, 2021 and 2020, in relation to the senior secured term loans, which are presented as a deduction from the outstanding principal amount of senior secured term loans. The debt discount and debt issuance costs are amortized over the term of the related debt into earnings as part of the interest expense in the consolidated statements of operations. The changes in total unamortized debt discount and debt issuance costs is summarized below:

	As of December 31,		
(in $ millions)	**2021**	**2020**	**2019**
Beginning balance	$ 19	$ 10	12
Capitalized during the year	18	12	—
Amortized/written-off during the year	(18)	(3)	(2)
Closing balance	$ 19	$ 19	10

During the years ended December 31, 2021, 2020 and 2019, the Company amortized $5 million, $3 million and $2 million, respectively, of debt discount and debt issuance costs. Further, during the year ended December 31, 2021, $13 million of unamortized debt discount and debt issuance costs were written off as loss on extinguishment of debt upon the early repayment of outstanding principal amounts of senior secured prior tranche B-1 and tranche B-2 term loans as discussed above.

Debt Maturities

Aggregate maturities of debt as of December 31, 2021 are as follows:

(in $ millions)	**Amount**
Year ending December 31,	
2022	$ 3
2023	3
2024	3
2025	233
2026	800
	1,042
Less: Unamortized debt discount and debt issuance costs	(19)
Long-term debt, net of unamortized debt discount and debt issuance costs	$ 1,023

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(16) Employee Benefit Plans

Defined Contribution Plan

The Company sponsors several country-specific defined contribution savings plans, which are tax qualified defined contribution plans that allow tax deferred savings by eligible employees to provide funds for their retirement. The Company matches the contributions of participating employees on the basis specified by the plans. The Company's contributions for these plans were $20 million for each of the years ended December 31, 2021, 2020 and 2019.

Defined Benefit Plans

The Company sponsors both contributory and non-contributory defined benefit pension plans in certain non-U.S. 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 Company's most material defined benefit plan in the U.K. is frozen, meaning that no new employees can participate in the plan and the active/former employees do not accrue additional benefits. As of December 31, 2021 and 2020, the aggregate projected benefit obligations of these plans were $1,001 million and $1,046 million, respectively, and the aggregate accumulated benefit obligation of these plans were $975 million and $1,019 million, respectively.

The Company uses a December 31 measurement date each year to determine its defined benefit pension obligations. For such plans, the following tables provide a statement of funded status as of December 31, 2021 and 2020 and summaries of the changes in the defined benefit obligation and fair value of plan assets for the years then ended:

	As of December 31,	
(in $ millions)	**2021**	**2020**
Changes in benefit obligation:		
Benefit obligation, beginning of year	$ 1,046	$ 890
Service cost	6	7
Interest cost	13	15
Plan participants' contribution	1	1
Actuarial (gain) loss, net	(18)	131
Benefit paid	(22)	(26)
Plan amendments	(1)	3
Curtailments and settlements	(3)	(16)
Expenses paid from assets	(1)	(2)
Currency translation adjustment	(20)	43
Benefit obligation, end of year	1,001	1,046
Change in fair value of plan assets		
Fair value of plan assets, beginning of year	634	549
Employer contributions	25	25
Plan participants' contributions	1	1
Benefits paid	(22)	(26)
Actual return on plan assets	47	68
Expenses paid from assets	(1)	(2)
Plan settlements	(3)	(11)
Currency translation adjustments	(11)	30
Fair value of plan assets, end of year	$ 670	$ 634
Unfunded status	$ 331	$ 412

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The amount included in accumulated other comprehensive loss that has not been recognized as a component of net periodic pension benefit (cost) is as follows:

	As of December 31,	
(in $ millions)	**2021**	**2020**
Unrecognized net actuarial loss	$ 150	$ 190
Prior service cost	3	5
Total	153	195
Deferred taxes	(25)	(35)
Amounts recognized in accumulated other comprehensive loss	$ (128)	$ 160

The following table provides the components of net periodic pension benefit (cost) for the years ended December 31, 2021, 2020 and 2019:

	Year ended December 31,		
(in $ millions)	**2021**	**2020**	**2019**
Service cost	$ 6	$ 7	$ 7
Interest cost	13	15	19
Expected return on plan assets	(25)	(24)	(26)
Amortization of actuarial loss (gain)	4	2	—
Curtailments and settlements	(1)	4	—
Net periodic pension (benefit) cost	$ (3)	$ 4	$ —

The weighted average assumptions used to determine the net periodic pension benefit (cost) and projected benefit obligation were as follows:

	Year ended December 31,		
	2021	**2020**	**2019**
Net periodic pension (benefit) cost:			
Interest cost discount rate	1.2%	1.8%	2.5%
Expected long-term return on plan assets	4.4%	4.4%	5.5%
Rate of compensation increase	2.6%	2.6%	2.6%
Projected benefit obligation:			
Discount rate	1.7%	1.2%	

The discount rate assumption is developed by determining a constant effective yield that produces the same result as discounting projected plan cash flows using high quality (AA) bond yields of corresponding maturities as of the measurement date. The expected long-term rate of return for plan assets has been determined using historical returns for the different asset classes held by the Company's trusts and its asset allocation, as well as inputs from internal and external sources regarding expected capital market return, inflation and other variables.

The Company seeks to produce a return on investment for the plan assets that is based on levels of liquidity and investment risk that are prudent and reasonable, given prevailing market conditions. The Company's overall investment strategy for plan assets is to provide and maintain sufficient assets to meet obligations both as an ongoing business, as well as in the event of termination, at the lowest cost consistent with prudent investment management, actuarial circumstances and economic risk, while minimizing the earnings impact. The assets of the plans are managed in the long-term interests of the participants and beneficiaries of the plans. The Company manages this allocation strategy with the assistance of independent diversified professional investment management organizations. The assets and investment strategy of the Company's material defined benefit plans are managed by independent custodians. Diversification is provided by using an asset allocation primarily between equity, debt, real estate and other funds in proportions expected to provide opportunities for reasonable long-term returns with acceptable levels of investment risk.

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The weighted average asset allocations as of December 31, 2021 and 2020 were:

	2021		2020	
Asset Class	Actual Allocations	Target Allocations	Actual Allocations	Target Allocations
Equity securities	15%	4%	11 %	4 %
Debt securities	38	21	30	33
Other	47	75	59	63
Total	100 %	100 %	100 %	100 %

The table below sets out the fair value of pension plan assets as of December 31, 2021:

	As of December 31, 2021			
(in $ millions)	Level 1	Level 2	Level 3	Total
Equity funds	$ —	$ 73	$ 28	$ 101
Debt funds	—	246	11	257
Real estate funds	—	72	19	91
Other	7	123	33	163
	$ 7	$ 514	$ 91	612
Other investments measured at NAV				58
Total fair value of plan assets				$ 670

The table below sets out the fair value of pension plan assets as of December 31, 2020:

	As of December 31, 2020			
(in $ millions)	Level 1	Level 2	Level 3	Total
Equity funds	$ —	$ —	$ 22	$ 22
Debt funds	—	103	11	114
Real estate funds	—	—	90	90
Other	4	117	95	216
	$ 4	$ 220	$ 218	442
Other investments measured at NAV				192
Total fair value of plan assets				$ 634

Equity and debt securities are primarily held in pooled investment funds that are valued based on the fair value provided by the fund administrator. Other investments primarily consist of cash equivalents and investments in other diversified funds. The Company has taken practical expedient for investments that are measured at fair value using the Net Asset Value ("NAV") and has not classified them in the fair value hierarchy. The fair value amounts presented in the "Other investments measured at NAV" are intended to permit reconciliation of the pension plan assets presented within the fair value hierarchy to the closing balance of total fair value of plan assets.

The Company contributed $25 million, $25 million and $36 million to fund its defined benefit pension plans during the years ended December 31, 2021, 2020 and 2019, respectively. Annual contributions to the Company's defined benefit pension plans are based on several factors that may vary from year to year. The Company'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 Company determines to be appropriate. Past contributions are not always indicative of future contributions. Based on current assumptions, the Company expects to make $25 million in contributions to its defined benefit pension plans in 2022.

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The Company expects the defined benefit pension plans to make the following estimated future benefit payments:

(in $ millions)		Amount
2022	$	22
2023		24
2024		24
2025		26
2026		26
2027-2031		149

(17) Other non-current liabilities

Other non-current liabilities primarily include asset retirement obligations mainly associated with closure, reclamation and removal costs for leasehold premises. The Company's asset retirement obligations were approximately $13 million and $7 million as of December 31, 2021 and 2020, respectively. Estimated asset retirement obligation costs and settlement dates, which affect the carrying value of the liability and the related capitalized asset, are reviewed periodically to ensure that any material changes are incorporated into the latest estimate of the obligation.

(18) Commitments and Contingencies

Purchase Commitment

In the ordinary course of business, the Company makes various commitments to purchase goods and services from specific suppliers, including those related to capital expenditures. As of December 31, 2021, the Company had approximately $218 million of outstanding non-cancellable purchase commitments, primarily relating to service, hosting and licensing contracts for information technology, of which $68 million relates to the year ending December 31, 2022. These purchase commitments extend through 2025.

Guarantees

The Company has obtained bank guarantees in respect of certain travel suppliers and real estate lease agreements amounting to $25 million as of December 31, 2021. Certain of these bank guarantees require the Company to maintain cash collateral which has been presented as restricted cash within other non-current assets in the Company's consolidated financial statements.

Legal Contingencies

The Company recognizes legal fees as incurred when the legal services are provided.

Based on its current knowledge, and taking into consideration its litigation-related liabilities, the Company believes it is not a party to any pending legal proceeding or governmental examination that would have a material adverse effect on the Company's consolidated financial condition or liquidity.

(19) Equity-Based Compensation

The Company has an equity-based long-term management incentive plan (the "Plan"), the GBT JerseyCo Limited Amended and Restated Management Incentive Plan, originally adopted on June 30, 2014 and most recently amended and restated on December 2, 2021 under which options to purchase a class of GBT shares (referred to as "MIP Shares") are generally granted to key management employees and certain directors of the Company. As of December 31, 2021, approximately 4.8 million MIP Shares were reserved for issuance under the Plan. Any MIP Shares issued under the Plan (i) will be non-voting; (ii) will entitle the holder thereof to proportionally share profits of the Company in accordance with separate allocation and distribution provisions set forth under the amended and restated shareholders agreement between Amex Coop and Juweel (the "Shareholders Agreement"); and (iii) will entitle the holder thereof to receive dividends declared on MIP Shares issued under the Plan, from time to time in accordance with allocation and distribution provisions set forth in the Shareholders Agreement. As a general matter, neither the options granted nor any MIP Shares issued under the Plan will be entitled to share in any profits or capital of GBT until certain thresholds of distributions to Amex

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Coop and Juweel have been satisfied. Under the current terms, neither the options granted nor any MIP Shares issued under the Plan will trade or be listed on any stock exchange. As of December 31, 2021, no MIP Shares were issued and outstanding under the Plan.

Under the Plan, the Company grants options to purchase MIP Shares to employees, which generally vest in three to five equal installments on each anniversary 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 options granted under the plan is 100% of the fair market value of the shares subject to the award, determined as of the date of grant, or such higher amount as the compensation committee may determine in connection with the grant.

The Black Scholes model is used to determine the weighted average fair value of the options. A market and income approach is used to determine the enterprise fair value of the Company. The equity fair value is then allocated to the options. The table below presents the activity of the Company's options granted under the Plan for the year ended December 31, 2021:

	Number of options		Weighted average exercise price per share	Weighted average remaining contractual term	Aggregate intrinsic value (in $ millions)
Balance as of December 31, 2020	2,994,600	$	58.30		
Granted	1,272,515	$	87.85		
Forfeited	(52,267)	$	68.26		
Exercised [1]	(41,400)	$	55.49		
Balance as of December 31, 2021	4,173,448	**$**	67.22		
Exercisable as of December 31, 2021	2,624,873	$	55.93	4.8 years	84
Expected to vest as of December 31, 2021	1,548,575			9.5 years	3

(1) During the year ended December 31, 2021, 41,400 vested MIP Options were exercised and net settled in cash for $1 million.

The key assumptions used in the valuation of the options granted in 2021 and 2019 are presented in the table below. There were no options granted in 2020.

Assumption	2021	2019
Annual risk-free interest rate	1.15%	1.75%
Equity volatility	29%	25%
Expected average life of options	6 years	2 years
Dividend yield	0%	0%

The annual risk-free interest rate is determined by considering the U.S. treasury yield risk-free interest rate that corresponds with the expected term of the award. The expected volatility has been determined by taking the average historical volatility of a group of comparable publicly traded companies over a period equal to the expected term of the awards. The expected term is based on the average period the stock-based awards are expected to remain outstanding. Dividend yield of zero was determined as the Company currently does not pay any dividend.

Total equity-based compensation expense recognized in the Company's consolidated statements of operations for the years ended December 31, 2021, 2020 and 2019 amount to $3 million, $3 million and $6 million, respectively, and is included within general and administrative expense on the consolidated statements of operations. The Company expects compensation expense, related to unvested stock options, of approximately $35 million to be recognized over the remaining weighted average period of 3 years.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(20) Shareholders' Equity

In August 2020, the then-existing shareholders of GBT entered into equity commitment letters with GBT pursuant to which each of Amex Coop and Juweel, in their respective capacities as shareholders of GBT, committed to provide up to $150 million each (up to $300 million in the aggregate) of preferred equity financing to GBT, subject to the terms and conditions set forth therein (the "Shareholders Equity Commitments"). The Shareholders Equity Commitments were originally scheduled to survive for a period of one year from the date of execution, which termination date was extended to August 2022 in connection with the $200 million senior secured prior tranche B-2 term loan facility that was established in January 2021 (see note 15 – *Long- term Debt*). In connection with this, in January 2021, GBT amended its memorandum and articles of association to include preferred shares within its authorized share capital structure.

On November 1, 2021, concurrently with the completion of the Egencia acquisition (see note 9 – *Business Acquisitions*) GBT, Juweel and Amex Coop entered into a second amended and restated shareholders agreement providing for certain corporate governance rights, including composition of the board of directors of GBT, certain approval rights, certain restrictions on transfer of shares of GBT and certain information rights. This agreement superseded the initial shareholders agreement entered into on June 30, 2014, as amended, restated and supplemented from time to time. Also, GBT further amended its memorandum of association to (i) redesignate the authorized and issued ordinary shares to Amex Coop and Juweel as voting ordinary shares and (ii) provide for a new class of non-voting ordinary shares as part of GBT's authorized share capital.

The following classes of GBT shares were issued and outstanding as of December 31, 2021:

Preferred Shares: GBT's amended memorandum and articles of association includes authorized share capital consisting of 3 million preferred shares of nominal value €0.00001 per preferred share, as a class of share with no voting rights. Subject to the terms of the Shareholders Agreement, the holders of preferred shares are entitled to receive, when, as and if declared by the board of directors of GBT out of funds of GBT legally available therefor, cumulative dividends at the rate of 12% per share per annum; provided, that if any preferred share remains issued and outstanding following September 15, 2023, the dividend rate with respect to such preferred share increases to 14% per share per annum from and after September 15, 2023, for so long as such preferred share remains outstanding. Further, the total amount of dividends on such preferred shares is computed on a cumulative basis and compounded daily in accordance with the terms of the Shareholders Agreement and GBT's memorandum and articles of association. The preferred shares are redeemable, in whole or in part, at the election of the Company, at any time at a price per share equal to the unreturned capital contributions associated with such preferred share plus accrued and unpaid cumulative dividends thereon to the date of redemption.

During the year ended December 31, 2021, GBT issued 1.5 million preferred shares in equal proportion to Amex Coop and Juweel for a total consideration of $150 million, under the above Shareholders Equity Commitments. During the year ended December 31, 2021, the Company accrued a dividend of $10 million on such preferred shares. As the preferred shares of GBT were issued to the current ordinary shareholders, although the preferred shares are redeemable at the option of GBT, these have been classified as mezzanine equity.

Voting Ordinary Shares: GBT has authorized 40 million of voting ordinary shares of nominal value €0.00001 per voting ordinary share representing, as a class, a right to equity capital and profits of the Company. This class of shares has voting rights. As of December 31, 2021, the Company had 36 million voting ordinary shares issued and outstanding.

Non-Voting Ordinary Shares: GBT has authorized 15 million of non-voting ordinary shares of nominal value €0.00001 per non-voting ordinary share representing, as a class, a right to equity capital and profits of the Company. This class of shares has no voting rights. Upon completion of the Egencia acquisition, GBT issued 8,413,972 non-voting ordinary shares to Juweel that remained outstanding as of December 31, 2021.

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Profit Shares: GBT has 800,000 authorized, issued and outstanding Profit Shares of nominal value €0.00001 per Profit Share representing, as a class, a right to share in 2% of the Company's profits. Profit Shares have no voting rights. The entire Profit Shares have been issued to Juweel.

MIP Shares: See note 19 – *Equity-Based Compensation*

Transfer Restrictions and Other Shareholder Rights

Preferred shares, voting ordinary shares, non-voting ordinary shares and Profit Shares are subject to the terms of the Shareholders' Agreement, including provisions regarding tax distributions and transfer restrictions. Shares issued under the Plan are subject to a Management Stockholders' Agreement, which includes customary provisions regarding tax distributions, transfer restrictions and clawbacks, where permissible.

Distributions

Any payment in respect of the shares is to be allocated among the classes of shares as set out within the Shareholders Agreement.

For the year ended December 31, 2019, the Company made capital distributions of $56 million to its shareholders for the anticipated taxes due on the allocable share of the Company's profits. There were no such capital distributions to the shareholders for the anticipated taxes for the years ended December 31, 2021 and 2020. Further, for each of the years ended December 31, 2020 and 2019, the Company made capital distributions of $1 million to cover certain administrative costs of its shareholders. There was no such capital distribution to cover administrative costs of the shareholders for the year ended December 31, 2021.

See the discussion above for dividends on preferred shares accrued during the year ended December 31, 2021.

Antidilution and Related Adjustments

Notwithstanding anything in the Company's articles of association, the Board of Directors shall have the right to make adjustments to the rights of the option (or MIP Shares issued thereof) holders without the consent of such option (or MIP Shares issued thereof) holders as it deems necessary or appropriate to avoid the dilution or enhancement of rights or interests in the event of certain changes in the capitalization of the Company.

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) represents certain components of revenues, expenses, gains and losses that are included in comprehensive income (loss) but are excluded from net income (loss). Other comprehensive income (loss) amounts are recorded directly as an adjustment to total equity, net of tax. Accumulated other comprehensive loss, net of tax, consisted of:

(in $ millions)	Currency translation adjustments	Defined benefit plan related	Unrealized gain on hedge of investments in foreign subsidiary	Total accumulated other comprehensive loss
Balance as of December 31, 2018	(17)	(26)	4	(39)
Net changes during the year, net of tax benefit [1]	(4)	(55)	—	(59)
Balance as of December 31, 2019	(21)	(81)	4	(98)
Net changes during the year, net of tax benefit [1]	(2)	(79)	—	(81)
Balance as of December 31, 2020	(23)	(160)	4	(179)
Net changes during the year, net of tax expense [1]	(15)	32	—	17
Balance as of December 31, 2021	(38)	(128)	4	(162)

(1) The tax (expense) benefit relates to defined benefit pension plans and amount to $(10) million, $15 million and $12 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Amounts in accumulated other comprehensive loss are presented net of the related tax impact. Reclassifications out of accumulated other comprehensive losses related to actuarial losses and prior service costs is included as component of net periodic pension benefit (cost) included within other income (expense), net, in the Company's consolidated statements of operations.

(21) (Loss) Earnings per share

The following table reconciles the numerators and denominators used in the computation of basic and diluted (loss) earnings per share from continuing operations:

	Year ended December 31,		
(in $ millions, except share and per share data)	**2021**	**2020**	**2019**
Numerator – Basic and diluted (loss) earnings per share:			
Net (loss) income / Net (loss) income from continuing operations	$ (475)	$ (619)	$ 138
Net loss (income) attributable to non-controlling interests in subsidiaries	2	1	(4)
Preferred shares dividend	(10)	—	—
Net (loss) income / Net (loss) income from continuing operations attributable to the shareholders of the Company's ordinary shares	$ (483)	$ (618)	$ 134
Denominator – Basic (loss) earnings per share:			
Weighted average ordinary shares outstanding	37,406,171	36,000,000	36,000,000
(Loss) earnings per share from continuing operations attributable to the shareholders of the Company's ordinary shares - Basic	$ (12.91)	$ (17.18)	$ 3.72
Denominator – Diluted (loss) earnings per share:			
Number of ordinary shares used for basic (loss) earnings per share from continuing operations	37,406,171	36,000,000	36,000,000
Weighted average effect of dilutive securities Stock options	—	—	1,102,120
Weighted average ordinary shares outstanding	37,406,171	36,000,000	37,102,120
(Loss) earnings per share from continuing operations attributable to the shareholders of the Company's ordinary shares - Diluted	$ (12.91)	$ (17.18)	$ 3.61

Basic (loss) earnings per share is based on the weighted average number of ordinary shares outstanding during each period. Diluted (loss) earnings per share is based on the weighted average number of ordinary shares outstanding and the effect of all dilutive share equivalents during each period.

For the year ended December 31, 2021, the Company has less than 1 million of weighted average share equivalents primarily associated with the Company's stock options that were excluded from the calculation of diluted earnings per share as their inclusion would have been antidilutive, as the Company had incurred loss during the year.

(22) Fair Value Measurements

Assets and Liabilities that are Measured at Fair Value on a Recurring Basis

Pension plan assets —see note 16 – *Employee Benefit Plans* for fair value information on the Company's pension plan assets.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Assets that are Measured at Fair Value on a Non-recurring Basis

Assets that are required to be measured at fair value on a non-recurring basis include goodwill, property and equipment, equity-method investments, operating lease ROU assets and other intangible assets. The Company's impairment review of goodwill is performed annually on December 31 each year. In addition, goodwill, property and equipment, equity-method investments, operating lease ROU assets and other intangible assets are reviewed for impairment if events and circumstances indicate that their carrying amounts may not be recoverable.

The Company identified the on-going impact of the COVID-19 pandemic on its current and projected future results of operations as a triggering event requiring quantitative assessment of its property and equipment, equity-method investments, operating lease ROU assets and other intangible assets in 2021. The Company utilized level 3 inputs based on management's best estimates and assumptions in performing its quantitative assessment. The Company determined that, except for certain equity method investments (see note 8 – *Equity Method Investments*), and operating lease ROU assets, no such other assets were impaired.

Other Financial Instruments

The carrying amounts of cash and cash equivalents, accounts receivable, due from affiliates, other current assets, accounts payable, due to affiliates and accrued expenses and other current liabilities approximate their fair value due to the short-term maturities of these assets and liabilities.

The fair value of the Company's senior secured initial term loans was determined by considering their fair value based on quoted prices for identical debt instruments when traded as assets and is categorized within Level 2 of the fair value hierarchy. The fair values of the Company's senior secured prior tranche B-2 term loans and senior secured new tranche B-3 term loans were deemed to be their issuance cost due to a short period of time lapsed since their issuance. The fair values of the Company's outstanding senior secured term loans are as follows:

	As of December 31, 2021		As of December 31, 2020	
(in $ millions)	Carrying amount [1]	Fair Value	Carrying amount [1]	Fair value
Senior secured initial term loans	$ 236	$ 233	$ 237	$ 231
Senior secured prior tranche B-1 term loans	$ —	$ —	$ 387	$ 399
Senior secured new tranche B-3 term loans	$ 787	$ 800	$ —	$ —

(1) Outstanding principal amount of senior secured term loans less unamortized debt discount and debt issuance costs.

(23) Related Party Transactions

The following summaries relate to certain related party transactions entered into by the Company with certain of its shareholders, its shareholders affiliates and the Company's affiliates.

Advisory Services Agreement

On March 2, 2016, the Company entered into an advisory services agreement with Certares Management Corp. ("Certares"), an indirect equity owner of the Company, pursuant to which Certares agreed to provide certain advisory services to the Company for which fees of approximately $2.5 million were incurred for each of the years ended December 31, 2021, 2020 and 2019. As of December 31, 2021 and 2020, the Company had $4.4 million and $2.0 million as amounts payable to Certares under this agreement. The agreement is expected to terminate upon the consummation of the Business Combination Agreement.

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Commercial Agreements

In June 2014, in connection with, and as part of, the formation of the Company, GBT III B.V. entered into a series of commercial arrangements on an arm's-length basis with affiliates of Amex Coop. These arrangements included, among other things, affiliates of Amex Coop's oversight of certain legal compliance functions of the Company's business, services in support of the affiliates of Amex Coop's consumer services and consumer travel businesses, including the Company's support of certain affiliates of Amex Coop's partnerships and the parties' joint negotiation with travel suppliers, American Express card acceptance by the Company as an American Express card merchant, the strategic relationship between the Company and affiliates of Amex Coop's corporate payments/commercial services business, including lead generation, joint client services and product development, and data sharing, the provision of business travel and meetings and events services by the Company to affiliates of Amex Coop's, the provision of corporate payments services by the affiliates of Amex Coop's to the Company and participation in the American Express Membership Rewards Program for the provision of bonus points to qualifying clients of the Company. Subsequent to reorganization in 2019, certain of these contracts were assigned to GBT. In anticipation of, and effective upon, the consummation of the business combination with APSG, the parties agreed to amend the terms of certain of these commercial arrangements.

In respect of the above agreements, included in the operating costs are costs of approximately $10 million, $12 million and $34 million in charges from affiliates of Amex Coop for the years ended December 31, 2021, 2020 and 2019, respectively. Revenues also include income from affiliates of Amex Coop for approximately $19 million, $21 million and $23 million for the years ended December 31, 2021, 2020 and 2019, respectively. Amounts payable to affiliates of Amex Coop under these agreements as of December 31, 2021 and 2020, were $16 million and $4 million, respectively. Amounts receivable from affiliates of Amex Coop under these agreements was $15 million as of both December 31, 2021 and 2020.

Apart from above, there are certain tax indemnity (see note 4 – *Income Taxes*) and other agreements between the Company and affiliates of Amex Coop. Amounts payable to affiliates of Amex Coop as of December 31, 2021 and 2020, in respect of such agreements, were $2.0 million and $2.7 million, respectively. Amounts receivable from affiliates of Amex Coop in respect of such agreements were $0.3 million and $0.2 million as of December 31, 2021 and 2020, respectively.

License of American Express Marks

In June 2014, in connection with, and as part of, the formation of the Company, GBT US LLC, a wholly-owned subsidiary of GBT, entered into a royalty-free trademark license agreement with American Express pursuant to which GBT US LLC was granted a license for GBT US, GBT III B.V., all wholly-owned subsidiaries of GBT III B.V. and other permitted sublicensees to license the American Express trademarks used in the American Express Global Business Travel and American Express Meetings & Events brands for business travel, business consulting and meetings and events businesses on a royalty-free, exclusive, non-assignable, non-sublicensable (other than as set out in the agreement), and worldwide basis.

In connection with the consummation of the business combination with APSG, the parties will amend and restate the foregoing trademark license agreement to grant GBT Travel Services UK ("GBT UK"), an indirect wholly owned subsidiary of GBT, a long-term, 11-year license (unless earlier terminated or extended) pursuant to which GBT UK, all wholly owned operating subsidiaries of GBT's publicly listed entity and other permitted sublicensees will continue to license the American Express trademarks used in the American Express Global Business Travel brand, transition the American Express Meetings & Events brand to the American Express GBT Meetings & Events brand, and license the American Express trademarks used in the American Express GBT Meetings & Events brand for business travel, meetings and events, business consulting and other services related to business travel ("Business Travel Services"). This amended and restated trademark license agreement will also provide GBT's publicly listed entity the flexibility to operate non-Business Travel Services businesses under brands that do not use any trademarks owned by American Express, subject to certain permissibility and other requirements.

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Shareholders Agreement

On June 30, 2014, GBT entered into a shareholders agreement with its then shareholders American Express and a predecessor of Juweel, which contains agreements among the parties with respect to, among other things, board designation rights, consent rights, drag-along and tag-along rights, pre-emptive rights, registration rights and restrictions on the transfer of our shares. On December 10, 2019, in connection with an internal restructuring of GBT, the original shareholders agreement was superseded, and affiliates of Amex Coop., Juweel and GBT entered into a new shareholders agreement. The new shareholders agreement was further amended and restated on March 15, 2021, to, among other things, provide for GBT preferred shares and amend and restate certain other rights and obligations with respect to the GBT capital stock and GBT, and was further amended and restated on November 1, 2021, in connection with the acquisition of Egencia. The consent rights and restrictions on tag-along, drag-along and pre-emptive rights, as well as certain of the restrictions on transfers of shares under the shareholders agreement, terminate upon the consummation of the business combination with APSG. In connection with the business combination with APSG, the Company will enter into a new shareholders agreement that will supersede the current shareholders agreement and will include provisions with respect to tax matters and corporate governance following the business combination with APSG.

Commercial and Operating Agreements with Expedia

In connection with the acquisition of Egencia, on November 1, 2021, an affiliate of GBT and an affiliate of Expedia entered into a ten-year term marketing partner agreement to provide the GBT's corporate clients with access to Expedia group hotel content (the "EPS Agreement"). The EPS Agreement requires an affiliate of Expedia to meet certain competitiveness thresholds with respect to the Expedia group hotel content offered to GBT and requires GBT to satisfy certain share of wallet commitments to the affiliate of Expedia (including the making of cash shortfall payments in the event of share of wallet failure, subject to offset based on outperformance by GBT in subsequent periods). The GBT's share of wallet obligations are subject to adjustment for future acquisitions and dispositions and the failure of the affiliate of Expedia to meet agreed competitiveness thresholds. As a result of the above agreement, the Company recognized revenue of $8 million for the period ended December 31, 2021 and as of December 31, 2021, the Company had a $4 million receivable from the affiliate of Expedia.

As part of the Egencia acquisition, on November 1, 2021, GBT UK entered into a Transition Services Agreement with Expedia, Inc. (the "Egencia TSA"), pursuant to which Expedia, Inc. (an affiliate of Expedia) and its affiliates provide certain transition services to GBT UK and its affiliates to facilitate an orderly transfer of Egencia from Expedia to GBT. The initial term of the Egencia TSA is 18 months. The initial term of each service is set forth in the Egencia TSA, and the term of certain services is subject to extension under certain circumstances. GBT UK has the right to terminate services for convenience upon prior written notice to Expedia, Inc. For services provided by Expedia to Egencia prior to the Egencia acquisition, pricing under the Egencia TSA is determined in the same manner as pricing for such services was historically determined by Expedia, Inc. For services that were not provided by Expedia, Inc. to Egencia prior to the Egencia acquisition, in general pricing is equal to the cost of providing such services. For the period ended December 31, 2021, the total cost charged to the Company was approximately $8 million that was included in the Company's consolidated statements of operations and as of December 31, 2021 the Company had a payable to Expedia Inc. of $8 million.

As of November 1, 2021, the date the Egencia acquisition was consummated, Egencia had a balance payable to Expedia of $26 million on account of pre-acquisition transactions between Egencia and Expedia. Further, pending completion of transition of several processes, Expedia collected cash on behalf of Egencia for several of Egencia's transactions. As a result, as of December 31, 2021, Egencia had a net payable of $16 million to Expedia.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(24) Segment Information

Reportable segments are determined based upon the Company's internal organizational structure; the manner in which the Company's operations are managed; the criteria used by the Company's Chief Executive Officer, who is also the Company's Chief Operating Decision Maker ("CODM"), to evaluate segment performance; the availability of separate financial information utilized on a regular basis by the CODM to assess financial performance and to allocate resources; and overall materiality considerations. All significant operating decisions are based on analysis of the Company as a single global business. The Company has determined it has two operating segments, Business Travel and Meetings and Events, that have been aggregated and presented as one reportable segment due to their similar economic characteristics, nature of services provided, type of customers, methods used to provide services and regulatory environment.

The financial measures which the Company's CODM uses to evaluate the performance of the Company are net revenue and Adjusted EBITDA, which is defined as net income (loss) before interest income, interest expense, benefit from (provision for) income taxes, and depreciation and amortization and further excluding costs that management believes are non-core to the underlying business of the Company including restructuring costs, integration costs, costs related to mergers and acquisitions, separation costs, non-cash equity-based compensation, certain corporate costs, foreign currency gains (losses), non-service components of net periodic pension benefit (cost) and gains (losses) on disposal of business. The CODM also regularly reviews revenue by transaction type – Travel Revenue and Products and Professional Services Revenue (see note 3 – *Revenue from Contracts with Customers*).

The Company maintains operations in the United States, United Kingdom and other international territories. The table below presents the Company's revenue and long-lived assets, comprising property and equipment, net, and operating lease ROU assets, by geographic location:

(in $ millions)	United States	United Kingdom	All other countries	Total
Revenue				
Year ended December 31, 2021	$ 226	$ 276	$ 261	$ 763
Year ended December 31, 2020	$ 191	$ 314	$ 288	$ 793
Year ended December 31, 2019	$ 511	$ 925	$ 683	$ 2,119
Long-lived assets				
As of December 31, 2021	$ 100	$ 76	$ 99	$ 275
As of December 31, 2020	$ 38	$ 93	$ 118	$ 249

The geographical determination of revenue is based on the jurisdiction of the legal entity contracting with the customer. No single customer accounted for 10 percent or more of the Company's revenue for the years ended December 31, 2021, 2020 and 2019. Similarly, no single customer accounted for 10 percent or more of the accounts receivable balance as of December 31, 2021 and 2020.

(25) Subsequent Events

The Company has evaluated and recognized or disclosed subsequent events, as appropriate, through March 21, 2022, the date the consolidated financial statements as of and for the year ended December 31, 2021 were available for issuance.

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SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS
DECEMBER 31, 2021, 2020 AND 2019

(in $ millions)	Balance at beginning of year	Charged to expense or other accounts	Write-offs and other adjustments	Balance at end of year
Allowance for doubtful debts				
Year ended December 31, 2021	$ 14	$ (5)	$ (5)	$ 4
Year ended December 31, 2020	$ 11	$ 4	$ (1)	$ 14
Year ended December 31, 2019	$ 10	$ —	$ 1	$ 11
Valuation allowance for deferred tax assets				
Year ended December 31, 2021	$ 119	$ (1)	$ (2)	$ 116
Year ended December 31, 2020	$ 88	$ 31	$ —	$ 119
Year ended December 31, 2019	$ 89	$ (1)	$ —	$ 88

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INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Egencia Norway AS

Opinion

We have audited the financial statements of Egencia Norway AS (the Company), which comprise the balance sheet as at 31 December 2021, the income statement and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements comply with applicable legal requirements and give a true and fair view of the financial position of the Company as at 31 December 2021 and its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors and Chief Executive Officer) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion 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 board of directors' report contains the information required by legal requirements and 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, based on the work we have performed, we conclude that there is a material misstatement of this other information or that the information required by legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report is consistent with the financial statements and contains the information required by applicable legal requirements.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the

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going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's 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 auditor's 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 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Oslo, 17 November 2022
ERNST & YOUNG AS

The auditor's report is signed electronically

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Equality report Egencia Norway 2021

What are the principles and guidelines within Egencia?

Our philosophy and what we mean by diversity is the mix of visible and invisible differences such as gender, age, ethnicity, work experience, general life experience etc. Within GBT and Egencia in Nordics, all employees have equal rights in the workplace, equal development opportunities and can use the opportunities equally regardless of visible and invisible differences.

DE&I (Diversity, Equity and Inclusion) has a great focus within the GBT group and in the strategy for 2022 there is a goal to accelerate the DE&I work. At GBT there are many inclusion groups, networks for traditionally underrepresented groups of people to work together to create a more inclusive and productive workplace. Even if the groups are created to focus on a specific demographic, like gender, race or sexual orientation, they are not exclusive for those identifying with that demographic but are open to all. This to show solidarity to the group and learn more about that area. The aim is to create a culture and environment where everyone belongs and feel included regardless of who you are.

There are also several documents, such as policies, that provides guidelines on different processes to ensure equality and avoid discrimination. As an example, there is a *Global Equal Employment Policy* to ensure we are all treated fair and equally and there is also a dedicated team for recruitment and a policy for this area to ensure a fair recruitment process and to avoid discrimination and unconscious biases.

When an employee starts working in the company, the employee needs to complete an onboarding training for the *Code of Conduct*, the ethical guidelines for our employees. This is a training that existing employees need to complete each year as well and it covers, amongst other topics, harassment and bullying and clearly states this is unacceptable. If you are witnessing, or experience, any unethical behavior there are good routines to raise this via Ethics Helpline. There is also a local policy for equality and diversity where Egencia Norway commit to prevent discrimination and work for a diverse and equal workplace.

Globally there is a dedicated team working with DE&I, where the HR director for GBT participates, amongst other specialized in the DE&I area. Locally within Egencia Norway the global guidelines applies and HR and social partners (union representatives) have worked together to analyze the mapping of the different areas of discrimination and identify possible measures.

Mapping of gender and temporary employment

Of the company's 114 employees, 81% are women and 19% are men. This is representative for the industry in general. Of these no one is employed on a temporary contract, this can be due to many reasons. The pandemic has led to many temporary contracts not being extended, as well as Egencia have part of the business outsourced.

Mapping of gender differences part-time employment

Of all the employees, 6% work part time and all are females. These employees all work within the same function in the company and if they would like to work more, within the opening hours that the business operates in, it is a possibility. People leaders have regular conversations, 121, with their team and no

one has raised that they would like to work more if they could have further accommodations to enable this. It is therefore considered as no one is involuntarily working part-time.

Mapping gender differences – parental leave

Female employees have taken on average 28,71 weeks parental leave in 2021 (parental leave might have started in 2020 and these weeks are not taken into consideration) whilst men have 0 weeks on average in 2021. The reason for this could be that the company do not have many male employees and in addition few have small children, which reduces the opportunity to take parental leave. We do not see at a risk of discrimination as there is a very beneficial policy about parental leave on a global level.

Mapping of gender balance – work of equal value

Description of level	Female	Male	Female employees	Total
Total	92	22	81%	114
Level G/group 1	31	2	94%	33
Level H/group 2	47	3	94%	50
Level I/group 3	4	2	67%	6
Level J/group 4	4	6	40%	10
Level K/group 5	5	3	63%	8
Level L/group 6	1	4	20%	5
Level M/group 7	-	2	0%	2

The job levels are based on existing job categories in the company.

The observation shows that positions on lower level in majority are held by women. Whilst the higher the level, the more men on the position. A reflection of this is since many roles in higher positions are global, could this lead to women not applying to these roles for fear of not being able to combine family and work due to meetings after regular work hours?

Salary mapping - work of equal value

Egencia Norway	Differences in compensation (%) Women compared to men	Difference women compared to men
Total	86,0%	-14,00%

For the calculation of compensation, we have included fixed salary and bonuses for the financial year 2021. Any allowances, such as internet or phone reimbursement, is based on home office contract or tied

to the role, hence it is not related to any of the grounds for discrimination. The union representatives have participated in the evaluation of the salary mapping.

The average pay gap between women and men overall is most likely because a majority of men holds the company's top positions.

As we have less than 5 of the other gender on each position level, we can't share this in detail for confidentiality reasons. We can however observe both levels where females have a higher salary compared to men, as well as men having a higher salary than female employees. When reviewing further we can find natural explanations for this and cannot see that it would be due to discrimination – that someone has a higher salary only for being a male/female etc. Reasons that we have observed are that some positions are more difficult to recruit for which could lead to a higher salary level. Other roles that increase the average salary for both male and female employees, can be commercial roles not specialized within travel industry. Since we have a low rate of the comparison group on each level, the statistics can be skewed if 1 out of 2 employees in a comparison group has a higher salary (due to tenure or professional certificate for example), and the average salary will reflect this.

Mapping – Equal work

As we have less than 5 of the other gender on each level, we cannot share this in detail for confidentiality reasons. We cannot see there is a risk or obstacles to equality due to grounds for discrimination in general, however we can observe differences between individuals, and this has natural explanations as well. The trend we can see is that this is the case for commercial roles as they have a greater market to apply for jobs, which could lead to a higher salary at the time for the recruitment. Same as we observed for work of equal value, if the comparison group is as small as ours are, average salary can change dramatically if 1 employee out of 2 earns more. A reflection is that it is managers responsibility to ensure equal pay for equal work (if tenure, competence, performance etc are the same for two employees). This should be considered in the merit review.

An identified measure for this is to conduct a salary mapping each year prior to the annual review. This is to observe trends and reduce differences over time. This is now included as a commitment in the local diversity policy.

No other salary differences were identified related to the other grounds for discrimination.

How has discrimination been reviewed with regards to recruitment?

As previously mentioned, we observed that we have more female employees employed as travel consultants. HR and union representatives have reviewed the job advertisement for travel consultant to see if it includes words which appeals to female applicants. No such thing can be observed.

All roles are also posted internally to enable for all employees to apply so there should be female employees applying for roles on higher positions as well. Can it be that men are more confident or does female employees have a greater sense of responsibility towards the family which makes her not applying?

Measure for this is to, for future roles on level L or above, investigate the possibility to have statistics for how many men and women that have applied for the role. If less females, the hypothesis is confirmed, and the measures shall be identified to attract more female applicants. This could be done by looking at

the wording in the ad and clarify the possibilities to combine work and family life. HR will also require insight in why a female applicant was not offered the role to ensure it is related to qualifications rather than discrimination. HR will bring this up with recruitment, target for this is Q2 2023.

For the other grounds for discrimination and the recruitment area we have a text in the job ad that we value diversity so the ad is and should be perceived as inclusive.

Salary and working conditions

We could not identify a discrimination in this area due to any of the grounds for discrimination, but there are individual differences between employees. The identified measure to conduct a mapping of salary applies also here.

No other salary differences were identified related to the other grounds for discrimination.

It is scheduled a global employee survey Q3-Q4 2022 which will give a better picture of how our employees perceives pay and working conditions and this will determine if we need to implement any further measures.

Promotion and development opportunities

All roles are posted internally and open for anyone to apply. However, as we see that male employees hold the most senior positions and could be an obstacle for gender equality, see section about recruitment.

It is scheduled a global employee survey Q3-Q4 2022 which will give a better picture of how our employees finds the development opportunities within the company. The result will determine what measures are necessary to implement.

Accommodation

For the area of accommodation HR and the union representatives have reviewed the different ground for discrimination and mapped what is working and where we have a risk and an area for improvement. The risks and measures we identified are listed below.

Ethnicity and religion: In the planned move for the Oslo office (Q3 2022), ensure that there are quiet rooms if you need a private space for personal reasons.

Disability: Stavanger does not have wheelchair accessible toilets and there is no automatic door opening. Review the Stavanger office and ensure that it is 100% wheelchair accessible. This will be reviewed when the project for Oslo is completed and is scheduled for Q1-Q2 2023.

One risk that has been identified is that we can become better at paying attention to "hidden disabilities" such as tinnitus or hearing impairment as an example. This can affect the need for how to sit to be able to hear or not hear sounds around etc. HR examines if there is a global training available in terms of accommodation to create an increased understanding and an inclusive workspace. Scheduled for Q1 2023.

Hyperkinetic disorder diagnoses may require an increased understanding from leaders to better understand the employee. HR will investigate if there is a global training available for leaders in this area

and see if this is something that can be offered to all leaders for an increased understanding. Scheduled Q1 2023.

In the planned move for the Oslo office (Q3 2022), ensure that there are quiet rooms if you need to get away from sound and light.

The planned employee survey in Q3-Q4 2022 will also give us as employer a better understanding around the perception of the possibility and need for accommodation and based on that, what actions that might need to be taken.

Opportunity to combine work and family life

A risk is identified within this area and relates to the global roles. To accommodate different time zones, meetings could take place after working hours which could affect private life. This could lead to employees with small children and care responsibilities not applying to these roles. Since females traditionally takes on a greater care responsibility, the risk is that we have fewer female employees applying. We experience that there are many global teams that combine time zones with the US, EMEA and APAC and that this works, but it is important that leaders understand, and that the employee should discuss their needs with their leader. This is also a goal in the strategy for GBT 2022, to ensure that we have a team with diversity, and we will do this by "*driving flexibility and better balance opportunities*".

Furthermore, after some time with the pandemic, there has been feedback that home offices provide more time for leisure when you avoid commuting to and from work. The company is looking at a hybrid model/flexible work to enable a combination of working from the office and from home for those who are office-based, the goal for this is Q3 2022.

No other risks identified related to the other grounds for discrimination.

The scheduled employee survey in Q3-Q4 2022 will provide a better understanding of the perceived opportunity to combine work and family life. Based on the result, different measures can be identified.

Harassment, sexual harassment and gender-based violence

We have a whistle-blower policy and good routines for this but are all employees aware? To ensure this, one measure is that the Health & Safety group (AMU) sends out an email and remind everyone how this can be reported. This is planned to be sent by the end of Q2 2022.