



ASX Announcement

17 August 2022

2022 Annual Report

Attached is Corporate Travel Management Limited's 2022 Annual Report

Authorised for release by the Board.

Contact details

Media enquiries: Alasdair Jeffrey – Rowland – Alasdair.Jeffrey@rowland.com.au / +61 404 926 768

Investor enquiries: Allison Dodd – allison.dodd@travelctm.com / +61 7 3210 3354

AUSTRALIA | NEW ZEALAND | NORTH AMERICA | ASIA | EUROPE

Corporate Travel Management Limited ABN: 17 131 207 611
Level 24, 307 Queen Street, Brisbane, QLD 4000 GPO Box 2584, Brisbane, QLD 4001
Telephone: +61 7 3211 2400 Fax: +61 7 3236 1930 Free call: 1800 663 622
info@travelctm.com www.travelctm.com

Reconnect. Rebuild. Rediscover. Reimagine.

THE FUTURE OF
BUSINESS TRAVEL

Reconnect. Rebuild. Rediscover. Reimagine.

2022 has been a year of reconnection, during which our business has demonstrated a tenacity and appetite to rebuild, rediscover and reimagine the future of business travel; to consider how business travel will operate and influence growth and prosperity in a post-COVID-19 environment, to redefine the value of travel management expertise, and to redesign our service and technology offering to meet the needs of a new and evolving travel landscape.

As travel activity returns at pace around the world, our business and employees have embraced the 'travel reset' by designing new and enhanced customer solutions to support safer, more sustainable and more effective business travel.

Travel is back, and our business is primed for the rebound – larger, stronger, more relevant and impactful than ever before.

In this report

Financial Highlights	4
Chairman's Report	6
Managing Director's Report	8
Board of Directors	10
Executive Team	12
Sustainability Report	14
Financial Report	46

Financial Highlights.

\$5.1B

TOTAL TRANSACTION VALUE

\$59.8M

UNDERLYING EBITDA

\$388.7M

TOTAL REVENUE AND OTHER INCOME

\$3.1M

STATUTORY NPAT ATTRIBUTABLE TO OWNERS

\$142.1M

CASH

\$18.52

CLOSING SHARE PRICE

2021 – 2022 Performance Highlights

Rapid acceleration in performance as COVID-19 becomes endemic

USA, EU, AU/NZ regions all profitable for the year on an underlying EBITDA basis, with 4Q22 acceleration in activity providing strong momentum into FY23.

CTM is a much larger business post-COVID-19

Estimated to be fourth largest global travel manager in the world. Key acquisitions of Travel & Transport, Tramada, Helloworld Corporate and Safe2Travel through the COVID-19 cycle creating transformational change. On full recovery, the business is approximately 75% larger than pre-COVID-19 with most exposure in regions with the strongest organic growth opportunity.

Environment primed for CTM market share gains

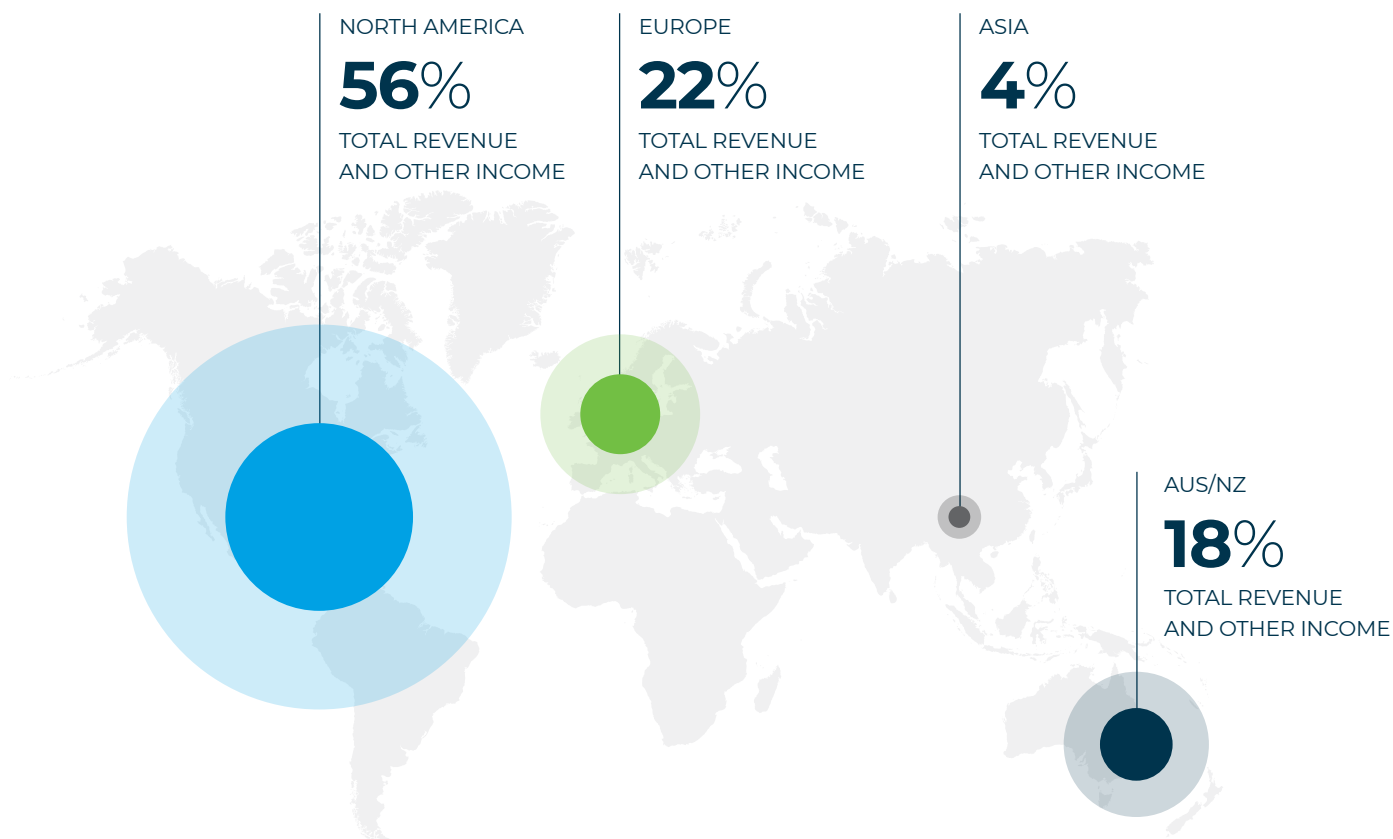
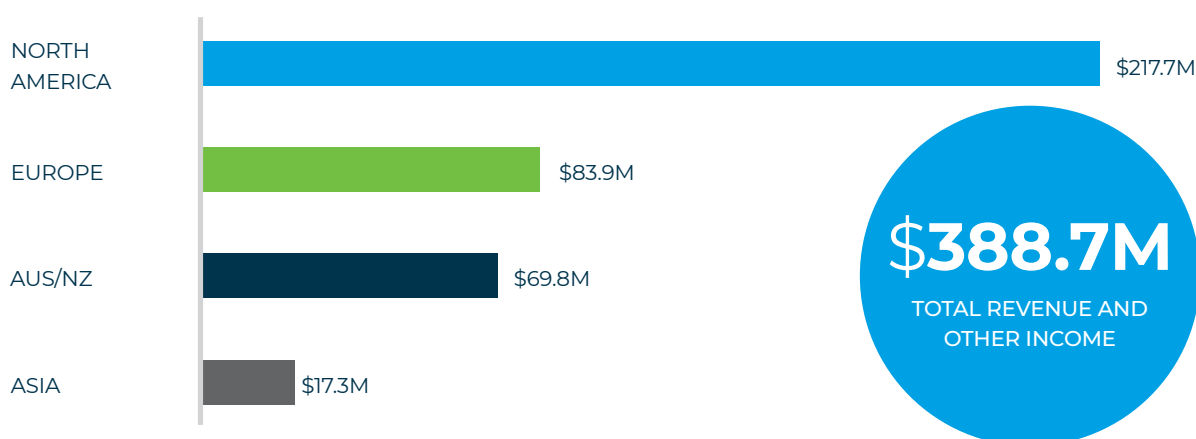
CTM's customer value proposition of expert service, innovative technology and ROI is highly relevant to customers in the complex recovery environment. Strong new client wins due to enhanced reputation in this environment.

Balance sheet strength

With no debt and \$142.1 million cash, CTM has a resilient balance sheet to manage through the recovery period and beyond.

Total revenue and other income generated by region

Corporate Travel Management operates across four continents and, supported by our global network of partners, has the ability to service customers in every corner of the world.





Chairman's Report

Dear Shareholder

Year in review

After two years of significant operating challenges for the Company and the travel industry globally, Corporate Travel Management has benefited from a strong rebound in activity in all of the markets in which government-mandated travel restrictions have begun to ease. CTM's flexible and resilient business model enabled the Group to adapt quickly to the disruptions from border closures, quarantine requirements and other travel restrictions, while maintaining a robust financial position.

The CTM value proposition of personalised customer service and proprietary technology has strengthened the Group's competitive position in supporting customers' travel needs in the complex and fast-changing environment resulting from the pandemic. Combined with CTM's global scale and financial strength, this focus on customers resulted in the Company gaining market share in all of its operating regions and allowed the Group to grow and diversify through targeted acquisitions during the year. The Group has emerged from the extraordinary challenges of the last two years a larger, more efficient and diversified business.

The Group has emerged from the extraordinary challenges of the last two years a larger, more efficient and diversified business.

Financial Performance

The financial performance of the Group reflects the significant impact from the COVID-19 operating environment. The Group reported a statutory Net Profit After Tax attributable to owners of \$3.1 million compared to the prior year loss of \$55.4 million. Excluding one-off or non-recurring items, underlying Net Profit Before Tax was \$22.3 million. This was a resilient performance in the face of major volatility in corporate travel activity, underpinned by a combination of prudent cost management and a diversified revenue stream from our clients globally.

The Group maintained its strong liquidity position, finishing the year with \$142.1 million in cash, no debt and committed available facilities of \$100 million at 30 June 2022. The Group's strong financial position enabled it to refinance its debt facilities, reduce costs and increase flexibility.

Revenues grew through the year, accelerating in the fourth quarter. The investment in staffing levels and in proprietary technology positioned CTM to be able to service its customers effectively as corporate travel activity recovered rapidly, in all regions except Asia, where travel restrictions in China remain in place.

Dividend

In view of the Group's performance in the final quarter of the financial year and the outlook for FY23, the Directors determined to pay an unfranked dividend of 5 cents per share on 5 October 2022. It remains the Board's policy to provide shareholders with returns through dividends equivalent to 50% of the Group's Net Profit After Tax in future periods.

Acquisitions and Capital Raising

The acquisition of Helloworld's corporate and entertainment travel business in Australia and New Zealand (ANZ), which was announced on 15 December 2021, is highly complementary to CTM's existing ANZ operations. The acquisition gives the Group an established presence in a number of attractive industry verticals, including entertainment, film, music and the arts, which are expected to perform strongly as the market returns to more normal levels of corporate travel activity. Since acquisition CTM has focussed on resourcing the Helloworld corporate business creating clear cultural alignment, offering maximum value to customers through personalised service and technology.

The acquisition was funded by a combination of cash

(\$100 million) and CTM shares (\$84.8 million) issued to Helloworld. The cash component was funded by a fully underwritten institutional placement and share purchase plan. We were delighted by the strong support for the capital raising and we thank our shareholders for their participation.

The Group extended its Asian footprint with the acquisition of Safe2Travel in Singapore in April 2022, and the opening of a Japan office in May 2022. These additions will allow CTM to meet increasing customer demand for domestic and international travel in the region, in anticipation of activity rebounding once restrictions are fully lifted across Asia.

The integration of the Travel and Transport business, which was acquired in October 2020, has been largely completed. This acquisition has given CTM an expanded footprint in North America, the world's largest corporate travel market, which is now returning to pre-pandemic levels of corporate travel activity. CTM North America has capitalised on this opportunity and is leading the Group in terms of client wins.

In July 2022, the Group acquired 1000 Mile Travel Group, a network of independent experts specialising in personalised SME business travel services across Australia and the UK. 1000 Mile Travel Group is a complementary extension to CTM's services amid heightened demand for travel expertise to support a rapidly rebounding market.

Sustainability

As part of our growing commitment to sustainability, CTM appointed our first Global Head of ESG and Sustainability during the year. This role will assist in driving thought leadership on ESG principles, data collection and focus on the material risks and opportunities that we believe will underpin CTM's sustainability over the medium to long term.

Our 2021/22 Sustainability Report is centred around four key pillars – Governance, Planet, People and Prosperity – that align to our guiding reporting framework provided by the World Economic Forum. We recognise the need to continue to enhance our sustainability reporting. Our continued success is dependent on meeting the expectations of our key stakeholders, including our customers, staff, investors and financiers. We continue to engage with our stakeholders on sustainability matters to understand their views and insights as ESG expectations and reporting standards evolve. In the year ahead, we are also taking concrete steps to improve key focus areas relating to data maturity and reporting on material issues.

People and Remuneration

The rebound in travel activity has supported an increase in employee numbers. It has been particularly pleasing to welcome many former employees back to the Group. This is an endorsement of CTM's organisational culture, which is a key differentiator for our business and a critical part of the Group's success.

Nevertheless, recruitment remains a challenge across the travel industry and is impacting the travel experience in all markets. CTM is implementing a range of programs across all regions to broaden the focus of recruitment and attract a new generation of professionals to the industry. The Group has also continued to invest in improving automation and streamlining processes, to create greater efficiencies and allow more time for our people to offer personalised service to address complex customer service demands.

As explained in more detail in the Remuneration Report, this year for the first time, the Non-executive Directors exercised discretion to vest a tranche of the Company's long term share incentive plan. This reflected both the comparative strength of the Company's performance across the sector during the last 2 years as well as conforming the treatment of executives and employees between regions.

Year ahead

CTM is primed to benefit from the recovery in corporate travel as activity returns to pre-pandemic levels across all of our major markets. Through the acquisitions that have been made over the last two years, with the strong support of our shareholders, and our continued investment in our technology, people and processes, CTM is a larger, more efficient and more diversified business than before the onset of the enormous disruption caused by COVID-19.

Despite some challenges in airports and airlines re-establishing their operating rhythms, we also expect that CTM will recover more quickly than the corporate travel sector in general. Emerging travel patterns and customer feedback show us that customers place a high value on face to face connection, especially after two years of travel restrictions. Our value proposition of personalised service, proprietary technology and measurable value for customers, is well-suited to meet this demand.

CTM continues to build its future with prudent planning and risk management at the centre of business strategy, and remains confident our business model supports the Group's return to sustainable growth in shareholder value.

On behalf of the Directors, I would like to thank all CTM team members for their continued efforts to deliver personalised travel experiences for our customers. I would also like to thank our clients and shareholders for your continued support.

Yours sincerely,



Ewen Crouch AM

Chairman,
Corporate Travel Management
Limited

17 August 2022



Managing Director's Report

FY22 has been a stop-start year with a number of COVID-19 variants restricting travel in the second and third quarters of the financial year. However, as COVID-19 became endemic, we experienced a rapid rebound in travel in the fourth quarter as regional and international travel restrictions lifted at speed around the world. Our customers and employees have embraced the opportunity to reconnect through travel with renewed energy and an unwavering optimism for the future of travel.

Our customers' actions speak confidently to the value of face-to-face connectivity in a post-COVID-19 world, with 4Q22 Group revenue exceeding that of the same period in FY19 (pre-COVID-19). CTM's Global Customer Survey, conducted in May 2022, found that 80% of respondents expect to travel more or the same amount in the coming 12 months as they did pre-pandemic.

During the pandemic, we committed to maintaining a healthy level of service and technology resources within our businesses to support our customers' ongoing travel needs in a complex and fast-changing environment. That said, resourcing remains the travel industry's most significant challenge.

The wider travel industry continues to face unprecedented staffing challenges across every travel vertical, from airline crews and service agents to baggage handlers, hospitality staff and beyond. The knock-on effect on customer service experiences can be felt across every customer touchpoint and remains our number one priority as we move into the new financial year. Our teams have delivered innovation in our employee recruitment, training, onboarding and retention initiatives to ensure we are attracting and retaining the best talent in the industry. We have implemented a range of new recruitment programs, including 'CTM Onboard' and 'CTM Academy' to fast-track new entrants and returning travel talent to the front-line servicing teams in just three weeks, providing near-immediate gains for our customers and workforce. Our teams continue to deliver enhanced internal efficiencies by implementing advanced automation and new technologies across every area of business operations, providing our employees with more time to deliver high-touch customer service experiences.

People & Culture

CTM has emerged from the pandemic a larger, stronger and more relevant travel provider, closing the FY22 year with 2,855 FTE employees across four global regions. Our people and culture are the cornerstone of CTM's success, and our team's ongoing commitment to service excellence and innovation continues to ensure

our business remains agile and responsive to the fast-changing needs of our customers and the travel industry.

Central to our People strategy is ensuring that our workplaces and corporate culture foster a strong sense of empowerment, collaboration and innovation whilst supporting equality of opportunity and a healthy work-life balance. Our employees have shown incredible resilience, commitment and comradery through a challenging period of physical disconnection. This year, we were excited to welcome our teams back to our office spaces to reconnect with peers, while continuing to support a blend of in-office, work-from-home and remote employment to support our employees' and customers' needs.

We are equally delighted to have resumed a range of highly valued employee initiatives throughout the year, including our CTM Star awards, face-to-face meetings, community engagement and fund-raising initiatives, social events, client engagement events, and our employee engagement survey 'The Vibe'. Employee engagement and satisfaction is central to our ongoing business performance, and we are pleased that our Vibe survey results demonstrate 89% staff engagement in all regions, with highlights being a 99% score for staff prepared to 'go the extra mile' for our clients and a 98% score for both empowerment and being an inclusive workplace with equal opportunity for all in terms of progress and development at CTM. These results bode well for our customers and staff into FY23.

Growth and Diversification

CTM's financial performance throughout the pandemic positioned the business to capitalise upon a number of further strategic opportunities throughout the year. These include the acquisitions of Helloworld Corporate and entertainment businesses (Australia and New Zealand) and Safe2Travel (Singapore).

After the financial year, CTM acquired 1000 Mile Travel Group, a network of independent experts specialising in personalised SME business travel services across Australia and the UK. CTM also established an office in Tokyo, Japan to support client growth in the region.

These acquisitions present our business with exciting growth and diversification opportunities in high performing travel verticals, regions and operating models, including SME business travel and global corporate travel. Each of these businesses, their employees and customers will benefit from CTM's global buying power, servicing capabilities, proprietary technologies, and global network.

CTM today is estimated to be the fourth largest corporate travel management company in the world. Our goal has never been to be the biggest, but purely to be the best travel management provider, employer and partner in every market we operate in. As our company, team and capabilities continue to expand globally, our ability to offer superior global servicing and technology solutions to meet the needs of complex global travel programs continues to grow. In FY22, our newly formed Global Customer Solutions (GCS) team developed and delivered an enhanced service and technology framework specifically for the global travel program segment, underpinned by CTM's enviable financial stability, global scale, buying power, proprietary technology and global network to develop a truly unique offering for global customers.

Sustainability

Sustainability remains a key focus for our business, our employees, our clients and the broader travel industry. We are delighted to have appointed a new role of Global Head of ESG & Sustainability in FY22, at a pivotal time as global travel activity returns at speed. Being a service industry, CTM's carbon footprint is relatively light. We recognise and embrace the opportunity we have to make a positive impact on the planet by putting our technology and insights into the hands of thousands of businesses across the globe, to enable them to make more informed travel decisions. In FY22, we continued to invest in delivering sustainable travel solutions to our customers, including enhanced carbon insights, tracking and offsetting capabilities via our online booking tool, Lightning, as well as advanced carbon and traveller wellness reporting in our CTM Data Hub reporting tools, and through our carbon offset program in partnership with South Pole.

In Conclusion

As we enter the new financial year, I would like to take this opportunity to thank the Board, management team and all CTM employees for their continued commitment to excellence. Their passion and dedication to CTM and the travel industry remains central to our business's outstanding performance in FY22 and beyond. I also wish to thank our valued customers, suppliers, partners and shareholders for your ongoing support throughout the year, and I look forward to delivering continued value through our partnership in the year ahead.

Yours sincerely,



Jamie Pherous

Managing Director,
Corporate Travel Management
Limited

17 August 2022

Strategic initiatives

The Group focused on the following key strategic initiatives for FY22.

Continued Organic Growth:

- Enhancing our value proposition to meet client needs across the CTM global network, including a team dedicated to the strategic global client segment.

Technology Developments Adapted to COVID-19:

- This included our Covid Data Hub, carbon insights and other enhancements to our Lightning booking tool to better inform clients as they return to travel.

Productivity and Internal Innovation:

- Internal innovation feedback loops to improve and automate existing client and non-client facing processes.

Staff Empowerment:

- To make service decisions to drive high staff engagement and client satisfaction outcomes.

Staff Recruitment:

- We welcomed back approximately 950 staff during the second half of FY22 and invested heavily in 'out of the box' recruitment programs to offer those outside of travel the opportunity to build a career at CTM.

Integration in North America:

- After the acquisition of Travel and Transport in October 2020, our goal was to move all clients onto one platform and this is largely complete, providing a sound and scalable growth platform into future years for this region.

Board of Directors



Ewen Crouch AM

Chairman, Independent Non-Executive Director

Ewen Crouch was a Partner at Allens from 1988 – 2013. He served as a member of the firm's board for 11 years, including four years as Chairman of Partners. His other roles at Allens included Co-Head Mergers & Acquisitions and Equity Capital Markets from 2004 – 2010, Executive Partner – Asian Offices from 1999 – 2004 and Deputy Managing Partner from 1993 – 1996. He was a director of Mission Australia from 1995, including as Chairman from 2009, until retiring in November 2016.

Mr Crouch is a Non-executive Director of BlueScope Steel Limited (since March 2013) and Chair and Non-executive Director of AnteoTech Limited (since April 2022). He is a Fellow of the Australian Institute of Company Directors and a director of Jawun (since September 2015). He served as a member of the Takeovers Panel from 2010-2015, as a member of the Commonwealth Remuneration Tribunal from 2015 – 2019, as a director of Sydney Symphony Orchestra from 2009 – 2020 and as a Non-executive Director of Westpac Banking Corporation from 2013 to 2019.



Jamie Pherous

Managing Director

Jamie Pherous founded Corporate Travel Management Limited (CTM) in 1994. He has built the Group from its headquarters in Brisbane to become one of the world's largest travel management companies.

Prior to establishing CTM, Jamie was employed by Arthur Andersen, now EY, as a qualified Chartered Accountant, specialising in business services and financial consulting, notably in Australia, Papua New Guinea and the United Arab Emirates.



Sophia (Sophie) Mitchell

Independent Non-Executive Director

Sophie Mitchell has over 30 years of corporate advisory, capital markets and equity research experience. She retired from Morgans in June 2019 after over a decade as an Executive Director in Morgans Corporate and, prior to this, she was Morgans Head of Research.

Sophie now concentrates on her Board roles and is the Chairman of ASX-listed Apollo Tourism & Leisure Limited. She is also a Non-executive Director of Morgans Holdings (Australia) Limited and the Morgans Foundation Limited, Chair and Independent Non-executive Director of Healthcare Logic Global Limited (unlisted public company – Healthcare Software), and Chairman of Australian Super's Queensland Advisory Council.

She was a Non-executive Director of Silver Chef Limited (September 2011 – December 2019), Flagship Investments Limited, Australia Council for the Arts, and a member of the Takeovers Panel between 2009 and 2018.



Jon Brett

Independent Non-Executive Director

Jon Brett was formerly an Executive Director of Investec Wentworth Private Equity Limited, and an executive of Investec Bank (Australia) Limited. He was also the CEO of Techway Limited which pioneered internet banking in Australia. Jon brings extensive strategic, board and management experience to CTM, particularly in the areas of finance and corporate advisory.

Jon is currently Executive Chairman of Stridecorp Equity Partners, an AFSL licensed fund manager specialising in private equity. John is a Non-executive Director of Mobilicom Limited (since September 2018). His former directorships include Godfreys Group Limited, The Pas Group Limited, Deputy President of the NRMA and Vocus Group Limited since its listing on the ASX.



Laura Ruffles

Executive Director

Laura Ruffles is CTM's Global Chief Operating Officer and, in late 2015, was appointed an Executive Director in recognition of her leadership contribution. She has significant local, regional and global industry experience and, in a career of more than 20 years, has led teams across sales, account management, operations and technology. Laura is responsible for all aspects of CTM's business performance. She joined CTM in 2010 and has been a key contributor to its successful growth. She is also a Director of the Australian Federation of Travel Agents.

Executive Team



Jamie Pherous

Managing Director

Jamie Pherous founded Corporate Travel Management Limited (CTM) in Brisbane in 1994. He has built the Group from its headquarters in Brisbane to become one of the world's largest travel management companies.

Prior to establishing CTM, Jamie was employed by Arthur Andersen, now EY, as a qualified Chartered Accountant, specialising in business services and financial consulting, notably in Australia, Papua New Guinea and the United Arab Emirates.



Cale Bennett

Global Chief Financial Officer

Cale Bennett joined CTM in August 2019, before becoming Global CFO in March 2021. Prior to joining CTM, Cale held senior finance roles in ASX listed entities in the banking, entertainment, and transportation industries. Cale's corporate background includes five years spent as Group Treasurer of an ASX-100 company, driving a commercial approach that resulted in significant financial outcomes. A strong interest in technology has also led Cale to both co-found and advise start-ups in the fintech industry.



Laura Ruffles

Global Chief Operating Officer

Laura Ruffles is CTM's Global Chief Operating Officer and, in late 2015, was appointed an Executive Director in recognition of her leadership contribution. She has significant local, regional and global industry experience and, in a career of more than 20 years, has led teams across sales, account management, operations and technology. Laura is responsible for all aspects of CTM's business performance. She joined CTM in 2010 and has been a key contributor to its successful growth. She is also a Director of the Australian Federation of Travel Agents.



Kevin O'Malley

CEO North America

Kevin O'Malley has more than 25 years of travel industry experience, and joined CTM from the Travel and Transport acquisition in 2020. His leadership style, industry acumen and genuine interest in the success of clients and staff make him an integral member of the CTM executive team. Kevin is committed to advancing the travel industry, acting as advisory board member among several key industry groups, and also cultivates his local community by serving on several boards for Nebraska-based educational institutions and charitable foundations. As CEO, North America, Kevin is responsible for ensuring the highest level of personal service, innovation and return on investment to our customers, while leveraging CTM's global strategy to benefit regional clients and staff. Prior to joining the travel industry, Kevin worked as a CPA for both Deloitte and Lutz.



Debbie Carling

CEO UK & Europe

Debbie Carling has worked in the travel industry for more than 30 years in several key strategic and senior roles, including Commercial Director at Britannic Travel. During this time Debbie led the setup of global brand FCM Travel Solutions and became the Executive General Manager of Europe. In 2011 Debbie joined Chambers Travel and became COO soon after. Debbie successfully instilled new company processes, productivity and developments in supplier relations. In December 2014 Chambers was acquired by Corporate Travel Management, during which time Debbie played a key role in the successful transition. Debbie was appointed as CEO Europe for CTM in July 2016.



Greg McCarthy

CEO Australia & New Zealand

Greg McCarthy has extensive executive level experience in the travel industry having held several leadership positions. He founded two travel management companies in Australia, building them up from small operations to highly successful medium-sized businesses, with a strong focus on customer retention and superior service levels. Greg has worked for international airlines and held an executive directorship in a global TMC, achieving a strong track record delivering for customers. He was co-founder of Platinum Travel Corporation. CTM acquired Platinum's Brisbane and Sydney offices in 2018, with Greg commencing as CTM CEO Australia and New Zealand on 1 July 2018.



Larry Lo

CEO Asia

Larry Lo is responsible for the overall management, sales operations and continued development of strategic alliance partnerships across the Asia region. He started his career in 1988 as a Travel Consultant and worked in several travel companies in Hong Kong and Canada gaining an in-depth insight into the international travel industry. Today, Larry manages the CTM business in Hong Kong, Mainland China, Taiwan, Singapore and Japan. He currently serves on the Executive Committee of the Society of IATA Passenger Agents (SIPA) and IATA Agency Programme Joint Council – Hong Kong (APJC), and a Director of World Travel Agents Associations Alliance (WTAAA).



Sustainability Report

Our Purpose	16
Our Sustainability Strategy	18
Principles of Governance	22
Planet	28
People	32
Prosperity	36
Conclusion	44

Driving sustainability throughout our business

Corporate Travel Management Limited ('CTM' or 'the Company') presents its FY22 Sustainability Report which provides an update on progress during the year and plans for FY23. CTM continues to work towards improving oversight and management of sustainability issues and risks over the long term.

CTM's Sustainability Strategy continued to evolve in FY22 but not at the speed the Board would have liked, with the prioritisation of shorter-term issues required to manage the disruptive impacts of COVID-19 and the challenges created from the rapid recovery in demand in the fourth quarter.

CTM appointed a Global Head of ESG and Sustainability to oversee ESG in May 2022 who will review and oversee execution of our global Sustainability Strategy with the support of the Board and the senior leadership team globally. In FY23, we will focus on better defining sustainability materiality, including a deeper understanding of key stakeholders' perspectives and development of a relevant data set to assist monitor the execution of our Sustainability Strategy into the future.

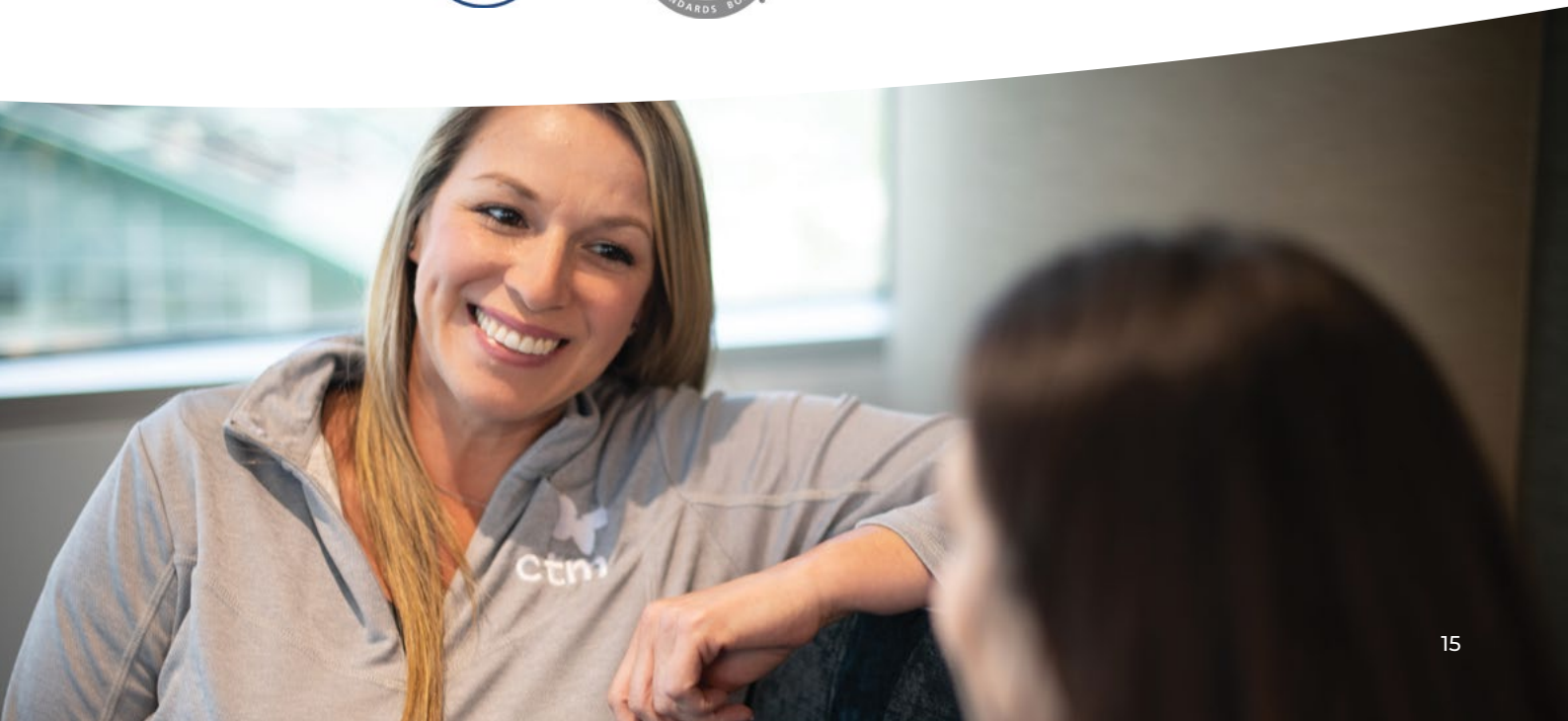
In FY22, we measured our Scope 1, 2 and Scope 3, Category 6 – Employee Travel GHG emissions, allowing us to better understand its carbon footprint. In FY23, we will develop Scope 1 and 2 GHG emission targets and further define and measure our Scope 3 GHG emissions that are material to the business.

Our Sustainability Strategy has four key pillars – Governance, Planet, People and Prosperity. The following report provides an update on FY22 achievements and developments, and an outlook for FY23 under these four pillars.

Looking further ahead, our longer-term success is dependent on meeting the expectations of our key stakeholders including our people, clients, suppliers, industry partners, shareholders, investors and financiers. In FY23, we want to deepen our understanding of our stakeholder expectations and adjust our Sustainability Strategy to reflect priorities.

By combining innovative thinking with long-term planning and collaboration, we are confident that we can balance economic drivers with environmental, social and governance sustainability initiatives for the benefit of all our stakeholders.

We have drawn on the following resources to guide us in our sustainability journey:



Our Purpose

Established in 1994, CTM's clear purpose has remained unchanged; that is to continue to deliver an enhanced value proposition to our clients and their corporate travellers.

CTM's culture is founded on the principle of empowering its people through good processes coupled with excellent training. Our commitment to deliver a strong return on investment to clients is underpinned by intuitive industry-leading technology and highly personalised service. The sustainability performance we deliver within CTM is inextricably linked to our vision, mission and values, summarised below.

Our purpose is to be recognised as the global leader in travel management solutions, an innovative and inspiring company of choice for our stakeholders which improves customer experience and brings positive change.

Our Vision

To be recognised as the global leader in travel management solutions – an entrepreneurial, innovative and inspiring company of choice for employees, customers, partners and shareholders.

Our Mission

To be travel management leaders in all regions in which we operate, using innovative technology to improve the customer experience and bring positive change to the market.

Our Values



Exceed to Service

Excellence is a habit
not an act



Innovate to Generate

Innovation in thinking
and doing what
nobody else does



Trust to Succeed

Belief is what
makes a person,
team, company and
community stronger



Empowered to Achieve

The power to make
the right decision to
achieve great results



Collaborate to Perform

Through teamwork
wonderful things will
be achieved



Recognise to Reward

Celebrate and
acknowledge when
we have accomplished
something special



Play to Win

People are successful
when they have fun in
what they do



Our Sustainability Strategy

In developing the Sustainability Strategy, CTM has drawn on our Purpose, Mission and Values, and focus areas based on the World Economic Forum's ('WEF's') reporting pillars: Principles of Governance, Planet, People and Prosperity.

Our Sustainability Strategy

Our Purpose: To drive environmental, social and governance sustainability principles which provide long-term support to our business, stakeholders and the communities in which we operate.



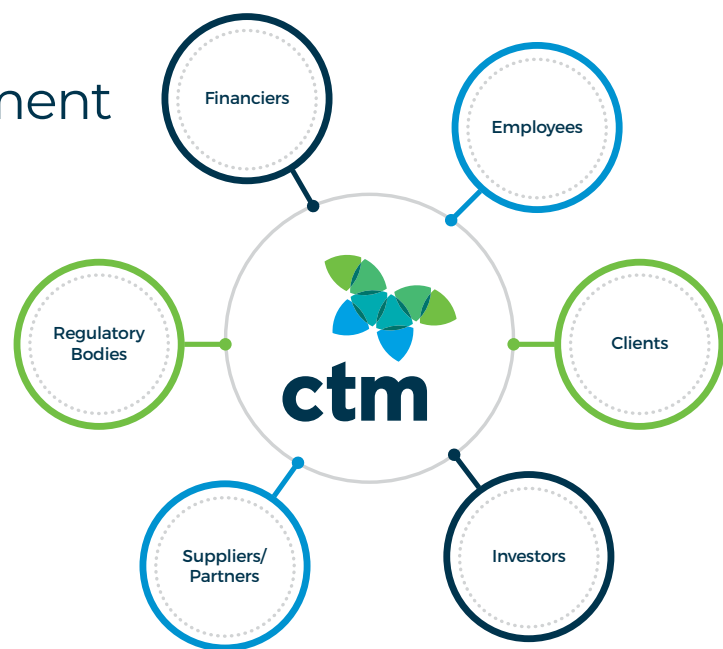
Our sustainability purpose is aligned to the United Nations Sustainable Development Goals (SDGs) which are the blueprint to achieve a more sustainable future. We have identified seven that inform our objectives to deliver the greatest impact.



Stakeholders and stakeholder engagement

CTM values stakeholder engagement, which we believe is vital to build and expand on issues that impact our stakeholders and their decisions, provides critical foundations for short-, medium- and long-term strategy and performance monitoring, and allows resources to be targeted on key focus areas of material importance.

CTM's key stakeholders are illustrated in the diagram, right.



The table below sets out how we engage with each of our material stakeholder groups:

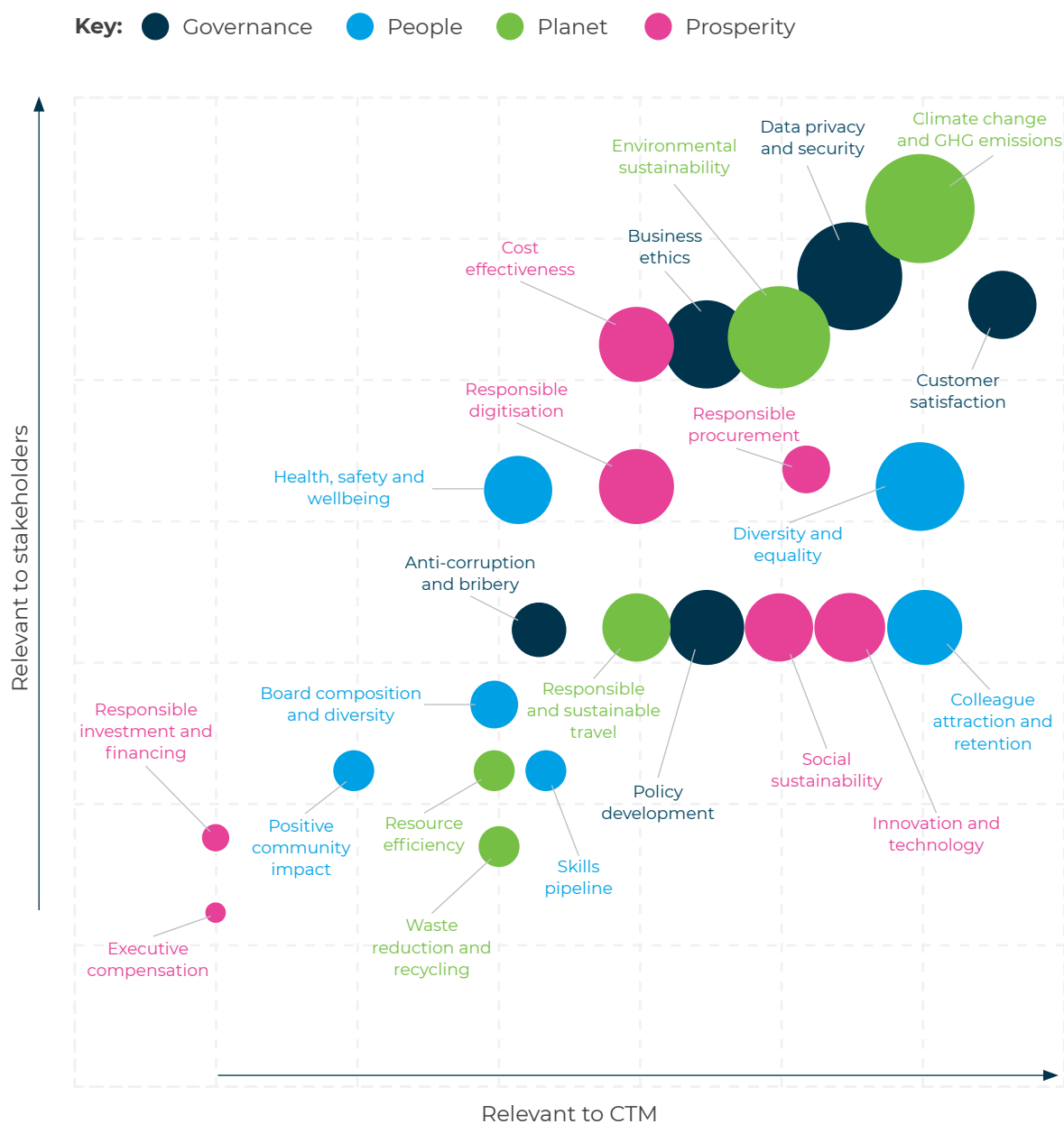
Stakeholder	Engagement Methods
Employees	<ul style="list-style-type: none"> — Communication including business update sessions, intranet and newsletters — Regular face to face employee and leader meetings, and monthly check-ins — Feedback loops including our annual VIBE Surveys — Training sessions providing awareness to sustainability strategy and initiatives
Clients	<ul style="list-style-type: none"> — Direct client engagement on key focus issues and emerging business and sustainability challenges for short to long-term needs — Participation in industry events and conferences
Investors (Including Reporting Disclosures)	<ul style="list-style-type: none"> — Annual General Meeting and Investor roadshows — Direct engagement with larger shareholders, advisors and analysts — ASX releases, interim and full year result reporting and presentations — Participation in investment market events and conferences
Suppliers / Partners	<ul style="list-style-type: none"> — Participation in industry events and conferences — Discussions, questionnaires and audits throughout the procurement process — Direct engagement with suppliers / partners throughout the contract lifecycle — Modern Slavery Surveys
Regulatory Bodies	<ul style="list-style-type: none"> — Membership of and participation in industry associations — Policy submissions, participation in working groups and engagement meetings — Liaison with regulators in the jurisdictions in which we operate — Submission of recognised sustainability rating questionnaires
Financiers	<ul style="list-style-type: none"> — Direct engagement — Participation in industry events and conferences

An aerial photograph showing a paved road on the left and a dense forest of evergreen trees on the right. The image is partially obscured by a white curved line that separates it from the text area.

Materiality of sustainability topics

Materiality identifies topics that substantively influence and impact the assessments, decisions, actions and performance of CTM and / or its stakeholders in the short, medium and / or long term. Based on initial stakeholder feedback, the following sustainability aspects have been identified in the materiality diagram.

Materiality Topics



Aligned to CTM's Sustainability Pillars; Governance, Planet, People and Prosperity, the material issues identified, above are discussed within this report. Consistent with our purpose and values, these material issues are addressed in our FY23 Sustainability Strategy.

Looking ahead to FY23

In FY23, CTM will implement a focused framework to facilitate our understanding of the materiality of our stakeholders' short-, medium- and long-term sustainability challenges. A consistent approach to assessing the materiality requirements of our stakeholders will be developed to meet the AA1000 Accountability Principles and AA1000 Stakeholder Engagement Standards.



Principles of Governance

CTM's Governance model is fundamental to achieving our long-term sustainability.

Defining and monitoring our purpose, governance framework, ethics and integrity, and risk management framework, together provide the material governance foundations required to create long-term value for our stakeholders.

Governance framework

We recognise the importance of good corporate governance practices which oversees the setting, monitoring and execution of a company's aspirations towards effective management of economic, environmental and social aspects and impacts.

CTM's Board of Directors provides strategic direction and oversight of management practices to protect and enhance the reputation of CTM to our stakeholders. The Board regularly reviews our governance practices in light of CTM's corporate governance and industry developments, applicable legislation and standards, as well as stakeholder expectations.

At CTM, we believe that good governance practices are fundamental to:

- The long-term performance and sustainability of CTM
- The delivery of strategic objectives
- Contributing to the preservation and growth of shareholder value.

Details of our Governance framework can be found within our Corporate Governance Statement on our website.

Ethics and integrity

CTM values the fundamental principles of ensuring all business dealings and interactions with all stakeholders, including employees, clients, customers, suppliers and the general public are conducted professionally, legally, ethically and with honesty and integrity at all times. CTM's Code of Conduct is based on that principle.

We have annual training requirements for all staff to ensure they understand their responsibilities with regards to our policies and procedures relating to Code of Conduct, Whistleblower, Anti-Bribery and Corruption, Risk Management, Privacy, Securities Trading, Workplace Health and Safety, Equal Opportunity and Diversity policies.

Achievements in FY22

CTM learning portal launched for all compliance training	Consistent modules delivered across the globe	Locally specific compliance modules aligned to each region's legislation	Monthly individual user reporting
Automated compliance assigned training for all new starters	Nil CTM policy breaches reported	Nil Whistleblower issues	

Details of our policies concerning ethical and integral conduct can be found on our website.



Modern Slavery

Our assessment and understanding of CTM's exposure to Modern Slavery risks has resulted in an outcome of Very Low – Low risk of modern slavery within our supply chain. We will continue our efforts to ensure the network we partner with is a market where people are never exploited.

Further details regarding our approach to Modern Slavery risks can be found on our website.

Risk oversight

Risk management forms a core part of our day-to-day business. The risk management framework, which is overseen by the Audit and Risk Committee, enables the implementation of risk management approaches that appropriately manage different types of risk and connect with CTM's business plan. CTM's senior leadership team and management is responsible for the identification, evaluation and monitoring of material enterprise risks on an ongoing basis as well as embedding a culture throughout CTM that promotes awareness of potential exposures created by risk.

The material issues addressed in this report were identified by CTM personnel who engage regularly with each of our stakeholder groups. Material aspects and impacts identified through this process are further assessed alongside the business's materiality analysis to further form our short-, medium- and long-term sustainability goals and targets. Further details on both the Audit and Risk Committee Charter and Remuneration and Sustainability Charter can be found on our website.

In addition to managing our own risks, we have continued to support our clients with sophisticated risk management tools, including traveller tracking and emergency communications, and the CTM COVID Hub to support our clients' employees to travel more safely, efficiently and cost-effectively. In support of our clients during the post-COVID-19 environment, we have further enhanced our COVID Hub to focus on pre-trip intelligence and traveller preparation by providing real-time global data and information relating to travel restrictions such as border controls, quarantine requirements, travel permits and destination health insights.



Data security and privacy

As a travel management provider, CTM collects, uses, stores and protects large amounts of confidential and personally identifiable information (PII) to facilitate travel bookings and associated travel. As such, we take information security and privacy very seriously and have implemented a robust information security framework across the entire business that includes appropriate security policies and procedures, staff and contractor security awareness programs, and technical security measures which are regularly reviewed and updated.

CTM is certified to internationally recognised security and compliance standards including ISO/IEC 27001:2013 International Standard for Information Security Management, Payment Card Industry Data Security Standard (PCI-DSS) and Service Organisational Control (SOC2).

Opportunity oversight

This risk framework also enables CTM to be in a position to capitalise on opportunities aligned with CTM's strategic direction, such as the acquisitions of Helloworld Travel Limited's corporate and entertainment brands this financial year. This further allows CTM to expand the scale, technology and talent our business offers to industry.

Performance against FY22 Governance Pillar goals

Theme	What	Initiative	Goal	Status
Governance	Data availability	Capture and report quarterly (where appropriate) on material items	Define the reporting framework regarding the definition, accountabilities, frequency of data capture and reporting transparency	Ongoing
Governance	Stakeholder engagement	1. Document a stakeholder engagement framework before 1H 2022	1. Engage with stakeholders to understand what is important to them regarding sustainability at CTM	Complete
		2. Develop and perform stakeholder engagement surveys before Q2 2022	2. Determine how the results from the engagement surveys are to be used / reported	Complete
		3. Include questions about sustainability in The Vibe employee survey in FY22		
Data Security and Privacy	Appropriate use, storage and protection of confidential information	Training, policies and security measures kept up to date	1. No reportable breaches	Nil
			2. All privacy and data security training completed	Ongoing
			3. All policies up to date	Complete

A FY22 Governance Pillar goal was to seek ISO26001:2010 accreditation – Guide to Social Responsibility. After consideration, CTM has decided to align its operations and performance to the requirements of recognised reporting platforms to provide our stakeholders and shareholders a robust viewpoint into CTM's sustainability performance including business conduct, financial risk planning and social cultures embedded within the business.

Looking ahead to FY23

CTM will continue its review of relevant policies to ensure the correct level of governance standards are implemented as per CTM's values. CTM strives to continually improve its approach to and delivery of good governance principles.

CTM will implement a rigorous Climate Risk and Opportunity Assessment process in accordance with the recognised Task Force on Climate Related Financial Disclosures (TCFD) to ensure the Transitional and Physical risks applicable to CTM are identified, disclosed and integrated into CTM's operating rhythm.





Planet

CTM is committed to a range of initiatives that support incorporating sustainability into our business practice.

In every region we operate, we implement initiatives with the aim to reduce our environmental footprint across every aspect of our business. In line with our Environmental Policy, CTM is committed to a range of initiatives that support building sustainability into our business practices, including the following commitments:

- Reducing our environmental footprint
- Fostering innovation through strategic partnerships
- Engaging, educating and inspiring our people to make a difference to the environment, and
- Developing a Net Zero (carbon positive) plan.

Direct impact

As well as supporting our clients and customers to reduce their carbon footprint(s), CTM actively strives to reduce our GHG emissions as far as practicable. In FY22, our identified Scope 1, 2 and Scope 3 GHG emissions were as follows:

Scope GHG Emissions	Source	FY21	FY22	% change
Scope 1	Purchase of gas for heating	NA	6 tCO2e	NA
Scope 2	Purchase of electricity	936tCO2e	1,403tCO2e	49.9%
Scope 3 – Category 6	Employee air travel	235tCO2e	515tCO2e	119.1%

The 49.9% increase in Scope 2 emissions from the purchase of electricity reflects the growth of the business through acquisition and the return of people to our office buildings during FY22. CTM will continue to assess and scrutinise the property portfolio to ensure it is fit for purpose and representative of our employee needs.

CTM's Scope 3 - Category 6 GHG emissions increased with a return to business travel by our employees. 100% of the Scope 3 GHG emissions generated by our employees' air travel were exchanged for Carbon Credits Units through our partnership with South Pole including investing in sustainability projects including the Changbin and Taichung Wind Project in Taiwan, Crow Lake Wind Farm Project in the United States and the Mount Sandy Conservation Project in Australia.

In addition to our own air travel, CTM has a direct impact on the environment from our actions and behaviours within the offices we occupy. We continue to focus on material and resource management by focusing on the following:

CTM's goal is for all office equipment to be treated as a reusable commodity.

- All paper, if utilised, is recycled through a reputable service provider
- Packaging cardboard is recycled through a reputable service provider
- All ink cartridges for copiers and printers are returned to be refilled or recycled
- All kitchen items are reusable, eliminating single use items
- Redundant IT equipment is recycled through social enterprises where possible
- Old office furniture and unused office supplies are donated where possible

As part of CTM awareness communications throughout the business, we encourage our people to actively join environmental initiatives such as Recycling Week and Earth Hour.

Redundant IT equipment is administered through LiteHaus International. LiteHaus International utilised these materials for repurposing, putting digital devices in the hands of people who do not have the means to obtain these devices across Australia, Papua New Guinea and beyond the Pacific. LiteHaus' mission is to fight digital illiteracy, provide access to digital technologies within underprivileged communities and, by doing so, affording them the abilities to become leaders and succeeders in their communities and beyond. Items not suitable for repurposing are further deconstructed and recycled.



Impact from our value chain

We are aware that the upstream and downstream activities in our value chain also have an impact on the environment. Our approach to ensure our longer-term sustainability is to deliver innovative travel solutions which assist our clients to achieve their own sustainability goals.

We have developed a CTM Climate+ program in partnership with South Pole providing an 'ecosystem' of services and technology solutions that help customers improve the sustainability of their travel program.

The CTM Climate+ Ecosystem

CTM's Climate+ program consists of an 'ecosystem' of services and technology solutions that help customers improve the sustainability of their travel program by:

- Making more informed travel decisions
- Understanding the impact of these travel decisions
- Making a difference to people, communities and the environment



CTM's proprietary online booking tool (OBT) Lightning puts the user front and centre of the travel booking process, empowering them to make more sustainable travel decisions with:

- Carbon Budgeting – allows companies to set carbon budgets by region, team or individual
- CTM Greener Choice – allows a user to select the lowest carbon footprint for air, hotel and car using industry-leading granular calculation methods
- Ability to filter and preference car results for EV and Hybrid vehicles
- Carbon Approvals – once carbon budgets have been exhausted, a Carbon Approver can be assigned for necessary trips
- Carbon Offsets – customers are invited to offset their travel program's carbon footprint through the CTM Climate+ program.

CTM's Data Hub reporting tool gives customers visibility of their travel program's carbon footprint. Our at-a-glance summary snapshots can be dissected down to individual traveller, trip and supplier levels.

- Total CO₂ emissions by month
- Average CO₂ emissions per trip and per traveller
- CO₂ emissions by service type (air / hotel / car / rail) and by service provider
- CO₂ emissions by fare class.

Partnerships to improve outcomes

In FY22, CTM announced its partnership with Delta Airlines to support a multi-year sustainable aviation fuel agreement which will reduce lifecycle emissions by 209 metric tons of carbon dioxide – equivalent to the amount of carbon sequestered by 256 acres of forest. CTM will continue to forge these supply partner relationships through FY23 and beyond to continually enhance the sustainability performance we provide to our business and to our clients to ensure travel related impacts are reduced as far as reasonably practicable.



Looking towards FY23

As part of the FY23 Sustainability Strategy, CTM will strive to better understand and manage the impact we have on the environment. To this extent, further data maturity is required in FY23, which will help us develop and implement clear carbon reduction objectives and targets through a Net Zero (Carbon Positive) plan.

In FY23, CTM will deepen our understanding of our clients' travel needs and objectives to assist the ongoing development of sustainable travel solutions which reduce negative environmental impacts. We will also increase our understanding of our suppliers' sustainability strategies to expand the range of greener travel options for our customers.

Performance against FY22 Planet Pillar goals

Theme	What	Initiative	Goal	Status
Climate Change	Greenhouse gas emissions	Offset of carbon emissions from our employees' travel	100% offset all CTM employees' travel in FY22	Complete
Waste Elimination	Paper usage	Decrease paper usage	Every CTM office has initiatives in place to reduce paper use	Ongoing
	Single use items	Decrease single use items	Every CTM office has initiatives in place to reduce the use of single use items	Ongoing
Waste Reduction	Recycling	Recycling options	Every CTM office has recycling and / or waste reduction initiatives available	Continual improvement
Energy / Resource Consumption	Track and record in FY22	Identify, track and record the use of energy and resources, including electricity, gas, oil, waste and water consumption	Develop and implement a data recording system for resource consumption visibility across the business by Oct 2021	Continual improvement of Scope 3 visibility



People

Our long-term creation of value is dependent on attracting and retaining talented staff.

CTM's People initiatives focus on diversity, health & safety, and training & development. The combination of these initiatives alongside our remuneration structure, policy and procedure framework, and innovation focus, underpin CTM's workplace culture.

Employee engagement

CTM uses employee surveys and feedback loops to provide insights into workplace culture and employee engagement. This has included comprehensive annual employee surveys (the Vibe Survey), new starter and exit surveys, informal and formal complaint handling procedures and quick employee pulse surveys. The information gathered is used to adjust and set our annual people and sustainability strategies to ensure we address issues which may impact on our ability to attract and retain talented people.

In FY22, the annual Vibe Survey was completed in November 2021, with a global response rate of 75% and an overall engagement score of 89%. Highlights include:

- 98% engagement score relating to employees feeling empowered
- 96% engagement score relating to employees understanding how they contribute to the organisation and how they can have an impact
- 94% engagement score relating to employees recommending CTM as a great place to work
- Employees would like the short-term incentive program returned.

Areas of improvement:

- Development opportunities in these difficult times have been challenging
- Communications at the micro level and or across teams needs bolstering
- Salary reviews and incentives have been paused since the start of the pandemic
- FY23 short-term incentive program to be implemented.



Each region formulated and delivered on action plans based on their local feedback from the Vibe Survey. We will expand the Vibe Survey in FY23 to include additional questions relating to Sustainability and Diversity and Inclusion, which will assist the ongoing development of our People Plans.

In FY22, we introduced 'Have Your Say' meetings in two regions where senior leaders conducted one-on-one feedback sessions with employees. The purpose of these interviews is to share key messages and receive direct feedback and ideas from our team members. In FY23, 'Have Your Say' will be rolled out to all regions.

Diversity, Equality and Inclusion

We understand the benefits to CTM of having a workforce with a range of skills, experiences, backgrounds, thoughts, beliefs and education levels and we acknowledge the individual strengths of each employee and the potential they bring.

There has been no material change to our workforce mix by gender, age or tenure from FY21 to FY22. Through FY23, CTM will continue to push the boundaries to ensure diversity targets are continually improved and celebrated.

Knowledge, skills and training are critical elements in developing and supporting a diverse team.

Knowledge, skills and training are critical elements in developing and supporting a diverse team. As part of our new Global Learning Management System, we introduced enhanced training in FY22 relating to Diversity, Equality and Inclusion along with Unconscious Bias and Harassment training.

Equity in relation to salary is important at CTM, and we have processes and procedures in place to reduce and eliminate any bias in salary allocations.

All gender diversity reporting that is required by authorities was provided in FY22 including under the Australian Workplace Gender Equality Act (WGEA) 2012, UK Gender Pay Gap Reporting, US Equal Employment Opportunity Commission - Employer Information Report EEO-1, and the New Zealand Government Employment Survey.

Our Workforce - as of 30 June 2022

72% of our employees are female and 28% male	67% of our team leaders and managers are female, 48% of senior leaders are female	Average age is 45	Average tenure is 6 years
--	---	-------------------	---------------------------

Health, safety and wellbeing

At CTM, the health, safety and wellbeing of our people is paramount. During FY22 the number of non-work and work-related incidents was negligible and CTM had no fatalities, permanent disabilities or major injuries.

Since the COVID-19 pandemic outbreak, CTM has continued to support our employees with a variety of initiatives promoting health and mental wellbeing within the office and home environments. These include flexible working arrangements, access to wellness information via our intranet sites including mental health tips and techniques, mental health training, health challenges and programs, support of R U OK Day, domestic and family violence awareness and training, and access to the Group's Employee Assistance Programs (EAPs). In FY22, we introduced 'Wellness Days' for employees to take when needed during the year to support their mental health and wellbeing.

Through CTM's EAP providers, CTM provides all employees and their immediate families professional and experienced counselling sessions where required. Throughout FY22, globally there were 315 contacts with our EAP providers.

Training and development

The focus remained on operational, process and compliance training, which has been critical in the uncertain travel landscape across FY22. Leadership and development programs will be relaunched in FY23.

During the year team members completed compliance training across 28 topics through a variety of mediums, such as courses, videos and audio books. All new starters complete on-boarding training facilitated locally via our on-demand online learning portal, which also facilitates ongoing professional development. Throughout FY22, 19,600 learning items were launched. At CTM we encourage our employees to be continuous learners.

In late FY22, we introduced the CTM Academy which is designed to attract and train new people to CTM and the travel industry. It's an opportunity for non-industry people to learn the ins and outs of being a Travel Consultant through a trainer led 3-week program which is specifically designed to allow successful candidates to enter our business and hit the ground running as a trained Travel Consultant. With post-course trainer support, a buddy system and fully immersive experience, these teams will be key to supporting future operational growth.

We have also refreshed our High Potential (HiPo) Program and have a complete program of supported development mapped out for FY23 to grow our high potential future senior leaders of CTM. This program also supports females to grow into senior leadership roles with the goal of having at least 50% female participation in the program.

Looking towards FY23

In FY23, our goals include developing and implementing a Diversity, Equality and Inclusion Action Plan and to ensure targets are embedded and tracked throughout the business. We will also progress the ongoing and delayed initiatives summarised in the performance table.

Performance against FY22 People Pillar goals

Theme	What	Initiative	Goal	Status
Dignity & Equality	Gender equality	Continue to ensure gender discrimination is not present in the workplace	1. Conduct an annual review of remuneration to ensure performance, remuneration is equal for males and females	Ongoing
			2. Report to the Remuneration & Sustainability Committee annually	Ongoing
			3. Conduct a review of recruitment advertising to ensure no bias	Ongoing
Diversity & Inclusion	Data	Gather relevant D&I data from new employees as they commence employment with CTM	Implement initiatives to support communities or charities that resonate with our employees in FY23	Ongoing
	Employee survey	Ask employees what is important to them in relation to diversity and inclusion	Conduct a D&I survey with our employees in FY22	Ongoing
	Training	All employees trained in D&I and EEO topics	100% compliance to training	Continual improvement towards goals
Health & Wellbeing	Health & safety training	Ensure all employees have access to health & safety training to increase awareness	100% completion of global health and safety training course	Continual improvement towards goals
	Wellbeing calendar	Each region has a planned calendar of health and wellbeing initiatives	Each region conducts a minimum of one employee wellbeing initiative per quarter	Ongoing
Skills for the Future	Talent pipeline	Initiatives to build a pipeline of talent	1. Redefine key attributes and skills needed	Ongoing
			2. Graduate Program for operations in each region	Ongoing
			3. Tech Hub Graduate Program in each region	Ongoing
			4. Build marketing of EVP externally in each region	Ongoing
	HiPo	Refresh and recalibrate the HiPo Program Q3 FY22	Refresh and relaunch the HiPo Program in each region in Q3 FY22	Delayed - Focused re-launch in FY23
	Employee referrals	Refresh and relaunch CTM Referral Program for new employee referrals and building positive networks	Refresh and relaunch employee referral incentive programs in each region Q3 FY22	Complete



Prosperity

At CTM, we believe the core drivers for longer-term sustainability from a prosperity perspective include our contribution to employment, wealth generation, investment in innovation, community participation and support, including the payment of taxes.

Despite the impacts of the pandemic, CTM remained well-placed to act on opportunities to grow our footprint, add scale and acquire talent, evidenced by CTM's recent acquisitions of Helloworld Travel corporate in March 2022.

Employment

The rapid return to international and domestic travel in three of our four regions has seen the Group recommence hiring with a 25% increase in staff numbers in FY22, hiring an additional 949 people. During the year 354 people were promoted. The table below summarises our financial year end work force by region, gender and age group.

Workforce Overview

Age Group	Australia/New Zealand	Asia	Europe	North America	Totals
18-30					
Female	101	5	56	36	198
Male	28	4	29	21	82
31-50					
Female	410	128	155	352	1045
Male	162	57	90	141	450
50+					
Female	117	59	62	682	920
Male	48	41	55	156	300
Totals	866	294	447	1,388	2,995

CTM focusses on retaining skilled and knowledgeable staff to provide ongoing support to our clients and our business. Our performance target is to retain our turnover rate below 15%. During the reporting period, CTM observed an average voluntary turnover rate of 19.67%. The high attrition rate is largely as a direct result of fatigue in the travel industry as travel management companies continue to work through the COVID-19 related impacts from the past 27 months.



Innovation is at the core of CTM's purpose, value proposition and overall sustainability performance.

Innovation of better products and services

Innovation is at the core of CTM's purpose, value proposition and overall sustainability performance. The proprietary technology we develop is core to our client value proposition.

As businesses adjust to the industry's changing macro trends, we have delivered new solutions and technologies enabling our clients to get back to business travel as quickly and safely as possible. CTM has continued to support customers' health, safety and wellbeing through a range of products and services including CTM's traveller tracking and communication tools, risk management and traveller wellbeing reporting.

CTM will continue to invest in technology development as part of its long-term Sustainability Strategy.



\$21.7M

FY22 INVESTMENT IN
SOFTWARE ASSETS

FY21
\$14.5M

Wealth generation

Despite the operational challenges created by the pandemic in FY22, we have maintained a positive cash balance and zero drawn debt. CTM's lenders have been highly supportive through the pandemic period, providing covenant waivers when required and supporting the refinance of the group's debt facility in April 2022. As of 30 June 2022, CTM holds \$142m in cash and has no drawn debt on an available facility of \$100m. CTM will continue to manage its balance sheet prudently with a focus on sustainable performance.

Further, in March 2022 CTM acquired Helloworld Travel Limited's corporate and entertainment businesses. These businesses have increased our business diversification and will benefit stakeholders in the future through increased client offerings and earnings growth.

CTM has a diversified client base and monitors potential concentration of revenues by client and sector. CTM has benefited during the pandemic from its over-weight exposure to 'essential services' industries who continued to travel despite movement restrictions.

Core Metrics

Regional Economic Contribution in FY22 (A\$m)	Australia / New Zealand	North America	Asia	Europe	Total
Economic value generated	\$69.8	\$217.7	\$17.3	\$83.9	\$388.7
Economic value distributed	\$84.3	\$202.4	\$24.2	\$42.4	\$353.3
Economic value retained	(\$14.5)	\$15.3	(\$6.9)	\$41.5	\$35.4

Tax

CTM is committed to responsibly managing the Group's compliance with its tax obligations around the world. The Group's approach to tax is governed by a Board-approved Tax Governance Framework. The Group has robust internal tax controls and risk management procedures in place to enable the Group to identify and respond to any emerging tax risks.

Under the Group's tax risk management strategy, CTM is committed to maintaining a proactive and transparent relationship with taxation authorities in all tax jurisdictions in which the Group operates.

Community and social vitality

As a global business, we empower our employees to develop and deliver values which are relevant to their specific local communities, while underpinned by our broader purpose, mission, vision and values.

In Australia, we continued our focus on raising employee awareness and understanding of traditional cultures through our Australian Indigenous Engagement Plan. CTM recognises that by valuing Aboriginal and Torres Strait Islander peoples' heritage, culture and knowledge, we facilitate contribution, inclusion and opportunity within our organisation. At CTM, we are committed to:

- Improving outcomes for Aboriginal and Torres Strait Islander people; and
- Educating and promoting inclusion within our workplaces.

Our Australian Indigenous Engagement Plan includes membership of Supply Nation for the procurement of goods and services provided by indigenous businesses, promotion and celebration of NAIDOC Week, and our partnership with North Queensland Cowboys House.



At CTM we have partnered with North Queensland Cowboys House, which is a facility based in Townsville providing supported accommodation, for Aboriginal and Torres Strait Islander students from remote communities, while attending local secondary schools. CTM has invested \$30,000 over a three-year agreement (and is in the process of renewing this arrangement) to be a 'friend of the house', contributing to life-changing education opportunities for young, remote Aboriginals and Torres Strait Islanders.

In FY22, we grew our relationship with Cowboys House by partnering with one of our clients, CBRE, to support Cowboys House's new 'Tidda – Women Empowerment Program' for First Australian Females. Tidda means 'Sister'. Through the guidance of the House and respected community Elders, this program's curriculum encompasses monthly seminars focused around the following core areas.

- Women in Leadership
- Building Confidence
- Making Positive Change
- Personal Safety
- Respectful Relationships

All CTM offices globally hold fundraising events and provide employees with an annual Volunteer Day to help support local charities.

Examples of the initiatives CTM offices have supported during FY22 include:

Region	Community Organisation	Identified Benefit
Australia / New Zealand	Brisbane Lions AFL Academy	To support the Brisbane Lions Academy in an ongoing commitment to enhance the training capabilities and career opportunities for young Queensland athletes and their communities
	Soldier On – Gold Pledge Partner	Funds granted, Volunteer Day and opportunities for returned veterans to re-enter the workforce
	Flying Gifts – Christmas Crusade	Partnered with Air Charter Services to provide Christmas gifts, to underprivileged indigenous children, to the Aboriginal Shire of Kowanyama, Queensland, Australia

Community and social vitality (continued)

Region	Community Organisation	Identified Benefit
Asia	The Community Chest Skip Lunch Day	To support services for the homeless and people who live in cage homes in Hong Kong
	Caring Company Award 2021/22	CTM is awarded as one of the Caring Companies in Hong Kong in recognition of our commitment in caring for the community, our employees, and the environment
	Feimayi recycle program	To help and support many of the poorest who live in remote rural areas in China through the donation of used clothes
Europe	Salvation Army Christmas Present Appeal	CTM's 9th year running where London staff donate new gifts to the Salvation Army, which are distributed across London to vulnerable families at Christmas
North America	Christy's Hope	Raises funds for battered women and children shelters in San Antonio, Texas and offers domestic violence support.
	Habitat for Humanity	Helps families build and improve places to call home through affordable housing which strengthens families and creates stable communities
	American Heart Association	Helps fund lifesaving research and medical breakthroughs to advance cardiovascular health for all, including identifying and removing barriers to health care access and quality
	Project Harmony	Focused on ending the cycle of child abuse and neglect in the Omaha community

Performance against FY22 Prosperity Pillar goals

Theme	What	Initiative	Goal	Status
Indigenous Engagement Plan	Cultural awareness	Indigenous Engagement Plan initiatives	Execute and document plan	Complete
Employment and Wealth Generation	Employee turnover and job creation	Employment initiatives to attract and retain employees at CTM	Maintain voluntary turnover at 15% for FY22	Not Achieved
Community	Fundraising	Support of charities / causes	Each region to complete a minimum 1 fundraiser / charity initiative per office per quarter	Delayed due to ongoing COVID-19 restrictions
	Volunteer Day	All employees have access to 1 day a year to support a charity / cause	50% of employees utilising their Volunteer Day	Not Achieved due to restrictions in many locations
Innovation of Better Products and Services	Responsible innovation	Further enhance technology services in a responsible way for our stakeholders	Sustain a technology development roadmap, including sustainability metrics for clients	Ongoing

Looking towards FY23

During FY23, CTM looks to maximise its prosperity values, including progressing the delayed initiatives summarised in the performance table above. Further, CTM will introduce additional community-based programs and partnerships, and continue our focus on putting best-in-class technology in the hands of our clients.

Materiality Index[^]

Section Title	Material Aspect / Discussion	Disclosure	Page in this Report
Message from our Chairman	Defining principles and values	GRI 102-14	6
Message from our Managing Director	Financial sustainability, strategy, look ahead		8
About CTM	Our purpose		16
	Our sustainability pillars	GRI 102-2, 3, 4	18
	Stakeholders and stakeholder engagement	GRI 102-40, 42-44	19
	Materiality of sustainability topics		20 - 21
Principles of Governance	Governance framework	GRI 102-22, 24	22 - 23
	Ethics and integrity	GRI 103-2	23
	Risk oversight	GRI 102-5, 15	24
	Opportunity oversight	GRI 102-15	25
	Data security and privacy	SASB	25
Planet	Direct impact	GRI 302-1, 4	29
	GHG emissions (Scope 2, 3)	GRI 305-1-3, 5, 7	29
	Looking ahead	GRI 306-1-4	31
	Impact from our value chain	TCFD, CDP-Climate	30
People	# and % of demographics	GRI 102-8, 9	33
	# and % of local employment	GRI 401-1	37
	# and % of gender equality	GRI 405-1, 2	33
	# and % of women in workforce	SASB	33
	# and % of indigenous people in the workforce	GRI 102-2	Not reported
	Health and safety	GRI 403-2-4, SASB	34
	Training, development and talent management	GRI 404-1-3 SASB HC 101	34
Prosperity	Employee demographics and breakdown	GRI 405-1, 2 GRI 413-1, SASB	37
	Indigenous engagement	GRI 414-1, 2	41
	Wealth generation	GRI 102-2, GRI 201-1, 2	40
	Innovation of better products and services	Innovation	39
	Community and social vitality	GRI 202-2 GRI 413-1, 2	41
CTM's GRI General Disclosures Focus		GRI 102-50-52	43

[^]Where a particular GRI Code has not been identified or applicable, the relevant discussion of each Material Aspect has been identified as important aspects of sustainability performance within the World Economic Forum Principles of Governance, and/or Sustainability Assurance Standards Board (SASB) and the Australian Stock Exchange (ASX) Corporate Governance Principles and Recommendations.

Conclusion

Through the turbulence created by the pandemic for much of FY22 followed by a rapid return in demand for business travel, there has been a delay in realising the full potential of our FY22 sustainability objectives as identified within this report.

Our commitment to improving our management of risks to our longer-term sustainability is underpinned through the appointment of a Global Head of ESG and Sustainability. The sustainability focus in FY23 will include a review of our Sustainability Strategy and collection of the data required to measure our progress in future years. We will also continue to expand our support of our customers' sustainability ambitions.

Through our ongoing commitment to proactive management of our environmental footprint, CTM has improved its visibility of Scope 1 and 2 GHG Emissions in FY22, and in FY23 the goal is to identify the full extent of our material Scope 3 footprint. CTM plans to further reduce our direct and indirect GHG emissions for both customers and employees through effective partnerships and delivery of innovative business and technology initiatives. Our understanding of our climate risks and opportunities will be undertaken aligned to TCFD methodology, with our goal to develop a Carbon Positive program.

Our people are at the heart of our value creation for our stakeholders. We will continue to listen to our people through employee feedback loops to help strengthen workplace culture, including health and safety and diversity, equality and inclusiveness. In FY23, we will further invest in our people through leadership and development programs.

At CTM, our purpose includes the commitment to creating and delivering long-term value for all our stakeholders by contributing to the economic growth and prosperity of the communities in which we operate.



Financial Report

Directors' Report	47
Corporate Governance	58
Remuneration Report	59
Auditor's Independence Declaration	79
Consolidated Financial Statements	80
Consolidated Statement of Profit or Loss and Other Comprehensive Income	81
Consolidated Statement of Financial Position	82
Consolidated Statement of Changes in Equity	83
Consolidated Statement of Cash Flows	84
Notes to the Consolidated Financial Statements	85
Directors' Declaration	141
Independent Auditor's Report	142
Shareholder Information	149
Corporate Directory	151

Directors' Report

The Directors present their report, together with the consolidated financial statements, on the consolidated entity (referred to hereafter as the 'Group', or 'CTM') consisting of Corporate Travel Management Limited (referred to hereafter as the 'Company' or the 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2022.

Directors

The following persons were Directors of CTM during the financial year and up to the date of this Directors' Report, except as otherwise stated.

- Ewen Crouch AM (Chairman, Independent Non-executive Director).
- Sophie Mitchell (Independent Non-executive Director).
- Jon Brett (Independent Non-executive Director).
- Jamie Pherous (Managing Director).
- Laura Ruffles (Executive Director).

Principal activities

The principal activities of the Group during the year consisted of managing the purchase and delivery of travel services for its clients. There were no significant changes in the nature of the activities of the Group during the year.

Dividends

There were no dividends paid during the current reporting period. Since 30 June 2022, the Directors have recommended the payment of an unfranked, final ordinary dividend of 5.0 cents per fully paid share, 0% franked, to be paid on 5 October 2022 out of retained earnings at 30 June 2022.

There were no dividends paid, recommended, or determined for the previous reporting period.

Review of operations

The Group continued to engage in its principal activity, the provision of travel services, the outcome of which is disclosed in the following financial statements.

Corporate Activity

The Group acquired 100% of Helloworld Travel Limited's (ASX: HLO) corporate and entertainment travel businesses ('HLO Corporate') with effect from 31 March 2022 for consideration of \$188.9 million. HLO Corporate operates across Australia and New Zealand, specialising in travel agency services for the corporate market. The acquisition builds on CTM's existing core as a global specialist corporate travel management firm and brings new capability to the Group, expanding CTM's reach into entertainment and conference-related travel.

On 29 April 2022, the Group acquired 100% of the shares of Universal Advisory Pte Ltd, which owns 96.5% of Safe2Travel Pte Ltd (together, Safe2Travel), a corporate travel management company based in Singapore. The cost of the acquisition was \$4.7 million. There is no earn-out consideration payable.

CTM completed two capital raisings during the year, an underwritten institutional placement in December 2021 and a share purchase plan in January 2022. These raised a total of \$100 million with 4,761,906 shares issued at \$21.00. These proceeds, in addition to a further 3,571,429 shares issued directly to Helloworld Group Pty Limited, were used to fund the acquisition of the HLO Corporate business. The shares issued directly to Helloworld Group Pty Limited are subject to escrow until 31 March 2023.

The Group's syndicated debt facility, which was due to expire in July 2022, was refinanced in April 2022. The new facility expires in July 2025 and provides the Group access to up to \$100 million of debt funding. The refinance has reduced the Group's total available bank debt limits by approximately \$10.6 million which was considered surplus to requirements.

Group financial performance

The Group's statutory profit after tax of attributable to owners for the financial period amounted to \$3,101,000 (FY21 loss: \$55,351,000), while underlying EBITDA increased to \$59,805,000 in FY22 from a loss of \$7,249,000 in FY21. The COVID-19 pandemic continued to impact the Group's results in the first three quarters of the financial year, particularly with the emergence of the Delta and Omicron COVID-19 variants. In the fourth quarter, the virus became endemic in all of the Group's operating regions except Asia, resulting in an easing of travel restrictions across the world. Travel demand and supply increased globally as a result, enabling a dramatic improvement in the Group's financial performance. Strong travel demand increased ticket prices globally, impacting revenue yields. The reconciliation of underlying EBITDA to profit/(loss) before income tax from continuing operations is set out in note 3 'Segment reporting' in the consolidated financial statements.

Transformational acquisitions, investment in technology, and strategic cost management have enabled the business to recover strongly through enhanced scale, technology, integrated automation, and an increasingly attractive value proposition for customers in an ongoing complex environment.

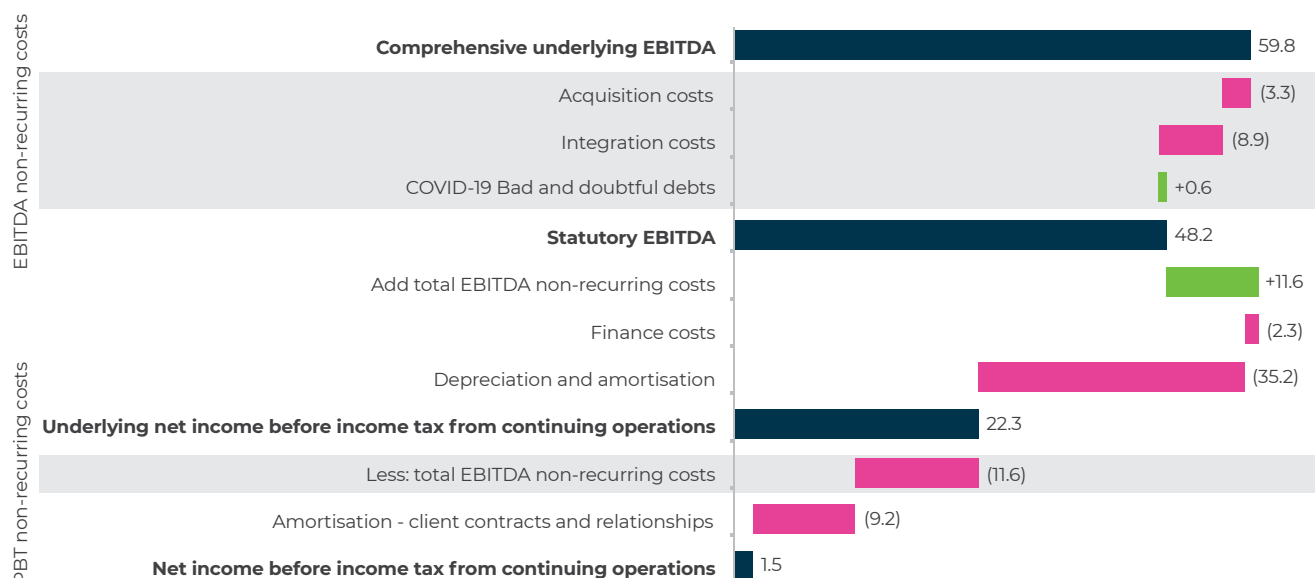
The Group has remained profitable on a monthly underlying EBITDA basis throughout FY22.

The Group maintains a strong balance sheet with no debt and cash of \$142,054,000 as at 30 June 2022, including \$15,523,000 of client cash. Outstanding bank guarantees reduced from \$19,595,000 at 30 June 2021 to \$17,746,000 as at 30 June 2022.

Directors' Report

Continued

Underlying EBITDA to Statutory Net Income Before tax Reconciliation (\$M)



Regional operations

The key financial results are summarised in the following tables.

Consolidated Group	2022 \$'m	2021 \$'m	Change
Reported AUD			
TTV	5,070.8	1,609.4	215%
Revenue	377.4	174.0	117%
Total revenue and other income	388.7	200.5	94%
Underlying EBITDA	59.8	(7.2)	
Underlying EBITDA as % of Revenue	15.8%		
Underlying profit/(loss) before income tax/(benefit)	22.3	(43.6)	

Australia and New Zealand	2022 \$'m	2021 \$'m	Change
Reported AUD			
TTV	1,011.9	442.8	129%
Revenue	66.5	34.6	92%
Total revenue and other income	68.3	42.0	63%
Underlying EBITDA	11.9	7.7	55%
Underlying EBITDA as % of Revenue	17.9%	22.3%	
Underlying loss before income tax/(benefit)	(3.7)	(3.0)	

The opening of state borders and the removal of travel restrictions throughout FY22 led to a pickup in ANZ activity and resulted in a year-on-year increase in total revenue and other income of 63% and underlying EBITDA of 55% to \$11.9 million. Impacts from the Delta and Omicron variants of COVID-19 were significant over the first three quarters of FY22, with rapid recovery from the middle of March 2022. Despite the volatility, the ANZ region's results were supported by its strong domestic business and exposure to essential travel clients.

Directors' Report

Continued

As travel restrictions eased, particularly in the second half of FY22, the region witnessed a rapid increase in demand across its entire client base. This rapid increase in activity has challenged the business, with a corresponding focus on increasing staff numbers to service clients. The ANZ region is deploying creative and innovative approaches to increasing front-line staff in order to enable the business to service the customer base cost-effectively.

The acquisition of HLO Corporate positively impacted revenue and underlying EBITDA for the region following completion on 31 March 2022. The period post-acquisition was challenging as we sought to increase customer experience to levels consistent with CTM's business, under demand conditions not seen since 2019. The acquisition builds further scale in the ANZ region, increasing customer diversification and expanding expertise in the areas of entertainment and conference-related travel. The HLO Corporate business also provides an opportunity for the Group to further expand its specialist government servicing capability through the Whole of Australian Government contract.

North America	2022 \$'m	2021 \$'m	Change
Reported AUD			
TTV	2,301.9	755.5	205%
Revenue	213.3	92.7	130%
Total revenue and other income	217.7	96.0	127%
Underlying EBITDA	27.2	(10.7)	
Underlying EBITDA as % of Revenue	12.8%		
Underlying profit/(loss) before income tax (benefit)	4.9	(29.9)	

Total revenue and other income increased by 127% to \$217,700,000 in North America, driving the region to positive underlying EBITDA of \$27,200,000 in FY22. The Delta and Omicron variants of COVID-19 impacted the business through the first three quarters of FY22. Increases in staff numbers in the fourth quarter of FY21 resulted in excess staffing in the first half as activity was further impacted by COVID-19. To ensure stability and service levels for the recovery, the decision was made to maintain staff numbers despite the temporary impacts on activity caused by Delta and then Omicron. This proved the right decision, as travel restrictions were removed in the fourth quarter and travel demand increased significantly.

Management in North America was focused on client integration activities throughout the year to achieve the Travel and Transport acquisition synergies. As at 30 June 2022, the Travel and Transport acquisition integration is materially complete. The region leads the Group in terms of client wins as increased scale and profile following the acquisition have changed the business' market relevance. One brand, one technology stack, and one operational system enable improvements in process simplicity and client serviceability. Ultimately, this will lead to improved scalability for the North America region.

Asia	2022 \$'m	2021 \$'m	Change
Reported AUD			
TTV	312.3	23.9	1,207%
Revenue	14.5	8.5	71%
Total revenue and other income	17.3	18.9	(8%)
Underlying EBITDA	(3.0)	(5.4)	
Underlying loss before income tax/(benefit)	(9.0)	(9.0)	

Revenue in the Asia region is principally derived from international travel with ongoing cross-border travel restrictions resulting in subdued trading activity throughout the period. Whilst revenue of \$14.5 million was 71% higher than the previous corresponding period, total revenue and other income fell 8% to \$17.3 million as government employment subsidies were removed. The region continued to maintain a cost focus to limit business losses during this low travel activity period. Continued lockdowns in China, as that country pursues a COVID-19 eradication strategy, have had flow-on impacts throughout the region and on travel into the region.

Pleasingly, the removal of travel restrictions in Singapore in the latter part of FY22 has seen a rapid recovery in travel in that country. Whilst historically Singapore has made a small contribution to Asia's overall activity, the acquisition of Safe2Travel, a Singapore-based agent, was completed on 29 April 2022, increasing Singapore's contribution to the Asia region.

Directors' Report

Continued

Europe	2022 \$'m	2021 \$'m	Change
Reported AUD			
TTV	1,444.7	387.3	273%
Revenue	83.0	38.2	117%
Total revenue and other income	83.9	42.0	100%
Underlying EBITDA	37.4	10.1	270%
Underlying EBITDA as % of Revenue	45.1%	26.4%	
Underlying profit before income tax (benefit)	34.5	7.4	366%

Europe's performance in the early part of FY22 continued to benefit from project work, notably the Group's contracts to support the UK government's initiatives relating to COVID-19. Whilst project-related work continued throughout the year, the COVID-19 projects were completed and restrictions were eased in the UK late in 1H22, at which time a return to corporate travel activity commenced, notably in domestic travel. Testing requirements for European travellers into the United States were removed in June 2022, reducing impediments to recovery on the lucrative Transatlantic route. Sourcing appropriately qualified employees has been a key concern for the Europe regional team in the second half of FY22 as low unemployment and a broad-based travel recovery have stretched existing resources.

Group Financial Position

The Group continues to maintain a strong financial position, with net current assets of \$62,188,000 and total equity of \$1,081,385,000. At 30 June 2022, the Group had no interest-bearing liabilities (2021: nil), excluding lease liabilities.

Dividends

The Board determined a final dividend of 5.0 cents per share, given the Group's financial performance, the strength of the financial position, and the Group's confidence in the recovery path.

	Jun 2022	Jun 2021
Earnings per share for profit/(loss) from continuing operations attributable to the ordinary equity holders of the Company		
- Basic EPS (cents per share)	2.2	(43.0)
- Diluted EPS (cents per share)	2.2	(43.0)

Strategy and future performance

The Group's operating model is focused on the corporate travel market and our client value proposition combines personalised service excellence with market-leading technology. In FY22, the Group continued to focus on its key strategic drivers being:

- sustainably expanding our global operations, driving organic growth through operational excellence and leveraging our technology platforms;
- retaining current clients and winning new clients through our client value proposition;
- development and deployment of innovative technology and digital initiatives with a focus on delivering an improved customer experience and internal productivity;
- capitalising on our scale and global network to develop and optimise supplier performance for our clients;
- continuing to seek selective opportunities for mergers and acquisitions where it represents strong value and aligns with the Group's strategic goals;

- Integrating past acquisitions and leveraging niche expertise throughout the global business; and
- staff empowerment to make service decisions that drive high staff engagement and client satisfaction outcomes.

In the financial year ending 30 June 2022, the Group executed these strategic drivers. Notwithstanding the unprecedented conditions and challenges presented by travel restrictions arising from COVID-19 and the recovery from the impact of those restrictions, the Group managed a strong client retention outcome. Further, we used our technology to drive enhanced servicing to assist and support travellers.

The Group intends to continue to pursue the opportunity to sustainably expand our global operations, drive organic growth, and leverage our technology platforms. Additionally, the Group continues to seek merger and acquisition opportunities in niche travel sectors or which complement our existing business and/or geographic footprint.

Directors' Report

Continued

Material business risks

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

Travel industry disruption

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

The COVID-19 pandemic has caused unprecedented disruption to the travel industry as a result of government-imposed travel restrictions, border closures and quarantine requirements. This has resulted in a significant detrimental impact on corporate travel services and as a result, the Group's earnings since March 2020.

Whilst the impact of COVID-19 is rapidly subsiding, there is no certainty that the demand for the Group's services will normalise to a level existing prior to the impact of COVID-19, or how long such a return might take. The Group is leveraged to domestic travel and is able to operate a high-performing domestic-only business until international activity recovers fully.

The diversification of the Group's businesses across multiple jurisdictions and a diverse portfolio of customers, including exposure to essential travel clients, provide the Group with greater resilience when there are disruptions to the travel industry. The Group's 'capital light model' allows the Group to rapidly re-size the business and reduce costs while maintaining a high-quality product and service offering to customers. The combination of the Group's resilient business model and the actions taken to respond to COVID-19, including strong cost control, securing debt covenant waivers and preserving liquidity have helped to mitigate the impact of COVID-19.

General economic conditions

The Group's operating and financial performance is influenced by a variety of general economic and business conditions globally. A prolonged deterioration in general economic conditions (both globally and regionally) including a decrease in consumer and business demand, is likely to have a material adverse impact on the Group's operating performance through a reduction in corporate travel, including airline, hotel, and hire car reservations, and business or trade conferences. This risk is heightened in the current uncertain economic environment.

At some point in time the markets in which the Group operates will have economic downturns of differing severity and duration, which could affect the desire of people to travel in those markets. This would impact the operating and financial performance of the Group.

There are also other changes in the macroeconomic environment that are beyond the control of CTM and may be exacerbated in an economic recession or downturn. These include, but are not limited to:

- changes in inflation, interest rates, and foreign currency exchange rates;
- changes in employment levels and labour costs, which will affect the cost structure of the Group;
- changes in aggregate investment and economic output; and
- other changes in economic conditions which may affect the revenue or costs of the Group.

To mitigate these risks, the Group maintains a resilient business model with a diverse portfolio of customers across multiple jurisdictions and industries, which reduces the reliance on any one specific geography or customer.

Directors' Report

Continued

Supplier risk

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

A variety of credit risks are inherent in the Group's supply chains, particularly heightened in the current economic environment. To the extent suppliers are facing financial stress, they may seek to change the terms upon which they engage with the Group or, in some cases, may not pay their debts as and when they fall due. Receivable balances are actively monitored on an ongoing basis and where issues are identified, appropriate actions are taken to mitigate the Group's exposure to bad debts.

Persistent global personnel shortages create a risk that supplier capacity is reduced for an extended period. Contractual arrangements with suppliers are based on the volume of transactions. Should supply capacity be impeded for an extended period, the Group may not generate earnings equal to those historically generated under supply contracts for that period.

Client risk

The Group's operating and financial performance is dependent upon client satisfaction, loyalty, and the specific travel markets in which the Group operates. As a result of unprecedented travel interruptions, the Group cannot be certain that clients will engage in any minimum level of travel activity, or that contracts with clients will be renewed, or the terms on which they may be renewed. If contracts that account for material travel activity are not renewed or are renewed on terms that are less favourable than current arrangements, there is a possibility that this would result in the Group being unable to generate earnings equal to those historically generated by those contracts. This may result in impairment of the carrying value of those client contracts, if any. Further, any diminution in client satisfaction, client experience, or client perception of the travel environment may have an adverse impact on the financial performance and position of the Group.

To mitigate this risk, the Group has a diverse mix of quality clients with exposure to a wide variety of industries. For example, many of CTM's essential travel clients, including government, healthcare, mining, fly-in, fly-out, fisheries, construction and infrastructure have continued to travel during the COVID-19 pandemic. Further, CTM's proprietary client-facing technology delivers CTM the ability to swiftly deploy software updates to meet changing client needs and expectations.

Financing risk

The Group is exposed to risk relating to the cost and availability of funds to support its operations, including changes in interest rates and foreign currency exchange rates, counterparty credit risk, and liquidity risk, all of which could impact its financing activities.

Refer to note 20 'Financial risk management'.

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk. The Group uses foreign exchange spot and forward contracts to manage its net risk position. At times, the Group also uses its multi-currency debt facility allowing for borrowings in relevant currencies to provide an offset to the revaluation of foreign currency assets or future foreign currency earnings. However, notwithstanding these measures, the movement of foreign exchange rates could still have an adverse effect on the Group's operating and financial performance.

Refer to note 20 'Financial risk management'.

Taxation risk

Changes in tax law, or changes in the way tax law is interpreted in the various jurisdictions in which the Group operates, may impact the tax assets and liabilities of the Group. There can be no assurance that these tax laws or their interpretation in relation to the Group will not change, or that regulators will agree with the tax position the Group has adopted.

The Group regularly reviews its operating business model and strategies to take account of changes in tax law and changes in the way tax law is interpreted, which may impact the Group.

Directors' Report

Continued

Information Technology

The Group relies on both its outsourced technology platforms and develops its own software internally. Whilst all third party systems are licensed, any failure or disruption to the supply or performance of these systems may have an immediate and a longer term impact on the Group's operations, client and supplier satisfaction and company performance, which may have an adverse impact on the financial performance of the Group.

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

Cybersecurity and data protection

The protection of client, employee, third party, and company data is critical to the Group's operations. The Group has access to a significant amount of client, employee, and third party information, including in its database of clients. There is a risk of failure in the Group's operations or material financial loss as a result of cyber-attacks. Any unauthorised access to the Group's information technology systems (including as a result of cyber-attacks, computer viruses, malicious code, or phishing attacks) could result in the unauthorised release or misuse of confidential or proprietary information of the Group, its employees, or clients, which may lead to reputational damage, regulatory breaches, financial penalties, litigation, and compromised relationships with clients. Further, cyber-attacks or disruption in relation to suppliers may impact the Group's operations. For example, a disruption in relation to airline operators could cause significant disruption to travel schedules which may result in the Group being unable to provide certain services during that period or providing an inferior service. This may have an adverse impact on the operating and/or financial performance of the Group. The legal and regulatory environment surrounding information security and privacy is increasingly complex and demanding.

The Group has monitoring programs and systems in place to monitor and identify potential threats. It also utilises third party expertise from technology partners and maintains support arrangements for cyber incident response and recovery. The Group also holds a cyber breach insurance policy.

Competition

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

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

The Group aims to continually improve its product and service offering to attract and retain customers.

Talent

The Group relies on the talent and experience of its directors, key senior management, and staff generally. The loss of any key personnel could cause disruption to the conduct of the Group's business in the short-term and may have a material adverse impact on the Group's operations and/or financial performance. It may be difficult to replace key personnel or to do so in a timely manner or at a comparable expense. The Group regularly reviews its succession planning to ensure that key personnel risk is identified and managed. Furthermore, as the industry recovers from a period of global travel disruption, it may be difficult to attract and retain staff in the volumes required to service customers effectively.

Acquisitions and integration

From time to time, the Group examines new acquisition opportunities in all of the regions in which it operates. Any future acquisitions would cause a change in the sources of the Group's earnings and result in variability of earnings over time. There is a risk that the integration of new businesses may result in the Group incurring substantial costs, delays, or other challenges in implementing its strategy for any acquired businesses, which could negatively impact the Group's operations, profitability, and/or reputation. Further, the financial performance of investments and the economic conditions they operate within may result in impairment of investments or goodwill should the recoverable amount of the investment fall below its carrying value.

Directors' Report

Continued

Impairment risk

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

Refer to note 25 'Impairment testing of goodwill'.

Litigation risk

While the Group is not currently engaged in any material litigation or disputes, it remains exposed to possible litigation and dispute risks, and this risk may be heightened having regard to the current volatility in global economic markets. A member of the Group may be subject to litigation in the course of its business, in each of the jurisdictions in which it operates, including commercial, contractual or client claims, injury claims, employee claims, indemnity claims and regulatory disputes.

Even if the Group is ultimately successful in defending claims against it (or in pursuing claims made by it), reputational harm may be inflicted and substantial legal and associated costs may be incurred that may not be recoverable from other parties, which may have a material adverse impact on the Group's financial position and performance.

Any litigation, disputes or investigations that arise from time to time are proactively managed by the Group with a view to protecting CTM's financial position as well as its reputation and ongoing business.

Political and social risk

The Group has global operations. The ability of the Group to conduct business in the countries in which it operates long-term, is uncertain. Regional, political or social instability could negatively impact the Group's revenue streams and ultimately, its financial performance.

The diversification of the Group's businesses across multiple jurisdictions and a diverse portfolio of customers provides the Group with greater resilience if regional, political or social instability arises.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial year.

Events since the end of the financial year

Refer to note 36 'Events after the reporting period'.

On 1 July 2022, Corporate Travel Management Group Pty Ltd, a subsidiary of the Company, acquired a 100% ownership interest in 1000 Mile Travel Group Pty Ltd. 1000 Mile Travel Group is an Australian-based supplier of travel management solutions. Consideration paid to the vendors for the acquired shares amounted to \$6,787,000 and constituted cash consideration of \$4,784,000 plus 106,336 new fully paid ordinary shares in the Company. The fair value of the equity consideration was \$2,003,000 based on the closing share price on 1 July 2022 of \$18.84.

Purchase price accounting for the acquisition of 1000 Mile Travel Group will be completed and disclosed during FY23.

Likely developments and expected results of operations

The Group's global footprint, diverse client pool, technology assets, and strong cost management has enabled a strong underlying EBITDA result in FY22. The Group is well-positioned to grow our business organically as travel activity continues to recover from the impact of COVID-19.

Details that could give rise to likely material detriment to the Group, for example, information that is commercially sensitive, confidential or could give a third party a commercial advantage, have not been included in this report.

Environmental regulations

The Group has determined that no particular or significant environmental regulations apply to its operations.

The Directors have considered climate-related risks and have determined there is not an associated material risk to the Group's operations or any amounts recognised in the financial statements. The Group continues to monitor climate-related and other emerging risks and their potential impact on the financial statements. Refer to the Group's FY22 Sustainability Report for additional information.

Directors' Report

Continued

Information on Directors

Particulars of the skills, experience and special responsibilities of the Directors in office as at the date of this report are set out below.

Mr Ewen Crouch AM BEc (hons.), LLB, FAICD

Independent Non-Executive Director – Chairman since March 2019

Experience and expertise:

Ewen Crouch was a Partner at Allens from 1988 – 2013. He served as a member of the firm's board for 11 years, including four years as Chairman of Partners. His other roles at Allens included Co-Head Mergers & Acquisitions and Equity Capital Markets from 2004 – 2010, Executive Partner – Asian Offices from 1999 – 2004 and Deputy Managing Partner from 1993 – 1996. He was a director of Mission Australia from 1995, including as Chairman from 2009, until retiring in November 2016.

Mr Crouch is a Non-executive Director of BlueScope Steel Limited (since March 2013) and Chairman and Non-executive Director of AnteoTech Limited (since April 2022). He is a Fellow of the Australian Institute of Company Directors and a director of Jawun (since September 2015). He served as a member of the Takeovers Panel from 2010-2015, as a member of the Commonwealth Remuneration Tribunal from 2015 – 2019, as a director of Sydney Symphony Orchestra from 2009 – 2020 and as a Non-executive Director of Westpac Banking Corporation from 2013 to 2019.

Other current directorships:

BlueScope Steel Limited (since March 2013)

AnteoTech Ltd (since April 2022)

Former directorships (last 3 years):

Westpac Banking Corporation (February 2013 - December 2019).

Special responsibilities:

Chair of the Board

Chair of Nomination Committee

Audit & Risk Committee member

Remuneration & Sustainability Committee member

Interests in shares:

13,196 Ordinary shares in Corporate Travel Management Limited

Mr Jamie Pherous BCom

Executive Director, Managing Director since May 2008

Experience and expertise:

Jamie Pherous founded Corporate Travel Management in 1994. He has built the Group from its headquarters in Brisbane to become one of the world's largest travel management companies.

Prior to establishing CTM, Jamie Pherous was employed by Arthur Andersen, now EY, as a qualified Chartered Accountant, specialising in business services and financial consulting notably in Australia, Papua New Guinea, and the United Arab Emirates.

Other current directorships:

Nil

Former directorships (last 3 years):

Nil

Special responsibilities:

Managing Director

Interests in shares:

17,500,000 Ordinary shares in Corporate Travel Management Limited

Directors' Report

Continued

Ms Laura Ruffles MBA, GAICD

Executive Director since December 2015

Experience and expertise:

Laura Ruffles is CTM's Global Chief Operating Officer and, in late 2015, was appointed an Executive Director in recognition of her leadership contribution. She has significant local, regional, and global industry experience and, in a career of more than 20 years, has led teams across sales, account management, operations, and technology. Laura joined CTM in 2010 and has been a key contributor to its successful growth.

Other current directorships:

Australian Federation of Travel Agents

Former directorships (last 3 years):

Nil

Special responsibilities:

Global Chief Operating Officer

Interests in shares:

50,000 Ordinary shares in Corporate Travel Management Limited

Interests in rights:

250,000 Share appreciation rights in Corporate Travel Management Limited

Ms Sophia (Sophie) Mitchell B.Econ, GAICD

Independent Non-Executive Director since September 2019

Experience and expertise:

Sophie Mitchell has over 30 years of corporate advisory, capital markets and equity research experience. She retired from Morgans in June 2019 after over a decade as an Executive Director in Morgans Corporate and, prior to this, she was Morgans' Head of Research.

Sophie is a Non-executive Director of Morgans Holdings (Australia) Limited and the Morgans Foundation Limited, a Board member for the Australia Council for the Arts, Chairman of Australian Super's Queensland Advisory Council and was a member of the Takeovers Panel between 2009 and 2018.

Other current directorships:

Apollo Tourism and Leisure Ltd (since September 2016)

Former directorships (last 3 years):

Flagship Investments Limited (June 2008 - November 2021)

Silver Chef Limited (September 2011 - December 2019)

Special responsibilities:

Chair Remuneration & Sustainability Committee

Audit & Risk Committee member

Nomination Committee member

Interests in shares:

28,326 Ordinary shares in Corporate Travel Management Limited

Directors' Report

Continued

Mr Jon Brett *BCom, BAcc, MCom, CA(SA), Dip Datametrics*

Independent Non-Executive Director since January 2020

Experience and expertise:

Jon Brett was formerly an executive director of Investec Wentworth Private Equity Limited, and an executive of Investec Bank (Australia) Limited. He was also the CEO of Techway Limited which pioneered internet banking in Australia. Jon brings extensive strategic, board and management experience to CTM, particularly in the areas of finance and corporate advisory.

Jon is currently Executive Chairman of Stridecorp Equity Partners, an AFSL licensed fund manager specialising in private equity. His former directorships include Godfreys Group Limited, The Pas Group Limited, deputy president of the NRMA and Vocus Group Limited since its listing on the ASX.

Other current directorships:

Mobilicom Limited (since September 2018)

Former directorships (last 3 years):

Indoor Skydive Australia Limited (September 2018 – July 2019)

Special responsibilities:

Chair Audit & Risk Committee

Remuneration & Sustainability Committee member

Nomination Committee member

Interests in shares:

1,499 Ordinary shares in Corporate Travel Management Limited

Company secretary

Anne Tucker

Anne Tucker resigned as a Company Secretary on 8 October 2021.

Cale Bennett

BIntFin, Grad Dip App Fin & Inv, MBA, FCPA

Cale Bennett, Global Chief Financial Officer, was appointed as a Company Secretary on 8 October 2021. Cale resigned as Company Secretary on 22 November 2021.

Shelley Sorrenson

LLB, BJUS, LLM, MAICD

Shelley Sorrenson was appointed as a Company Secretary on 22 November 2021.

Meetings of Directors

The number of meetings of CTM's Board of Directors ('the Board') held during the year ended 30 June 2022, and the number of meetings attended by each Director were as follows:

	Board A	Board B
Mr Ewen Crouch AM	12	12
Ms Sophie Mitchell	12	12
Mr Jon Brett	12	12
Mr Jamie Pherous	12	12
Ms Laura Ruffles	11	12

Directors' Report

Continued

	Audit & Risk Committee A	Audit & Risk Committee B	Remuneration & Sustainability Committee A	Remuneration & Sustainability Committee B	Nomination Committee A	Nomination Committee B
Mr Ewen Crouch AM	4	4	4	4	3	3
Ms Sophie Mitchell	4	4	4	4	3	3
Mr Jon Brett	4	4	4	4	3	3
Mr Jamie Pherous	NM	NM	NM	NM	NM	NM
Ms Laura Ruffles	NM	NM	NM	NM	NM	NM

A = Number of meetings attended

B = Number of meetings held during the time the Director held office or was a member of the Committee

NM = Not a member of the relevant Committee

Corporate Governance

The Board of CTM recognises the importance of good corporate governance practices which assist in ensuring the accountability of the Board and management of the Group. The Group believes that these practices are fundamental to the long-term performance and sustainability of the Group, the delivery of strategic objectives and contributing to the preservation of shareholder value.

Information relating to the Group's corporate governance practices and its Corporate Governance Statement can be found in the Corporate Governance section on the Group's website at <https://investor.travelctm.com.au/corporate-governance>

Directors' Report

Continued

Remuneration Report

Introduction

This report sets out the remuneration arrangements of the Company for the year ended 30 June 2022, and is prepared in accordance with section 300A of the *Corporations Act 2001*. The information has been audited as required by section 308(3C) of the *Corporations Act 2001*.

The report is structured as follows:

Letter from the Chair of the Remuneration & Sustainability Committee	60
Remuneration Highlights	62
Persons covered by this report	63
Remuneration governance framework	64
Executive KMP remuneration	64
Contractual arrangements for Executive KMP	72
Non-executive Director Remuneration	72
KMP Remuneration	74
Other information	76

Directors' Report

Continued

Remuneration Report Continued

Letter from the Chair of the Remuneration & Sustainability Committee

Dear Shareholder,

On behalf of the Remuneration and Sustainability Committee (the Committee), I am pleased to present you with CTM's Remuneration Report for the year ended 30 June 2022.

Whilst the recovery is underway, FY22 was another challenging year for the travel industry. CTM's approach to remuneration and sustainability continued to focus on those matters which we consider to be material to CTM's long-term sustainability and to creating value for our stakeholders.

Throughout the pandemic period, our priority has been to ensure the health and wellbeing of our people and our clients. We have supported our employees with a variety of initiatives promoting health and mental wellbeing, including flexible working arrangements, access to wellness information, mental health tips and techniques, as well as the support provided through our employee assistance program.

FY22 was another year of ongoing human resources challenges with the pandemic creating a balancing act of managing periods of low activity during the outbreak of the Delta and Omicron variants of COVID-19 with rapid recovery in travel demand, particularly in the fourth quarter, as travel restrictions eased. The talent retention and remuneration challenges were similar to the last two pandemic-affected years and we have seen the loss of some experienced people from the sector during a period of extreme uncertainty. Adding to the retention challenges, the rapid response to easing travel restrictions has required CTM to quickly bring people into (or back into) the sector at a time when there is near full employment in our regions. CTM is successfully re-engaging with many CTM alumni, with whom contact was maintained during the pandemic, and developing programs to attract new talent from outside the sector. The Committee and executive team are thankful for the ongoing dedication of the entire employee cohort.

CTM's Sustainability Strategy continued to evolve in FY22 but not at the speed the Committee would have liked, with CTM needing to prioritise shorter-term issues such as the impact of the Delta and Omicron COVID-19 outbreaks in the first and third quarters, and managing the human resource challenges discussed above. In May 2022, CTM appointed an experienced ESG executive to review and oversee the execution of our global Sustainability Strategy. The Committee looks forward to seeing our Sustainability programme maturing under more focused leadership in the coming years. Please refer to our FY22 Sustainability Report for more information.

FY22 Outcomes

In FY22 we were required to remain flexible in our approach to remuneration following the measures implemented in FY21 to manage the impact of COVID-19 on the Group. The impact of Delta and Omicron variant-related travel restrictions necessitated ongoing reduced working hours and pay for many CTM employees for much of the first eight months of FY22. This was replaced by a significant rebound in travel demand once borders started to re-open in March. Managing people was challenging at CTM throughout FY22.

A key goal in our FY22 remuneration plan was to return all our people to full pay and working hours. This was achieved by the fourth quarter in all regions except Asia, where travel restrictions are still in place. We are actively rebuilding our staff base outside Asia, welcoming many new employees, and pleasingly, former CTM employees back into the team. Despite a dynamic and challenging working environment, our people remain engaged in their work, as can be observed in the outcomes of FY22 employee surveys included in the Sustainability Report on page 14.

The FY22 remuneration plan included a short-term incentive pool based on the Group achieving positive underlying EBITDA for FY22 and achieving individual KPIs reflecting regional priorities. The FY22 STI opportunity was made available to a wider group of CTM employees than in previous years. The original intention was to return to an annual STI payment, however the Board endorsed management's recommendation for a half-year, part-payment to non-KMP STI plan recipients in regions where underlying EBITDA was positive to assist with retention and reward high performance. This was similar to the structure of the FY21 STI plan, noting very limited STIs were paid in FY21 with the earnings gateways not met. In North America, 30% of the full-year STI payment was paid in February 2022 and in the Europe region, 50% was paid. Nil was paid in Asia and ANZ. The balance of FY22 STI payments was paid post-year-end, including to eligible KMPs.

A total of \$7.85 million was paid in STIs (FY21: \$0.2 million) including a total of \$2.65 million in short-term retention payments to Travel and Transport executives, agreed to in September 2020 to ensure key staff were retained during the integration period. The KMP STI and North American short-term retention payments represented \$4.38 million of total STI payments from the FY22 year (FY21: nil).

The FY22 equity incentive plan reflected the ongoing uncertainty in the travel sector and comprised of SARs set at a strike price of \$21.19 (five-day VWAP to 30 June 2021) capable of vesting over two and three-year performance periods, with the temporary split period structure bearing some similarity to the FY21 plan which focused on retention of our leaders. The temporary changes to CTM's equity incentive structure have delivered the desired outcomes for shareholders during the prolonged period of uncertainty, caused by the pandemic including high retention rates of senior leaders, strong cost control, cash management and client retention, and the successful integration of Travel & Transport and Tramada.

Directors' Report

Continued

Remuneration Report Continued

The vesting outcomes from SARs tranches that could potentially vest at the end of FY22 were as follows:

- The FY20 SARs did not meet the EPS hurdle set and therefore lapsed;
- The FY21 SARs issued to Travel & Transport senior leaders at the time of acquisition meeting the required service conditions, vested in full; and
- The FY21 two-year SARs tranche was fully vested to plan participants despite not meeting the EPS hurdle set. The Board, for the first time, exercised its discretion to reward senior executives for their achievements over the last two years. Their achievements reflected in the Group's FY22 underlying EBITDA result of \$59.8 million and despite the challenges created by the pandemic and managing the rapid recovery in demand in more recent months. The Board required that half of the shares issued due to this vesting decision be subject to a six-month sale restriction from the release of the FY22 annual results.

FY23 Approach

Our FY23 remuneration strategy reflects our expectations that the travel sector will continue to recover across the year and recognises that there will be regional differences in the speed of recovery. Our remuneration strategy remains focused on driving performance and providing competitive total rewards that attract, retain, and motivate employees. This is particularly important in the current environment with record low unemployment rates in three of our four regions.

As we recover, the Board is keen to see CTM's incentive structure return to pre-pandemic principles of earnings growth gates, annual STI opportunities with financial and non-financial KPIs for individual leaders, and three-year equity incentive plans.

Given the Board used its discretion for the first time this year to approve the vesting of the FY21 two-year SARs, the Committee commissioned an external review of the SARs plan to challenge whether it was fit for purpose. The feedback from the advisor was that the majority of plan participants did not understand the SARs vesting structure, including the EPS growth hurdle. Investors and their advisors have provided feedback that they would prefer an incentive structure that provides clearer alignment with shareholders. Taking on board the feedback and advice, the SARs incentive structure will be replaced in FY23 with a three-year performance right structure, vesting if share prices increase and three-year EBITDA targets are met to reflect that underlying EBITDA is the key performance metric used by CTM internally and externally.

Specifically, the FY23 remuneration and people plan includes:

- A continued increase in headcount as demand increases to ensure we maintain service levels for our clients and manage the workload of our people, noting that efficiency gains primarily through increased automation should mean employment levels do not return to pre-pandemic levels relative to activity or revenue;
- After an extended period of flat or reduced fixed remuneration, increases will be applied across the Group to reflect the competitive employment environment and rising living costs;
- A potential short-term incentive pool based on the financial performance of the Group, payable in proportion to the achievement of regional financial and non-financial KPIs related to the sustainable recovery of the business; and
- A new equity incentive plan comprised of Performance Rights with a share price hurdle of \$18.81 (five-day VWAP to 30 June 2022) capable of vesting after a three-year performance period, with vesting conditional on achieving an increase in share price based on a 20-day VWAP period to 30 June 2025, service and conduct conditions, and an underlying EBITDA growth target (100% vesting with underlying EBITDA Compound Annual Growth Rate of 20%).

The Committee believes the remuneration structure is simple and clear and will continue to serve CTM's shareholders and employees in future years.

On behalf of the Committee, I thank you for your ongoing support of CTM.

Sincerely,



Sophie Mitchell

Remuneration & Sustainability Committee Chair

17 August 2022

Directors' Report

Continued

Remuneration Report Continued

Remuneration Highlights

Many of the plans which were actioned in FY20 to manage costs against the reduced corporate travel activity experienced as a result of COVID-19, which continued in FY21, have been progressively removed in FY22.

As travel activity has returned through FY22 we have commensurately increased staff numbers in all regions except Asia, where travel restrictions remain in Hong Kong and China. The stop-start nature of the recovery in the first three-quarters of FY22 made for a challenging environment to manage staff, which was solved by the Group employing to match activity and then holding onto those staff where activity fell away. In the fourth quarter, this was replaced by solid demand for staff in all regions, with the exception of Asia, as the Omicron variant of COVID-19 retreated and travel demand increased dramatically.

Group remuneration

Increases to fixed annual remuneration (FAR) for employees across the Group were given in special circumstances as the employment market tightened, particularly for professional staff with transferrable skills (FY21: nil). Except for Asia, all staff have returned to their contracted FAR and hours as the recovery continues.

There were no increases in contracted FAR for Executive KMP, except small increases to take account of changes in minimum superannuation contributions in Australia (FY21: FAR reduction for the period 1 July to 1 August 2020). Executive KMPs returned to their contracted FAR for the full FY22 (FY21: reduction of 25% to 1 August 2020).

Managing Director and CEO remuneration

Total FY22 remuneration for the Managing Director and CEO (Managing Director) was \$1,006,483 (FY21: \$492,904).

The Managing Director was awarded 80% of his short-term incentive opportunity in FY22, totalling \$400,000 (FY21: nil).

Short-term performance incentives

Recognising the business' recovery and the performance of the management team in difficult circumstances, short-term incentives were awarded to KMP whose regions made a profit in FY22 (FY21: nil). The amounts payable are detailed in the Executive KMP remuneration section on page 64.

In FY22 we awarded total short-term incentives across the Group, excluding KMP, of \$6.38 million (FY21: \$220,000). These short-term incentives were paid to a broader pool of employees than historically, to recognise the effort expended to continue to provide high levels of service in a complex environment caused by the Delta and Omicron variants, and the challenges of a rapidly recovering market from March 2022, and to retain staff.

FY20 Long-term performance incentives

Following the end of the three-year performance period ended 30 June 2022, share appreciation rights (SARs) awarded to employees in FY20 were tested to determine whether the performance hurdles had been met. Vesting of these SARs was conditional on achieving:

- service conditions - continued employment and behaviour in line with our values; and
- performance conditions - EPS growth, with target performance being set at 10% average EPS growth, with a minimum hurdle of 6%.

As the business is continuing to recover from COVID-19, the EPS performance condition was not met. Consequently, all FY20 SARs lapsed unvested.

FY21 retention and performance equity incentives

In FY21 we made some temporary adjustments to our equity incentive program to balance the impact of COVID-19 on earnings and preserve incentive remuneration arrangements aligned with shareholders while maintaining our ability to attract, retain, and motivate staff during a period of heightened uncertainty.

The temporary adjustments to our FY21 equity incentive program were aimed directly at the retention of our leaders and to incentivise actions and behaviours consistent with the immediate priorities of the Group which the Committee judged would drive future shareholder returns. The outcome has been strong cost control, effective cash management, client retention, and the successful acquisitions of Travel & Transport and Tramada. Despite significant ongoing turmoil within the travel industry and very strong employment markets, retention of senior leaders has been very high.

As disclosed in the FY21 Remuneration Report, the FY21 Retention SARs vested in early FY22, with a total of 431,786 CTM shares issued from 809,750 SARs granted to 48 participants.

Following the end of the two-year performance period on 30 June 2022, the FY21 Performance SARs granted to employees in FY21 were assessed. Vesting of these SARs was conditional on achieving:

- service conditions - continued employment and behaviour in line with our values; and
- performance conditions - EPS growth, with target performance being set at 20% average EPS growth with a minimum hurdle of 16%.

Directors' Report

Continued

Remuneration Report Continued

With the continued impact of COVID-19 on earnings, the EPS performance condition was not met. The Board, for the first time, exercised its discretion to reward senior executives for their achievements over the last two years. The outcome is reflected in the Group's FY22 underlying EBITDA result of \$59.8 million despite the challenges created by the pandemic and managing the rapid recovery in demand in more recent months. The Board required that half the shares issued as a result of this vesting be subject to a six-month sale restriction from the release of the FY22 annual results.

Having achieved share price growth over the strike price of \$9.89 (five-day VWAP to 30 June 2020), the FY21 Performance SARs vesting will result in a total of 720,551 CTM shares to be issued from 1,664,500 SARs granted to 51 participants.

Travel & Transport Retention Remuneration

To retain select Travel & Transport executives following the Travel & Transport acquisition, cash retention payments and SARs were awarded. During the year a total of USD 1.9 million (\$2.7 million) in cash was paid to these executives as retention payments, as approved by the Board. The vesting of the Travel & Transport Retention SARs was conditional on achieving conduct and service conditions up to 30 June 2022.

As a result of share price growth over the strike price of \$12.35, the Travel & Transport Retention SARs vesting will result in a total of 308,222 CTM shares to be issued from 930,000 SARs granted to 23 participants.

Non-executive Director fees

There were no increases to Non-executive Director fees in FY22 (FY21: nil increase, reduction of 33% for the period to 1 August 2020).

Persons covered by this report

Key management personnel (KMP) include Non-executive Directors, Executive Directors and those senior executives with authority and responsibility for the planning, controlling, and directing of the activities of the Company and the Group, which includes those executives who lead business units.

For the purposes of this report, Executive KMP means the Executive Directors (Managing Director and Global COO), the Global CFO, the CEO - North America, CEO - Europe, CEO - Asia, and the CEO - Australia and New Zealand.

Details of the KMP are provided in the table below.

	Name	Position
Non-executive Directors	Ewen Crouch AM	Chairman, Non-executive Director
	Jon Brett	Non-executive Director
	Sophie Mitchell	Non-executive Director
Executive Directors	Jamie Pherous	Managing Director
	Laura Ruffles	Global COO
Other Key Management Personnel	Cale Bennett	Global CFO
	Kevin O'Malley	CEO - North America
	Larry Lo	CEO - Asia
	Debbie Carling	CEO - Europe
	Greg McCarthy	CEO - Australia and New Zealand
KMP who ceased to be KMP in FY21	Neale O'Connell	Global CFO (ceased as KMP 26 February 2021)
	Maureen Brady	CEO - North America (ceased as KMP 30 October 2020)

Directors' Report

Continued

Remuneration Report Continued

Remuneration governance framework

Remuneration and Sustainability Committee

The Remuneration and Sustainability Committee (Committee) consists of all of the Non-executive Directors, with one performing the role of Chair. The Managing Director and Global COO are invited to attend but are not present when their remuneration is discussed.

The Committee has an advisory role and assists the Board in the following areas:

- people and remuneration strategy and policies;
- setting executive remuneration and incentives for Executive KMP;
- talent development and succession planning;
- Non-executive Director remuneration; and
- sustainability, social, environmental, and governance issues relevant to the Group.

Under the terms of the Remuneration and Sustainability Committee Charter, the majority of Committee members must be independent directors and the Chair of the Committee must be an independent director. All members of the Remuneration and Sustainability Committee are independent Non-executive Directors. Details about members of the Committee and their backgrounds are included in the Directors' Report which can be found on pages 55 to 57.

To ensure the Committee is fully informed when making remuneration decisions, it may seek external remuneration advice. During the reporting period, the Committee engaged independent consultants to provide advice in relation to the long-term incentive structure.

Executive KMP remuneration

Remuneration Framework

The objective of the Group's remuneration framework, summarised below, is to:

- attract and retain high calibre team members;
- incentivise and reward team members for the achievement of strategic objectives designed to deliver sustained growth in shareholder wealth, ensuring reward for performance is competitive and appropriate for the results delivered; and
- align remuneration with shareholder interests.

Key elements of remuneration

The Group's remuneration framework has three components:

- Fixed annual remuneration (FAR);
- Short-term performance incentives (STI); and
- Long-term (equity) incentives (LTI).

CTM's remuneration framework provides for a mix of short and long-term incentives. As team members gain seniority within the Group, the balance of this mix shifts to a higher proportion of 'at risk' rewards, commensurate to each individual's role and responsibilities.

The proportion of short and long-term incentives (relative to fixed pay) for Executive KMP is set at the start of the financial year, together with Key Performance Indicators (KPIs). Incentive awards are subject to adherence to CTM's values and behavioural standards – failure to meet these values and standards will result in disqualification from incentive awards.

Fixed Annual Remuneration

Fixed annual remuneration (FAR) comprises base pay, superannuation, and pensions. Team members are offered a competitive FAR that targets the desired skills and experience for our roles. FAR is reviewed annually, to ensure that it remains competitive with the market. Team member FAR is also reviewed upon promotion. There are no guaranteed pay increases in any senior executive contracts of employment and in FY22 increases to fixed annual remuneration were specifically targeted where markets had moved.

Variable Remuneration - Short-term performance incentives (STI)

Participation in the Group's short-term incentive scheme is broad, with team members across all regions eligible to participate. An individual's target STI opportunity is set depending on the accountabilities and impact of the role on the organisation or business unit performance. Short-term incentives are paid in cash following the release of annual results.

The scheme is designed to reward and recognise outstanding employee performance and the execution of CTM's business plans provided the Group can also demonstrate it has created value for shareholders.

Each year, the Remuneration and Sustainability Committee considers the appropriate targets and KPIs, including setting any maximum payment potential under the STI plan and minimum levels of performance required to trigger payment of short-term incentives. STI performance targets are underpinned by the Group's strategic priorities and are aligned with CTM's values and risk appetite. All targets and KPIs are defined and measurable.

Ordinarily, the short-term incentive pool is based on the following key elements:

1. the financial performance of the relevant region in the year and the financial performance of the Group in the year; and
2. each individual's performance against their KPIs.

The Board retains the discretion to adjust short-term incentives, considering unexpected, unintended, or individual circumstances.

Directors' Report

Continued

Remuneration Report Continued

Considering the uncertain environment for our employees and the travel industry more generally, adjustments were made to the FY21 STI program, to split the FY21 STI into two opportunities across the first and second halves. Despite initially deciding to revert the FY22 STI back to an annual opportunity, the Committee agreed to maintain the half-year opportunity prior to calendar year-end for non-KMP participants in the STI program, given the ongoing uncertainty being caused by the pandemic and emergence of the Omicron variant in late 2022. Short-term incentives were awarded more broadly across the Group than usual in FY22 to recognise the efforts of operational staff through the uncertainty caused by the pandemic, the recovery period experienced from March 2022, and to encourage retention.

1. Financial Performance

In FY22, the incentive pool for each half was only formed if the Group achieved predetermined financial targets set by the Committee. The criteria for FY22 required positive EBITDA, adjusted for one-off items including significant non-recurring items, currency movements, and items that are considered by their nature and size as unusual or not in the ordinary course of business, such as mergers and acquisition activity (underlying EBITDA).

If the global and regional underlying EBITDA results meet expectations, the full STI pool will form. Conversely, if results are below expectations, only a fraction of the pool, or possibly none of the short-term incentive pool will form. The use of financial targets ensures variable reward is only available when value has been created for shareholders and when earnings are consistent with the Group's approved targets.

If an incentive pool does not form due to the regional and/or Group financial performance not achieving the predetermined financial targets set by the Remuneration and Sustainability Committee, the Board may exercise discretion to determine incentives for specific regions that individually perform strongly against their KPIs. The Committee did this in FY21 to recognise the extraordinary achievements of certain members of the team in the United Kingdom.

2. Individual Performance

Each individual's incentive opportunity is determined by reference to the individual's own KPIs. KPI targets for Executive KMP include a mix of financial and non-financial targets. In FY22, these targets were focused on the following core metrics which were set by the Board at the beginning of the financial period: cost containment, productivity, client retention, people, and leadership.

Individual performance impacts the amount of incentive payment for any individual. Executive KMP performance reviews are conducted by the Managing Director and provided to the Remuneration and Sustainability Committee and Board annually. The Managing Director's performance review is conducted by the Chairman and provided to the Remuneration and Sustainability Committee and Board annually.

The weighting of the financial and non-financial KPIs for current Executive KMP is outlined in the following table.

Executive KMP	Title / Region	Financial KPIs	Non-financial KPIs
		EBITDA Cost containment Cash management	Client retention People and leadership
Jamie Pherous	MD / Global	70%	30%
Laura Ruffles	COO / Global	70%	30%
Cale Bennett	CFO / Global	80%	20%
Kevin O'Malley	CEO / North America	70%	30%
Larry Lo	CEO / Asia	70%	30%
Debbie Carling	CEO / Europe	70%	30%
Greg McCarthy	CEO / Australia & New Zealand	70%	30%

Directors' Report

Continued

Remuneration Report Continued

FY22 Reward Outcomes under STI

As the world responded to the impact of the COVID-19 pandemic, CTM continued to face challenging operating conditions in FY22. Government-mandated shutdowns, border closures, quarantine arrangements and travel restrictions all featured throughout the world for parts of the financial year. Travel restrictions started to be lifted in March 2022 resulting in a surge in travel demand creating a set of different challenges for the leadership teams.

Following the assessment of Executive KMP against their KPIs, no short term incentives were awarded to KMPs as summarised in the table below:

Name	Maximum STI Potential (FY22) ¹	FY22		Maximum STI Potential (FY21) ¹	FY21	
		Awarded %	Forfeited %		Awarded %	Forfeited %
Jamie Pherous	\$500,000	80%	20%	\$125,000	0%	100%
Laura Ruffles	\$1,050,000	55%	45%	\$550,000	0%	100%
Cale Bennett	\$200,000	75%	25%	N/A	N/A	N/A
Kevin O'Malley ¹	\$689,180	30%	70%	\$250,000	0%	100%
Larry Lo ¹	\$264,919	0%	100%	\$129,402	0%	100%
Debbie Carling ¹	\$366,636	100%	0%	\$112,702	0%	100%
Greg McCarthy	\$50,000	50%	50%	\$25,000	0%	100%
Neale O'Connell ²				\$115,000	0%	100%
Maureen Brady ^{1,2}				\$66,916	0%	100%

¹ Maximum STI potential is determined in local currency and converted at average exchange rates.

² Ceased to be a KMP in FY21.

The STIs awarded reflect a combination of financial and non-financial outcomes versus targets for individual KMPs, and meeting service and behaviour expectations. Kevin O'Malley's reported STI outcome does not include the retention payment of \$551,344 agreed to during the acquisition of Travel and Transport in 2020 as continued service was the only requirement.

Directors' Report

Continued

Remuneration Report Continued

Variable Remuneration - long-term (equity-based) incentives (LTI)

Senior leaders who have a greater potential impact on share price and long-term value creation participate in CTM's equity-based incentive program.

CTM's equity-based incentive scheme is designed to:

- (a) assist in the reward, retention and motivation of eligible employees;
- (b) link the reward of eligible employees to shareholder value creation; and
- (c) align the interests of eligible employees with shareholders by providing an opportunity for eligible employees to receive an equity interest in the Group.

Grants of Share Appreciation Rights (SARs) have been made annually according to the role and influence on long-term performance. A SAR is a right to receive an award that may be satisfied by the issue of shares, cash payment, or a combination of both (at the Board's sole discretion), subject to the achievement of performance conditions which can include service conditions, conduct expectations, and EPS growth.

If the performance conditions are achieved, the number of shares awarded is calculated by reference to an increase in the CTM share price from a strike price set at the volume-weighted average price (VWAP) of the five trading days prior to 30 June immediately preceding the grant of SARs against the five-day VWAP immediately preceding the time that the Board determines the performance hurdles are satisfied. The use of a five-day VWAP to set both the strike price and the subsequent share price at the time of vesting provides a very clear and publicly verifiable pricing structure for equity-based remuneration. Awards are of no value to participants if the subsequent share price at the time of vesting is below the strike price, aligning the interests of participants with shareholders.

Participation in LTI program

In FY22, 83 senior employees were invited by the Board to participate in the equity incentive scheme (FY21: 74). All Executive KMP, other than the Managing Director, participated in the FY22 equity incentive scheme.

Performance hurdles and performance period

Temporary adjustments to the SARs performance period in FY21 created a gap in the vesting schedule, with no SARs due for vesting at the end of FY23. Consequently, in FY22 SARs were issued in two equal tranches with performance to be tested over periods of two years and three years.

Talent retention and motivation are critical to CTM's business performance and to creating wealth for shareholders. In our experience, employees in the travel industry with transferable skills who are experiencing uncertain prospects have been targeted by other industries during the period of pandemic-induced uncertainty. The temporary adjustments to our FY21 and FY22 equity incentive programs were specifically modified to deal with these challenges and were designed to retain our key staff during this period of heightened uncertainty. The FY23 equity incentive program will revert to a three-year period.

The FY22 equity offer was comprised of two tranches of SARs:

- Tranche 1: FY22 SARs were granted with vesting conditional on achieving service and conduct conditions and EPS growth over a two-year period ending 30 June 2023; and
- Tranche 2: FY22 SARs were granted with vesting conditional on achieving service and conduct conditions and EPS growth over a three-year period ending 30 June 2024.

Directors' Report

Continued

Remuneration Report Continued

The FY22 SARs will vest on a scaled basis as follows:

Minimum EPS growth from 1 July 2021 – 30 June 2023 or 30 June 2024 as relevant	Portion of SARs that become performance qualified
80% achievement of target growth rate (i.e. 16.0% EPS growth)	50% of SARs
90% achievement of target growth rate (i.e. 18.0% EPS growth)	75% of SARs
100% achievement of target growth rate (i.e. 20.0% EPS growth)	100% of SARs

SARs will become performance qualified on a straight-line basis where average EPS growth over the three-year testing period falls between 16 and 20%.

While temporary adjustments were made in FY21 and FY22 to performance periods and vesting conditions, the overarching philosophy for equity incentive remuneration remains unchanged: to reward, retain and motivate senior leaders; link the reward to shareholder value creation to align senior leaders with shareholders; provide an opportunity for eligible employees to build an equity interest in CTM, and support our expectations of employee conduct.

The Board may exercise its discretion with respect to adjustments to thresholds and targets at the time of testing. The Board retains the discretion to adjust equity incentives (including vesting conditions, performance hurdles and the forfeiture of unvested LTIs) considering unexpected, unintended or individual circumstances. The Group will provide a clear explanation if any adjustments are made to thresholds and targets.

Future Period LTI Program Changes

In FY22 we have undertaken a review of the Long-Term Incentive program, with the assistance of an independent executive remuneration advisor. Following this review, the Board has made changes to the program to ensure its continued appropriateness for all stakeholders. From FY23 onwards, eligible executives will be offered Performance Rights, summarised as follows.

Feature	Description
Opportunity	The value of the performance rights issued each year to an eligible executive will typically be set between 5% and 75% of FAR. The opportunity for each eligible executive is determined at the beginning of each financial year.
Vehicle	Each Performance Right entitles the eligible executive to the right to one share of Corporate Travel Management Limited for nil consideration.
Performance Period	Performance will be measured over three years.
Performance measures	The performance measures include a share price gateway, determined at the outset of the performance period, and an underlying EBITDA target vesting schedule to be determined each year at the time of granting. Should the share price measurement finish below the gateway, no performance rights will vest.
Allocation methodology	The number of rights awarded is calculated by dividing the Opportunity by the fair value of the Performance Right, with no discount for the likelihood of non-market linked performance conditions being met.
Fair value methodology	The fair value of Performance Rights is calculated using the monte carlo method, in accordance with AASB2 Share-based payment.
Settlement	Vesting Performance Rights will be settled in equity.

Directors' Report

Continued

Remuneration Report Continued

Cessation of employment, change of control and clawback

All unvested SARs and Performance Rights lapse immediately upon cessation of employment with the Group. However, the Board has discretion in exceptional circumstances to determine that SARs and Performance Rights be retained and the terms applicable following cessation of employment. Special circumstances include events such as retirement, redundancy, death, and permanent disability. Should a Change of Control Event occur, or the Board determines in its absolute discretion that a Change of Control Event may occur, the Board has absolute discretion to determine the appropriate treatment regarding any awards.

Unvested SARs and Performance Rights may be clawed back where there has been a material misrepresentation of the financial outcomes on which the award was assessed and/or the participant's actions have been found to be fraudulent, dishonest, in breach of his or her duties, contrary to CTM's values and behavioural standards or would bring CTM into disrepute.

Dividend entitlements

Recipients of SARs or Performance Rights are not entitled to dividends until shares are allocated (based on vesting and meeting the relevant performance hurdles, employment condition, and conduct expectations and being exercised by recipients).

Dilution

Shares issued under the Group's Omnibus Incentive Plan are subject to a cap of 5% of equity. This is inclusive of shares that may be issued in respect of each outstanding offer of shares, options or rights if accepted or exercised under other equity plans.

Hedging

Executive KMP are not permitted to hedge LTI awards.

Directors' Report

Continued

Remuneration Report Continued

FY22 Reward Outcomes under equity incentive plan

FY22 SARs

Temporary adjustments to the SARs performance period in FY21 created a gap in the vesting schedule. Therefore, in FY22 SARs were issued in two equal tranches with performance to be tested over periods of two years and three years. In FY22, a total of 2,400,500 SARs were awarded to 83 participants (FY21: 3,354,250 to 74 participants) as follows:

- Tranche 1: 1,200,250 SARs were granted with vesting conditional on achieving service and conduct conditions and EPS growth over a two-year period ending 30 June 2023; and
- Tranche 2: 1,200,250 SARs were granted with vesting conditional on achieving service and conduct conditions and EPS growth over a three-year period ending 30 June 2024.

FY21 SARs

With the continued impact of COVID-19 on earnings, the EPS performance condition was not met. Following FY22 year-end, given the exceptional performance of the business despite the challenges created by the pandemic and managing the rapid recovery in demand in more recent months, the Committee resolved to exercise its discretion to vest 100% of the FY21 Performance SARs. This is the first time since the Group was listed on the ASX that the Board has exercised its discretion in this way.

Having achieved share price growth over the strike price of \$9.89 (five-day VWAP to 30 June 2020), the FY21 Performance SARs vesting resulted in a total of 720,551 CTM shares granted from 1,664,500 SARs awarded to 51 participants. A six-month disposal restriction has been placed on half of the shares issued through the vesting of the FY21 Performance SARs.

FY20 SARs

The three-year performance period for the FY20 SARs ended on 30 June 2022. Vesting was conditional on the Group achieving earnings per share (EPS) growth per annum over the three-year testing period, with target performance being set at 10% average EPS growth and participants continuing to be employed by the Group at the end of the performance period.

Following the end of the financial year, the FY20 SARs were tested. As the minimum EPS growth condition was not met, 100% of the FY20 SARs lapsed.

Directors' Report

Continued

Remuneration Report Continued

The following table sets out details of the SARs granted to persons in their capacity as Executive KMP that have not yet vested or been cancelled as at 30 June 2022. Additionally, movements during the period are noted.

Name	Financial year of grant	Vesting Date	No. of rights granted	Value per right at grant date	No. of rights vested during the year	Vested %	Forfeited / Lapsed %	Max value yet to vest \$
Laura Ruffles	2022	1 July 2024	62,500	\$5.33	-	-	-	166,685
	2022	1 July 2025	62,500	\$6.05	-	-	-	252,383
	2021 Performance ¹	1 July 2022	125,000	\$7.18	-	-	-	-
	2021 Retention	1 July 2021	62,500	\$7.21	62,500	100%	-	-
	2020	30 June 2022	100,000	\$1.67	-	-	100%	-
Cale Bennett	2019	1 July 2021	150,000	\$4.80	-	-	100%	-
	2022	1 July 2023	50,000	\$3.66	-	-	-	91,698
	2022	1 July 2024	50,000	\$4.39	-	-	-	146,377
Larry Lo	2021	1 July 2024	100,000	\$6.00	-	-	-	379,033
	2022	1 July 2024	37,500	\$3.66	-	-	-	109,783
	2022	1 July 2025	37,500	\$4.39	-	-	-	68,774
	2021 Performance ¹	1 July 2022	75,000	\$2.67	-	-	-	-
	2021 Retention	1 July 2021	37,500	\$2.29	37,500	100%	-	-
	2020	30 June 2022	75,000	\$1.67	-	-	100%	-
Debbie Carling	2019	1 July 2021	75,000	\$4.80	-	-	100%	-
	2022	1 July 2024	37,500	\$3.66	-	-	-	109,783
	2022	1 July 2025	37,500	\$4.39	-	-	-	68,774
	2021 Performance ¹	1 July 2022	75,000	\$2.67	-	-	-	-
	2021 Retention	1 July 2021	37,500	\$2.29	37,500	100%	-	-
	2020	30 June 2022	75,000	\$1.67	-	-	100%	-
Greg McCarthy	2019	1 July 2021	75,000	\$4.80	-	-	100%	-
	2022	1 July 2024	37,500	\$3.66	-	-	-	109,783
	2022	1 July 2025	37,500	\$4.39	-	-	-	68,774
	2021 Performance ¹	1 July 2022	75,000	\$2.67	-	-	-	-
	2021 Retention	1 July 2021	37,500	\$2.29	37,500	100%	-	-
	2020	30 June 2022	75,000	\$1.67	-	-	100%	-
Kevin O'Malley	2019	1 July 2021	100,000	\$4.80	-	-	100%	-
	2022	1 July 2023	62,500	\$3.66	-	-	-	182,971
	2022	1 July 2024	62,500	\$4.39	-	-	-	114,623
Neale O'Connell ²	2021	1 July 2022	187,500	\$3.50	187,500	100%	-	-
	2021 Performance ¹	1 July 2022	100,000	\$2.67	-	-	50%	-
	2021 Retention	1 July 2021	50,000	\$2.29	50,000	100%	-	-
	2020	30 June 2022	100,000	\$1.67	-	-	100%	-
Maureen Brady ²	2021 Performance ¹	1 July 2022	75,000	\$2.67	-	-	-	-
	2021 Retention	1 July 2021	37,500	\$2.29	-	100%	-	-
	2020	30 June 2022	50,000	\$1.67	-	-	100%	-

1 2021 Performance Shares vested on 1 July 2022.

2 Ceased to be KMP in FY21.

Directors' Report

Continued

Remuneration Report Continued

Correlation between variable remuneration and financial results

In considering the Group's performance in the context of appropriate remuneration levels and structures, the Remuneration & Sustainability Committee considers a variety of measures including financial results, share price growth and the delivery of a return on investment to shareholders. Over the past three financial years, COVID-19 has created substantial volatility in these measures. This is highlighted in the table below which outlines the performance of the Group and shareholder returns over the last five financial years.

	FY 2022	FY 2021	FY 2020	FY 2019	FY 2018
Net profit/(loss) attributable to members (\$'000)	3,101	(55,351)	(8,185)	86,235	76,712
Basic earnings per share (cents)	2.2	(43.0)	(7.5)	79.6	72.4
Dividends paid (\$'000)	-	-	23,953	42,263	34,964
Dividend payout ratio (%) ¹	234.1	N/A	N/A	49.0	45.6
Increase/(decrease) in share price (%)	(13.4)	111.5	(56.9)	(17.6)	19.0
Total Executive KMP STI as percentage of net profit/(loss) (%)	55.7	0.0	0.0	1.6	1.9

¹ Based on dividends to be paid in respect of the financial year.

Contractual arrangements for Executive KMP

Each Executive KMP, including the Managing Director, has a formal contract, known as a service agreement. There were no changes to the service agreements for Executive KMP in FY22.

Executive KMP	Contract duration	Notice period by KMP	Notice period by Group	Termination payment
Jamie Pherous	No fixed duration	6 months	6 months	Combination of notice and payment in lieu totaling no less than 6 months
Laura Ruffles	No fixed duration	24 weeks	24 weeks	Combination of notice and payment in lieu totaling no less than 24 weeks
Cale Bennett	No fixed duration	12 weeks	12 weeks	Combination of notice and payment in lieu totaling no less than 12 weeks
Kevin O'Malley	30 June 2023	3 months	Nil	Combination of notice and payment in lieu totaling no less than 12 months
Larry Lo	No fixed duration	6 months	6 months	Combination of notice and payment in lieu totaling no less than 6 months
Debbie Carling	No fixed duration	3 months	3 months	Combination of notice and payment in lieu totaling no less than 3 months
Greg McCarthy	No fixed duration	12 weeks	12 weeks	Combination of notice and payment in lieu totaling no less than 12 weeks

Termination payments are assessed on a case-by-case basis and are capped at law. As is the case for all employees, the employment of Executive KMP may be terminated immediately in the case of serious misconduct.

Non-executive Director Remuneration

Non-executive Directors receive a base fee and, where applicable, an additional fee in recognition of the higher workload and extra responsibilities resulting from chairing Board Committees. The Chairman receives an all-inclusive fee as Chairman of the Board and as a member of all Board Committees (including as Chairman of the Nomination Committee).

Board fees are not paid to Executive Directors and Executive KMP do not receive fees for directorships of any subsidiaries.

Fee Structure

As approved by shareholders at the 2019 Annual General Meeting, the maximum aggregate Non-executive Directors' fee pool is \$950,000 per annum, of which the Group utilised \$532,500 in FY22 (FY21: \$515,593). Fees paid to Non-executive Directors in FY22 are set out in the table below and are inclusive of superannuation. Fees are reviewed annually by the Board.

Directors' Report

Continued

Remuneration Report Continued

	Board	Audit & Risk Committee	Remuneration & Sustainability Committee	Nomination Committee
Chair	\$242,500	\$22,500	\$22,500	-
Member	\$122,500	-	-	-

There were no increases to Board or Committee fees in FY22 (FY21: nil increase, a decrease of 33% to 1 August 2020).

Non-executive Directors do not receive incentive payments, nor are they entitled to participate in any Group employee equity plans. They receive no non-monetary benefits and do not participate in any retirement benefits scheme, other than statutory superannuation contributions, where applicable. Non-executive Directors are reimbursed for expenses properly incurred in performing their duties as a Director of the Group. This policy is consistent with Non-executive Directors being responsible for objective and independent oversight of the Group.

Directors' Report

Continued

Remuneration Report Continued

KMP Remuneration

Name	Year	Fixed Remuneration				Variable Remuneration		Total	Performance Related
		Cash salary and fees	Non-cash benefits	Leave	Superannuation	Short term incentive	Equity incentive ³		
		\$	\$	\$	\$	\$	\$	\$	%
Non-executive Directors									
Ewen Crouch AM	FY22	242,500	-	-	-	-	-	242,500	-
	FY21	229,961	-	-	4,834	-	-	234,795	-
Sophie Mitchell	FY22	131,818	-	-	13,182	-	-	145,000	-
	FY21	128,218	-	-	12,181	-	-	140,399	-
Jon Brett	FY22	131,818	-	-	13,182	-	-	145,000	-
	FY21	128,218	-	-	12,181	-	-	140,399	-
Sub-Total Non-executive Directors	FY22	506,136	-	-	26,364	-	-	532,500	
	FY21	486,397	-	-	29,196	-	-	515,593	
Executive Directors									
Jamie Pherous	FY22	472,308	8,790	1,816	23,568	400,000	-	906,482	44%
	FY21	460,955	8,342	1,913	21,694	-	-	492,904	-
Laura Ruffles	FY22	699,396	9,426	18,827	23,568	577,500	741,092	2,069,809	64%
	FY21	682,498	9,426	41,045	21,694	-	866,592	1,621,255	53%
Sub-Total Executive Directors	FY22	1,171,704	18,216	20,643	47,136	977,500	741,092	2,976,291	
	FY21	1,143,453	17,768	42,958	43,388	-	866,592	2,114,159	

Directors' Report

Continued

Remuneration Report Continued

Name	Year	Fixed Remuneration			Variable Remuneration			Total	Performance Related
		Cash salary and fees	Non-cash benefits	Leave	Superannuation	Short term incentive	Equity incentive ³		
		\$	\$	\$	\$	\$	\$	\$	%
Other Key Management Personnel (Group)									
Cale Bennett ⁴	FY22	378,306	7,500	11,642	23,568	150,000	364,640	935,656	55%
	FY21	128,067	2,500	5,906	7,093	-	127,050	270,616	47%
Larry Lo ⁵	FY22	575,228	-	11,984	3,179	-	223,625	814,016	27%
	FY21	548,960	-	16,250	3,106	-	178,913	747,229	24%
Debbie Carling ⁵	FY22	350,893	-	12,581	10,904	366,636	223,625	964,639	61%
	FY21	343,213	-	15,127	10,503	-	178,913	547,756	33%
Greg McCarthy	FY22	374,551	-	16,396	23,688	25,000	223,625	663,260	37%
	FY21	385,761	-	9,922	21,694	-	178,913	596,290	30%
Kevin O'Malley ^{4,5,6}	FY22	1,256,280	25,166	13,916	6,901	206,754	533,865	2,042,882	36%
	FY21	384,661	17,803	13,512	-	-	260,909	676,885	38%
Neale O'Connell ⁷	FY21	297,879	6,012	(5,424)	17,071	-	164,698	480,236	34%
Maureen Brady ^{5,7}	FY21	103,204	-	13,660	-	-	-	116,864	0%
Sub-Total Other Key Management Personnel	FY22	2,935,258	32,666	66,519	68,240	748,390	1,569,380	5,420,453	
	FY21	2,191,745	26,315	68,953	59,467	-	1,089,396	3,435,876	
Total	FY22	4,613,098	50,882	87,162	141,740	1,725,890	2,310,472	8,929,244	
	FY21	3,821,595	44,083	111,911	132,051	-	1,955,988	6,065,628	

¹ Non-cash benefits represent the cost to the Group of providing parking, health, and communications benefits.

² Leave represents the movement in the annual leave and long service leave provision balances. The accounting value may be negative, for example, where a KMP leave balance decreases as a result of taking more leave than the leave entitlement accrued during the year.

³ For accounting purposes, equity incentives are calculated at fair value on grant date and expensed over the period, in accordance with AASB 2 Share Based Payments. The accounting value may be negative where SARs are forfeited, resulting in amounts expensed in prior years being reversed. There can also be a reversal of amounts expensed where there is a reduction in the probability of performance conditions being met.

⁴ Commenced as KMP during FY21. Cale Bennett commenced as a KMP on 1 March 2021. Kevin O'Malley commenced as a KMP on 1 November 2020.

⁵ Payments made in local currency and converted at average exchange rates.

⁶ Kevin O'Malley was paid a \$551,344 (US\$400,000) retention bonus, agreed during the Travel & Transport acquisition in 2020. The bonus was paid based on the continuance of service.

⁷ Ceased to be KMP in FY21.

The table above is prepared in accordance with the *Corporations Act 2001* requirements. The amounts that appear under the heading 'Equity incentive' represent the amounts expensed by the Group in accordance with the required Accounting Standards in respect of current and past incentive allocations of share appreciation rights. These amounts are therefore not amounts received by Executive KMP during the year. Whether Executive KMP receives any value from the allocation of equity incentives in the future will depend on whether applicable performance conditions are met.

Directors' Report

Continued

Remuneration Report Continued

Other information

Minimum Shareholding Guidelines for Non-executive Directors

To align the Non-executive Directors' interests with the interests of shareholders, the Board has established guidelines to encourage Non-executive Directors to progressively acquire and hold shares within three years of their appointment with a value equal to 100% of base fees. Direct and indirect holdings count towards the minimum shareholding target.

Minimum Shareholding Guidelines for Executive KMP

Executive KMPs are encouraged to progressively, through participation in the Group's equity incentive program, acquire and hold shares over a reasonable period from the date of their appointment. They are expected to hold a minimum number of shares commensurate to their role and responsibilities. Direct and indirect holdings together with unvested equity will count towards the minimum shareholding target.

Equity instruments held by Key Management Personnel

The tables below show the number of shares and share appreciation rights held by Non-executive Directors and Executive KMP respectively at the beginning and end of the financial year.

Common equity

	Balance as at 30 June 2021	Purchased	Disposed	Received on vesting of rights	Other changes during the year	Balance at 30 June 2022
Non-executive Directors						
Ewen Crouch AM	12,482	714	-	-	-	13,196
Jon Brett	1,249	250	-	-	-	1,499
Sophie Mitchell	27,612	714	-	-	-	28,326
Executive Directors		-	-	-		-
Jamie Pherous	19,240,000	-	(1,740,000)	-	-	17,500,000
Laura Ruffles	50,000	-	(33,329)	33,329	-	50,000
Other Key Management Personnel						
Cale Bennett	-	-	-	10,665	-	10,665
Kevin O'Malley	102,429	-	(52,000)	-	-	50,429
Larry Lo	121,632	-	(20,000)	19,997	-	121,629
Debbie Carling	33,578	-	(3,000)	19,997	-	50,575
Greg McCarthy	89,699	-	(25,000)	19,997	-	84,696

Share Appreciation Rights

	Balance as at 30 June 2021	Awarded during the year	Vested during the year	Lapsed / Forfeited	Other changes during the year	Balance at 30 June 2022
Executive Directors						
Laura Ruffles	437,500	125,000	(62,500)	(250,000)	-	250,000
Cale Bennett	185,000	100,000	(20,000)	(25,000)	-	240,000
Larry Lo	262,500	75,000	(37,500)	(150,000)	-	150,000
Debbie Carling	262,500	75,000	(37,500)	(150,000)	-	150,000
Greg McCarthy	287,500	75,000	(37,500)	(175,000)	-	150,000
Kevin O'Malley	187,500	125,000	-	-	-	312,500

Directors' Report

Continued

Securities Trading Policy

The Group's Securities Trading Policy prohibits employees from dealing in CTM securities while in possession of material non-public information relevant to CTM. It also prohibits entry into transactions in associated products that limit the economic risk of participating in unvested entitlements under equity-based remuneration schemes.

Shares under options

There are currently no unissued ordinary shares of CTM under options. No share options were granted as equity compensation benefits during the financial year (FY21: nil).

Loans to KMP

There have been no loans granted to Non-executive Directors and Executive KMP of the Company or their related entities (FY21: nil).

Other transactions and balances with key management personnel

Contingent consideration of \$700,000 in relation to the acquisition of SCT Travel Group Pty Ltd was earned during the financial year and will be paid to Greg McCarthy in FY23.

In the normal course of business, the Group may enter into transactions with various entities that have Directors in common with CTM. Transactions with these entities are made on commercial arm's length terms and conditions. The relevant Directors do not participate in any decisions regarding these transactions.

Non-executive Directors and Executive KMP can acquire travel and event management services from the Group. All transactions are made on normal commercial terms and conditions and at market rates. There are no amounts outstanding in relation to these transactions at 30 June 2022.

<End of Remuneration Report>

Insurance of officers and indemnities

The Company has entered into directors' and officers' insurance policies and paid an insurance premium in respect of the insurance policies, to the extent permitted by the *Corporations Act 2001* (Cth). The insurance policies cover former Directors of the Company along with the current Directors of the Company. Executive officers and employees of the Company and its related bodies corporate are also covered.

In accordance with Rule 24 of its Constitution, the Company, to the maximum extent permitted by law, must indemnify any current or former Director or Company Secretary and current or former executive officers of the Company or any of its related bodies corporate, against all liabilities incurred in those capacities. For the year ended 30 June 2022, no amounts have been paid pursuant to indemnities (FY21: nil).

A Deed of Indemnity, Access and Insurance is in place between the Company and Directors, the Company Secretary and some other current and former executives. The deed indemnifies those persons, to the extent permitted by law, against liabilities, including costs and expenses, incurred as a result of acting in their capacity as officers of the Company or its related bodies corporate.

The Company's Constitution also allows the Company to pay insurance premiums for contracts insuring the officers of the Company in relation to any such liabilities and legal costs. The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability insurance contract, as, in accordance with normal commercial practice, such disclosure is prohibited under the terms of the contract.

Indemnification of auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, PwC, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit. No payment has been made to PwC during or since the end of the financial year in respect of this indemnification (FY21: nil).

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with the leave of the Court under section 237 of the *Corporations Act*.

Non-Audit Services

PwC provided \$209,400 of non-audit services during the year ended 30 June 2022, comprising:

- Tax compliance services - \$84,803
- Tax advisory services - \$79,227
- Other advisory services - \$45,370

The Directors are satisfied that the provision of these non-audit services is compatible with the general standard of independence for auditors in accordance with the *Corporations Act 2001* (Cth). The nature, value and scope of each type of non-audit service provided is considered by the Directors not to have compromised auditor independence.

Directors' Report

Continued

Auditor's Independence Declaration

The Auditor's Independence Declaration for the year ended 30 June 2022 has been received from PwC. This is set out on page 79 of the Directors' Report.

Rounding of amounts

Amounts in the Directors' Report are presented in Australian dollars (unless otherwise indicated) with values rounded to the nearest thousand dollars, or in certain cases, the nearest dollar, in accordance with the Australian Securities and Investments Commission Corporations (Rounding in Financial/Directors' Reports) instrument 2016/191.

This Report is made in accordance with a resolution of the Directors and is signed for and on behalf of the Board.



Mr Ewen Crouch AM
Chairman



Mr Jamie Pherous
Managing Director

17 August 2022
Brisbane

Directors' Report

Continued



Auditor's Independence Declaration

As lead auditor for the audit of Corporate Travel Management Limited for the year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Corporate Travel Management Limited and the entities it controlled during the period.

A handwritten signature in black ink, reading 'Michael Crowe'.

Michael Crowe
Partner
PricewaterhouseCoopers

Brisbane
17 August 2022

PricewaterhouseCoopers, ABN 52 780 433 757
480 Queen Street, BRISBANE QLD 4000, GPO Box 150, BRISBANE QLD 4001
T: +61 7 3257 5000, F: +61 7 3257 5999, www.pwc.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

Consolidated Financial Statements

Consolidated Statement of Profit or Loss and Other Comprehensive Income	81
Consolidated Statement of Financial Position	82
Consolidated Statement of Changes in Equity	83
Consolidated Statement of Cash Flows	84
Notes to the Consolidated Financial Statements	85
Directors' Declaration	141
Independent Auditor's Report	142
Shareholder Information	149

General information

Corporate Travel Management Limited is a public company limited by shares, listed on the ASX, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 24,
307 Queen Street
Brisbane
Queensland 4000

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2022

	Note	2022 \$'000	2021 \$'000
Revenue	4	377,360	174,046
Other Income	5	11,322	26,406
Total revenue and other income		388,682	200,452
Operating Expenses			
Employee benefits		(256,534)	(164,855)
Information technology and telecommunications		(41,502)	(29,220)
Occupancy		(5,094)	(3,820)
Travel and entertainment		(1,990)	(501)
Cost of goods sold		(9,539)	(8,176)
Administrative and general		(25,762)	(24,098)
Depreciation and amortisation	10,16,27	(44,425)	(40,857)
Impairment	10,16	-	(1,261)
Total operating expenses		(384,846)	(272,788)
Operating profit/(loss)		3,836	(72,336)
Finance costs	18	(2,303)	(3,267)
Profit/(loss) before income tax benefit from continuing operations		1,533	(75,603)
Income tax (expense)/benefit	8	(771)	19,018
Profit/(loss) after income tax (expense)/benefit from continuing operations		762	(56,585)
Loss after income tax benefit from discontinued operations		-	(1,176)
Profit/(loss after income tax (expense)/benefit for the year		762	(57,761)
Other comprehensive income/(loss)			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translation of foreign operations		35,576	(28,400)
Other comprehensive income/(loss) for the year, net of tax		35,576	(28,400)
Total comprehensive income/(loss) for the year		36,338	(86,161)
Profit/(loss) for the year is attributable to:			
Non-controlling interest	30	(2,339)	(2,410)
Ordinary Equity Holders of Corporate Travel Management Limited	24	3,101	(55,351)
		762	(57,761)
Total comprehensive income/(loss) for the year is attributable to:			
Continuing operations		(1,959)	(3,856)
Discontinued operations		-	-
Non-controlling interest		(1,959)	(3,856)
Continuing operations		38,297	(81,129)
Discontinued operations		-	(1,176)
Ordinary Equity Holders of Corporate Travel Management Limited		38,297	(82,305)
		36,338	(86,161)
		Cents	Cents
Earnings per share for profit/(loss) attributable to the ordinary equity holders of Corporate Travel Management Limited			
Basic earnings per share	6	2.2	(43.0)
Diluted earnings per share	6	2.2	(43.0)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

As at 30 June 2022

	Note	2022 \$'000	2021 \$'000
ASSETS			
Current assets			
Cash and cash equivalents	11	142,054	99,018
Trade and other receivables	12	281,062	175,428
Inventories	13	1,422	884
Income tax receivable		3,890	9,541
Other assets		9,832	5,803
		438,260	290,674
Non-current assets classified as held for sale	26	3,311	-
Total current assets		441,571	290,674
Non-current assets			
Trade and other receivables	12	-	398
Investments accounted for using the equity method	14	577	2,849
Financial assets at fair value through profit or loss	15	6,998	4,423
Property, plant and equipment	27	11,592	11,155
Right-of-use assets	16	42,422	40,526
Intangible assets	10	968,621	756,918
Deferred tax assets	8	34,916	28,805
Other assets		469	-
Total non-current assets		1,065,595	845,074
Total assets		1,507,166	1,135,748
LIABILITIES			
Current liabilities			
Trade and other payables	17	341,467	204,745
Borrowings	18	-	-
Lease liabilities	19	10,751	9,193
Provisions	21	27,165	18,155
Total current liabilities		379,383	232,093
Non-current liabilities			
Trade and other payables	17	2,171	9,998
Borrowings	18	-	-
Lease liabilities	19	37,601	37,188
Deferred tax liabilities	8	3,206	1,400
Provisions	21	3,420	3,612
Total non-current liabilities		46,398	52,198
Total liabilities		425,781	284,291
Net assets		1,081,385	851,457
EQUITY			
Contributed equity	22	927,397	744,581
Reserves	23	49,454	3,484
Retained earnings	24	91,095	87,994
Equity attributable to the equity holders of Corporate Travel Management Limited		1,067,946	836,059
Non-controlling interests - equity	30	13,439	15,398
Total equity		1,081,385	851,457

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2022

	Contributed equity \$'000	Reserves \$'000	Retained earnings \$'000	Non-controlling interests \$'000	Total equity \$'000
Balance at 1 July 2020	375,314	20,174	143,345	19,254	558,087
Loss after income tax expense for the year	-	-	(55,351)	(2,410)	(57,761)
Other comprehensive loss for the year, net of tax	-	(26,954)	-	(1,446)	(28,400)
Total comprehensive loss for the year	-	(26,954)	(55,351)	(3,856)	(86,161)
Transactions with ordinary equity holders in their capacity as ordinary equity holders:					
Contributions of equity, net of transaction costs (note 22)	369,267	-	-	-	369,267
Share-based payments (note 29)	-	10,264	-	-	10,264
Balance at 30 June 2021	744,581	3,484	87,994	15,398	851,457

	Contributed equity \$'000	Reserves \$'000	Retained earnings \$'000	Non-controlling interests \$'000	Total equity \$'000
Balance at 1 July 2021	744,581	3,484	87,994	15,398	851,457
Loss after income tax expense for the year	-	-	3,101	(2,339)	762
Other comprehensive loss for the year, net of tax	-	35,196	-	380	36,338
Total comprehensive loss for the year	-	35,196	3,101	(1,959)	36,338
Transactions with ordinary equity holders in their capacity as ordinary equity holders:					
Contributions of equity, net of transaction costs (note 22)	182,816	-	-	-	182,816
Share-based payments (note 29)	-	10,774	-	-	10,774
Balance at 30 June 2022	927,397	49,454	91,095	13,439	1,081,385

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes

Consolidated Statement of Cash Flows

For the year ended 30 June 2022

	Note	2022 \$'000	2021 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of consumption tax)		417,313	114,285
Payments to suppliers and employees (inclusive of consumption tax)		(333,898)	(170,294)
Transaction costs relating to acquisitions		(4,403)	(7,153)
Interest received		102	82
Finance costs		(2,929)	(3,258)
Income taxes (paid)/received		(2,270)	5,982
Net cash used in operating activities	11	73,915	(60,356)
Cash flows from investing activities			
Payments for property, plant and equipment	27	(4,278)	(802)
Payments for intangibles	10	(21,686)	(14,545)
Proceeds from sale of property, plant and equipment		9	125
Purchase of controlled entities, deferred consideration	9	(700)	-
Payments relating to purchase of controlled entities, net of cash acquired	9	(88,171)	(276,147)
Proceeds from sale of subsidiary		113	2,867
Change in financial assets		-	(886)
Net cash (used) in investing activities		(114,713)	(289,388)
Cash flows from financing activities			
Proceeds from issue of new shares	22	100,000	379,830
Share issue transaction costs	22	(2,108)	(11,115)
Secured deposits release / (payment)		331	(317)
Principal elements of lease payments		(9,302)	(9,315)
Net cash from financing activities		88,921	359,083
Net increase in cash and cash equivalents		48,123	9,339
Cash and cash equivalents at the beginning of the financial year		99,018	92,843
Effects of exchange rate changes on cash and cash equivalents		(5,087)	(3,164)
Cash and cash equivalents at the end of the financial year		142,054	99,018

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes

Notes to the Consolidated Financial Statements

Note 1. Basis of preparation	86
Note 2. Critical accounting judgements, estimates and assumptions	87
Note 3. Segment reporting	88
Note 4. Revenue	90
Note 5. Other income	92
Note 6. Earnings per share	93
Note 7. Dividends paid and proposed	94
Note 8. Income tax	95
Note 9. Business combinations	99
Note 10. Intangible assets	102
Note 11. Cash and cash equivalents	104
Note 12. Trade and other receivables	105
Note 13. Inventories	106
Note 14. Investments accounted for using the equity method	107
Note 15. Financial assets at fair value through profit or loss	108
Note 16. Right-of-use assets	109
Note 17. Trade and other payables	110
Note 18. Borrowings	111
Note 19. Lease liabilities	112
Note 20. Financial risk management	113
Note 21. Provisions	117
Note 22. Contributed equity	119
Note 23. Reserves	120
Note 24. Retained earnings	121
Note 25. Impairment testing of goodwill	122
Note 26. Non-current assets classified as held for sale	124
Note 27. Property, plant and equipment	125
Note 28. Fair value measurement	126
Note 29. Share-based payments	127
Note 30. Interest in other entities	129
Note 31. Related party transactions	133
Note 32. Parent entity information	134
Note 33. Deed of cross guarantee	136
Note 34. Auditors' remuneration	138
Note 35. Summary of significant accounting policies	139
Note 36. Events after the reporting period	140

Notes to the Consolidated Financial Statements

Note 1. Basis of preparation

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of Corporate Travel Management Limited and its controlled entities ("CTM" or "the Group").

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with the entity and has ability to affect those returns through its power to direct the activities of the entity.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. For subsidiaries acquired within the current financial year, financial statements will be prepared from the date control is transferred to the Group through to the end of the current reporting period. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-Group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and deconsolidated from the date that control ceases.

(b) Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

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

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

(iii) Foreign operations

The results and financial position of all the foreign operations that have functional currencies different to the presentation currencies are translated into the presentation currency as follows:

- Assets and liabilities for each Consolidated Statement of Financial Position item presented are translated at the closing rate at the date of that statement;
- Income and expenses for each profit and loss item in the Consolidated Statement of Profit or Loss and Other Comprehensive Income are translated at average exchange rates; and
- All resulting exchange differences are recognised as a separate component of equity.

Exchange differences arising from the translation of any net investment in foreign operations and of borrowings and other financial instruments designated as hedges of such investments are recognised in other comprehensive income. When a foreign operation is sold, deregistered, or liquidated, or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences is recognised in the profit and loss in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as part of the gain or loss on sale.

Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as the foreign operations' assets and liabilities and translated at the closing rate.

Notes to the Consolidated Financial Statements

Note 2. Critical accounting judgements, estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are considered to be reasonable under the circumstances.

In the process of applying the Group's accounting policies, management is required to exercise judgement. Those judgements involve estimations that may have an effect on the amounts recognised in the financial statements.

The Group makes estimates, assumptions and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed in the notes in this report, as follows:

- Value of intangible assets relating to acquisitions:
 - Note 9 'Business combinations'.
 - Note 10 'Intangible assets'.
- Software developed or acquired not as part of a business combination:
 - Note 10 'Intangible assets'.
- Impairment testing of goodwill:
 - Note 25 'Impairment testing of goodwill'.
- Expected credit losses:
 - Note 20 'Financial risk management'.
- Provisions:
 - Note 21 'Provisions'.
- Share based payments:
 - Note 29 'Share-based payments'.
- Value of investments:
 - Note 14 'Investments accounted for using the equity method'.
 - Note 15 'Financial assets at fair value through profit or loss'.
 - Note 26 'Non-current assets classified as held for sale'.
- The recognition and recoverability of a net deferred tax asset relating to income tax losses:
 - Note 8 'Income tax'.

Judgements and estimates as a result of the Coronavirus (COVID-19) pandemic

Certain key judgements require an assessment of forecast performance of the Group and its businesses. Whilst recovery from the COVID-19 pandemic is underway, at the time of this report some uncertainty remains around the recovery path in the Asia region and therefore those assessments have inherent uncertainty.

These judgements have been made based on the best information available to date regarding the circumstances existing at 30 June 2022 including key judgements as set out above. The assumptions made should not be taken to indicate the outcome of future Group decisions. Should actual performance differ significantly from the assumptions outlined, there may be material changes to the carrying value of assets and liabilities in future reporting periods.

Notes to the Consolidated Financial Statements

Note 3. Segment reporting

(a) Description of segments

The operating segments are based on the reports reviewed by the group of key senior managers who assess performance and determine resource allocation.

The Chief Operating Decision Makers ("CODMs") are the Managing Director, Jamie Pherous (MD), Global Chief Financial Officer, Cale Bennett (CFO), and Global Chief Operating Officer, Laura Ruffles (COO).

The CODMs consider, organise and manage the business from a geographic perspective. The CODMs have identified four operating Travel and related service segments being Australia and New Zealand, North America, Asia, and Europe. There are currently no non-reportable segments.

(b) Segment information provided to the Chief Operating Decision Makers

The CODMs assess the performance of the operating segments based on a measure of underlying EBITDA. This measurement basis excludes the effects of the costs of acquisitions, acquisition related adjustments, and other non-recurring items during the year.

The segment information provided to the CODMs for the reportable segments for the year ended 30 June 2022 is as follows:

June 2022	Australia and New Zealand \$'000	North America \$'000	Asia \$'000	Europe \$'000	Other* \$'000	Total \$'000
Total revenue from external parties	66,514	213,270	14,536	83,040	-	377,360
Other income	1,835	4,433	2,772	871	1,411	11,322
Total revenue and other income	68,349	217,703	17,308	83,911	1,411	388,682
Underlying EBITDA	11,864	27,178	(3,012)	37,416	(13,641)	59,805
Total segment assets	374,521	576,945	165,658	355,269	34,773	1,507,166
Total segment liabilities	105,599	73,342	57,893	185,316	3,631	425,781

June 2021	Australia and New Zealand \$'000	North America \$'000	Asia \$'000	Europe \$'000	Other* \$'000	Total \$'000
Total revenue from external parties	34,619	92,691	8,506	38,230	-	174,046
Other income	7,399	3,331	10,380	3,767	1,529	26,406
Total revenue and other income	42,018	96,022	18,886	41,997	1,529	200,452
Underlying EBITDA	7,745	(10,724)	(5,355)	10,119	(9,034)	(7,249)
Total segment assets	122,027	536,324	147,721	307,345	22,331	1,135,748
Total segment liabilities	44,308	76,234	38,428	123,000	2,321	284,291

* The other segment represents the Group's support service, created to support the operating segments and growth of the global business.

Notes to the Consolidated Financial Statements

Note 3. Segment reporting continued

(c) Other segment information

Underlying EBITDA

The reconciliation of underlying Statutory EBITDA to underlying and statutory loss before income tax is provided as follows:

	2022 \$'000	2021 \$'000
Underlying EBITDA from Continuing Operations	59,805	(7,249)
Discontinued operations	-	(755)
Underlying EBITDA	59,805	(8,004)
Underlying EBITDA	59,805	(7,249)
Interest revenue	102	82
Finance costs	(903)	(1,728)
Interest on lease liabilities	(1,400)	(1,539)
Depreciation - Plant and equipment	(5,240)	(4,720)
Depreciation - Right-of-use assets	(9,513)	(9,384)
Amortisation - Intangibles	(20,517)	(18,711)
Impairment - Intangibles	-	(358)
Underlying profit / (loss) before income tax (benefit) from continuing operations	22,334	(43,607)
Non-recurring items		
Acquisition costs	(3,293)	(7,153)
Integration costs	(8,925)	(11,471)
Right-of-use assets - impairment (integration costs)	-	(903)
Gain on sale of DVI	-	970
Other	-	(2,876)
COVID-19 impacts		
Bad and doubtful debts	570	(1,199)
Redundancy costs	-	(1,322)
	(11,648)	(23,954)
Amortisation - client contracts and relationships	(9,153)	(8,042)
Profit/(loss) before income tax benefit from continuing operations	1,533	(75,603)

Accounting policy

AASB 8 Operating Segments requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes.

Operating segments are reported in a manner that is consistent with the internal reporting provided to the Chief Operating Decision Makers. The CODMs have been identified as a group of executives, which is the committee that makes strategic decisions.

Goodwill is allocated by management to groups of cash-generating units on a segment level.

Notes to the Consolidated Financial Statements

Note 4. Revenue

(a) Disaggregation of revenue from contracts with customers

2022	Australia and New Zealand \$'000	North America \$'000	Asia \$'000	Europe \$'000	Total \$'000
Transactional revenue	61,796	175,153	13,987	78,459	329,395
Volume based incentive revenue	778	20,551	528	2,594	24,451
Revenue from sale of inventory	-	12,470	-	-	12,470
Licensing revenue	3,162	4,857	-	992	9,011
Other revenue	778	239	21	995	2,033
Total revenue from external parties	66,514	213,270	14,536	83,040	377,360

2021	Australia and New Zealand \$'000	North America \$'000	Asia \$'000	Europe \$'000	Total \$'000
Transactional revenue	31,033	72,006	8,269	36,452	147,760
Volume based incentive revenue	617	5,992	207	608	7,424
Revenue from sale of inventory	-	10,339	-	-	10,339
Licensing revenue	2,474	4,326	-	1,169	7,969
Other revenue	495	28	30	1	554
Total revenue from external parties	34,619	92,691	8,506	38,230	174,046

(b) Assets related to contracts with customers

The Group has contract assets related to contracts with suppliers:

	2022 \$'000	2021 \$'000
Contract assets	11,877	3,674

Contract assets represent only current balances for amounts outstanding from suppliers for volume based incentive revenue.

Notes to the Consolidated Financial Statements

Note 4. Revenue continued

Accounting policy

Transactional revenue

Transactional revenue is revenue derived from clients and suppliers generated from the provision of travel services to clients. The performance obligation is the facilitation of travel related services on behalf of clients. Transactional revenue is the fixed amount per client transaction and is recognised at either the ticketed date of the travel booking or on the date of travel, depending on the terms of the contract, or as earned per the contract.

Volume based incentive revenue

Volume based incentive revenue is revenue derived from contracts with suppliers. The revenue is variable and is dependent upon the achievement of contractual performance criteria specific to each supplier. Revenue is recognised over time and is measured as the amount that is deemed highly probable to be received, which has been determined using the most likely amount method and the Group's experience with the contracts.

Revenue from sale of inventory

Revenue from sale of inventory is revenue derived from the sale of gift cards for loyalty programs within the US market. This revenue is recognised at the time the order is dispatched to the customer.

Licensing Revenue

Licensing revenue is revenue derived from the right to use CTM's software and travel supply network. This revenue is recognised over time in-line with the satisfaction of the performance obligation, being the provision of access to software and the travel supply network.

Other revenue

Other revenue is recognised when the transfer of the promised goods or service to the customer has been completed. Other revenue includes interest revenue, rental income, and other minor operating revenue.

Notes to the Consolidated Financial Statements

Note 5. Other income

This note provides a breakdown of the items included in other income.

	2022 \$'000	2021 \$'000
Net foreign exchange gain	2,450	2,169
Net fair value gain on investments	2,148	-
Government grants	3,942	18,401
Other	2,782	5,836
Other income	11,322	26,406

Income from Government grants as a result of the COVID-19 pandemic has been recognised in other income. In FY21 and FY22, the Group received government assistance for operations in Australia, New Zealand, Hong Kong and the United Kingdom.

There are no unfulfilled conditions or other contingencies attached to these grants. The Group did not benefit directly from any other forms of government assistance. Government grant income offsets the cost of retaining additional staff. In the Asia and Europe regions, access to the grants was made possible by retaining staff.

Accounting Policy

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. If conditions are attached to the grant which must be satisfied before the Group is eligible to receive the contribution, the recognition of the grant as revenue will be deferred until those conditions are satisfied.

Notes to the Consolidated Financial Statements

Note 6. Earnings per share

The following information reflects the income and share data used in the basic and diluted earnings per share computations:

	2022 \$'000	2021 \$'000
Earnings per share for profit/(loss) from continuing operations		
Profit/(loss) after income tax	762	(57,761)
Non-controlling interest	2,339	2,410
Profit/(loss) after income tax attributable to the ordinary equity holders of Corporate Travel Management Limited	3,101	(55,351)
	Number	Number
Weighted average number of ordinary shares used as a denominator in calculating basic earnings per share	140,059,733	128,645,231
Adjustments for calculation of diluted earnings per share	3,558	-
Weighted average number of ordinary shares used as a denominator in calculating diluted earnings per share	140,063,291	128,645,231

Accounting policy

Basic earnings per share

Basic earnings per share is calculated as net profit/(loss) attributable to owners of the Group, adjusted to exclude any costs of servicing equity (other than dividends) divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share

Diluted earnings per share is calculated as net profit/(loss) attributable to members of the parent, divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element, and adjusted for:

- Costs of servicing equity (other than dividends);
- The after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- Other non-discretionary changes in revenues or expenses during the period that would result from the conversion into potential ordinary shares.

Notes to the Consolidated Financial Statements

Note 7. Dividends paid and proposed

Ordinary shares

Current period

There were no dividends paid or recommended during the current reporting period. The dividends approved by the Board of Directors in August 2022 for the current reporting period to be paid in FY23 are shown below.

	2022 \$'000	2021 \$'000
Approved by the Board of Directors in August but not recognised as a liability as at 30 June	7,260	-

Previous period

There were no dividends paid, recommended or determined during, or for, the previous reporting period.

Franking credit balance

	2022 \$'000	2021 \$'000
Franking credits available for subsequent reporting periods based on a tax rate of 30% (2021: 30%)	-	-

Accounting policy

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance dates. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Notes to the Consolidated Financial Statements

Note 8. Income tax

	2022 \$'000	2021 \$'000
Current income tax		
Current tax on profits for the year	7,835	(345)
Adjustments for current tax of prior periods	1,407	531
Deferred income tax		
(Increase) in deferred tax assets	(13,660)	(24,680)
Increase in deferred tax liabilities	5,189	5,444
Income tax expense/(benefit)	771	(19,050)
Income tax expense/(benefit) is attributable to:		
Profit/(loss) from continuing operations	771	(19,018)
Loss from discontinued operations	-	(32)
Income tax expense/(benefit)	771	(19,050)
Numerical reconciliation of income tax expense/(benefit) to prima facie tax payable/(receivable)		
Profit/(loss) before income tax (expense)/benefit from continuing operations	1,533	(75,603)
Loss before income tax benefit from discontinued operations	-	(1,208)
	1,533	(76,811)
Tax at the statutory tax rate of 30%	460	(23,043)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible amounts	2,172	729
Other amounts	(426)	234
	2,206	(22,080)
Adjustments for current tax of prior periods	1,407	531
Recognition of temporary differences previously not brought to account	(299)	(921)
Difference in overseas tax rates	(1,257)	4,092
Research and development tax credit	(401)	(669)
Utilisation of previously unrecognised tax losses	(885)	(3)
Income tax expense/(benefit)	771	(19,050)

Notes to the Consolidated Financial Statements

Note 8. Income tax continued

Deferred income tax

	2022 \$'000	2021 \$'000
Deferred tax assets		
The balance comprises temporary differences attributable to:		
Provisions	12,715	7,115
Employee benefits (SARs)	6,232	5,620
Lease liabilities	11,285	10,825
Tax losses	45,934	30,495
	76,166	54,055
Set-off of deferred tax liabilities pursuant to set-off provisions	(41,250)	(25,250)
Net deferred tax assets	34,916	28,805
	2022 \$'000	2021 \$'000
Deferred tax liabilities		
The balance comprises temporary differences attributable to:		
Depreciation and amortisation	34,328	17,345
Accrued income	(101)	281
Right-of-use assets	10,044	9,122
Other	185	(98)
	44,456	26,650
Set-off of deferred tax assets pursuant to set-off provisions	(41,250)	(25,250)
Net deferred tax liabilities	3,206	1,400

Notes to the Consolidated Financial Statements

Note 8. Income tax continued

Deferred income tax

	At 1 July \$'000	(Charged)/ credited in year via P&L \$'000	(Charged)/ credited in year via equity \$'000	Acquisition of subsidiaries \$'000	Disposal of subsidiaries \$'000	Change in FX rates \$'000	At 30 June \$'000
Deferred tax assets							
2022							
Provisions	7,115	3,907	103	1,095	-	495	12,715
Employee benefits (SARs)	5,620	(1,888)	2,500	-	-	-	6,232
Lease liabilities	10,825	(1,674)	-	1,706	-	428	11,285
Tax losses	30,495	13,315	-	-	-	2,124	45,934
Other	-	-	-	-	-	-	-
	54,055	13,660	2,603	2,801	-	3,047	76,166

2021							
Provisions	6,042	650	553	90	(1)	(219)	7,115
Employee benefits (SARs)	-	791	4,829	-	-	-	5,620
Lease liabilities	11,540	(214)	-	-	(12)	(489)	10,825
Tax losses	7,347	23,483	-	-	(117)	(218)	30,495
Other	30	(30)	-	-	-	-	-
	24,959	24,680	5,382	90	(130)	(926)	54,055

	At 1 July \$'000	(Charged)/ credited in year via P&L \$'000	(Charged)/ credited in year via equity \$'000	Acquisition of subsidiaries \$'000	Disposal of subsidiaries \$'000	Change in FX rates \$'000	At 30 June \$'000
Deferred tax liabilities							
2022							
Depreciation and amortisation	17,345	5,963	-	9,291	-	1,729	34,328
Accrued income	281	184	-	(591)	-	25	(101)
Right-of-use assets	9,122	(1,169)	-	1,706	-	385	10,044
Other	(98)	211	72	-	-	-	185
	26,650	5,189	72	10,406	-	2,139	44,456

2021							
Depreciation and amortisation	15,800	1,889	-	945	24	(1,313)	17,345
Accrued income	1,383	(887)	-	(136)	-	(79)	281
Right-of-use assets	10,070	(511)	-	-	(5)	(432)	9,122
Other	3,483	4,953	(8,534)	-	-	-	(98)
	30,736	5,444	(8,534)	809	19	(1,824)	26,650

The Group has tax losses that arose in foreign subsidiaries of \$40,719,000 (2021: 14,754,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. In most cases, the unused tax losses have no expiry date. Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group and there is insufficient evidence to support recoverability in the near future. If the Group were able to recognise all unrecognised deferred tax assets, the profit would increase by \$7,510,000 (2021: \$3,210,000).

Notes to the Consolidated Financial Statements

Note 8. Income tax continued

Accounting policy

Tax consolidation

Corporate Travel Management Limited and its 100% owned Australian resident subsidiaries have formed a tax consolidated group with effect from 1 July 2008. Corporate Travel Management Limited is the head entity of the tax consolidated group. Members of the Group have entered into a tax sharing agreement in order to enable Corporate Travel Management Limited to allocate income tax expense to the wholly owned subsidiaries on a pro-rata basis. In addition, the agreement provides for the allocation of income tax liabilities amongst the entities should the head entity default on its tax payment obligations.

Tax effect accounting by members of the tax consolidated group

Members of the tax consolidated group have entered into a tax funding agreement. The tax funding agreement provides for the allocation of current taxes to members of the tax consolidated group in accordance with their accounting profit for the period, while deferred taxes are allocated to members of the tax consolidated group in accordance with the principles of AASB 112 Income Taxes. Allocations under the tax funding agreement are made at the end of each quarter.

The allocation of taxes under the tax funding agreement is recognised as an increase/decrease in the subsidiaries' intercompany accounts with the tax consolidated group head company, Corporate Travel Management Limited.

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

Deferred income tax is provided for in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates and laws that have been enacted, or substantially enacted, by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

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

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

Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

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

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Consolidated Statement of Financial Position. Cash flows are included in the Consolidated Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Notes to the Consolidated Financial Statements

Note 9. Business combinations

HLO Corporate

On 31 March 2022, the Group acquired 100% of Helloworld Travel Limited's (ASX: HLO) corporate and entertainment travel businesses ('HLO Corporate'). The cost of the acquisition was \$188,899,000, with \$104,078,000 paid in cash and the remaining \$84,821,000 paid via the issuance of 3,571,429 CTM shares to Helloworld Group Pty Limited at an issue price of \$23.75. These shares are subject to escrow until 31 March 2023. There is no earn-out consideration payable.

Acquisition-related costs of \$2,934,000 are included in administrative and general expenses in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Trade and other receivables approximate the gross contractual amounts receivable, adjusted for any balances expected to be uncollectible.

The acquired business contributed revenues of \$13,504,000 and a net profit after tax of \$1,687,000 to the Group for the period 1 April 2022 to 30 June 2022. If the acquisition had occurred on 1 July 2021, the Group's consolidated revenue and net profit after tax for the year ended 30 June 2022 would change from \$377,360,000 to \$431,523,000 and from \$762,000 to \$7,528,000 respectively based on the extrapolation of the contribution since acquisition.

Safe2Travel Pte. Limited

On 29 April 2022, the Group acquired 100% of the shares of Universal Advisory Pte Ltd, which owns 96.5% of Safe2Travel Pte Ltd (together, Safe2Travel), a corporate travel management company based in Singapore. The cost of the acquisition was \$4,690,000. There is no earn-out consideration payable.

Acquisition-related costs of \$270,000 are included in administrative and general expenses in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Trade and other receivables approximate the gross contractual amounts receivable, adjusted for any balances expected to be uncollectible.

The acquired business contributed revenues of \$603,000 and a net profit/(loss) after tax of (\$36,000) to the Group for the period 30 April 2022 to 30 June 2022. If the acquisition had occurred on 1 July 2021, the Group's consolidated revenue and profit after tax for the year ended 30 June 2022 would change from \$377,360,000 to \$380,908,000 and from \$762,000 to \$533,000 respectively based on the extrapolation of the contribution since acquisition.

	HLO Corporate \$'000	Safe2Travel \$'000
Fair value acquisition consideration and reconciliation to cash flow		
Initial consideration - cash	100,000	4,690
Initial consideration - equity	84,821	-
Working capital adjustment	4,078	-
Total acquisition date fair value consideration	188,899	4,690
Cash paid	104,078	4,690
less: cash balances acquired	(20,034)	(642)
Total outflow of cash - investing activities	84,044	4,048

Notes to the Consolidated Financial Statements

Note 9. Business combinations continued

The provisional fair values of the assets and liabilities of the acquired businesses, as at the date of acquisition, are as follows:

	HLO Corporate \$'000	Safe2Travel \$'000
Current assets		
Cash and cash equivalents	20,034	642
Trade and other receivables	19,613	2,835
Other assets	1,430	1,214
Non-current assets		
Property, plant and equipment	366	68
Right-of-use assets	5,685	1,426
Intangible assets	1,959	-
Deferred tax asset	1,686	-
Current liabilities		
Trade and other payables	(22,928)	(3,628)
Lease liabilities	(1,237)	(479)
Income tax payable	-	(8)
Provisions	(2,711)	(527)
Non-current liabilities		
Lease liabilities	(4,449)	(949)
Provisions	(80)	(104)
Deferred tax liability	-	(8)
Net identifiable assets acquired	19,368	482
Goodwill on acquisition	148,038	2,304
Intangible assets - client contracts and relationships	30,300	1,529
Intangible assets - brands	250	635
Deferred tax liability	(9,057)	(260)
Net assets acquired	188,899	4,690

Additional acquisitions

On 31 May 2022 the Group acquired 100% of the shares in Global Travel Support Service Co. domiciled in Japan. The acquisition consideration was \$85,000 and the cash acquired through the acquisition was \$6,000. The acquisition does not have a material impact on the Group's financial results.

Prior period business combinations

During the year ended 30 June 2022, \$700,000 of contingent consideration relating to the achievement of performance conditions in FY21 was paid for prior year business combinations. The payment is associated with the acquisition of SCT Travel Group Pty Ltd ("Platinum Travel").

Notes to the Consolidated Financial Statements

Note 9. Business combinations continued

Accounting policy

The purchase method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred is measured as the fair value of the assets acquired, shares issued or liabilities incurred or assumed at the date of exchange. Acquisition-related costs are expensed in the period in which the costs are incurred.

Where equity instruments are issued in a business combination, the fair value of the instruments is their published market price as at the date of exchange. Transaction costs arising on the issue of equity instruments are recognised directly in equity. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

With limited exceptions, all identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, over the net fair value of the Group's share of the identifiable net assets acquired is recognised as goodwill. If the consideration transferred for the acquisition is less than the Group's share of the net fair value of the identifiable net assets of the subsidiary, the difference is recognised as a gain in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of the cash consideration is deferred, the amounts payable in the future are discounted to their present value, as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified as a financial liability at acquisition. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in other income or other expenses, and interest expense resulting from discounting is recognised within finance costs in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. Any subsequent adjustment to the final contingent consideration, based on actual results as at 30 June 2022, has been reflected in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the noncontrolling interests' proportionate share of the acquired entity's net identifiable assets.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position and Consolidated Statement of Changes in Equity.

Critical estimates, assumptions and judgements

Value of intangible assets relating to acquisitions

The Group has allocated portions of the cost of acquisitions to client contracts and relationships, software and other intangibles. Client contracts and relationships were valued using the multi-period excess earnings method. These calculations require the use of assumptions including future customer retention rates and cash flows.

Acquired software has been valued using the cost to re-create method. These calculations require the use of assumptions including the period of time it would take to rebuild the software, the number of people it would take to rebuild the software and the cost per person to rebuild the software.

Acquired other intangible assets were valued using the relief from royalty method. These calculations require the use of assumptions including the projection of financial performance and the estimation of a suitable royalty rate, useful life and discount rate.

Value of financial assets held at fair value through profit or loss and investments accounted for under the equity method

The Group has allocated portions of the cost of acquisitions to financial assets held at fair value through profit or loss. As these minority interests are unlisted securities, significant inputs used to calculate the fair value of these interests are unable to be based upon observable market data and assumptions must be used. The Group relies upon financial information provided by the controlling interest for measurement purposes.

The Group has allocated portions of the cost of acquisitions to investments accounted for under the equity method. Whilst the Group has significant influence over the investee, it does not have a controlling interest and relies upon financial information provided by the investee to calculate the value of these investments.

Notes to the Consolidated Financial Statements

Note 10. Intangible assets

	2022 \$'000	2021 \$'000
Goodwill - at cost	882,108	699,677
Less: Accumulated amortisation & impairment	(22,915)	(21,424)
	859,193	678,253
Customer contracts - at cost	133,659	96,928
Less: Accumulated amortisation	(71,368)	(59,873)
	62,291	37,055
Software - at cost	108,867	93,211
Less: Accumulated amortisation & impairment	(65,393)	(54,864)
	43,474	38,347
Other intangible assets - at cost	5,765	4,608
Less: Accumulated amortisation	(2,102)	(1,345)
	3,663	3,263
	968,621	756,918

Reconciliations

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

	Client contracts and relationships \$'000	Software \$'000	Goodwill \$'000	Other intangible assets \$'000	Total \$'000
Balance at 1 July 2020	15,122	30,865	478,211	260	524,458
Additions	-	14,522	-	23	14,545
Additions through business combinations (note 9)	33,188	14,668	232,212	4,358	284,426
Disposals	-	(1,895)	-	-	(1,895)
Impairment expense	-	(358)	-	-	(358)
Amortisation expense - continuing operations	(8,042)	(17,614)	-	(1,097)	(26,753)
Amortisation expense - discontinued operations	-	(323)	-	-	(323)
Exchange differences	(3,213)	(1,518)	(32,170)	(281)	(37,182)
Balance at 30 June 2021	37,055	38,347	678,253	3,263	756,918
Additions	-	21,686	-	-	21,686
Additions through business combinations (note 9)	31,829	1,959	150,342	885	185,015
Disposals	-	-	-	-	-
Impairment expense	-	-	-	-	-
Amortisation expense - continuing operations	(9,153)	(19,903)	-	(614)	(29,670)
Exchange differences	2,560	1,385	30,598	129	34,672
Balance at 30 June 2022	62,291	43,474	859,193	3,663	968,621

Notes to the Consolidated Financial Statements

Note 10. Intangible assets continued

Accounting policy

Client contracts and relationships

The client contracts were acquired as part of a business combination (refer note 9 'Business combinations' for details). They are recognised at their fair value at the date of acquisition and amortised based on a straight line basis.

Software developed or acquired not as part of a business combination

Costs incurred in developing products or systems and costs incurred in acquiring software and licenses that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised as software and systems assets.

Software acquired as part of a business combination

Identifiable intangible software acquired through a business combination, which is expected to contribute future period financial benefits through revenue generation and/or cost reduction is capitalised as software and system assets.

Other

Other intangible assets, such as brand names are recognised at fair value and are amortised over their useful life. Other intangible assets with an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that the intangible asset may be impaired.

Amortisation expense

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

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

Item	Years	Method	Acquired/Internally generated
Client contracts and relationships	3 – 6	Straight line	Acquired
Software developed and acquired	1 – 7	Straight line	Acquired/Internally generated
Other intangible assets	2 – 10	Straight line	Acquired

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

Impairment expense

Goodwill and indefinite life intangibles are tested for impairment annually, or whenever facts and circumstances indicate possible impairment. An impairment loss is recognised when the carrying amount exceeds recoverable amount. The recoverable amount is the higher of fair value less costs of disposal or value-in-use.

Goodwill

Goodwill is reviewed for impairment, annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired (refer note 25 'Impairment testing of goodwill').

Critical estimates, assumptions and judgements

Client contracts and relationships

The Group recognises customer contracts and relationships arising from business combinations. Estimates and judgements are used in determining the fair value of future benefits of contracts and relationships acquired.

Software developed or acquired not as part of a business combination

The Group recognises internally generated software assets arising from development once they meet the criteria set out in the Australian Accounting Standards. Estimates are used in determining the useful life for amortisation. There is also judgement involved in assessing how the assets will deliver probable future economic benefit to the Group.

Goodwill

Refer note 25 'Impairment testing of goodwill'.

Notes to the Consolidated Financial Statements

Software acquired as part of a business combination

Refer to note 9 'Business combinations'

Note 11. Cash and cash equivalents

	2022 \$'000	2021 \$'000
Cash at bank and on hand	126,531	92,824
Client cash	15,523	6,194
Total cash and cash equivalents	142,054	99,018

Cash at bank and on hand and client cash earns interest at floating rates. The range of deposit rates as at 30 June 2022 was: -0.50% to 2.20% (2021: -0.50% to 0.08%).

Accounting policy

Cash and cash equivalents in the Consolidated Statement of Financial Position comprise cash at bank and on hand and short-term deposits, with an original maturity of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Client cash represents amounts contributed by clients that the Group is required by regulation or contracted to hold separately before release.

For the purpose of the Consolidated Statement of Cash Flows, cash and cash equivalents consists of cash and cash equivalents as defined, net of outstanding bank overdrafts.

	2022 \$'000	2021 \$'000
Reconciliation of loss after income tax to net cash inflow/(outflow) from operating activities		
Profit/Loss for the year	762	(57,761)
Adjustments for:		
Depreciation and amortisation	44,425	41,306
Impairment of intangible assets	-	1,261
Net exchange differences	(1,827)	107
Non-cash interest	111	60
Non-cash employee benefits expense - share-based payments	8,386	5,548
Net gain on disposal of subsidiary	-	(970)
Net gain/(loss) on disposal of non-current assets	23	439
Unrealised Gain from Fair value of investments	(2,150)	-
(Increase)/decrease in trade and other receivables	(73,002)	(99,803)
(Increase)/decrease in prepayments	(1,854)	3,148
Increase/(decrease) in deferred tax balances	(8,539)	(18,968)
Increase/(decrease) in income tax payable	7,039	1,914
Increase/(decrease) in payables and provisions	100,997	63,195
(Increase)/decrease in inventory	(456)	168
Net cash flow from operating activities	73,915	(60,356)

Notes to the Consolidated Financial Statements

Note 12. Trade and other receivables

	2022 \$'000	2021 \$'000
Current assets		
Trade receivables ¹	33,143	20,378
Client receivables ¹	219,378	145,766
Contract assets	11,090	3,416
	263,611	169,560
Deposits ²	6,926	5,248
Other receivables	10,525	620
	17,451	5,868
Total current trade and other receivables	281,062	175,428
Non-current assets		
Long-term receivables	-	398
Total trade and other receivables	281,062	175,826

¹ Trade and client receivables are non-interest bearing and are generally on terms ranging from 7 to 30 days.

² Deposit balance represents advanced deposits to suppliers and deposits made on behalf of clients for travel which will occur at a future date.

Accounting policy

Trade and client receivables are recognised initially at fair value and, subsequently, measured at amortised cost using the effective interest method, less a provision for impairment in accordance with the simplified approach permitted by AASB 9 Financial Instruments (AASB 9).

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected credit loss provision for all trade and client receivables and contract assets (refer note 20 'Financial risk management').

Notes to the Consolidated Financial Statements

Note 13. Inventories

A reconciliation of the values of inventory at the beginning and end of the current and previous financial year is set out below:

	2022 \$'000	2021 \$'000
Current assets		
Inventory	1,422	884

Amounts recognised in profit or loss

Inventories recognised as an expense during the year ended 30 June 2022 amounted to \$9,539,000 (2021: \$8,176,000). These were included in cost of goods sold in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Accounting policy

Inventory is valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Inventory represents gift cards for a loyalty program in the North American market.

Revenue from the sale of inventory is recognised at the time the order is fulfilled and sent to the customer. Cost of goods sold is recognised as an expense of the value of inventory sold.

Notes to the Consolidated Financial Statements

Note 14. Investments accounted for using the equity method

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting.

The following table presents the Group's investments accounted for using the equity method at 30 June 2022:

Name of company	Principal Activity	Ownership Interest 2022 %	Ownership Interest 2021 %	Investment in associates 2022 \$'000	Investment in associates 2021 \$'000
2120 Tower LLC (North America)	Commercial real estate	37.78%	37.78%	-	2,849
MFG Reisen (Europe)	Travel services	40.00%	40.00%	577	-

The owner collective of 2120 Tower LLC are currently undertaking to sell the building to which this investment relates, resulting in this asset being classified as an asset held for sale at 30 June 2022. Refer to note 26 'Non-current assets classified as held for sale' for more information.

Accounting policy

Associates

Associates are entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the Consolidated Statement of Financial Position at cost plus post-acquisition changes in the Group's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Notes to the Consolidated Financial Statements

Note 15. Financial assets at fair value through profit or loss

Minority interest investments are investments in entities over which the Group does not have significant influence or joint control. This is generally the case where the Group holds less than 20% share capital. These investments are accounted for at fair value through profit or loss.

The following table presents the Group's financial assets measured and recognised at fair value at 30 June 2022:

	2022 \$'000	2021 \$'000
Minority interest investments	6,998	4,423

Refer to note 28 'Fair value measurement' for further information on fair value measurement.

Notes to the Consolidated Financial Statements

Note 16. Right-of-use assets

	2022 \$'000	2021 \$'000
Buildings - right-of-use	65,375	56,778
Accumulated depreciation	(22,341)	(15,344)
Accumulated impairment	(868)	(908)
Total right-of-use assets (buildings)	42,166	40,526
Motor vehicles - right-of-use	399	-
Less: Accumulated depreciation	(143)	-
Total right-of-use assets (motor vehicles)	256	-
Total right-of-use assets	42,422	40,526
	2022 \$'000	2021 \$'000
Opening net book value	40,526	46,828
Additions	3,607	1,340
Additions through the acquisition of businesses (refer Note 9)	7,111	15,079
Disposals	(445)	(9,701)
Depreciation - continuing operations	(9,513)	(9,384)
Depreciation - discontinued operations	-	(90)
Impairment of assets	-	(903)
Exchange difference	1,136	(2,643)
Closing net book value	42,422	40,526
	2022 \$'000	2021 \$'000
Expense relating to short-term leases (operating expenses)	-	4
Expense relating to leases of low-value assets that are not shown above as short term leases (included in operating expenses)	422	426
Expense relating to variable lease payments not included in lease liabilities (included in operating expenses)	966	563

Accounting policy

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Extension and termination options are included in a number of building leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of the extension and termination options held are exercisable only by the Group and not by the respective lessors. Where appropriate extension options have been included in the lease liabilities. Extension options are only included in the lease term if the lease is reasonably certain to be extended. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Notes to the Consolidated Financial Statements

Note 17. Trade and other payables

	2022 \$'000	2021 \$'000
Current liabilities		
Trade payables ¹	32,816	41,079
Client payables ¹	244,898	119,048
Other payables and accruals	63,053	43,918
Acquisition payable	700	700
Total current trade and other payables	341,467	204,745
Non-current liabilities		
Other payables and accruals	2,171	9,998
Total trade and other payables	343,638	214,743

¹ Trade payables and client payables are non-interest bearing and are normally settled on terms ranging from 7 to 30 days.

Accounting policy

Client payables result from the provision of travel services and products to clients. Trade payables result from other activities required to provide those travel services, such as corporate services.

Other payables and accruals represent liabilities for goods and services received, amounts recognised as redundancy payments, and amounts owed to clients for refunds. These amounts are unsecured and are paid within terms ranging from 7 to 30 days from recognition. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method. Other payables and accruals also include amounts received from third parties that are recognised as revenue in line with the performance obligations attached to the relevant contract.

Acquisition payables are recognised where contingent consideration hurdles have been satisfied and the amount is to be settled from previously acquired entities.

Notes to the Consolidated Financial Statements

Note 18. Borrowings

Borrowings

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

	2022 \$'000	2021 \$'000
Total current borrowings	-	-

In April 2022, the Group established a new, unsecured syndicated bank loan facility, replacing the previous secured £60,000,000 (\$110,644,000) facility. The new facility is a revolving line of credit with a total available limit of \$100,000,000 and an availability period until 1 July 2025.

The refinancing has reduced the Group's total available bank debt limits by \$10,664,000 compared to 30 June 2021. This amount was considered surplus to requirements. The reduction was made to reduce costs associated with carrying the surplus capacity. As the facility is unsecured, it provides the Group with a more flexible source of funding and a lower total carrying cost.

Capitalised establishment costs relating to the new debt facility have been recognised in Other Assets and the balance will be amortised over the life of the facility. As at 30 June 2022, the establishment costs paid which are recognised as current and non-current assets are \$237,000 and \$469,000 respectively.

The Group has remained in compliance with requirements under its bank facilities throughout the period.

A covenant waiver agreed with lenders under the previous debt facility expired in December 2021. No further waiver of covenants was required due to the Group returning to profitability sufficient to satisfy covenant thresholds.

Bank guarantees/letters of credit

The Group provides bank guarantees and letters of credit primarily for the benefit of suppliers in accordance with state travel agency licensing and International Air Transport Association (IATA) regulations. The table below shows the outstanding balance of guarantees issued by the Group at 30 June 2022:

	2022 \$'000	2021 \$'000
Bank guarantees	17,746	19,595

Finance costs

	2022 \$'000	2021 \$'000
Bank loans (including commitment fees)	820	1,544
Interest expense - leases	1,400	1,539
Other finance costs	83	184
Total finance costs	2,303	3,267

Accounting policy

Borrowings

Borrowings are initially recognised at fair value and are then subsequently measured at amortised cost using the effective interest rate method. Establishment costs are capitalised and are amortised over the life of the related borrowing unless there are no borrowings noted in which case capitalised establishment costs are recognised as Other Assets.

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

Finance costs

This expense is recognised as interest accrues, using the effective interest method for bank loans and an incremental borrowing rate for lease liabilities. These methods calculate the amortised cost of a financial liability and allocate the interest expense over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount of the financial liability.

Notes to the Consolidated Financial Statements

Note 19. Lease liabilities

	2022 \$'000	2021 \$'000
Current liabilities		
Lease liabilities - buildings	10,716	9,193
Lease liability - vehicles	35	-
	10,751	9,193
Non-current liabilities		
Lease liabilities - buildings	37,509	37,188
Lease liability - vehicles	92	-
	37,601	37,188
Total lease liability	48,352	46,381

Reconciliation of lease liabilities at 30 June 2022 was as follows:

	2022 \$'000	2021 \$'000
Opening net book value	46,381	53,095
Additions	2,818	1,477
Additions through business combinations (note 9)	7,114	15,391
Disposals	(511)	(11,330)
Repayment of principal element of lease liabilities	(9,302)	(9,315)
Exchange difference	1,852	(2,937)
	48,352	46,381

Accounting policy

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Notes to the Consolidated Financial Statements

Note 20. Financial Risk Management

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

(a) Market risk

Interest rate risk

The Group's income and financial cash flows are impacted by changes in market interest rates, as the Group holds both interest bearing assets and liabilities.

The Group's main interest rate exposure during the period arose from interest receivable on cash deposited with banks. As at 30 June 2022, the Group had no outstanding variable rate borrowings (refer note 18 'Borrowings').

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

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk. Foreign exchange risk arises from future transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant Group entity.

When managing its net risk position, the Group uses foreign exchange spot and forward contracts. The Group's multi-currency debt facility also allows for borrowings in relevant currencies to provide an offset to revaluation of foreign currency assets where funding is also required.

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in Australian dollars, was as follows.

	Cash and cash equivalents \$'000	Trade and other receivables \$'000	Related party loans \$'000	Trade and other payables \$'000	Borrowings \$'000	Total \$'000
2022						
EUR	1,872	3,006	1,063	(2,070)	-	3,871
HKD	-	1	932	-	-	933
NZD	3	18	746	-	-	767
USD	483	227	43	(270)	-	483
CHF	143	525	216	(448)	-	436
SEK	204	18	125	(73)	-	274
Other	412	297	(142)	(394)	-	173
Total foreign exchange risk	3,117	4,092	2,983	(3,255)	-	6,937

Based on the 30 June 2022 balances, a 10% stronger and 10% weaker Australian dollar against the currencies held, would result in a loss of \$631,000 and a gain of \$771,000 respectively.

Notes to the Consolidated Financial Statements

Note 20. Financial risk management continued

	Cash and cash equivalents \$'000	Trade and other receivables \$'000	Related party loans \$'000	Trade and other payables \$'000	Borrowings \$'000	Total \$'000
2021						
USD	754	152	2,598	(99)	-	3,405
EUR	134	8	(2,273)	14	-	(2,117)
HKD	78	1	(2,116)	(3)	-	(2,040)
GBP	2,031	-	3	(19)	-	2,015
SGD	1,530	-	-	(22)	-	1,508
NZD	6	-	1,046	(1)	-	1,051
Other	302	173	415	(82)	-	808
Total foreign exchange risk	4,835	334	(327)	(212)	-	4,630

Based on the 30 June 2021 balances, a 10% stronger and 10% weaker Australian dollar against the currencies held, would have resulted in a loss of \$514,000 and a gain of \$421,000 respectively.

The following table summarises the foreign exchange rates for the key currencies used in the preparation of the Annual Report.

	AUD/USD	AUD/GBP	AUD/HKD
2022			
Spot rate	0.6903	0.5669	5.4178
Average rate	0.7255	0.5455	5.6621
2021			
Spot rate	0.7498	0.5422	5.8225
Average rate	0.7472	0.5546	5.7959

(b) Credit risk

Credit risk arises from cash and cash equivalents placed on deposit with counterparties and balances owing from clients and suppliers.

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

The Group's policy is that all clients which wish to trade on credit terms are subject to credit verification procedures, and subsequent risk limits, which are set for each individual client in accordance with the Group's policies. For some client receivables, the Group may also obtain security in the form of deposits. In addition, receivable balances are actively monitored on an ongoing basis, with the result that the Group's exposure to bad debts has been historically negligible.

Trade and other receivables are subject to the expected credit loss model. The Group has applied the AASB 9 Financial Instruments simplified approach to measuring the expected credit loss, which uses a lifetime expected loss allowance for all receivables and contract assets.

Contract assets represent balances earned which are not yet unconditional and have the same characteristics as trade receivables. The Group has, therefore, concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

To measure the expected credit losses, receivables and contract assets have been grouped based on shared credit risk characteristics (by client industry or supplier type) and the days past due. Based on the grouping of clients, an expected loss rate has been applied. Any individual receivable or contract asset which had significantly increased credit risk, were individually assessed and allowed for. Historic loss events and forward-looking assumptions have been factored into the expected loss allowance calculation for these assets as at 30 June 2022.

Notes to the Consolidated Financial Statements

Note 20. Financial risk management continued

On this basis, the loss allowance as at 30 June 2022 and 30 June 2021 was determined as follows:

2022	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
Expected loss rate (%)	2	3	9	21	4
Carrying amount – client receivables (\$'000)	183,761	12,823	10,063	18,433	225,080
Carrying amount – trade receivables (\$'000)	32,345	726	2,377	886	36,334
Carrying amount – contract assets (\$'000)	11,877	-	-	-	11,877
Loss allowance (\$'000)	4,156	340	1,107	4,077	9,680

2021	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
Expected loss rate (%)	1	7	10	62	3
Carrying amount – client receivables (\$'000)	140,967	2,575	1,527	4,914	149,983
Carrying amount – trade receivables (\$'000)	20,561	169	30	925	21,685
Carrying amount – contract assets (\$'000)	3,674	-	-	-	3,674
Loss allowance (\$'000)	1,811	181	163	3,627	5,782

The loss allowances for receivables and contract assets as at 30 June reconcile to the opening loss allowances as follows:

	Client Receivables \$'000	Trade Receivables \$'000	Contract Assets \$'000
Opening loss allowance as at 1 July 2021	4,218	1,306	258
Increase/(decrease) in loss allowances recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income	818	1,884	529
Receivables written off during the year as uncollectible	(179)	-	-
Additions through acquisitions	846	-	-
Closing loss allowance as at 30 June 2022	5,703	3,190	787

	Client Receivables \$'000	Trade Receivables \$'000	Contract Assets \$'000
Opening loss allowance as at 1 July 2020	3,874	1,437	760
Increase in loss allowances recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income	33	(135)	(281)
Receivables written off during the year as uncollectible	(1,791)	-	(221)
Additions through acquisitions	2,102	4	-
Closing loss allowance as at 30 June 2021	4,218	1,306	258

Receivables and contract assets are written-off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a client or supplier to engage in a repayment plan.

Losses on client and trade receivables and contract assets are presented as bad and doubtful debts for client receivables and transactional overrides or a write-back of revenue for volume-based overrides. Subsequent recoveries will be recognised against the same line items.

(c) Liquidity risk

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

In addition to the cash position outlined in note 11 'Cash and cash equivalents', the Group has the following credit facilities available at 30 June 2022. The bank loan amounts in FY22 include the Group's new \$100,000,000 multi-currency revolving loan facility which matures in July 2025. The new facility has fully refinanced and replaced the previous facility which was in place in FY21, resulting in a reduction in available credit lines of approximately \$10,664,000. This reduction amount was surplus to potential requirements and the limit reduced to avoid unnecessary carrying costs.

Notes to the Consolidated Financial Statements

Note 20. Financial risk management continued

	2022 \$'000	2021 \$'000
Bank loans		
Used	-	-
Unused	100,000	110,664
Total bank loans available	100,000	110,664
Credit cards		
Used	45,851	15,990
Unused	66,529	60,672
Total credit cards limit	112,380	76,662
Overdraft facilities		
Used	-	-
Unused	9,065	8,841
Total overdraft facilities available	9,065	8,841

The Group's credit card facilities are primarily used for client bookings via virtual credit cards.

The following table summarises the contractual timing of undiscounted cashflows of financial liabilities, expressed in AUD as at 30 June 2022. No derivative financial instruments were held as at the reporting date. Cash flows for financial liabilities without fixed amount or timing are based on the conditions existing at 30 June 2022.

Contractual maturities of financial liabilities	Less than 6 months \$'000	6 - 12 months \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Total contractual cash flows \$'000	Carrying amount (assets)/ liabilities \$'000
June 2022							
Trade and other payables	331,211	10,256	2,171	-	-	343,638	343,638
Lease liabilities	6,306	5,857	10,500	22,399	7,561	52,623	48,352
Total non-derivative financial liabilities	337,517	16,113	12,671	22,399	7,561	396,261	391,990
June 2021							
Trade and other payables	197,078	7,630	2,931	7,104	-	214,743	214,743
Lease liabilities	5,423	5,090	9,043	19,054	12,352	50,962	46,381
Total non-derivative financial liabilities	202,501	12,720	11,974	26,158	12,352	265,705	261,124

Notes to the Consolidated Financial Statements

Note 21. Provisions

	Employee entitlements \$'000	Provisions for other liabilities and charges \$'000	Total \$'000
Movements in provisions			
At 1 July 2021	7,304	14,463	21,767
Acquisition of subsidiary	2,745	677	3,422
Arising during the year	13,007	55,550	68,557
Utilised	(12,323)	(45,986)	(58,309)
Write back of provision	(910)	(4,499)	(5,409)
Transfer to acquisition payable	-	(700)	(700)
Exchange differences	323	934	1,257
At 30 June 2022	10,146	20,439	30,585
At 1 July 2020	5,825	33,394	39,219
Acquisition of subsidiary	1,285	1,497	2,782
Disposal of subsidiary	(24)	(35)	(59)
Arising during the year	6,020	76,960	82,980
Utilised	(4,741)	(92,221)	(96,962)
Write back of provision	(837)	(2,690)	(3,527)
Transfer to acquisition payable	-	(700)	(700)
Exchange differences	(224)	(1,742)	(1,966)
At 30 June 2021	7,304	14,463	21,767
2022			
Current	9,219	17,946	27,165
Non-current	927	2,493	3,420
	10,146	20,439	30,585
2021			
Current	6,517	11,638	18,155
Non-current	787	2,825	3,612
	7,304	14,463	21,767

Accounting policy

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. At the end of the reporting period, provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as an interest expense.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, net of any reimbursement.

Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Notes to the Consolidated Financial Statements

Note 21. Provisions continued

Employee benefits

Short term employee benefits

Liabilities for wages and salaries including non-monetary benefits, expected to be settled within 12 months of the reporting period, are recognised in other payables and accruals in respect of employees' services up to the reporting date. Liabilities for annual leave and accumulated sick leave, expected to be settled within 12 months of the reporting period, are recognised in the provision for employee benefits in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulated sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

Other long-term employee benefits

Liabilities for long service leave are recognised in the provision for employee benefits and measured at the present value of expected future payments to be made in respect of services provided by the employees up to the reporting date, using the projected unit credit method. Consideration is given to the expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on government bonds, with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

The obligations are presented as current liabilities in the Consolidated Statement of Financial Position if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Retirement benefit obligations

Contributions to defined contribution funds are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in the future payments are available.

Bonus plans

The Group recognises a provision for future bonus payments where it is contractually obliged or where there is a past practice that has created a constructive obligation.

Provision for other liabilities and charges

Provision for unclaimed charges

The Group recognises a provision for unclaimed charges, arising from the sale of travel services. Based on historical data and past experience, management considers the possibility of claims and, if appropriate, it is written back to the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Notes to the Consolidated Financial Statements

Note 22. Contributed equity

	2022 \$'000	2021 \$'000
Ordinary shares - fully paid	927,397	744,581

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

On a show of hands, every holder of ordinary shares present at a meeting, in person or by proxy, is entitled to one vote and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the company does not have a limited amount of authorised capital.

Movements in ordinary share capital

Details	Date	Number of shares	Issue price	\$'000
Balance	1 July 2020	109,000,950		375,314
Capital raising used primarily for the acquisition of T&T	October 2020	27,055,823	\$13.85	374,723
T&T management share issue	6 November 2020	368,743	\$13.85	5,107
Less: transaction costs arising on share issue				(11,115)
Deferred tax credit recognised directly in equity				552
Balance	30 June 2021	136,425,516		744,581
Share appreciation rights vested	20 August 2021	431,786		-
Institutional share placement - proceeds used for the acquisition of HLO Corporate	23 December 2021	3,571,429	\$21.00	75,000
Share purchase plan - proceeds used for the acquisition of HLO Corporate	28 January 2022	1,190,477	\$21.00	25,000
Shares issued as part of HLO Corporate acquisition consideration	31 March 2022	3,571,429	\$23.75	84,821
Less: transaction costs arising on share issue				(2,108)
Deferred tax credit recognised directly in equity				103
Balance	30 June 2022	145,190,637		927,397

Accounting policy

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

Capital management

The Group maintains a conservative funding structure that allows it to meet its operational and regulatory requirements, while providing sufficient flexibility to fund future strategic opportunities.

The Group's optimal capital structure includes a mix of debt (refer note 18 'Borrowings'), cash (refer note 11 'Cash and cash equivalents') and equity attributable to the parent's equity holders.

When determining dividend returns to shareholders the Board considers a number of factors, including the Group's anticipated cash requirements to fund its growth, operational plan, and current and future economic conditions.

Notes to the Consolidated Financial Statements

Note 23. Reserves

The following table shows a breakdown of the 'reserves' line item as per the Consolidated Statement of Financial Position, and the movements in these reserves during the year. A description of the nature and purpose of each reserve is provided in the following table.

	Foreign currency translation \$'000	Share-based payments \$'000	Total \$'000
At 30 June 2020	47,963	(27,789)	20,174
Currency translation difference	(28,765)	-	(28,765)
Deferred tax	1,811	-	1,811
Other comprehensive income	(26,954)	-	(26,954)
Share-based payments:			
Expense for the year	-	5,548	5,548
Effect of tax	-	4,716	4,716
At 30 June 2021	21,009	(17,525)	3,484
Currency translation differences	35,429	(112)	35,317
Deferred tax	(233)	-	(233)
Other comprehensive income	35,196	(112)	35,084
Share-based payments:			
Expense for the year	-	8,386	8,386
Effect of tax	-	2,500	2,500
At 30 June 2022	56,205	(6,751)	49,454

Nature and purpose of reserves

Foreign currency translation

Exchange differences arising on translation of foreign controlled entities are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income when the net investment is sold.

Share-based payments

The share-based payments reserve is used to recognise an expense for the grant date fair value of deferred shares granted to employees but not yet vested over the vesting period, as well as deferred tax associated with future tax deductions.

Notes to the Consolidated Financial Statements

Note 24. Retained earnings

	2022 \$'000	2021 \$'000
Retained earnings at the beginning of the financial year	87,994	143,345
Profit/(loss) after income tax (expense)/benefit for the year	3,101	(55,351)
Retained earnings at the end of the financial year	91,095	87,994

Notes to the Consolidated Financial Statements

Note 25. Impairment testing of goodwill

For goodwill impairment testing, a cash-generating unit (CGU) for the Group has been defined as the lowest level of travel services operations where individual cash flows can be identified.

	2022 \$'000	2021 \$'000
The carrying amount of goodwill to the cash generating unit:		
Travel services - Australia and New Zealand	203,664	56,081
Travel services - North America	437,377	402,668
Travel services - Asia	55,801	49,744
Travel services - Europe	162,351	169,760
Total goodwill	859,193	678,253

The recoverable amount of each cash-generating unit (CGU) has been determined based on forecast cash flow scenarios, with the value-in-use (VIU) basis being used for all valuations. Forecasts were determined by management using both internal and external data. The forecasts assume the return of activity to pre-COVID-19 pro-forma levels by FY24 in ANZ, Europe, and North America and FY25 in Asia. Cash flows post FY24-25 are extrapolated using the annual growth rates in the table below up to year 5, and the long term growth rates in the table below beyond year 5.

The following table sets out the remaining key assumptions for those cash-generating units that have goodwill allocated to them.

	ANZ	NA	Asia	Europe
2022				
Pre-tax nominal discount rate applied to the cash flow projection	13.94%	12.11%	13.27%	12.18%
Cash flows beyond FY24 (FY25 in Asia), up to year 5, are extrapolated using an average nominal growth rate of:				
Revenue	3.50%	3.50%	3.50%	3.50%
Operating expenses	3.50%	3.50%	3.50%	3.50%
Long-term growth rate	2.00%	2.00%	2.00%	2.00%
2021				
Pre-tax nominal discount rate applied to the cash flow projection	13.07%	11.69%	10.63%	11.22%
Cash flows beyond FY24, up to year 5, are extrapolated using an average nominal growth rate of:				
Revenue	3.50%	3.50%	3.50%	3.50%
Operating expenses	3.00%	3.00%	3.00%	3.00%
Long-term growth rate	2.00%	2.00%	2.00%	2.00%

Notes to the Consolidated Financial Statements

Note 25. Impairment testing of goodwill continued

The following key assumptions were used in the modelling:

- Recovery path projections through to FY24 (FY25 for Asia).
- Pre-tax discount rates - reflect specific risks and conditions relating to the relevant cash-generating units and the countries in which they operate.
- Revenue - the basis used to determine the amount assigned to sales volume is based on historical experience, expected client retentions and wins, and adjusted for growth and other known circumstances. This information was overlaid to create three revenue scenarios based on the economic recovery paths.
- Operating expenses - the basis used to determine the amount assigned to the forecast costs are based on historical margins and patterns of revenue, adjusted for growth and other known circumstances.
- Long term growth rates - the growth rate used to extrapolate cash flows beyond the current period is based on historical experience and future expectations for growth in the context of inflation expectations in the countries in which the cash-generating units operate.

Sensitivity to changes in key assumptions

Management recognises that there are various reasons the estimates used in these assumptions may vary. Management does not believe that there are reasonably possible changes in any one key assumption that would result in an impairment charge in any of the CGUs.

Accounting policy

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. To assess impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

In assessing value in use, estimated cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Notes to the Consolidated Financial Statements

Note 26. Non-current assets classified as held for sale

Through a wholly owned subsidiary (TTRE Inc), CTM holds a 37.78% interest in 2120 Tower LLC. 2120 Tower LLC is a limited liability company that owns an equity interest in the building of CTM's North America headquarters. The investment in 2120 Tower LLC has been accounted for based on the equity method of accounting from its inception (refer note 14 'Investments accounted for using the equity method'). The asset is periodically compared to commercial real estate market rates equivalents to support the underlying value of the investment to assess the recoverable amount of the investment.

During the period, 2120 Tower LLC initiated the process to market and sell the building by engaging with a real estate agent experienced in such matters.

Current assets	2022	2021
	\$'000	\$'000
Non-current assets classified as held for sale	3,311	-

Accounting policy

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write-down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Notes to the Consolidated Financial Statements

Note 27. Property, plant and equipment

	Furniture, fixtures and equipment \$'000	Computer equipment \$'000	Leasehold improve- ments \$'000	Other \$'000	Total \$'000
Year ended 30 June 2022					
Cost	8,911	18,182	11,780	1,648	40,521
Accumulated depreciation	(6,822)	(12,868)	(8,177)	(1,062)	(28,929)
	2,089	5,314	3,603	586	11,592
Opening net book amount	1,707	4,261	4,479	708	11,155
Additions	646	3,431	200	226	4,503
Additions through business combinations (note 9 'Business combinations')	434	-	-	-	434
Disposals	(18)	(5)	(10)	(80)	(113)
Depreciation charge	(591)	(2,793)	(1,472)	(384)	(5,240)
Exchange differences	(89)	420	406	116	853
Closing net book amount	2,089	5,314	3,603	586	11,592
Year ended 30 June 2021					
Cost	6,790	18,684	9,244	1,165	35,883
Accumulated depreciation	(5,083)	(14,423)	(4,765)	(457)	(24,728)
	1,707	4,261	4,479	708	11,155
Opening net book amount	2,250	3,353	5,514	974	12,091
Additions	84	209	472	-	765
Additions through the acquisition of entities	343	3,934	1,325	-	5,602
Disposals	(267)	(59)	(1,095)	(74)	(1,495)
Depreciation charge - continuing operations	(774)	(2,365)	(1,389)	(192)	(4,720)
Depreciation charge - discontinued operations	(30)	(6)	-	-	(36)
Exchange differences	101	(805)	(348)	-	(1,052)
Closing net book amount	1,707	4,261	4,479	708	11,155

Accounting policy

Property, plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the item. All other repairs and maintenance costs are charged to the profit and loss in the Consolidated Statement of Profit or Loss and Other Comprehensive Income during the reporting period in which they are incurred.

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on derecognition of the asset, calculated as the difference between the net disposal proceeds and the carrying amount of the asset, is included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income in the year the asset is derecognised.

Depreciation expense

Depreciation is calculated on property, plant and equipment using the following estimated useful lives and methods:

Item	Years	Method
Leasehold improvements	3-15	Straight line
Computer equipment	3-5	Straight line
Furniture, fixtures and equipment	4-10	Straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year end.

Notes to the Consolidated Financial Statements

Note 28. Fair value measurement

Fair value hierarchy

The following table presents the Group's financial assets and financial liabilities measured and recognised at fair value at 30 June 2022 on a recurring basis. The level 3 balances relate to minority interests in unlisted equity investments held in the North America region. The change in fair value relates to an increase in CTM's proportional share of the net assets of the investments.

	Level 1 \$,000	Level 2 \$,000	Level 3 \$,000	Total \$,000
At 30 June 2022				
Financial assets at fair value through profit or loss	-	-	6,998	6,998

	Level 1 \$,000	Level 2 \$,000	Level 3 \$,000	Total \$,000
At 30 June 2021				
Financial assets at fair value through profit or loss	-	-	4,423	4,423

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets and liabilities held by the Group is the closing bid or ask price as appropriate. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Accounting policy for fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on 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; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Notes to the Consolidated Financial Statements

Note 29. Share-based payments

Share appreciation rights

In FY20 CTM introduced a new Omnibus Incentive Plan (Incentive Plan). The Incentive Plan replaced CTM's Share Appreciation Rights Plan (SARs Plan) and Exempt Employee Share Plan. The Incentive Plan enables CTM to offer a range of different awards, including share appreciation rights (SARs), options, performance rights and tax exempt shares. The grant of awards under the Incentive Plan forms an integral part of effectively rewarding executive management, and serves a number of positive purposes, including acting as a retention tool for key employees as well as linking the award of management incentives to shareholder value creation and aligning the interests of senior executives with those of shareholders to encourage the long-term sustainable growth of CTM.

The SARs only vest if certain criteria are met, the employee remains in service, and upon the achievement of earnings per share growth targets over the performance period.

There is no consideration payable by the participant upon exercising vested SARs. The number of shares to be issued upon vesting of SARs is calculated by reference to an increase in the price of CTM's shares from a base price determined by the Board and the five-day volume weighted average price of CTM's shares immediately preceding the date that the Board determines that the vesting conditions are satisfied or waived.

Further details can be found in the Remuneration Report beginning page 59.

SARs under the current framework

In FY22, SARs were awarded under the Incentive Plan. Participation in the Incentive Plan is at the Board's absolute discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. SARs granted under the Incentive Plan carry no dividend or voting rights.

The following table summarises the movement in SARs granted under the plan:

Grant date	2022 Number of SARs	2021 Number of SARs
As at 1 July	5,814,750	3,489,000
Granted during the year	2,400,500	3,504,250
Vested during the year	(809,750)	-
Forfeited or lapsed during the year	(2,593,000)	(1,178,500)
As at 30 June	4,812,500	5,814,750
Vested and exercisable at 30 June	-	-

During FY22, 105,000 SARs granted were subsequently forfeited in the year.

SARs outstanding at the end of the year have the following performance period and share price hurdles.

Grant date	Performance period	Vesting date	Base price	2022 Number of SARs	2021 Number of SARs
22 August 2018	1 July 2018 - 30 June 2021	30 June 2021	\$29.00	-	1,101,500
9 September 2019	1 July 2019 - 30 June 2022	30 June 2022	\$22.84	-	1,311,500
18 August 2020	1 July 2020 - 30 June 2021	1 July 2021	\$9.89	-	809,750
18 August 2020	1 July 2020 - 30 June 2022	1 July 2022	\$9.89	1,519,500	1,574,500
1 November 2020	1 November 2020 - 30 June 2022	1 July 2022	\$12.35	897,500	917,500
21 May 2021	17 February 2021 - 30 June 2024	1 July 2024	\$13.85	100,000	100,000
1 July 2021	1 July 2021 - 30 June 2023	1 July 2023	\$21.19	1,085,250	-
1 July 2021	1 July 2021 - 30 June 2024	1 July 2024	\$21.19	1,085,250	-
28 October 2021	1 July 2021 - 30 June 2023	1 July 2023	\$21.19	62,500	-
28 October 2021	1 July 2021 - 30 June 2024	1 July 2024	\$21.19	62,500	-
				4,812,500	5,814,750

809,750 SARs granted on 18 August 2020, with a performance period ending 30 June 2021 vested on 1 July 2021 resulting in the issuance of 431,786 shares. 1,519,500 SARs granted on 18 August 2020, with a performance period ending 30 June 2022 vested on 1 July 2022, which will result in the issuance of 720,551 shares.

Notes to the Consolidated Financial Statements

Note 29. Share-based payments continued

Fair value of SARs granted

The assessed weighted average fair value at grant date of the SARs granted during the year ended 30 June 2022 was \$4.11 per SAR (2021: \$3.15). The fair value at grant date was determined using the Black-Scholes pricing model that takes into account the share price at the time of the grant, the exercise price, the term of the SAR, the expected dividend yield, the expected price volatility of the underlying share and the risk free interest rate for the term of the SAR.

The fair value model inputs for SARs granted during the year ended 30 June 2022 included:

	Base price \$	Grant date	Vesting date	Share price at grant date \$	Expected price volatility of CTM's shares %	Expected dividend yield %	Risk-free interest rate %
SARs are granted for no consideration and vest based on the Group's Earnings per Share growth over a 2 year vesting period	21.19	1 July 2021	1 July 2023	21.32	32.00%	1.00%	0.25%
SARs are granted for no consideration and vest based on the Group's Earnings per Share growth over a 3 year vesting period	21.19	1 July 2021	1 July 2024	21.32	32.00%	1.00%	0.25%
SARs are granted for no consideration and vest based on the Group's Earnings per Share growth over a 2 year vesting period	21.19	28 October 2021	1 July 2023	24.00	32.00%	1.00%	0.25%
SARs are granted for no consideration and vest based on the Group's Earnings per Share growth over a 3 year vesting period	21.19	28 October 2021	1 July 2024	24.00	32.00%	1.00%	0.25%

The expected volatility is based on the historic share price volatility aligned with the remaining life of the SARs, adjusted for any expected changes to future volatility due to publicly available information.

Expenses arising from SARs

An expense for the year of \$8,386,000 has been recognised in the consolidated statement of profit or loss and other comprehensive income with a corresponding amount recognised in the share based payment reserve (refer to note 23 'Reserves'). The expense recognised is based on the number of unvested SARs on issue that are expected to vest.

Accounting policy

Share-based compensation benefits are provided to employees by way of a Share Appreciation Right (SAR). The fair value of SARs granted is recognised as an employee benefits expense, with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the rights granted, which includes any market performance conditions and the impact of any service and non-market performance vesting conditions.

Non-market vesting conditions are included in assumptions about the number of SARs that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, CTM revises its estimates of the number of SARs that are expected to vest based on the non-market vesting conditions. CTM recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Notes to the Consolidated Financial Statements

Note 30. Interest in other entities

(a) Subsidiary entities

The Group's subsidiary entities at 30 June 2022 are set out in the following table. Unless otherwise stated, each entity has share capital consisting solely of ordinary shares that are held by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Company	Region	Country	Ownership 2022 %	Ownership 2021 %
Corporate Travel Management Group Pty Ltd ¹	ANZ	Australia	100.00%	100.00%
Floron Nominees Pty Ltd	ANZ	Australia	100.00%	100.00%
WA Travel Management Pty Ltd	ANZ	Australia	100.00%	100.00%
Sainten Pty Ltd	ANZ	Australia	100.00%	100.00%
ETM Travel Pty Ltd	ANZ	Australia	100.00%	100.00%
Travelcorp Holdings Pty Ltd	ANZ	Australia	100.00%	100.00%
Travellogic Pty. Limited	ANZ	Australia	100.00%	100.00%
Andrew Jones Travel Pty Ltd	ANZ	Australia	100.00%	100.00%
SCT Travel Group Pty Ltd	ANZ	Australia	100.00%	100.00%
Travelcorp (Aust) Pty Ltd	ANZ	Australia	100.00%	100.00%
Tramada Holdings Pty Ltd	ANZ	Australia	100.00%	100.00%
Tramada International Pty Ltd	ANZ	Australia	100.00%	100.00%
Tramada Systems Pty Ltd	ANZ	Australia	100.00%	100.00%
Corporate Travel Management (New Zealand) Limited	ANZ	New Zealand	100.00%	100.00%
Tramada Systems (UK) Limited ⁵	ANZ	United Kingdom	-	100.00%
Tramada Systems (USA) Inc	ANZ	United States of America	100.00%	100.00%
CTM Finance Pty Ltd ²	ANZ	Australia	100.00%	-
QBT PTY Ltd ^{1,3}	ANZ	Australia	100.00%	-
TravelEdge Pty Ltd ³	ANZ	Australia	100.00%	-
Inspire Travel Management Pty Ltd ³	ANZ	Australia	100.00%	-
Quay Services Pty Ltd ³	ANZ	Australia	100.00%	-
Show Group Pty Ltd ³	ANZ	Australia	100.00%	-
STA Travel Academic Pty Ltd ³	ANZ	Australia	100.00%	-
Nexus Point Travel Pty Ltd ³	ANZ	Australia	100.00%	-
Granted Worldwide Pty Ltd ³	ANZ	Australia	100.00%	-
GSS Travel NZ Pty Ltd ³	ANZ	Australia	100.00%	-
Communico Services Pty Ltd ³	ANZ	Australia	100.00%	-
CTMNZ Holdings Ltd ²	ANZ	New Zealand	100.00%	-
Atlantic & Pacific Business Travel Ltd ³	ANZ	New Zealand	100.00%	-
Atlas Ltd ³	ANZ	New Zealand	100.00%	-
Show Group (NZ) Ltd ³	ANZ	New Zealand	100.00%	-
CTMNA Holdings Limited ¹	North America	United States of America	100.00%	100.00%

Notes to the Consolidated Financial Statements

Note 30. Interest in other entities continued

Company	Region	Country	Ownership 2022 %	Ownership 2021 %
Corporate Travel Management North America Inc ^{1,4}	North America	United States of America	-	100.00%
Corporate Travel Planners, Inc ⁴	North America	United States of America	-	100.00%
Travel & Transport, Inc ⁴	North America	United States of America	100.00%	100.00%
Travefy Incorporated	North America	United States of America	10.00%	10.00%
TTRE Inc	North America	United States of America	100.00%	100.00%
TTINV Inc	North America	United States of America	100.00%	100.00%
WTT Inc ⁴	North America	United States of America	-	100.00%
2120 Tower LLC	North America	United States of America	37.78%	37.78%
Corporate Travel Management (CAN) Limited	North America	Canada	100.00%	100.00%
QBT USA Inc ³	North America	United States of America	100.00%	-
Corporate Travel Management (UK) Limited	Europe	United Kingdom	100.00%	100.00%
USD Treasury Coy (UK) Limited	Europe	United Kingdom	100.00%	100.00%
Corporate Travel Management (Europe) Limited	Europe	United Kingdom	100.00%	100.00%
Corporate Travel Management (North) Limited	Europe	United Kingdom	100.00%	100.00%
Portall Travel Limited	Europe	United Kingdom	100.00%	100.00%
Arizonaco Limited ⁵	Europe	United Kingdom	-	100.00%
AIT Travel Limited ⁵	Europe	United Kingdom	-	100.00%
Alpha-Omega (Travel) Limited ⁵	Europe	United Kingdom	-	100.00%
Corporate Travel Management (United Kingdom) Ltd	Europe	United Kingdom	100.00%	100.00%
Radius Travel WTT Limited	Europe	United Kingdom	100.00%	100.00%
Travel and Transport UK Limited	Europe	United Kingdom	100.00%	100.00%
Statesman Travel Group Limited ⁵	Europe	United Kingdom	-	100.00%
Statesman Travel Management Limited ⁵	Europe	United Kingdom	-	100.00%
Statesman TMC Limited ⁵	Europe	United Kingdom	-	100.00%
Statesman Travel Limited	Europe	United Kingdom	100.00%	100.00%
Statesman Travel (Leisure) Limited ⁵	Europe	United Kingdom	-	100.00%
Statesman Travel Services Limited	Europe	United Kingdom	100.00%	100.00%
Statesman Travel Logistics Limited ⁵	Europe	United Kingdom	-	100.00%
Corporate Travel Management (France) SAS	Europe	France	100.00%	100.00%
Corporate Travel Management (Germany) GmbH	Europe	Germany	100.00%	100.00%
Corporate Travel Management (Netherlands) BV	Europe	Netherlands	100.00%	100.00%
Corporate Travel Management (Switzerland) GmbH	Europe	Switzerland	100.00%	100.00%
Corporate Travel Management (Sweden) AB	Europe	Sweden	100.00%	100.00%
Corporate Travel Management s.r.o (Czech Republic)	Europe	Czech Republic	100.00%	100.00%
Corporate Travel Management (Norway) AS	Europe	Norway	100.00%	100.00%
Corporate Travel Management (Denmark) Aps	Europe	Denmark	100.00%	100.00%

Notes to the Consolidated Financial Statements

Note 30. Interest in other entities continued

Company	Region	Country	Ownership 2022 %	Ownership 2021 %
Corporate Travel Management (Hungary) Kft	Europe	Hungary	100.00%	100.00%
Corporate Travel Management (Poland) SP. z.o.o	Europe	Poland	100.00%	100.00%
MFG Riesen	Europe	Germany	40.00%	40.00%
Travellinspector GmbH Schweiz	Europe	Switzerland	40.00%	40.00%
Statesman Travel Services Private Limited	Europe	India	99.99%	99.99%
Wealthy Aim Investments Limited	Asia	British Virgin Islands	75.10%	75.10%
Westminster Travel Limited	Asia	Hong Kong	75.10%	75.10%
Westminster Travel (China) Limited ⁵	Asia	Hong Kong	-	75.10%
Jecking Tours & Travel Limited ⁶	Asia	Hong Kong	-	75.10%
Far Extent Investments Limited	Asia	Hong Kong	75.10%	75.10%
Profit Shine Holdings Limited	Asia	British Virgin Islands	75.10%	75.10%
Bees.Travel Limited	Asia	Hong Kong	75.10%	75.10%
Corporate Travel Management Limited	Asia	Hong Kong	75.10%	75.10%
CTM Overseas Education Centre Limited	Asia	Hong Kong	75.10%	75.10%
Lotus Travel Group Limited	Asia	British Virgin Islands	75.10%	75.10%
Lotus Tours Limited	Asia	Hong Kong	75.10%	75.10%
Memory Holidays Limited	Asia	Hong Kong	75.10%	75.10%
Westminster Travel Limited (Taiwan)	Asia	Taiwan	75.10%	75.10%
Westminster Travel Consultancy (Guangzhou) Limited	Asia	People's Republic of China	75.10%	75.10%
Guangzhou Anlv Travel Service Co Ltd	Asia	People's Republic of China	75.10%	75.10%
Global Travel Support Service Co., Ltd (Japan) ³	Asia	Japan	75.10%	-
Corporate Travel Management (S) Pte. Ltd	Asia	Singapore	75.10%	75.10%
Universal Advisory Pte Ltd ³	Asia	Singapore	75.10%	-
Safe2travel Pte Ltd ³	Asia	Singapore	72.47%	-
Yesrooms Pte Ltd ³	Asia	Singapore	72.47%	-
Holiday House Pte Ltd ³	Asia	Singapore	72.47%	-

¹ These subsidiary entities have been granted relief from the necessity to prepare financial reports in accordance with Class Order 2016/785 issued by the Australian Securities and Investments Commission. For further information refer note 33 'Deed of cross guarantee'.

² These subsidiary entities were new entities registered during the period.

³ These entities were acquired during the period.

⁴ These entities were merged during the period with the surviving, merged entity being Corporate Travel Management North America, Inc.

⁵ These entities were deregistered during the period.

⁶ These entities were sold during the period. Note that the disposal of these entities was not material to the business.

Notes to the Consolidated Financial Statements

Note 30. Interest in other entities continued

(b) Non-controlling interests (NCI)

The following table summarises the financial information for entities which have a non-controlling interest which is material to the Group.

The amounts disclosed are before intercompany eliminations.

	2022 \$'000	2021 \$'000
Summarised Statement of Financial Position		
Current assets	79,050	71,549
Current liabilities	(44,976)	(25,763)
Current net assets	34,074	45,786
Non-current assets	76,741	66,687
Non-current liabilities	(12,045)	(11,706)
Non-current net assets	64,696	54,981
Net assets	98,770	100,767
Accumulated NCI of the subsidiary	13,439	15,398
Summarised Statement of Profit or Loss and Other Comprehensive Income		
Revenue and other income	16,892	18,238
Loss for the year	(9,169)	(9,581)
Other comprehensive income for the year	6,604	(9,840)
Total other comprehensive loss for the year	(2,565)	(19,421)
Loss for the year allocated to NCI	(2,339)	(2,410)
Summarised Statement of Cash Flows		
Cash flows from operating activities	(22,086)	(29,097)
Cash flows from investing activities	(1,455)	(1,704)
Cash flows from financing activities	(2,418)	56,359
Net increase/(decrease) in cash and cash equivalents	(25,959)	25,558

Notes to the Consolidated Financial Statements

Note 31. Related party transactions

(a) Parent entities

The ultimate parent entity within the Group is Corporate Travel Management Limited.

(b) Subsidiary entities

Interests in subsidiary entities are set out in note 30 'Interest in other entities'.

(c) Key management personnel compensation

	2022 \$'000	2021 \$'000
Short term	5,884	3,866
Post-employment	115	132
Long-term benefits	87	112
Share-based payments	2,310	1,956
Total KMP compensation	8,396	6,066

Detailed remuneration disclosures are provided in the Remuneration Report.

(d) Transactions with related parties

During FY22, a deferred acquisition consideration amount of \$700,000 was paid to Greg McCarthy (CEO of Australia and New Zealand) in relation to the acquisition of SCT Travel Group Pty Ltd, trading as Platinum Travel Corporation.

(e) Outstanding balances with related parties

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	2022 \$'000	2021 \$'000
Contingent consideration		
Key management personnel ¹	646	1,293

¹ The balance represents the present value of the contingent consideration to Greg McCarthy, as a part of the acquisition of SCT Travel Group Pty Ltd, trading as Platinum Travel Corporation – refer note 21 'Provisions'.

(f) Terms and conditions

Directors of the Group hold other directorships as detailed in the Directors' Report. Where any of these related entities are clients of the Group, the arrangements are on normal commercial terms and conditions and at market rates.

Directors and executives can acquire travel and event management services on normal terms and conditions and at market rates. There are no amounts outstanding in relation to these transactions at 30 June 2022.

Notes to the Consolidated Financial Statements

Note 32. Parent entity information

(a) Summary financial information

The individual financial statements of the parent entity show the following aggregate amounts:

Statement of profit or loss and other comprehensive income

	2022 \$'000	Parent 2021 \$'000
Profit/(loss) after income tax	27,252	(26,264)
Total comprehensive income/(loss)	27,252	(26,264)

Statement of financial position

	2022 \$'000	Parent 2021 \$'000
Total current assets	14,684	2,359
Total assets	1,009,201	774,239
Total current liabilities	3,876	2,095
Total liabilities	32,250	17,121
Net assets	976,951	757,118
Equity		
Contributed equity	947,801	764,984
General Reserve	(6,712)	(16,477)
Share-based payments reserve	-	-
Retained earnings	35,862	8,611
Total equity	976,951	757,118

(b) Guarantees entered into by the parent entity

The parent entity is party to, and acts as guarantor under the Group's overall financing arrangements as detailed in note 18 'Borrowings'.

(c) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2022 or 30 June 2021.

(d) Contractual commitments

The parent did not have any contractual commitments at 30 June 2022 or 30 June 2021.

Notes to the Consolidated Financial Statements

Note 32. Parent entity information continued

Accounting policy

The financial information for the parent entity, Corporate Travel Management Limited, has been prepared on the same basis as the consolidated financial statements, except as follows:

(i) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost in the financial statements of Corporate Travel Management Limited.

(ii) Tax consolidation legislation

Corporate Travel Management Limited and its wholly-owned Australian controlled entities have implemented tax consolidation legislation. The head entity, Corporate Travel Management Limited and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, Corporate Travel Management Limited also recognises the current tax liabilities or assets and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

These entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Corporate Travel Management Limited for any current tax payable assumed and are compensated by Corporate Travel Management Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Corporate Travel Management Limited under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts, to assist with its obligations to pay tax installments.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as current amounts receivable from or payable to other entities in the Group. Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to or distribution from wholly-owned tax consolidated entities.

(iii) Financial guarantees

Where the parent entity has provided financial guarantees in relation to loans and payables of subsidiaries for no compensation, the fair values of these guarantees are accounted for in the parent company and consolidated financial statements.

Notes to the Consolidated Financial Statements

Note 33. Deed of cross guarantee

Corporate Travel Management Limited, Corporate Travel Management Group Pty Ltd, QBT Pty Ltd, Corporate Travel Management (New Zealand), CTMNA Holdings Limited, and Corporate Travel Management North America, Inc, are parties to a deed of cross guarantee, under which each company guarantees the debts of the other companies.

By entering into the deed, the wholly owned Australian entities have been relieved from the requirement to prepare a financial report and Directors' Report under Class Order 2016/785 (as amended) issued by the Australian Securities and Investments Commission.

These companies represent a 'closed group' for the purposes of the Class Order and, as there are no other parties to the deed of cross guarantee that are controlled by Corporate Travel Management Limited, they also represent the 'extended closed group'.

During the period, QBT Pty Ltd was added to the deed of cross guarantee. Floron Nominees Pty Ltd, Sainten Pty Ltd, Travellogic Pty Limited, WA Travel Management Pty Ltd, Travelcorp Holdings Pty Ltd, Travelcorp (Aust) Pty Ltd, and ETM Travel Pty Ltd were removed from the deed of cross guarantee.

During the period, three 100% owned subsidiaries of the Company were merged, Corporate Travel Management North America Inc., Corporate Travel Planners, Inc., and Travel and Transport, Inc.. The surviving merged entity, Corporate Travel Management North America Inc. is party to the deed of cross guarantee.

The following table presents a Consolidated Statement of Profit or Loss and Other Comprehensive income, Summary of movements in consolidated retained earnings and Consolidated Statement of Financial Position for the year ended 30 June 2022 of the closed group.

	2022 \$'000	2021 \$'000
Statement of profit or loss and other comprehensive income		
Revenue	263,809	68,115
Other income	43,191	39,001
Cost of goods sold	(9,539)	-
Employee benefits	(202,247)	(67,872)
Depreciation and amortisation	(31,602)	(19,710)
Information technology and telecommunications	(34,613)	(14,780)
Travel and entertainment	(1,565)	(237)
Occupancy	(2,211)	(1,077)
Administrative and general	(19,904)	(12,187)
Operating profit/(loss)	5,319	(8,747)
Finance costs	(2,538)	(1,929)
Profit/(Loss) before income tax benefit	2,781	(10,676)
Income tax benefit	5,444	7,888
Profit/(Loss) after income tax benefit	8,225	(2,788)
Other comprehensive loss		
Exchange differences on translation of foreign operations	(18,471)	(25,790)
Other comprehensive loss for the year, net of tax	(18,471)	(25,790)
Total comprehensive loss for the year	(10,246)	(28,578)
Summary of movements in retained earnings		
Retained earnings at the beginning of the financial year	94,301	127,329
Profit/(Loss) after income tax benefit	8,225	(2,788)
Retained earnings at the end of the financial year	102,526	124,541

Notes to the Consolidated Financial Statements

Note 33. Deed of cross guarantee continued

	2022 \$'000	2021 \$'000
Statement of financial position		
Current assets		
Cash and cash equivalents	34,527	12,835
Trade and other receivables	109,265	45,719
Inventories	1,422	-
Income tax receivable	4,715	6,647
Other assets	6,262	1,034
Total current assets	156,191	66,235
Non-current assets		
Financial assets at fair value through profit or loss	1,014	-
Investments	317,896	596,921
Property, plant and equipment	7,861	3,693
Right-of-use assets	28,759	11,958
Intangible assets	683,394	261,104
Deferred tax assets	36,331	17,231
Related party receivables	(252)	12,960
Total non-current assets	1,075,003	903,867
Total assets	1,231,194	970,102
Current liabilities		
Trade and other payables	119,158	49,955
Lease liabilities	6,863	2,650
Related party	9,410	9,296
Provisions	10,099	2,757
Total current liabilities	145,530	64,658
Non-current liabilities		
Trade and other payables	2,818	-
Lease liabilities	25,258	11,752
Related party	26,724	34,341
Deferred tax liability	6,920	-
Provisions	871	730
Total non-current liabilities	62,591	46,823
Total liabilities	208,121	111,481
Net assets	1,023,073	858,621
Equity		
Contributed equity	932,958	744,581
Reserves	(12,411)	(10,501)
Retained earnings	102,526	124,541
Total equity	1,023,073	858,621

Notes to the Consolidated Financial Statements

Note 34. Auditors' remuneration

The auditor of the Group is PricewaterhouseCoopers.

	2022 \$	2021 \$
Audit services - PricewaterhouseCoopers		
Audit or review of the financial statements	385,668	403,951
Other services - PricewaterhouseCoopers		
Assurance services	-	5,000
Tax compliance services	45,350	110,795
Tax advisory services	62,475	177,160
Other advisory services	-	14,500
Total remuneration of other services	107,825	307,455
Total remuneration of PricewaterhouseCoopers Australia	493,493	711,406
Other PricewaterhouseCoopers network firms:		
<i>Other services in relation to the entity and any other entity in the consolidated group:</i>		
Audit and review of the financial reports	1,206,731	1,136,575
Other assurance services	45,370	43,750
Tax compliance services	39,453	6,623
Tax advisory services	16,752	50,242
Total remuneration of PricewaterhouseCoopers network firms	1,308,306	1,237,190
Non PricewaterhouseCoopers firms:		
<i>Services in relation to the entity and any other entity in the consolidated group:</i>		
Audit and review of the financial report	14,786	46,307
Total remuneration of Non-PricewaterhouseCoopers firms	14,786	46,307

Notes to the Consolidated Financial Statements

Note 35. Summary of significant accounting policies

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act* 2001. Corporate Travel Management Limited is a for-profit entity for the purpose of preparing the consolidated financial statements.

The consolidated financial statements have been prepared on a going concern basis.

Compliance with IFRS

The consolidated financial statements of the Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities, fair value through Consolidated Statement of Profit or Loss and Other Comprehensive Income.

(b) Rounding of amounts

Amounts in the Consolidated Financial Statements are presented in Australian Dollars with values rounded to the nearest thousand dollars, or in certain circumstances, the nearest dollar, in accordance with the Australian Securities and Investments Commission Corporations (Rounding in Financial/Directors' Report) instrument 2016/191.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2 'Critical accounting judgements, estimates and assumptions'.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the Group intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Notes to the Consolidated Financial Statements

Note 36. Events after the reporting period

On 1 July 2022, Corporate Travel Management Group Pty Ltd, a subsidiary of the Company, acquired a 100% ownership interest in 1000 Mile Travel Group Pty Ltd. 1000 Mile Travel Group is an Australian-based supplier of travel management solutions. Consideration paid to the vendors for the acquired shares amounted to \$6,787,000 and constituted cash consideration of \$4,784,000 plus 106,336 new fully paid ordinary shares in the CTM. The fair value of the equity consideration was \$2,003,000 based on the closing share price on 1 July 2022 of \$18.84.

Purchase price accounting for the acquisition of 1000 Mile Travel Group will be completed and disclosed during FY23.

Directors' Declaration

30 June 2022

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 35 'Summary of significant accounting policies' to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- at the date of this declaration, there are reasonable grounds to believe that the members of the extended closed group will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 33 'Deed of cross guarantee' to the financial statements.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the Directors



Mr Ewen Crouch AM
Chairman



Mr Jamie Pherous
Managing Director

17 August 2022
Brisbane

Independent Auditor's Report

To the members of Corporate Travel Management Limited Continued



Independent auditor's report

To the members of Corporate Travel Management Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Corporate Travel Management Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The Group financial report comprises:

- the consolidated statement of financial position as at 30 June 2022
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the consolidated statement of profit or loss and other comprehensive income for the year then ended
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

PricewaterhouseCoopers, ABN 52 780 433 757
480 Queen Street, BRISBANE QLD 4000, GPO Box 150, BRISBANE QLD 4001
T: +61 7 3257 5000, F: +61 7 3257 5999, www.pwc.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

Independent Auditor's Report

To the members of Corporate Travel Management Limited Continued

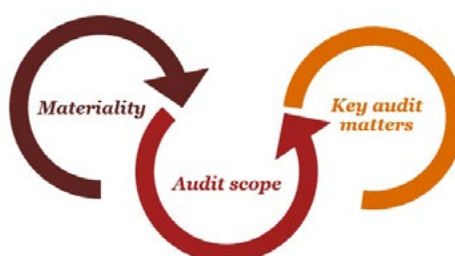


Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

The Group provides travel management solutions to the corporate market and operates in four broad geographic regions, being Australia & New Zealand ("ANZ"), North America, Asia and Europe. The regional finance functions report to the Group finance function in Brisbane, Australia where the consolidation is performed.



Materiality

- For the purpose of our audit we used overall Group materiality of \$3.8 million, which represents approximately 1% of the Group's revenue.
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole.
- We chose Group revenue because, in our view, it is reflective of the Group's operating activities during the year and provides a level of materiality which, in our view, is appropriate for the audit having regard to the users of the Group financial report.
- We utilised a 1% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds.

Audit Scope

- Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- In establishing the overall approach to the Group audit, we determined the type of audit work that needed to be performed by us, as the Group engagement team, and by component auditors in the USA, Hong Kong and the UK operating under our instruction. We structured our audit as follows:
 - We performed audit procedures over the Australia & New Zealand region, in addition to auditing the consolidation of the Group's regional reporting units into the Group's financial report.

Independent Auditor's Report

To the members of Corporate Travel Management Limited Continued



- Component auditors in the USA, Hong Kong and the UK performed audit procedures over the North America, Asia and Europe regions respectively.
- For the work performed by component auditors in the USA, Hong Kong and the UK, we determined the level of involvement we needed to have in the audit work at these locations to be satisfied that sufficient audit evidence had been obtained as a basis for our opinion on the Group financial report as a whole. This included active dialogue throughout the year through discussions, issuing written instructions, receiving formal interoffice reporting, as well as attending meetings with local management.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Committee.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of the Group's goodwill (Refer to note 25)</p> <p>At 30 June 2022, the Group recorded \$968.6m of intangible assets, of which \$859.2m related to goodwill.</p> <p>The goodwill is allocated to four cash generating units ("CGUs"), being Australia & New Zealand ("ANZ"), North America, Europe and Asia.</p> <p>As required by Australian Accounting Standards, at 30 June 2022 the Group performed an impairment assessment over the goodwill balances by calculating the recoverable amount for each CGU, using discounted cash flow models prepared on a 'value in use' basis. The models assume the return of activity to pre-COVID-19 pro-forma levels by FY24 in ANZ, North America and Europe, and by FY25 in Asia.</p> <p>Given the degree of judgement involved in estimating the key assumptions in the valuation models, including forecast performance, growth rates and discount rates, and the financial significance of the goodwill recognised on the Group's consolidated statement of financial position, we determined that this was a key audit matter.</p>	<p>Our procedures in relation to the impairment assessment of goodwill included, amongst others:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the Group's determination of its CGUs • Developing an understanding of the process undertaken by the Group in the preparation of the discounted cash flow models used to assess the recoverable amount of the Group's CGUs (the "impairment models") • Assessing the arithmetical accuracy of the impairment models • Assessing whether the allocation of assets, including goodwill, to CGUs, was consistent with our knowledge of the Group's operations and internal Group reporting • Evaluating the Group's forecast recovery path projections through to FY24/FY25, by comparison to external economic and industry forecasts • Comparing FY22 actual performance to the forecast FY22 performance per the prior year models • Comparing the cash flow forecasts for FY23 used in the models to approved budgets for FY23

Independent Auditor's Report

To the members of Corporate Travel Management Limited Continued



Key audit matter	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> Assessing that the discount rates applied in the impairment models reflect the risks of the CGU, with the assistance of PwC valuation experts Assessing the long-term growth rates, by comparing to economic forecasts, with the assistance of PwC valuation experts Assessing the Group's consideration of the sensitivity to a change in key assumptions that either individually or collectively would be required for assets to be impaired and considered the likelihood of such a movement in those key assumptions arising Evaluating the adequacy of the disclosures made in Note 25, including those regarding the key assumptions and sensitivities to changes in such assumptions, in light of the requirements of Australian Accounting Standards Comparing the Group's net assets as at 30 June 2022 of \$1,081.4m to its market capitalisation of \$2,688.9m at 30 June 2022, noting the \$1,607.5m of implied headroom in the comparison.
<p>Accounting for the Helloworld Corporate business combination (Refer to note 9)</p> <p>The Group completed the acquisition of Helloworld Corporate on 31 March 2022.</p> <p>We determined that the accounting for the Helloworld Corporate business combination was a key audit matter due to the financial significance of the value of the transaction, net assets acquired and the resulting goodwill arising on the acquisition, as well as the level of judgement involved in the Purchase Price Allocation ("PPA") calculation.</p> <p>The key area of judgement related to the fair value of the acquired assets and liabilities recognised at acquisition date, including client contracts and relationships intangible assets.</p>	<p>Our procedures in relation to the accounting for the Helloworld Corporate business combination included, amongst others:</p> <ul style="list-style-type: none"> Testing of the cash consideration paid and shares issued by obtaining supporting documentation including bank statements, share issuance documents, and the purchase agreement Obtaining the purchase agreement to determine whether any consideration is contingent on future events Testing a sample of acquired working capital balances to post acquisition date payments and receipts Assessing the Group's methodology applied in valuing client contracts and relationship intangible assets, with the assistance of PwC valuation experts

Independent Auditor's Report

To the members of Corporate Travel Management Limited Continued



Key audit matter	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> Assessing the mathematical accuracy of the Group's calculation of the resulting goodwill arising on the PPA calculation Considering the completeness of the recognition of intangible assets by reference to the purchase agreement and intangible assets recognised in previous acquisitions by the Group Assessing the accuracy and completeness of business combination disclosures in the financial statements in light of the requirements of Australian Accounting Standards
<p>Recognition and presentation of the Group's revenue (Refer to note 4)</p> <p>The Group's provision of travel services to clients drives several different revenue streams.</p> <p>The recognition of revenue from each of these streams is dependent upon the terms of the underlying contracts with customers and suppliers.</p> <p>Judgement is involved in the recognition of "Volume based incentive revenue", as revenue is accrued over the contract period based on the expected achievement of contractual performance criteria specific to each supplier.</p> <p>We considered the recognition and presentation of revenue to be a key audit matter due to the financial significance of the Group's revenue, the judgemental nature of "Volume based incentive revenue", and the disclosure considerations per the requirements of Australian Accounting Standards.</p>	<p>Our procedures in relation to the recognition and presentation of the Group's revenue included, amongst others:</p> <ul style="list-style-type: none"> Developing an understanding of the Group's revenue recognition processes Agreeing a sample of revenue transactions for the "Transactional revenue", "Sale of Inventory" and "Licencing revenue" streams to supporting documents, including customer agreements, invoices, remittances and bank statements Comparing on a sample basis, "Volume based incentive revenue" amounts to supporting documents, including performance summaries and bank statements Utilising data analytic techniques to identify revenue transactions for our testing of journal entries Assessing the completeness and accuracy of the Group's revenue disclosures per the requirements of Australian Accounting Standards

Independent Auditor's Report

To the members of Corporate Travel Management Limited Continued



Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 the Australian Auditing Standards 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 the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Independent Auditor's Report

To the members of Corporate Travel Management Limited Continued



Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 59 to 77 of the directors' report for the year ended 30 June 2022.

In our opinion, the remuneration report of Corporate Travel Management Limited for the year ended 30 June 2022 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

A stylized, handwritten signature of PricewaterhouseCoopers in grey ink.

PricewaterhouseCoopers

A handwritten signature of Michael Crowe in black ink.

Michael Crowe
Partner

Brisbane
17 August 2022

Shareholder Information

The shareholder information set out below was applicable as at 27 July 2022

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares	Securities	% of Total Securities
1 to 1,000	10,999	3,824,280	2.63
1,001 to 5,000	4,381	9,663,671	6.65
5,001 to 10,000	585	4,015,040	2.76
10,001 to 100,000	352	8,047,930	5.54
100,001 and over	40	119,746,052	82.42
Total	16,357	145,296,973	100.00
Holding less than a marketable parcel	538	5,872	-

Based on the Company's closing share price on 27 July 2022 (\$18.13), there were 538 holders of less than a marketable parcel of ordinary shares and together they hold 5,872 shares.

Equity security holders

The names of the twenty largest registered shareholders are listed below:

	Number Held	Ordinary shares % of total shares issued
1. Citicorp Nominees Pty Limited	30,514,659	21.00
2. HSBC Custody Nominees (Australia) Limited	21,471,279	14.78
3. J P Morgan Nominees Australia Pty Limited	18,246,615	12.56
4. Pherous Holdings Group Pty Ltd	16,500,000	11.36
5. National Nominees Limited	8,702,170	5.99
6. BNP Paribas Noms Pty Ltd Drp	5,243,281	3.61
7. Helloworld Group Pty Ltd	3,571,429	2.46
8. BNP Paribas Nominees Pty Ltd (Agency Lending Drp A/C)	2,966,218	2.04
9. HSBC Custody Nominees (Australia) Limited (Nt-Comnwlth Super Corp A/C)	1,795,461	1.24
10. Matimo Pty Ltd (Matimo A/C)	1,476,807	1.02
11. Ms Helen Logas	1,038,497	0.71
12. LJP2 Pty Ltd	1,000,000	0.69
13. Citicorp Nominees Pty Limited (Colonial First State Inv A/C)	651,730	0.45
14. HSBC Custody Nominees (Australia) Limited - A/C 2	626,968	0.43
15. Mirrabooka Investments Limited	597,000	0.41
16. Shamiz Pty Ltd (Sami Superfund A/C)	567,107	0.39
17. BNP Paribas Nominees Pty Ltd HUB24 Custodial Serv Ltd (Drp A/C)	525,161	0.36
18. BNP Paribas Noms (Nz) Ltd (Drp)	460,652	0.32
19. Amalfi Trading Pty Ltd (Michael Pherous Family A/C)	355,334	0.24
20. Ms Karen Ann Shaw	278,514	0.19
Top 20 Holders	116,588,882	80.25
Remaining Holders balance	28,708,091	19.75
Grand Total	145,296,973	100.00

Shareholder Information

Equity security holders (continued)

Unquoted equity securities

	Number on issue	Number of holders
Share Appreciation Rights	4,812,500	88

Substantial holders

As at 13 July 2022, the Company has been notified of the following substantial holders (including associate holdings):

	Number Held	Ordinary shares % of total shares issued
Bennelong Funds Management Group Pty Ltd	18,684,475	12.86
Pherous Holdings Group	17,500,000	12.04

Voting rights

The voting rights attaching to each class of equity securities are set out below:

Ordinary shares voting rights

On a show of hands, every member present at a meeting in person or by proxy shall have one vote. Upon a poll, each share shall have one vote. There are currently no options held.

Share Appreciation Rights

Share appreciation rights have no voting rights.

Securities purchased on-market

During FY22, a total of 3,003 ordinary shares were acquired on market for the purposes of the Company's employee equity plans and the average price per share purchased was \$21.30.

Corporate Directory

Directors	Ewen Crouch AM Jamie Pherous Jon Brett Laura Ruffles Sophie Mitchell
Secretary	Shelley Sorrenson
Annual General Meeting	The Annual General Meeting of Corporate Travel Management Limited is scheduled to be held on 27 October 2022 at 11:00am (AEST)
Registered office in Australia	Level 24, 307 Queen Street Brisbane QLD 4000 Telephone: +61 7 3211 2400
Share registrar	Computershare Investor Services Pty Limited Level 1, 200 Mary Street Brisbane, QLD 4000 Telephone: 1300 787 272 Outside Australia: +61 3 9415 4000
Auditor	PricewaterhouseCoopers Australia 480 Queen Street Brisbane QLD 4000
Stock exchange listing	Corporate Travel Management shares are quoted on the Australian Securities Exchange (ASX).
Website address	travelctm.com
ABN	ABN 17 131 207 611

Registered Office:

Corporate Travel Management Limited
Level 24, 307 Queen Street, Brisbane QLD 4000

travelctm.com.au

