



Acquisition of Travel & Transport and Entitlement Offer

29 September 2020

www.travelctm.com



Important Notices and Disclaimer

This investor presentation (**Presentation**) has been dated 29 September 2020 and has been prepared and authorised by Corporate Travel Management Limited (ACN 131 207 611) (**CTM**). This Presentation has been prepared in relation to CTM's acquisition of Travel & Transport, Inc. (**Travel & Transport** or **T&T**) (**Acquisition**) and a pro-rata accelerated non-renounceable entitlement offer of new ordinary fully paid shares in CTM (**New Shares**). The entitlement offer will be made to:

- eligible institutional shareholders of CTM (**Institutional Entitlement Offer**); and
- eligible retail shareholders of CTM (**Retail Entitlement Offer**),

(together, the **Entitlement Offer**) under section 708AA of the *Corporations Act 2001* (Cth) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73* (the **Corporations Act**). Unless the context otherwise requires, capitalised terms and abbreviations have the meaning given in the glossary at the end of this Presentation.

SUMMARY INFORMATION

The information in this Presentation contains summary information about the current activities of CTM and its subsidiaries (the **Group**). The information in this Presentation is of a general nature and does not purport to be complete. This Presentation is not intended to be comprehensive or provide all information required by investors to make an informed decision on any investment in CTM, nor does it contain all of the information which would be required in a product disclosure statement or prospectus prepared in accordance with the requirements of the Corporations Act.

CTM's historical information in this presentation is, or is based upon, information that has been released to the Australian Securities Exchange (**ASX**). It should be read in conjunction with CTM's other periodic and continuous disclosure announcements, including CTM's results for the year ended 30 June 2020, lodged with the ASX on 19 August 2020, available from the ASX at www.asx.com.au.

Certain information in this Presentation has been sourced from Travel & Transport or its respective representatives or associates. While steps have been taken to review that information, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither CTM nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

CTM undertook a due diligence process in respect of Travel & Transport, which relied in part on the review of financial and other information provided by Travel & Transport. Despite making reasonable efforts, CTM has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it. If any such information provided to, and relied upon by, CTM in its due diligence and in its preparation of this Presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of Travel & Transport and the Group may be materially different to the expectations reflected in this Presentation.

Investors should also note that there is no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the acquisition of Travel & Transport have been identified and avoided or managed appropriately (for example, because it was not always possible to negotiate indemnities or representations and warranties from the vendor of Travel & Transport to cover all potential risks). Therefore, there is a risk that issues, and risks may arise which will also have a material impact on the Group (for example, Travel & Transport may later discover liabilities or defects which were not identified through due diligence or for which there is no contractual protection for CTM). This could adversely affect the operations, financial performance or position of CTM.

No member of the Group gives any representations or warranties in relation to the statements or information in this Presentation.

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INVESTMENT RISK

An investment in New Shares is subject to known and unknown risks, some of which are beyond the control of the Group, including possible delays in repayment and loss of principal and income invested. CTM does not guarantee any particular rate of return or the performance of the Group, nor does it guarantee the repayment of capital from CTM or any particular tax treatment. Investors should have regard to the Key Risks section in the Appendix to this Presentation.

Important Notices and Disclaimer (Cont'd)

FINANCIAL INFORMATION

All dollar values contained in this document are expressed in Australian dollars unless otherwise stated.

A number of figures, amounts, percentages, estimates and calculations of value, and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

CTM prepares its financial information in accordance with the Corporations Act, Australian Accounting Standards (**AAS**) adopted by the Australian Accounting Standards Board (**AASB**) and International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (**IASB**). This presentation includes certain financial information from CTM for the two months ended 31 August 2020, and Travel and Transport for the six months ended 30 June 2020, and the two months ended 31 August 2020 which has been extracted from unaudited management accounts.

The financial information is presented in an abbreviated form insofar as it does not include all presentations and disclosures, statements or comparative information as required by AAS and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

This presentation includes certain pro-forma financial information to reflect the impact of the Acquisition and/or Entitlement Offer. The pro-forma historical underlying earnings information (including segment information) on slide 17 is derived from:

- The financial statements for Travel and Transport for the year ended 31 December 2019 which have been audited by Lutz & Company in the United States
- The financial statements for CTM for the year ended 30 June 2019, which have been audited by PwC
- The financial statements for CTM for the six months ended 31 December 2019, which have been reviewed by PwC
- The application of CTM's accounting policies to adjust earnings before interest, tax, depreciation and amortisation (**Underlying EBITDA**)

The pro-forma net assets on slide 31 has been derived from:

- The financial statements of CTM which have been audited by PwC
- The management accounts for Travel and Transport as at 30 June 2020, which have not been audited
- The application of pro-forma adjustments to reflect the effects of the Acquisition, the Entitlement Offer, and the issue of New Shares to certain executives of Travel and Transport

The pro-forma historical financial information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of CTM's views on its future financial position and/or performance. The pro-forma historical financial information has been prepared by CTM in accordance with the measurement and recognition requirements of its accounting policies, but not disclosure requirements, prescribed by AAS. The pro-forma historical financial information included in this Presentation does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the U.S. Securities and Exchange Commission (**SEC**).

Investors should be aware that certain financial measures included in this Presentation are "non-IFRS financial information" under ASIC Regulatory Guide 230: "Disclosing non-IFRS financial information" published by ASIC and also "Non-GAAP financial measures" within the meaning of Regulation G under the US Securities Exchange Act of 1934 and are not recognised under the AAS or IFRS. Non-IFRS financial information / non-GAAP financial measures in this Presentation include:

- EBITDA, which is profit before income tax, interest, depreciation and amortisation;
- Underlying EBITDA which is EBITDA adjusted for one-off items and excluding AASB16
- TTV, which is total transaction value, representing the price at which travel products and services have been sold across CTM's and T&T's various operations, both as an agent for various airlines and other service providers and as a principal, plus revenue and other income from other sources;
- Net working capital, which represent working capital assets (excluding cash) net of working capital liabilities;
- Cash Burn which is EBITDA loss plus capital expenditure (**Capex**);
- CTM believes the non-IFRS financial information and non-GAAP financial measures provide useful information to users in measuring the financial performance and condition of CTM. However, investors should note that the non-IFRS financial information and non-GAAP financial measures do not have standardised meanings prescribed by AAS or IFRS. Therefore, the non-IFRS financial information is not a measure of financial performance, liquidity or value under IFRS and may not be comparable to similarly titled measures presented by other entities, nor should the information be construed as an alternative to other financial measures determined in accordance with AAS or IFRS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information included in this Presentation.

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This Presentation may contain certain statements that constitute "forward-looking statements". These statements can be identified by the use of terminology such as "will", "anticipate", "believe", "expect", "project", "continue", "assume", "forecast", "estimate", "likely", "intend", "outlook", "should", "could", "may", "target", "plan" or comparable terminology. Indications of, and guidance on, future earnings, financial position, and performance are also forward-looking statements, as are statements regarding CTM's intent, belief or current expectations with respect to the timetable, conduct and outcome of the Entitlement Offer and the use of proceeds thereafter, the Acquisition, statements about the plans, objectives and strategies of the management of the Group, statements about the industry and markets in which the Group operates, statements about the future performance of the Group's business and its financial condition and indicative drivers. Such forward-looking statements are provided as a general guide only, should not be relied on as an indication or guarantee of future performance, and involve known and unknown risks (including (without limitation) the risks and uncertainties associated with the ongoing impacts of COVID-19 and the risks set out in the Key Risks section in the Appendix to this Presentation, uncertainties and other factors, many of which are beyond the control of CTM, its officers, employees, agents and advisors, that may cause CTM's actual results and performance to be materially different from any future results or performance expressed or implied in such statements. Forward-looking statements may also assume the success of the Group's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond CTM's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statements may have been prepared or otherwise.

There can be no assurance that actual outcomes will not differ materially from the forward-looking statements in this Presentation. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecasted and their differences may be material. Refer to the Key Risks section in the Appendix to this Presentation for a non-exhaustive summary of certain key business, offer and general risk factors that may affect the Group.

Investors are strongly cautioned not to place undue reliance on forward-looking statements, including in respect of future trading activity and earnings, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19.

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This Presentation is not and should not be considered an offer or an invitation to acquire New Shares or any other financial products and does not and will not form any part of any contract for the acquisition of New Shares.

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Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer or the Retail Entitlement Offer is determined by reference to a number of matters, including the legal and regulatory requirements, logistical and registry constraints and the discretion of CTM and/or the underwriters. Each of CTM and the underwriters and each of their respective Extended Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The underwriters may rely on information provided by or on behalf of institutional investors in connection with managing, conducting and underwriting the Entitlement Offer without independently verifying that information and the underwriters do not assume responsibility for the currency, accuracy, reliability or completeness of that information.

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The Retail Entitlement Offer will be made on the basis of the information contained in the retail offer booklet to be prepared for eligible retail shareholders in Australia and New Zealand (**Retail Offer Booklet**) and will be available to eligible retail shareholders following its lodgement with the ASX. Any eligible retail shareholder who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet in deciding whether to apply under that offer. Any eligible retail shareholder who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the entitlement and acceptance forms. This Presentation does not constitute financial product advice.

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Neither the underwriters nor any of their respective Extended Parties, nor the advisors to CTM, have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Presentation and do not make or purport to make any statement in this Presentation, and there is no statement in this Presentation that is based on any statement by any of those parties.

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The underwriters, together with their respective affiliates, are full service financial institutions engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses.

The underwriters and/or their respective affiliates are acting as the joint lead managers and underwriters of both the Institutional Entitlement Offer and Retail Entitlement Offer. The underwriters are acting for and providing services to CTM in relation to the Entitlement Offer and will not be acting for or providing services to CTM shareholders. The underwriters have each been engaged solely as independent contractors and are each acting solely in a contractual relationship on an arm's length basis with CTM. The engagement of the underwriters by CTM is not intended to create any agency or other relationship between the underwriters and the CTM shareholders.

The underwriters, in conjunction with their respective affiliates, are acting in the capacity as such in relation to the Entitlement Offer and will receive fees and expenses for acting in this capacity. Affiliates of the underwriters are or may in the future be lenders to the Group.

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A summary of the key terms of the underwriting agreement between CTM and the underwriters is provided in the Appendix to this Presentation.

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No person is authorised to give any information or make any representation in connection with the Entitlement Offer which is not contained in this Presentation. Any information or representation not contained in this Presentation may not be relied on as having been authorised by CTM in connection with the Entitlement Offer. The underwriters and their respective Extended Parties take no responsibility for any information in this Presentation or any action taken by you on the basis of such information. To the maximum extent permitted by law, CTM, the underwriters and their respective Extended Parties exclude and disclaim all liability (including without limitation liability for negligence or negligent misstatement) for any direct or indirect expenses, losses, damages or costs incurred by you as a result of your participation in or failure to participate in the Entitlement Offer or the information in this Presentation being inaccurate or incomplete in any way for any reason. CTM, the underwriters and their respective Extended Parties make no recommendation as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information, and you represent, warrant and agree that you have not relied on any statements made by the underwriters or any of their respective Extended Parties in relation to the New Shares or the Entitlement Offer generally and you further expressly disclaim that you are in a fiduciary relationship with any of them.

You agree, to the maximum extent permitted by law, that you will not seek to sue or hold the underwriters or their respective Extended Parties liable in any respect in connection with this Presentation or the Entitlement Offer.

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By accepting this Presentation you (i) represent and warrant that you are entitled to receive such Presentation in accordance with the above restrictions and (ii) agree to be bound by the limitations contained in this Presentation and (iii) agree not to distribute it to persons outside of Australia.

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① Executive Summary



Key Transaction Highlights

- ✓ Binding agreement to **acquire 100% of Travel & Transport**, a leading North American corporate travel business with **CY19 TTV of US\$2.8bn (A\$4.0bn)¹**
- ✓ **Expected to be EPS² accretive** on a pro-forma CY19 basis, pre-synergies (approx. 10%) post synergies (approx. 30%)
 - Scope for **material combination benefits**
- ✓ Once combined, **CTM will strengthen its position as one of the leading mid-market corporate travel managers in the world** based on CY19 TTV
- ✓ **Materially increases the size of CTM's North American business**, and offers a highly complementary industry and geographical fit
- ✓ **Opportunity to leverage Travel & Transport's Radius Hotel Program** across CTM's business enhancing our global hotel offering to clients
- ✓ **Strong cultural alignment** with focus on customer service and proprietary technology
- ✓ **Travel & Transport's experienced management team retained**, strengthening CTM's US leadership team
- ✓ **A\$375 million Entitlement Offer** to fund the acquisition, integration and capital raising costs, provide balance sheet flexibility and scope for further acquisitions

1. Assumes CY19 average of 1 AUD = 0.70 USD

2. Based on pro-forma NPAT excluding transaction costs, one-off integration costs and amortisation of acquired identifiable intangible assets. The impact of purchase price accounting has not been completed, which will impact future depreciation and amortisation charges. In accordance with AASB 133 *Earnings per Share*, CTM's standalone EPS has been restated based on an adjustment factor to take into account the bonus element of the Entitlement Offer.

Transaction Overview

Acquisition of Travel & Transport

- CTM has entered into a binding agreement to acquire 100% of Travel & Transport, Inc (**Travel & Transport** or **T&T**) for an enterprise value of US\$200.4m (A\$274.5m)¹
 - T&T is a leading North American corporate travel business with CY19 TTV of US\$2.8b (A\$4.0b)²
- Implied acquisition multiple of 7.0x Enterprise Value / CY19 pro-forma EBITDA based on T&T's most recent audited financials which was prior to the impact of COVID-19³
 - Acquisition enterprise value represents 4.3x including estimated full run-rate synergies of US\$18m⁴ (A\$25m)²
 - Material discount to CTM's current enterprise value / CY19 underlying EBITDA trading multiple of 11.3x⁵

Compelling Strategic Rationale for the Acquisition

- **Build Scale:** Once combined, CTM will strengthen its position as one of the leading mid-market corporate travel managers in the world
 - Combined North American TTV of US\$3.6b (A\$5.2b)² (based on 12 months to 31 December 2019)
- **Sector and Geographic Focus:** T&T has a highly complementary industry and geographic profile, with a strong focus on financial and professional services clients, and a particularly strong client base in New York
- **Global Hotel Program:** T&T's hotel program, Radius, is one of the leading programs of its kind globally, expected to provide an enhanced offering to CTM clients
- **Scope for Material Combination Benefits:** Estimated full run-rate synergies of US\$18m⁴ (A\$25m)² expected to be delivered within 2 years of completion (with significant work to be undertaken in the next 6 months to take advantage of slower client activity currently experienced in corporate travel)
- **Strengthened US Leadership:** T&T's high-quality management team to augment CTM's US management capability, with T&T's incumbent CEO, Kevin O'Malley to lead the combined US business
- **Strong cultural alignment:** Focus on customer service and leveraging proprietary technology

1. Assumes 1 AUD = 0.73 USD

2. Assumes CY19 average FX of 1 AUD = 0.70 USD

3. Pro-forma EBITDA includes normalisations reflecting T&T's ESOP ownership structure, the full-year impact of actioned non COVID-19 related strategic initiatives and excludes costs which are one-off in nature

4. Excludes integration costs; CY19 financial information is considered to best represent the performance of both CTM and T&T prior to the impacts associated with COVID-19

5. Market data as at 24 September 2020 (CTD share price: \$15.85); multiple presented on a pre-AASB16 basis

Transaction Overview (Cont'd)

Acquisition Consideration and Funding	<ul style="list-style-type: none"> • Consideration of US\$200.4m (A\$274.5m)¹ on a debt and cash free basis, subject to working capital adjustment • Key T&T executives, including CEO, to invest in CTM stock • The purchase price, transaction costs and integration costs will be funded by a fully underwritten accelerated non-renounceable entitlement offer raising approximately A\$375m <ul style="list-style-type: none"> – Capital being raised to fund acquisition costs, integration costs, provide additional liquidity to conservatively fund T&T losses for a prolonged period, and provide balance sheet flexibility and capacity for other acquisitions
Financial Impact and pro-forma Liquidity	<ul style="list-style-type: none"> • Expected to be EPS⁷ accretive on a pro-forma CY19 basis, pre-synergies (approx. 10%) post synergies (approx. 30%) • Estimated full run-rate synergies of US\$18m^{4,5} (A\$25m)² • Net cash position post equity raising of A\$126.8m, with £100m (A\$181.8m)⁶ additional liquidity via committed undrawn finance facility • Combined business average Cash Burn of approximately A\$7.5m per month (average for July / August), noting July/August is historically the quietest time of the year for corporate travel in the northern hemisphere
Synergies and Integration Costs	<ul style="list-style-type: none"> • The expected synergies of US\$18m^{4,5} (A\$25m)² are based on the CY19 pro-forma financials and are partially dependent upon corporate travel activity returning to CY19 levels • CTM has undertaken due diligence to quantify expected synergy benefits and has developed an operating structure in conjunction with T&T management allowing for cost management in line with a ramp-up in activity • Estimated integration costs of approximately US\$10 million (A\$13.7m)¹ primarily incurred in the first 6 months post completion
Timing	<ul style="list-style-type: none"> • Completion of the acquisition is expected in late October 2020 subject to, amongst other things, anti-trust approval, and the receipt of a satisfactory fairness opinion by the trustee of T&T's employee stock ownership plan⁸

1. Assumes 1 AUD = 0.73 USD

2. Assumes CY19 average FX of 1 AUD = 0.70 USD

3. Pro-forma EBITDA includes normalisations reflecting T&T's ESOP ownership structure, the full-year impact of actioned non COVID-19 related strategic initiatives and excludes costs which are one-off in nature

4. Excludes integration costs; CY19 financial information is considered to best represent the performance of both CTM and T&T prior to the impacts associated with COVID-19

5. See slide 37 regarding risks associated with integration and synergies

6. Assumes 1AUD = 0.55 GBP

7. Based on pro-forma NPAT excluding transaction costs, one-off integration costs and amortisation of acquired identifiable intangible assets. The impact of purchase price accounting has not been completed, which will impact future depreciation and amortisation charges. In accordance with AASB 133 *Earnings per Share*, CTM's standalone EPS has been restated based on an adjustment factor to take into account the bonus element of the Entitlement Offer

8. See slide 49 for further information about the terms of the acquisition

② Strategic Rationale



Compelling Strategic Rationale

1 Build Scale	<ul style="list-style-type: none"> ✓ CTM will strengthen its position as one of the leading global mid-market corporate travel managers with A\$10.8b TTV (based on pro-forma CY19)⁴ ✓ Materially enhances CTM's scale in the North American corporate travel market adding an additional US\$2.5bn (A\$3.6bn)¹ of TTV (based on pro-forma CY19)
2 Complementary Sector and Geographic Focus	<ul style="list-style-type: none"> ✓ Acquisition of T&T is highly complementary delivering a more diversified client base and geographic spread ✓ T&T's financial and professional services and healthcare clients complement CTM's existing North American client base ✓ Materially enhances CTM's scale and client base in the New York region ✓ Combination enhances opportunity to service international clients, particularly the high-volume New York / London route
3 Successful Global Hotel Program	<ul style="list-style-type: none"> ✓ T&T's Radius hotel program is one of the leading corporate hotel programs in the world ✓ Opportunity to expand across CTM to create a larger program offering more value for clients
4 Scope for Material Combination Benefits	<ul style="list-style-type: none"> ✓ Estimated synergies of US\$18m^{2,3} (A\$25m)¹ on a full run-rate basis, expected to be delivered during the 2-year integration period ✓ Both CTM and T&T have significantly reduced their fixed cost base throughout COVID-19 which will position the combined group to realise enhanced operating leverage as activity returns ✓ Expected to be EPS⁵ accretive on a pro-forma CY19 basis, pre-synergies (approx. 10%) post synergies (approx. 30%)
5 High Quality Management Team to Lead Combined US Business	<ul style="list-style-type: none"> ✓ Combined management team provides broader and deeper leadership capability in North America ✓ Strong cultural alignment with a similar company-wide focus on high quality service, proprietary technology and delivering measurable value for clients

1. Assumes CY19 average FX 1 AUD = 0.70 USD

2. Excludes integration costs; CY19 financial information is considered to best represent the performance of both CTM and T&T prior to the impacts associated with COVID-19

3. See slide 37 regarding risks associated with integration and synergies

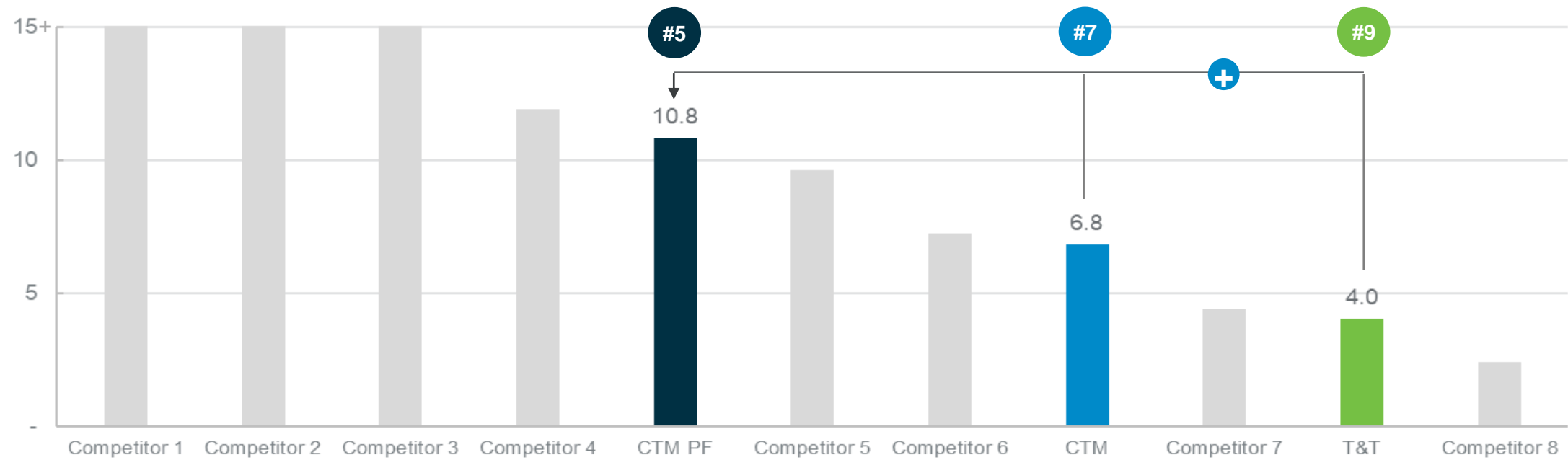
4. CY19 financial information is considered to best represent the performance of both CTM and T&T prior to the impacts associated with COVID-19

5. Based on pro-forma NPAT excluding transaction costs, one-off integration costs and amortisation of acquired identifiable intangible assets. The impact of purchase price accounting has not been completed, which will impact future depreciation and amortisation charges. In accordance with AASB 133 *Earnings per Share*, CTM's standalone EPS has been restated based on an adjustment factor to take into account the bonus element of the Entitlement Offer

Global Leader in Mid-market Corporate Travel

- Combined business would have TTV of approximately A\$10.8b, an increase of ~60% (based on pro-forma CY19)¹
- Positions CTM as a global leader in the mid-market segment
- Improved competitive position due to a broader diversified client base (particularly in the North American travel market), with the combined business well-positioned to emerge from COVID-19

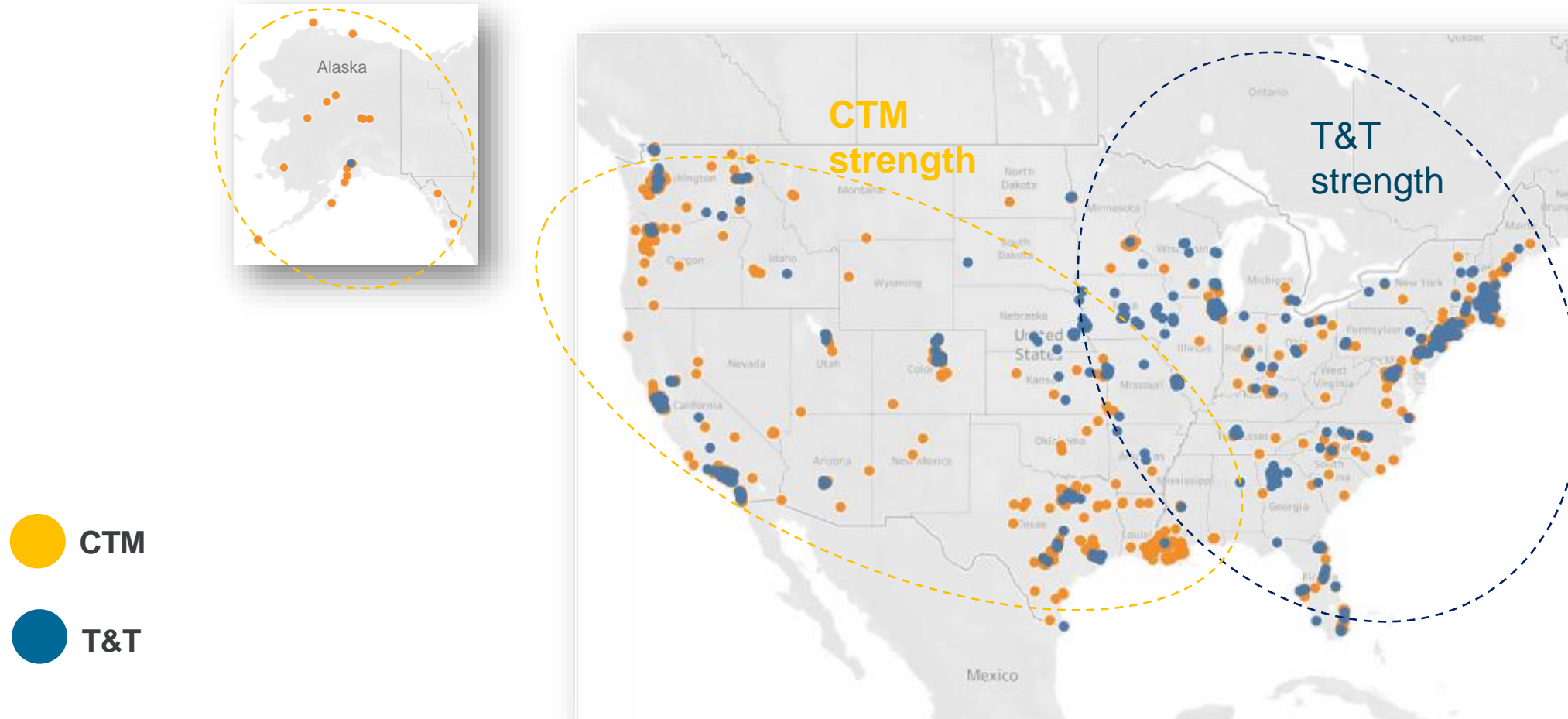
Largest Corporate Travel Players by TTV (A\$bn)²



1. CY19 financial information is considered to best represent the performance of both CTM and T&T prior to the impacts associated with COVID-19
2. Management estimates of corporate TTV based on publicly available industry data

Highly Complementary US Client Coverage

CTM and T&T client office locations - extensive US coverage when combined



Scope for Material Combination Benefits

The combination of CTM and T&T is estimated to deliver US\$18m (A\$25m)¹ of synergies on a full run-rate basis, based on CY19^{2,4}

Operating Expenses	<ul style="list-style-type: none">• Efficiencies from reducing duplicate spend• Corporate cost and functional overhead rationalisations
Property Footprint	<ul style="list-style-type: none">• Rationalise combined office footprint to minimise any underutilisation
IT	<ul style="list-style-type: none">• Integration of technology systems and optimisation measures• Reduction of duplicate technology development spend
Scale Benefits	<ul style="list-style-type: none">• Benefits in contract negotiation
Cost Synergy Implementation Costs	<ul style="list-style-type: none">• One-off implementation costs of approximately US\$10m (A\$13.7m)³• Primarily incurred within the first 6 months post completion

Combination expected to deliver further benefits which have not been included in the estimated synergies

1. Assumes CY19 average FX 1 AUD = 0.70 USD

2. Excludes integration costs; CY19 financial information is considered to best represent the performance of both CTM and T&T prior to the impacts associated with COVID-19

3. Assumes 1 AUD = 0.73 USD

4. See slide 37 regarding risks associated with integration and synergies

Meaningful Increase in North American and European Operations

Combined North American business represents 56% of the Group's revenue based on CY19 pro-forma¹

A\$m; CY19 Pro-Forma					Pro-Forma CTM				
	<u>T&T³</u>	<u>Synergies⁴</u>	<u>CTM North America</u>	<u>CTM Europe</u>	<u>North America Pro-Forma⁵</u>	<u>Pro-Forma Europe</u>	<u>ANZ</u>	<u>Asia</u>	<u>Group⁶</u>
TTV ²	4,025	-	1,528	1,168	5,177	1,544	1,372	2,748	10,842
Revenue	296	-	149	100	426	119	125	85	755
Underlying EBITDA	41	25	40	44	104	46	54	25	216
EBITDA Margin	14%	-	27%	44%	24%	39%	43%	30%	29%

- In CY19 CTM's North American business was generating an underlying EBITDA margin of 27%
- In the same period, T&T generated EBITDA¹ margins of approx. 14%
- Opportunity to enhance operating leverage of the T&T business by implementing CTM's operating model and technology platform in the USA and Europe

Note: Assumes 1 AUD = 0.70 USD. Revenue excludes other income. Pro-forma CTM Group includes Group segment

1. CY19 financial information is considered to best represent the performance of both CTM and T&T prior to the impacts associated with COVID-19

2. TTV is unaudited

3. Pro-forma EBITDA includes normalisations for T&T's ESOP ownership structure, the full-year impact of actioned non COVID-19 related strategic initiatives and costs which are one-off in nature

4. See slide 37 regarding risks associated with integration and synergies

5. Synergies included in North America Pro-Forma

6. Includes A\$13m of corporate costs in EBITDA

High Quality Management Team to Lead Combined US Business

Combined management team provides broader and deeper leadership capability within the North American business

Kevin O'Malley
CEO



- Joined T&T in 1994; named CEO in 2015
- Serves on several boards including several companies in the travel industry, is a member of the Travel Executive Council for the Airline Reporting Corporation (ARC)

Maureen Brady
COO



- Joined CTM as COO, North America in 2019; became CEO North America in April 2020
- Over 30 years of previous experience in senior executive roles at WorldTravel, Ovation and BCD Travel

Tim Fleming
President & Integration Lead



- Joined T&T in 1982; named Chief Operating Officer in 2014 and President in 2017
- Serves on several boards, including Radius Travel and the Advisory Board for Delta Airlines

Josh Weiss
CFO



- Joined T&T in 2014
- Previously spent over 11 years serving as a CPA for Lutz & Company in Omaha

- Strong bench strength in combined management team
- Combined organisational structure to support long term sustainable business growth
- Retention arrangements for key T&T leadership – supports continuity and integration delivery

③ Overview of Travel & Transport

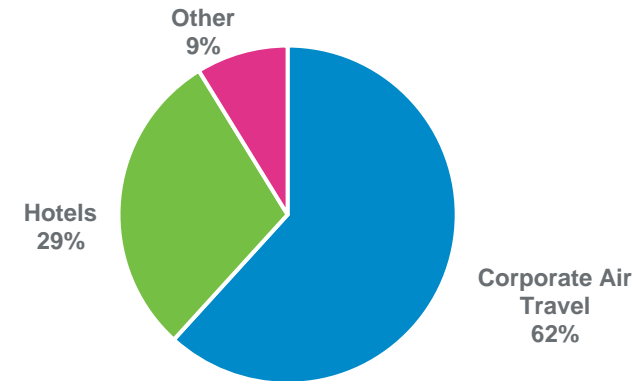


Overview of Travel & Transport

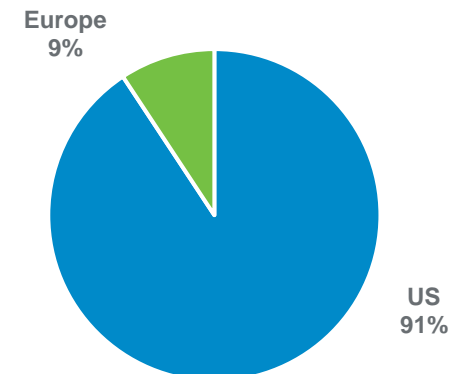
- Founded in 1946, T&T is a leading US travel management company headquartered in Omaha, Nebraska
- Core focus on business travel services:
 - Approx. 60% / 40% split between domestic and international travel¹
 - Approx. 40% of transactions are online using third-party tools¹
- T&T's customer mix is highly complementary to CTM, with a focus on professional services and healthcare clients
 - Low customer concentration, with the largest customer representing only 2.5% of CY19 TTV² and top 50 customers representing less than 45% of CY19 TTV²
- Wholly-owns Radius Travel
 - Includes large-scale hotel program with partnerships with leading global hotel brands (offering over 44,000 hotels in 160 countries)
- Significant focus on developing value-add, proprietary technology
 - Ability to focus technology spend in combination with CTM to accelerate client technology relevant to US market across a wider client base
 - T&T does not have its own booking tool – opportunity to leverage CTM's Lightning booking tool, global data warehouse, business intelligence reporting and content factory including New Distribution Capability platform

1. Based on CY19
2. Represents air tickets only

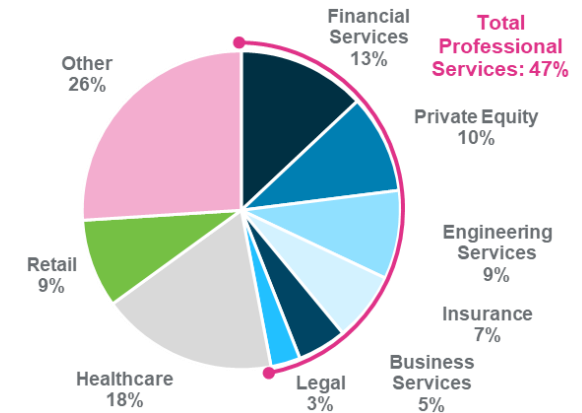
2019 TTV by Category



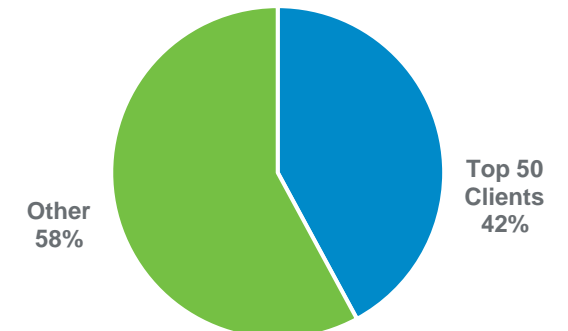
2019 TTV by Geography



2019 TTV² : Customer Sector (Top 50)

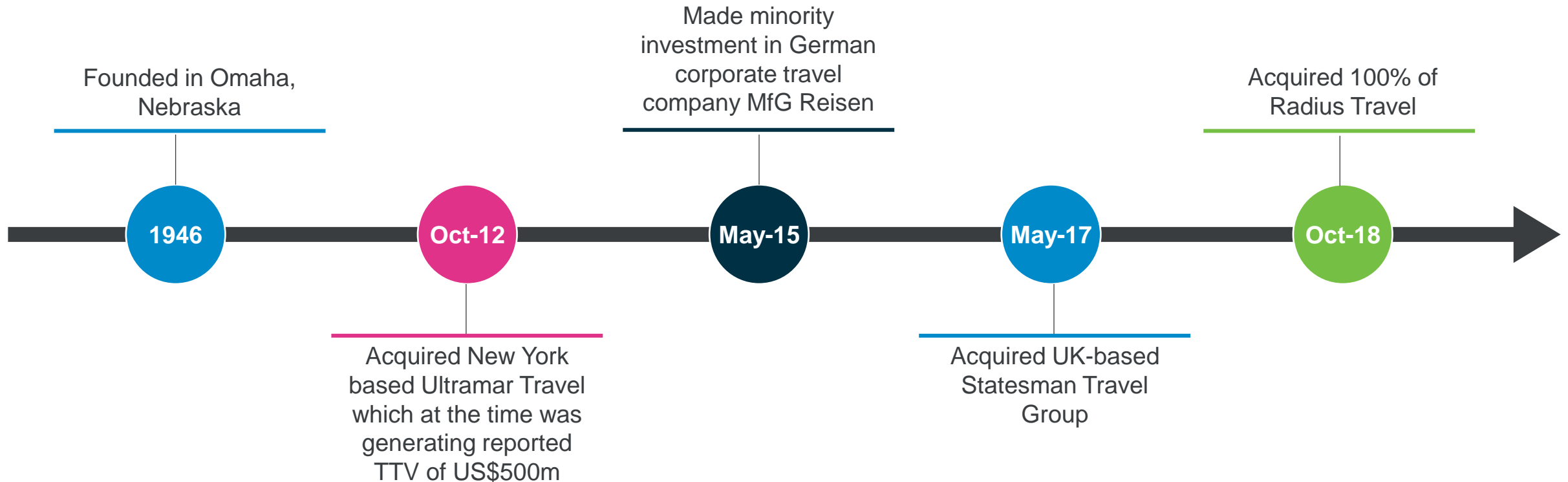


2019 TTV² by Customers



History of Travel & Transport

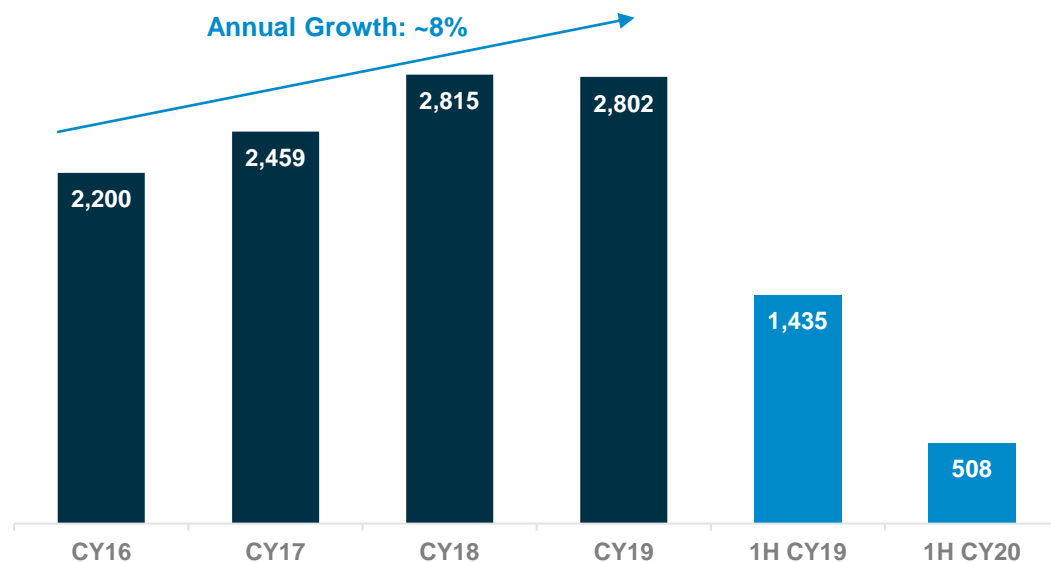
74 year history operating in North American corporate travel



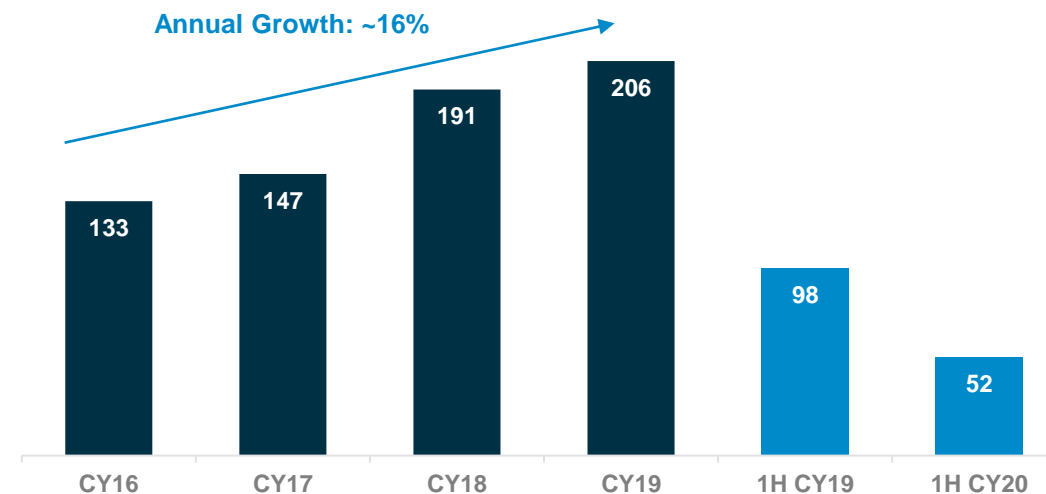
Historical Financial Performance

- T&T has demonstrated an ability to generate organic growth through new wins and client retention
- T&T generated revenue of US\$206m in the year ended 31 December 2019, and pro-forma EBITDA¹ of US\$29m, representing a pro-forma EBITDA margin of approx. 14%
 - CY19 TTV growth impacted by US/China trade war and Brexit – consistent with CTM's macro commentary
 - T&T achieved CY19 revenue growth through its hotel program and improved buying power
- T&T generated US\$2.8b in TTV for the year ended 31 December 2019 and has generated US\$0.5b in TTV in the six months to 30 June 2020, which is down approximately 65% vs. the prior corresponding period reflecting the impact of COVID-19

TTV (US\$m, Year Ended 31-Dec)



Revenue (US\$m, Year Ended 31-Dec)



1. Pro-forma EBITDA includes normalisations for T&T's ESOP ownership structure, the full-year impact of actioned non COVID-19 related strategic initiatives and costs which are one-off in nature

④ Integration Plan



Integration Plan

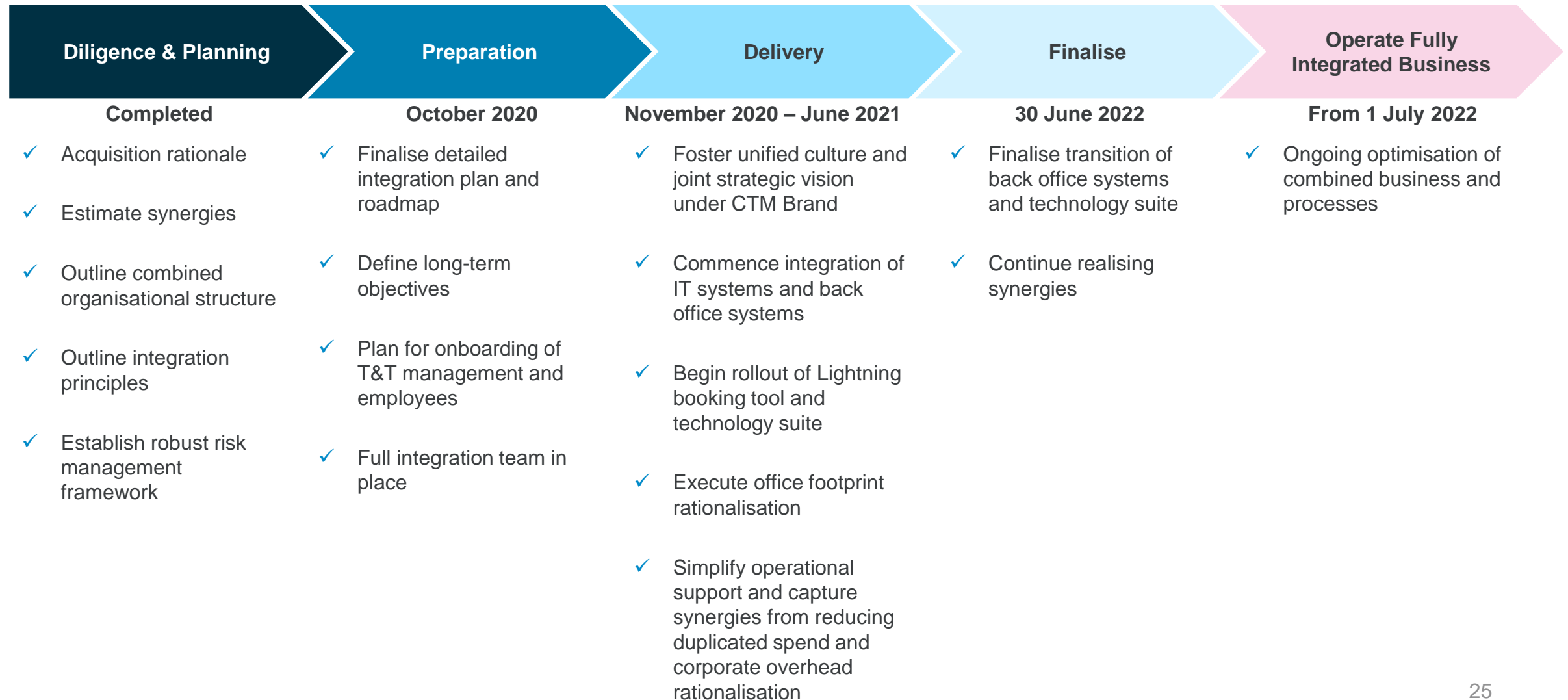
- Significant integration planning undertaken during due diligence
- Internal integration team led by Tim Fleming who has had prior experience in integrations
- Direct oversight on integration process from CTM leadership team
 - Internally-led team
 - Includes staff from both businesses
 - Retention arrangements for key staff
- CTM and T&T have significant integration experience having completed numerous acquisitions

Key Integration Objectives

- ✓ Focus on retaining clients
- ✓ Retain and empower key employees
- ✓ Realise synergies
- ✓ Business continuity and minimal disruption
- ✓ Communication
- ✓ Leadership
- ✓ Joint strategic vision
- ✓ Share best practices
- ✓ Build unified culture

High Level Integration Road Map

Majority of integration expected to be completed by June 2021



⑤ Trading Update



Trading Update and Pro-Forma Group Position

	July and August 2020 Average			
	CTM	Travel & Transport	Pro-Forma Group Position	Comments
Revenue	<ul style="list-style-type: none"> A\$9.5m¹ per month 	<ul style="list-style-type: none"> A\$4.5m per month 	<ul style="list-style-type: none"> Average revenue of A\$14.0m per month 	<ul style="list-style-type: none"> July and August are seasonal holidays in Europe and North America so quieter months for corporate travel
EBITDA²	<ul style="list-style-type: none"> Underlying EBITDA loss of A\$3.7m per month 	<ul style="list-style-type: none"> Underlying EBITDA loss of A\$2.0m per month 	<ul style="list-style-type: none"> Average underlying EBITDA loss of A\$5.7m per month 	<ul style="list-style-type: none"> Pro-forma EBITDA loss expected to reduce further following initial implementation of cost savings
Cash and Cash Burn³	<ul style="list-style-type: none"> A\$5.0m per month average Cash Burn 	<ul style="list-style-type: none"> A\$2.5m per month average Cash Burn 	<ul style="list-style-type: none"> A\$7.5m per month average Cash Burn 	<ul style="list-style-type: none"> Liquidity remains strong Zero drawn debt A\$54.0m⁴ CTM net cash A\$126.8m net cash following capital raise A\$181.8m unused committed facility (£100m) expiring August 2022

Note: Assumes 1 AUD = 0.70 USD; 1 AUD = 0.55 GBP

1. Includes \$2.7m average per month for Government grants

2. Underlying EBITDA excludes the impact of AASB16

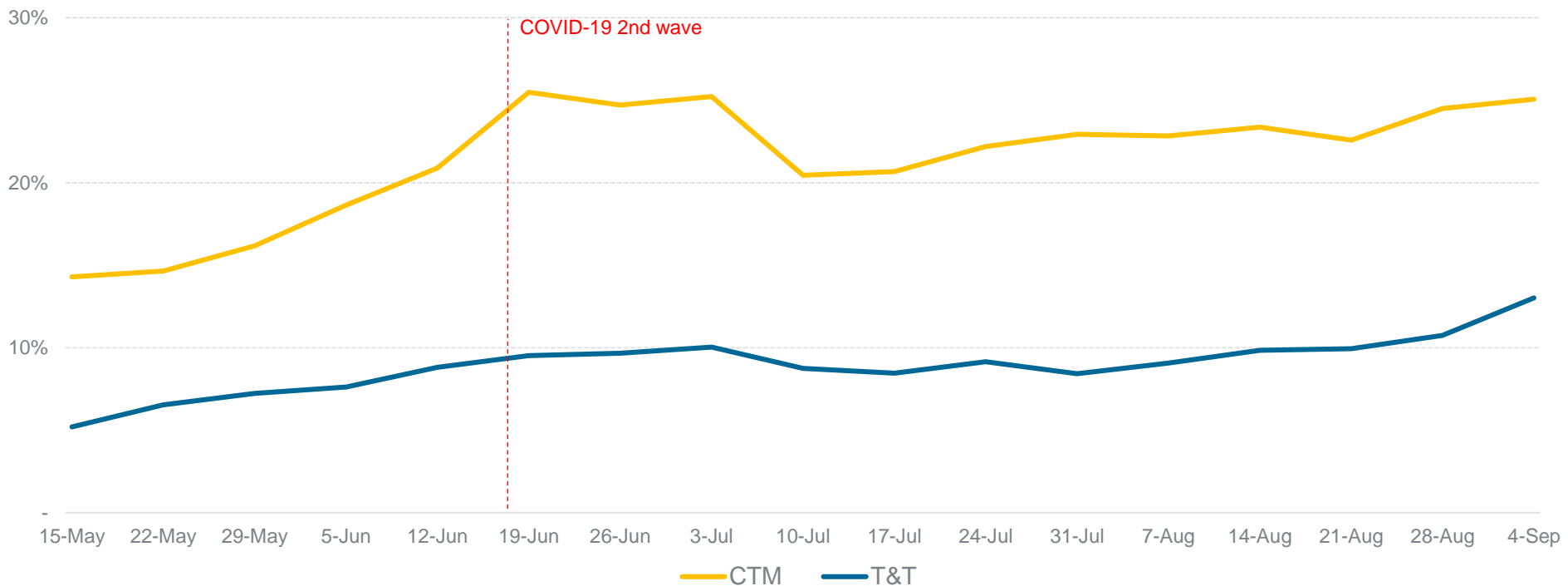
3. Cash Burn is defined as EBITDA loss plus capex

4. As at 18 September 2020

CTM and T&T US Client Activity Performance Update

- COVID-19 has had a material impact on both companies, with CTM and T&T currently operating at 25% and 13% of last year's transaction volumes respectively
- CTM has a higher essential travel client base than T&T, however T&T have almost half of its largest clients in the finance/professional services segment
- Experiencing consistent activity recovery trend

Booking Comparison 2020 as a % of 2019 – T&T¹ and CTM North America²



1. T&T represents US Air tickets only
2. CTM represents North American business only

⑥ Entitlement Offer Details



Acquisition Funding Summary

Entitlement Offer

- Fully underwritten 1 for 4.03 pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) to existing shareholders to raise approximately A\$375m
- New Shares will be issued at a fixed price of \$13.85 (**Offer Price**)
- Approximately 27 million New Shares to be issued under the Entitlement Offer representing approximately 25% of CTM's existing shares on issue

Uses ¹	A\$m
Acquisition of Travel & Transport (Debt/Cash Free)	274.5
Acquisition, integration costs and capital raising costs	32.2
Balance sheet flexibility ²	72.8
Total Uses	379.5

Sources ¹	A\$m
Equity Issue to T&T Executive Equity Participants	4.5
Entitlement Offer	375.0
Total Sources	379.5

1. Assumes exchange rate of 1 AUD = 0.73 USD

2. Provides additional liquidity to fund potential T&T losses for a prolonged period, balance sheet flexibility, and capacity for acquisitions

Pro-forma Net Assets

Pro-forma Net Assets (at 30-June-20), A\$m ¹	CTM	T&T (unaudited)	Acquisition Adj.	Funding Adj.	CTM PF
Cash and Equivalents	92.8 ²	49.3	(49.3)	72.8	165.6
Accounts Receivable	64.5	18.9	-	-	83.4
PP&E	12.1	17.4	-	-	29.5
Intangibles	524.5	41.6	227.1 ³	-	793.3
Other Assets	69.6	13.3	12.5	-	95.3
Total Assets	763.5	140.5	190.3	72.8	1,167.2
Accounts Payable	100.5	14.7	-	-	115.2
Lease Liabilities	53.1	-	11.2	-	64.3
Other Liabilities	51.8	57.1	(26.7)	-	82.3
Total Liabilities	205.4	71.8	(15.5)	-	261.8
Net Assets	558.1	68.7	205.8	72.8	905.4

1. T&T 30 June 20 net assets assumes 1 AUD = 0.70 USD; acquisition adjustment assumes 1 AUD = 0.73 USD. CTM net assets as per the Group's FY20 Annual Report

2. CTM Cash and equivalents at 30 June 2020 included A\$2.4 million of client cash and approximately A\$30 million of client creditors, with net cash of approximately A\$60 million.

3. The acquisition adjustments represent the difference between the consideration and the carrying value of T&T's net assets (excluding cash and debt) based on the balance sheet at 30 June 2020. The pro-forma adjustments to reflect the estimated financial effect of accounting for the business combination is illustrative only. CTM will undertake the purchase price accounting once the transaction has been completed.

Equity Raising Overview

Offer size and structure	<ul style="list-style-type: none"> Fully underwritten 1 for 4.03 pro-rata accelerated non-renounceable entitlement offer (Entitlement Offer) to existing shareholders to raise approximately \$375m Eligible shareholders will be invited to subscribe for 1 new CTM share (New Shares) for every 4.03 existing CTM shares held as at 7:00pm Thursday, 1 October 2020 (Entitlement Offer Record Date) <ul style="list-style-type: none"> The Entitlement Offer is non-renounceable and entitlements will not be tradeable or otherwise transferable Approximately 27 million New Shares to be issued under the Offer representing approximately 25% of CTM's existing shares on issue
Offer pricing	<ul style="list-style-type: none"> New Shares will be issued at a fixed price of \$13.85 (Offer Price) <ul style="list-style-type: none"> 11.8% discount to theoretical ex-rights price (TERP)¹ of \$15.70 on Friday, 25 September 2020 14.3% discount to the last traded price of \$16.16 on Friday, 25 September 2020
Institutional offer	<ul style="list-style-type: none"> Institutional Entitlement Offer to be conducted on Tuesday, 29 September 2020² Entitlements not taken up and those of ineligible institutional shareholders will be sold at the Offer Price
Retail offer	<ul style="list-style-type: none"> Retail Entitlement Offer to open on Tuesday, 6 October 2020 and closes at 5:00pm Thursday, 15 October 2020² Only eligible shareholders with a registered address in Australia or New Zealand may participate in the Retail Entitlement Offer
Major shareholder and Board participation	<ul style="list-style-type: none"> Managing Director, Jamie Pherous, will not participate in the Entitlement Offer <ul style="list-style-type: none"> Following the completion of the Entitlement Offer, Jamie Pherous' shareholding will reduce from 19.5% to 15.6% All Non-executive Directors of CTM have indicated they will participate in the Entitlement Offer
Underwriting	<ul style="list-style-type: none"> The Entitlement Offer is fully underwritten by Morgans Corporate Limited and Morgan Stanley Securities Australia Ltd
Ranking	<ul style="list-style-type: none"> New Shares issued under the Entitlement Offer will rank equally with existing CTM shares from the date of issue

- The theoretical ex rights price includes shares issued under the Entitlement Offer and shares issued as part of consideration. TERP is the theoretical price at which CTM's shares should trade at immediately after the ex-date for the Entitlement Offer based only on the last traded price and issuance of shares at the Offer Price in the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which CTM shares trade immediately after the ex-date for the Entitlement Offer may be different from TERP.
- These timings are indicative only and subject to variation. CTM reserves the right to alter the timetable at its absolute discretion and without notice, subject to the Listing Rules, Corporations Act and other applicable laws. All references are to Australian Eastern Standard Time (**AEST**)

Equity Raising Timetable

Event	Date
Announcement of accelerated non-renounceable entitlement offer	Tuesday, 29 September 2020
Entitlement Offer Record Date	7:00pm Thursday, 1 October 2020
Institutional Entitlement Offer	
Institutional Entitlement Offer opens	10:00am Tuesday, 29 September 2020
Institutional Entitlement Offer closes	10:00pm Tuesday, 29 September 2020
Announcement of results of Institutional Entitlement Offer	Wednesday, 30 September 2020
Shares recommence trading	Wednesday, 30 September 2020
Settlement of New Shares issued under the Institutional Entitlement Offer	Wednesday, 7 October 2020
Issue and commencement of trading of New Shares under the Institutional Entitlement Offer	Thursday, 8 October 2020
Retail Entitlement Offer	
Retail offer booklet despatched to Eligible Retail Shareholders and Retail Entitlement Offer opens	Tuesday, 6 October 2020
Retail Entitlement Offer closes	5:00pm Thursday, 15 October 2020
Announcement of results of Retail Entitlement Offer	Tuesday, 20 October 2020
Settlement of New Shares issued under the Retail Entitlement Offer	Wednesday, 21 October 2020
Issue of New Shares under the Retail Entitlement Offer	Thursday, 22 October 2020
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Thursday, 22 October 2020
Holding statements in respect of New Shares issued under the Retail Entitlement Offer despatched	Friday, 23 October 2020

The timetable (and each reference in this presentation to a date specified in the timetable) is indicative only and CTM may, at its discretion, vary any of the above dates by lodging a revised timetable with the ASX. All times referred to in this presentation are Australian Eastern Standard Time (AEST).

A Appendix



Income Statement (Last 6 Months)

P&L, Last 6 Months (A\$m)	CTM			T&T ¹		
	30-Jun-19	30-Jun-20	Δ%	30-Jun-19	30-Jun-20	Δ%
Revenue	237	94	(60%)	140	74	(47%)
Expenses (ex. D&A and impairment)	(157)	(129)	(18%)	(128)	(90)	(30%)
Underlying EBITDA	85.5	0.5	nm	11.7	(16.6)	nm
Underlying EBITDA Margin	36.2%	0.5%	nm	8.3%	(23%)	nm

- T&T business has been well managed in response to COVID-19, with a reduction in non-essential spend and structural cost-outs leading to a material reduction in the cost base

1. Assumes 1 AUD = 0.70 USD. Financial information presented is unaudited, under current T&T ESOP ownership structure, and not reflective of the cost structure of the business under CTM ownership.

Key Risks

This section describes the key business risks of investing in CTM together with the risks relating to participation in the Offer which may affect the value of CTM shares. It does not describe all the risks of an investment. Before investing in CTM, you should be aware that an investment in CTM has a number of risks, some of which are specific to CTM and some of which relate to listed securities generally, and many of which are beyond the control of CTM.

The risks set out in this section do not constitute an exhaustive list of all risks involved in an investment in CTM. Investors should consult their own professional, financial, legal and tax advisers about those risks and the suitability of investing in light of their particular circumstances. Investors should also consider publicly available information on CTM (including information available on the ASX website) before making an investment decision.

Risks Specific to the Acquisition

Completion risk	Completion of the acquisition of Travel & Transport (the Acquisition) is conditional on various matters as set out in the definitive Share Purchase Agreement (Sale Agreement) in respect of the Acquisition, including anti-trust approval and delivery of a fairness opinion. If any of the conditions are not satisfied or waived, completion of the Acquisition (Completion) may be deferred or may not occur on the current terms or at all. Where the Acquisition is not completed as a result of a failure to satisfy conditions, CTM will need to consider alternative uses for, or ways to return the proceeds of any subscriptions raised from the Entitlement Offer. If Completion is delayed, CTM may incur additional costs and it may take longer than anticipated for CTM to realise the benefits of the Acquisition. Any failure to complete, or delay in completing the Acquisition and/or any action required to be taken to return capital may have a material adverse effect on CTM's operational and financial performance and the price of its shares. Failure to raise sufficient funds under the Entitlement Offer (as a result of it not proceeding or otherwise) could affect CTM's ability to pay the purchase price for the Acquisition. The Sale Agreement may also be terminated if there is a material breach of a title or capacity warranty, or a material adverse change occurs in relation to Travel & Transport. Key terms of the Sale Agreement are set out on slide 49.
Historical liabilities risk	If the Acquisition completes, CTM may become directly or indirectly liable for any liabilities that Travel & Transport has incurred or was liable for in the past as a result of prior acts or omissions, including liabilities which were not identified by CTM's due diligence, which are greater than expected, or for which CTM was unable to negotiate sufficient protection in the Sale Agreement. These could include liabilities relating to current or future litigation, regulatory actions, warranties claims and other liabilities. Such liability may adversely affect the financial position, performance or prospects of CTM after the Acquisition.

Key Risks (Cont'd)

Risks Specific to the Acquisition (Cont'd)

Integration and synergies	<p>The Acquisition of Travel & Transport will be transformational for CTM's business, operational profile and size compared to that of CTM on a standalone basis. There is a risk that the success and profitability of CTM following Completion could be adversely affected if Travel & Transport is not integrated effectively. There is a risk that integration could take longer, be more complex or cost more than expected, be the subject of unexpected challenges or issues, divert management attention or that the anticipated benefits and synergies of the integration may be less than estimated. This risk is heightened in the current uncertain economic environment. Problems may include:</p> <ul style="list-style-type: none">• differences in management culture between the business being integrated;• unanticipated or higher than expected costs, delays or failures relating to integration of business, information technology, accounting or other systems;• loss of, or reduction in, key personnel, expert capability or employee productivity, or failure to procure or retain employees;• failure to derive the expected benefits of the strategic growth initiatives; and• disruption of ongoing operations of the existing CTM and Travel & Transport businesses. <p>Any failure to achieve the targeted synergies of integration may impact on the financial performance, operation and position of the Group and the future price of CTM shares.</p>
Reliance on information provided	<p>CTM undertook a due diligence process in respect of the Acquisition, which relied in part on the review of financial and other information provided by Travel & Transport. Despite making reasonable efforts, CTM has not been able to verify the accuracy, reliability or completeness of all the information which was provided.</p> <p>If any information provided and relied upon by CTM in its due diligence and preparation of this presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of Travel & Transport may be materially different to the expectations and targets reflected in this presentation.</p> <p>Investors should also note that there is no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the Acquisition have been identified and avoided or managed appropriately (for example, because it was not always possible to negotiate indemnities or representations and warranties to cover all potential risks). Therefore, there is a risk that issues and risks may arise which will also have a material impact on the Group (for example, CTM may later discover liabilities or defects which were not identified through due diligence or for which there is no contractual protection for CTM). This could adversely affect the operations, financial performance or position of the Group.</p>
Impairment of intangible assets	<p>As part of the Acquisition, CTM will need to perform a fair value assessment of Travel & Transport's assets (including intangibles) and liabilities. In the event that goodwill or any other intangible assets are required to be impaired under the Australian Accounting Standards after the Acquisition, this will result in an additional expense in the income statement of the Group.</p>

Key Risks (Cont'd)

Risks Specific to the Acquisition (Cont'd)

Risks associated with existing contracts and agreements	<p>The members of the Group (which, following Completion, will include Travel & Transport) are party to various contractual arrangements, some of which are material to the operations of the Group. There is a risk that these contractual arrangements could be terminated, lost or impaired, or renewed or replaced on less favourable terms from time to time. Some of these contractual arrangements can be terminated without cause or on short notice periods (depending on the circumstances).</p>
Risk associated with the size of the Acquisition and exchange risk	<p>Travel & Transport, if acquired by CTM, will be a material part of CTM's business. The increased relative exposure of the travel management company could adversely impact CTM's financial position and performance if Travel & Transport does not perform as expected.</p> <p>The transaction includes acquisition of an overseas entity. The value of a financial asset, liability, commitment or earnings held or transacted in foreign currency may be impacted by changes in currency exchange rates.</p>
Warranty and indemnity insurance risks	<p>CTM has obtained representation and warranty insurance to cover claims for breach of certain representations and warranties under the Sale Agreement. CTM's primary remedy for breach of warranties and claims under the relevant indemnities is to make a claim under the representation and warranty insurance policy. CTM's recourse to the Seller and Travel & Transport is capped, except in certain limited circumstances.</p> <p>The representations and warranty insurance policy is subject to deductibles, limits, certain exclusions and limitations on liability. Accordingly, there is a risk that CTM will not be able to fully recover losses arising from a breach of warranty or make claims under the relevant indemnity through the representation and warranty insurance, and will not have further recourse to recover from the Seller.</p>

Key Risks (Cont'd)

Risks to the Group

Travel industry disruption and impact of COVID-19

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 a war, terrorism, health epidemic/pandemic or a natural disaster), economic conditions (such as a decrease in business demand), geopolitical conditions or any other factors, will likely have a material adverse effect on the Group's business, financial condition and operations.

The COVID-19 pandemic has caused an 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. In response to this decline in travel activity, and with a vast proportion of the Group's cost base being variable, the Group actioned several plans to manage costs against the reduced corporate travel activity.

There is continued uncertainty as to the duration of and further impact of COVID-19, including (but not limited to) in relation to government, regulatory or health authority actions, work stoppages, lockdowns, quarantines, travel restrictions and the impact on the Australian and global economy. There is a risk that if the spread of COVID-19 continues, and/or the actions taken to combat COVID-19 persist, CTM's operational and financial performance could deteriorate further.

In light of the considerable uncertainty around recovery timeframes globally as a result of COVID-19, and in particular the restrictions in relation to travel, there is no certainty that the demand for CTM's services will normalise to a level existing prior to the impact of COVID-19, or how long such a return might take.

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, are 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.

It is anticipated that many of the markets in which the Group operates will have economic downturns of prolonged severity and duration, which could affect the desire of people to travel in those markets and spending on travel in those markets, which would in turn impact on the operating and financial performance of the Group.

There are also other changes in the macroeconomic environment which 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 cost of the Group.

Due to the impact of COVID-19, many of these factors are in a state of change and may have an adverse impact on the financial position and prospects of the Group in the future.

Key Risks (Cont'd)

Risks to the Group (Cont'd)

Supplier risk	<p>The Group's business model and 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 which are less favourable than current arrangements, there is a possibility that this would significantly diminish the attractiveness of the Group's offerings to consumers, which may result in the Group being unable to generate earnings equal to those historically generated by those contracts.</p> <p>Further, there are a variety of credit risks inherent in the Group's and CTM's supply chains which are particularly heightened in the current economic environment. To the extent suppliers are facing financial stress (including as a result of the impact of COVID-19), they may seek to change the terms upon which they engage with, cease or significantly reduce engagement with the Group or, in some cases, may not pay their debts as and when they fall due.</p>
Client risk	<p>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 restrictions and declining consumer and business sentiment towards travel in general across the Group's key markets, the Group cannot be certain that clients will engage in any minimum level of travel activity, that contracts with clients will be renewed or the terms on which they may be renewed. If contracts which account for material travel activity are not renewed or are renewed on terms which are less favourable than current arrangements, there is a possibility that this would result in the Group being unable to generate earnings equal to those historically generated by those contracts. Further, any diminution in client satisfaction may have an adverse impact on the financial performance and position of the Group.</p>
Credit risk	<p>The Group's current cash flow and its ability to generate revenue is reliant on arrangements with its clients and suppliers, and maintaining a low level of credit risk. Credit risk results from the risk of default of clients and other counterparties, and in respect of the Group, is measured with respect to balances owing from clients and suppliers, including outstanding receivables. 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. 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 historically been negligible.</p> <p>Due to the impact of the COVID-19 pandemic on travel restrictions and the global economy, many of the Group's clients and suppliers may be facing financial distress, which may inhibit their ability to pay their debts as and when they fall due, thereby increasing the Group's credit risk. If the Group's credit risk materialises such that client and supplier default rates are higher than expected, or client and supplier payments take longer than expected, the Group's liquidity position may be adversely impacted.</p>
Financing risk	<p>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 and liquidity risks, which could impact its financing activities.</p> <p>CTM maintains a revolving multi-currency bank loan facility with its relationship banks. The Group agreed a covenant waiver with its lenders for the testing periods at 30 June 2020 and 31 December 2020. Covenant testing for the period ending 30 June 2021 will be based on 2H21 performance. To the extent the Group's operational or financial position deteriorates further, there is no guarantee that it will be able to obtain further relief from covenant testing in the future. In such circumstances, the banks may require the loan be repaid immediately, which may have a material adverse effect on the Group's future financial performance.</p>

Key Risks (Cont'd)

Risks to the Group (Cont'd)

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 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.
Taxation risk	Future changes in Australian taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect the taxation treatment of an investment in CTM shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted in the various jurisdictions in which the Group operates, may impact the future tax 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.
Information Technology	<p>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.</p> <p>The Group manages this risk by having system redundancy, other back-up measures, security and monitoring programs in place. However, there can be no assurance that the Group's mitigation arrangements will be sufficient to entirely prevent the risk of significant systems failure.</p>
Cybersecurity and Privacy of Data	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 through 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 cyberattacks, 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 a 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 a less attractive service, which 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 retains a significant amount of customer, employee and third party information and the protection of that information is critical to the Group's operations.
Competition	<p>The Group operates in a competitive market, and the Group's business is subject to competition from existing and new entrants and business models at any time. Technological innovation is now challenging entire business models and causing disruption to industry structures. Technological developments have therefore increased, and will continue to increase, competition to the Group's businesses. Also, current competitors or new competitors may become more effective.</p> <p>If the Group does not adequately respond to competitive forces, this may have an adverse effect on its 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 or revenues.</p>

Key Risks (Cont'd)

Risks to the Group (Cont'd)

Key Personnel	CTM 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 CTM's business in the short term and may have a material adverse impact on CTM's operations and/or financial performance. It may be difficult to replace key personnel, or to do so in a timely manner or at comparable expense. The Group regularly reviews its succession planning to ensure that key personnel risk is identified and managed.
Acquisitions and integration	From time to time, the Group examines new acquisition opportunities in all of the regions in which it operates. 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 integration of new businesses may result in the Group incurring substantial costs, delays or other problems in implementing its strategy for any acquired businesses, which could negatively impact the Group's operations, profitability and/or reputation. Further, the financial performance of investments and the economic conditions they operate within may result in investment impairment should the recoverable amount of the investment fall below its carrying value.
Impairment risk	CTM assesses whether there is any indication that an asset (including any intangible asset such as goodwill)] may be impaired on an ongoing basis. Annually, or when an indicator of impairment exists, CTM 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 CTM.
Future payment of dividends	The payment of dividends is dependent on a range of factors including the profitability of the Group, the availability of cash, capital requirements of the business and obligations under the Group's bank loan facility. Any future payment of dividends and the amount of dividends will be determined by the CTM Board having regard to its operating results and financial position at the relevant time and there is no guarantee that any dividend will be paid by CTM or, if paid, that dividends will be paid or franked consistent with previous levels.
Access to capital	There is a risk that the Group may not be able to access equity or debt capital markets to support its business objectives. Continued and future disruptions in the global financial market, including the bankruptcy or restructuring of financial institutions, could make debt markets less accessible, and materially adversely affect the availability of credit already arranged and the availability and cost of credit in the future.
Litigation risk	<p>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.</p> <p>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.</p>
Political and social instability risk	The Group has global operations. The ability of the Group to conduct business in those countries long-term is uncertain. Regional, political, or social instability (including as a result of COVID-19) could negatively impact the Group's revenue streams and ultimately, its financial performance.

Key Risks (Cont'd)

Risks to the Group (Cont'd)

Change in accounting standards	Accounting standards may change. This may affect the reported earnings of CTM and its financial position from time to time. CTM has previously and will continue to assess and disclose, when known, the impact of adopting new accounting standards in its periodic financial reporting.
Insurance risk	Although the Group maintains insurance coverage that it believes is appropriate to protect against major operating and other risks, not all risks are insured or insurable. The Group cannot be sure that adequate insurance coverage for potential losses and liabilities will be available in the future on commercially reasonable terms, and may also carry large deductibles and premiums. If the Group experiences a loss in the future, the proceeds of the applicable insurance policies, if any, may not be adequate to cover replacement costs, lost revenues, increased expenses or liabilities to third parties. This may have a materially adverse effect on the Group's financial position, performance and prospects.

Offer and General Risks

Any investment in equity capital carries general risks. The trading price of CTM's shares on the ASX may fluctuate in line with equity capital market movements in Australia and internationally, or in response to specific circumstances, which may result in the market price being higher or lower than the offer price. Generally applicable factors which may affect the market price of CTM's shares include:

- the impact of COVID-19, including with respect to the health of the workforce, travel restrictions, consumer sentiment, and global supply chains;
- the Australian and global macroeconomic outlook, including fluctuations in interest rates, currency exchange rates, inflation, commodity prices, investor sentiment, consumer demand, and employment levels;
- investor sentiment and the risk of contagion;
- changes in Australian and foreign government regulation (including fiscal, monetary and regulatory policies);
- loss of key personnel and delays in replacement;
- force majeure events such as natural disasters, extreme weather events, epidemics, pandemics (such as COVID-19), war and terrorism;
- geopolitical instability and international hostilities;
- announcement of new technologies;
- recommendations and valuations by brokers and analysts;
- changes in market valuations of other corporate travel services companies; and
- future issues of CTM equity securities.

There is considerable and continued uncertainty as to the ongoing impact of COVID-19 on the Australian, global economy and share markets. The share prices for many listed companies have in recent times been subject to wide fluctuations and volatility, consistent with the trend that equity capital markets having historically been, and may in the future be, subject to significant volatility. It is also possible that new risks may emerge as a result of domestic or foreign markets experiencing extreme stress, or existing risks (including the impact of COVID-19) may evolve in ways that are not currently foreseeable.

No assurance can be given that the New Shares will trade at or above the offer price. None of CTM, its Board, the Underwriters, or any other person guarantees the market performance of the New Shares.

Key Risks (Cont'd)

Offer and General Risks (Cont'd)

Dilution	<p>Eligible shareholders who do not participate in the Offer, or do not take up their entitlements under the Offer in full, will have their percentage shareholding in CTM diluted.</p> <p>Such shareholders will not be exposed to future increases or decreases in CTM's share price in respect of those New Shares which would have been issued to them had they taken up all of their entitlements. Shareholders may also have their investment diluted by future capital raisings by CTM. CTM may issue new securities in the future to finance acquisitions or pay down debt which may, under certain circumstances, dilute the value of a shareholder's percentage shareholding in CTM.</p> <p>However, eligible shareholders who take up all of their entitlements under the Entitlement Offer will have the ability to apply for Additional Shares in excess of their entitlement under the Offer.</p> <p>As the Offer is non-renounceable, shareholders who do not take up all or part of their entitlement will not receive any value for the part not taken up.</p>
Underwriting risk	<p>CTM has entered into an underwriting agreement with the Underwriters in respect of the Offer dated 29 September 2020 (Underwriting Agreement). The Underwriting Agreement contains representations, warranties, undertakings and indemnities in favour of the Underwriters. If certain conditions are not satisfied, or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement may have an adverse impact on the ability of CTM to proceed with the Entitlement Offer and the quantum of funds raised as part of the Entitlement Offer. If the Underwriting Agreement is terminated by either or both of the Underwriters, there is no guarantee that the Entitlement Offer will continue in its current form or at all. Failure to raise sufficient funds under the Entitlement Offer (as a result of it not proceeding or otherwise) could affect CTM's ability to pay the purchase price for the Acquisition and materially adversely affect CTM's business, cash flow, financial performance, financial condition and share price. Key terms of the Underwriting Agreement, including the material termination events, are set out in the Appendix.</p>
Other	<p>The above risks should not be taken as a complete list of the risks associated with an investment in CTM. The risks outlined above and other risks not specifically referred to may in the future materially adversely affect the value of CTM shares and their performance. Accordingly, no assurance or guarantee of future performance or profitability is given by CTM in respect of CTM shares.</p>

International Offer Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence. No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

European Union

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

International Offer Restrictions (Cont'd)

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Malaysia

This document may not be distributed or made available in Malaysia. No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of the New Shares. The New Shares may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, Schedules 5 and 6 of the Malaysian Capital Markets and Services Act.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

International Offer Restrictions (Cont'd)

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The New Shares will only be offered and sold in the United States to:

- "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

Glossary

ACN	Australian Company Number
Acquisition	The acquisition by CTM of 100% of the shares in Travel and Transport, Inc (T&T)
ASIC	Australian Securities and Investment Commission
ASX	ASX Limited ACN 008 624 691 and the exchange operated by it as the context requires
Cash burn	EBITDA loss plus capital expenditure (capex)
Completion or Closing	Date by which ownership of T&T transfers to CTM
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth)
CTM	Corporate Travel Management Limited
CY19	Calendar Year 2019
EBITDA	Earnings before interest, tax, depreciation and amortisation
EPS	Earnings Per Share
ESOP	Employee Share Ownership Plan
GST	Means goods and services tax, as defined in <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth)

Institutional Entitlement Offer	Means the pro-rata accelerated non-renounceable entitlement offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer
New Shares	The new shares to be issued pursuant to the Entitlement offer
NPAT	Net profit after tax
NPBT	Net profit before tax
Retail Entitlement Offer	Means the pro-rata accelerated non-renounceable entitlement offer of New Shares to Eligible Retail Shareholders under the Entitlement Offer
Shareholders	Registered holders of Shares in CTM
T&T	Travel and Transport, Inc
TERP	Theoretical Ex-Rights Price
TTV	Total transaction value (exclusive of GST and airline taxes)
Underlying EBITDA	EBITDA adjusted for one-off items, and excluding AASB16
VWAP	Volume Weighted Average Price

Share Purchase Agreement Summary

Share Purchase Agreement Summary	
Acquisition	100% of all issued and outstanding capital stock of Travel and Transport
Purchase Price	US\$200.4m, debt and cash free, subject to net working capital adjustment
Conditions Precedent to Closing	<ul style="list-style-type: none"> • Expiry of the early termination waiting period under the Hart Scott Rodino Anti-Trust Improvements Act 1974 (US) • No injunction or restraint issued by a government entity or other law preventing closing • No event since execution which has had or is reasonably likely to have a material adverse effect (as defined in the agreement) • Representations and warranties provided by the parties to the agreement being true and correct at closing • Receipt of a 'fairness' opinion by the trustee of Travel and Transport's Employee Stock Ownership Plan (ESOP) stating that (i) the purchase price is not less than fair market value; and (ii) the terms of the transaction are fair to the ESOP from a financial point of view
Estimated time for Closing	Closing is estimated to occur by no later than 31 October 2020
W&I insurance and claims process	<ul style="list-style-type: none"> • Warranty and indemnity (W&I) policy taken out by CTM providing (subject to exclusions) up to US\$20m in cover for breaches of representations and warranties and certain other specified events. The W&I policy has a deductible of US\$2m • Claims process: The seller is not liable for any claims for breaches of warranties, covenants and certain other specified events until the aggregate of claims exceeds US\$1m, in which case CTM is only entitled to recover its losses over that amount • The seller's liability for breaches of representations and warranties under the agreement is limited to US\$1m. Claims in excess of this cap can be made under CTM's W&I policy • Time Limit: Claims for breaches of representations and warranties under the agreement may be made up to 31 December 2021
Termination Events	<ul style="list-style-type: none"> • Closing does not occur by 31 October 2020, with extension to 30 November 2020 if the anti-trust condition precedent is not satisfied or there is an injunction or restraint preventing closing at 31 October 2020 • Permanent restraint or prohibition by law or government order preventing closing • Breach of or failure to perform any representation, warranty or covenant which is not able to be cured / not cured

Underwriting Agreement Summary

CTM has entered into an underwriting agreement with the underwriters (**Underwriters**) in respect of the Entitlement Offer on 29 September 2020 (**Underwriting Agreement**).

The Underwriters' obligations under the Underwriting Agreement, including to underwrite and manage the Entitlement Offer, are conditional on certain matters, including the timely delivery of certain due diligence materials, sign-offs, opinions and shortfall certificates by CTM. If certain conditions are not satisfied, or certain events occur, some of which are beyond the control of CTM, each Underwriter may terminate their obligations under the Underwriting Agreement. Termination of the Underwriting Agreement may have an adverse impact on the ability of CTM to proceed with the Entitlement Offer and the quantum of funds raised as part of the Entitlement Offer. If the Underwriting Agreement is terminated by either or both of the Underwriters, there is no guarantee that the Entitlement Offer will continue in its current form or at all. Failure to raise sufficient funds under the Entitlement Offer (as a result of it not proceeding or otherwise) could affect CTM's ability to pay the purchase price for the Acquisition and materially adversely affect CTM's business, cash flow, financial performance, financial condition and share price.

The events which may trigger termination of the Underwriting Agreement include the following:

- the conditions precedent in the Underwriting Agreement are not satisfied or waived by their respective deadlines;
- any materials announced to the market in relation to the Entitlement Offer (including public information and marketing documentation) (Offer Materials) or any statement, report, representation, matter or thing contained in them are or become misleading or deceptive in a material respect or likely to mislead or deceive in a material respect, or a matter required to be made public by CTM is omitted from that information;
- an obligation arises on CTM to give ASX a notice in accordance with section 708AA(12) of the Corporations Act or a new circumstance becomes known which, if known at the time of this Presentation would have been required to be included in this Presentation or the cleansing statement released to the ASX by CTM under section 708AA(2)(f) of the Corporations Act in respect of the Entitlement Offer (Cleansing Statement), and this is adverse from the point of view of an investor;
- the Cleansing Statement is defective within the meaning of section 708AA(11) of the Corporations Act, or a corrective statement to correct the Cleansing Statement is issued or is required to be issued under the Corporations Act and, in each case, the statement is adverse from the point of view of an investor;
- ASIC or any other governmental agency commences certain actions, proceedings or investigations in relation to the Entitlement Offer or certain documents published by CTM in respect of the Entitlement Offer and such action, proceedings or investigations are not withdrawn within specified time frames;
- CTM is prevented from conducting or completing the Entitlement Offer (including allotting and issuing the shares to be issued under the Entitlement Offer) by or in accordance with the ASX Listing Rules, ASIC, ASX, any applicable laws, an order of a court of competent jurisdiction, or otherwise is or will become unable or unwilling to do any of these things;
- any of the following occurs:
 - CTM is removed from the official list of the ASX or that CTM's shares will be removed from official quotation or suspended from quotation by ASX for any reason other than in connection with obtaining a trading halt and consented to by the Underwriters to facilitate the Entitlement Offer;
 - ASX makes any official statement to any person, or indicates to CTM or the Underwriters that it will not grant permission for the official quotation of the New Shares, or will do so on conditions that would, in the opinion of the Underwriters, have a material adverse effect on the Entitlement Offer; or
 - If permission for the official quotation of the New Shares is granted before the date of issue of those shares, the approval is subsequently withdrawn, qualified or withheld;
- CTM withdraws all or any part of the Entitlement Offer;
- any event specified in the transaction timetable to occur on or before the institutional settlement date is delayed for one or more business days or any event specified in the transaction timetable to occur after the institutional settlement date is delayed by two or more business days (other than with the prior written consent of the Underwriters);
- there is a change (that occurs or is announced) to the Chief Executive Officer, Chief Financial Officer or board of directors of CTM or to the Chief Executive Officer and Chairman of T&T, other than as disclosed in the Offer Materials or publicly by CTM as at the date of this Presentation;
- any director, the Chief Executive Officer or the Chief Financial Officer of CTM, or the Chief Executive Officer and Chairman of T&T is charged with an indictable offence (or similar offence in a jurisdiction outside Australia), any government agency commences, or announces intention to commence, public proceedings against CTM or any director in their capacity as director of CTM, or any director of CTM or is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
- any director, the Chief Executive Officer or Chief Financial Officer of the Group, or the Chief Executive Officer and Chairman of T&T, is charged in relation to fraudulent conduct;
- ASX withdraws, revokes or amends any of the waivers of the ASX Listing Rules necessary in relation to the Offer Materials or to enable CTM to make the Entitlement Offer (ASX Waivers) in a manner that in the reasonable opinion of the Underwriters will have a material adverse effect on the success or settlement of the Entitlement Offer;

Underwriting Agreement Summary (Cont'd)

- a member of the Group becomes insolvent (the particulars of which are referred to in the Underwriting Agreement) or there is an act or omission which will result in a member of the Group becoming insolvent;
- any of the following occurs in relation to the Acquisition:
 - an approval or consent required for completion of the Acquisition will not be provided, or a condition precedent to completion of the Acquisition is unable to be satisfied, or unable to be satisfied within the required time, in accordance with the Sale Agreement;
 - CTM makes a public statement or notifies the Underwriters that it does not intend to proceed with the Acquisition in accordance with the Sale Agreement, a party to the Sale Agreement has, or asserts that it has, a right to terminate the Sale Agreement, the Sale Agreement is otherwise withdrawn, revoked, terminated or rendered void, voidable, invalid, illegal or otherwise unenforceable, or the parties otherwise cannot complete the Acquisition in accordance with the Sale Agreement; or
 - there is a material breach of a representation or warranty or other obligation under the Sale Agreement, or the parties vary the Sale Agreement without the prior consent of the Underwriters, which breach or variation has or is likely to have in the opinion of the Underwriters a material adverse effect on CTM, the Group or the Acquisition;
- CTM's financier's consent to the Acquisition under CTM's facility agreement is withdrawn, revoked or modified or, other than as expressly contemplated in the Debt Waiver, any of the following occurs:
 - a member of the Group breaches or defaults under any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which they are a party, which is not promptly waived by the relevant financier on conditions satisfactory to the Underwriters; or
 - an event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing, or other similar material event occurs in respect of any such debt or financing arrangement which is not promptly waived by the relevant financier or financiers on conditions satisfactory to the Underwriters; or
- CTM does not provide a confirmatory certificate or sign-off to the Underwriters at the times specified in the Underwriting Agreement;

In addition, each Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of the following events if, in their reasonable opinion of that Underwriter (a) the event has had or is likely to have, individually or in the aggregate, a material adverse effect on the success or outcome of the Entitlement Offer or the ability to market or promote or settle the Entitlement Offer, or (b) the event has given, or is likely to give, rise to a contravention by the Underwriter of, or the Underwriter being involved in a contravention of, or a liability for the Underwriter under, the Corporations Act or any other applicable law:

- a third party applies to a court of competent jurisdiction seeking orders to prevent CTM from conducting or completing the Entitlement Offer and such application becomes public or is not withdrawn within specified timeframes;
- any confirmatory certificates and sign-offs to be provided under Underwriting Agreement are untrue, incorrect or misleading;
- either:
 - a member of the Group or T&T (or any affiliates it controls) contravenes any provision of the Corporations Act, its Constitution, any of the ASX Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of the ASIC, ASX or any other government agency or any agreement entered into by it; or
 - any of Offer Materials released by CTM or any aspect of the Entitlement Offer does not comply with the Corporations Act, the ASX Listing Rules, the ASX Waivers or any other applicable law or regulation;
- CTM engages in conduct that is misleading or deceptive or which is likely to mislead or deceive in connection with the making of the Entitlement Offer or the Acquisition;
- any adverse change, or development (including but not limited to any regulatory change) or event involving a prospective change, in the condition, financial or otherwise, or in the assets, liabilities, earnings, business, operations, management, profits, losses or prospects of CTM, the Group or T&T (and each affiliate it controls);
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law or regulation, or the Reserve Bank of Australia, or any Commonwealth or State authority (including ASIC), adopts or announces a proposal to adopt a new policy (other than a law, regulation, or policy which has been announced prior to the date of the Underwriting Agreement), any of which does or in the reasonable opinion of the Underwriters are likely to prohibit or adversely affect or regulate the Entitlement Offer, capital issues or stock markets or the Underwriters' ability to promote or market the Entitlement Offer or enforce contracts to issue or allot the New Shares, or adversely affect the taxation treatment of the New Shares;
- the final report provided by the due diligence committee (Due Diligence Committee) established by CTM or the information provided by or on behalf of CTM to the Underwriters in relation to the due diligence investigations made by CTM and the Due Diligence Committee in relation to the Entitlement Offer and the Acquisition, the Offer Materials, public information, the Entitlement Offer or the Acquisition, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- CTM fails to perform or observe any of its obligations under the Underwriting Agreement or any representation or warranty given by CTM in the Underwriting Agreement proves to be, has been, or becomes untrue or incorrect;

Underwriting Agreement Summary (Cont'd)

- any of the following occurs:
 - a general moratorium on commercial banking activities in Australia, New Zealand, the United States, Hong Kong, the Peoples' Republic of China, a member of the European Union, or the United Kingdom is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
 - trading in all securities quoted or listed on ASX, the London Stock Exchange, Hong Kong Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect; or
 - any adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in Australia, New Zealand, the US, Hong Kong, a member of the European Union, or the UK, or any new change or development involving a prospective adverse change in the political, financial or economic conditions existing in those countries as at the date of the Underwriting Agreement; or
- in respect of or involving any one or more of Australia, New Zealand, Hong Kong, the United States or the United Kingdom, hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs, a declaration is made of war, or a major terrorist act is perpetrated or any diplomatic, military or political establishment occurs in any of those countries.

If the Underwriting Agreement is terminated by an Underwriter, that Underwriter is not obliged to perform its obligations that remain to be performed under the Underwriting Agreement.

Termination by the Underwriters will discharge CTM's obligation to pay the Underwriters any fees, costs, charges or expenses which as at termination are not yet accrued.

For details of the fees payable to the Underwriter, see the Appendix 3B released to ASX on 29 September 2020.

CTM also gives certain representations, warranties and undertakings to the Underwriters and an indemnity to the Underwriters and its affiliates subject to certain carve-outs.

The directors of CTM reserve the right to issue any shortfall under the Entitlement Offer at their discretion. Any shortfall from the Entitlement Offer will, subject to the terms of the Underwriting Agreement, be allocated to the Underwriters or to third party investors as directed by the Underwriters acting reasonably in consultation with CTM. The basis of allocation of any other shortfall will be determined by the directors of CTM at their discretion, taking into account whether investors are existing shareholders, CTM's register and any potential control impacts.



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