

Parent of 11334129

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
Year ended 30 April 2021*

**Big Bus Tours Group Holdings Limited**

Annual report and financial statements

Registered number 09435167

30 April 2021



Registered number: 09435167

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
Year ended 30 April 2021*

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# Big Bus Tours Group Holdings Limited

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## Strategic report

### Business review

Big Bus Tours Group Holdings Limited (the “Company” and together with its subsidiaries the “Group”) operates open top sightseeing tours in 22 cities internationally, with revenue principally derived through the sale of tickets for tours on the Group’s fleet of open top buses.

Turnover for the year was \$10,759,870 (2020: \$236,275,382), with the largest markets being in London, New York and Paris. The loss for the period, before taxation, amounted to \$135,043,772 (2020: \$151,844,165), after interest charges (excluding the effect of foreign exchange) of \$69,401,451 (2020: \$54,213,176) of which non-cash interest charges were \$38,693,117 (2020: \$31,665,208). Net liabilities at 30 April 2021 were \$274,199,626 (2020: \$186,774,417). Details of significant events since the balance sheet date are contained in note 24 to the financial statements. During the year, the Group took advantage of Government Schemes across the global that had been implemented as a result of the COVID-19 pandemic.

### Principal risks and uncertainties

The COVID-19 pandemic had a material impact on the business during the last financial year. All cities had to cease operating in March 2020 and slowly started to reopen with a reduced service during the year. However, management have taken the relevant steps to ensure the business can continue to trade under these tough conditions by receiving additional funding in December 2020.

Global health pandemics and the threats of terrorist activity and political unrest are the greatest risks and uncertainties to the business. We endeavour to mitigate these risks by increasing our presence across multiple continents and economies, and not concentrating our operations in any particular country or continent.

Further, as a company holding investments in European entities, we have assessed the impact of Brexit to not have a material impact on our overall strategy or operations.

Management have considered the impact of the Company on climate change and have determined the impact to be unquantifiable.

### Future developments

The Group continues to look for and progress opportunities for growth and expansion, while continuing to optimise existing operations and provide adequate support for new acquisitions. See note 24 for subsequent events.

### Key performance indicators

The key performance indicators of the Group are considered to be revenue of \$10,759,870 (2020: \$236,275,382), gross loss of \$12,987,146 (2020: \$85,850,000) and gross profit margin of negative 121% (2020: 36%). The driver of revenue and in turn gross profit is passengers carried throughout the period. The passenger figures have been directed impacted by the COVID-19 pandemic. There have been a number of forced closures due to government-imposed lockdowns and reopening with reduced services due to social distancing rules. On 30 April 2021 the Group had a fleet of 444 (2020: 501) buses with a combined carrying value of \$42,869,245 (2020: \$55,195,000).

### Section 172

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders and other matters in their decision making. The Directors continue to have regard to the interests of the Company’s employees and other stakeholders, the impact of its activities on the community, the environment and the Company’s reputation for good business conduct, when making decisions. In this context, acting in good faith and fairly, the Directors consider what is most likely to promote the success of the Company for its members in the long term. We explain in this annual report, and below, how the Board engages with stakeholders.

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with section 172 of the Companies Act 2006. The Board ensure they meet the requirements and seek external advice where required to help ensure that sufficient consideration is given to issues relating to the matters set out in s172(1)(a)-(f).

The Board regularly reviews the Company’s principal stakeholders and how it engages with them. This is achieved through information provided by management and by direct engagement with stakeholders themselves.

Owners of the group are considered key stakeholders and as a group we are in regular contact providing monthly updates on the business.

Lenders to the group are considered key stakeholders and again are given monthly updates on the business.

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## Strategic report (continued)

Employees and employee engagement are critical to our future success. The Board ensures they keep updated with employees and the business culture through regular meetings and calls. We continue to seek feedback and develop our approach to performance management, and to promote continuous improvement.

Environment is a key consideration of the board, given the nature of the group. The group monitors the operations environmental impact on a regular basis.

Suppliers we have long-term partnerships in many of our cities which support our operations and ensure a local supply chain.

We aim to work responsibly with our stakeholders, including suppliers. The Board reviews its anti-corruption and anti-bribery, equal opportunities, and whistleblowing policies on a regular basis.

During the year, the impact of COVID-19 on the business has had a significant impact to our stakeholders and operations. We continue to work closely with all parties and our employees to protect the future of the group.

See <https://www.bigbustours.com> for legal disclosures.

The key Board decisions made in the year are set out below for example:

| Significant events/decisions                       | Key s172 matter(s) affected | Actions and impact   |
|--|-----------------------------|--|
| Downturn in the tourism sector due to COVID-19     | Suppliers, employees        | <ul style="list-style-type: none"><li>• Discussion with suppliers and local community on alternative solutions or support.</li><li>• Discussion with workforce on constantly changing environment.</li><li>• Temporary cessation of operations and use of government schemes across the group.</li><li>• Use of government furlough schemes where offered.</li></ul> |
| Business acquisition and partnership opportunities | Environment                 | <ul style="list-style-type: none"><li>• Discussion with authorities to ensure new developments are compliant with local legislation.</li><li>• Discussion with shareholders to ensure sufficient cash funds are available.</li></ul>   |
| Lease modification and renegotiation               | Suppliers                   | <ul style="list-style-type: none"><li>• Discussion with suppliers on cashflow requirements.</li><li>• Discussion with suppliers on extensions or cessation of former lease agreements.</li></ul>   |

### Going concern basis

The Group's position in relation to going concern is set out in note 1.

Whilst there are a number of risks to the Group's trading performance from COVID-19 and its impact on the global economy, the Directors are confident of its ability to continue as a going concern.

Management has considered available information about the future for a period of at least, but not limited to, 12 months from the date of approval of the financial statements when assessing the Group's ability to continue as a going concern. The Group's forecasts – which have been updated for the impact of COVID-19 on the group operations and the refinancing noted above shows, before consideration of possible likely sensitivities, that the Group can operate within its current facilities for the 12 months from approval of these financial statements. The forecasts key assumptions relate to the continuation and resumption of activities in 2021 and in particular, customer numbers and prices paid, and gross margin achieved. This forecast has been approved by the Board.

# Big Bus Tours Group Holdings Limited

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## **Strategic report (*continued*)**

The Directors have considered the extent of this uncertainty and actions needed to mitigate impact on cash flows and covenant tests in reasonably possible scenarios. In December 2020 the group received \$30m additional funding, repayable in 2024.

The directors of the Group have considered further reasonably possible downside sensitivity scenarios in respect of revenue and have concluded that were these to occur, the Group would continue to comply with its current covenant terms without the need for additional funding. There can be no assurance that a downside scenario will be avoided if the COVID-19 pandemic increases in severity and further impacts the performance of the Group. The directors of the group have also performed reverse stress tests in extreme downside scenarios including an extended lockdown of operations in the key markets of the group during 2021. After considering reasonable mitigating actions available to management, the resulting cash flows would not breach the above covenant requirements.

The directors consider that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The current economic conditions, including the COVID-19 pandemic, create uncertainty particularly over the level of demand for the Group's services. The Directors have considered the extent of this uncertainty and actions needed to mitigate the impact. Additional funding has been received in December 2020 to ensure the Group can continue to operate for the foreseeable future.

On the basis of the work performed it is the directors' expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future and thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Proposed dividend**

At the date of this report the directors have not declared any dividends for this period (2020: nil).

Approved by the Board and signed on its behalf by:



**Sean Wilkins**  
*Director*

*Date: 20 January 2022*

110 Buckingham Palace Road  
London  
SW1W 9SA  
United Kingdom

# Big Bus Tours Group Holdings Limited

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## **Directors' report**

The Directors present their annual report and financial statements for Big Bus Tours Group Holdings Limited (the "Company" and together with its subsidiaries the "Group") for the year ended 30 April 2021. The Group financial statements have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and the Parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework".

A list of the subsidiary undertakings of the Group is disclosed in note 10. For future developments, going concern, dividends proposed and principal risks and uncertainties, please refer to the Strategic report.

Details of significant events since the balance sheet date are contained in note 24 to the financial statements.

### **Principal activities**

The principal activity of the Group is that of open top sightseeing tour operators, the parent Company being a holding Company for the Group investments. The future outlook of the Group is discussed in the Strategic Report.

### **Results**

The loss for the period, after taxation, amounted to \$129,981,390 (2020 loss for the period: \$152,756,268).

### **Capital structure**

Details of the issued share capital, together with details of the movements in the company's issued share capital during the year are shown in note 19.

### **Financial instruments**

Information about the use of financial instruments by the Company and its subsidiaries is given in note 20 to the financial statements.

### **Directors**

The directors who held office during the period (unless stated otherwise) and up to the date of signing were as follows:

Patrick Waterman  
Timothy Easingwood  
Richard Lenane  
Sean Wilkins  
Vagn Sorensen

### **Directors' indemnities**

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

# Big Bus Tours Group Holdings Limited

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## **Directors' report (*continued*)**

### **Employees**

During the period, the Company maintained their practice of keeping employees informed about current activities and progress using various methods, including formal briefings and e-mails. Consultation with employees has continued at all levels, with the aim of ensuring their views are taken into account where decisions are likely to affect their interests. This practice is reviewed regularly. Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

The Group places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. This is achieved through formal and informal meetings and through Company publications. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests.

### **Financial risk management objectives and policies**

The Group uses various instruments in order to manage any exposures that may arise from its business operations. A significant economic risk continues to be movements in the foreign currency exchange rates. Group Management regularly reviews foreign exchange movement, monitors their impact on the financial statements and tracks the forecast impact on the business as a whole.

The Group seeks to minimise its exposure to cash flow interest rate risk by using derivative financial instruments to hedge these risk exposures. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Cash flow is managed by annual forecasts which are updated on a weekly basis in order to be responsive to the seasonal nature of the business and to market fluctuations.

#### ***Cash flow risk***

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group uses interest rate cap and swap contracts to hedge interest rate exposures.

#### ***Credit risk***

The Group's principal financial assets are bank balances and cash, trade and other receivables.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of impairment from expected credit losses. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. This assessment has been made in line with IFRS 9 incorporating a forward-looking element.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

#### ***Liquidity risk***

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses a mixture of long-term and short-term debt finance.

Further details regarding the liquidity risk impacting the Group can be found in note 20.

# Big Bus Tours Group Holdings Limited

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## Directors' report (*continued*)

**Statement of carbon emissions in compliance with Streamlined Energy and Carbon Reporting (SECR)** covering energy use and associated greenhouse gas emissions relating to gas, electricity and transport, intensity ratios and information relating to energy efficiency actions.

### Current UK reporting year (May20 – Apr21)

|  |         |                              |
|--|---------|------------------------------|
| Total energy use covering electricity, gas and transport       | 488,894 | kWh                          |
| Total emissions generated through combustion of gas            | 24      | tCO <sub>2</sub> e           |
| Total emissions generated through use of purchased electricity | 28      | tCO <sub>2</sub> e           |
| Total emissions generated through use of other fuels           | 0.00    | tCO <sub>2</sub> e           |
| Total emissions generated through business travel              | 50      | tCO <sub>2</sub> e           |
| Total gross emissions  | 101.4   | tCO <sub>2</sub> e           |
| Intensity ratio (total gross emissions)                        | 2.24    | kgCO <sub>2</sub> e per sqft |

### Energy efficiency actions

We are committed to responsible energy management and will practise energy efficiency throughout our organisation, wherever it's cost effective. We recognise that climate change is one of the most serious environmental challenges currently threatening the global community and we understand we have a role to play in reducing greenhouse gas emissions.

We have implemented the policies below for the purpose of increasing the businesses energy efficiency in the relevant financial year.

- Joined forces with Westminster City Councils #DontBeIdle# campaign to help tackle engine idling. We monitor weekly engine idling on vehicles and all our London fleet are fitted with engine idle shutdown
- Closely monitor revenue per litre of fuel used to ensure minimal operational wastage.
- Increased use of video conferencing mainly due to COVID-19.

The following energy efficiency measures are under consideration for implementation during the next SECR period  
Continue to encourage video conferencing in order to minimise company travel.

### Methodology used in the calculation of disclosures

Methodology used: ESOS (as specified in Complying with the Energy Savings Opportunity Scheme version 6, published by the Environment Agency 28/10/2019) used in conjunction with Government GHG reporting conversion factors.

SECR methodology as specified in "Environmental reporting guidelines: including Streamlined Energy and Carbon Reporting and greenhouse gas reporting" used in conjunction with Government GHG reporting conversion factors.  
[https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/850130/Env-reporting-guidance-inc\\_SECR\\_31March.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/850130/Env-reporting-guidance-inc_SECR_31March.pdf)

Intensity ratios calculated using square footage

- Kg CO<sub>2</sub>e per square foot of total site area

The calculations have been approved by a PAS51215 compliant body.



# Big Bus Tours Group Holdings Limited

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## **Directors' report (*continued*)**

### **Auditor**

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

BDO LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board and signed on its behalf by:



**Sean Wilkins**

*Director*

*Date: 20 January 2022*

110 Buckingham Palace Road  
London  
SW1W 9SA  
United Kingdom

## Statement of Directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework" the Financial Reporting Standard applicable in the UK and Republic of Ireland. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Parent Company and of the profit or loss of the Group for that period.

In preparing the Group and the Parent Company financial statements, the directors are required to:

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

In preparing the Group financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Group and the Parent Company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Parent Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# **Independent auditor's report to the members of Big Bus Tours Group Holdings Limited**

## **Opinion on the financial statements**

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 April 2021 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006;
- the Parent Company financial statements have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Big Bus Tours Group Holdings Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 30 April 2021 which comprise the Consolidated statement of comprehensive income, the Consolidated and company statements of financial position, the Consolidated and company statements of changes in equity, the Consolidated statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements, is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

## **Basis for opinion**

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

## *Independence*

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

## **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

## **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

# Big Bus Tours Group Holdings Limited

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## **Independent auditor's report to the members of Big Bus Tours Group Holdings Limited (*continued*)**

### **Other Companies Act 2006 reporting**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

### **Responsibilities of Directors**

As explained more fully in the Statement of Directors' responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
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## **Independent auditor's report to the members of Big Bus Tours Group Holdings Limited (*continued*)**

### *Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We assessed the susceptibility of the Group and Company's financial statements to material misstatement, including how fraud might occur, by meeting with management to understand where they considered there was a susceptibility to fraud.
- Our audit planning identified fraud risks in relation to management override. We considered the processes and controls that the Group and Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors that processes and controls.
- We designed our audit procedures to detect irregularities, including fraud. Our procedures included journal entry testing, with a focus on large or unusual transactions based on our knowledge of the business, and enquiries with the management and finance teams in the business.
- We obtained third party confirmations from the groups legal advisors on a number of open claims, and discussed the treatment and disclosure with management.


As part of the audit we gained an understanding of the legal and regulatory framework applicable to the Group, Company and the industry in which it operates, and considered the risk of acts by the Group and Company that were contrary to applicable laws and regulations, including fraud. We considered the Group and Company's compliance with laws and regulations that have a direct impact on the financial statements including, but not limited to, UK company law, and employment law and tax legislation in cities with significant operations, and we considered the extent to which non-compliance might have a material effect on the Group and Company's financial statements.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Use of our report**

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

DocuSigned by:  
  
B74264A83FEC4B7

Kieran Storan (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
London, UK

Date 20 January 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Registered number: 09435167

# Big Bus Tours Group Holdings Limited

Annual report and financial statements  
Year ended 30 April 2021

## Consolidated Statement of Comprehensive Income

For the year ended 30 April 2021

|   |      | Group<br>2021<br>\$000 | Group<br>2020<br>\$000 |
|---|------|------------------------|------------------------|
|   | Note |                        |                        |
| Revenue   | 2    | 10,760                 | 236,275                |
| Cost of sales   |      | (23,747)               | (150,425)              |
| <b>Gross profit</b>                                       |      | <b>(12,987)</b>        | <b>85,850</b>          |
| Other operating income                                    |      | 1,184                  | 3,239                  |
| Grant income  |      | 11,692                 | 753                    |
| Selling and distribution expenses                         |      | (3,071)                | (17,487)               |
| General and administrative expenses                       |      | (52,877)               | (178,478)              |
| <b>Loss from operating activities</b>                     | 3a   | <b>(56,059)</b>        | <b>(106,123)</b>       |
| Finance income  | 4a   | 5,151                  | 11,214                 |
| Finance expenses  | 4b   | (84,134)               | (56,935)               |
| <b>Loss before income tax</b>                             | 3a   | <b>(135,042)</b>       | <b>(151,844)</b>       |
| Income tax charge   | 5    | 5,062                  | (912)                  |
| <b>Loss for the period</b>                                |      | <b>(129,980)</b>       | <b>(152,756)</b>       |
| <b>Attributable to:</b>                                   |      |                        |                        |
| Owners of the Company                                     |      | (130,247)              | (152,953)              |
| Non-controlling interests                                 |      | 267                    | 197                    |
|   |      | <b>(129,980)</b>       | <b>(152,756)</b>       |
| <b>Other comprehensive income for the year net of tax</b> |      |                        |                        |
| Foreign currency translation differences                  |      | 10,492                 | (6,909)                |
| <b>Total comprehensive income for the period</b>          |      | <b>(119,488)</b>       | <b>(159,665)</b>       |
| <b>Attributable to:</b>                                   |      |                        |                        |
| Owners of the Company                                     |      | (119,755)              | (159,862)              |
| Non-controlling interests                                 |      | 267                    | 197                    |
|   |      | <b>(119,488)</b>       | <b>(159,665)</b>       |

The notes on pages 17-53 are an integral part of these consolidated financial statements. All operations relate to ongoing operations other than those described separately.

# Big Bus Tours Group Holdings Limited

Annual report and financial statements  
Year ended 30 April 2021

## Consolidated and Company Statement of Financial Position

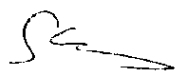
As at 30 April 2021

|   | Note  | Group<br>2021<br>\$000 | Group<br>2020<br>\$000 | Company<br>2021<br>\$000 | Company<br>2020<br>\$000 |
|---|-------|------------------------|------------------------|--------------------------|--------------------------|
| <b>Non-current assets</b>                                   |       |                        |                        |                          |                          |
| Property, plant and equipment                               | 6     | 60,001                 | 73,130                 | -                        | -                        |
| Right of use asset  | 7     | 47,433                 | 46,924                 | -                        | -                        |
| Intangible assets   | 8     | 219,144                | 208,396                | -                        | -                        |
| Goodwill  | 8     | 100,225                | 97,216                 | -                        | -                        |
| Loan to related parties                                     | 13c/d | 31,313                 | 26,163                 | 84,097                   | 46,797                   |
| Investments, associates and joint ventures                  | 9     | 986                    | 933                    | 683                      | 683                      |
| Investments in subsidiaries                                 | 10    | -                      | -                      | 6,362                    | 5,671                    |
|   |       | <b>459,102</b>         | <b>452,762</b>         | <b>91,142</b>            | <b>53,151</b>            |
| <b>Current assets</b>                                       |       |                        |                        |                          |                          |
| Inventories   | 11    | 1,334                  | 1,575                  | -                        | -                        |
| Trade and other receivables                                 | 12    | 13,456                 | 11,500                 | 139                      | 147                      |
| Corporation tax receivable                                  | 5     | 950                    | -                      | -                        | -                        |
| Receivable from a related party                             | 13c/d | 1,752                  | 2,140                  | -                        | -                        |
| Cash and cash equivalents                                   |       | 22,869                 | 32,963                 | 4,615                    | 9,912                    |
|   |       | <b>40,361</b>          | <b>48,178</b>          | <b>4,754</b>             | <b>10,059</b>            |
| <b>Total assets</b>   |       | <b>499,463</b>         | <b>500,940</b>         | <b>95,896</b>            | <b>63,210</b>            |
| <b>Current liabilities</b>                                  |       |                        |                        |                          |                          |
| Trade and other payables                                    | 14    | (32,686)               | (29,634)               | (6,990)                  | -                        |
| Provisions  | 21    | (1,075)                | (1,062)                | -                        | -                        |
| Borrowings  | 18    | -                      | (8,882)                | -                        | -                        |
| Lease liabilities   | 7/18  | (12,481)               | (7,137)                | -                        | -                        |
| Financial liabilities at fair value through profit and loss | 20    | (1,808)                | (4,223)                | -                        | -                        |
| Corporation tax creditor                                    |       | -                      | (2,401)                | -                        | -                        |
|   |       | <b>(48,050)</b>        | <b>(53,339)</b>        | <b>(6,990)</b>           | <b>-</b>                 |
| <b>Non-current liabilities</b>                              |       |                        |                        |                          |                          |
| Borrowings  | 18    | (322,849)              | (263,694)              | -                        | -                        |
| Loan from related parties                                   | 13c/d | (322,399)              | (291,680)              | (88,778)                 | (64,978)                 |
| Lease liabilities   | 7/18  | (38,992)               | (37,139)               | -                        | -                        |
| Long term employment benefits                               | 17a   | (1,758)                | (1,706)                | -                        | -                        |
| Deferred tax liabilities                                    | 15    | (36,948)               | (38,342)               | -                        | -                        |
| Consideration payable                                       | 14    | (2,665)                | (1,814)                | -                        | -                        |
|   |       | <b>(725,611)</b>       | <b>(634,375)</b>       | <b>(88,778)</b>          | <b>(64,978)</b>          |
| <b>Total liabilities</b>                                    |       | <b>(773,661)</b>       | <b>(687,714)</b>       | <b>(95,768)</b>          | <b>(64,978)</b>          |
| <b>Net liabilities</b>                                      |       | <b>(274,198)</b>       | <b>(186,774)</b>       | <b>128</b>               | <b>(1,768)</b>           |
| <b>Issued capital and reserves attributable to owners</b>   |       |                        |                        |                          |                          |
| Share capital   | 19    | 7                      | 7                      | 7                        | 7                        |
| Share premium reserve                                       |       | 2,192                  | 2,192                  | 2,192                    | 2,192                    |
| Capital contribution reserve                                |       | 194,080                | 162,016                | 2,819                    | 2,821                    |
| Currency translation reserves                               |       | (5,126)                | (15,618)               | 931                      | 1,102                    |
| Retained earnings   |       | (465,977)              | (335,731)              | (5,821)                  | (7,890)                  |
|   |       | <b>(274,824)</b>       | <b>(187,134)</b>       | <b>128</b>               | <b>(1,768)</b>           |
| Non-controlling interest                                    |       | 626                    | 360                    | -                        | -                        |
| <b>Total equity</b>   |       | <b>(274,198)</b>       | <b>(186,774)</b>       | <b>128</b>               | <b>(1,768)</b>           |

In accordance with s408 of the Companies Act, the Directors of the Company have elected not to include a copy of the profit and loss account within the financial statements. The Company made a profit of \$2,069,323 for the year (2020 loss: \$21,173,346).

The notes on pages 17-53 are an integral part of these consolidated financial statements.

These financial statements were approved on behalf of the Board of Directors on 20 January 2022.



Sean Wilkins - Chief Financial Officer

# Big Bus Tours Group Holdings Limited

Annual report and financial statements  
Year ended 30 April 2021

## Consolidated statement of changes in equity

For the year ended 30 April 2021

| Group statement of changes in equity                     | Share capital<br>\$000 | Share premium<br>reserve<br>\$000 | Currency<br>translation<br>reserves<br>\$000 | Retained<br>earnings<br>\$000 | Non-<br>controlling<br>interest<br>\$000 | Capital<br>Contribution<br>\$000 | Total<br>equity<br>\$000 |
|--|------------------------|-----------------------------------|--|-------------------------------|--|----------------------------------|--------------------------|
| Balance at 30 April 2020 restated                        | 7                      | 2,187                             | (8,709)                                      | (182,778)                     | 163                                      | 161,918                          | (27,212)                 |
| <b>Total comprehensive (loss)/ income for the period</b> |                        |                                   |  |                               |  |                                  |                          |
| (Loss)/profit for the period                             | -                      | -                                 | -  | (152,953)                     | 197                                      | -                                | (152,756)                |
| Foreign currency translation differences                 | -                      | -                                 | (6,909)                                      | -                             | -  | 98                               | (6,811)                  |
| <b>Total comprehensive profit/(loss) for the period</b>  | -                      | -                                 | (6,909)                                      | (152,953)                     | 197                                      | 98                               | (159,567)                |
| Capital Contribution                                     | -                      | -                                 | -  | -                             | -  | -                                | -                        |
| Issue of shares  | -                      | 5                                 | -  | -                             | -  | -                                | 5                        |
| Balance at 30 April 2021                                 | 7                      | 2,192                             | (15,618)                                     | (335,731)                     | 360                                      | 162,016                          | (186,774)                |
| <b>Total comprehensive loss for the period</b>           |                        |                                   |  |                               |  |                                  |                          |
| (Loss)/profit for the period                             | -                      | -                                 | -  | (130,246)                     | 266                                      | -                                | (129,980)                |
| Foreign currency translation differences                 | -                      | -                                 | 10,492                                       | -                             | -  | (2)                              | 10,490                   |
| <b>Total comprehensive profit for the period</b>         | -                      | -                                 | 10,492                                       | (130,246)                     | 266                                      | (2)                              | (119,490)                |
| Capital Contribution                                     | -                      | -                                 | -  | -                             | -  | 32,066                           | 32,066                   |
| Issue of shares  | -                      | -                                 | -  | -                             | -  | -                                | -                        |
| Balance at 30 April 2021                                 | 7                      | 2,192                             | (5,126)                                      | (465,977)                     | 626                                      | 194,080                          | (274,198)                |

## Company statement of changes in equity

|   | Share capital<br>\$000 | Share premium<br>\$000 | Currency<br>Translation<br>Reserve<br>\$000 | Retained<br>earnings<br>\$000 | Capital<br>Contribution<br>\$000 | Total Parent<br>Equity<br>\$000 |
|---|------------------------|------------------------|---|-------------------------------|----------------------------------|---------------------------------|
| Balance at 30 April 2020 restated                         | 7                      | 2,187                  | -   | 13,284                        | 2,821                            | 18,299                          |
| (Loss) for the period                                     | -                      | -                      | -   | (21,174)                      | -                                | (21,174)                        |
| Foreign currency translation differences                  | -                      | -                      | 1,102                                       | -                             | -                                | 1,102                           |
| <b>Total comprehensive income / (loss) for the period</b> | -                      | -                      | 1,102                                       | (21,174)                      | -                                | (20,072)                        |
| Issue of shares   | -                      | 5                      | -   | -                             | -                                | 5                               |
| Capital Contribution                                      | -                      | -                      | -   | -                             | -                                | -                               |
| Balance at 30 April 2021                                  | 7                      | 2,192                  | 1,102                                       | (7,890)                       | 2,821                            | (1,768)                         |
| (Loss) for the period                                     | -                      | -                      | (171)                                       | 2,069                         | (2)                              | 1,896                           |
| Foreign currency translation differences                  | -                      | -                      | -   | -                             | -                                | -                               |
| <b>Total comprehensive income for the period</b>          | -                      | -                      | (171)                                       | 2,069                         | (2)                              | 1,896                           |
| Issue of shares   | -                      | -                      | -   | -                             | -                                | -                               |
| Capital Contribution                                      | -                      | -                      | -   | -                             | -                                | -                               |
| Balance at 30 April 2021                                  | 7                      | 2,192                  | 931   | (5,821)                       | 2,819                            | 128                             |



# Big Bus Tours Group Holdings Limited

Annual report and financial statements  
Year ended 30 April 2021

## Consolidated statement of cash flows

For the year ended 30 April 2021

|  | <b>Group<br/>2021<br/>\$000</b> | Group<br>2020<br>\$000 |
|--|---------------------------------|------------------------|
| <b>Cash flows from operating activities</b>            |                                 |                        |
| Loss for the period                                    | (129,980)                       | (152,756)              |
| Adjustments for:                                       |                                 |                        |
| Depreciation, amortisation and impairment              | 24,569                          | 93,238                 |
| Income tax   | (5,062)                         | 912                    |
| Interest income  | (2,736)                         | (7,874)                |
| Interest on borrowings                                 | 30,708                          | 22,548                 |
| Interest on shareholder loans                          | 34,295                          | 28,770                 |
| Interest on leases                                     | 4,398                           | 2,895                  |
| Fair value movement on financial instruments           | (2,415)                         | 2,722                  |
| Loss on disposal of property, plant and equipment      | 5,418                           | 9,576                  |
| Unrealised foreign exchange (gains)                    | 14,733                          | (3,340)                |
|  | <b>(26,072)</b>                 | <b>(3,309)</b>         |
| (Increase)/decrease in trade and other receivables     | (3,454)                         | 12,530                 |
| (Increase)/decrease in inventories                     | 240                             | 70                     |
| (Increase)/decrease in right of use assets             | (9,851)                         | (55,578)               |
| Increase/(decrease) in amounts loan to related parties | (2,026)                         | 49,149                 |
| Increase/(decrease) in trade and other payables        | 3,918                           | (8,991)                |
| Increase/(decrease) in staff terminal benefits         | 52                              | (387)                  |
| Tax paid   | 317                             | (1,708)                |
| <b>Net cash flows from operating activities</b>        | <b>(36,876)</b>                 | <b>(8,224)</b>         |
| <b>Cash flows from investing activities</b>            |                                 |                        |
| Acquisition of subsidiary (net of cash acquired)       | -                               | -                      |
| Acquisition of property, plant and equipment           | (2,636)                         | (24,748)               |
| Purchase of intangible assets                          | -                               | (71)                   |
| Investments in associates and joint ventures           | (53)                            | -                      |
| <b>Net cash used in investing activities</b>           | <b>(2,689)</b>                  | <b>(24,819)</b>        |
| <b>Cash flows from financing activities</b>            |                                 |                        |
| Proceeds from bank loans                               | 4,000                           | 10,996                 |
| Repayment of bank loans                                | -                               | (4,635)                |
| Increase in lease liabilities                          | 8,707                           | 46,024                 |
| Repayment of lease liabilities                         | (1,510)                         | (1,748)                |
| Proceeds from sale of loan notes                       | 30,000                          | 29,928                 |
| Interest paid on borrowings                            | -                               | (22,548)               |
| Interest paid on lease liabilities                     | (4,398)                         | (2,895)                |
| Proceeds from issue of shares                          | -                               | 5                      |
| <b>Net cash from financing activities</b>              | <b>36,799</b>                   | <b>55,127</b>          |
| <b>Net increase in cash and cash equivalents</b>       | <b>(2,766)</b>                  | <b>22,084</b>          |
| Cash and cash equivalents at beginning of period       | 32,963                          | 11,289                 |
| Effect of foreign exchange rate changes                | (7,328)                         | (410)                  |
| <b>Cash and cash equivalents at end of period</b>      | <b>22,869</b>                   | <b>32,963</b>          |

The notes on pages 17-53 are an integral part of these consolidated financial statements.

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
Year ended 30 April 2021*

## **Notes** *(to the consolidated financial statements)*

### **1. Accounting policies**

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### **a) General information and basis of accounting**

The Group consists of Big Bus Tours Group Holdings Limited and its subsidiaries as listed in note 10.

Big Bus Tours Group Holdings Limited is a private Company limited by shares, incorporated in England and Wales under the Companies Act. The address of the registered office is given on page 4. The nature of the Group's operations and its principal activities are set out in the strategic report on page 2.

The Group financial statements have been prepared by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("IFRSs").

The Consolidated financial statements and notes are presented in United States Dollars ("USD") which is the Group's presentational and the Company's functional currency. Foreign operations are included in accordance with the policies set out below.

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a statement of cash flows, share-based payments, financial instruments and remuneration of key management personnel.

As permitted by section 408 of the Companies Act 2006 the company has elected not to present its own profit and loss account for the year. The Company made a profit of \$2.1m for the year (2020: loss \$21.2m).

#### **b) Basis of measurement**

The Consolidated and Company financial statements have been prepared under the historical cost convention modified to include certain financial instruments at fair value.

The directors have prepared the financial statements on the going concern basis.

#### **c) Going concern**

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report. The directors' report further describes the Group's objectives, principal risks and uncertainties, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk.

The capital structure of the Group consists of net debt (borrowings as detailed in note 1) and equity of the Group (comprising issued capital, reserves, retained earnings and non-controlling interests as detailed in note 19).

The Group meets its day-to-day working capital requirements through cash and has met all its external capital requirements during FY21 and FY22 to date. In December 2020 the group received \$30m additional funding, repayable in 2024.

As at 30 April 2021 the Group had a net liability position of \$274.2m (2020: \$186.8m), net non-current asset position of \$266.5m (2020: \$181.6m) and a net current liability position of \$7.7m (2020: \$5.2m), including loans from a related party payable of \$322.4m (2020: \$291.7m) repayable in 2025. The Group made a loss after tax of \$130.0m (2020: \$152.8m) for the year then ended.

Whilst there are a number of risks to the Group's trading performance from COVID-19 and its impact on the global economy, the Directors are confident of its ability to continue as a going concern. The Directors have considered the extent of this uncertainty and actions needed to mitigate impact on cash flows and covenant tests in reasonably possible scenarios.

Management has considered available information about the future for a period of at least, but not limited to, 12 months from the date of approval of the financial statements when assessing the Group's ability to continue as a going concern. Management have considered detailed cash flow forecasts for the period to December-22.

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
Year ended 30 April 2021*

## Notes (continued)

### 1. Accounting policies (continued)

The Directors have considered the extent of this uncertainty and actions needed to mitigate impact on cash flows and covenant tests in reasonably possible scenarios. In December 2020 the group received \$30m additional funding, repayable in 2024.

Based on the current forecasts prepared by management, before consideration of reasonably possible sensitivities, the group can operate within its current facilities for the 12 months from approval of these financial statements. The forecasts key assumptions relate to the continuation and resumption of activities in 2021 and in particular, customer numbers and prices paid, and gross margin achieved. This forecast has been approved by the Board.

Management prepared the original FY22 budget in April-21 based on recent trading experience and an assumption of continued slow reopening of key markets, primarily in the US and Europe. This was prepared on a pessimistic scenario as part of managements ongoing liquidity monitoring alongside the board and shareholders. This model indicated a breach of covenants in August-21. The trading in the four months since this budget was prepared has exceeded management expectations significantly, especially in the US where domestic tourism has grown strongly. In the first two months of FY22, the group overperformed its EBITDA budget by 71%. This overperformance has continued in November-21 with the group overperforming YTD EBITDA by 158%.

Following this, management have performed a reforecast in December-21 for the period to December-22, reflecting current trading expectations, a continued reopening in key markets including the US and Europe, and gradual return of international tourism. Management have also considered industry trends and reports, which the group are currently performing in line with. In this reforecast, there is no covenant breach in the forecast period.

At the time of signing, the group were \$13.4m ahead of budget on cash and cash equivalents, with a cash balance of \$13.9m. In addition to the overperformance on EBITDA, the updated model takes into account the opening favourability to cash. This updated model does not cause a breach in the minimum liquidity covenant.

The Directors of the Group have performed several sensitivities and reverse stress tests on the forecast.

If the group was to generate no revenue, the Directors would take a number of mitigating steps to reduce cash burn, however the Group would breach the minimum liquidity covenant in May-22. The likelihood of the Group generating no revenue for the next 12 months is extremely remote.

If revenue were to fall 14% with no associated cost savings the Group would breach covenant in March-22. As the majority of the Group costs are variable the likelihood of this scenario happening is extremely remote.

If costs were to increase 16% with no associated revenue increase, the Group would breach covenant in March-22. Due to the pandemic, the Group has completely overhauled the cost base and have a tight control on costs. The probability of this happening is extremely remote.

If revenue was to decrease 26% with a 50% drop through cost saving, the Group would breach covenant in March-22. If this scenario was to happen, the Group are likely to save a much larger % of costs due to our tight cost control and efficiency in our operations.

The Group would need monthly EBITDA to fall by 90% compared to the reforecast to breach covenant. The breach would occur in August-22. This drop is extremely unlikely to occur.

The Directors consider that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements. However, there is continued uncertainty in the forecast period relating to the recovery of key markets which, on a downside scenario, may cause the group to breach its covenants. Management are confident, in this scenario, mitigation would be possible through reduced expenditure.

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
Year ended 30 April 2021*

## Notes (continued)

### 1. Accounting policies (continued)

#### d) Critical accounting judgements and estimates

In the application of the Group's accounting policies, which are described in this note, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical estimates that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

#### *Judgements*

##### *Provisions*

Provisions have been provided for areas where it is believed there is likely to be a future cash outflow related to the matter. A key judgement is surrounding which events the Group should provide for.

##### *Estimates*

##### *Impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Management applies judgement on applicable discount rate used in calculation. The carrying amount of goodwill at the statement of financial position date was \$100.2m. In assessing whether this goodwill is impaired management consider reasonable downward sensitivities in order to identify possible indicators of impairment. Refer to note 8 for further information.

##### *Carrying amount of brand and other intangibles*

The Group holds intangible assets in relation to the "Big Bus" brand and to licences held across the Group. A fair valuation exercise was conducted in relation to these assets when the Company acquired the Group. Management reviewed the estimated useful lives of licenses worldwide and determined them to be dependent on the contractual terms of the license renewal process. Where a formal renewal process is required, the useful life is determined by the contractual terms and amortised over the appropriate period. Where renewals are automatic, an indefinite useful life has been concluded and such licences must be tested annually for impairment.

Impairments tests are performed using forecast future cash flows, projected growth rates and applicable discount rates. The carrying amount of intangibles at the statement of financial position date was \$219.1m. Refer to note 8 for further information.

#### *IFRS 16*

The determination of the incremental borrowing rate used to measure lease liabilities is determined to be a significant estimate.

#### e) Business combinations

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
Year ended 30 April 2021*

## Notes (continued)

### 1. Accounting policies (continued)

When the consideration transferred by the Group in a business combination includes asset or liability resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

#### **f) Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) for the year ended 30 April 2021. Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

#### **Joint arrangements**

A joint arrangement is an arrangement over which the Group and one or more third parties have joint control. These joint arrangement are in turn classified as:

Joint ventures whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities; and

Joint operations whereby the Group has rights to the assets and obligations for the liabilities relating to the arrangement.

#### **g) Goodwill**

Goodwill is initially recognised and measured as set out above.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

## Notes (continued)

### 1. Accounting policies (continued)

#### h) Foreign Currency

##### *Foreign currency transactions*

Transactions denominated in foreign currencies are translated into “United States Dollars (USD)” and recorded at exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into USD at exchange rates ruling at the reporting date. Non-monetary assets and liabilities, which are stated at historical cost, are translated into USD at exchange rates ruling at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss.

##### *Financial statements of foreign operations*

The assets and liabilities of foreign operations are translated to USD at exchange rates at the reporting date. Accordingly, revenues and expenses of foreign operations are translated to USD at the foreign exchange rates ruling at the date of the transactions. Monetary and non-monetary assets and liabilities of foreign operations are translated to USD at the foreign exchange rates ruling at the reporting date. Foreign exchange differences arising on translation have been classified as part of equity.

#### i) Financial Instruments

Financial assets and financial liabilities are recognised in the Group’s statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

##### *Financial assets*

The Group classifies its financial assets in the following measurement categories:

- At fair value through profit or loss
- At fair value through other comprehensive income
- At amortised cost

The classification depends on the business model for managing the financial assets and the contractual terms of the cash flows and management will determine the classification on initial recognition.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transactions costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets held at fair value through profit or loss are recognised within the income statement.

Trade and other receivables (excluding prepayments) and contract fulfilment assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost, less provisions for impairment.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The effective interest rate is the rate that exactly discounts estimated future cash receipts excluding expected credit losses, through the expected life of the debt instrument to the gross carrying amount of the debt instrument on initial recognition.

##### *i. Trade and other receivables*

Trade and other receivables are included in current assets, except for those with maturities greater than 12 months after the reporting date. Receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less provisions for impairment. Provisions for impairment are recognised using the simplified approach as set out in IFRS 9 Financial Instruments (IFRS 9) and consequently loss allowances are measured at an amount equal to the lifetime expected credit loss.

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 1. Accounting policies (continued)

#### ii. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. As per IAS 7.7 cash equivalents are held for the purpose of meeting short term cash commitments rather than for investment or other purposes. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

#### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

#### Definition of default

The Group considers that default has occurred when a financial asset is more than 120 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. The IFRS 9 rebuttable default presumption of more than 90 days past due has not been used because the Group's historical experience indicates that the default occurs later than when a financial asset is 90 days past due.

#### Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 180 days past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

The Group recognises an impairment gain or loss in profit or loss for financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

#### Financial liabilities

The Group classifies its financial liabilities in the following measurement categories:

- At fair value through profit or loss
- At amortised cost

The Group classifies debt and equity instruments as either financial liabilities or as equity, in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of the Group, after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Financial liabilities not classified as fair value through profit or loss, such as derivatives, are classified and measured at amortised cost using the effective interest method.

The Group's financial liabilities comprise bank loans and borrowings, and trade and other payables, including accruals and lease liabilities. All financial liabilities are recognised initially at their fair value plus any directly attributable issue costs and subsequently measured at amortised cost using the effective interest method except for derivatives, which are classified as held for trading, except where they qualify for hedge accounting, and are held at fair value. The fair values of the Group's liabilities held at amortised cost are approximately equal to their carrying amount.

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
Year ended 30 April 2021*

## **Notes (continued)**

### **1. Accounting policies (continued)**

#### *i. Bank loans and borrowings*

All loans and borrowings are initially recognised at the fair value of the consideration received net of issue costs associated with the borrowing. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of issue costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method. Financial expenses comprise interest expense on borrowings.

Fees paid on the establishment of loan facilities are recognised as issue costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

#### *ii. Trade payables, accruals and other payables*

Trade payables, accruals and other payables are included in current liabilities, except for maturities greater than 12 months after the reporting date. Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### ***Derecognition of financial liabilities***

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognised in profit or loss or within capital contribution for modification with related parties.

### **j) Property and equipment**

#### *Recognition and measurement*

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment, and are recognised net within other income in profit or loss.



# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 1. Accounting policies (continued)

#### Depreciation

Depreciation is recognised in the profit or loss on a straight-line basis or reducing balance method over the estimated useful lives of items of each part of an item of property and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods for the subsidiaries are as follows:

|                        | Life (years)   |
|------------------------|--|
| Bus fleet              | 7 years straight line method with 7% residual value / 15 years straight line method with 7% residual value |
| Leasehold improvements | over unexpired term of lease c/10 years straight line method   |
| Furniture and fixtures | 3 years straight-line method   |
| Computer               | 3 years straight-line method   |
| Plant and machinery    | 15% reducing balance   |
| Motor vehicles         | 25% reducing balance   |

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Included within the carrying value of Property and equipment is the balance of spare parts. Depreciation is not charged on spare parts and they are expensed when used.

#### k) Intangible assets

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and amortisation is charged to profit or loss on a straight-line basis over the asset's estimate useful life. Refer to note 8 where the classification between finite and indefinite lives and the relevant amortisation periods are disclosed.

The costs incurred in development of the Group's website are capitalised and/or expensed in accordance with the provisions of IAS 38.

Management reviewed the estimated useful lives of licenses worldwide and determined them to be dependent on the contractual terms of the license renewal process. Where a formal renewal process is required, the useful life is determined by the contractual terms and amortised over the appropriate period. Where renewals are automatic, an indefinite useful life has been concluded and such licences must be tested annually for impairment.

Any intangible assets identified which have a finite life are amortised on a straight line basis over the course of that life time, which is determined by the specific contractual terms relating to this asset.

#### l) Impairment

##### i. Non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For fair value less costs of disposal, attributable EBITDA and a valuation multiple is used as a valuation methodology. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

## Notes (continued)

### 1. Accounting policies (continued)

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

#### m) Inventories

Inventories are stated at the lower of cost or net realisable value. The cost of inventories is based on the weighted average cost principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and selling expenses.

#### n) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and the risks specific to the liability.

#### o) Pensions

The provision for pensions is calculated in accordance with the relevant local labour laws of the countries in which the Group entities operate and is based on the employees' current remuneration and their period of service at the end of the reporting period. The provision has been classified as a non-current liability.

The Group also operates a defined contribution pension scheme for its subsidiaries in UK and Hong Kong and the pension charge represents the amounts payable by the Group to the fund in respect of the year.

#### p) Revenue recognition

Revenue mainly represents sale of tour bus tickets, vehicle hire and commission earned through other tour operators.

The Group follows the principles of IFRS 15 in determining appropriate revenue recognition policies. Revenue represents amounts chargeable for services provided to third parties in the normal course of business.

Revenue from services is recognised following the principles outlined in IFRS 15's five step model as detailed below:

- Identifying the contract. Upon acceptance of a proposal, a contract is entered into, to include details on the scope of work and each party's rights and obligations regarding the transfer of the service as well as payment terms for the service being transferred;
- Identifying the performance obligations in the contract. Key deliverables are stated in the contract and monitored on an ongoing basis against the agreed delivery timetable. The contract states our obligations to the client. In assessing performance obligations, consideration is given as to whether each identified key deliverable is a separate performance obligation, or a series of services that are substantially the same and have the same pattern of transfer to the customer so as to form one overall performance obligation;
- Determining the transaction price. Each contract has a section describing fees and will state the invoicing profile (i.e. the value and frequency) of the invoices to be raised. The transaction price is developed during the proposal process through establishing the scope of the work and the staffing levels required to deliver that work. Upon acceptance the total fee value is stated in the contract and is also broken down into an invoicing schedule;

# Big Bus Tours Group Holdings Limited

*Annual report and financial statements  
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## Notes (continued)

### 1. Accounting policies (continued)

- Allocating the transaction price to separate performance obligations. Contracts typically include only one performance obligation and therefore the process of allocating the contract price is straightforward. In instances where more than one performance obligation is identified in the contract these contracts typically include separately agreed fees for each performance obligation. Allocation of the transaction price is therefore straightforward;
- Recognising revenue as performance obligations are satisfied. Revenue is recognised over time as the work is performed. Performance of the service does not create an asset with an alternative use, and we have enforceable right to payment for work performed to date.

#### q) Finance income

Finance income comprises interest income on bank deposits. Foreign currency gains and losses are reported on a net basis.

#### r) Finance expense

Finance expenses comprise interest expense on borrowings from a related party and on hire purchase.

Interest expenses that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset.

Other interest expenses are recognised as an expense in the period in which they are incurred.

#### s) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at bank, cash in process from credit card providers and cash in transit deposited in commercial bureau de change.

#### t) Income tax

Income tax for the period comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from differences which arise on initial recognition of assets and liabilities, allowances and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date. Deferred tax assets and liabilities are not discounted.

#### u) Dividends

Dividends are recognised when they become legally payable. All dividends to shareholders has to be agreed by the board.

#### v) Government Support

Government support provided as a direct result of the COVID-19 pandemic has been recognised as Grant Income. Grant Income has been recognised in the same period as the cost arises, or the period the grant relates to

## **Notes** *(continued)*

### **1. Accounting policies** *(continued)*

#### **w) IFRS 16 Leases**

IFRS 16, which was endorsed by the EU on 9 November 2017, provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements for both lessors and lessees.

The Group has chosen the modified simplified application of IFRS 16. Consequently, the Group did not restate the comparative information.

For any new contracts entered into on or after 1 May 2020, the Company considers whether a contract is, or contains a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration’. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use.

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group’s incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases (less than 12 month term) and leases of low-value (less than \$5,000) assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use and lease liabilities are shown separately.

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 2 Revenue

Revenue is derived from the rendering of services, being the provision of open top sightseeing tours. The Group has a single class of business, being the provision of sightseeing tours and associated products. Revenue is generated across multiple geographical locations as follows:

|                              | 2021<br>\$'000 | 2020<br>\$000  |
|------------------------------|----------------|----------------|
| Europe                       | 2,444          | 93,259         |
| United States of America     | 5,786          | 103,968        |
| Asia Pacific and Middle East | 2,530          | 39,048         |
| <b>Total revenue</b>         | <b>10,760</b>  | <b>236,275</b> |

### 3a. Expenses and auditor's remuneration

|   | 2021<br>\$000         | 2020<br>\$000         |
|---|-----------------------|-----------------------|
| <i>Loss before income tax is stated after charging/(crediting):</i> |                       |                       |
| Depreciation of tangible assets                                     | 12,764                | 15,952                |
| Depreciation of right of use assets                                 | 9,342                 | 8,655                 |
| Loss on disposal of fixed assets                                    | 5,418                 | 9,576                 |
| Inventory recognised in cost of sales                               | 359                   | 2,708                 |
| Impairment of goodwill  | -                     | 66,281                |
| Amortisation of deal fees   | 1,624                 | 1,987                 |
| Amortisation of licenses  | 838                   | 364                   |
| Impairment of loan notes receivable (see note 13)                   | -                     | 27,179                |
| Impairment of shares in associates                                  | -                     | 1,476                 |
|   | <b>2021<br/>\$000</b> | <b>2020<br/>\$000</b> |
| <b>Auditor's Remuneration</b>                                       |                       |                       |
| Audit of these financial statements                                 | 16                    | 16                    |
| Audit of local financial statements                                 | 523                   | 470                   |
| <b>Total audit fees</b>   | <b>539</b>            | <b>486</b>            |
| <b>Covenant Compliance</b>  | <b>-</b>              | <b>-</b>              |
| <b>Total other assurance</b>  | <b>-</b>              | <b>-</b>              |
| <b>Tax compliance</b>   | <b>10</b>             | <b>10</b>             |
| <b>Total non-audit fees</b>   | <b>10</b>             | <b>10</b>             |
|   | <b>549</b>            | <b>496</b>            |

### 3b. Employees

The average monthly number of employees (including directors) employed by the Group during the period was as follows

|                               | 2021<br>No. | 2020<br>No.  |
|-------------------------------|-------------|--------------|
| Directors                     | 6           | 6            |
| Administrative and operations | 683         | 1,896        |
|                               | <b>689</b>  | <b>1,902</b> |

The company had no employees during the year (2020: nil).

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 3.c Employment Costs

|                       | 2021<br>\$000 | 2020<br>\$000 |
|-----------------------|---------------|---------------|
| Wages and salaries    | 27,330        | 80,407        |
| Social Security costs | 1,256         | 8,883         |
| Pension costs         | 809           | 1,698         |
|                       | <u>29,395</u> | <u>90,988</u> |

### 4.a Finance income

|                                    | 2021<br>\$000 | 2020<br>\$000 |
|------------------------------------|---------------|---------------|
| Interest Income                    | 2,736         | 7,874         |
| Fair value movement on derivatives | 2,415         | -             |
| Foreign exchange gain              | -             | 3,340         |
|                                    | <u>5,151</u>  | <u>11,214</u> |

### 4b Finance expenses

|  | 2021<br>\$000 | 2020<br>\$000 |
|--|---------------|---------------|
| Interest on borrowings                       | 32,218        | 22,548        |
| Interest on shareholder loans                | 32,785        | 28,770        |
| Interest on leases                           | 4,398         | 2,895         |
| Fair value movement on financial instruments | -             | 2,722         |
| Foreign exchange loss                        | 14,733        | -             |
|  | <u>84,134</u> | <u>56,935</u> |

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 5. Income tax credit

Analysis of corporation tax charge in the period

#### Recognised in the income statement

|   | 2021<br>\$000 | 2020<br>\$000 |
|---|---------------|---------------|
| <i>Current tax expense</i>                        |               |               |
| Current period tax charge                         | 3,669         | (1,976)       |
| Adjustments in respect of prior year periods      | -             | 53            |
| Total current tax                                 | 3,669         | (1,923)       |
| <i>Deferred tax credit</i>                        |               |               |
| Origination and reversal of temporary differences | -             | -             |
| Adjustments in respect of fair value movements    | 1,393         | 1,011         |
| Total deferred tax (refer note 15)                | 1,393         | 1,011         |
| Total tax (charge)                                | 5,062         | (912)         |

#### Reconciliation of effective tax rate

|   | 2021<br>\$000 | 2020<br>\$000 |
|---|---------------|---------------|
| Loss before tax   | (135,042)     | (151,844)     |
| Tax using the UK corporation tax rate of 19% (2020: 19%)    | 25,658        | 28,850        |
| Expenses not deductible for tax purposes                    | (9,572)       | (26,725)      |
| Fixed Asset Timing Differences                              | -             | 752           |
| Other temporary differences                                 | (1,173)       | 3,366         |
| Tax not at UK standard rate                                 | (109)         | (249)         |
| Current year movement in deferred tax assets not recognised | (5,705)       | (6,768)       |
| Adjustments in respect of prior periods                     | 1,549         | 53            |
| Under provision in respect of prior years                   | 777           | -             |
| Change in deferred tax rate                                 | (6,363)       | (191)         |
| <b>Total tax charge</b>                                     | <b>5,062</b>  | <b>(912)</b>  |

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 6. Property, plant and equipment

#### Group

|  | Short term<br>leasehold<br>and<br>buildings<br>\$000 | Plant and<br>machinery<br>\$000 | Fixtures<br>and<br>fittings<br>\$000 | Motor<br>vehicles<br>and bus<br>fleet<br>\$000 | Total<br>\$000 |
|--|--|---------------------------------|--------------------------------------|--|----------------|
| <i>Cost</i>  |  |                                 |                                      |  |                |
| <b>At 30 April 2019</b>                            | <b>16,467</b>  | <b>3,405</b>                    | <b>12,713</b>                        | <b>94,194</b>                                  | <b>126,779</b> |
| Additions  | 875  | 869                             | 683                                  | 22,321   | 24,748         |
| Disposals  | (275)  | (1)                             | (4,901)                              | (11,563)                                       | (16,740)       |
| Reclassification due to the<br>adoption of IFRS 16 | -  | -                               | -                                    | (15,862)                                       | (15,862)       |
| Effect of movement in<br>exchange rates            | (509)  | (41)                            | 10                                   | (62)   | (602)          |
| <b>At 30 April 2020</b>                            | <b>16,558</b>  | <b>4,232</b>                    | <b>8,505</b>                         | <b>89,028</b>                                  | <b>118,323</b> |
| Additions  | 119  | 238                             | 457                                  | 1,822  | 2,636          |
| Disposals  | (2,035)  | (1,635)                         | (3,988)                              | (10,290)                                       | (17,948)       |
| Effect of movement in<br>exchange rates            | 1,653  | (108)                           | (2,250)                              | 3,328  | 2,623          |
| <b>At 30 April 2021</b>                            | <b>16,295</b>  | <b>2,727</b>                    | <b>2,724</b>                         | <b>83,888</b>                                  | <b>105,634</b> |
| <i>Depreciation</i>                                |  |                                 |                                      |  |                |
| <b>At 30 April 2019</b>                            | <b>3,114</b>   | <b>1,932</b>                    | <b>6,958</b>                         | <b>28,199</b>                                  | <b>40,203</b>  |
| Disposals  | (262)  | -                               | (4,901)                              | (1,949)  | (7,112)        |
| Charge for period                                  | 838  | 505                             | 3,211                                | 11,398   | 15,952         |
| Reclassification due to the<br>adoption of IFRS 16 | -  | -                               | -                                    | (5,268)  | (5,268)        |
| Effect of movement in<br>exchange rates            | (132)  | 24                              | 73                                   | 1,453  | 1,418          |
| <b>At 30 April 2020</b>                            | <b>3,558</b>   | <b>2,461</b>                    | <b>5,341</b>                         | <b>33,833</b>                                  | <b>45,193</b>  |
| Disposals  | (1,903)  | (1,681)                         | (3,957)                              | (4,989)  | (12,530)       |
| Charge for period                                  | 824  | 581                             | 1,888                                | 9,472  | 12,765         |
| Effect of movement in<br>exchange rates            | 36   | (136)                           | (2,457)                              | 2,762  | 205            |
| <b>At 30 April 2021</b>                            | <b>2,515</b>   | <b>1,225</b>                    | <b>815</b>                           | <b>41,078</b>                                  | <b>45,633</b>  |
| <i>Net book value</i>                              |  |                                 |                                      |  |                |
| <b>At 30 April 2021</b>                            | <b>13,780</b>  | <b>1,502</b>                    | <b>1,909</b>                         | <b>42,810</b>                                  | <b>60,001</b>  |
| At 30 April 2020                                   | 13,000   | 1,771                           | 3,164                                | 55,195   | 73,130         |

Assets held under finance leases are now included as right of use assets, see note 7.



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## Notes (continued)

### 7. Right of use assets

The Group leases a number of properties in the jurisdictions from which it operates. The movement in the right of use asset has been reconciled below.

|                             | Motor<br>vehicles and<br>bus fleet<br>\$000 | Land and<br>buildings<br>\$000 | Total<br>\$000 |
|-----------------------------|---|--------------------------------|----------------|
| At 1 May 2019               | 5,586                                       | 22,235                         | 27,821         |
| Additions                   | 5,892                                       | 22,057                         | 27,949         |
| Disposals                   | -   | (191)                          | (191)          |
| Depreciation                | (884)                                       | (7,771)                        | (8,655)        |
| At 1 May 2020               | 10,594                                      | 36,330                         | 46,924         |
| Additions                   | 893   | 11,246                         | 12,139         |
| Disposals                   | (830)                                       | -                              | (830)          |
| Depreciation                | (1,143)                                     | (8,199)                        | (9,342)        |
| Provision for onerous lease | -   | (1,458)                        | (1,458)        |
| As at 30 April 2021         | 9,514                                       | 37,919                         | 47,433         |

The Group leases a number of properties in the jurisdictions from which it operates. The movement in the lease liability has been reconciled below.

|                     | Motor<br>vehicles and<br>bus fleet<br>\$000 | Land and<br>buildings<br>\$000 | Total<br>\$000 |
|---------------------|---|--------------------------------|----------------|
| At 1 May 2020       | (5,959)                                     | (38,317)                       | (44,276)       |
| Additions/disposals | (402)                                       | (12,240)                       | (12,642)       |
| Interest expense    | (92)  | (4,306)                        | (4,398)        |
| Lease payments      | 1,510                                       | 9,830                          | 11,340         |
| Foreign exchange    | 245   | (1,742)                        | (1,497)        |
| As at 30 April 2021 | (4,698)                                     | (46,775)                       | (51,473)       |

The lease liability is split between current and non-current as follows.

|                         | Motor<br>vehicles and<br>bus fleet<br>\$000 | Land and<br>buildings<br>\$000 | Total<br>\$000 |
|-------------------------|---|--------------------------------|----------------|
| Current liabilities     | (2,330)                                     | (10,151)                       | (12,481)       |
| Non-current liabilities | (2,368)                                     | (36,624)                       | (38,992)       |
| As at 30 April 2021     | (4,698)                                     | (46,775)                       | (51,473)       |

There are no significant variable lease costs or lease term judgements. The expenses through the income statement total.

|              | Motor<br>vehicles and<br>bus fleet<br>\$000 | Land and<br>buildings<br>\$000 | Total<br>\$000 |
|--------------|---|--------------------------------|----------------|
| Interest     | 92  | 4,306                          | 4,398          |
| Depreciation | 1,143                                       | 8,199                          | 9,342          |
|              | 1,235                                       | 12,505                         | 13,740         |

The lease liability can be summarised as follows.

# Big Bus Tours Group Holdings Limited

Annual report and financial statements  
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## Notes (continued)

|              | Motor<br>vehicles and<br>bus fleet<br>\$000 | Land and<br>buildings<br>\$000 | Total<br>\$000  |
|--------------|---|--------------------------------|-----------------|
| Current      | (2,330)                                     | (10,151)                       | (12,481)        |
| 2-5 years    | (2,368)                                     | (17,684)                       | (20,052)        |
| Over 5 years | -   | (18,940)                       | (18,940)        |
|              | <u>(4,698)</u>                              | <u>(46,775)</u>                | <u>(51,473)</u> |

## 8. Intangible assets and goodwill

|   | Licences<br>\$000 | Brand<br>\$000 | Goodwill<br>\$000 |
|---|-------------------|----------------|-------------------|
| As at 30 April 2019                             | 129,660           | 82,829         | 165,733           |
| Additions                                       | 57                | 14             | -                 |
| Impairment                                      | -                 | -              | (66,281)          |
| Amortisation of business licences               | (364)             | -              | -                 |
| Effect of movements in exchange rates           | (3,096)           | (704)          | (2,236)           |
| <b>Cost and Net book value at 30 April 2020</b> | <u>126,257</u>    | <u>82,139</u>  | <u>97,216</u>     |
| Additions                                       | -                 | -              | -                 |
| Impairment                                      | -                 | -              | -                 |
| Disposal  | (176)             | -              | -                 |
| Amortisation of business licences               | (838)             | -              | -                 |
| Effect of movements in exchange rates           | 9,087             | 2,675          | 3,009             |
| <b>Cost and Net book value at 30 April 2021</b> | <u>134,330</u>    | <u>84,814</u>  | <u>100,225</u>    |

In the current year there COVID-19 provides an indication of impairment over the intangible assets and goodwill. However, management do not consider COVID-19 to have a long-term impact on the asset values and these have been included in the CGU impairment assessment. An impairment of \$66.3m was recognised in the prior year in respect of the USA, Paris, Vienna, Rome and Hong Kong CGU, directly attributable to the COVID-19 pandemic.

The Group has treated its UK & Ireland investments as a single CGU in these financial statements. This reflects the high level of interdependence of revenues and operations, as well as the management and reporting structure of these operations.

The licences held by the Group's operations were fair valued by the Company on acquisition. The determined fair values and useful economic lives of these licences are detailed in the table below:

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 8. Intangible assets and goodwill (continued)

| Operation                     | Value as at<br>30 April<br>2020<br>\$000 | Useful economic life         | Carrying<br>value at<br>30 April<br>2021<br>\$000 |
|-------------------------------|--|------------------------------|---|
| UK & Ireland                  | 24,225                                   | Indefinite                   | 26,887  |
| Paris                         | 30,971                                   | Indefinite                   | 34,355  |
| United States of<br>America   | 18,927                                   | Indefinite                   | 18,925  |
| Hong Kong                     | 10,966                                   | Indefinite                   | 10,950  |
| Middle East                   | 4,404                                    | Indefinite                   | 4,404   |
| Rome                          | 1,688                                    | Indefinite                   | 1,696   |
| Sydney                        | 6,306                                    | Indefinite                   | 7,492   |
| Singapore                     | 23,569                                   | Indefinite                   | 25,067  |
| <b>Indefinite life assets</b> | <b>121,056</b>                           |                              | <b>129,776</b>                                    |
| Berlin                        | 654                                      | Licences amortised over life | 507   |
| Vienna                        | 2,519                                    | Licences amortised over life | 2,436   |
| United States of<br>America   | 2,028                                    | Licences amortised over life | 1,611   |
| <b>Finite life assets</b>     | <b>5,201</b>                             |                              | <b>4,554</b>                                      |
|                               | <b>126,257</b>                           |                              | <b>134,330</b>                                    |

The brands held by the Group's operations were fair valued by the Company on acquisition. The determined fair values and useful economic lives of these brands are detailed in the table below:

| Operation                     | Value as at<br>30 April<br>2020<br>\$000 | Useful economic life | Carrying<br>value at<br>30 April<br>2021<br>\$000 |
|-------------------------------|--|----------------------|---|
| UK & Ireland                  | 10,113                                   | Indefinite           | 11,211  |
| Paris                         | 13,621                                   | Indefinite           | 15,109  |
| Vienna                        | 808                                      | Indefinite           | 896   |
| United States of<br>America   | 38,472                                   | Indefinite           | 38,472  |
| Hong Kong                     | 7,684                                    | Indefinite           | 7,673   |
| Middle East                   | 11,252                                   | Indefinite           | 11,252  |
| Singapore                     | 189                                      | Indefinite           | 201   |
| <b>Indefinite life assets</b> | <b>82,139</b>                            |                      | <b>84,814</b>                                     |

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 8. Intangible assets and goodwill (continued)

The carrying amount of goodwill by cash generating unit is as follows:

| Operation                   | Value as at<br>30 April<br>2020 restated<br>\$000 | Basis for calculation of recoverable amount | Carrying<br>value at<br>30 April<br>2021<br>\$000 |
|-----------------------------|---|---|---|
| Paris                       | 18,400  | Value in use                                | 20,411  |
| Vienna                      | -   | Value in use                                | -   |
| United States of<br>America | 52,752  | Value in use                                | 52,752  |
| Middle East                 | 19,581  | Value in use                                | 19,581  |
| Hong Kong                   | -   | Value in use                                | -   |
| Sydney                      | 4,001   | Value in use                                | 4,753   |
| UK & Ireland                | 1,931   | Value in use                                | 2,142   |
| Singapore                   | 551   | Value in use                                | 586   |
|                             | <b>97,216</b>                                     |   | <b>100,225</b>                                    |

#### *Impairment tests for intangible assets with indefinite useful lives*

Operating licences and brands are allocated to the respective cities' entire operations as a cash generating unit for the purpose of impairment testing. The recoverable amount of the cash-generating unit is determined based on the higher of value-in-use calculations and fair value less costs of disposal. These calculations use cash flow projections based on financial budgets for one year approved by management and detailed year 2-3 forecasts that are then carried into perpetuity with long term growth rates.

Where the recoverable amount of the cash-generating unit is higher than its carrying amount based on the value-in-use calculations, no impairment loss on investment and goodwill has been recognised in the profit or loss. Where an impairment is indicated, the fair value less cost of disposal is calculated and the higher of this and value-in-use is adopted with any impairment booked through the income statement.

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## Notes (continued)

### 8. Intangible assets and goodwill (continued)

#### *Impairment tests for goodwill*

Goodwill balances have been tested for impairment, based on the higher of value in use and fair value less costs of disposal. These calculations use four year cash flow projections based on financial budgets approved by management, using managements best estimate as at 30 April 2021 of the impact of the COVID-19 pandemic including timings of return of activity levels to pre-pandemic levels of activity which was expected by the end of FY23. Cash flow beyond this four year period was extrapolated using the estimated rates stated below, which were determined by Management through consideration of historical performance, the current and expected competitive environment and key strategic growth plans.

Key assumptions used for the calculation are as follows:

|                        | 2021 | 2020 |
|------------------------|------|------|
| <b>Growth rate</b>     |      |      |
| Vienna, Rome, Berlin   | 3%   | 3%   |
| UK & Ireland, Budapest | 2%   | 2%   |
| Hong Kong              | 2%   | 2%   |
| USA                    | 3%   | 3%   |
| Middle East            | 1%   | 3%   |
| Sydney                 | 1%   | 1%   |
| Paris                  | 3%   | 2%   |
| Singapore              | 2%   | 2%   |

As a discount rate, a range of WACC rates from 11.50% to 17.20% has been used, having regard to country specific risk premia, inflation and tax rates.

#### *Sensitivity to changes in assumptions*

Based on the sensitivity analysis conducted by the Group, no additional impairment would be if discount rates increased by 1%. If discount rates increased by 5%, \$5.4m additional impairment would be needed in the Paris CGU, \$5.3m in the Middle East CGU and \$0.1m in the Singapore CGU.

It is noted that when a 1% downward sensitivity on revenue is applied across the entire Group with no cost saving, no additional impairment would be needed. If revenue decreased by 5%, additional impairment no additional impairment would be required.

If both the discount rate increased by 1% and revenue decreased by 1%, no additional impairment would be required.

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## Notes (continued)

### 9. Investments and joint ventures

On 9 September 2016 the Group acquired 50% of the ordinary shares of Darwin Explorer Pty Ltd. an existing joint venture partner of City Sightseeing Pty Ltd.

On 3 March 2017 the Group acquired 43% of the ordinary shares of The Leisure Pass Group Holdings Limited (Passco). The Group disposed its interest in 30% of Passco in the prior year, with its interest in 13% still held. See note 13c for further information.

|  | Company and<br>Group<br>Investments<br>\$000 | Group<br>Joint<br>Ventures<br>\$000 |
|--|--|-------------------------------------|
| At 30 April 2020                                   | 683  | 250                                 |
| Share of results investment in Darwin Explorer Pty | -  | 53                                  |
| At 30 April 2021                                   | <u>683</u>                                   | <u>303</u>                          |

### 10. Investments in subsidiaries

|             | 2021<br>\$000 | 2020<br>\$000 |
|-------------|---------------|---------------|
| <b>Cost</b> |               |               |
| At 1 May    | 5,671         | 5,671         |
| Additions   | 691           | -             |
| At 30 April | <u>6,362</u>  | <u>5,671</u>  |

Investments in subsidiaries are held at cost less impairment.

The following were owned subsidiaries of Big Bus Tours Group Holdings Limited at the end of the period. The investment in the year was in Big Bus Tours Holdings 1 Limited. Shares held are Ordinary Shares unless otherwise stated.

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 10. Investments in subsidiaries (continued)

| Name of subsidiaries                             | Country of incorporation | Registered address  | Shares held |
|--|--------------------------|---|-------------|
| Big Bus Tours Holdings 1 Ltd                     | Great Britain            | 110 Buckingham Palace Road,<br>London, SW1W 9SA                               | 100%        |
| Big Bus Tours Holdings 1A Ltd                    | Great Britain            | 110 Buckingham Palace Road,<br>London, SW1W 9SA                               | 100%        |
| Big Bus Tours Holdings 2 Ltd                     | Great Britain            | 110 Buckingham Palace Road,<br>London, SW1W 9SA                               | 100%        |
| Big Bus Tours Group Ltd ①                        | Great Britain            | 110 Buckingham Palace Road,<br>London, SW1W 9SA                               | 100%        |
| Big Bus Tours Ltd ①                              | Great Britain            | 110 Buckingham Palace Road,<br>London, SW1W 9SA                               | 100%        |
| The Big Bus Company Ltd ②                        | Great Britain            | 110 Buckingham Palace Road,<br>London, SW1W 9SA                               | 100%        |
| Les Cars Rouges S.A. ②                           | France                   | 17 Quai de Grenelle<br>75015 Paris  | 100%        |
| Double Decker Bus Tours LLC ②                    | United Arab Emirates     | 21C street, 16 shed no<br>Al Qouz Industrial Area 3<br>Dubai                  | 49%         |
| City Sightseeing Washington DC, Inc. ③           | United States of America | 3350 New York Avenue, N.E. Washington, DC<br>20002                            | 100%        |
| Open Top Sightseeing San Francisco<br>LLC ③      | United States of America | 3240 3rd street,<br>San Francisco   | 100%        |
| Taxi Tours Inc. ③                                | United States of America | 723 7th Ave, 5th Floor<br>New York, 10019                                     | 100%        |
| The Big Bus Company (Hong Kong) Ltd ②            | Hong Kong                | Unit 6, 8th Floor, Tower 1, South Seas Centre 75<br>Mody Road, Kowloon        | 100%        |
| Open Top Sightseeing Las Vegas, Inc. ③           | United States of America | 3201 Builders Ave, Las Vegas<br>NV 89101                                      | 100%        |
| Conway Tours, Inc. ③                             | United States of America | 723 7th Ave, 5th Floor<br>New York, 10019                                     | 100%        |
| Big Bus Tours LLC (Abu Dhabi) ②                  | United Arab Emirates     | PO Box 95120, Abu Dhabi   | 49%         |
| City Sightseeing Kft ②                           | Hungary                  | Andrássy út 3 5/2<br>Budapest, 1061   | 100%        |
| Big Bus Tours LLC (Muscat) ④                     | Sultanate of Oman        | PO Box 1694, Muscat   | 50%         |
| Big Bus Vienna GmbH ②                            | Austria                  | Wallfischgasse 5/4<br>1010 Vienna, Austria                                    | 100%        |
| Chicago Gray Line Ltd ③                          | United States of America | 630 W 41st Street, Unit B<br>Chicago, IL 60609                                | 100%        |
| City Sightseeing Pty Ltd⑥                        | Australia                | City Sightseeing Pty Ltd<br>PO Box 1980, Maroubra NSW 2035, Australia         | 100%        |
| Big Bus Tours Rome S.R.L.                        | Italy                    | Via Nazionale 208<br>3rd floor Rome, 00184                                    | 100%        |
| Big Bus Tours Berlin GmbH ①                      | Germany                  | Freiheit 29, 13597, Berlin, Germany   | 100%        |
| Irish City Tours Limited ③                       | Ireland                  | Unit 12, Bluebell Industrial Estate<br>Bluebell Avenue<br>Bluebell, Dublin 12 | 100%        |
| Singapore Ducktours Private Limited ⑧            | Singapore                | 82 Amoy Street #03-00<br>Singapore 069901                                     | 100%        |
| Big Bus Singapore City Sightseeing<br>PTE. Ltd ⑧ | Singapore                | 82 Amoy Street #03-00<br>Singapore 069901                                     | 100%        |
| Big Bus Tours Los Angeles Inc ③                  | United States of America | 723 7th Ave, 5th Floor<br>New York, 10019                                     | 100%        |

① Held via Big Bus Tours Group Ltd

② Held via Big Bus Tours Ltd

③ Held via Open Top Sightseeing USA, Inc.

④ Held via Double Decker Bus Tours L.L.C

⑤ Held via Ozsai Insaat Enerji Turizm A.S.

⑥Held via Big Bus Tours Australia Pty Limited

⑦Held directly by Big Bus Tours Holdings 2 Limited

⑧ Held directly by Big Bus Tours Ireland Limited

⑨ Held directly by Big Bus Tours Singapore Pte Ltd

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 10. Investments in subsidiaries (continued)

*Companies with other principal activity (all shares held are in respect of share capital, unless otherwise stated):*

| Subsidiaries   | Country of incorporation | Registered address  | Principal activities   | Shares held |
|--|--------------------------|---|--|-------------|
| The Big Bus Company, Inc. ①                          | United States of America | 5500 Tuxedo Road<br>Hyattsville                                     | Leasing of tour buses  | 100%        |
| The Big Bus Company of Pennsylvania, Inc. ②          | United States of America | 5500 Tuxedo Road<br>Hyattsville                                     | Franchise and licensing of bus tours in the city of Philadelphia PA                    | 100%        |
| The Big Bus Coach (HK) Ltd                           | Hong Kong                | Unit 6, 8th Floor, Tower 1, South Seas Centre 75 Mody Road, Kowloon | Leasing of tour buses  | 100%        |
| Shanghai Big Bus Management Consulting Company Ltd ③ | China                    | Rm 1205, Hui Jin Tower, 515 Hankou Rd, Shanghai                     | Provide management services to another entity who are a sightseeing bus tour operator. | 100%        |
| Cèdres Participations Sarl ④                         | France                   | 17 Quai de Grenelle<br>75015 Paris                                  | Travel agent   | 60%         |
| F.COM France Eurl ⑤                                  | France                   | 17 Quai de Grenelle<br>75015 Paris                                  | Travel agent   | 90.91%      |
| Arbimini Holding GmbH ⑥                              | Austria                  | Walfischgasse 5/4<br>1010 Vienna, Austria                           | Holding company  | 100%        |
| FR Holdings  | France                   | 17 Quai de Grenelle<br>75015 Paris                                  | Holding company  | 100%        |
| Open Top Sightseeing USA, Inc                        | United States of America | 723 7 <sup>th</sup> Avenue, 5 <sup>th</sup> Floor, New York 10019   | Holding for OTS Group  | 100%        |
| Open Top Sightseeing Administration LLC ⑦            | United States of America | 5500 Tuxedo Road<br>Hyattsville                                     | OTS website management   | 100%        |
| Big Bus Tours EU Ltd                                 | Great Britain            | 110 Buckingham Palace Road<br>London, SW1W 9SA                      | Holding company  | 100%        |
| Big Bus Tours (Miami) Property ⑧                     | United States of America | 2444 NW 7th Place<br>Miami, FL 33127                                | Property holding company   | 100%        |
| Skyline Tours, LLC ⑨                                 | United States of America | 723 7 <sup>th</sup> Avenue, 5 <sup>th</sup> Floor, New York 10019   | Licence owner  | 100%        |
| Big Bus Tours Australia Pty Limited                  | Australia                | PO Box 1980, Maroubra NSW 2035, Australia                           | Holding Company  | 100%        |
| Darwin Explorer Unit Trust ⑩                         | Australia                | Unit 4 02, Floor 4<br>9 Help Street<br>Chatswood, NSW, 2067         | Trustee Company  | 50%         |
| Big Bus Tours Singapore PTE. LTD                     | Singapore                | 82 Amoy Street #03-00<br>Singapore 069901                           | Holding Company  | 100%        |
| Tourist Information & Services Private Limited * ⑪   | Singapore                | 82 Amoy Street #03-00<br>Singapore 069901                           | Tourist Information  | 100%        |
| Big Bus Tours Ireland Limited                        | Ireland                  | Unit 12, Bluebell Industrial Estate, Dublin                         | Holding Company  | 100%        |
| Big Bus Tours Newco 1 Limited                        | Great Britain            | 110 Buckingham Palace Road, London, SW1W 9SA                        | Holding Company  | 100%        |
| Big Bus Tours Newco 2 Limited                        | Great Britain            | 110 Buckingham Palace Road, London, SW1W 9SA                        | Holding Company  | 100%        |
| Big Bus Tours Newco 3 Limited                        | Great Britain            | 110 Buckingham Palace Road, London, SW1W 9SA                        | Holding Company  | 100%        |

① Held via The Big Bus Company Ltd

② Held via The Big Bus Company, Inc

③ Held via The Big Bus Company (Hong Kong) Ltd

④ Held via Les Cars Rouges S.A.

⑤ Held via Open Top Sightseeing USA, Inc

⑥ Held via Cèdres Participations Sarl

⑦ Held via Open Top Sightseeing San Francisco LLC

⑧ Held via Circle Line Stadtrundfahrten

⑨ Held via Arbimini Holding GmbH

⑩ Held via Big Bus Tours Australia Pty Limited

\* Held via Big Bus Tours Singapore Pte Ltd



# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 11. Inventories

|                    | 2021<br>\$000 | 2020<br>\$000 |
|--------------------|---------------|---------------|
| Operating Supplies | 1,113         | 1,344         |
| Fuel               | 118           | 137           |
| Other Stock Items  | 103           | 94            |
|                    | <u>1,334</u>  | <u>1,575</u>  |

### 12. Trade and other receivables

|                   | Group<br>2021<br>\$000 | Group<br>2020<br>\$000 | Company<br>2021<br>\$000 | Company<br>2020<br>\$000 |
|-------------------|------------------------|------------------------|--------------------------|--------------------------|
| Trade receivables | 941                    | 3,651                  | -                        | -                        |
| Other receivables | 7,650                  | 2,345                  | 139                      | 147                      |
| Prepayments       | 4,865                  | 5,504                  | -                        | -                        |
|                   | <u>13,456</u>          | <u>11,500</u>          | <u>139</u>               | <u>147</u>               |

Please refer to note 20 where information on the Group's credit risk is presented.

### 13. Related parties

The Group, in the ordinary course of business, carries out transactions with other businesses that fall within the definition of a related party contained in International Accounting Standard No. 24. These transactions are carried at mutually agreed rates.

#### (a) Remuneration of key management personnel

The remuneration of the directors and other key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

|                              | 2021<br>\$000 | 2020<br>\$000 |
|------------------------------|---------------|---------------|
| <b>Key Personnel</b>         |               |               |
| Short-term employee benefits | 3,541         | 5,078         |
| Post-employment benefits     | 165           | 323           |
|                              | <u>3,706</u>  | <u>5,401</u>  |

#### (b) Aggregate directors' remuneration

The total amounts for directors' remuneration for the year ended 30 April 2021 in accordance with Schedule 5 to the Accounting Regulations were as follows:

|                   | 2021<br>\$000 | 2020<br>\$000 |
|-------------------|---------------|---------------|
| <b>Directors</b>  |               |               |
| Salaries and fees | <u>1,004</u>  | <u>2,403</u>  |

During this period the remuneration of the highest paid Director was \$418,020 (2020: \$751,285).

During the year the total remuneration for directors that have resigned was nil.

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 13. Related parties (continued)

| (c) Company                  | At<br>30 April<br>2020<br>\$000 | Sales<br>\$000     | Expenses<br>\$000     | Receipts<br>and<br>interest<br>\$000 | Forgiven<br>\$000 | Dividends<br>\$000                     | Balance as<br>at<br>30 April<br>2021<br>\$000 |
|------------------------------|---------------------------------|--------------------|-----------------------|--------------------------------------|-------------------|--|---|
| <i>Amounts owed from</i>     |                                 |                    |                       |                                      |                   |  |   |
| Big Bus Tours Group Ltd      | 20,634                          | -                  | -                     | 32,151                               | -                 | -                                      | 52,785  |
| Eden MidCo 1 Ltd             | 26,163                          | -                  | -                     | 5,149                                | -                 | -                                      | 31,312  |
|                              | <u>46,797</u>                   | <u>-</u>           | <u>-</u>              | <u>37,300</u>                        | <u>-</u>          | <u>-</u>                               | <u>84,097</u>                                 |
|                              | At 30 April<br>2020<br>\$000    | Refinance<br>\$000 | Modification<br>\$000 | Interest<br>\$000                    | Forgiven<br>\$000 | Exchange<br>rate<br>movements<br>\$000 | Balance as<br>at<br>30 April<br>2021<br>\$000 |
| <i>Amounts owed to</i>       |                                 |                    |                       |                                      |                   |  |   |
| Big Bus Tours Holdings 1 Ltd | 56,402                          | (7,000)            | 717                   | (802)                                | -                 | -                                      | 49,317  |
| Big Bus Tours Holdings 2 Ltd | -                               | 30,000             | -                     | -                                    | -                 | -                                      | 30,000  |
| Shareholder loan notes       | 8,576                           | -                  | -                     | 885                                  | -                 | -                                      | 9,461   |
|                              | <u>64,978</u>                   | <u>23,000</u>      | <u>717</u>            | <u>83</u>                            | <u>-</u>          | <u>-</u>                               | <u>88,778</u>                                 |

#### Eden MidCo 1 Ltd

Amounts owed from Eden MidCo 1 Ltd arise from the acquisition of 43% of the share capital of The Leisure Pass Group Holdings Limited in 2017. The Group disposed of 30% of the share capital in the prior year and still holds 13% at year end. See note 13d below.

#### Big Bus Tours Holdings 1 Ltd

In the year ended 30 April 2018 an amendment to a portion of the shareholder loan notes was made, the effect of which was to reduce the interest rate from 10% to 0%. In the prior year financial statements, the interest relating to these loans was accrued at the market rate instead of an imputed interest charge due to the amendment. In addition, in the year ended 30 April 2020 the term of the loan was extended from 2022 to 2024. The combined effect of the restatement is to reduce shareholder loan notes by \$1.7m, increase investments in subsidiaries by \$2.8m, reduce interest income by \$0.3m and increase opening retained profits by \$1.4m. All impacts were seen in the prior year.

During the year Group went through a refinance, as a result, cash was passed down the group and impacted the intercompany positions.

| (d) Group                | At 30 April<br>2020<br>\$000 | Sales<br>\$000 | Interest<br>\$000                | Receipts<br>\$000 | Forgiven<br>\$000 | Dividends<br>\$000 | Balance as<br>at<br>30 April<br>2021<br>\$000 |
|--------------------------|------------------------------|----------------|----------------------------------|-------------------|-------------------|--------------------|---|
| <i>Amounts owed from</i> |                              |                |                                  |                   |                   |                    |   |
| Pat Waterman             | 1,017                        | -              | 28                               | -                 | -                 | -                  | 1,045   |
| Smart Destinations Inc   | 1,123                        | -              | -                                | (415)             | -                 | -                  | 708   |
| Eden MidCo 1 Ltd         | 26,163                       | -              | 5,149                            | -                 | -                 | -                  | 31,312  |
|                          | <u>28,303</u>                | <u>-</u>       | <u>5,177</u>                     | <u>(415)</u>      | <u>-</u>          | <u>-</u>           | <u>33,065</u>                                 |
|                          | At 30 April<br>2020<br>\$000 | Loans<br>\$000 | Capital<br>Contribution<br>\$000 | Interest<br>\$000 | Payments<br>\$000 |                    | Balance as<br>at<br>30 April<br>2021<br>\$000 |
| <i>Amounts owed to</i>   |                              |                |                                  |                   |                   |                    |   |
| Shareholder loan notes   | 291,680                      | 30,000         | (32,066)                         | 32,785            | -                 | -                  | 322,399                                       |
|                          | <u>291,680</u>               | <u>30,000</u>  | <u>(32,066)</u>                  | <u>32,785</u>     | <u>-</u>          | <u>-</u>           | <u>322,399</u>                                |

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## Notes (continued)

### 13. Related parties (continued)

#### Shareholder and Intercompany Loans

Shareholder loans held by the Company with Big Bus Tours Holdings 1 Ltd are repayable in 4 years (2020: 4 years) with 0% fixed annual interest rate (2020: 0%). Shareholder loan notes accrue interest at 10% compounding quarterly or 2x the nominal or 0% (2020: 0%) and are repayable in 3-5 years. A portion of the shareholder loan notes is listed in the Channel Islands.

During the year the terms of a number of loan notes were modified which involved an extension of the termination date to 2025. Management have considered if these changes result in a substantial modification under IFRS 9. Where a substantial modification has arisen, the existing liability has been derecognised and a new liability recognised, with the resulting difference recognised as a capital contribution. Where no substantial modification has arisen, the difference between the carrying value and the present value of the revised cash flows discounted at the original effective interest rate is recognised as a capital contribution.

Loan notes with a carrying value of \$63m were concluded not to be substantial modifications. The revised cash flows were discounted using the original effective interest rate totalling \$60m. The difference of \$3m was treated as a capital contribution.

#### Eden MidCo 1 Ltd

Amounts owed from Eden MidCo accrue interest at 10% compounding quarterly and mature in January 2024. During the prior year, the Group sold part of its 43% shareholding in Eden MidCo together with part of the loan notes and accrued interest for \$29.9m. \$27.2m of the value of the shares and loan notes including a proportion of the accrued interest was forgiven as part of the transaction. The Group retained a 13% equity interest and the remaining balance at the start of the year of \$26.1m comprises \$21.9m of principal loan and \$4.2m of accrued interest. The loan amounts including accrued interest are repayable in full in the event of a sale transaction for Leisure Pass Group Holdings. During the year the Group sold services totalling \$0.4m (2020: \$20.7m) to The Leisure Pass Group Holdings Limited, a related entity by common shareholders. Eden MidCo is a subsidiary of the Leisure Pass Group Holdings Limited.

The Group has tested the loan notes and shares relating to Eden MidCo for impairment at the balance sheet date, and concluded that they are not impaired. The assessment was based on considering the fair value of the assets, using a profit multiple approach. The key estimates used are the expected profitability, discount rate (13%) and profit multiple (10.5), and the current headroom is \$35m. If the discount factor was increased by 10% an impairment of \$8m would be required. If the profit multiple was reduced by 1 an impairment of \$6m would be required. If the profit forecast reduced by \$6m an impairment of \$5m would be required.

The above balances had lifetime expected credit losses of the full value of the receivables.

The following have been determined to be related parties of the Group in accordance with IAS 24 and hold the above financial instruments as at 30 April 2021:

| Related party           | Instrument held        | Value as at 30 April 2021 |   | Applicable interest rate | Maturity date   |
|-------------------------|------------------------|---------------------------|---|--------------------------|-----------------|
|                         |                        | \$000                     |   |                          |                 |
| Management              | Shareholder loan notes | 6,914                     | 10% compounding quarterly or 0%                     |                          | 18 March 2022   |
| Exponent Private Equity | Shareholder loan notes | 149,919                   | 10% compounding quarterly or 2x nominal value or 0% |                          | 31 March 2025   |
| Patrick Waterman        | Shareholder loan       | 1,044                     | 3% straight line                                    |                          | 25 January 2024 |
| Eden Midco 1 Ltd        | Shareholder loan notes | 31,313                    | 10% compounding quarterly or 0%                     |                          | 25 January 2024 |
| Smart Destinations Inc  | Related party loan     | 708                       |   |                          |                 |

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 14. Trade and other payables

|                                     | Group<br>2021<br>\$000 | Group<br>2020<br>\$000 | Company<br>2021<br>\$000 | Company<br>2020<br>\$000 |
|-------------------------------------|------------------------|------------------------|--------------------------|--------------------------|
| <b>Current</b>                      |                        |                        |                          |                          |
| Trade payables                      | 6,617                  | 8,591                  | -                        | -                        |
| Other payables and accrued expenses | 23,162                 | 17,469                 | -                        | -                        |
| Social Security and Other Taxes     | 2,907                  | 3,574                  | -                        | -                        |
|                                     | <b>32,686</b>          | <b>29,634</b>          | <b>-</b>                 | <b>-</b>                 |
| <b>Non Current</b>                  |                        |                        |                          |                          |
| Deferred consideration              | 2,665                  | 1,814                  | -                        | -                        |
|                                     | <b>2,665</b>           | <b>1,814</b>           | <b>-</b>                 | <b>-</b>                 |

### 15. Deferred taxation

#### Group

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting period.

|                                   | Revaluation<br>of fixed assets<br>\$000 | Tax<br>losses<br>\$000 | Total<br>\$000 |
|-----------------------------------|---|------------------------|----------------|
| At 1 May 2019                     | 44,603                                  | (5,250)                | 39,353         |
| Charge/(credit) to profit or loss | (2,921)                                 | 1,910                  | (1,011)        |
| At 1 May 2020                     | 41,682                                  | (3,340)                | 38,342         |
| Charge to profit or loss          | (3,666)                                 | 2,272                  | (1,394)        |
| At 30 April 2021                  | <b>38,016</b>                           | <b>(1,068)</b>         | <b>36,948</b>  |

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

|                          | 2021<br>\$000 | 2020<br>\$000 |
|--------------------------|---------------|---------------|
| Deferred tax liabilities | 38,016        | 41,682        |
| Deferred tax assets      | (1,068)       | (3,340)       |
|                          | <b>36,948</b> | <b>38,342</b> |

At the balance sheet date, the Company has recognised a deferred tax asset of \$1,067,777 (2020: \$3,339,728) in respect of losses available for offset against future profits. The Company has approximately \$19.6 m (2020: \$20.4m) unrecognised deferred tax assets in relation to tax losses in the US.

### 16. Dividend payable

At this time the Board of Directors has not declared any dividend for the period ended 30 April 2021 (2020: nil).

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 17.a Provision for end of service benefits

|                            | 2021<br>\$000 | 2020<br>\$000 |
|----------------------------|---------------|---------------|
| Opening balance            | 1,706         | 2,093         |
| Add: Charge for the period | 165           | 323           |
| Paid during the period     | (113)         | (710)         |
|                            | <u>1,758</u>  | <u>1,706</u>  |

The provision for employees' end of service indemnity is made in accordance with labour laws in the United Arab Emirates and is based on current remuneration and cumulative service of expatriate employees at the reporting date.

### 17.b Pension commitments

In England and Wales, the Group operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the Group to the fund and amounted to \$164,967 (2020: \$323,110). There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

### 18. Interest-bearing loans and borrowings

|                                      | Group<br>2021<br>\$000 | Group<br>2020<br>\$000 | Company<br>2021<br>\$000 | Company<br>2020<br>\$000 |
|--------------------------------------|------------------------|------------------------|--------------------------|--------------------------|
| <b>Non-current liabilities</b>       |                        |                        |                          |                          |
| Bank loans                           | 322,849                | 263,694                | -                        | -                        |
| <b>Bank loans net of issue costs</b> | <u>322,849</u>         | <u>263,694</u>         | <u>-</u>                 | <u>-</u>                 |
| Lease liabilities                    | 38,992                 | 37,139                 | -                        | -                        |
|                                      | <u>361,841</u>         | <u>300,833</u>         | <u>-</u>                 | <u>-</u>                 |
| <br>                                 |                        |                        |                          |                          |
| Shareholder loan notes               | 322,399                | 291,680                | 6,991                    | 8,576                    |
|                                      | <u>684,240</u>         | <u>592,513</u>         | <u>6,991</u>             | <u>8,576</u>             |
| <br>                                 |                        |                        |                          |                          |
| <b>Current liabilities</b>           |                        |                        |                          |                          |
| Bank loans                           | -                      | 8,882                  | -                        | -                        |
| Lease liabilities                    | 12,481                 | 7,137                  | -                        | -                        |
|                                      | <u>12,481</u>          | <u>16,019</u>          | <u>-</u>                 | <u>-</u>                 |

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 18. Interest-bearing loans and borrowings (continued)

Terms and debt repayment schedule

|                                      | Currency | Nominal interest rate                                       | Year of maturity | Face value<br>2021<br>\$000 | Carrying amount<br>2021<br>\$000 |
|--------------------------------------|----------|---|------------------|-----------------------------|----------------------------------|
| Bank loans                           | USD      | LIBOR + 5%  | 2023             | 42,805                      | 42,805                           |
|                                      | USD      | LIBOR + 8.5%  | 2023             | 112,411                     | 112,411                          |
|                                      | EUR      | LIBOR + 8.5%  | 2023             | 71,916                      | 71,916                           |
|                                      | USD      | LIBOR + 8.5%  | 2023             | 10,857                      | 10,857                           |
| PIK loan                             | EUR      | 12.5%   | 2023             | 85,564                      | 85,564                           |
| Unamortised issue costs              |          |   |                  | -                           | (704)                            |
| <b>Bank loans net of issue costs</b> |          |   |                  | <b>323,553</b>              | <b>322,849</b>                   |
| Shareholder loan notes               | USD      | 10% compounding quarterly or<br>2 x nominal value or 0%*    | 2022 or<br>2024  | 355,596                     | 322,399                          |
| Lease liabilities                    | USD      | 4.15%   | 2021-2024        | 51,473                      | 38,992                           |
|                                      |          |   |                  | <b>730,622</b>              | <b>684,240</b>                   |
|                                      | Currency | Nominal interest rate                                       | Year of maturity | Face value<br>2020<br>\$000 | Carrying amount<br>2020<br>\$000 |
| Bank loans                           | USD      | LIBOR + 3.5%  | 2023             | 27,356                      | 27,356                           |
|                                      | USD      | LIBOR + 7.5%  | 2023             | 102,209                     | 102,209                          |
|                                      | EUR      | LIBOR + 7.5%  | 2023             | 58,945                      | 58,945                           |
|                                      | USD      | LIBOR + 7.5%  | 2023             | 9,713                       | 9,713                            |
| PIK loan                             | EUR      | 12.5%   | 2023             | 76,453                      | 67,671                           |
| Unamortised issue costs              |          |   |                  |                             | (2,200)                          |
| <b>Bank loans net of issue costs</b> |          |   |                  | <b>274,676</b>              | <b>263,694</b>                   |
| Shareholder loan notes               | USD      | 10% compounding quarterly<br>or 2 x nominal value or<br>0%* | 2022 or<br>2024  | 321,672                     | 291,680                          |
| Lease liabilities                    | USD      | 4.15%   | 2021-2024        | 44,276                      | 37,139                           |
|                                      |          |   |                  | <b>640,624</b>              | <b>592,513</b>                   |

Net obligations under bank loans, leases and hire purchase contracts, are payable as follows:

#### Group

|                            | Future<br>minimum<br>payments<br>2021<br>\$000 | Interest<br>2021<br>\$000 | Present value of<br>minimum<br>payments<br>2021<br>\$000 |
|----------------------------|--|---------------------------|--|
| <b>Bank loans</b>          |  |                           |  |
| Within one year            | -  | -                         | -  |
| Between one and five years | 395,417  | (72,568)                  | 322,849  |
| Greater than five years    | -  | -                         | -  |
|                            | <b>395,417</b>                                 | <b>(72,568)</b>           | <b>322,849</b>   |

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## Notes (continued)

### 18. Interest-bearing loans and borrowings (continued)

| <i>Bank loans</i>             | Future<br>minimum<br>payments<br>2020<br>\$000 | Interest<br>2020<br>\$000 | Present value of<br>minimum<br>payments<br>2020<br>\$000 |
|-------------------------------|--|---------------------------|--|
| Within one year               | 9,041  | (159)                     | 8,882  |
| Between one and five years    | 318,527  | (54,833)                  | 263,694  |
| Greater than five years       | -  | -                         | -  |
|                               | <u>327,568</u>                                 | <u>(54,992)</u>           | <u>272,576</u>   |
| <b>Group</b>                  |  |                           |  |
| <i>Shareholder loan notes</i> | Future<br>minimum<br>payments<br>2021<br>\$000 | Interest<br>2021<br>\$000 | Present value of<br>minimum<br>payments<br>2021<br>\$000 |
| Within one year               | -  | -                         | -  |
| Between one and five years    | 355,596  | (33,197)                  | 322,399  |
| Greater than five years       | -  | -                         | -  |
|                               | <u>355,596</u>                                 | <u>(33,197)</u>           | <u>322,399</u>   |
| <i>Shareholder loan notes</i> | Future<br>minimum<br>payments<br>2020<br>\$000 | Interest<br>2020<br>\$000 | Present value of<br>minimum<br>payments<br>2020<br>\$000 |
| Within one year               | -  | -                         | -  |
| Between one and five years    | 321,672  | (29,992)                  | 291,680  |
| Greater than five years       | -  | -                         | -  |
|                               | <u>321,672</u>                                 | <u>(29,992)</u>           | <u>291,680</u>   |
| <b>Group</b>                  |  |                           |  |
| <i>Leases</i>                 | Future<br>minimum<br>payments<br>2021<br>\$000 | Interest<br>2021<br>\$000 | Present value of<br>minimum<br>payments<br>2021<br>\$000 |
| Within one year               | 16,460   | (3,979)                   | 12,481   |
| Between one and five years    | 47,260   | (8,269)                   | 38,991   |
|                               | <u>63,720</u>                                  | <u>(12,248)</u>           | <u>51,472</u>  |
| <i>Leases</i>                 | Future<br>minimum<br>payments<br>2020<br>\$000 | Interest<br>2020<br>\$000 | Present value of<br>minimum<br>payments<br>2020<br>\$000 |
| Within one year               | 10,561   | (3,424)                   | 7,137  |
| Between one and five years    | 45,986   | (8,847)                   | 37,139   |
|                               | <u>56,547</u>                                  | <u>(12,271)</u>           | <u>44,276</u>  |

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 19. Share capital

#### *Authorized, fully paid and issued share capital*

The Company's issued share capital at 30 April 2021 was \$6,509 divided as follows:

|   | 2021<br>\$   | 2020<br>\$   |
|---|--------------|--------------|
| 661,222 A ordinary shares of \$0.001                  | 661          | 661          |
| 1,106,944 B ordinary shares of \$0.001                | 1,107        | 1,107        |
| 340,837 C1 ordinary shares of \$0.001                 | 341          | 341          |
| 60,000 C2 ordinary shares of \$0.010                  | 600          | 600          |
| 180,000 C3 variable rate preference shares of \$0.010 | 1,800        | 1,800        |
| 199,890 B1 ordinary shares of \$0.01                  | 1,999        | 1,999        |
| 1,536 deferred B shares of \$0.001                    | 1            | 1            |
|   | <u>6,509</u> | <u>6,509</u> |

The rights in relation to the above classes of shares are as follows:

#### **Capital**

On return of assets of the Company, on a liquidation or winding up, reduction of capital, or otherwise, remaining after payment of such of its liabilities as it is necessary to discharge, to effect the distribution, these shall be distributed in the following order of priority:

- First, to the shareholders of C3 variable rate preferred shares, in respect of their C3 shares then held, equal to the amount paid for the shares, including amounts paid by way of premium;
- second, in distributing amongst the C3 preferred ordinary shareholders any arrears or accruals of the C3 preferred ordinary dividend, calculated on a variable basis with reference to LIBOR, down to the date of the return of capital, irrespective of whether such dividends have been earned or declared or not;
- third, in distributing amongst the ordinary shareholders the balance (if any) in proportion to the number of ordinary shares held until the ordinary shareholders have received US\$1,000,000,000 in aggregate;
- fourth, in distributing amongst the deferred shareholders and the deferred B shareholders the balance (if any) in proportion to the aggregate nominal value of the deferred shares and deferred B shares up to the nominal value of shares held;
- lastly, in distributing amongst the ordinary shareholders any remaining balance in proportion to the number of ordinary shares held.

In an event of a sale, the sale proceeds shall be allocated amongst the holders of shares which are to be transferred pursuant to such sale in the order of priority as detailed above.

#### **Voting in general meetings**

The holder of A and C2 ordinary shareholders and C3 preferred ordinary shareholders shall be entitled to receive notice of and to attend and vote at the general meetings of the Company and have one vote per share either in person or via a proxy.

On a written resolution or poll, the votes attributable to A shareholders shall always make up 75% of the total votes allocated to all shares, apportioned between the A ordinary shareholders pro rata to their respective holdings of A ordinary shares. C2 ordinary shareholders shall make up 10% of the total votes allocated to all shares, apportioned between them pro rata to their respective holdings of C2 ordinary shares. C3 preferred ordinary shareholders shall make up 15% of the total votes allocated to all shares, apportioned between them pro rata to their respective holdings of C3 preferred ordinary shares.

B, B1, C1, deferred and deferred B shareholders shall have no right to vote on any resolution of the Company, nor to receive notice of, nor attend, any general meetings of the Company.



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## Notes (continued)

### 20. Financial instruments

Credit risk

*Exposure to credit risk*

The carrying amount of Group's financial assets represents maximum exposure to credit risk. The maximum exposure to credit risk at the reporting date was:

|  | Carrying<br>amount<br>2021<br>\$000 | Carrying<br>amount<br>2020<br>\$000 |
|--|-------------------------------------|-------------------------------------|
| Trade and other receivables (excluding prepayments and advances) | 8,591                               | 5,996                               |
| Cash at bank   | 22,869                              | 32,963                              |
|  | <b>31,460</b>                       | <b>38,959</b>                       |

### Impairment losses

The ageing of trade receivables at the reporting date was:

|                              | 2021<br>Gross<br>\$000 | 2020<br>Gross<br>\$000 |
|------------------------------|------------------------|------------------------|
| Current                      | 139                    | 337                    |
| Overdue by 0-30 days         | -                      | 922                    |
| Overdue by 31-60 days        | 12                     | 869                    |
| Overdue by more than 61 days | 790                    | 1,523                  |
|                              | <b>941</b>             | <b>3,651</b>           |

There are not considered to be any issues with the credit quality of financial assets that are neither past due nor impaired. The main factors considered by management in determining the lifetime expected credit losses are that the customers may not be able to trade for some time, this is not considered to be a material risk to any of the receivables held by management.

### Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates (see below). The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate:

- interest rate caps to mitigate the risk of rising interest rates; and

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

# Big Bus Tours Group Holdings Limited

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## Notes (continued)

### 20. Financial instruments (continued)

#### Liquidity risk

The following are the contractual maturities of the Group's financial liabilities:

| 30 April 2021   | Carrying<br>amount<br>\$000 | Total<br>\$000 | Contractual cash flows       |                              |
|---|-----------------------------|----------------|------------------------------|------------------------------|
|   |                             |                | Less than<br>1 year<br>\$000 | More than<br>1 year<br>\$000 |
| <b>Non-derivative financial liabilities</b>             |                             |                |                              |                              |
| Trade and other payables                                | 32,686                      | 32,686         | 32,686                       | -                            |
| <b>Financial liabilities measured at amortised cost</b> |                             |                |                              |                              |
| Lease liabilities                                       | 51,473                      | 51,473         | 12,481                       | 38,992                       |
| Bank loans  | 322,849                     | 322,849        | -                            | 322,849                      |
| Shareholder loan notes                                  | 322,399                     | 355,596        | -                            | 355,596                      |
| <b>Loans and payables</b>                               | <b>696,721</b>              | <b>729,918</b> | <b>12,481</b>                | <b>717,437</b>               |
|   | <b>729,407</b>              | <b>762,604</b> | <b>45,167</b>                | <b>717,437</b>               |

| 30 April 2020   | Carrying<br>amount<br>\$000 | Total<br>\$000 | Contractual cash flows       |                              |
|---|-----------------------------|----------------|------------------------------|------------------------------|
|   |                             |                | Less than<br>1 year<br>\$000 | More than<br>1 year<br>\$000 |
| <b>Non-derivative financial liabilities</b>             |                             |                |                              |                              |
| Trade and other payables                                | 29,634                      | 29,634         | 29,634                       | -                            |
| <b>Financial liabilities measured at amortised cost</b> |                             |                |                              |                              |
| Lease liabilities                                       | 44,276                      | 44,276         | 7,137                        | 37,139                       |
| Bank loans  | 272,576                     | 272,576        | 8,882                        | 263,694                      |
| Shareholder loan notes                                  | 291,680                     | 321,672        | -                            | 321,672                      |
| <b>Loans and receivables</b>                            | <b>608,532</b>              | <b>638,524</b> | <b>16,019</b>                | <b>622,505</b>               |
|   | <b>638,166</b>              | <b>668,158</b> | <b>45,653</b>                | <b>622,505</b>               |

The Group does not have any derivative financial liabilities at the end of the current period.

#### Interest rate risk

At the reporting date the interest rate profile of the Group's interest bearing financial instruments was:

|                                  | Carrying amount |                |
|----------------------------------|-----------------|----------------|
|                                  | 2021<br>\$000   | 2020<br>\$000  |
| <b>Fixed rate instruments</b>    |                 |                |
| Lease liabilities                | 51,473          | 44,276         |
| Shareholder loan notes           | 322,399         | 291,680        |
|                                  | <b>373,872</b>  | <b>335,956</b> |
| <b>Variable rate instruments</b> |                 |                |
| Bank loan                        | 322,849         | 272,576        |
|                                  | <b>696,721</b>  | <b>608,532</b> |

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## Notes (continued)

### 20. Financial instruments (continued)

The Group does not account for any fixed rate financial liabilities at fair value through profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss. The Group does hold interest bearing loans, which are set out in note 18.

|   | 2021<br>\$000  | 2020<br>\$000  |
|---|----------------|----------------|
| Financial assets                              |                |                |
| Measured at fair value through profit or loss | (1,808)        | (4,223)        |
|   | <u>(1,808)</u> | <u>(4,223)</u> |

The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

| Financial asset    | Fair value as<br>at 30 April<br>2021<br>\$000 | Fair value<br>hierarchy | Valuation<br>technique and<br>key inputs                   | Significant<br>unobservable<br>input(s) | Relationship of<br>unobservable<br>inputs to fair<br>value |
|--------------------|---|-------------------------|--|---|--|
| Interest rate swap | (1,808)                                       | Level 2                 | Third party<br>valuation<br>from observable<br>yield curve | N/A                                     | N/A  |

| Financial asset/liability | Fair value as<br>at 30 April<br>2020<br>\$000 | Fair value<br>hierarchy | Valuation<br>technique and<br>key inputs                   | Significant<br>unobservable<br>input(s) | Relationship of<br>unobservable<br>inputs to fair<br>value |
|---------------------------|---|-------------------------|--|---|--|
| Interest rate swap        | (3,731)                                       | Level 2                 | Third party<br>valuation<br>from observable<br>yield curve | N/A                                     | N/A  |
| Interest rate swap        | (492)   | Level 2                 | Third party<br>valuation<br>from observable<br>yield curve | N/A                                     | N/A  |

There were no transfers between Level 1, 2 and 3 during the current or prior year.

The Group's income, expense, gains and losses in respect of financial instruments are summarised below:

|  | 2021<br>\$000 | 2020<br>\$000  |
|--|---------------|----------------|
| Fair value gains and losses  |               |                |
| Gain/ (Loss) on financial assets measured at fair value through profit or loss | 2,415         | (2,722)        |
|  | <u>2,415</u>  | <u>(2,722)</u> |

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## Notes (continued)

### 20. Financial instruments (continued)

#### Interest rate swap contracts

The following table details the notional principal amounts and remaining terms of interest rate cap contracts outstanding as at the reporting date:

| <i>Bank loans</i> | Average<br>contract<br>floating cap<br>\$000 | Notional<br>principal<br>value<br>\$000 | Fair value<br>\$000 |
|-------------------|--|---|---------------------|
| Less than 1 year  | -  | -                                       | -                   |
| 1 to 2 years      | 1.5%   | 46,697                                  | -                   |
| 2 to 5 years      | -  | -                                       | -                   |

The interest rate caps settle on a quarterly basis. The floating rate on the interest rate caps is three months' USD-LIBOR/EURIBOR.

#### Financial assets and liabilities

|                               | Carrying amount |               | Fair value    |               |
|-------------------------------|-----------------|---------------|---------------|---------------|
|                               | 2021<br>\$000   | 2020<br>\$000 | 2021<br>\$000 | 2020<br>\$000 |
| <i>Financial assets</i>       |                 |               |               |               |
| <i>Loans and receivables:</i> |                 |               |               |               |
| - trade and other receivables | 13,456          | 11,500        | 13,456        | 11,500        |
| - loan to a related party     | 31,313          | 26,163        | 31,313        | 26,163        |
| - cash and cash equivalents   | 22,869          | 32,963        | 22,869        | 32,963        |

#### Financial liabilities

##### Financial liabilities held at amortised cost:

|   |         |         |         |         |
|---|---------|---------|---------|---------|
| - bank loans at variable interest rate                        | 322,849 | 272,576 | 322,849 | 272,576 |
| - loans from related parties                                  | 322,399 | 291,680 | 322,399 | 291,680 |
| - trade and other payables                                    | 32,686  | 29,634  | 32,686  | 29,634  |
| - financial lease payable                                     | 51,473  | 44,276  | 51,473  | 44,276  |
| - financial liabilities at fair value through profit and loss | 1,808   | 4,223   | 1,808   | 4,223   |

#### Changes in liabilities arising from financing activities

|                              | 1 May<br>2020<br>\$000 | Financing<br>Cash flows<br>(i)<br>\$000 | Other<br>changes<br>\$000 | 30 April<br>2021<br>\$000 |
|------------------------------|------------------------|---|---------------------------|---------------------------|
| <i>Financial liabilities</i> |                        |   |                           |                           |
| Bank loans                   | 272,576                | 4,000                                   | 46,273                    | 322,849                   |
| Loans from related parties   | 291,680                | (2,026)                                 | 32,745                    | 322,399                   |
| Lease liabilities            | 44,276                 | (1,510)                                 | 8,707                     | 51,473                    |
| Interest rate swaps          | 4,223                  | -                                       | (2,415)                   | 1,808                     |

(i) The cash flows from bank loans, loans from related parties and other borrowings make up the net amount of proceeds from borrowings and repayments of borrowings in the cash flow statement.

(ii) Other charges include interest accruals and payments.

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## Notes (continued)

### 21. Provisions

|                         | Onerous lease | Legal settlement | Other | Total |
|-------------------------|---------------|------------------|-------|-------|
|                         | 2021          | 2021             | 2021  | 2021  |
|                         | \$000         | \$000            | \$000 | \$000 |
| At start of the year    | 40            | 70               | 952   | 1,062 |
| Charge for year         | -             | -                | -     | -     |
| Cash settlement         | -             | (70)             | -     | (70)  |
| Written off in the year | (40)          | -                | 123   | 83    |
| At end of year          | -             | -                | 1,075 | 1,075 |

|                         | Onerous lease | Legal settlement | Other | Total |
|-------------------------|---------------|------------------|-------|-------|
|                         | 2020          | 2020             | 2020  | 2020  |
|                         | \$000         | \$000            | \$000 | \$000 |
| At start of the year    | 292           | 334              | 1,694 | 2,320 |
| Charge for year         | -             | -                | -     | -     |
| Cash settlement         | (252)         | (264)            | (330) | (846) |
| Written off in the year | -             | -                | (412) | (412) |
| At end of year          | 40            | 70               | 952   | 1,062 |

A claim for damages exists against Big Bus Los Angeles, Inc in respect of alleged unfair competition. Management believe that the claim is entirely without merit and intend to defend the allegations vigorously. The Directors are of the view that no material losses will arise in respect of the legal claim at the date of these financial statements.

A subsidiary is defending an action brought by a consultant hired in 2001 to explore the possibility of forming a joint venture to operate tour buses in Dubai. At trial on 15th December 2021 the judge ruled in favour of the counterparty on one charge. The Group has begun the process of appeal, which based on legal advice management believe will be successful. The appeal process is not likely to begin until November 2022 at the earliest. If the defence is unsuccessful then fines and legal costs would be payable. Currently the quantum of any fines or costs have not be defined. The Group has not recognised a liability in respect of this case and the directors do not expect a material liability to arise.

### 22. Fair value

Unless otherwise stated in note 20, the fair value of the Group's financial instruments approximates their carrying amounts.

### 23. Controlling party

Big Bus Tours Group Holdings Ltd is the parent company of the consolidated group. Copies of these accounts are filed with Companies' House. The address of the parent undertaking is the same as the address of this company.

The smallest undertaking is Big Bus Tours Holdings 2 Limited which is included in the consolidated group. The largest undertaking for which the company is a member and for which group financial statements are prepared is Big Bus Tours Group Holdings Limited.

The ultimate controlling party of the group as at 30 April 2021 was Exponent Private Equity Partners GP III, LP.

# Big Bus Tours Group Holdings Limited

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## **Notes** *(continued)*

### **24. Subsequent events**

In June 2021 the Group disposed of its 100% share in City Sightseeing Kft. The Group received consideration of €167,269 and recorded a loss on disposal of €2,973,487 in the FY22 financial statements.

### **25. Subsidiary audit exemption**

Big Bus Tours Group Holdings Limited has guaranteed the liabilities of the following subsidiaries in order that they qualify for the exemption from audit under Section 479A of the Companies Act 2006 in respect of the year ended 30 April 2021:

Big Bus Tours EU Limited (11166448)

Big Bus Tours Holdings 1A Limited (11334129)