

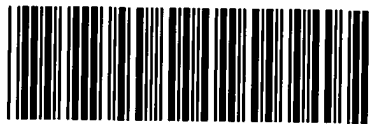
# OAG Aviation Worldwide Limited

## Annual Report and Financial Statements

For the year ended 31 December 2022

Registered No: 08434134

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Registered No: 08434134

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## Strategic report

The directors present their Strategic report on OAG Aviation Worldwide Limited ("the Company") for the year to 31 December 2022.

### Review of the business

The Company and its fellow OAG Group companies (together "OAG") operate a portfolio of market-leading aviation intelligence products which professionals across diverse sectors use to support their strategic decision-making and day-to-day operational business activities. The Company operates from the United Kingdom along with a Japanese branch and a China representative office. It also has subsidiaries in Singapore, Lithuania and in the USA.

### Performance and position

OAG is the leading data platform for the global travel industry, powering the growth and innovation of the air travel ecosystem since 1929. It provides frictionless access to high-quality travel data, helping businesses make smarter decisions and create exceptional customer experiences. OAG provides 'mission critical' data that allows its customers to access solutions to make the complex simple, improve decision-making, and take advantage of industry changes faster.

OAG uses its technology and data platform to operate a subscription licensing model for its solutions, with over 95% recurring revenues driven from its commitment to deep customer relationships and quality. Growth is being driven on the back of significant investment in new products and technology, with conscious investments made to support the product and commercial strategy.

The trading performance and liquidity of the Group has continued to remain very strong, with high levels of revenue and EBITDA growth achieved in 2022. This underlines both the natural inbuilt resilience of the business due to the "must have" nature of its products that serve embedded operational and strategic customer use cases, as well as the sizeable SAM (serviceable addressable market) that OAG operates within.

The Group delivered an outstanding performance in 2022, achieving over 14% growth in core revenue (at constant currency rates) with EBITDA up 9% compared to the previous year, surpassing forecast expectations. This was despite a lag in recovery in Asia due to the pandemic and the continued impact from lockdowns and restrictions, notably in China. Excluding China, core revenue was up over 16% year on year driven by subscription ACV growth of 14%.

The Group's trading performance benefits from a range of growth levers, fuelling growth across both existing and new customers. The combination of increased pricing, improved renewal rates, and higher levels of upsell and cross-sell resulted in a net retention rate of 102% (106% excluding Asia). The monetisation of products through the new OAG Metis platform is accelerating growth and driving improving net retention rates, achieving 146% in 2022. Globally, total new business finished up 33% versus 2021. With such diverse and well-balanced growth mechanisms, the Group is well-positioned to succeed in a dynamic and growing travel market.

The results for the year are set out in the statement of profit and loss on page 12. The profit for the year ended 31 December 2022 was £8.4m (2021: £7.0m) as set out on page 12. During the year, £5.4m of dividends were paid (2021: £5.0m).

The underlying results from operations excluding one off items were as follows:

	2022	2021
	£'000	£'000
Revenue	25,152	21,675
Operating profit (note 2)	8,858	7,778
Underlying EBITDA	11,197	9,867

The reconciliation of underlying results to the statement of profit and loss and other comprehensive loss is shown in Note 2.

## Strategic report

### Outlook

OAG is strategically positioned to achieve success in an ever-changing and complex marketplace. With its strong industry expertise, innovative approach, and customer-centric focus, the Group has established itself as a leader in its field, consistently delivering high-quality products and exceptional service to its customers.

The Group has made significant and bold investments in people and technology during the COVID-19 pandemic, designed to ensure the business is in the best possible position to take advantage of the resumption and further evolution of global travel post pandemic. This strategy and the launch of the Metis platform is unlocking a strong acceleration in revenue growth on the back of these changes.

Performance for the first quarter trading of the 2023 financial period has started strongly, with core revenues up nearly 13% year on year, with the larger markets of EMEA and the Americas collectively up 18% year on year. As Asia continues to recover more slowly from the pandemic's lingering impact, we anticipate further market recovery gaining momentum as we move forward into 2023 and beyond.

Global airline capacity is returning to pre-Covid levels (circa 100 million seats in March 2023) indicating a robust and resurgent air travel market. This growth trend is a positive sign for the entire travel industry, and the Group is strategically positioned to take advantage of these emerging opportunities. The post pandemic world is subject to greater volatility and an increased desire to use better technology to capture opportunities. Both these trends are advantageous to OAG as higher rates of change in data require better and more frequent delivery which is enabled by the use of the latest cloud-based technology platforms (i.e. OAG's Metis solution).

### Strategy

The Group seeks to be the clear leader in its focused markets by providing solutions that help its customers deliver frictionless travel in a data-driven world. It is creating significant value following the introduction of its new technology platform, Metis, which is unlocking significant value for existing and new customers.

OAG Metis, is a transformational platform that brings together travel data from multiple sources into a unified, cloud-based platform. This is creating significant additional value from OAG's existing datasets and customers, as well as facilitating the addition of new ones. Through the application technology and data science, OAG is accessing a reach stream of customer-driven new product development. Underpinned by Snowflake and Microsoft Azure technology, new offerings across Direct Access, APIs, Alerts, and Analytics are delivering new business, upsell, and cross-sell monetisation ladders. Customers migrating to the new platform are doing so at an average of c.50% uplift in yield, when compared to previous offerings.

OAG is a versatile and future-proofed platform that provides businesses in the wider travel ecosystem with the data they need, wherever and however they need it. This data helps businesses achieve a multitude of goals, principally by deepening the relationship with customers, finding new revenue streams, and driving growth across operations.

### Key performance indicators ("KPIs")

The Board monitors the progress of the Company by reference to:

- Revenue – as stated in the statement of profit and loss and other comprehensive income on page 12. Other related KPI's include the setting and monitoring of new business and customer retention targets;
- Underlying EBITDA (earnings before interest, tax, amortisation and exceptional items) as stated in Note 2; and
- Net cash from operating activities – as stated in the statement of cash flows on page 14. Working capital KPI's including DSO and cash collections are closely monitored.
- Significant other operational KPIs such as net retention rate (>100% on core products), annual contract values (ACV), revenue growth levers (focus on pricing, new business / upsell / cross-sell), regional performance and key growth sectors, and Days Sales Outstanding (DSO).

## Strategic report

### Principal Risks and Uncertainties

#### *Economic factors*

A significant change in the global economy or to the economic conditions in certain markets served by the Group presents a risk to the performance of the Company which in turn could have an adverse impact on the Group's operational results. However, as witnessed by these results, the Company demonstrated tremendous resilience during the COVID-19 pandemic, where travel activity fell by 80% globally.

#### *Liquidity risk*

The Group is focused on ensuring its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Group's cash position is very carefully managed and reported on a weekly basis. The liquidity position of the Group has continued to remain very strong, and the potential for the creation of additional future liquidity risk is low.

#### *Foreign Exchange Risk*

The Company earns foreign currency profits, principally in US dollars and Euros. The Company has no foreign exchange hedges in place as at 31 December 2022 (2021: nil).

#### *Credit Risk*

Credit risk principally arises from credit exposure to customers. This risk is managed by each business unit in accordance with the Group's established policy, procedures and controls relating to customer credit management. Credit limits are established for all customers and are based inter alia on bank references and credit checks. Outstanding customer receivables are regularly monitored.

Concentrations of credit risk with respect to trade receivables has historically been very limited due to the Group's customer base being (1) large; (2) geographically unrelated; and (3) in different customer segments and varying use cases. Furthermore, cash is generally received in advance for subscription/licence revenues.

By order of the Board of Directors



Matthew Paul Plose  
Director  
23 May 2023

## Directors' report

The Company was incorporated on 7 March 2013 in the United Kingdom and is registered in England.

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2022.

### Directors

The directors who served the Company during the year were as follows:

Matthew Paul Plose

Phillip Callow

No director had any beneficial interest in any contract to which the Company or a subsidiary was a party during the year.

### Laying of reports and accounts

The Company has passed an elective resolution dispensing with the requirements to lay reports and accounts before the Company's members in a general meeting.

Under the provisions of Sections 495 and 496 of the Companies Act 2006, a member has the right to require the reports and accounts to be laid before the Company in a general meeting. The member must deposit notice of intention to exercise such right at the registered office of the Company within 28 days of the date of this report.

### Political and charitable contributions

During the year donations to charitable causes amounted to Nil (2021: £690). No contributions were made for political purposes.

### Post Balance Sheet Events

There are no post balance sheet events that require disclosure in the financial statements.

### Going Concern

The accounts have been prepared on a going concern basis. The background to and reasons for the adoption of the going concern basis are explained in Note 1 of the notes to the financial statements.

### Other information

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic report on page 2.

### Disclosure of information to the auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

## Directors' report

### Energy and Carbon reporting

As a business committed to the long-term sustainability of our company, as well the global society in which we operate, we take responsibility for measuring and reporting our own carbon emissions, as well as actively seeking ways in which to pursue meaningful and sustainable reductions in energy consumption.

We have calculated our corporate carbon footprint in accordance with the GHG Protocol. Calculated Scope 1 & 2 emissions are shown below for 2022, the first year in which we met the two of the three criteria defining "large unquoted companies", per Sections 465 and 466 of the Companies Act 2006.

### GHG Scope 1 & 2 emissions for UK: 1 January 2022 – 31 December 2022

Source	Energy consumption kWh	GHG emissions t CO2e
Estimated refrigerant leakage from office cooling systems <sup>1</sup>		1.10
Purchased electricity consumption for office use	148,700 <sup>2</sup>	31.54 <sup>2</sup>
<b>TOTAL UK Scope 1 &amp; 2</b>		<b>32.64<sup>3</sup></b>
Calculated emissions intensity ratio (KWh/Revenue UK)		0.014

There is no Scope 1 self-generated heat, or Scope 2 purchased heat, as the heating is effected via the air conditioning system.

1. Estimate based on performance of cooling systems
2. Energy consumption and carbon emissions (CRC registry) extracted from electricity supplier statements
3. Relates to UK emissions only

We occupy a network of energy-efficient offices. Furthermore, we offer employees flexibility in terms of homeworking, which reduces office consumption as well as employee commuting-related emissions.

We also understand the impact that the travel industry that we serve has on our environment and the planet. Therefore, it has been critical for us to understand how we could use our data and insight to help reduce air travel carbon emissions, and to create a more sustainable future for all. With this in mind, we developed OAG Emissions data set, launched in early 2022, which calculates the fuel burn and carbon emission of a flight, based on multiple parameters including aircraft type, seats and other data. OAG Emissions enables consumers to make smarter, carbon friendly, decisions at point of flight booking, as well as enabling businesses to deliver on their own ESG objectives through the calculation and reporting of carbon emissions produced through business travel.

By order of the board



**Matthew Paul Plose**  
Director  
23 May 2023

1 Capability Green  
Luton  
Bedfordshire  
LU1 3LU

## **Statement of directors' responsibilities in respect of the annual report and the financial statements**

The directors are responsible for preparing the the Strategic Report, the Directors' 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 they have elected to prepare the financial statements in accordance with UK-adopted international accounting standards and applicable law.

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 Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

# Independent Auditor's report to the members of OAG Aviation Worldwide Limited

## Opinion

We have audited the financial statements of OAG Aviation Worldwide Limited ("the Company") for the year ended 31 December 2022 which comprise the Statement of profit and loss and other comprehensive income, Statement of financial position, Statement of cash flows, Statement of changes in equity and related notes, including the accounting policies in Note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

## Fraud and breaches of laws and regulations – ability to detect

### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud;
- reading Board minutes;
- considering remuneration incentive schemes and performance targets for management; and

## **Independent Auditor's report to the members of OAG Aviation Worldwide Limited**

- using analytical procedures to identify any unusual or unexpected relationships;

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular:

- the risk that management may be in a position to make inappropriate accounting entries; and
- the risk that fulfilment revenue is overstated through recording revenues in the wrong period.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by specific users, those with debits to revenue and cash or credit to revenue and cash with unexpected accounts, and those with unusual description.

### *Identifying and responding to risks of material misstatement related to compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Whilst the Company is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statements.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

# **Independent Auditor's report to the members of OAG Aviation Worldwide Limited**

## **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## **Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

## **Directors' responsibilities**

As explained more fully in their statement set out on page 7, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

## **Auditor's responsibilities**

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

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

# **Independent Auditor's report to the members of OAG Aviation Worldwide Limited**

## **The purpose of our audit work and to whom we owe our responsibilities**

This report is made solely to the 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 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 Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

**Mark Prince (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

15 Canada Square

London

E14 5GL

25 May 2023

## Statement of profit and loss and other comprehensive income

for the year ended 31 December 2022

	<i>Notes</i>	2022 £'000	2021 £'000
<b>Revenue</b>	3	25,152	21,675
Cost of sales		<u>(1,419)</u>	<u>(1,181)</u>
<b>Gross Profit</b>		<b>23,733</b>	<b>20,494</b>
Employee costs	5	(6,161)	(5,608)
Distribution costs		(106)	(91)
Depreciation	11	(348)	(398)
Amortisation	12	(1,991)	(1,691)
Exceptional sale costs	4	(770)	-
Exceptional restructuring costs	4	(180)	(14)
Exceptional project costs	4	(5)	(149)
Exceptional other costs	4	(94)	(275)
Other net operating costs		<u>(6,269)</u>	<u>(4,928)</u>
<b>Total operating expenses</b>		<b>(15,924)</b>	<b>(13,154)</b>
<b>Operating profit (before exceptional items)</b>		<b>8,858</b>	<b>7,778</b>
<b>Total exceptional operating items</b>	4	<b>(1,049)</b>	<b>(438)</b>
<b>Operating profit</b>		<b>7,809</b>	<b>7,340</b>
Financing income / (expense)	8	2,016	(214)
<b>Profit before tax (before exceptional items)</b>		<b>10,874</b>	<b>7,564</b>
<b>Total exceptional items</b>	4	<b>(1,049)</b>	<b>(438)</b>
<b>Profit before taxation</b>		<b>9,825</b>	<b>7,126</b>
Taxation (charge)	9	<u>(1,379)</u>	<u>(137)</u>
<b>Profit for the year</b>		<b><u>8,446</u></b>	<b><u>6,989</u></b>
<b>Other comprehensive income / (loss)</b>			
<i>Items that are subsequently reclassified to profit and loss:</i>			
Foreign exchange translation differences – foreign branch net of tax		4	(10)
<b>Other comprehensive income / (loss)</b>		<u>4</u>	<u>(10)</u>
Profit for the year		8,446	6,989
<b>Total comprehensive income</b>		<b><u>8,450</u></b>	<b><u>6,979</u></b>

The accounting policies and the notes on pages 16 to 48 form part of these financial statements.

## Statement of financial position

at 31 December 2022

	<i>Notes</i>	<b>2022</b>	<b>2021</b>
		<b>£'000</b>	<b>£'000</b>
<b>Non-current assets</b>			
Investments in subsidiaries	10	1,314	1,314
Property, plant and equipment	11	649	807
Intangible assets	12	6,917	6,187
Goodwill	13	4,519	4,515
Deferred tax assets	9	54	59
<b>Total non-current assets</b>		<b>13,453</b>	<b>12,882</b>
<b>Current assets</b>			
Tax receivable		236	1,229
Trade and other receivables	15	40,087	28,519
Cash and cash equivalents	14	3,166	4,141
<b>Total current assets</b>		<b>43,489</b>	<b>33,889</b>
<b>Total assets</b>		<b>56,942</b>	<b>46,771</b>
<b>Current liabilities</b>			
Trade and other payables	16	21,066	13,778
Lease liabilities	18	240	302
Tax payable		-	1
<b>Total current liabilities</b>		<b>21,306</b>	<b>14,081</b>
<b>Net current assets</b>		<b>22,183</b>	<b>19,808</b>
<b>Non-current liabilities</b>			
Trade and other payables	16	88	89
Lease liabilities	18	299	538
Deferred tax liabilities	9	689	504
<b>Total non-current liabilities</b>		<b>1,076</b>	<b>1,131</b>
<b>Total liabilities</b>		<b>22,382</b>	<b>15,212</b>
<b>Net assets</b>		<b>34,560</b>	<b>31,559</b>
<b>Equity attributable to shareholders</b>			
Share capital	23	0	0
Retained surplus	23	34,555	31,558
Other reserves	23	5	1
<b>Total equity</b>		<b>34,560</b>	<b>31,559</b>

The accounting policies and the notes on pages 16 to 48 form part of these financial statements.

The financial statements were approved by the Board of Directors and were signed on its behalf by:



Matthew Paul Plose  
Director  
Registered No: 08434134

Date: 23 May 2023

## Statement of cash flows

for the year ended 31 December 2022

	<i>Notes</i>	<b>2022</b>	<b>2021</b>
		<b>£'000</b>	<b>£'000</b>
<b>Cash flow from operating activities</b>			
Reconciliation of profit to operating cash flows:			
<b>Profit for the year</b>		8,446	6,989
Add back:			
Exceptional project costs		1,049	438
Depreciation	11	348	398
Amortisation	12	1,991	1,691
Net finance (income) / expense		(1,990)	193
Taxation charge / (credit)	9	1,379	137
		<b>11,223</b>	<b>9,846</b>
(Increase) in trade and other receivables	15	(11,742)	(5,898)
Increase in deferred revenue	16	216	109
Increase in trade and other payables	16	7,085	5,128
<b>Cash generated from operations</b>		<b>6,782</b>	<b>9,185</b>
Exceptional project costs paid		(889)	(438)
Tax received		1,040	751
Tax paid		(1,237)	(877)
Interest received		10	8
<b>Net cash flow from operating activities</b>		<b>5,706</b>	<b>8,629</b>
<b>Cash flow from investing activities</b>			
Purchase of property, plant and equipment	11	(189)	(65)
Purchase of intangible assets	12	(2,778)	(2,540)
Impairment of intangible assets	12	57	260
<b>Net cash flow from investing activities</b>		<b>(2,910)</b>	<b>(2,345)</b>
<b>Cash flow from financing activities</b>			
Dividends paid to parent company	23	(5,449)	(5,024)
Payment of lease liabilities	18	(317)	(195)
<b>Net cash flow from financing activities</b>		<b>(5,766)</b>	<b>(5,219)</b>
<b>Net change in cash and cash equivalents</b>		<b>(2,970)</b>	<b>1,065</b>
Net foreign exchange difference		1,995	(178)
Cash and cash equivalents at beginning of year		4,141	3,254
<b>Cash and cash equivalents at end of year</b>	<b>14</b>	<b>3,166</b>	<b>4,141</b>

The accompanying notes on pages 16 to 48 are an integral part of the financial statements.

## Statement of changes in equity

for the year ended 31 December 2022

	2022			
	Share Capital	Foreign Currency Translation Reserve	Retained profit	Total Equity
	£'000	£'000	£'000	£'000
<b>As at 1 January</b>	0	1	31,558	31,559
Profit for the year	-	-	8,446	8,446
Other comprehensive income	-	4	-	4
<b>Total comprehensive profit for the year</b>	-	4	8,446	8,450
<b>Transactions with shareholders directly in equity</b>				
Dividends paid to parent company	-	-	(5,449)	(5,449)
<b>Balance at 31 December</b>	0	5	34,555	34,560

	2021			
	Share Capital	Foreign Currency Translation Reserve	Retained profit	Total Equity
	£'000	£'000	£'000	£'000
<b>As at 1 January</b>	0	11	29,593	29,604
Profit for the year	-	-	6,989	6,989
Other comprehensive income	-	(10)	-	(10)
<b>Total comprehensive profit for the year</b>	-	(10)	6,989	6,979
<b>Transactions with shareholders directly in equity</b>				
Dividends paid to parent company	-	-	(5,024)	(5,024)
<b>Balance at 31 December</b>	0	1	31,558	31,559

The accompanying notes on pages 16 to 48 are an integral part of the financial statements.

## Notes to the financial statements

### 1. Accounting policies

OAG Aviation Worldwide Limited (the “Company”), incorporated on 7 March 2013, is a limited liability Company registered in England, United Kingdom.

The financial statements are presented in pound sterling, which is the functional and reporting currency.

#### *Statement of compliance*

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the UK (“Adopted IFRSs”).

The financial statements have been authorised for issue by the directors on 23 May 2023.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed below.

#### *Basis of preparation*

The financial statements are prepared under the historical cost principle in accordance with applicable accounting standards and the Companies Act 2006. The principal accounting policies which have been applied consistently set out below.

The Company has exercised its entitlement under Section 400 of the Companies Act 2006 to dispense with the requirement to prepare group financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its top parent company, Blackbuck Topco Limited. Consequently, the financial statements present information about the Company as an individual undertaking and not about its group.

#### *Going concern*

The financial statements are prepared on a going concern basis which the directors believe to be appropriate for the following reasons. The Group has entrenched, long term relationships providing business critical information to its customers, which are often embedded into their workflows. In operating a subscription / licencing model with predominantly annual contracts paid in advance, a significant proportion of revenue is contracted and highly visible.

The Company has reported revenue of GBP 25.2m (2021: GBP 21.7m) and operating profit of GBP 8.9m (2021: GBP 7.8m) respectively for the year to 31 December 2022, with an operating cash flow of GBP 5.7m (2021: GBP 8.6m) and a net cash outflow of GBP 3.0m (2021: Inflow GBP 1.1m). The Company had net assets of GBP 34.6m (2021: GBP 31.6m) as at 31 December 2022.

While the COVID-19 pandemic created some trading headwinds during 2020 and 2021, the trading performance and liquidity of the Group has continued to remain strong, with high levels of revenue and EBITDA growth delivered in 2022. This underlines both the natural inbuilt resilience of the business due to the “must have” nature of its products that serve embedded operational and strategic customer use cases, as well as the sizeable SAM (Serviceable addressable market) that OAG operates within.

The directors have reviewed the liquidity position of the Group, in particular forecasts up until 31 December 2025 for EBITDA and cash flows, considering possible downside scenarios. After servicing the annual interest charges on its loans and borrowings, the Group remains compliant with its loan covenant in future periods and continues to have adequate headroom within its lender facility. The principal amount of the Group’s external borrowings only falls due in June 2026.

Based on the above, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### *Accounting estimates and judgements*

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses and the accompanying disclosures.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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 year in which the estimate is revised if the revision only affects that year, or in the year of the revision and future years if the revision affects both current and future years.

#### *Accounting estimates and judgements (continued)*

The judgement made in the process of applying the Company's accounting policies that has the most significant effect on amounts recognised in the financial statements relates to:

- The identification of goodwill and intangible assets acquired in business combinations.

#### *Business combinations*

The Company uses the acquisition method to account for business combinations. The consideration is measured at the amount of cash and cash equivalents transferred, the fair value of any equity instruments transferred and the fair value of any contingent consideration arrangement. Subsequent changes to the fair value of the contingent consideration which is classified as a financial liability that is within the scope of IAS 39 is recognised in the Statement of profit and loss.

Acquisition costs incurred are recognised as an expense in the Statement of profit and loss as exceptional operating items.

#### *Goodwill*

Goodwill is measured on acquisition as the excess of the aggregate of consideration transferred, the amount of any non-controlling interest in the acquiree and (in the case of business combinations achieved in stages) the acquisition date fair value of any previous equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed. If the initial amount of goodwill is negative, the amount is recognised in the Statement of profit and loss as a gain on a bargain purchase.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. For the purpose of impairment tests, the goodwill arising from each business combination is allocated to cash generating units (CGUs) that are expected to benefit from the combination and which represent the lowest level within the Company at which management monitors goodwill.

The impairment test requires the Company to estimate the recoverable amount of the business to which the goodwill relates; this is performed where appropriate with the assistance of external advisors. Recoverable amount is the higher of value in use and fair value less costs to sell. The value in use of a business is measured by discounting the estimated future cash flows of the CGU to its present value using a pre-tax discount rate. Fair value less costs to sell is generally measured using an earnings multiple approach using revenue and EBITA multiples obtained from comparable businesses and transactions. Any impairment loss is recognised immediately in the profit and loss and is not subsequently reversed.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### *Investments in subsidiaries*

Investments in subsidiaries are stated at cost less provision for any impairment in value. Foreign branches are consolidated and form part of the financial results.

The Company reviews investments for impairment if events or changes in circumstances indicate that the carrying value may be impaired. The Company assesses whether such indicators exist at each reporting date. Where the recoverable amount of the investments is less than the carrying amount, an impairment is recognised.

#### *Foreign currency*

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates ruling at the dates the fair value was determined.

The assets and liabilities of foreign operations are translated at foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated at an average rate for the year where this rate approximates the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the translation reserve or non-controlling interest, as the case may be. When a foreign operation is disposed of, such that control, joint control or significant influence (as the case may be) is lost, the entire accumulated amount in the foreign currency translation reserve, is recycled to profit or loss as part of the gain or loss on disposal.

#### *Classification of financial instruments issued by the Company*

In compliance with IAS 32, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of finance expenses. Finance payments associated with financial instruments that are classified in equity are dividends and are recorded directly in equity.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### *Property, plant and equipment*

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the Statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Buildings	Over life of lease
Plant, machinery and office equipment	3 - 7 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the item is included in the Statement of profit and loss in the year the asset is derecognised. The residual values, useful lives and methods of depreciation of these assets are reviewed, and adjusted if appropriate, at each reporting date.

Property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

#### *Intangible assets*

Intangible assets acquired separately (including website development costs relating to the application and infrastructure development, graphical design and content development stages incurred with third parties) are measured on initial recognition at cost.

Intangible assets acquired in a business combination are recognised in accordance with the accounting policy for acquisitions and measured on initial recognition at fair value at the date of acquisition.

Internally generated intangible assets, including internally generated software, that do not qualify for recognition as an intangible asset under IAS 38 are recognised as an expense. All research costs are expensed as incurred.

At each reporting date, intangible assets are measured at cost or fair value at the date of acquisition less amortisation and any impairment losses.

Intangible assets are amortised on a straight line basis over their useful lives as follows:

Databases	5 years
Software development costs	3 - 5 years
Brands	20 years
Customer contracts and relationships	5 - 10 years

The carrying value of intangible assets is reviewed for impairment at the end of the first full year following acquisition and in other years if events or changes in circumstances indicate the carrying value may not be recoverable.

#### *Trade and other receivables*

Trade and other receivables generally have 30 to 60 day terms and are measured at invoice amount less a provision for impairment. A provision is made when collection of the full amount is no longer probable. Trade and other receivables are written off when there is no expectation of recovery.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and on-call deposits.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### *Trade and other payables*

Trade and other payables principally comprise of deferred revenue and amounts outstanding for trade purchases and ongoing costs. Trade and other payables are measured at original cost, which approximates to their fair value. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

#### *Interest-bearing loans and receivables*

Interest-bearing loans and borrowings are stated at amortised cost using the effective interest method less any impairment losses with any difference between the proceeds (net of transaction costs) and the redemption value being recognised over the year of the borrowings.

All borrowings are classified as current unless the Company has an unconditional right to defer payment of the borrowings until at least twelve months from the reporting date.

#### *Share capital*

Share capital issued by the Company is recorded at the fair value of the proceeds received net of direct issue costs. Where any Company purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of the Company. Ordinary shares of the Company are classified as equity. Mandatorily redeemable preference shares and other classes of share where an obligation exists to transfer economic benefits are classified as liabilities.

#### *Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign branches.

#### *Leases*

The Company has applied IFRS 16.

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### *Leases (continued)*

##### *As a lessee*

At commencement or on modification of a contract that contains a lease component, along with one or more other lease or non-lease components, the Company accounts for each lease component separately from the non-lease components. The Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone price and the aggregate stand-alone price of the non-lease components.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise,
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and
- penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, to the extent that the right-of-use asset is reduced to nil, with any further adjustment required from the remeasurement being recorded in profit or loss.

The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'lease liabilities' in the statement of financial position.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### *Short-term leases and leases of low-value assets*

The Company has elected not to recognise right-of-use assets and lease liabilities for lease of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### *Impairment*

The carrying amounts of the Company's assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of profit and loss.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

#### *Employee benefits*

##### *Defined contribution plans*

A defined contribution plan is post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of profit and loss as they are incurred.

##### *Defined benefit plans*

The Company does not operate any defined benefit plans.

#### *Revenue recognition*

The Group has applied IFRS 15.

##### *Nature of goods and services*

For bundled packages, the Group accounts for individual products and services separately if they are distinct – i.e. if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it. The consideration is allocated between separate products and services in a bundle based on their stand-alone selling prices. The stand-alone selling prices are determined based on the list prices at which the Group sells digital data solutions and print data.

For setup fees, the Group accounts for these over the same time period as the master product they relate to.

##### *Digital data solutions*

Revenue is recognised at the point of delivery or fulfilment for single/discrete services and over the life of the licence/subscription for subscription services.

##### *Print data*

Revenue is recognised on issue of the guide. Revenue from subscriptions is recognised over the life of subscription.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### *Expenses*

##### *Net financing costs*

Net financing costs comprise interest payable, interest receivable on funds invested and foreign exchange gains and losses.

Interest income and interest payable is recognised in the Statement of profit and loss as they accrue, using the effective interest method. Dividend income is recognised in the Statement of profit and loss on the date the entity's right to receive payments is established.

##### *Taxation*

Current tax for the current and prior years is recognised, to the extent unpaid, as a liability at the amount expected to be paid to the taxation authorities. The tax liabilities are measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. However, deferred tax is not recognised on temporary differences arising from initial recognition of goodwill or of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised.

Current tax expense and deferred tax expense are recognised in profit and loss except to the extent they arise from a transaction or event recognised in other comprehensive income or directly in equity. Any such tax expense is recognised in other comprehensive income or in equity respectively.

##### *Comparative information*

Certain prior year amounts have been reclassified to conform to current year classification with no effect on net profit or equity.

## Notes to the financial statements

### 2. Reconciliation of operating profit to underlying EBITDA

The reconciliation of the operating profit per the Statement of profit and loss to the EBITDA per the Strategic report is as follows:

	<i>Statement of profit and loss</i>	<i>Other exceptional items (Note 4)</i>	<i>Underlying results for year ended 31 December 2022</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>
<b>Revenue</b>	<b>25,152</b>	<b>-</b>	<b>25,152</b>
Operating profit	7,809	1,049	8,858
Depreciation (Note 11)	348	-	348
Amortisation (Note 12)	1,991	-	1,991
<b>EBITDA</b>	<b>10,148</b>	<b>1,049</b>	<b>11,197</b>

	<i>Statement of profit and loss</i>	<i>Other exceptional items (Note 4)</i>	<i>Underlying results for year ended 31 December 2021</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>
<b>Revenue</b>	<b>21,675</b>	<b>-</b>	<b>21,675</b>
Operating profit	7,340	438	7,778
Depreciation (Note 11)	398	-	398
Amortisation (Note 12)	1,691	-	1,691
<b>EBITDA</b>	<b>9,429</b>	<b>438</b>	<b>9,867</b>

## Notes to the financial statements

### 3. Revenue by location of customer

	2022	2021
	£'000	£'000
Europe, Middle East and Africa	10,866	9,565
Americas	9,408	7,818
Asia Pacific	4,878	4,292
<b>Total Revenue</b>	<b>25,152</b>	<b>21,675</b>

All revenue and profits after taxation are derived from the provision of flight schedule, flight status and analytical data services to the global aviation community.

### 4. Operating expenses, exceptional expenses and auditor's remuneration

Included in profit/loss are the following:

	2022	2021
	£'000	£'000
<i>Auditor's remuneration</i>		
Audit of these financial statements	(37)	(27)
<b>Total remuneration paid to auditor</b>	<b>(37)</b>	<b>(27)</b>
<b>Exceptional items</b>		
Exceptional sale costs	(770)	-
Exceptional restructuring costs	(180)	(14)
Exceptional project costs	(5)	(149)
Exceptional other costs	(94)	(275)
<b>Total exceptional operating items</b>	<b>(1,049)</b>	<b>(438)</b>

Exceptional other costs relate to impairment of software development and office refurbishment. (2021: impairment).

## Notes to the financial statements

### 5. Employee costs and numbers

	<i>2022</i>	<i>2021</i>
	<i>£'000</i>	<i>£'000</i>
Wages and salaries	5,106	4,732
Social security costs	782	616
Other pension costs	273	260
	<u>6,161</u>	<u>5,608</u>

Redundancy costs of Nil (2021: Nil) are excluded from the above figures and instead presented within other operating costs in the statement of profit and loss.

During the year, there was an average of 101 (2021: 104) full time equivalent employees. These are analysed below:

	<i>2022</i>	<i>2021</i>
	<i>Number</i>	<i>Number</i>
Production	54	56
Sales and Marketing	27	29
Management and Support	20	19
	<u>101</u>	<u>104</u>

### 6. Employee benefits

The Company participates in the OAG Group Pension Scheme, a defined contribution pension scheme.

Defined contribution scheme pension costs amounted to £353,351 (2021: £339,938), included in creditors is £ nil in respect of contributions to the scheme.

## Notes to the financial statements

### 7. Directors' emoluments

	<i>2022</i>	<i>2021</i>
	<i>£'000</i>	<i>£'000</i>
Aggregate emoluments in respect of qualifying services	(214)	(204)
Aggregate pension contribution	(16)	(15)
	<u>(230)</u>	<u>(219)</u>

Management emolument represents the amounts attributable to the services provided by the directors to the company.

The aggregate of emoluments of the highest paid director was £227,300 (2021: £227,300) and company pension contributions of £17,304 (2021: £17,304) were made on his behalf.

Retirement benefits under a defined contribution pension scheme are accruing to 2 directors. The number of directors in respect of whose services shares were received or receivable under long term incentive schemes was Nil.

### 8. Net finance gain/(loss)

	<i>2022</i>	<i>2021</i>
	<i>£'000</i>	<i>£'000</i>
Foreign exchange gain / (loss)	2,021	(203)
Interest payable on leases	(15)	(19)
Other interest expense	-	-
Other interest income	10	8
	<u>2,016</u>	<u>(214)</u>

## Notes to the financial statements

### 9. Taxation

(a) Tax on profit / loss on ordinary activities

The tax charge is made up as follows:

	2022 £'000	2021 £'000
<b>Current tax (charge) / credit:</b>		
Current tax		
- Current year	(1,072)	(658)
- Adjustment for prior years	(117)	692
Other taxes		
- Current year	-	(20)
<b>Total current tax (charge) / credit</b>	<b>(1,189)</b>	<b>14</b>
<b>Deferred tax:</b>		
Origination and reversal of timing differences	(190)	(95)
Adjustment for prior years	-	29
Impact of change in deferred tax rate	-	(85)
<b>Total deferred tax (charge)</b>	<b>(190)</b>	<b>(151)</b>
<b>Total tax (charge)</b>	<b>(1,379)</b>	<b>(137)</b>

## Notes to the financial statements

### 9. Taxation (continued)

*(b) Factors affecting the total tax charge*

	<i>2022</i>	<i>2021</i>
	<i>£'000</i>	<i>£'000</i>
Profit on ordinary activities before tax	<u>9,825</u>	<u>7,126</u>
Profit on ordinary activities before tax multiplied by standard rate of corporation tax in the UK of 19%	(1,867)	(1,354)
Difference in tax rates between UK and foreign jurisdictions	(3)	(5)
Adjustment for prior years	(117)	721
Non-deductible expenses	(102)	(8)
Tax effect due to differences in tax rate used for current and deferred taxes	(15)	3
Impact of change in deferred tax rate	-	(85)
Group relief claimed for nil compensation	536	424
Research and development tax credits	205	187
Other taxes	(16)	(20)
<b>Total tax charge</b>	<u>(1,379)</u>	<u>(137)</u>

*(c) Factors that may affect future tax charges*

A change to the main UK corporation tax rate, announced in the 3 March 2021 Budget, it was announced that the UK tax rate will increase to 25% from 1 April 2023. This will have a consequential effect on the company's future tax charge.

*(d) Movement in deferred tax during the year*

The movement on the deferred tax account is as follows:

	<i>2022</i>	<i>2021</i>
	<i>£'000</i>	<i>£'000</i>
<b>At 1 January</b>	(445)	(294)
Profit and loss (charge) / credit	(190)	(151)
<b>At 31 December</b>	<u>(635)</u>	<u>(445)</u>

## Notes to the financial statements

### 9. Taxation (continued)

The movement in deferred income tax assets and liabilities during the year is as follows:

	As at 1 January	Recognised in profit and loss	Exchange Differences	2022 Balance as at 31 December
	£000	£000	£000	£000
<b>Recognised deferred tax</b>				
<i>Deferred tax assets</i>				
Trade and other payables	3	-	-	3
Leases	56	(5)	-	51
<b>Total assets</b>	<b>59</b>	<b>(5)</b>	<b>-</b>	<b>54</b>
<i>Deferred tax liabilities</i>				
Intangible assets	(498)	(141)	-	(639)
Property, plant and equipment	(6)	(44)	-	(50)
<b>Total liabilities</b>	<b>(504)</b>	<b>(185)</b>	<b>-</b>	<b>(689)</b>
<b>Deferred tax assets and liabilities</b>	<b>(445)</b>	<b>(190)</b>	<b>-</b>	<b>(635)</b>

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## Notes to the financial statements

### 9. Taxation (continued)

	2021			
	As at 1 January	Recognised in profit and loss	Exchange Differences	Balance as at 31 December
	£000	£000	£000	£000
<b>Recognised deferred tax</b>				
<i>Deferred tax assets</i>				
Trade and other payables	4	-	(1)	3
Leases	56	-	-	56
<b>Total assets</b>	<b>60</b>	<b>-</b>	<b>(1)</b>	<b>59</b>
<i>Deferred tax liabilities</i>				
Intangible assets	(332)	(166)	-	(498)
Property, plant and equipment	(22)	15	1	(6)
<b>Total liabilities</b>	<b>(354)</b>	<b>(151)</b>	<b>1</b>	<b>(504)</b>
<b>Deferred tax assets and liabilities</b>	<b>(294)</b>	<b>(151)</b>	<b>-</b>	<b>(445)</b>

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## Notes to the financial statements

### 10. Investments in subsidiaries

	2022	2021
	<i>Shares in group undertakings</i>	<i>Shares in group undertakings</i>
Cost	£'000	£'000
At 1 January	1,314	1,314
Acquired in the year	-	-
At 31 December	<u>1,314</u>	<u>1,314</u>

#### *Investment in OAG Aviation Worldwide Pte Limited*

On 21 August 2013 the Company acquired 100% of the shares of OAG Aviation Worldwide Pte Limited (formerly Health Online Asia Pte Limited), a Singapore based provider of information and technology solutions to the global aviation and travel related communities. A consideration of £1 in cash was transferred for the shares.

#### *Investment in OAG Aviation Worldwide LLC*

On 30 September 2013 the Company acquired 100% of the shares of OAG Aviation Worldwide LLC, a US based provider of information and technology solutions to the global aviation and travel related communities. A consideration of £1,312,000 (USD \$2,036,000) in cash was transferred for the shares.

#### *Investment in OAG Aviation Worldwide UAB*

On 19 April 2018 the Company acquired 100% of the shares of OAG Aviation Worldwide UAB, a Lithuanian based provider of research and development services. A consideration of £2,287 (EUR 2,600) in cash was transferred for the shares.

#### *Impairment of investment in subsidiaries*

The Company reviews investments for impairment if events or changes in circumstances indicate that the carrying value may be impaired. The Company assesses whether such indicators exist at each reporting date. Where the recoverable amount of the investments is less than the carrying amount, an impairment is recognised.

In the opinion of the directors the aggregate value of the Company's interest in its subsidiary undertakings is not less than the amount stated in the Statement of financial position.

The following companies were the direct and indirect subsidiaries of the Company as at 31 December 2022.

<i>Name</i>	<i>Principal activity</i>	<i>Country of incorporation</i>	<i>Equity interest %</i>
OAG Aviation Worldwide Pte Ltd	Data and information products	Singapore	100%
OAG Aviation Worldwide LLC	Data and information products	USA	100%
OAG Aviation Worldwide UAB	Research and Development	Lithuania	100%

The Company also operates through the following overseas branches.

<i>Name</i>	<i>Principal activity</i>	<i>Location</i>
OAG Aviation Worldwide Ltd Japan Branch	Data and information products	Japan
OAG Aviation Worldwide Ltd China representative office	Data and information products	China

## Notes to the financial statements

### 11. Property, plant and equipment

	<i>Buildings</i> £'000	Plant, machinery and office equipment £'000	2022 <i>Total</i> £'000
<i>Cost</i>			
At 1 January 2022	1,126	1,560	2,686
Additions	-	189	189
FX on translation of foreign branch	2	1	3
<b>At 31 December 2022</b>	<b>1,128</b>	<b>1,750</b>	<b>2,878</b>
<i>Depreciation</i>			
At 1 January 2022	(484)	(1,395)	(1,879)
Charge for the year	(224)	(124)	(348)
FX on translation of foreign branch	(2)	-	(2)
<b>At 31 December 2022</b>	<b>(710)</b>	<b>(1,519)</b>	<b>(2,229)</b>
<i>Net book value at 1 January 2022</i>	<b>642</b>	<b>165</b>	<b>807</b>
<i>Net book value at 31 December 2022</i>	<b>418</b>	<b>231</b>	<b>649</b>
	<i>Buildings</i> £'000	Plant, machinery and office equipment £'000	2021 <i>Total</i> £'000
<i>Cost</i>			
At 1 January 2021	1,131	1,528	2,659
Additions	105	65	170
Disposals	(104)	(32)	(136)
FX on translation of foreign branch	(6)	(1)	(7)
<b>At 31 December 2021</b>	<b>1,126</b>	<b>1,560</b>	<b>2,686</b>
<i>Depreciation</i>			
At 1 January 2021	(368)	(1,252)	(1,620)
Charge for the year	(225)	(173)	(398)
Disposals	104	30	134
FX on translation of foreign branch	5	-	5
<b>At 31 December 2021</b>	<b>(484)</b>	<b>(1,395)</b>	<b>(1,879)</b>
<i>Net book value at 1 January 2021</i>	<b>763</b>	<b>276</b>	<b>1,039</b>
<i>Net book value at 31 December 2021</i>	<b>642</b>	<b>165</b>	<b>807</b>

## Notes to the financial statements

### 11. Property, plant and equipment (continued)

Included in the above line items are right-of-use assets over the following:

	<i>2022</i>	<i>2021</i>
	<i>Land and buildings</i>	<i>Land and buildings</i>
	<i>£'000</i>	<i>£'000</i>
<b>As at 31 December</b>		
Cost	1,128	1,126
Depreciation	(710)	(484)
<b>Carrying amount</b>	<b>418</b>	<b>642</b>

No impairment loss was recognised during the year.

### 12. Intangible assets

	<i>Databases</i>	<i>Software development costs</i>	<i>Brands</i>	<i>Customer contracts &amp; relationships</i>	<i>2022 Total</i>
	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
<i>Cost</i>					
At 1 January 2022	1,800	9,597	4,100	1,300	16,797
Additions	-	2,779	-	-	2,779
Disposals	-	-	-	-	-
Impairment	-	(58)	-	-	(58)
<b>At 31 December 2022</b>	<b>1,800</b>	<b>12,318</b>	<b>4,100</b>	<b>1,300</b>	<b>19,518</b>
<i>Amortisation</i>					
At 1 January 2022	(1,800)	(5,720)	(1,790)	(1,300)	(10,610)
Provided during the year	-	(1,786)	(205)	-	(1,991)
Impairment	-	-	-	-	-
<b>At 31 December 2022</b>	<b>(1,800)</b>	<b>(7,506)</b>	<b>(1,995)</b>	<b>(1,300)</b>	<b>(12,601)</b>
<i>Net book value at 1 January 2022</i>	-	3,877	2,310	-	6,187
<i>Net book value at 31 December 2022</i>	-	4,812	2,105	-	6,917

## Notes to the financial statements

### 12. Intangible assets (continued)

	<i>Databases</i> £'000	<i>Software development costs</i> £'000	<i>Brands</i> £'000	<i>Customer contracts &amp; relationships</i> £'000	<i>2021 Total</i> £'000
<i>Cost</i>					
At 1 January 2021	1,800	7,491	4,100	1,300	14,691
Additions	-	2,540	-	-	2,540
Disposals	-	-	-	-	-
Impairment	-	(434)	-	-	(434)
<b>At 31 December 2021</b>	<b>1,800</b>	<b>9,597</b>	<b>4,100</b>	<b>1,300</b>	<b>16,797</b>
<i>Amortisation</i>					
At 1 January 2021	(1,800)	(4,408)	(1,585)	(1,300)	(9,093)
Provided during the year	-	(1,486)	(205)	-	(1,691)
Impairment	-	174	-	-	174
<b>At 31 December 2021</b>	<b>(1,800)</b>	<b>(5,720)</b>	<b>(1,790)</b>	<b>(1,300)</b>	<b>(10,610)</b>
<i>Net book value at 1 January 2021</i>	-	3,083	2,515	-	5,598
<i>Net book value at 31 December 2021</i>	-	3,877	2,310	-	6,187

### 13. Goodwill

	<i>2022</i> £'000	<i>2021</i> £'000
<i>Cost</i>		
At 1 January	4,515	4,523
Exchange rate movement on Japan & China Branch goodwill	4	(8)
<b>At 31 December</b>	<b>4,519</b>	<b>4,515</b>
<i>Impairment</i>		
At 1 January	-	-
Provided during the year	-	-
<b>At 31 December</b>	<b>-</b>	<b>-</b>
<i>Net book value at 1 January</i>	<b>4,515</b>	<b>4,523</b>
<i>Net book value at 31 December</i>	<b>4,519</b>	<b>4,515</b>

The purchase price adjustment to deferred tax liabilities relates to a deferred tax liability initially recognised in relation to intangible fixed assets. The amortisation of these assets is now considered deductible for tax purposes and therefore no liability is required.

## Notes to the financial statements

### 13. Goodwill (continued)

#### Impairment tests for goodwill

The value of goodwill of £4.5m acquired in the acquisition of the trading assets of UBM Aviation Worldwide Limited rests on the continued financial performance of the Company and its ability to create cash flows from those assets.

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill or intangible assets might be impaired.

When testing for impairment, the recoverable amount for the OAG CGU is measured at its value in use by discounting the future expected cash flows from the assets in the CGU. These calculations use cash flow projections based on Board approved budgets and management expectations. The period covered by the most recent financial budgets and forecasts approved by management is to the end of 2026. The growth rate in cash flows beyond this period declines gradually to a terminal growth rate of 3.0%

The carrying amount of goodwill, and key assumptions used for value-in-use calculations are as follows:

	2022	2021
Post-tax discount rate	10.15%	9.17%
Revenue Growth rate to year 5	12.83%	11.98%
EBITDA Growth rate to year 5	15.69%	14.18%
Perpetuity growth rate	3.0%	3.0%

The growth rates used in the value in use calculation reflects an ambitious but realistic growth plan and margin improvement for the Group and investment in a number of areas, including the sales / commercial organisation and product development.

Based on the tests performed, no impairment has been recorded in 2022 (2021: none).

#### Sensitivities

The measurement of value in use is sensitive to changes in these key assumptions and in the assumptions about economic growth and market penetration that underpin the cash flow projections.

Management have sensitised the key assumptions, including the discount rate, and under both base case and sensitised case no indicators of impairment exist. Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed its recoverable amount materially.

### 14. Cash and cash equivalents

	2022	2021
	£'000	£'000
Cash at bank and in hand	<u>3,166</u>	<u>4,141</u>

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## Notes to the financial statements

**15. Trade and other receivables**

	<i>2022</i>	<i>2021</i>
	<i>£'000</i>	<i>£'000</i>
<i>Amounts falling due within one year:</i>		
Trade receivables	1,588	1,604
Less: Provision for impairment	(29)	(203)
Trade receivables - net	<u>1,559</u>	<u>1,401</u>
Amounts owed by fellow group undertakings	37,145	26,190
VAT recoverable	63	30
Prepayments and accrued income	<u>1,320</u>	<u>898</u>
	<u><b>40,087</b></u>	<u><b>28,519</b></u>

Amounts owed by fellow group undertakings are unsecured, incur no interest and are repayable on demand. The directors consider the carrying amount of trade and other receivables approximates the fair value.

**16. Trade and other payables**

	<i>2022</i>	<i>2021</i>
	<i>£'000</i>	<i>£'000</i>
Trade payables	746	574
Amounts owed to fellow group undertakings	15,122	8,742
Other payables	16	30
Tax and social security	182	178
Accruals and deferred income	<u>5,088</u>	<u>4,343</u>
	<u><b>21,154</b></u>	<u><b>13,867</b></u>
Non-current	88	89
Current	<u>21,066</u>	<u>13,778</u>
	<u><b>21,154</b></u>	<u><b>13,867</b></u>

Amounts owed to fellow group undertakings are unsecured, incur no interest and are repayable on demand. Non-current payables relate to deferred revenue and are due between 1 and 2 years.

## Notes to the financial statements

### 17. Financial instruments

This note presents information about the Company in response to IFRS 7 (Financial Risk Management). The two main categories of disclosures required by IFRS 7 are: (i) information about the significance of financial instruments and (ii) information about the nature and extent of risks arising from financial instruments.

The treasury activity is principally concerned with the monitoring of operating liquidity, managing funding requirements related to the resolution of legacy issues and the monitoring and management of the rolling cash flow. The Company and its subsidiaries are governed by financial policies and procedures implemented for the whole of the OAG Group. Information concerning the Company's exposure to interest rate risk, foreign currency risk, liquidity risk and credit risk is set down below.

The Company does not enter such instruments for speculative purposes and does not trade in financial instruments.

#### *Fair values*

The fair values together with the carrying amounts shown in the Statement of financial position are as follows:

	<b>Book &amp; Fair Value 2022 £'000</b>	<b>Book &amp; Fair Value 2021 £'000</b>
<i>Financial assets</i>		
<i>Loans and receivables</i>		
Cash and cash equivalents	3,166	4,141
Trade and other receivables	38,704	27,591
	<u>41,870</u>	<u>31,732</u>
<i>Financial liabilities</i>		
<i>Amortised cost</i>		
Lease liabilities	539	840
Trade and other payables	17,144	9,983
<b>Net interest-bearing loans and borrowings</b>	<u>17,683</u>	<u>10,823</u>

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, trade and other payables and interest-bearing loans and borrowings approximates their fair value.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

Company management evaluates the Company's actual and expected cash flows on a monthly basis to ensure the Company continues as a going concern.

The loan maturity profile, based on contractual undiscounted cash flows, of the Company is disclosed below.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

## Notes to the financial statements

### 17. Financial instruments (continued)

#### Liquidity risk (continued)

	<i>Carrying Amount as at 31 December 2022</i>	<i>Future Contractual cash flows</i>	<i>1 year or less</i>	<i>1 to 2 years</i>	<i>2 to 5 years</i>	<i>5 years and over</i>
	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
<b><i>Financial liabilities</i></b>						
Lease liabilities	539	554	248	189	117	-
Trade and other payables	17,144	17,144	17,144	-	-	-
	<b>17,683</b>	<b>17,698</b>	<b>17,392</b>	<b>189</b>	<b>117</b>	<b>-</b>

	<i>Carrying Amount as at 31 December 2021</i>	<i>Future Contractual cash flows</i>	<i>1 year or less</i>	<i>1 to 2 years</i>	<i>2 to 5 years</i>	<i>5 years and over</i>
	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
<b><i>Financial liabilities</i></b>						
Lease liabilities	840	847	293	248	306	-
Trade and other payables	9,983	9,983	9,983	-	-	-
	<b>10,823</b>	<b>10,830</b>	<b>10,276</b>	<b>248</b>	<b>306</b>	<b>-</b>

#### Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities.

Credit risk arises principally from cash and cash equivalents and deposits with banks and financial institutions as well as credit exposure to customers including committed transactions and outstanding receivables. The Company reviews its banking arrangements carefully to minimise such risks. The maximum credit risk associated with the Company's financial instruments and cash deposits is equal to their carrying amount as set out above.

#### Trade and other receivables

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit management. Outstanding customer receivables are regularly monitored.

Concentrations of credit risk with respect to trade receivables are limited due to the Company's customer base being large and unrelated. The maximum credit risk associated with the Company's trade receivables is equal to their carrying amount as set out above.

## Notes to the financial statements

### 17. Financial instruments (continued)

#### *Credit risk (continued)*

The Company believes that all receivables that are more than 90 days old are past due. As at 31 December 2022, this was £203,000 (2021: £220,000). The following table outlines the ageing of the trade receivables as at 31 December 2022:

Year	Total £'000	<90 days £'000	91-180 days £'000	>180 days £'000
2022	1,588	1,385	164	39
2021	1,604	1,384	117	103

The concentration of credit risk by geography is summarised in the table below:

	2022 £'000	2021 £'000
Africa and Middle East	472	34
Asia	14	26
Europe	1,076	1,502
South America	26	35
North America	0	7
	<b>1,588</b>	<b>1,604</b>

The Company is confident that the majority of the greater than 90 day balances will be fully recovered. This confidence is based on historical outcomes and a detailed review of the aged receivables position which indicated that most of the outstanding balance should be recoverable. The receivables provision should be sufficiently prudent to cover any non-recoverable amounts.

## Notes to the financial statements

### 17. Financial instruments (continued)

#### *Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's presentation currency).

#### *Sensitivity analysis*

The following table demonstrates the sensitivity of the Company's profit before tax to a possible change in the listed currencies, with all other variables held constant, due to changes in the translated value of monetary assets and liabilities.

	2022	2022	2021	2021
	<i>Effect on profit/(loss) before tax</i>	<i>Effect on capital and reserves</i>	<i>Effect on profit/(loss) before tax</i>	<i>Effect on capital and reserves</i>
	£'000	£'000	£'000	£'000
<i>US Dollar</i>				
- 10% fall	1,405	1,405	1,176	1,176
- 10% rise	(1,150)	(1,150)	(962)	(962)
<i>Euro</i>				
- 10% fall	376	376	373	373
- 10% rise	(308)	(308)	(305)	(305)

## Notes to the financial statements

### 18. Leases

#### *Leases as a lessee*

##### *Right-of-use assets*

Right-of-use assets related to lease properties that do not meet the definition of investment properties are presented as property, plant and equipment (see note 11):

	<b>Land &amp; Buildings</b>	
	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
<b>Balance as at 1 January</b>	<b>642</b>	<b>763</b>
Additions to right-of-use assets	-	105
Depreciation charge for the year	(224)	(224)
Effect of movements in foreign exchange	-	(2)
<b>Balance at 31 December</b>	<b>418</b>	<b>642</b>

##### *Lease Liability*

	<b>2022</b>	<b>2021</b>
	<b>£'000s</b>	<b>£'000</b>
<b>Balance as at 1 January</b>	<b>840</b>	<b>913</b>
New Leases	-	105
Payments	(317)	(195)
Interest expense	15	19
Effect of movements in foreign exchange	1	(2)
<b>Balance as at 31 December</b>	<b>539</b>	<b>840</b>
Non-current	299	538
Current	240	302
	<b>539</b>	<b>840</b>

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## Notes to the financial statements

**18. Leases (continued)***Leases as a lessee (continued)**Amounts recognised in profit or loss*

The following amounts have been recognised in profit or loss for which the Company is a lessee:

	2022	2021
	Total	Total
	£'000	£'000
Interest expense on lease liabilities	15	19
Expenses relating to leases of low-value assets	4	3
<b>Total lease expenses</b>	<b>19</b>	<b>22</b>

*Amounts recognised in statement of cash flows*

	2022	2021
	Total	Total
	£'000	£'000
<b>Total cash outflow for IFRS 16 leases</b>	<b>317</b>	<b>195</b>

**19. Capital commitments**

At 31 December 2022 the Company had no commitments for capital expenditure (2021: £ nil).

**20. Contingent liabilities**

The Company has provided guarantees to the parent company's (Blackbuck Acquisitions Limited) external lenders in connection with that company's borrowings.

**21. Events after the balance sheet date**

There are no post balance sheet events that require disclosure in the financial statements.

## Notes to the financial statements

### 22. Related parties

#### *Direct and indirect subsidiaries*

<i>Name</i>	<i>Principal activity</i>	<i>Country of incorporation</i>	<i>Equity interest %</i>
OAG Aviation Worldwide Pte Ltd	Data and information products	Singapore	100%
OAG Aviation Worldwide LLC	Data and information products	USA	100%
OAG Aviation Worldwide UAB	Research and Development	Lithuania	100%

#### *Other related parties*

<i>Name</i>	<i>Relationship</i>
Blackbuck Topco Limited	Top company in OAG Group
Blackbuck Midco Limited	Fellow OAG Group company
Blackbuck Acquisitions Limited	Parent company
OAG Aviation Group Ltd	Former OAG Group company, dissolved on 16 March 2021
Vitruvian Investment Partnership II	Ultimate Controlling Party
Wingback S.A.R.L	Shareholder of Blackbuck Topco Limited
SR Consulting and Design	Shareholder of Blackbuck Topco Limited
Northleaf Private Credit 1 LP	Shareholder of Blackbuck Topco Limited

#### *Parent company*

The parent company is Blackbuck Acquisitions Limited, a holding company registered in the United Kingdom on 25 January 2017. Its registered number is 10584019 and has a registered address of 1 Capability Green, Luton, Bedfordshire, LU1 3LU.

#### *Top parent company*

Blackbuck Topco Limited financial statements are the largest group for which the consolidated financial statements are prepared and are publicly available. Its registered number is 10590887 and was incorporated in the United Kingdom on 30 January 2017. Its registered address is 1 Capability Green, Luton, Bedfordshire, England, LU1 3LU.

#### *Ultimate controlling party*

Vitruvian Investment Partnership II which is managed by Vitruvian Partners LLP is deemed to be the ultimate controlling party. It was incorporated in the United Kingdom on 22 May 2006 and its registered address is 105 Wigmore Street, London, W1U 1QY. For more information, refer to <http://www.vitruvianpartners.com/>

## Notes to the financial statements

### 22. Related parties (continued)

#### *Transactions with key management personnel*

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including and director (whether executive or otherwise) of that entity.

During the year, key management personnel purchased nil (2021: nil) shares in the Blackbuck Topco Limited at a cost of USD nil (2021: nil).

During the year, the Company bought back nil ordinary shares (2021: nil) at a cost of USD nil (2021: nil) and redeemed 3,989,953 preference shares (2021: nil) at cost of USD 7.0m (2021: nil)

At 31 December 2022, key management personnel held 4,957,422 (2021: 5,160,687) shares in the Company.

## Notes to the financial statements

### 22. Related parties (continued)

#### *Other related party transactions*

<i>Name</i>	<i>Net recharge of costs</i>	<i>Transfer pricing revenue</i>	<i>Dividends (paid to)</i>	<i>Settlement of trading balances</i>	<i>Trading balance as at 31 December 2022</i>
<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>
Blackbuck Topco Limited	121	-	-	500	1,464
Blackbuck Midco Limited	19	-	-	-	86
Blackbuck Acquisitions Limited	2,828	-	-	7,487	35,595
OAG Aviation Worldwide LLC	(631)	9,408	-	(14,653)	(11,772)
OAG Aviation Worldwide Pte	53	4,679	-	(5,006)	(2,942)
OAG Aviation Worldwide UAB	(2,448)	-	-	2,218	(408)
	<b>(58)</b>	<b>14,087</b>	<b>-</b>	<b>(9,454)</b>	<b>22,023</b>

<i>Name</i>	<i>Net recharge of costs</i>	<i>Transfer pricing revenue</i>	<i>Dividends (paid to)</i>	<i>Settlement of trading balances</i>	<i>Trading balance as at 31 December 2021</i>
<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>
Blackbuck Topco Limited	86	-	-	-	843
Blackbuck Midco Limited	30	-	-	-	67
Blackbuck Acquisitions Limited	324	-	-	5,742	25,280
OAG Aviation Worldwide LLC	285	7,818	-	(12,759)	(5,896)
OAG Aviation Worldwide Pte	119	4,030	-	(4,815)	(2,668)
OAG Aviation Worldwide UAB	(1,705)	-	-	1,558	(178)
	<b>(861)</b>	<b>11,848</b>	<b>-</b>	<b>(10,274)</b>	<b>17,448</b>

#### *Trading Balances*

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 December 2022, there was impairment of receivables of £Nil relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

## Notes to the financial statements

### 23. Capital and reserves

#### *Share capital*

	2022	2021
	£	£
<i>Allotted, called up and fully paid</i>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

The ordinary shares carry full voting rights, the right to participate in dividends, the right to participate in distributions (including wind up), and no right of redemption for the shareholders as more particularly set out in the articles of association of the Company.

#### *Other reserves*

	<i>Foreign Currency Translation Reserve 2022 £'000</i>	<i>Foreign Currency Translation Reserve 2021 £'000</i>
<b>Balance as at 1 January</b>	1	11
Total other comprehensive income for the year	4	(10)
<b>Balance as at 31 December</b>	<u>5</u>	<u>1</u>

The foreign currency translation reserve is used to record exchange differences arising from the translation of foreign branches.

#### *Retained earnings*

	2022	2021
	£'000	£'000
<b>Balance as at 1 January</b>	<u>31,558</u>	<u>29,593</u>
Total comprehensive income for the year	8,446	6,989
Dividends paid to parent company	(5,449)	(5,024)
<b>Balance as at 31 December</b>	<u>34,555</u>	<u>31,558</u>

## Notes to the financial statements

### 24. Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of the parent. The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders.

In order to achieve these overall objectives, the Company's capital management, amongst other things, aims to ensure that it meets covenants and obligations attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has honoured its obligations related to its interest-bearing loans and borrowings in the current year.

Management assess the Company's capital requirements in order to maintain an efficient overall financing structure. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest-bearing loans and borrowings, lease liabilities and trade and other payables, less cash and cash equivalents.

	2022	2021
	£000	£000
Trade and other payables (Note 16)	21,154	13,867
Lease liabilities (Note 18)	539	840
Less: cash and cash equivalents (Note 14)	(3,166)	(4,141)
<b>Net debt</b>	<b>18,527</b>	<b>10,566</b>
Share capital (Note 23)	0	0
Foreign currency translation reserve (Note 23)	5	1
Retained profit (Note 23)	34,555	31,558
<b>Capital</b>	<b>34,560</b>	<b>31,559</b>
<b>Capital and net debt</b>	<b>53,087</b>	<b>42,125</b>
<b>Gearing ratio</b>	<b>35%</b>	<b>25%</b>