

**WFS UK Holding Company II  
Limited**

Annual Report and Financial Statements

Year Ended

31 December 2020

Company Number 07465171

# WFS UK Holding Company II Limited

## Company Information

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<b>Directors</b>	Richard Donald McMichael Claire Jean Bishop
<b>Company secretary</b>	Reed Smith Corporate Services Limited
<b>Registered number</b>	07465171
<b>Registered office</b>	The Broadgate Tower, Third Floor 20 Primrose Street London EC2A 2RS United Kingdom
<b>Independent auditor</b>	BDO LLP 55 Baker Street London W1U 7EU

# WFS UK Holding Company II Limited

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# WFS UK Holding Company II Limited

## Strategic Report For the Year Ended 31 December 2020

The directors present herewith their Strategic Report and Directors' Report together with the audited financial statements of WFS UK Holding Company II Limited (the "Company") for the year ended 31 December 2020.

### Principal activities

The Company, incorporated in England and Wales within the United Kingdom, is a wholly owned subsidiary of World Fuel Services Corporation (the "Ultimate Parent Undertaking"), incorporated in the State of Florida in the United States of America.

The Company's principal activity continue to be that of an investment holding company.

### Business review and future outlook

The Company's profit after tax for the financial year ended 31 December 2020 was \$14,858,961 (2019: loss of \$12,697,083) and the Company had net assets of \$1,424,686,722 at 31 December 2020 (2019: \$1,409,827,761). The Company's result for the year is dependent upon dividends from subsidiaries, as well as net finance income/cost on loans with related companies. The Company equity is also dependent upon contributions from parent undertakings, net of distributions during the year.

The Company received no dividends during the year ended 31 December 2020 (2019: \$nil). The Company recognised an excess of interest on loans payable over interest received on loans receivable in the year ended 31 December 2020 of \$5,793,300 (2019: \$9,800,297).

During the period, the Company disposed of its investment in Multi Service Holding B.V and Multi Service Pty Limited as part of the wider group's disposal of the Multi Service business to an independent third party. The Company was allocated consideration of \$20,497,535 following the Group's analysis of fair value of the wider business across the various subsidiary shareholders of Multi Service entities. Since the carrying value of the investment was fully impaired in prior periods, this amount has been recorded as a gain on disposal and is the main reason for the profit recorded during the period.

The directors considered if there were any indicators of impairment in relation to the carrying value of the Company's investments as at 31 December 2020. Following this review, no impairment was recognised for the year ended 31 December 2020 (2019: \$1,398,083).

The current directors are satisfied with the results for the financial year. There are no significant changes planned in the Company's operations in the foreseeable future.

### Principal risks and uncertainties

The Company's principal risks and uncertainties are integrated with the principal risks of the World Fuel Services group and are not managed separately. World Fuel Services Corporation is the parent undertaking of the only group of undertakings to consolidate these financial statements. The principal risks and uncertainties of World Fuel Services Corporation, the Ultimate Parent Undertaking, are discussed from page 8 in the 2020 annual report on Form 10-K which does not form part of this report.

### Key performance indicators ("KPIs")

The Company's directors monitor progress and strategy by reference to the following KPIs:

	2020	2019	Change	Change
	\$	\$	\$	%
Interest income	17,762,990	16,649,515	1,113,475	6.69
Interest expense	(23,546,456)	(26,449,812)	2,903,356	10.98

Refer to the business review and future outlook for details explaining the operating results in KPIs.

# WFS UK Holding Company II Limited

## Strategic Report For the Year Ended 31 December 2020

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### Section 172(1) statement

The Company's stakeholder engagement and decision making are integrated with the principles and activity of the Ultimate Parent Undertaking (note 14). The stakeholder engagements are not managed separately, and the Group regularly engages with the stakeholders to better understand their perspectives, including areas such as our business strategies, financial performance, and matters of corporate governance. This dialogue has helped inform the Group's decision-making and ensure interests remain well-aligned with those of its key stakeholders. The key stakeholders relevant to the Company include other Group companies and regulators. The Company's key stakeholders are managed through the Group which engages with key stakeholders in a number of ways.

In line with the directors' duties, under section 172(1) of the Companies Act 2006, the directors act in a way that is considered in good faith and would most likely promote the success of the Company, for the benefit of its members, as a whole. In 2020, whilst fulfilling their duties to promote the success of the Company, the directors considered the interests of key stakeholders, having regard, amongst other matters to:

- a) The likely consequences of any decisions in the long term;
- b) The need to foster business relationships;
- c) The impact of the Company's operations on the community and the environment;
- d) The desirability of the Company to maintain a reputation for high standards of business conduct; and
- e) The need to act fairly between members of the Company.

The directors discharge their section 172 duty by taking these and other relevant factors into consideration when making decisions. The directors ensure key decisions are aligned with the strategy, vision and values of the Group (defined below), details of which can be found at: <https://ir.wfscorp.com/corporate-responsibility>.

The directors' duties and decisions made on behalf of the Company, are supported by access to the Group and corporate governance policies and practices. The Group believes that good corporate governance is critical to support its efforts to achieve performance goals, while delivering long-term value to its shareholders, employees, customers, suppliers, communities and other stakeholders. Further, the Group collectively believes that successful stewardship of the environment and natural resources, as well as positive engagement with the communities in which the Group operates, will translate to long-term value for society and ultimately define the Company's success.

In 2020, the directors discussed new opportunities and projects within various areas. During these consultations, the directors also considered the benefits and impacts to key stakeholders. The principal decisions made by the directors in the financial year included the following:

- Payment of Loan Liabilities – during the year, the Company repaid various outstanding accrued interest and principal balances of outstanding loans to reduce the outstanding liabilities of the Company.
- Disposal of Multi Service entities – the company made the strategic decision to divest its' interest in two subsidiaries - Multi Service Holding B.V and Multi Service Pty Limited.

Principal risks and uncertainties that could impact the Company's long-term performance are integrated with the principal risks of the Group, which are discussed previously in the Strategic Report (page 1).

This report was approved by the board and signed on its behalf by:



**Richard Donald McMichael**  
Director

Date: 23 September 2021

# WFS UK Holding Company II Limited

## Directors' Report For the Year Ended 31 December 2020

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### Directors

The directors who served during the year ended 31 December 2020 and up to the date of signing the financial statements are as follows:

Richard Donald McMichael  
Claire Jean Bishop

### Directors' indemnities

The Company provides an indemnity for the directors of the Company, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006. In addition, the Ultimate Parent Undertaking maintains liability insurance for its directors and officers. The qualifying third party indemnity was in place during the year ended 31 December 2020 and as at the date of approval of the Annual Report.

### Dividends

The Company paid no interim dividend for the year ended 31 December 2020 (2019: \$nil). No final dividend was proposed for the year ended 31 December 2020 (2019: \$nil).

### Financial risk management

The financial risk management of the Company is handled by the Ultimate Parent Undertaking as part of the operations of the World Fuel Services Corporation Group. The financial risk objectives, policies and exposures are described in the financial statements of the Ultimate Parent Undertaking from page 8 of the 2020 Annual Report on Form 10-K which does not form part of this report.

The Company is exposed to the following risks arising in the normal course of business:

#### *Currency risk*

The Company's exposure to exchange rate changes results from certain legacy amounts due from related companies denominated in Sterling. The Company mitigates the exchange risk through participation in a foreign currency hedge entered into by a related company. The purpose of the hedge is to mitigate risk across a number of the World Fuel Services Corporation Group entities, the focus being on the foreign currency exposure of the Group as opposed to individual entities. The Company does not directly enter into hedging arrangements as this is performed by other group undertakings.

#### *Price risk*

The Company has no exposure to price risk.

#### *Interest rate risk*

The Company has minimal exposure to interest rate risk given that long-term debt outstanding at 31 December 2020 bears interest of fixed rates.

#### *Credit risk*

Credit risk arises from cash and cash equivalents, and trade and other receivables. As at 31 December 2020, the Company has \$2,553 cash at bank or in hand held at financial institutions (2019: \$480) and has \$309,721,844 trade and other receivables (2019: \$291,863,593), all of which are due from related companies. The maximum exposure to credit risk at the reporting date is the carrying value of cash and each class of receivables as presented on the Balance Sheet. The Company does not hold any collateral as security.

# WFS UK Holding Company II Limited

## Directors' Report (continued) For the Year Ended 31 December 2020

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### Financial risk management (continued)

#### *Cash flow risk*

The Company is not exposed to cash flow risk given that it is a holding company as part of the wider World Fuel Services Corporation group structure and funds are made available to the Company, as required. Furthermore, the directors have obtained confirmation from World Fuel Services Corporation that it will provide adequate support to enable the Company to meet its current obligations for a period of at least one year from the date of approval of these financial statements.

#### *Liquidity risk*

The Company relies on unsecured credit and loans from related companies as a significant source of liquidity. Management believes that the Company can obtain financing from related companies with terms acceptable to the Company as the need arises.

### Future developments

Refer to the Strategic Report (page 1) included previously in these financial statements for a description of future developments in the business.

### Impact of COVID-19

In March 2020, the World Health Organization ("WHO") declared the outbreak of the novel coronavirus (known as COVID-19) as a global pandemic. The pandemic and associated impacts to the global economic conditions had no direct effect on the Company given its principal activities. The wider Group continues to assess and manage the impact of COVID-19 on the Company's investments, as part of the general operations.

### Going concern

The profit after tax for the year was \$14,858,961 (2019: loss of \$12,697,083) and net assets as at 31 December 2020 were \$1,424,686,722 (2019: \$1,409,827,761).

World Fuel Services Corporation, the Ultimate Parent Undertaking, has agreed to provide adequate financial support for a period of at least twelve months following the date of the Independent Auditor's Report for the Company's year ended 31 December 2020, to the extent necessary to enable the Company to meet its continuing operating liabilities, as well as any known liabilities on the Company's Balance Sheet as at 31 December 2020, as and when they fall due, and further confirms that no credit loss will be incurred by the Company in respect of the amounts owed to it by fellow group undertakings for the periods presented within these financial statements. As a result of the support from the Ultimate Parent Undertaking, the directors have reasonable expectations that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Company has adopted the going concern basis in preparing the financial statements.

Whilst COVID-19 has had an effect on the World Fuel Services Corporation group, due to initiatives taken relating to cost reduction, liquidity and operating efficiencies, it has not affected the parent's ability to provide adequate financial support for at least 12 months from the date of the audit report.

# WFS UK Holding Company II Limited

## Directors' Report (continued) For the Year Ended 31 December 2020

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### Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Auditor

The auditor, BDO LLP, will be re-appointed during the year in accordance with section 485 of the Companies Act 2006.

### Special provisions relating to small companies

This report has been prepared in accordance with the special provisions relating to small companies subject to the small companies regime within part 15 of the Companies Act 2006 'The Small companies and Groups (Accounts and Directors Report) Regulations 2008'.

This report was approved by the board and signed on its behalf by:



**Richard Donald McMichael**  
Director

Date: 23 September 2021



# WFS UK Holding Company II Limited

## Directors' Responsibility Statement For the Year Ended 31 December 2020

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### Directors' Responsibilities Statement

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 Statement of Comprehensive Income 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 to enable him to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# WFS UK Holding Company II Limited

## Independent Auditor's Report to the members of WFS UK Holding Company II Limited

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### Opinion

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of WFS UK Holding Company II Ltd ("the Company") for the year ended 31 December 2020 which comprise Statement of Comprehensive Income, Balance Sheet and Statement of Changes in Equity, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

### Basis for opinion

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

### Independence

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

### Conclusions relating to going concern

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

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

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

### Other information

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

We have nothing to report in this regard.

# WFS UK Holding Company II Limited

## Independent Auditor's Report to the Members of WFS UK Holding Company II Limited (continued)

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### Other Companies Act 2006 reporting

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

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

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

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

- adequate accounting records have not been kept, 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report.

### Responsibilities of directors

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

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

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

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

# WFS UK Holding Company II Limited

## Independent Auditor's Report to the Members of WFS UK Holding Company II Limited (continued)

### Auditor's responsibilities for the audit of the financial statements (continued)

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

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

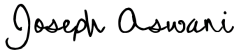
- We obtained an understanding of the legal and regulatory frameworks applicable to the entity and determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting framework (Financial Reporting Standard 101, the Financial Reporting Standard applicable in the UK and the Republic of Ireland, and the Companies Act 2006);
- We determined how the entity is complying with those legal and regulatory frameworks by making enquiries of management, internal audit, and those responsible for legal and compliance procedures, corroborating our enquiries through our review of board minutes;
- We used an engagement team with appropriate competence and capabilities to identify non-compliance with laws and regulations; and
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management from various parts of the business to understand where it is considered there was a susceptibility to fraud. We also considered the processes controls that the entity has established to address risks identified, or that otherwise prevent, deter and detect fraud, and how senior management monitors those process controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free of fraud or error.

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our Auditor's Report.

### Use of our report

This report is made solely to the 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.

DocuSigned by:  


3B3C5B146557438...  
Joseph Aswani (*Senior Statutory Auditor*)  
For and on behalf of BDO LLP, Statutory Auditor  
London, UK

Date: 27 September 2021

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

# WFS UK Holding Company II Limited

## Statement of Comprehensive Income For the Year Ended 31 December 2020

	Note	2020 \$	2019 \$
Administrative expenses		(20,303)	(15,364)
Impairment of investment	9	(5,785)	(1,398,083)
Gain/(loss) on disposal of investment	9	20,497,535	(1,276,510)
		<hr/>	<hr/>
<b>Operating profit/(loss)</b>	4	<b>20,471,447</b>	<b>(2,689,957)</b>
Finance income	6	17,762,990	16,649,515
Finance costs	7	(23,556,290)	(26,475,827)
		<hr/>	<hr/>
<b>Profit/(loss) before taxation for the financial year</b>		<b>14,678,147</b>	<b>(12,516,269)</b>
Income tax credit/(charge)	8	180,814	(180,814)
		<hr/>	<hr/>
<b>Profit/(loss) for the financial year after taxation and total comprehensive profit/(loss) for the year</b>		<b>14,858,961</b>	<b>(12,697,083)</b>
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to continuing activities.

There was no other comprehensive income or loss during the year ended 31 December 2020, or the year ended 31 December 2019.

The notes on pages 14 to 32 form part of these financial statements.

# WFS UK Holding Company II Limited

**Balance Sheet**  
**As at 31 December 2020**  
**Registered number: 07465171**

	Note	2020 \$	2019 \$
<b>Non-current assets</b>			
Investments	9	1,646,897,796	1,646,896,938
Trade and other receivables – due within greater than 1 year	10	309,721,844	291,863,593
		<hr/>	<hr/>
<b>Total non-current assets</b>		<b>1,956,619,640</b>	<b>1,938,760,531</b>
<b>Current assets</b>			
Cash at bank and in hand		2,553	480
		<hr/>	<hr/>
<b>Total current assets</b>		<b>2,553</b>	<b>480</b>
		<hr/>	<hr/>
<b>Total assets</b>		<b>1,956,622,193</b>	<b>1,938,761,011</b>
		<hr/>	<hr/>
<b>Non-current liabilities</b>			
Borrowings	11	367,916,781	367,916,781
<b>Current liabilities</b>			
Borrowings	11	-	68,349,587
Trade and other payables	12	164,018,690	92,666,882
		<hr/>	<hr/>
<b>Total current liabilities</b>		<b>164,018,690</b>	<b>161,016,469</b>
		<hr/>	<hr/>
<b>Total liabilities</b>		<b>531,935,471</b>	<b>528,933,250</b>
		<hr/>	<hr/>
<b>Net assets</b>		<b>1,424,686,722</b>	<b>1,409,827,761</b>
		<hr/>	<hr/>
<b>Equity</b>			
Share capital	13	323	323
Share premium		1,040,188,547	1,040,188,547
Retained earnings		384,497,852	369,638,891
		<hr/>	<hr/>
<b>Total equity</b>		<b>1,424,686,722</b>	<b>1,409,827,761</b>
		<hr/>	<hr/>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

**Richard Donald McMichael**  
 Director  
 Date: 23 September 2021



The notes on pages 14 to 32 form part of these financial statements.

# WFS UK Holding Company II Limited

## Statement of Changes in Equity For the Year Ended 31 December 2020

	Share capital \$	Share premium \$	Retained earnings \$	Total equity \$
<b>Balance at 1 January 2019</b>	<b>322</b>	<b>215,671,635</b>	<b>382,335,974</b>	<b>598,007,931</b>
Share issuance	1	824,516,912	-	824,516,913
Loss for the financial year after taxation and total comprehensive loss for the year	-	-	(12,697,083)	(12,697,083)
<b>Balance at 31 December 2019</b>	<b>323</b>	<b>1,040,188,547</b>	<b>369,638,891</b>	<b>1,409,827,761</b>
Profit for the financial year after taxation and total comprehensive profit for the year	-	-	14,858,961	14,858,961
<b>Balance at 31 December 2020</b>	<b>323</b>	<b>1,040,188,547</b>	<b>384,497,852</b>	<b>1,424,686,722</b>

The notes on pages 14 to 32 form part of these financial statements.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements For the Year Ended 31 December 2020

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### 1. General information

WFS UK Holding Company II Limited ("the Company") is a private company limited by share capital incorporated and domiciled in England and Wales in the United Kingdom. The Company is a wholly owned subsidiary of World Fuel Services (Singapore) Pte. Ltd. incorporated in Singapore ('immediate parent undertaking'). The ultimate holding company is World Fuel Services Corporation (the "Ultimate Parent Undertaking"), incorporated in the State of Florida in the United States of America.

The Company's principal activity is that of an investment holding company.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

#### 2.2 Financial reporting standard 101 - reduced disclosure exemptions

FRS 101 allows a qualifying entity certain disclosure exemptions, if certain conditions have been complied with. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. The Company is a qualifying entity as its results are consolidated into the financial statements of World Fuel Services Corporation, which are publicly available (note 14). The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures (key management compensation);
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group; and
- the requirements of paragraph 30 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

#### 2.3 Consolidated financial statements

The financial statements contain information about WFS UK Holding Company II Limited as an individual company and do not contain consolidated financial information as the parent of the group. The Company has taken the exemption under Section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated statements of its Ultimate Parent Undertaking, World Fuel Services Corporation, a company incorporated in the United States of America, and whose financial statements are publicly available.



# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.4 Going concern

The profit after tax for the year was \$14,858,961 (2019: loss of \$12,697,083) and net assets as at 31 December 2020 were \$1,424,686,722 (2019: \$1,409,827,761).

World Fuel Services Corporation, the Ultimate Parent Undertaking, has agreed to provide adequate financial support for a period of at least twelve months following the date of the Independent Auditor's Report for the Company's year ended 31 December 2020, to the extent necessary to enable the Company to meet its continuing operating liabilities, as well as any known liabilities on the Company's Balance Sheet as at 31 December 2020, as and when they fall due, and further confirms that no credit loss will be incurred by the Company in respect of the amounts owed to it by fellow group undertakings for the periods presented within these financial statements. As a result of the support from the Ultimate Parent Undertaking, the directors have reasonable expectations that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Company has adopted the going concern basis in preparing the financial statements.

Whilst COVID-19 has had an effect on the World Fuel Services Corporation group, due to initiatives taken relating to cost reduction, liquidity and operating efficiencies, it has not affected the parent's ability to provide adequate financial support for at least 12 months from the date of the audit report.

#### 2.5 Dividend income

Dividend income is recognised when the right to receive payment is established.

#### 2.6 Interest income

Interest income is recognised using the effective interest method.

#### 2.7 Borrowing costs

All borrowing costs are recognised in Statement of Comprehensive Income in the year in which they are incurred.

#### 2.8 Current and deferred income tax

Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.8 Current and deferred income tax (continued)

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax is not discounted.

#### 2.9 Foreign currency translation

##### Functional and presentation currency

The Company's functional and presentational currency is USD.

##### Transactions and balances

Foreign currency transactions are translated into the functional currency using the average rate during the period in which the transaction occurred.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income within finance income/ finance losses.

#### 2.10 Investments in subsidiaries

Investments in subsidiaries are recorded at cost less accumulated impairment losses.

#### 2.11 Impairment of non-financial assets

For non-financial assets such as investments in subsidiaries, an impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

#### 2.12 Financial Assets

##### *Classification*

The Company classifies its financial assets as loans and receivables. Management determines the classification of its financial assets at initial recognition.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.12 Financial Assets (continued)

##### *(i) Loans and receivables*

Loans and receivables are non-derivative financial assets from related and non-related parties with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except those maturing later than 12 months after the Balance Sheet date which are classified as non-current assets. The Company's loans and receivables comprise "trade and other receivables" in the Balance Sheet.

##### *(ii) Recognition and measurement*

Regular purchases and sales of financial assets are recognised on the trade-date - the date on which the Company commits to purchase or sell the asset. Financial assets carried at fair value through the Statement of Comprehensive Income are initially recognised at fair value, and transaction costs are expensed in the Statement of Comprehensive Income. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

##### *(iii) Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

##### *(iv) Impairment of financial assets carried at amortised cost*

The Company assesses at each Balance Sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

#### 2.13 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts, which are subject to insignificant risk of change in value.

#### 2.14 Trade and other receivables

Trade and other receivables are amounts due from related companies for services performed in the ordinary course of business. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

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### 2. Accounting policies (continued)

#### 2.15 Trade and other payables

Trade and other payables represent obligations to pay for goods and services provided to the Company in the ordinary course of business. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the Statement of Comprehensive Income over the period of the borrowings using the effective interest method.

#### 2.17 Share capital and reserves

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are shown in equity as a deduction from the proceeds.

The Company's reserves are as follows:

- Called up share capital represents the nominal value of the shares issued.
- Share premium represents the amounts received in excess of the value of each individual ordinary share in issue.
- Retained earnings represent cumulative profits or losses, net of dividends paid.

#### 2.18 Dividend distributions

Dividend distributions to the Company's shareholders are recognised in the period in which the dividends are approved by the Company's shareholders.

### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

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

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

#### Judgement in applying accounting policies

The judgement in applying accounting policies at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### *Intercompany transactions*

The Company determines whether transactions with other subsidiary undertakings of the group have been conducted on an arm's length basis. These decisions involve the input of internal and external tax advisors to the Company, including analysis of comparable companies and groups who operate in similar markets to World Fuel Services Corporation.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 3. Judgements in applying accounting policies and key sources of estimation uncertainty (continued)

#### Key sources of estimation uncertainty

The key assumption concerning the future, and other key sources of estimation uncertainty at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### *Recoverability of intercompany receivables*

The Company has intercompany receivables, which are expected to be received without a discount. In assessing the recoverability of amounts owed to the Company by fellow group undertakings, Management has considered the anticipated cash flow within the wider group and the support from the Ultimate Parent Undertaking and has deemed these balances recoverable.

#### *Impairment of investments in subsidiaries*

The Company considers indicators of impairments annually. If indicators are present, Management makes an estimate of the recoverable value of investments in subsidiaries. When assessing impairment of investments in subsidiaries, Management considers factors including current market and industry conditions and historical experience.

### 4. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

	2020 \$	2019 \$
Impairment of investment (note 9)	-	1,398,083
(Gain)/loss on disposal of investment (note 9)	(20,497,535)	1,276,510
Fees payable to the Company's auditor:		
- for the audit of the Company's annual financial statements	25,111	12,399
	<u>          </u>	<u>          </u>

Fees payable to the Company's auditor were settled by a group company.

### 5. Employee costs and directors' remuneration

The Company had no employees during the years ended 31 December 2020 and 31 December 2019.

The Company's directors received no remuneration during the years ended 31 December 2020 and 31 December 2019 in connection with their services to the Company.

### 6. Finance income

	2020 \$	2019 \$
Interest income on loans receivable from group companies	17,762,990	16,649,515
	<u>          </u>	<u>          </u>

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 7. Finance costs

	2020 \$	2019 \$
Interest expense on loans payable to group companies	23,546,456	26,449,812
Foreign exchange loss	9,834	26,015
	23,556,290	26,475,827
	23,556,290	26,475,827

### 8 Taxation

	2020 \$	2019 \$
<b>Current tax</b>		
UK corporation tax on profit/(loss) for the year	-	180,814
Adjustments in respect of previous years	(180,814)	-
	(180,814)	180,814
	(180,814)	180,814

The tax assessed for the year is lower (2019 – higher) than the standard rate of corporation tax in the UK. The differences are explained below:

	2020 \$	2019 \$
Profit/(loss) on ordinary activities before tax	14,678,147	(12,516,269)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	2,788,848	(2,378,091)
Effects of:		
Losses surrendered for nil consideration	1,235,034	-
Income not includable for tax purposes	(7,476,131)	(2,945,358)
Timing differences	3,452,249	5,504,263
Adjustments in respect of previous years	(180,814)	-
	(180,814)	180,814
	(180,814)	180,814

#### Factors that may affect future tax charges

On 12 March 2020, the Chancellor of the Exchequer announced that instead of the rate reducing to 17% from 1 April 2020, the main rate would remain at 19% for the foreseeable future, as used in these financial statements. However this was further updated as part of the Chancellor's Budget announced in March 2021, whereby it was confirmed that the standard rate of corporation tax would rise to 25% from 1 April 2023.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments

	<b>Shares in subsidiary undertakings \$</b>
<b>Cost</b>	
As at 1 January 2020	1,693,900,337
Cost Adjustment	6,643
Disposal	(34,916,111)
	1,658,990,869
<b>Accumulated impairment</b>	
As at 1 January 2020	(47,003,399)
Impairment Adjustment	(5,785)
Disposal	34,916,111
	(12,093,073)
<b>Net book value 31 December 2020</b>	<b>1,646,897,796</b>
Net book value 31 December 2019	1,646,896,938

#### *Sale of subsidiaries*

On September 30, 2020, the Company's ultimate parent undertaking, World Fuel Services Corporation ("WFS") completed the sale of Multi Services payment solutions businesses ("Multi Services") pursuant to the definitive agreement signed on July 30, 2020. The wholly-owned subsidiaries that were owned by the Company that were part of this transaction were Multi Service Holding B.V. and Multi Service Pty Limited, including their respective subsidiaries. The historical cost of these investments was \$34,916,111, however, this cost had been fully impaired to \$nil in a prior period.

As part of the transaction, a valuation exercise was performed by the ultimate parent undertaking in order to allocate the consideration received for the sale of the entire Multi Services businesses, so that the appropriate values could be allocated to the relevant subsidiary shareholdings within the World Fuel Services Group. As part of this valuation, proceeds of \$17,997,535 and \$2,500,000 were allocated as consideration for the Company's subsidiaries, Multi Service Holding B.V and Multi Service Pty Limited, respectively. Since the carrying value of these investments were recorded as \$nil, a gain on disposal of \$20,497,535 has been recorded within the period.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

All shares in subsidiary undertakings disclosed in the tables below relate to ordinary shares.

The following are wholly-owned subsidiary undertakings of the Company as at 31 December 2020:

<b>Subsidiary</b>	<b>Principal business activity</b>	<b>Immediate parent</b>	<b>Address</b>	<b>Percentage of ownership</b>
WFS US Holding Company V, LLC	Investment Holding Company	WFS UK Holding Company II Limited	1200 S. Pine Island Road, Plantation 33324, United States of America	100%
World Fuel Services Europe, Ltd.	Fuel Services and Trading	WFS UK Holding Company II Limited	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS, United Kingdom	100%
MH Aviation Services (Pty) Ltd.	Flight Support services	WFS UK Holding Company II Limited	5th Floor Katherine and West, 114 West Street, Sandton, Johannesburg, Gauteng, 2196, South Africa	100%
Yacht Fuel Services Limited	Dormant	WFS UK Holding Company II Limited	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS, United Kingdom	100%
World Fuel Gas and Power Limited	Energy Consulting	WFS UK Holding Company II Limited	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS, United Kingdom	100%
The Lubricant Company Limited	Investment Holding Company	WFS UK Holding Company II Limited	Summit House, 4-5 Mitchell Street, Edinburgh, Scotland, United Kingdom	100%
LFO Holdings Limited	Investment Holding Company	WFS UK Holding Company II Limited	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS, United Kingdom	100%
WF Lubricants S.L.	Oil Trading	WFS UK Holding Company II Limited	Lugar Sotogrande, Num. 8, EDF Sotomarket, 11310, San Roque (Cadiz), Spain	100%



# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

The following are wholly-owned subsidiary undertakings of the Company as at 31 December 2020:

World Fuel Services Turkey Petrol Urunleri Dagitim Ve Ticaret Limited Sirketi	Oil Trading	WFS UK Holding Company II Limited	Maslak Mah. Eski Buyukdere Cad., No: 9/78 iz Plaza Giz Giris Kat Oda, No: 9-DA , Sariyer, Istanbul, 34398, Turkey	100%
Oil Shipping Korea Limited	Oil Trading	WFS UK Holding Company II Limited	Dongbang Logistics Center #302, 15-6 Sinhang 4Ro Jinhae Gu, Changwon Si, Gyeongsangnam-do, Republic of Korea	100%
World Fuel Services South Africa (Pty) Ltd	Oil Trading	WFS UK Holding Company II Limited	5th Floor Katherine and West, 114 West Street, Sandton, Johannesburg, Gauteng, 2196, South Africa	100%
Colt International Europe SARL	Aviation Fuel Trading	WFS UK Holding Company II Limited	Rue des Sablieres 5, 1217 Meyrin, Satingy, Switzerland	100%
World Fuel Services (Denmark) ApS	Fuel Services and Trading	WFS UK Holding Company II Limited	Torvebyen 8, 1th, 4600 Koge, Denmark	100%

The following are wholly-owned subsidiary undertakings of the Company's subsidiaries as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
Linton Fuel Oils Limited	Dormant	LFO Holdings Limited	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS, United Kingdom	100%
AVCARD Services (BVI), Ltd.	Oil Trading	World Fuel Services Europe, Ltd.	ECSL, Jayla Place, Wickham's Cay I, Road Town, Tortola, British Virgin Islands	100%
World Fuel Services Canada, ULC	Oil Trading	LFO Holdings Limited	1750-1055 West Georgia St., Vancouver BC V6E 3P3, Canada	100%

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

The following are wholly-owned subsidiary undertakings of the Company's subsidiaries as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
Advance Petroleum, LLC	Oil Trading	WFS US Holding Company V, LLC	C T Corporation System, 1200 South Pine Island Road, Plantation FL 33324, United States	100%
Nordic Camp Supply B.V.	Oil Trading	The Lubricant Company Limited	Volmerlaan 5, 2288 GC Rijswijk, Netherlands	100%
Nordic Camp Supply Estonia OÜ	Oil Trading	Nordic Camp Supply B.V.	Harju maakond, Tallinn, Kesklinna linnaosa, Liivalaia 45, 10145, Estonia	100%
Kinect Energy UK Limited	Energy Consulting	World Fuel Services Europe, Ltd.	The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS, UK	100%
Orchard (Holdings) UK Limited	Investment Holding Company	World Fuel Services Europe, Ltd.	The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS, UK	100%
Orchard Energy Limited	Energy Broker	Orchard (Holdings) UK Limited	The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS, UK	100%
Redline Oil Services Limited	Provision of manpower services	World Fuel Services Aviation Limited	The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS, UK	100%

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

The following are wholly-owned subsidiary undertakings of the Company's subsidiaries as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
World Fuel Services France SAS	Aviation Fuel Trading	World Fuel Services Europe, Ltd.	Gare De Lyon, 37-39 Av Ledru Rollin, Paris 12, 75012, France	100%
World Fuel Services Aviation Limited	Aviation Fuel Trading	World Fuel Services Europe, Ltd.	The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS, UK	100%
World Fuel Services Italy S.r.L.	Aviation Fuel Trading	World Fuel Services Europe, Ltd.	Corso Vercelli 40, Milano (MI) CAP 20145, Italy	100%
Trans-Tec International S.R.L.	Oil Trading	AVCARD Services (BVI), Ltd.	Sabana Business Centre, Piso 11, 68th Street and Boulevard Rohrmoser, San José, 5173-1000, Costa Rica	100%
World Fuel Cayman Holding Company IV	Investment Holding Company	AVCARD Services (BVI), Ltd.	Clifton House, 75 Fort Street, Grand Cayman KY1-1108, PO Box 1350, Cayman Islands	100%
World Fuel Services International (Panama) LLC	Oil Trading	World Fuel Cayman Holding Company IV	Nicanor de Obarrio Avenue, 50th Street, Credicorp Bank Building, 26th Floor, Panama City, Panama	100%
World Fuel International S.R.L.	Oil Trading	AVCARD Services (BVI), Ltd.	Sabana Business Centre, Piso 11, 68th Street and Boulevard Rohrmoser, San José, 5173-1000, Costa Rica	100%
World Fuel Services (Bahamas) LLC	Oil Trading	World Fuel International S.R.L.	Suite 12, Caves Village Plaza, PO Box CB – 11148, Nassau, Bahamas	100%

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

The following are wholly-owned subsidiary undertakings of the Company's subsidiaries as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
World Fuel Services Trading DMCC	Oil Trading	AVCARD Services (BVI), Ltd.	Office 2003 A, Swiss Tower, Cluster Y, Jumeirah Lakes Towers, PO Box 340513, Dubai, UAE	100%
WFS Danish Holding Company I ApS	Investment Holding Company	The Lubricant Company Limited	Torvebyen 8, 1th, 4600 Koge, Denmark	100%
Nordic Camp Supply ApS	Oil Trading	WFS Danish Holding Company I ApS	Strommen 6, DK-9400 , Nr.Sundby, Denmark	100%
NCS UK Holding Co. Limited	Investment Holding company	World Fuel Services Europe, Ltd.	The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS UK	100%

The following entities are partly owned by the Company as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
World Fuel Services CZ s.r.o	Oil Trading	WFS UK Holding Company II Limited	Prague 8, Karlin, Karolinska 661/4, 186 00, Czech Republic	99.00%*
World Fuel Services Kenya Limited	Oil Trading	WFS UK Holding Company II Limited	Plot LR No. 209/8287, ICEA Building, 4th Floor, Kenyatta Avenue, P. O. Box 30333-00100, Nairobi, Kenya	0.10%*
World Fuel Services Belgium BVBA	Oil Trading	WFS UK Holding Company II Limited	De Keyserlei 58-60 bus 19, 2018 Antwerpen, Belgium	99.92%*
PT Servicios de Guatemala, Limitada	Oil Trading	WFS UK Holding Company II Limited	Diagonal 6 10-01, Zona 10, Centro Gerencial Las Margaritas Torre, 2 Oficina, Guatemala, 1101, Guatemala	99.00%*

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

The following entities are partly owned by the Company as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
Tramp Oil & Marine (Chile) Limitada	Oil Trading	WFS UK Holding Company II Limited	Avenida Nueva Libertad # 1405, Región de Valparaíso, Vina del Mar, 1302, Chile	0.01%*
World Fuel Services Peru S.R.L.	Oil Trading	WFS UK Holding Company II Limited	d Av. Víctor A. Belaúnde 147, Centro Empresarial Real, Edificio Real 3, Piso 12, Lima 27, Peru	99.90%*
World Fuel Services Pakistan (Pvt.) Limited	Oil Trading	WFS UK Holding Company II Limited	Office # 730, 7th Floor Executive Tower, Dolmen Mall, Clifton, Karachi, Pakistan	99.00%*
Gib Oil Limited	Fuel Services and Trading	WFS UK Holding Company II Limited	Western Arm North Mole, P.O. Box 231, Gibraltar	99.00%
Quintessentially Aviation Limited	Leisure	WFS UK Holding Company II Limited	29 Portland Place, London, Greater London, WIB 1QB, United Kingdom	37.50%
Quintessentially Villas Limited	Leisure	WFS UK Holding Company II Limited	29 Portland Place, London, Greater London, WIB 1QB	37.50%
Quintessentially Driven Limited	Leisure	WFS UK Holding Company II Limited	29 Portland Place, London, Greater London, WIB 1QB	37.50%

\*The Company indirectly holds 100% ownership of this entity through being the sole shareholder of the parent.

The following entities are either partly or jointly owned by the Company's subsidiaries as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
Servicios Auxiliares de Mexico, S. de R.L. de C.V.	Provision of manpower services	WFS US Holding Company V, LLC	Alejandro Loera Aguilar, G. Gonzalez Camarena No. 1200, 4 Piso, Santa Fe, DF, 01210, Mexico	50% and 50%*

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

The following entities are either partly or jointly owned by the Company's subsidiaries as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
Tramp Oil & Marine (Argentina) S.R.L	Oil Trading	Tramp Oil & Marine (Chile) Limitada	Juan Maria Gutierrez, Piso 7, Oficina 703, Buenos Aires, 3765, Argentina	95% and 5%*
World Fuel Services Mexico, S. de R.L. de C.V.	Oil Trading	WFS US Holding Company V, LLC	Alejandro Loera Aguilar, G. Gonzalez Camarena No. 1200, 4 Piso, Santa Fe, DF, 01210, Mexico	50% and 50%*
World Fuel Services (Panama) LLC	Oil Trading	World Fuel Cayman Holding Company IV	Nicanor de Obarrio Avenue, 50th Street, Credicorp Bank Building, 26th Floor, Panama City, Panama	50% and 50%*
WFL Mozambique, LDA	Oil Trading	World Fuel Services Trading DMCC	Urban District 1, Sommerschild Area, Kenneth Kaunda Ave; No. 783, Maputo City, Mozambique	99% and 1%*
World Fuel Services Chile, Limitada	Oil Trading	Tramp Oil & Marine (Chile) Limitada	Avenida Nueva Libertad 1405, Vina del Mar, Chile	75% and 25%*
WFS Agencia de Naves, Limitada	Oil Trading	Tramp Oil & Marine (Chile) Limitada	Avenida Nueva Libertad 1405, Vina del Mar, Chile	99% and 1%*
World Fuel Services Argentina S.R.L	Oil Trading	Tramp Oil & Marine (Chile) Limitada	Juan Maria Gutierrez, Piso 7, Oficina 703, Buenos Aires, 3765, Argentina	90% and 10%*
Hellenic Aviation Fuel Company S.A.	Aviation fuels marketing	World Fuel Services Europe, Ltd.	145 Vasileos Pavlou, 1900 Spata, Athens, Greece	51.00%
Nature Port Reception Facilities Limited	Marine Fuel Supply	Gib Oil Limited	Fiduciary Management Limited, Portland House , Glacis Road, GX11 1AA, Gibraltar	99%

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 9. Investments (continued)

The following entities are either partly or jointly owned by the Company's subsidiaries as at 31 December 2020:

<u>Subsidiary</u>	<u>Principal business activity</u>	<u>Immediate parent</u>	<u>Address</u>	<u>Percentage of ownership</u>
World Fuel Services (KG) LLC	Fuel Storage	World Fuel Services Aviation Limited	154 Kievskaya Street, Apartment 61, Bishkek, Kyrgyz Republic	5%
Combustibles Aereos Nacionales, S. de R.L. de C.V.	Dormant	World Fuel Services México, S. de R.L. de C.V.	Alejandro Loera Aguilar, G. Gonzalez Camarena No. 1200, 4 Piso, Santa Fe, DF, 01210, Mexico	51%
Exeno Yamamizu Corporation	Oil Trading	World Fuel Services Europe, Ltd.	4-4-2, Nihonbashi Honcho, Chuo-ku, Tokyo, 103-0023, Japan	5%
Manchester Airport Storage and Hydrant Company Limited	Fuel storage and hydrant system operation	World Fuel Services Aviation Limited	One, Bartholomew Close, London, United Kingdom, EC1A 7BL	25%
PPT Aviation Services Limited	Oil Trading	World Fuel Services Europe, Ltd.	1 Kilkis Street, Larnaca, Cyprus	25%
Intoplane Services (Gibraltar) Limited	Into-plane services	Gib Oil Limited	Suite 1 Burns House 19 Town Range Gibraltar	50%
SERAM S.P.A.	Aviation fuel storage and distribution	World Fuel Services Italy S.r.L	Via Carlo del Prete 00054 Aeroporto Fiumicino, Rome, Italy	13%

\*The Company indirectly holds 100% ownership of this entity through being the sole shareholder of the parent.

### 10. Trade and other receivables – due in greater than 1 year

	2020 \$	2019 \$
Loans receivable from related company	304,274,376	288,329,886
Interest receivable from related company	5,447,468	3,533,707
	309,721,844	291,863,593

As at 31 December 2020, the Company is party to a number of loan note receivables from various related group companies. Further details of the amounts outstanding and terms have been included below.

# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 10. Trade and other receivables – due in greater than 1 year (continued)

The Company is currently party to a discounted zero-coupon loan note receivable from World Fuel Services European Holding Company I Ltd, a related company. The loan note was subscribed for \$173,723,023 and has a maturity term of seven years repayable on 31 December 2023 with an effective interest rate of 6.5% per annum. Amortised interest receivable on the zero-coupon loan as at 31 December 2020 is \$49,895,142 (2019: \$36,168,308).

In addition to this, the Company is also party to a discounted zero-coupon loan note receivable from World Fuel Services Aviation Limited, a related company. The loan note was subscribed for \$28,262,151 and has a maturity term of seven years repayable on 31 December 2023 with an effective interest rate of 6.5% per annum. Amortised Interest receivable on the zero-coupon loan as at 31 December 2020 is \$8,101,702 (2019: \$5,884,046).

As at 31 December 2020, the Company also has in issue a loan note receivable from WFS UK Holding Company III Limited for an amount of \$44,292,358 (2019: \$44,292,358). This loan bears interest at 4% per annum. The original term of this loan was three years, with a maturity date of 7 March 2017. On this date, the term of the loan was extended for a further 5 years, with a new repayment date of 7 March 2022. The terms of the loan remained the same. Interest receivable as at year end is \$5,447,468 (2019: \$3,533,707).

### 11. Borrowings

	2020	2019
	\$	\$
<b>Non-current</b>		
Notes payable	367,916,781	367,916,781
	-----	-----
<b>Current</b>		
Notes payables	-	19,800,000
Accrued interest payable	-	48,549,587
	-----	-----
	<b>367,916,778</b>	<b>436,266,368</b>
	=====	=====

On 29 December 2016 the Company issued loan notes totalling \$367,916,778 to the immediate parent undertaking, World Fuel Services (Singapore) Pte. Ltd. The loan notes bear a fixed interest rate of 6% per annum. The loan has a maturity term of seven years due on 31 December 2023 with interest payable annually. On 2 January 2018 this loan was re-assigned to another related group Company World Fuel Services (Singapore) II Pte. Ltd. Interest payable on the loan as at 31 December 2020 is \$nil (2019: \$48,402,157). During the year, on 17 January 2020 the Company settled the full outstanding accrued interest at this date, totalling \$48,770,076. Subsequent to this, on 17 December 2020, the Company made an additional settlement of \$22,442,934 relating to interest accrued during the year including anticipated interest up to the balance sheet date.

On 31 October 2019 the Company issued a loan note totalling \$19,800,000 to a related company, NCS Fuel IQ Ltd. On 4<sup>th</sup> November 2019, this loan was re-assigned to another related group Company, WFS UK Holding Partnership LP. The terms of the loan remained the same. The loan notes endured a variable interest rate of LIBOR + 2.5% per annum. The loan notes had an initial maturity term of 10 months due on 31 August 2020 with interest payable at the end of the term. On 31 August 2020, the term of this loan was extended by three years with a maturity date of 31 August 2023. In December 2021, the Company early settled this loan note, along with all associated outstanding interest, as per the permissible terms of the loan note. This was settled by way of Intercompany.



# WFS UK Holding Company II Limited

## Notes to the Financial Statements (continued) For the Year Ended 31 December 2020

### 12. Trade and other payables

	2020	2019
	\$	\$
Amounts owed to group undertakings	163,991,678	92,478,463
Other creditors	27,012	7,605
Income tax payable	-	180,814
	164,018,690	92,666,882
	164,018,690	92,666,882

The amounts owed to group undertakings are unsecured, non-interest bearing, and are repayable on demand.

### 13. Share capital

	2020	2019
	\$	\$
<b>Authorised, allotted, called up and fully paid</b>		
205 (2019: 205) ordinary shares of £1 each (US\$1.58/£)	323	323
	323	323
	323	323

### 14. Controlling party

The immediate parent undertaking is World Fuel Services (Singapore) Pte Ltd., a company incorporated in Singapore.

The Ultimate Parent Undertaking and controlling party is World Fuel Services Corporation, a company incorporated in State of Florida in the United States of America.

World Fuel Services Corporation is the parent undertaking of the only group of undertakings to consolidate these financial statements. The consolidated financial statements of World Fuel Services Corporation may be obtained from World Fuel Services Corporation, 9800 NW 41st Street, Miami, Florida USA 33178.