



Corporate Travel Management Limited AGM Report

Company	Corporate Travel Management Limited
Code	CTD
Meeting Date	27 October, 2022
Type of Meeting	In Person
Monitor	Shirley Watson, Noel Ambler and Alison Harrington
Pre-AGM	Yes with Chairman, Ewen Crouch and Company Secretary, Shelley Sorrenson

Meeting statistics

Number of holdings Represented by ASA	23
Number of shares represented by ASA	42,145
Value of shares represented by ASA	\$712,000
Total number attending meeting	63
Market capitalisation	\$2.47b
ASA open proxies voted	On a poll – ASA voted in favour of all Resolutions

To be 75% bigger than pre-COVID

The meeting started with an acknowledgement of the first owners of the land. The Chairman, Ewen Crouch, set out the process for questions and answers to follow. He indicated that for questions received in advance of the meeting, the answers would be included in his address.

All six directors were present at the meeting and were introduced by the Chairman as were a number of senior executives and Regional managers.

The Chairman spoke of a resilient performance, maintaining a strong liquidity position, finishing with \$142.i in cash, no debt. Revenue recovery in 4th quarter enabling payment of the dividend. Further growth will be achieved through the acquisition of HelloWorld.

The Chairman explained how remuneration had been affected by major volatility in corporate travel activity. For this company, the last part of 2020 was a grim period with an unknown outlook and the

whole travel sector faced an enormous amount of uncertainty. Salaries for CTM leaders were temporarily reduced and short-term incentives not paid. Retaining and incentivising a group of approximately 50 leaders was essential to the future of the Company.

The NEDs exercised their discretion to vest the two-year LTI tranche for such reasons. This split recommendations from proxy advisors and attracted a vote against the Remuneration Report from some shareholders. The CEO & MD has a large shareholding but does not vote. The Chairman expressed disappointment that the board cannot exercise “upwards” discretion despite determining it was in the best interests of the company and shareholders to do so.

The CEO provided an encouraging trading update, especially in Europe and Australia/New Zealand. UK government is a large customer. Corporate travel demand remains strong but airport congestion and inadequate airline capacity persists, especially in US. There is no noticeable impact of economic conditions.

One of three questions asked from the floor was about the length of time taken for NEDs to achieve sufficient ‘skin in the game’. The Chairman replied that this was being reviewed.

ASA asked, given the significant number of past capital raisings for growth by acquisitions and supported by shareholders, would there be more future returns through organic growth? The CEO replied that this would occur going forward. ASA also asked about the challenges presented in maintaining cyber security from the company’s considerable usage of customer-facing technology. The Chairman answered that cyber threats had increased; the Board spends time on this management provides regular reports on people/technology policy. All questions were given a clear, informative and respectful answer by both the Chairman and the CEO.

The two directors standing for re-election addressed the meeting on their contribution to the Board. The Director seeking election spoke to the contribution she would make based on her 17-year senior executive experience with Sun Microsystems and several board positions in USA. ASA voted for all Resolutions. The Remuneration Resolution was not passed but the other Resolutions were all passed with a large majority.

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