

**FLEETCOR UK ACQUISITION LIMITED**  
**Company Number 05859403**

**FLEETCOR UK ACQUISITION LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**31 December 2019**

**FLEETCOR UK ACQUISITION LIMITED**  
**Company Number 05859403**

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**31 December 2019**

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**FLEETCOR UK ACQUISITION LIMITED**  
**Company Number 05859403**

**COMPANY INFORMATION**  
**31 December 2019**

**DIRECTORS:**

M de Groot  
C R Freund

**REGISTERED OFFICE:**

Unit 3 St James Business Park  
Grimbald Crag Court  
Knaresborough  
North Yorkshire  
HG5 8QB

**REGISTERED NUMBER:**

05859403

**INDEPENDENT AUDITORS:**

Ernst & Young LLP  
Apex Plaza  
Forbury Road  
Reading  
RG1 1YE

## **STRATEGIC REPORT**

The directors present their Strategic Report for the year ended 31 December 2019.

## **PRINCIPAL ACTIVITIES**

The principal activity of the company is as a parent undertaking.

## **REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS**

The company's profit for the year after taxation amounted to £182,754,000 (2018: £197,695,000). This included dividends received of £200,000,000 (2018: £210,000,000).

## **SECTION 172 (1) STATEMENT**

In accordance with Section 172 (1) the directors act in a way they consider in good faith would be the most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- a) The likely consequences of any decisions in the long term
- b) The interest of any potential employees
- c) The need to foster the company's business relationships with suppliers, customers and others
- d) The impact of the company's operations on the community and the environment
- e) The desirability of the company to maintain a reputation for high standards of business conduct and
- f) The need to act fairly as between members of the company.

The board of directors meet regularly and is collectively responsible for ensuring that the Company's operations are aligned to our internal values and to focus on the short and long term strategically important decisions and activities of the company, including considering how the Company will act fairly with all key stakeholders. There are no employees, suppliers or customers. Regular communications with the Investment Stakeholders and the Parent Company ensure that the company acts in good faith at all times.

## **PRINCIPAL RISKS AND UNCERTAINTIES**

### **Interest rates**

The majority of interest charges on intercompany borrowings are based on the LIBOR rate and any change has a significant effect on the income statement. Any adverse impact in this company is offset by a gain in another group company.

### **Investments**

As the company holds investments in various trading entities, should the trading of these subsidiaries deteriorate there is a risk of the investment being in excess of the recoverable amount.

**STRATEGIC REPORT (CONTINUED)**

**SUBSEQUENT EVENTS**

**Brexit**

The Directors consider that given the company and the company's subsidiary undertakings predominately operate within one country the ending of the post-Brexit transition period on 31 December 2020 is unlikely to have a significant impact on the future outlook of the company.

**Covid-19**

On 11 March 2020 the World Health Organisation declared the coronavirus a pandemic, Covid-19. The Director's consider the coronavirus to be a non-adjusting subsequent event.

COVID-19 has resulted in a decline in revenue and operating profits for the company's subsidiary undertakings (see note 7). The directors have reviewed cash flow forecasts for a review period of twelve months from the date of approval of the 2019 financial statements. These forecasts reflect an assessment of current and future market conditions and their impact on the investment's future cash flow performance. The forecasts have been sensitised for a reduction in revenue through to February 2022. The forecasts have also been reverse stress tested by significantly reducing revenue to the end of this review period. While the long-term impact on the Company remains uncertain having considered these forecasts the Directors currently do not consider there will be any significant impact on the carrying value of assets and liabilities held as at 31 December 2019.

Approved by the board, authorised for issue and signed on its behalf by



**M de Groot**  
**Director**

**Date** 27.01.2021

## **DIRECTORS' REPORT**

The directors present their report for the year ended 31 December 2019. The following matters are reported upon in the Strategic report: Review of business, future developments, principal risks and uncertainties and subsequent events.

## **RESULTS**

The company's results are set out in the Income Statement and Statement of Comprehensive Income on page 13.

## **DIVIDENDS**

On 3 June 2019 the company declared and paid an interim dividend of £192,068,000, equivalent to £2,112,835 per ordinary share.

On 7 May 2018 the company declared and paid an interim dividend of £200,000,000, equivalent to £2,197,802 per ordinary share. At the time the company did not have sufficient distributable reserves and hence the distribution was unlawful. The company initiated steps in order to remediate the unlawful distribution which resulted in the unlawful distribution being converted to a loan due from shareholders, and subsequently on 19 December 2018 the company received dividend income from a subsidiary undertaking and undertook a capital reduction to transfer £100,000,000 share premium to the profit and loss reserve to ensure it had sufficient distributable reserves to remediate the unlawful declaration. These steps were all undertaken during the financial year ended 31 December 2018. The directors do not recommend the payment of any final dividend (2018: £nil).

## **FINANCING ARRANGEMENT AND THE INTERNATIONAL STOCK EXCHANGE (TISE) LISTING**

On 29 December 2018 the company issued a loan note of £445,882,957 in exchange for existing intercompany debt. The loan note was issued at three-month LIBOR plus 3.25% and was admitted to the Official List of The International Stock Exchange ("TISE") on 8 May 2019. The company applied and was granted an application of up to £1,000,000,000 unsecured loan notes at three-month LIBOR plus 3.25% until 29 December 2025. Further loan notes of £25,000,000 were issued on 1 April 2019.

## **DIRECTORS' INDEMNITY**

The company has indemnified its directors, by way of directors and officer's liability insurance, against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force at the date of approving the directors' report.

## **DIRECTORS**

The directors set out below have held office during the whole of the period from 1 January 2019 to the date of this report unless otherwise stated.

A Kravos-Medimorec	(appointed 11 February 2019 resigned 31 December 2020)
M De Groot	(appointed 12 November 2019)
C Freund	(appointed 1 September 2020)
S J Pisciotta	(resigned 10 November 2020)
E R Dey	(resigned 1 September 2020)
A R Blazye	(resigned 12 November 2019)

## **EMPLOYEES**

The company has no employees in the current or prior years.

## **DIRECTORS' REPORT (CONTINUED)**

### **GOING CONCERN**

The company has significant net current liabilities of £100m (2018: £91m) due to amounts payable to other entities within the Fleetcor Technologies Inc. group (see note 17).

Fleetcor Technologies Inc., has confirmed in writing that it will support the company as needed by continuing to provide access to Fleetcor Technologies Inc. group facilities so that the company can continue trading and meet its liabilities as they fall due for at least twelve months from the date of approval of these financial statements.

In assessing whether the going concern basis is appropriate, the directors have taken account of all available information about the future up to and including the end of February 2022, which is at least 12 months from the date of approval of these financial statements. The directors have considered the impact of COVID-19 on the entire group and have concluded that it does not impact the ability of Fleetcor Technologies Inc. to fulfil its obligations under the parental support arrangement based on the available resources and the continued positive financial performance during the pandemic.

Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

### **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report, 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 enable them 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.

**DIRECTORS' REPORT (CONTINUED)**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES (CONTINUED)**

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

**AUDITORS**

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

The report was approved by the board and signed on its behalf.

A handwritten signature in black ink, appearing to read 'M de Groot', with a long horizontal stroke extending to the right.

**M de Groot**  
**Director**

**Date:** 27.01.2021



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLEETCOR UK ACQUISITION LIMITED**

**Opinion**

We have audited the financial statements of Fleetcor UK Acquisition Limited for the year ended 31 December 2019 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Financial Position and the related notes 1 to 17, 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2019 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.

**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 below. 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 as applied to listed entities and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**Overview of our audit approach**

Key audit matters	<ul style="list-style-type: none"><li>• Impairment and recoverability of investments in subsidiaries</li><li>• Impact of COVID-19 pandemic</li></ul>
Materiality	<ul style="list-style-type: none"><li>• Overall materiality of £11.1 million which represents 1% of total assets</li></ul>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLEETCOR UK ACQUISITION LIMITED (continued)**

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Risk</b>	<b>Our response to the risk</b>	<b>Key observations communicated to the Board of Directors</b>
<p><b>Impairment and recoverability of investments in subsidiary undertakings</b></p> <p>The balance of investments in subsidiary undertakings at year end was £739.5 million (2018: £715.0 million). Refer to the Accounting policies (page 18) and Note 7 of the financial statements.</p> <p>The principal activity of the company is that of a holding company. As a result, the company's principal risk is the risk of impairment of the carrying value of investments in subsidiary undertakings held.</p> <p>Management concluded that there were no indicators of impairment and as such no adjustment to the carrying value of investments in subsidiary undertakings was required.</p>	<p>We considered whether there were any indicators of impairment in respect of the investments in subsidiary undertakings by comparing and evaluating the following:</p> <ul style="list-style-type: none"> <li>• Net asset value of the subsidiary undertakings against the investments carrying value</li> <li>• Profitability of the subsidiary undertakings against forecast</li> <li>• Internal and external factors that may affect the subsidiary undertakings</li> </ul> <p>Where potential indicators of impairment had been noted, we have challenged management's assessment and assumptions that no impairment is required.</p>	<p>Based on the results of our work we concur with management's assessment that the investments in subsidiary undertakings require no impairment as at 31 December 2019.</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLEETCOR UK ACQUISITION LIMITED (continued)**

**Key audit matters (continued)**

Risk	Our response to the risk	Key observations communicated to the Board of Directors
<p><b>Impact of COVID-19 pandemic on the going concern basis of preparation</b></p> <p>The company has continued to prepare its financial statements on the going concern basis.</p> <p>In order to continue to prepare its financial statements on a going concern basis, the company is reliant on a letter of support from the parent company Fleetcor Technologies Inc..</p> <p>The COVID-19 pandemic, which is considered to be a subsequent event, has severely impacted the global economy and businesses across all industries. As such COVID-19 could impact the ability of the parent to provide financial support to the company. As such this has been identified as a key audit matter.</p> <p>In addition there is a risk that management has not appropriately disclosed the impact of COVID-19 in the Annual Report and Financial Statements.</p>	<p>The audit engagement partner and senior team members increased their time directing and supervising the audit procedures on going concern.</p> <p>We performed the following procedures:</p> <ul style="list-style-type: none"> <li>• Obtained the parent support letter and reviewed for inclusion of any form of limitation or conditionality on the support</li> <li>• Confirmed that the parent company auditors had considered the liquidity headroom at the parent company level, considering cash on hand and forecast level of future cash generation. They noted that even in the group's worst case forecast scenario which reflected a substantial reduction in forecast revenues the group continued to generate positive cash flows. The parent company auditors also confirmed that in this worst case scenario all financial covenants would continue to be met and the group would continue to have access to significant unutilised borrowing facilities.</li> <li>• Reviewed key working papers prepared by the parent company auditor and discussed with them to ensure we understood the forecasts, cashflows and borrowing facilities. We also compared the forecast information to the latest available actual performance of the group. We confirmed that the group was currently reporting revenues and cash flows significantly above the worst case forecast scenario.</li> <li>• Reviewed management's basis of preparation note, the Strategic Report, the Directors' Report and Note 15 Subsequent Events and validated that they accurately described management's going concern considerations.</li> </ul>	<p>We have concluded that there is no material uncertainty related to the Company's ability to continue as a going concern following our audit of the going concern basis and the reliance on the parent for support.</p> <p>We are satisfied that the additional disclosures in the financial statements are consistent with our knowledge arising from our audit.</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLEETCOR UK ACQUISITION LIMITED (continued)**

**Key audit matters (continued)**

In the prior year, our auditor's report included a key audit matter in relation to Distributions made other than in compliance with the Companies Act. During 2018 it was identified that certain distributions were not made in accordance with the Companies Act. As no such distributions were identified in the current year no key audit matter has been presented. In addition, the prior year auditor's report also included a key audit matter in relation to Valuation of investments in subsidiary undertakings transferred by the immediate parent company via a capital contribution. This related to specific transactions in the year to 31 December 2018 only and as such no key audit matter is presented in the current year.

**An overview of the scope of our audit**

**Tailoring the scope**

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the company and effectiveness of controls, including controls and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

**Our application of materiality**

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

**Materiality**

*The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.*

We determined materiality for the company to be £11.1 million (2018: £10.7 million), which is 1% (2018: 1%) of total assets. We believe that total assets provides us with a consistent year on year basis for determining materiality and is the most relevant performance measure to the stakeholders of the entity.

**Performance materiality**

*The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.*

On the basis of our risk assessments, together with our assessment of the company's overall control environment, our judgement was that performance materiality was 75% (2018: 75%) of our planning materiality, namely £8.3 million (2018: £8.0 million). We have set performance materiality at this percentage due to the inherently low risk nature of the company's business coupled with the lack of audit issues identified as part of the prior year audit. Our objective in adopting this approach was to conclude that undetected audit differences in all accounts did not exceed our planning materiality level.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLEETCOR UK ACQUISITION LIMITED (continued)**

**Reporting threshold**

*An amount below which identified misstatements are considered as being clearly trivial.*

We agreed with the directors that we would report to them all uncorrected audit differences in excess of £0.6 million (2018: £0.5 million), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

**Other information**

The other information comprises the information included in the annual report, set out on pages 1 to 6, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

**Opinions on other matters prescribed by the Companies Act 2006**

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

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

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

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 or 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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLEETCOR UK ACQUISITION LIMITED (continued)**

**Responsibilities of directors**

As explained more fully in the statement of directors' responsibilities set out on pages 5 and 6, 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.

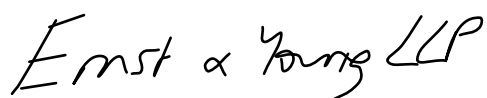
**Auditor's responsibilities for the audit of the financial statements**

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.

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.



Sandra Thompson (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Reading

Date: 27 January 2021

**FLEETCOR UK ACQUISITION LIMITED**  
**Company Number 05859403**

**INCOME STATEMENT**

**YEAR ENDED 31 December 2019**

	<b>Note</b>	<b>2019 £'000</b>	<b>2018 £'000</b>
Administrative expenses		(1,821)	(1,851)
<b>OPERATING LOSS</b>	<b>2</b>	<b>(1,821)</b>	<b>(1,851)</b>
Interest receivable and similar income	5	18,921	28,697
Interest payable and similar expenses	4	(34,346)	(39,151)
Income from shares in group undertakings	7	200,000	210,000
<b>PROFIT BEFORE TAXATION</b>		<b>182,754</b>	<b>197,695</b>
Taxation on profit	6	-	-
<b>PROFIT FOR THE YEAR</b>		<b>182,754</b>	<b>197,695</b>

The company's activities all relate to continuing operations.

**STATEMENT OF COMPREHENSIVE INCOME**  
**YEAR ENDED 31 December 2019**

	<b>2019 £'000</b>	<b>2018 £'000</b>
Profit for the financial year	182,754	197,695
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>182,754</b>	<b>197,695</b>

**FLEETCOR UK ACQUISITION LIMITED**  
**Company Number 05859403**

**STATEMENT OF CHANGES IN EQUITY**  
**YEAR ENDED 31 December 2019**

	Capital contribution	Share capital	Share premium account	Profit and loss reserve	Total Shareholder's Funds
	£'000	£'000	£'000	£'000	£'000
At 1 January 2018	-	-	100,305	(74,281)	26,024
Profit for the year	-	-	-	197,695	197,695
Total comprehensive income for the year	-	-	-	197,695	197,695
Capital contribution	154,304	-	-	-	154,304
Share premium reduction	-	-	(100,000)	100,000	-
Dividends paid	-	-	-	(200,000)	(200,000)
At 31 December 2018	154,304	-	305	23,414	178,023
At 1 January 2019	154,304	-	305	23,414	178,023
Profit for the year	-	-	-	182,754	182,754
Total comprehensive income for the year	-	-	-	182,754	182,754
Dividends paid	-	-	-	(192,268)	(192,268)
At 31 December 2019	154,304	-	305	13,900	168,509



**FLEETCOR UK ACQUISITION LIMITED**  
**Company Number 05859403**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 December 2019**

	Note	2019 £'000	2018 £'000
<b>FIXED ASSETS</b>			
Investments	7	739,467	715,003
		<hr/>	<hr/>
		739,467	715,003
<b>CURRENT ASSETS</b>			
Debtors: amounts falling due within one year	8	370,762	357,929
Cash at bank and in hand		26	1
		<hr/>	<hr/>
		370,788	357,930
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	9	(470,863)	(449,027)
<b>NET CURRENT LIABILITIES</b>		(100,075)	(91,097)
		<hr/>	<hr/>
<b>CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR</b>	10	(470,883)	(445,883)
		<hr/>	<hr/>
<b>NET ASSETS</b>		168,509	178,023
		<hr/>	<hr/>
<b>CAPITAL AND RESERVES</b>			
Called up equity share capital	11	-	-
Share premium account	12	305	305
Capital contribution	12	154,304	154,304
Profit and loss reserve	12	13,900	23,414
		<hr/>	<hr/>
<b>SHAREHOLDER'S FUNDS</b>		168,509	178,023
		<hr/>	<hr/>

Approved by the board, authorised for issue and signed on its behalf by:



**M de Groot**  
**Director**

**Date:** 27.01.2021

**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 December 2019**

**1 ACCOUNTING POLICIES**

**Statement of compliance**

Fleetcor UK Acquisition Limited is a company limited by shares incorporated in England. The Registered office is Unit 3 St James Business Park, Grimbald Crag Court, Knaresborough, North Yorkshire, HG5 8QB.

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

**Basis of preparation**

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards under the historical cost convention. The financial statements are prepared in sterling (£) which is the functional currency of the company. The following accounting policies have been applied consistently to all years presented in the financial statements.

The company meets the definition of the qualifying entity under FRS 102 and has taken advantage of the disclosure exemptions available to it. Exemptions have been taken in relation to:

- Exemption from FRS 102 17(d) and section 7 to prepare a cash flow statement;
- Exemption from FRS 102 33.7 from disclosure of transactions with key personnel;
- Exemption from FRS 102 33.1A from disclosure of transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transaction is wholly owned by such a member.
- Exemption from FRS 102 section 11 paragraphs 11.39 to 11.48A and section 12 paragraphs 12.26 to 12.29 from disclosure of financial instruments.

The financial statements have been prepared in £'000 unless otherwise stated.

**Going concern**

The company has significant net current liabilities of £100m (2018: £91m) due to amounts payable to other entities within the Fleetcor Technologies Inc. group (see note 17).

Fleetcor Technologies Inc., has confirmed in writing that it will support the company as needed by continuing to provide access to Fleetcor Technologies Inc. group facilities so that the company can continue trading and meet its liabilities as they fall due for at least twelve months from the date of approval of these financial statements.

In assessing whether the going concern basis is appropriate, the directors have taken account of all available information about the future up to and including the end of February 2022, which is at least 12 months from the date of approval of these financial statements. The directors have considered the impact of COVID-19 on the entire group and have concluded that it does not impact the ability of Fleetcor Technologies Inc. to fulfil its obligations under the parental support arrangement based on the available resources and the continued positive financial performance during the pandemic.

Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**1 ACCOUNTING POLICIES (CONTINUED)**

**Group financial statements**

The company is exempt from the requirement to prepare and deliver group financial statements by virtue of section 401 of the Companies Act 2006 as it is a wholly owned subsidiary of Fleetcor Technologies Inc., the ultimate parent undertaking of the company, which is registered in USA and prepares publicly available group financial statements which include the results of the company and its subsidiary. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The consolidated accounts of Fleetcor Technologies Inc. can be obtained from Allstar Business Solutions Limited, PO Box 1463, Windmill Hill, Whitehill Way, Swindon, SN5 6PS, or from the website [www.fleetcor.com](http://www.fleetcor.com)

**Significant estimates and judgements**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. The following have had the most significant effect on the amounts recognised in the financial statements.

The company records fixed asset investments at cost plus incidental expenses less any provision for impairment. The amount of such provisions take into consideration the estimated recoverable value of the fixed asset value. Significant judgement is made by management as to whether or not indicators of impairment exist. No indicators of impairment were identified in the current or preceding years.

In adopting the going concern basis (see page 16) the directors have considered the impact of COVID-19 on the entire group and have concluded that the pandemic does not impact the ability of Fleetcor Technologies Inc. to fulfil its obligations under the parental support arrangement. In making this conclusion the directors have considered future cash flow forecasts prepared by group management, including a worst case forecast scenario which reflected a substantial reduction in forecast revenues. In considering these forecasts significant judgment is made by the directors that the worst case forecast scenario represents a scenario which the directors consider will not occur in the period up to and including the end of February 2022, which is at least 12 months from the date of approval of these financial statements. As such the going concern basis continues to be adopted.

**Income from shares in group undertakings**

Dividend income is recognised when the company is legally entitled to receive the dividend and payment of the dividend by the payer is an irreversible legal obligation.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**1 ACCOUNTING POLICIES (CONTINUED)**

**Current taxation**

The charge for taxation is based on the profit for the year using tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. The charge for the year takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes.

**Group relief payments**

The group takes advantage of provisions within the Taxes Act which enable certain tax benefits available in one group company to be transferred to another group company. No consideration is passed for these benefits.

**Deferred taxation**

Deferred tax is provided in respect of the tax effect of all timing differences that have originated but not reversed at the statement of financial position date.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non discounted basis at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the date of the statement of financial position.

**Fixed asset investments**

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Significant judgement is made by management as to whether or not indicators of impairment exist. Impairment reviews are performed by the directors when there has been an indication of potential impairment. Investments are recorded when the company enters an irrevocable commitment to acquire an investment and has obtained control to govern the financial and operating policies of the investment so as to obtain benefits from its activities.

**Loan notes**

Loan notes with a repayment date greater than one year are measured at amortised cost using the effective interest method. The loan notes are issued at three-month LIBOR plus 3.25% and were admitted to the Official List of The International Stock Exchange ("TICE") on 8 May 2019. The loan notes are due for repayment on 29 December 2025.

**Foreign currencies**

Transactions in foreign currencies are initially recorded at the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities are retranslated at the rate of exchange ruling at the statement of financial position date. All differences are taken to the income statement

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**2 OPERATING LOSS**

Auditor's remuneration for both years has been borne by a subsidiary undertaking. The audit fees relating to the company amounts to £95,000 (2018: £72,000).

**3 DIRECTORS' REMUNERATION**

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Aggregate remuneration in respect of qualifying services	405	337
Aggregate pension in respect of qualifying services	2	10
Stock options exercised	14,729	-
	<hr/>	<hr/>
	15,136	347
	<hr/>	<hr/>

The above amounts for remuneration include £405,000 (2018: £337,000) in respect of the highest paid director. The pension contribution of the highest paid director was £2,000 (2018: £10,000). Stock options exercised by the highest paid director amounted to £14,729,000 (2018: £nil). These options relate to options in the ultimate parent company, Fleetcor Technologies Inc.. Details of the share scheme are given in the Fleetcor Technologies Inc. consolidated accounts, refer note 17.

Four of the directors provided qualifying services to this company and various other companies controlled by Fleetcor Technologies Inc.. All of this remuneration is paid by other companies controlled by Fleetcor Technologies Inc.. No recharge was made to Fleetcor UK Acquisition Limited for their services as a director of the company.

**4 INTEREST PAYABLE AND SIMILAR EXPENSES**

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Bank interest	-	66
Interest payable to group undertakings	34,346	39,085
	<hr/>	<hr/>
	34,346	39,151
	<hr/>	<hr/>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**5 INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2019</b> <b>£'000</b>	<b>2018</b> <b>£'000</b>
Interest receivable from group undertakings	18,921	28,697
	<hr/>	<hr/>
	18,921	28,697
	<hr/>	<hr/>

**6 TAXATION ON PROFIT**

	<b>2019</b> <b>£'000</b>	<b>2018</b> <b>£'000</b>
<b>a) Analysis of charge in year</b>		
Current tax:		
UK Corporation tax on profit for the year	-	-
	<hr/>	<hr/>
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
	<hr/>	<hr/>
Total deferred tax	-	-
	<hr/>	<hr/>
Tax charge on profit (note 6(b))	-	-
	<hr/>	<hr/>

**b) Factors affecting tax charge for the year**

The tax assessed for the year differs from the standard rate of Corporation tax in the UK of 19% (2018: 19%). The differences are explained below:

	<b>2019</b> <b>£'000</b>	<b>2018</b> <b>£'000</b>
Profit before tax	182,754	197,695
	<hr/>	<hr/>
Profit multiplied by the rate of Corporation tax for the year in the UK of 19% (2018: 19%)	34,723	37,562
Income not taxable	(38,000)	(42,089)
Group relief surrendered for no compensation	3,277	4,527
	<hr/>	<hr/>
Total tax expense	-	-
	<hr/>	<hr/>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**6 TAXATION ON PROFIT (CONTINUED)**

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

The 2016 Summer Finance Bill, which was substantively enacted in September 2016, included provisions to reduce the rate of UK corporation tax to 19% effective from 1 April 2017 and 17% with effect from 1 April 2020. This was the rate of corporation tax that was enacted at the statement of financial position date. Accordingly 17% has been applied when calculating deferred tax assets and liabilities as at 31 December 2019. In March 2020 legislation was substantively enacted to cancel the reduction in the corporation tax rate to 17% from April 2020. The impact of recognising the deferred tax assets and liabilities as at 31 December 2019 at 19% would have been immaterial.

**d) Deferred tax**

There is an unrecognised deferred tax asset in relation to non-trade losses carried forward of £183,294 (2018: £164,000). A deferred tax asset has not been recognised in respect of these losses as there is uncertainty of future taxable income from which losses can be utilised.

There is no recognised/provided deferred tax at the end of either period.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**7 INVESTMENTS**

	<b>Subsidiary undertakings</b>	<b>Total</b>
	<b>£'000</b>	<b>£'000</b>
<b>Cost</b>		
At 1 January 2019	715,017	715,017
Additions	24,464	24,464
	<hr/>	<hr/>
At 31 December 2019	739,481	739,281
	<hr/>	<hr/>
<b>Impairment</b>		
At 1 January 2019	(14)	(14)
	<hr/>	<hr/>
At 31 December 2019	(14)	(14)
	<hr/>	<hr/>
<b>Net book value</b>		
At 31 December 2019	739,467	739,467
	<hr/>	<hr/>
At 31 December 2018	715,003	715,003
	<hr/>	<hr/>

Dividends of £200,000,000 (2018: £210,000,000) were received during the year and recognised in Income from shares in group undertakings.



**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**7 INVESTMENTS (CONTINUED)**

During 2019 the company acquired 100% of the Share Capital of R2C Online Holdings Limited.

As at 31 December 2019 the companies directly owned by the company were as follows:

<i>Subsidiary</i>	<i>Interest in ordinary shares and voting rights</i>	<i>Country of incorporation and operation</i>	<i>Principal activity</i>
Fleetcor Europe Limited (a)	100%	England and Wales	Parent Undertaking
Fambo UK Limited (b)	100%	England and Wales	Parent Undertaking
Abbey Group (Oxon) Limited (b)	100%	England and Wales	Dormant Company
Abbey Fuelcards Limited (b)	100%	England and Wales	Dormant Company
Abbey Euro Diesel Limited (b)	100%	England and Wales	Dormant Company
Ace Fuelcards Limited (b)	100%	England and Wales	Dormant Company
Fuelcards UK Limited (b)	100%	England and Wales	Dormant Company
The Fuelcard Company UK Limited (b)	0.01%	England and Wales	Fuel Management
AllStar Business Solutions Limited (c)	100%	England and Wales	Fuel Management
Cambridge Mercantile Corp. (UK) Limited (f)	100%	England and Wales	Commercial Payment Services
Fleetcor Technologies Pty Limited (d)	100%	Australia	Parent Undertaking
Quadrum Investments Group Limited (c)	100%	England and Wales	Parent Undertaking
Fleetcor UK International Management Limited (b)	100%	England and Wales	Fuel Management
Fleetcor Technologieen BV (e)	100%	Netherlands	Fuel Management
R2C Online Holdings Limited (g)	100%	England and Wales	Holding Company

The companies registered addresses were as follows

- (a) 64-65 Vincent Square, London, SW1P 2NU
- (b) Unit 3 St James Business Park, Grimbald Crag Court, Knaresborough, North Yorkshire HG5 8QB
- (c) P O Box 1463 Windmill Hill, Whitehill Way Swindon SN5 6PS
- (d) 3<sup>rd</sup> Floor/25 Ross Street, South Melbourne Victoria 3205
- (e) Strawinskylaan 3127 Atrium Building, 8<sup>th</sup> Floor 1077ZX Amsterdam
- (f) 71 Fenchurch Street, 10th Floor, London, EC3M 4BS
- (g) 2 Vantage Drive, Sheffield, S9 1RG

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**7 INVESTMENTS (continued)**

At 31 December 2019 the companies indirectly owned by the company:

<i>Subsidiary</i>	<i>Interest in ordinary shares and voting rights</i>	<i>Country of incorporation and operation</i>	<i>Principal activity</i>
The Fuelcard Company UK Limited	99.9%	England and Wales	Fuel Management
C H Jones Limited	100%	England and Wales	Fuel Management
C H Jones (Keygas) Limited	100%	England and Wales	Dormant Company
Croft Holdings Limited	100%	England and Wales	Dormant Company
Fuel Vend Limited	100%	England and Wales	Dormant Company
Petro Vend (Europe) Limited	100%	England and Wales	Dormant Company
Croft Fuels Limited	100%	England and Wales	Dormant Company
Croft Petroleum Limited	100%	England and Wales	Dormant Company
Fuel Supermarket Limited	100%	England and Wales	Dormant Company
Fuelcard Supermarket Limited	100%	England and Wales	Dormant Company
Diesel Supermarket Limited	100%	England and Wales	Dormant Company
Petrol Supermarket Limited	100%	England and Wales	Dormant Company
Epyx Limited	100%	England and Wales	Transaction processing
Your Car Limited	100%	England and Wales	Dormant Company
Epyx France SAS	100%	France	Transaction Processing
Oasis Global Systems Limited	100%	England and Wales	Dormant Company
Fleetcor Technologies New Zealand Limited	100%	New Zealand	Parent undertaking
Cardlink Systems Limited	100%	New Zealand	Fuel Management
Business Fuelcards Pty Limited	100%	Australia	Fuel Management
Travelcard Nederland B.V	100%	Netherlands	Fuel Management
Cambridge Mercantile (Australia) Pty Limited	100%	Australia	Commercial Payment Services
R2C Online Limited	100%	England and Wales	Commercial Fleet Management

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**8 DEBTORS**

	<b>2019</b> <b>£'000</b>	<b>2018</b> <b>£'000</b>
Amounts owed by group undertakings	370,762	357,929
	<hr/>	<hr/>
	370,762	357,929
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed by group undertakings attract interest at a variable interest rate being the 3 month LIBOR + 3% and are repayable on demand.

**9 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2019</b> <b>£'000</b>	<b>2018</b> <b>£'000</b>
Amounts owed to group undertakings	470,863	449,027
	<hr/>	<hr/>
	470,863	449,027
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed to group undertakings carry varied fixed rates and variable interest rates based on the relevant loan agreement and are all repayable on demand. Fixed rates bear interest of 5.54% and 5.90%. Variable interest rate loans are linked to the LIBOR rate and bear interest at LIBOR + 3%.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**10 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>2019</b> <b>£'000</b>	<b>2018</b> <b>£'000</b>
Loan note	470,883	445,883
	<hr/> 470,883	<hr/> 445,883
	<hr/> <hr/>	<hr/> <hr/>

On 29 December 2018 the company issued a loan note of £445,882,957 in exchange for existing intercompany debt. The loan note was issued at three-month LIBOR plus 3.25% and was admitted to the Official List of The International Stock Exchange ("TISE") on 8 May 2019. The company applied and was granted an application of up to £1,000,000,000 unsecured loan notes at three-month LIBOR plus 3.25% until 29 December 2025. Further loan notes of £25,000,000 were issued on 1 April 2019. The loan notes are due for repayment on 29 December 2025.

**11 SHARE CAPITAL**

<b>Authorised, issued and called up share capital</b>	<b>2019</b> <b>£</b>	<b>2018</b> <b>£</b>
91 (2018: 91) Ordinary shares of £1 each	91	91
	<hr/> 91	<hr/> 91
	<hr/> <hr/>	<hr/> <hr/>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**12 RESERVES**

**Share premium account**

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

**Profit and loss reserve**

This reserve account records cumulative profits or losses net of transactions with owners (e.g. dividends) not recognised elsewhere.

**Capital contribution**

This reserve arose following capital transactions during the year to 31 December 2018.

**13 RELATED PARTY TRANSACTIONS**

During the year the company received dividends of £200,000,000 (2018: £210,000,000) from its wholly owned subsidiary undertakings. Note 16 details dividends paid. During the year the company entered into transactions, in the ordinary course of business, with related parties. Balances outstanding at 31 December are as follows:

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owing to parent undertakings	(18,943)	(17,343)
Amounts owing to fellow subsidiary undertakings	(451,920)	(431,684)
Loan notes owing to group undertakings	(470,883)	(445,883)
Amounts owing from parent undertakings	286,307	277,873
Amounts owing from fellow subsidiary undertakings	84,455	80,056
	<hr/>	<hr/>
	(570,984)	(536,981)
	<hr/> <hr/>	<hr/> <hr/>

Outstanding balances with group undertakings are unsecured, attract interest at varying interest rates as disclosed in notes 8 and are repayable on demand. Details of the Loan notes owing to group undertakings are given in note 10.

**14 GROUP CREDIT AGREEMENT**

The company, together with Fleetcor Technologies Operating Company LLC and other group companies within the Fleetcor Technologies Inc. group (see note 17) is party to a group credit agreement which consists of a term loan A, a term loan B and a revolving credit facility up to a maximum of \$4,860m (2018: \$4,170m).

At 31 December 2019 the total term loan utilised by the group was \$3,432m (2018: \$2,860m) and the total revolving credit facility utilised was \$603m (2018: \$1,035m). 66% of the issued UK equity interest is pledged as security for the group loan.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 December 2019**

**15 SUBSEQUENT EVENTS**

As highlighted in the Strategic Report, on 11 March 2020 the World Health Organisation declared the coronavirus a pandemic, Covid-19. The Directors consider the coronavirus to be a non-adjusting subsequent event.

COVID-19 has resulted in a decline in revenue and operating profits for the company's subsidiary undertakings (see note 7). The directors have reviewed cash flow forecasts for a review period of twelve months from the date of approval of the 2019 financial statements. These forecasts reflect an assessment of current and future market conditions and their impact on the investment's future cash flow performance. The forecasts have been sensitised for a reduction in revenue through to February 2022. The forecasts have also been reverse stress tested by significantly reducing revenue to the end of this review period. While the long-term impact on the Company remains uncertain having considered these forecasts the Directors currently do not consider there will be any significant impact on the carrying value of assets and liabilities held as at 31 December 2019.

**16 DIVIDENDS**

<b>Declared and paid during the year</b>	<b>2019 £'000</b>	<b>2018 £'000</b>
Equity dividends on ordinary shares		
2019 Interim dividend of £2,112,835 per share	192,268	-
2018 Interim dividend of £2,197,802 per share	-	200,000
	<hr/>	<hr/>
	192,268	200,000
	<hr/>	<hr/>

An interim dividend was declared in March 2018. As the company did not have sufficient distributable reserves at the time, this dividend was deemed unlawful and subsequent measures were taken to remediate the position. All measures had been executed by 31 December 2018. Please refer to the directors' report for detailed disclosure of the declaration and the remediation undertaken.

**17 PARENT UNDERTAKING AND CONTROLLING PARTY**

The company's immediate parent undertaking is Fleetcor Luxembourg Holding 2 S.A.R.L, a company registered in Luxembourg. The ultimate parent company and controlling party is Fleetcor Technologies Inc.. Fleetcor Technologies Inc. is registered in Delaware, USA, and is traded on the New York Stock Exchange.

The smallest and largest group in which the results of the company are consolidated is that headed by Fleetcor Technologies Inc.. The consolidated accounts of Fleetcor Technologies Inc. can be obtained from Allstar Business Solutions Limited, PO Box 1463, Windmill Hill, Whitehill Way, Swindon, SN5 6PS, or from the website [www.fleetcor.com](http://www.fleetcor.com)

The directors consider Fleetcor Technologies, Inc. to be the ultimate controlling party.