



Annual Report 2022

Paving the road to sustainability





About this report

Materiality

This report aims to provide a fair, balanced and understandable assessment of our business model, strategy, performance and prospects in relation to material financial, economic, social, environmental and governance issues.

The material focus areas were determined, taking the following into consideration:

- Matters that are critical to achieving our strategic objectives
- Key risks identified through our risk management processes
- Feedback from key stakeholders during the past year and in previous years

Reporting improvements

We are committed to ensuring that our annual report is of a high quality, easy to understand and transparent. This year we have taken the opportunity to simplify aspects of our annual report.

To achieve this, we have:



Conducted a general review of the annual report in order to improve readability and reduce complexity



Expanded the sustainability section by adding an Environmental, Social & Governance framework to reflect our commitment to the United Nations Sustainable Development Goals (SDGs)

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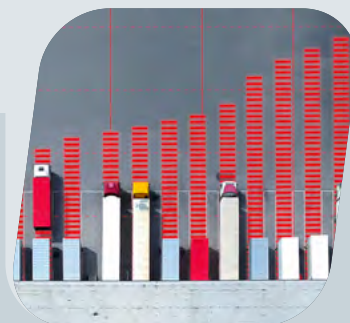
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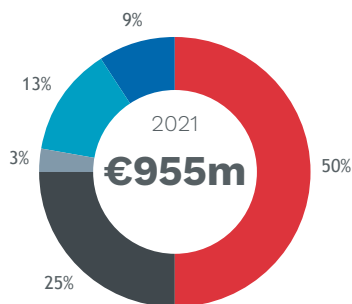
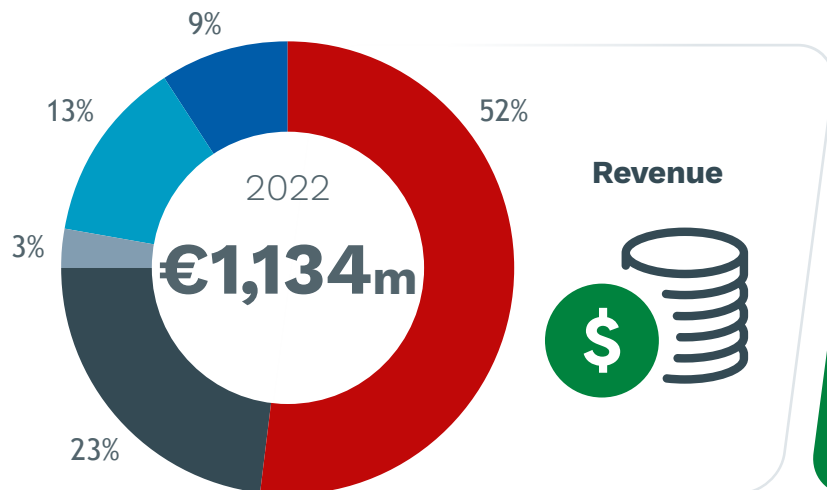
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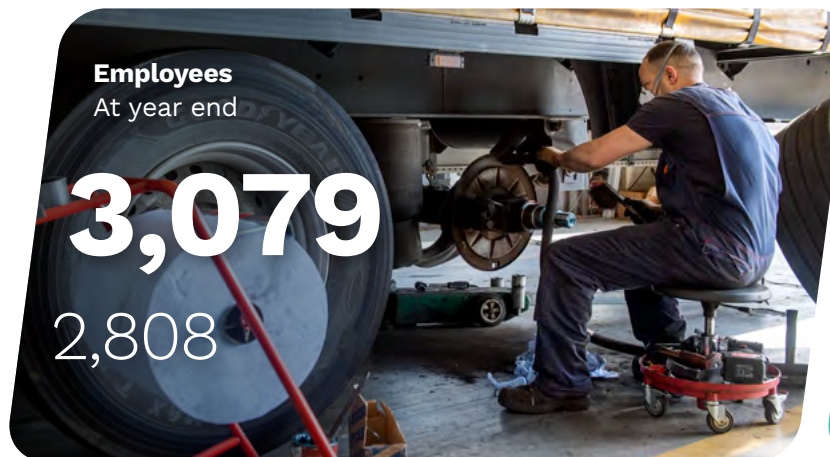
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At a glance

Numbers versus 2021



Leasing (red) Damage protection (grey) Fleet sales and other (blue)
Rental (dark grey) M&R 3rd party (light blue)



~4,100,000

Work orders handled

Net operating assets

€2,139m

€1,892m

Fleet investment

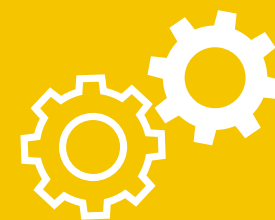
€536m

€301m

Gearing ratio

73%

75%



Branches

96

102



UTE

94%

93%

MSUs

276

269

We are TIP Group

TIP is a leading equipment service provider. We specialise in the lease and rental of equipment, maintenance and repair services, roadside assistance, as well as other value-added services such as digital solutions and second-hand equipment to transportation and logistics customers. Moreover, we offer sophisticated digital solutions that provide our customers with inclusive analytics about their fleet. Headquartered in Amsterdam, we support our customers from over 136 locations across Europe and Canada, throughout 18 countries.

With more than 121,000 units in our fleet, we are an industry leader with one of the largest and most diverse trailer and truck fleets. Our global presence enables us to guarantee convenience and flexibility to our customers, as we have the capabilities to serve them wherever and whenever they need us. Furthermore, the scale of our operations allows us to provide customers with the most competitive offerings in the market.

With 55 years of experience, we are experts in providing all the services that customers require during the life cycle of transportation equipment - which makes us a one-stop shop for all our customers' equipment needs and the only service partner they need to run their operations efficiently.



Information from
www.tip-group.com





Our services



Leasing and rental

78%

Fleet sales,
digital and other
value added services

9%



Maintenance
and repair

13%





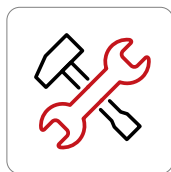
Leasing and rental

Our fleet has approximately 121,000 units available for leasing or rental.

Leasing: we lease a wide range of equipment with flexible financing options, including long-term lease solutions, and innovative sale and leaseback structures that add true value.

Rental: we offer short-term rental solutions that deliver total flexibility to our customers, enabling them to maximise the utilisation of their fleet. Short-term rental solutions, which are sourced from the existing fleet, are for an initial term of up to 12 months and always include maintenance services.

Damage protection: we provide a suite of tailor-made services to protect our customers' businesses against the cost of accidental damage, fire, theft, or total loss caused to leased and rented equipment.



Maintenance and repair (M&R)

We have a proud history of maintaining equipment for 55 years. This proven experience provides a solid base with extensive expertise for our M&R services.

Our extensive pan-European and Canadian workshop and supplier network provides our customers with a comprehensive range of M&R services, reducing unplanned downtime while ensuring compliance with health and safety standards. Our breakdown recovery service for transportation equipment offers round-the-clock, multi-language support, 365 days per year.

All maintenance and repair services are offered on both a contracted or non-contracted basis. This allows our customers to choose the solution that best suits their needs.



Fleet sales, digital and other value-added services

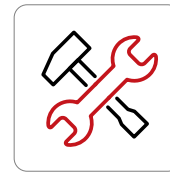
With TIP Insight we offer a range of telematics-based digital and connected services that take trailer telematics to the next level. This enabled us to create a more transparent, more efficient and safer transportation ecosystem.



Find out more at
www.tip-used.com

We offer a comprehensive range of high-quality second-hand trailers and trucks from our own fleet, as well as from 3rd-party fleets across Europe and Canada. Our dedicated TIP Used team looks after the sale of used equipment. We offer a wide range of equipment and specifications from locations across Europe and Canada.

A closer look at our M&R offering



We offer a range of services to improve our customers' fleet performance and reduce operating costs, making their operations more agile and profitable.

Our maintenance and repair service consist of Europe and Canada's fast-growing workshop network and on-site service through our fleet of mobile service units (MSUs). This enables us to provide our customers with full flexibility - from annual road-worthiness inspections to tyre servicing - minimising their equipment downtime.

At TIP, customers can choose from a wide range of maintenance and repair services for all equipment types across the entire life cycle, whether this is on a non-contracted or a contracted basis.

Experience brings expertise

Our 55 years of experience in maintaining equipment and extensive expertise in maintenance and repair services help form TIP's solid base. We provide preventative or emergency maintenance services at our many European or Canadian workshops, on-site through our ever-growing fleet of MSUs, or via our extensive 3rd party network of over 6,000 suppliers. Fully qualified and certified mechanics always perform these services, enabling us to provide our customers with the most flexible service possible and complete peace of mind.

Transparent and flexible

TIP's value proposition includes acting as a comprehensive one-stop-shop for customers' M&R needs, ensuring top class quality services for own and 3rd party fleets.

TIP's maintenance solutions are also designed to give our customers maximum flexibility. Our standard maintenance includes an all-inclusive fixed rate for most standard maintenance operations related to regulatory inspections, equipment checks, servicing of brakes, axles, suspensions, signage, electrical components, reefer engines, tail-lifts, or regular body repair work. We also offer these services on a non-contractual basis.

If desired, billing can be consolidated in single monthly invoices with fully itemised work records to streamline administrative workload and costs. Maintenance rates can be contractually agreed and harmonised across multiple locations or agreed on a volume/spend basis.

The advantages of our maintenance and repair service:

- Easy-to-plan costs due to fixed prices
- Increased uptime and asset utilisation of customer fleet
- A team of certified technicians dedicated to maintenance and repair service requirements
- All customer safety and compliance requirements are met



Available services

Specialised maintenance



Tyre services



Cooler services



Tail lift service



Other ancillary services

Performance services



24/7 Roadside assistance



Onsite/mobile service



Digital services



Replacement vehicle



Pick-up services

Add-on services



Compliance service



Other repairs



Damage protection



TIP Parts



Refurbishment



A closer look at our INSIGHT offering



TIP Insight is our range of telematics, digital and connected services that takes trucks, vans and trailers to the next level. TIP Insight consists of a device fitted to a trailer, optional sensors and a user-friendly platform to provide driving and maintenance information for the user. TIP Insight contributes to better fleet management and increased operating efficiency for our leasing and rental fleet and for our 3rd party customers.

In 2022, 20,000 of our units were connected to our TIP Insight services. Our commitment is to connect all new assets (trailers and commercial vehicles) as well as the eligible existing fleet, to enable better information sharing with our customers, enhance our eco-network, add value to their operations and improve our customers' experience.

Functionality ranges:

Customers can choose from a wide range of functionalities

- Simple 'track and trace' functionality to track trailer movements
- Monitor brake performance and tyre pressures
- Monitor refrigeration unit temperatures and door 'open / close' status
- Earned Recognition IT-validated system supplier and digital provision of maintenance and repair documentation
- Simple-to-use, intuitive platform with alerts, KPI's and customisable reporting
- Connect to or ingest other fleet management / telematics systems for whole-fleet view

The advantages of our TIP Insight service:

- Unified service platform
- Frictionless data provision
- Predictive maintenance
- Customer support
- Fleet sustainability and reduction of carbon footprint



TIP's full-service, unique offering benefits:

- **Hassle-free** - Modems and sensors are installed by certified technicians in all our workshops or via our mobile service units
- **Same-day activation** - Automated service activation on all TIP leases and rentals
- **Real-time visibility** - Data interval every 5 minutes
- **Zero accident bundle** - Technical data from the Electronic Brake System (EBS) and Control Area Network (CAN) as standard
- **Service-life warranty** - Part and labour warranty for the entire contract term



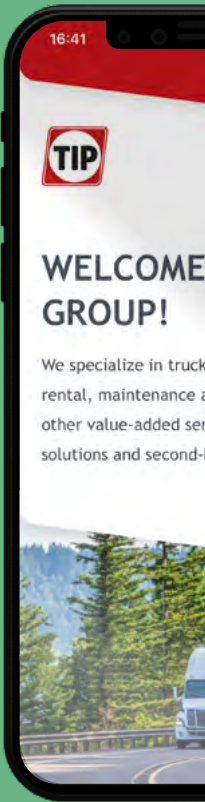
- **Support in local languages** - Across our 17 European countries and 24/7 via our online ticketing system
- **Zero-upfront all-inclusive rate** - No initial investment for hardware, upfront installation charge or surprise fees
- **Data is just the beginning** - Advanced analytics, data visualisation, KPI and Service Level Agreement (SLA) to meet every customer's unique requirements

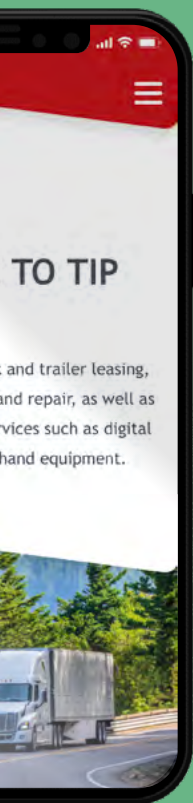
What is included in our digital solutions?

-  **FleetRadat**: Online portal for fleet management that supports our customers in improving efficiency and managing their entire fleet at a glance
- **Fleet Connected**: Web-based platform that oversees and displays real-time information from trailers
- **FleetBeat**: Robust telematics hardware device that is fitted to a trailer and supplies real-time location and rich electronic braking system information
- **FleetBeat Cooler**: modular telematics for reefer semi-trailers with connectivity to the transport refrigeration unit and sensors
- **TyrePlus**: Tyre pressure monitoring system
- **BrakePlus**: Electronics brake performance system
- **DoorPlus**: Door sensing and locking system
- **FuelPlus**: Fuel efficiency and optimisation
- **DataBridge**: Standardised and secure data application programming interface
- **TIP Vehicle Inspection**: Customer inspection app for  **FleetRadat**



Where we operate





UK and Ireland

2022 - Branches: 17 (18) / Workshops: 24 (21) / Combined EAuM: 43k (34k)



Benelux

The Netherlands and Belgium

2022 - Branches: 5 (5) / Workshops: 16 (13) / Combined EAuM: 19k (19k)



Mediterranean

France, Italy and Spain

2022 - Branches: 21 (22) / Workshops: 25 (24) / Combined EAuM: 23k (23k)



Central Europe

Germany, Austria, Switzerland, Poland, Czech Republic and Romania

2022 - Branches: 27 (31) / Workshops: 26 (26) / Combined EAuM: 36k (36k)



Nordics

Denmark, Norway, Sweden and Finland

2022 - Branches: 14 (13) / Workshops: 18 (17) / Combined EAuM: 25k (22k)



Canada

2022 - Branches: 12 (13) / Workshops: 12 (13) / Combined EAuM: 33k (32k)

() Represents the 2021 numbers.

Our history







Our business model

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How we create value and growth

We aim to offer first-class services to our customers, and to become both the equipment provider of choice and most trusted advisor in the transportation and logistics industry. To achieve this, we offer a wide variety of services throughout the whole equipment life cycle. These range from high-quality parts and maintenance services in our workshops, to a full range of leasing and rental service offerings, as well as the complete outsourcing of fleet management solutions.



We are a leading transportation equipment service provider; most of our revenue comes from leasing and renting trucks and trailers.

€887m in revenue from leasing and rental



Used equipment sales: 5,800 units

We are the leading used equipment dealer offering international well maintained used commercial vehicles.



Our services offer **clear added value** for our customers, reducing unplanned downtime, lowering costs and ensuring full compliance with health & safety standards.



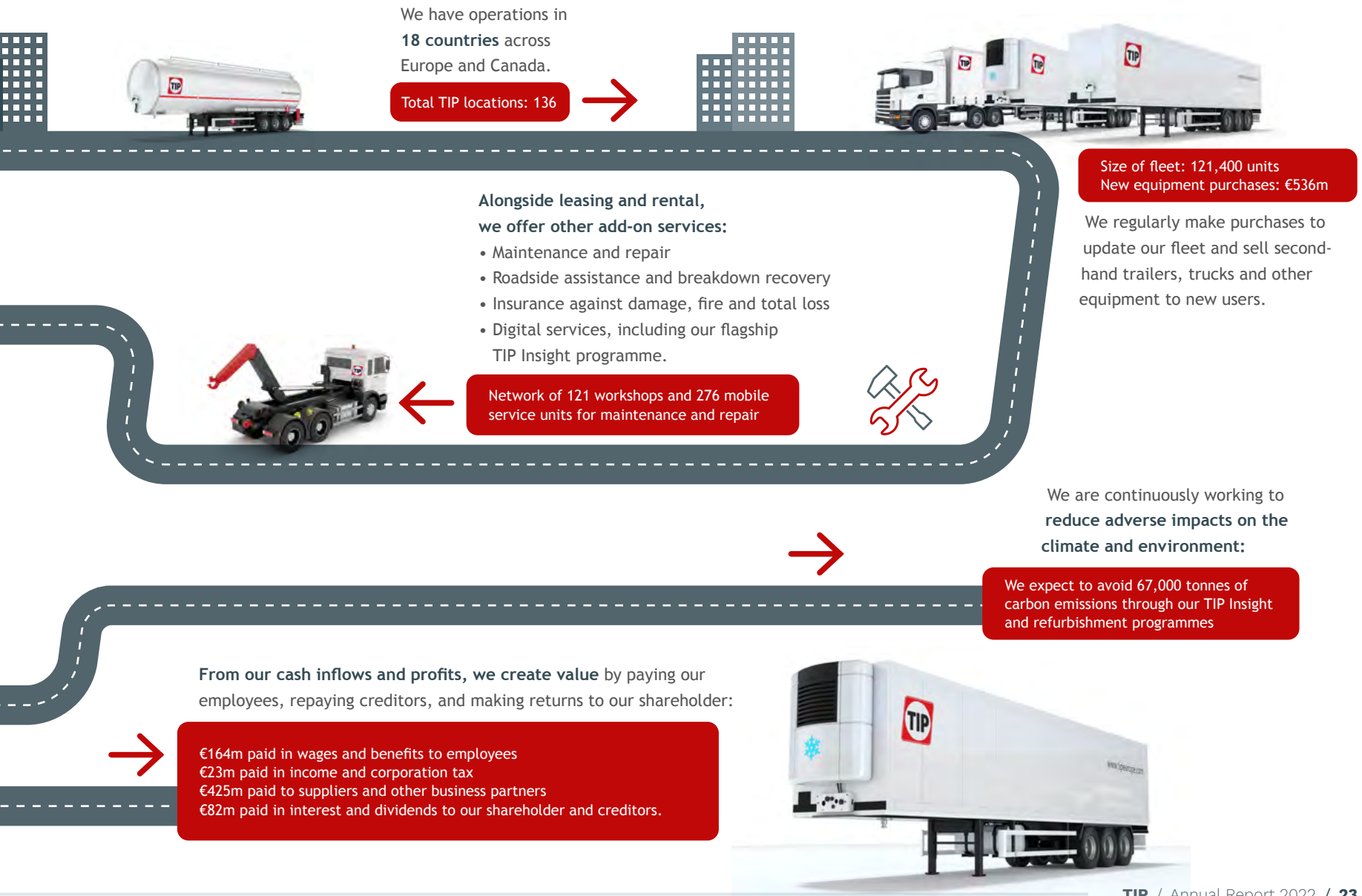
Increasingly, we are offering our customers **zero- and low-emission vehicles.**



At the same time, we take a responsible approach to business:

- A safe, inclusive working environment with fair pay and opportunities for career advancement
- Working with suppliers, helping their businesses develop and grow alongside ours
- Paying tax where we operate and contributing to wider society through our giving back programme.





Environment, Social & Governance (ESG)

Sustainability vision

At TIP, we truly believe that there is an unwritten generational contract in place, with every generation is taking over the world as the previous generation has left it and every generation metaphorically planting seeds in a garden it might never have the opportunity to see. This is the reason why our ESG Strategy vision statement is 'for Generations to Come - paving the road to sustainability'.

Our ESG strategy is built on seven core programmes. By implementing these, we will help our customers achieve their own green transition, enable the vital transportation of goods, mitigate our impact on the environment and contribute to the communities around us.



ESG Strategy “for Generations to Come”

Management



aims to operate an effective ESG function at TIP

Sustainable Products



aims to facilitate sustainable product offerings and low carbon alternatives to our customers

Carbon Footprint



aims to make TIP a carbon neutral organisation

Circular Economy



aims to implement an effective and efficient waste management at TIP

Corporate Social Responsibility



aims to achieve gender balance at TIP and contribute to the internal and external communities in which we are embedded

Reporting



aims to maintain robust ESG reporting across TIP

Green Financing



aims to facilitate the transition of TIP by providing competitive funding and subsidies for green projects



Management

The Management programme aims to operate an effective ESG function at TIP.

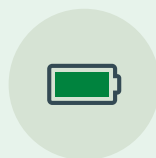
The corner stone of this programme is the execution of our ESG Strategy, which was based on an extensive materiality assessment that we undertook together with multiple stakeholders of TIP.

Building on our existing governance structure, we are putting in place a well-controlled and accountable ESG management function. We are also updating existing policies and developing new ones, where necessary, to strengthen governance of our sustainability activities.

To support these programmes, we've set ourselves five initial key targets:

TIP targets

- Become carbon neutral by 2050
- Reduce the gender pay gap
- Refurbish 5,300 units by 2025
- Equip 35,000 units with TIP Insight by end-2025
- Install LED lighting at 99% of workshops



Sustainable Products

The Sustainable Products programme aims to facilitate sustainable product offerings and low carbon alternatives to our customers.

To meet growing customer demand, we are moving from conventional fuel vehicles to smartly connected trailers and zero or low-emission vehicles. We will increasingly offer sustainable products and lower-carbon alternatives.

Furthermore, TIP Insight will not only enable customers to manage their fleets more efficiently, but also provide them with tangible cost-saving solutions.

2022 sustainable products progress

Sustainable products	Description
eLCVs	In 2021, TIP started offering customers 10-11.5m ³ electric light commercial vehicles (eLCVs) for last mile delivery in urban environments. LCVs are a new asset class for TIP, meaning that 100% of TIP's LCV fleet is electric.
eReefers	TIP offers refrigerated trailers ('Reefers') that keep freight chilled at temperatures down to -25°C. As part of the innovations committee in 2021, TIP partnered with Unilever, Maxwell & Spark and Spark and Dailly Logistics Group (DLG) to pilot a fully battery-powered electric reefer (E-reefer), with the battery capable of being charged either by plug-in, axel generator or solar roof. The initial data collected from the pilot indicated annual savings of 20-25t CO ₂ per e-reefer.
TIP Insight	TIP's flagship digital offering utilises four main tools TIP Insight to increase fleet operational efficiency and improve sustainability: <ol style="list-style-type: none">1. FleetBeat: A Robust telematics hardware device fitted to a trailer which supplies real-time location allowing for route optimisation2. BrakePlus: A brake monitoring system which reduces unplanned breakdowns3. DoorPlus: A Door sensor and locking system which maintains trailer temperature and promotes security4. TyrePlus: A tyre pressure monitoring system. TIP estimates that 20% of underinflated tyres increase fuel consumption by 3%



Carbon Footprint

The Carbon Footprint programme aims to make TIP a carbon neutral organisation.

We are working to make our own operations carbon neutral. We are modernising our workshops, branches and offices, making them more energy efficient and using more renewable energy sources. Avoiding carbon emissions is our goal but, in the future, we will consider investing in high-quality carbon off-setting programmes to compensate for emissions that cannot be avoided. Furthermore, we are assessing energy efficiency measures that can be put in place in a structured way, and we are working together with energy providers and consultants to achieve carbon neutrality.

2022 carbon footprint reduction initiatives

Initiatives	Description
Solar rooftop	TIP is installing solar rooftops across its workshop network to increase proportion of renewable energy generation, improve load matching and reduce carbon footprint
LED lighting	TIP is installing LED lighting in its workshops to improve luminosity, extend bulb life and reduce energy consumption
Compressed air systems	TIP is implementing air pressure reduction from 12 to 9 bars (measurement unit) for non-tyre air systems



Circular Economy

The Circular Economy programme aims to implement an effective and efficient waste management at TIP.

Adopting the circular economy principles of reduce, reuse and recycle is crucial to becoming more sustainable. We are working with waste management companies to improve the efficiency of our waste separation and disposal, and we will refurbish more of our equipment at the end of its lifecycle.

2022 asset refurbishment program

Program	Description
Asset refurbishment	We are giving older assets a second life rather than scrapping or selling them. This reduces the amount of CO2 emission in comparison with manufacturing new assets. The production of virgin steel releases a large amount of CO2. By reusing and refurbishing existing assets we are helping reduce the production of CO2. To help, TIP has developed its asset refurbishment capability, including painting, shot blasting, and trailer customisation.



International Green Apple environment awards

Our efforts in waste management have resulted in recognition in the form of International Green Apple Environment Award for waste management from the Green Organisation in the UK.

Philip Roberts, EHS manager and Representative from the Floorbrite Group



Corporate social responsibility (CSR)

The CSR program aims to achieve gender balance at TIP and contribute to the internal and external communities in which we are embedded.

Our industry is traditionally male dominated, but we are working to close our gender pay gap and encourage more women to apply for jobs. We are not operating in a vacuum. Along with addressing gender imbalance, we are strengthening our ties with the communities that surround us. We don't exist in a vacuum, and so we want to help each community to thrive. You can read more about our work in this area in the Communities section of this report. In addition, we plan to contribute more to

the communities around us and aim to promote health and safety of truck drivers by offering safe and sustainable secure parking (SSTPA), in combination with zero emission charging facilities, to support the energy transition of fleets.

With the safety of drivers and the security of vehicles and cargo in mind, TIP secure parking will offer a range of security features, such as vehicle and pedestrian access control, 24/7 manned security, and thermal camera surveillance, whilst the overall security of the fully fenced site is third-party accredited. The facility also provides drivers with an 'all-in-one' rest area, offering shower, laundry, restaurant and free Wi-Fi services for the comfort of those who are staying on site during the day and overnight.



Reporting

The Reporting programme aims to maintain robust ESG reporting across TIP.

Data is without a doubt the biggest challenge when it comes to turning our sustainability ambition into a success story. We have implemented an ESG reporting tool **worldfavor** that enables us to collect tangible data, analyse it and then report on it to our stakeholders in a lean and system driven process.

We are putting considerable emphasis onto this programme as we understand the extent to which upcoming regulations and directives such as the EU Taxonomy and Corporate Sustainability Reporting Directive (CSRD) will reshape our economy, and we want to fully prepare to meet these new reporting requirements.

"At TIP, I have built a team who truly love their work and who have become great friends. We work great together and there is nothing we cannot repair."

Magdalena Sliwinska
Workshop manager Poland





Green Financing

The Green Financing programme aims to facilitate the transition of TIP by providing competitive funding and subsidies for green projects.

Green financing will facilitate TIP's transition to a more sustainable organisation by providing competitive funding. We transformed our Revolving Credit Facility (RCF) into a Sustainability Linked Loan, and we are examining subsidised investment financing, government subsidies or EU incentive payments for our green investments.

Furthermore, we have established a financing facility (Green RCF amounting to €75m) that will exclusively be used for investment in zero and low emission vehicles. This facility strengthens our position as an enabling partner to make the green transition a success within our industry.

External ESG validation

During the year, we initiated two separate independent external assessments of our ESG strategy and ambitions. Looking to acquire validation and benchmarking with our peers, we are pleased that our efforts contribute to positive results and enable us to lead ESG from the front within our industry.

1. Sustainalytics rated our current ESG risk score as 'negligible' (lowest risk category), number one within our industry and top-50 among ~15,000 global companies validating our commitment to effective ESG strategy



2. Ecovadis awarded our current ESG risk score a silver award placing us among the top 25% among global companies



TIP Canada, TIP Germany and TIP UK have been recognized by external parties, underlining our credentials as one of the global employers of choice.

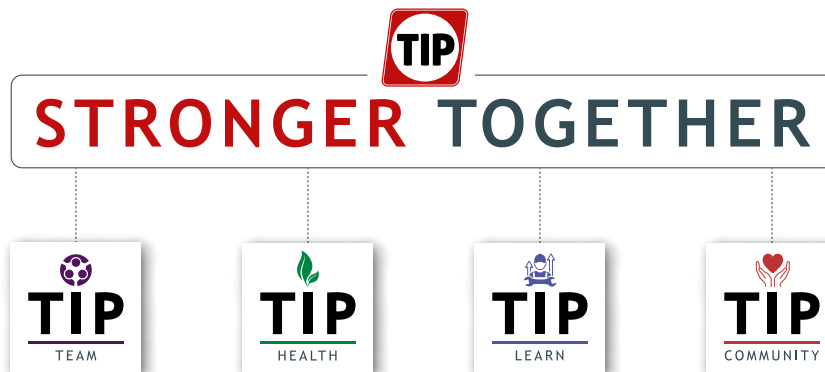


Communities

Stronger Together

Our “Stronger Together” program fosters team spirit and growing stronger together. It is a program that drives learning, teamwork, health & wellbeing and giving back to our community.

- **TIP Learn** facilitates learning with TIP experts to make the organisation strong for now and the future
- **TIP Team** drives integration and engagement across TIP, help nourish “Team spirit”
- **TIP Health** aims to boost safety, health, and wellbeing amongst our employees
- **TIP Community** creates equal opportunities for all our employees and for the world around us



TIP GLOBAL FOOD DRIVE



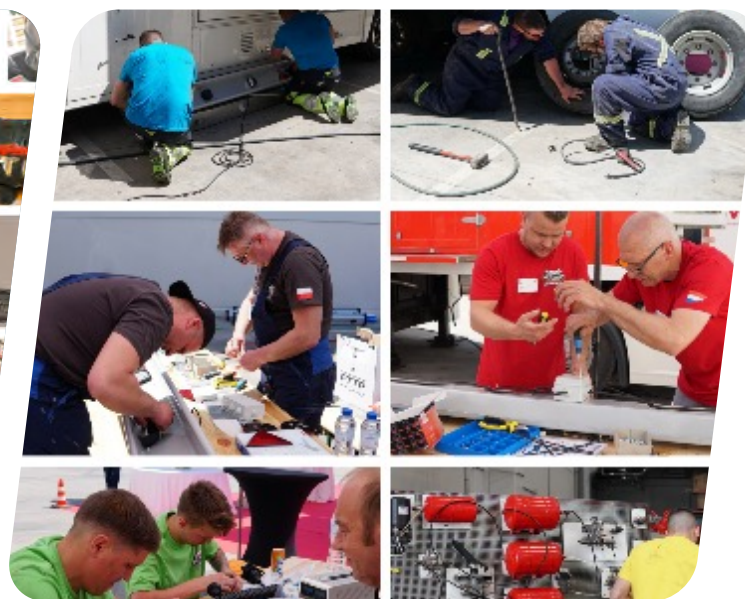
Global annual charitable program

To support our communities, we relaunched our Global Food Drive initiative, following a successful first run last year. We encouraged our employees, customers and vendors to donate non-perishable food and other necessary items, which we distributed to local food banks right before the Christmas holiday season.



Children's competition and UNICEF donation

The United Nations' World Children's Day was established to promote the welfare of children around the world. To show our support, we ran our Global TIP Children's painting competition through October and November. We encourage children whose family members work for TIP Group to send in their creative masterpieces, showing us how they envisage the TIP truck of the future. As an employer TIP Group actively supports and celebrates World Children's Day and this year, we donated €5,000.



Mechanic Team Competition

As part of our company culture, we are committed to celebrating the talents and expertise of our people. Our mechanics are the heroes whose flawless operation keeps our customers' fleets going. To underline their abilities, we ran our global Mechanic Team Competition for the second year in a row - an internal contest to find the champion mechanics with the best primary and advanced skills. Close to 120 teams participated in the first round, all hoping to secure a spot in the final round in May 2023 in Valencia, Spain.



Cycling for charity

At the beginning of May, a team of TIP UK and Ireland staff members, loyal customers and supportive industry partners, completed its 'Monte Carlo or Bust' bike ride across the South of France. This year's fundraising event supported the 'Dougie Mac' and Donna Louise children's hospices in Staffordshire. The team of mixed experience levels and abilities successfully completed the challenge raising more than £60,000 in the process. Over the years, the 'TIP Fat Bottomed Boys & Girls' has raised more than €500,000 for charity from eight events since 2012.



Blindspot awareness

To support safety within our communities TIP launched a blind spot awareness campaign across 4 countries where over 1,200 children were trained and improved their awareness of vehicle blind spots. The training consists of two parts, covering theoretical education and close practical experience. At the end children participated in a small quiz to pass the training.

Connecting to customers

Being involved in a trade show provides the opportunity to showcase new innovations. We actively engage with other representatives in our industry, key suppliers and customers to gain knowledge about our market and industry.

IAA exhibition

After a four-year break, the commercial vehicle industry met again in Hanover at the IAA transportation exhibition in 2022. A huge 1,402 exhibitors from 41 countries helped confirm the IAA as the largest and most important platform for the transport and logistics industry. TIP Group had a successful week full of interesting discussions, new connections and discussing innovative solutions for the transportation

and logistics industry. The TIP delegation included leasing, rental, workshop services and used vehicles experts, as well as experts in telematics and sustainability, who joined together to welcome customers and partners and inform them about the latest topics, trends and innovations in the industry. Customers were able to see the latest TIP offerings first-hand, including a deep dive in TIP Insight solutions via tablet.

“I had many interesting discussions about the future of transportation with customers and media partners. I was impressed by the technological innovations shown at the fair that will contribute to making commercial vehicles more sustainable. The IAA has successfully evolved and reinvented itself, just like TIP. We presented our entire range of service portfolio to the visitors. The feedback from the visitors showed us that these kinds of events are important to understand the latest industry dynamics, innovations and market developments. My personal highlight, however, was the atmosphere at the event filled with fun, positive vibes and information sharing. Despite all the digitalisation, it is still a people's business.”

Daniela Klose-Borgaes
Marketing Manager,
TIP Germany



TIP exhibition stand at IAA

Managing our risk

Taking risk is an inherent component of our business. Having a structured and rigorous risk management process allows us to approach various risks in a controlled manner. Over the past 55 years, we have built up our operations and have strengthened our platform through a rigorous approach to people, processes, systems and risk management.

In our assessment, risks arising from the war unfolding in Ukraine do not have a material impact on our business as we do not have an operational footprint in Ukraine, Russia or Belarus.

We have aligned the primary areas of risk that our company faces into four main risk pillars: strategic, financial, operational and compliance. The sequence of risks shown below does not reflect an order of importance, vulnerability or materiality. The list of risk areas is not exhaustive.

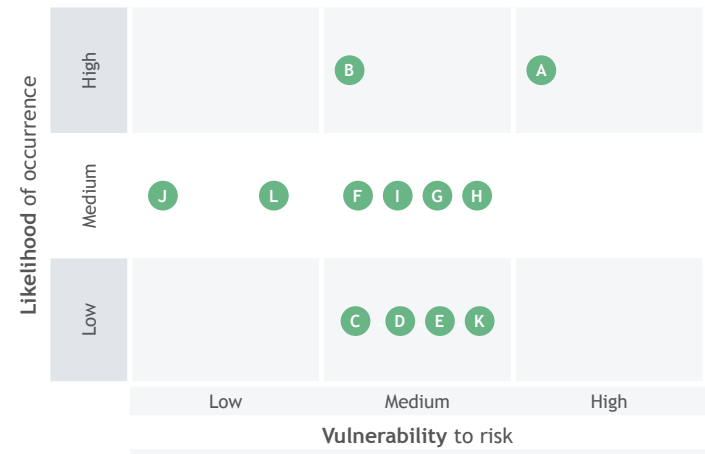
We approach risk management as follows:

- The Board is responsible for the overall risk management strategy, together with the supervision of internal risk management and control systems. To further enhance effectiveness and efficiency, the Cube Transportation Board established an Audit Committee with the specific mandate to review financial reporting, our relationship with TIP's external auditor, internal

control, Environment, Health and Safety (EHS) compliance, other regulatory compliance and risk management

- The Executive Management Team (EMT) monitors risk management processes, in addition to the internal control framework and its effectiveness
- The Risk Assurance team provides independent assurance on governance, risk management and internal control processes. The Internal Audit function is outsourced to an independent international audit firm.
- Strict internal controls are embedded in the processes at an operational level to ensure risk assessment, identification and mitigation
- Risk awareness and compliance are embedded in our company culture through regular training

Our risks at a glance



Main risk pillars			
Strategic	Financial	Operational	Compliance
<div>A</div> Economic conditions	<div>E</div> Strategic financing	<div>G</div> Company digitisation	<div>K</div> Laws and corporate governance
<div>B</div> Market developments	<div>F</div> Credit risk	<div>H</div> Cybersecurity	<div>L</div> Safety
<div>C</div> Competition		<div>I</div> People	
<div>D</div> Integration risk		<div>J</div> Residual value	
Risk management structure			
The Board			
Executive Management Team			Risk Assurance and Internal Audit
Operational level			

	Risk description	Risks	Appetite / Impact / Likelihood	Mitigations and action plans	Impact after mitigation
A Economic conditions	The demand for our products and services is highly dependent on general economic conditions in Europe and Canada	<ul style="list-style-type: none"> • Adverse changes in economic conditions • High inflation • Global pandemic • Geo-political instability and its further impact on supply chains • Borrowing costs affecting customers' lease or buy decisions • International trade tariffs/restrictions 	M/H/H Trend →	<ul style="list-style-type: none"> • Continuous monitoring of market trends • Customer base deconcentration • Diversification of products and services • Geographic coverage • Flexible debt facilities 	H
B Market developments	Responding inadequately or in a timely manner to innovative technological changes within our industry	<ul style="list-style-type: none"> • New market entrants or new emerging disruptive services or technologies • New customer needs, such as telematics, integrated solutions, digitisation • Geopolitical instability • Inability to meet existing and new customer needs • Inappropriate strategies • Poor investment decisions • Inability to implement new solutions 	M/M/H Trend ↓	<ul style="list-style-type: none"> • Continuous innovation efforts • Digital partnerships • Integrated solutions (TIP INSIGHT) • Regular strategic reviews • Digital strategy, Innovation Committee and regular reviews in place • Pre- and post-investment assessments 	M
C Competition	The markets in which we operate are fragmented and competitive	<ul style="list-style-type: none"> • Loss of market share • Aggressive strategies of competitors • Leasing competition from low-cost funders, banks and manufacturers 	M/M/L Trend →	<ul style="list-style-type: none"> • Continuous monitoring of market share and competitors' performance • Competitive advantage through comprehensive service offering • Workshop expansion • Wide range of equipment • Diversified financing in place 	M
D Integration risk	Acquisitions may expose us to unforeseen integration obstacles or costs	<ul style="list-style-type: none"> • Integration risks in areas such as commercial, customer service, regulatory compliance, information technology, finance and culture • Lack of expected synergies/benefits • Poor integration planning and execution • Loss of key employees/customers from acquired companies 	L/M/L Trend →	<ul style="list-style-type: none"> • Comprehensive cost/benefit analysis and due diligence of all acquisitions • Business Development Committee and Investment Committee • Dedicated Integration team and comprehensive integration plans • Regular investment and integration assessments • Robust governance in place to manage acquisitions and integration 	M

Management assessment of whether the risk has (since last year):




 Increased Stayed constant Decreased

	Risk description	Risks	Appetite / Impact / Likelihood	Mitigations and action plans	Impact after mitigation
E Strategic financing	We require capital to grow, renew our fleet, for acquisitions, new branches/ workshops and other strategic investments	<ul style="list-style-type: none"> • Failure to maintain or extend access to financing facilities • Lack of funding to grow profitably • Excessive finance costs • Poor utilisation of available sources of funds (RCF, ABS, FLB, TL, GRCF) • Poor investor relations management 	L/M/L Trend →	<ul style="list-style-type: none"> • Maintenance of appropriate gearing ratio of 75% • Diversified and flexible debt facilities (RCF, ABS, FLB, TL, GRCF) • Regular liquidity forecasts • External Financing Committee (EFC) to review funding relationships, options, strategy and compliance 	M
F Credit risk	The risk that a customer is not able to pay debts owed under a contract or for the delivery of a service	<ul style="list-style-type: none"> • Inappropriate customer's screening or rating • Customer default or insolvency • Customer fraud or money-laundering 	M/M/M Trend ↑	<ul style="list-style-type: none"> • Strong Credit Management team and processes in place • Multiple resources to evaluate customers • Deconcentrated customer base • Low historical credit losses • A substantial proportion of customers make payments by direct debit • KYC and AMLAT processes 	M
G Company digitisation	The risk that existing processes and systems are not fit-for-purpose and cannot be scaled for future growth	<ul style="list-style-type: none"> • Insufficient transformation progress • Cost overruns • New/non-integrated systems and applications through acquisitions • Extensive manual efforts • Data quality 	L/M/M Trend →	<ul style="list-style-type: none"> • Strategic initiatives on services digitisation and processes automation • Finance digitisation and transformation projects in place with dedicated teams and resources • Ongoing and continuous upgrading and consolidation of systems, including changes to and/or replacement of legacy systems 	M
H Cyber-security	Threats to the confidentiality, integrity or availability of our networks, systems or customer and non-customer data caused by cyber attacks or other breaches of our systems	<ul style="list-style-type: none"> • Cyber attacks • Serious data security incidents • Technical IT system failure • Digitisation of the company • Digitisation of customer solutions • IT integrations 	L/H/M Trend →	<ul style="list-style-type: none"> • IT business continuity and disaster recovery plans • Information security governance • Continuous improvement of security programs • Employee awareness trainings 	M

Management assessment of whether the risk has (since last year):





Increased Stayed constant Decreased

	Risk description	Risks	Appetite / Impact / Likelihood	Mitigations and action plans	Impact after mitigation
I People	Attracting and retaining good people is essential to delivering excellent performance and excellent customer service	<ul style="list-style-type: none"> • Staff attrition above an acceptable level • Lack of skilled personnel in the market • Operating expenses for workforce too high 	L/M/M Trend →	<ul style="list-style-type: none"> • Team spirit at heart of our business • Well-structured and competitive benefit and reward packages • Market benchmark of benefits • Constructive training and career development opportunities • Monitoring of employee satisfaction • Succession plans 	M
J Residual value	We bear the residual risk on the value of our vehicles	<ul style="list-style-type: none"> • Fluctuations in residual values in the used equipment market • Electrification of trucks/reefer trailers • International trade tariffs/restrictions • Political risk in important export markets for fleet sales such as Eastern Europe, North Africa and the Middle East 	L/M/M Trend →	<ul style="list-style-type: none"> • Continuous monitoring and reviewing of our remarketing prices achieved • Flexibility in fleet holding period assessment • Residual Value Committee 	L
K Laws and corporate governance	We are subject to numerous international and local regulations. Our governance could be ineffective due to the increasing size and complexity of the business	<ul style="list-style-type: none"> • Non-compliance with applicable laws and regulations leading to reputational damage, claims and litigation, sanctions or penalties (i.e. EHS, GDPR, regulatory, statutory, tax, or antitrust) • Unlawful employee actions • Inappropriate levels of authority • Unclear roles and responsibilities 	L/M/L Trend →	<ul style="list-style-type: none"> • Legal subject matter experts • Robust policy compliance framework • Regular employee compliance, GDPR and data privacy training and communication • Remuneration, Investment and Audit Committees support the Boards to effectively manage targeted risk and performance areas 	M
L Safety	Our business involves maintaining, repairing and operating heavy transportation equipment	<ul style="list-style-type: none"> • Lack of adequate (personal) safety of employees and visitors • Employee and customers accidents that could result in injuries and claims against TIP and damage to TIP's reputation 	L/M/M Trend →	<ul style="list-style-type: none"> • Appropriate and rigorous health and safety policies and procedures • Safety equipment and clothing • Health and safety trainings and awareness initiatives • Health and safety KPIs are regularly reviewed by the EMT, Management Board and Audit Committee 	L

A man with a beard and safety glasses is looking up at a large piece of industrial machinery in a workshop. He is holding a tablet that is illuminated, and the background shows various mechanical components and pipes.

Review of the year

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CEO review

“This year, we delivered a record set of results and continued to ready TIP for future growth. We achieved an all-time high of units for Lease and Rent, hitting 113k units after capitalising on some strong market demand that had been partially driven by OEM asset delivery delays. For the first time in TIP history, we crossed the €1b revenue and €0.5b EBITDA milestones while the business returned a solid operating profit.

Furthermore, we have been recognised as an industry leader in ESG and transformed our global Revolving Credit Facility (RCF) into a sustainability linked loan mechanism, including a green financing facility. We continue to pair our vision for growth and development with our focus on sustainability, green innovations and social and governance.

Finally, during 2022 we successfully refinanced our major funding facilities with both our existing and new financing partners, further improving our liquidity position, which reflects a trust in our business that’s underpinned by our growth.”



Bob Fast, Chief Executive Officer



Dear Stakeholders,

I am pleased to present our company's annual report for 2022. Despite the geopolitical and economic challenges, TIP continued to grow, solidify the business, improve M&R and Telematics offerings and continued to focus on our ESG platform.

During 2022, we prioritised the well-being and safety of our employees, their families, and our communities. In this regard, we made every effort to ensure that we provide a safe working environment for our employees and customers, enabling them to carry out their activities in accordance with the various health and safety protocols in place across our regions.

I would like to share some key highlights with you.

Revenue and financial performance highlights

As European and Canadian economies faced an uncertainty primarily driven by the energy crisis and supply chain challenges, we delivered strong results aided by effective fleet utilisation and efficiencies. This enabled us to increase revenue

by 19%, crossing the €1b revenue milestone while maintaining our contribution margin at 56% - despite growing cost inflation across the markets. Similarly, our EBITDA margin remained at 45%, driven by improved performance on our leasing and rental product range while also maintaining operating expenses on low levels at 11% of revenue.

Record capex of €536m in 2022 led to an increase in our leasing backlog of 27% to €1,326m (2021: €1,045m). The rising interest rate market driven by inflation control measures did not severely change customer demand for new equipment. Customers continued to prefer leasing assets for a longer duration with full-service maintenance leases as they looked for efficiencies and outsourcing solutions for both their equipment, and maintenance and repair requirements.

We have continued to develop our 3rd party maintenance and repair product offering both organically and through bolt-on acquisitions. During 2022, revenue grew by 19% (2021: 4%), while our maintenance and repair contribution margin slightly decreased by 1% to 25% (2021: 26%) with a number of new workshop investments still needing to reach

normal operating capacity levels. The shortage of mechanics in the market also constrained growth and margin expansion during 2022. We will continue to invest in acquisitions, new workshops, additional bays, modernising and 'greening' our workshops and the addition of new mobile service units to underpin future growth.

Distribution

In December 2022, we declared €24.4m as distribution representing 50% of the net profit of 2021. This distribution underscores our strong liquidity position and robust business performance despite the economic turbulence in our industry over 2021 and 2022.

Investments

We significantly increased our investments in new leasing and rental fleet at ~12,000 units (2021: ~9,700 units) during 2022. We continued to focus on deals and customers where we could maintain or expand margins or provide additional services. Over the course of last year, we invested €536m (2021: €301m) in new fleet. Additionally, during 2022 we closed five acquisitions worth €115m.

We simultaneously increased our efforts on remarketing, driving increased focus on retail sales of our used equipment. Due to our diversified resale model, we were able to offset the fluctuations in a number of national and export markets. Furthermore, despite solid utilisation of 94% (2021: 93%), we sold ~5,800 units (2021: ~6,500) for €77m (2021: €65m), while substantially increasing our margins to 28% (2021: 20%), demonstrating the strength of our remarketing network and our team's in-depth knowledge of the industry.

Financing

In 2022, we successfully increased our bank revolving credit facility (RCF) by €194m to €1,391m, and a new green revolving credit facility (GRCF) of €75m dedicated to funding zero and low emission equipment. These financing programs and the liquidity they provide put us in a strong position to continue to invest in capex, PP&E and bolt-on acquisitions, new equipment technologies and to broaden our geographical presence.

ESG

I am immensely proud of the achievements we have already made since April 2021 when we first announced our ESG vision. We have adopted a comprehensive ESG strategy, submitted progress on our United Nations (UN) Global Compact Communication, committed to the Global Reporting Initiative (GRI) framework and set measurable sustainability goals.

During the year we received an ESG risk rating from Sustainalytics (a leading ESG risk rating company), which ranked us as the leading company on sustainability within the transportation industry. Additionally, we successfully placed our RCF as a sustainability linked loan (SLL) evidencing our long-term commitments to sustainable growth.

Risk management

In 2022, we maintained robust risk management processes related to credit and asset risks, as well as treasury, tax and operational risks. Our credit losses remained at the low level of 0.3% (2021: 0.2%) of revenue in 2022 - an achievement given the economic circumstances.

Furthermore, our improved performance demonstrates our approach to the high inflationary environment of 2022 driven by our swift response towards both our customers and suppliers showcasing the strength of our underlying business model.

Outlook

We are closely monitoring developments that might impact market conditions, including the Russia-Ukraine conflict, supply chain challenges, energy crisis and high inflationary environment. Robust financial modelling allows us to maintain visibility changes to conditions and take the necessary actions to continue navigating these situations. Despite the uncertain environment, we continue to see a high demand for lease renewals and rentals. We entered 2023 with a sense of caution and are able to flex both our capex and acquisition investments depending on market developments. Our focus remains on satisfying our customers' demand during such uncertain times. We have confidence in the future of our industry because of its structural growth drivers, and the strength of our position in the industry with a growing, profitable business model, while becoming more sustainable and innovative than ever before.

A word of thanks and our commitment

I would like to take this opportunity to thank I Squared Capital, our shareholder, and our Board of Directors for their continued support and commitment in 2022. Creating long-term value for our shareholder is a priority for TIP. Maintaining our growth momentum, supported by attractive returns on our investments, is critical to achieving this. Effective planning, a clear strategy and our robust but flexible business model ensure we are well placed to sustain our success and build an even stronger business for the future.

I am enormously proud of our dedicated employees who drive customer service excellence every day across all areas of our business. On behalf of the Senior Leadership Team, I would like to express our heartfelt gratitude to all colleagues for their hard work, commitment and willingness to embrace change; they make TIP a very special place to work. A special thanks goes to all our colleagues for being there in the workshops and branches supporting our customers.

Furthermore, I would like to welcome our new members to the TIP family from the recently acquired business of Nextrailer Rent S.L. in Spain, JS Laadtechniek BV in the Netherlands, Ryder UK LTD in UK, HL Service center A/S in Denmark and Société Française de Location in France. We look forward to working with and learning from them as we grow our business together. In addition, in January 2023, we acquired EURO-Leasing A/S in Denmark and in February 2023 we acquired Rudolf Sedlmeier GmbH in Germany, which will enable us to further grow our footprint in the Nordics and Central European region.

Finally, our accomplishments and achievements would not have been possible without the continued trust and support of our loyal customers, key suppliers and business partners, all of which can be confident that they will continue to be at the heart of every single decision we make.

Bob Fast
President and CEO

Financial review

Financial information and alternative performance measures

The financial information in this section, and throughout this annual report, is derived from the consolidated financial statements, including comparative data for the previous two years as included in our annual reports for 2021 and 2020 respectively. This section outlines the underlying EBITDA and operating profit, excluding exceptional items and amortisation.

We have adopted various alternative performance measures (APMs) to provide additional useful information on the underlying trends, performance and position of the Group. The APMs are not defined by International Financial Reporting Standards (IFRS). For this reason, they may not be directly comparable with other companies' APMs, but are nonetheless defined within this annual report and summarised in the Glossary.

2022 financial highlights and key components of performance

€m	2020	2021	2022	% change
Leasing	452	478	591	24%
Rental	209	243	258	6%
Damage protection	29	31	38	23%
Leasing and rental	690	752	887	18%
M&R 3rd party	116	122	146	19%
Fleet sales	85	65	77	18%
Other	23	16	24	50%
Total revenue	914	955	1,134	19%
Contribution (excluding: credit losses)	505	538	636	18%
Credit losses	(5)	(2)	(3)	44%
Contribution	500	536	633	18%
Contribution %	55%	56%	56%	-
Operating expenses	(107)	(106)	(121)	14%
EBITDA	393	430	512	19%
EBITDA %	43%	45%	45%	-
Operating profit	87	118	172	46%
Operating profit %	10%	12%	15%	3%
Net operating assets	1,872	1,892	2,139	13%
Capital efficiency	20%	23%	24%	1%

The table below outlines the impact of exchange movements, acquisitions and organic growth on our key performance components.

Key components of performance

€m	Revenue	Contribution	Operating expenses	EBITDA	Operating profit
2021	955	536	(106)	430	118
Exchange effects	14	8	(1)	7	3
2021 at 2022 rates	969	544	(107)	437	120
Incremental impact in 2022 of:					
2021/2022 acquisitions	51	26	(2)	24	4
Organic growth	114	64	(12)	52	47
2022	1,134	633	(121)	512	172
% Total reported change	19%	18%	14%	19%	46%
% Total 2021 at 2022 rates	17%	16%	13%	17%	42%
% Organic change	12%	12%	11%	12%	39%

Group revenue for the year increased by 19% to €1,134 (2021: €955m), with 18% growth in our leasing and rental business and 19% in M&R 3rd party.

Leasing and rental revenue increased by 18% predominately driven by long term leasing revenue, while maintenance and repair (M&R 3rd party) revenue increased by 19% to €146m (2021: €122m) impacted by a continued strong market and the bolt-on acquisitions of workshops in 2021 and 2022. We invested €536m (2021: €301m) in our

fleet out of which €3m was spent on zero and low emission ('green') fleet, and a further €15m (2021: €14m), principally in workshops and digitisation, to modernise our platform and support future growth. Our TIP Insight product is growing steadily as we further developed our offering by achieving more than 15,000 customer contracts (2021: 10,000).

We sold ~5,800 used trailers and trucks (2021: ~6,500) a slightly lower volume than the previous year. Driven by a strong demand for second-hand equipment and thanks to a dedicated remarketing

team and a diversified resale model, we increased our margins on fleet sales to record level of 28% (2021: 20%).

We increased contribution by 18% to €633m (2021: €536m), in line with the revenue growth percentage mainly driven by our fleet sales improved margin while maintaining our margins for other products in line with 2021 reflecting that we are well positioned to absorb cost inflationary pressure. Fleet utilisation showed an increase to record levels of 94% (2021: 93%) due to strong market demand and the timing and the impact of lead-times for new equipment deliveries. Our maintenance and repair contribution margin slightly decreased by 1% to 25% (2021: 26%) with several new workshop investments still needing to reach normal operating capacity levels.

Operating expenses increased by 14% to €121m (2021: €106m). They remained stable at a level of 11% of revenue in 2022 (2021: 11%) as we continue to focus on leveraging our existing cost base and capacity.

Our high-quality customer portfolio can be attributable to our robust KYC, due diligence, vetting processes and strong collections discipline. Given the turbulent economic climate in 2022,

credit losses remained low at €3m (2021: €2m) and 0.3% (2021: 0.2%) of revenue.

Our EBITDA increased by 19% to €512m (2021: €430m)m which we drove with investments in new fleet, higher utilisation of our fleet, higher contract renewal rate, capitalising on used equipment sales margins and acquisitions, all while managing our operating expenses efficiently. Net operating assets increased by 13% to €2,139m (2021: €1,892m), driven by fleet purchases, workshop investments, digitisation initiatives and acquisitions.

Operating profit increased by 46% to €172m (2020: €118m) reflecting organic growth.

The most significant acquisition during 2022 was Ryder UK limited, a UK leasing branch of Ryder US corporation with substantial presence in the UK market

Robust long-term cash flow model and performance

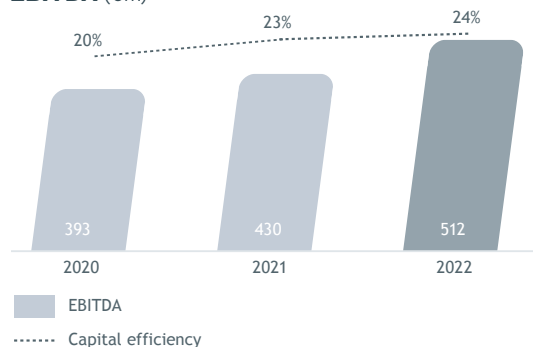
We typically purchase fleet when we secure new leasing contracts with customers. When economic and market activities are challenging, we have demonstrated the flexibility of our business model by appropriately increasing and deferring our fleet purchases to meet market demand:

Net capex

€m	2020	2021	2022
EBITDA (excluding the gain on fleet sales)	383	417	490
Fleet purchases	(265)	(301)	(536)
Acquisitions	-	(11)	(115)
Fleet sales	85	65	77
Other net capex	(12)	(14)	(15)
Net capex	(192)	(261)	(589)
EBITDA - net capex	191	156	(99)

Our capital efficiency increased to 24% in 2022. At 24%, it remains substantially higher than before the global financial crisis (2007 and 2008: 16% and 18% respectively) due to a more balanced business portfolio mix (leasing and rental and M&R 3rd party). Our capital efficiency also benefits from the ongoing rigorous leverage of our cost base, and from the effective deployment of our assets.

EBITDA (€m)



We maintained a very disciplined and robust administrative and other operating expenses ('overhead') model, which is divided into two key segments:

- Regional operating expenses support customer deal sourcing and service delivery. These are mainly comprised of compensation and benefits, and 3rd party services related to our local General Management, Commercial, Operations, Remarketing, Risk and Collections functions.
- Centralised costs are comprised of centralised Senior Leadership Team (SLT) related costs, together with the costs of support functions that are mainly centralised and run through Centres of Excellence for IT, Human Resources, Asset Management, Legal, Finance (covering Treasury, Accounting, Tax/VAT, Credit Underwriting, Accounts Payable and Billing), Operations (covering Indirect Sourcing, Integrations and Business Intelligence) and Commercial (covering Fleet Sourcing, Insurance, M&A, International Accounts, Marketing and Branding).

By using our pan-European IT platform, we can avoid duplicating costs for support functions. In addition, this cost management model enables us to utilise low-cost countries (LCC) for support functions, particularly in IT and Finance. Using our platforms and partners in Poland and India provides additional flexibility to our overhead cost base.

Centralised 3rd party supplier management enables us to consolidate our purchasing power to achieve the best prices.

Liquidity and financing

Borrowings

During 2022, we continued to make substantial progress on our borrowings-related programmes. Our objectives were to:

- Diversify our funding sources
- Increase facilities to seize business opportunities and support our capex program
- Secure competitive funding rates

We ended 2022 with total committed facilities primarily for fleet of €2,229m (2021: €1,958m), at an average margin of 2.2% (2021: 2.2%), and five diversified funding sources:

Revolving credit facility	(RCF)
Asset-backed securitisation	(ABS)
Funding lease book	(FLB)
Term loans	(TL)
Green Revolving credit facility	(GRCF)

I. RCF:

Our revolving credit facility is a club deal with a consortium of banks that matures in December 2025. On 12 December 2022, we signed an agreement to refinance our existing loan facility

increasing the facility by €194m with our existing and new banks in the consortium. This used the accordion feature, totalling to €1,391m. We further have an accordion of €500m, which will allow us to expand the RCF, our private placement term loan facilities or our green revolving credit facility in the future. Additionally, we can raise up to €500m via bonds to diversify our borrowings portfolio when the market conditions are more favourable.

This multi-currency facility will enable us to borrow in the major currencies in which we operate. Minimum interest rate hedging requirements exist.

At the end of 2022, €1,078 (2021: €953m) of the RCF facility was drawn.

Three financial covenants apply to the facility, with which we complied fully in 2022 and in prior years:

Covenants

	2020	2021	2022
Interest cover	1.8x	2.6x	3.2x
Solvency	21%	17%	20%
Loan to value	89%	90%	87%

The Solvency ratio in 2021 was 4% lower against comparable years driven by the distribution of dividends to our shareholder amounting to €81m and a shareholder loan advance amounting to €50m

during 2021, underpinning our strong liquidity and portfolio performance.

II. ABS:

The ABS facility was initially concluded on 10 September 2014, and is a private financing transaction that used a Dutch law securitisation structure for operating leases that established a cross-border revolving securitisation facility.

On 10 December 2021, we entered into a new ABS facility, under an Irish law securitisation structure for operating leases that established a cross-border revolving securitisation facility. The Dutch law securitisation structure ceased on 31 December 2021. We were allowed to grandfather operating leases from Dutch law securitisation to Irish law securitisation. The new Irish structure has achieved Simple, Transparent and Standardised (STS) classification under the EU regulation framework for Securitisation.

At the close of 2022, we had a committed senior loan facility of €200m, provided by 2 leading European banks, with a margin of 1.2% until December 2023. The senior facility is a multicurrency facility that allows us to borrow in the major currencies in which we operate and requires interest rate hedges to be taken out to match the operating lease cash flow.

At the end of 2022, €88m (2021: €41m) of the new Irish ABS facility was drawn. There are two financial covenants, interest cover and solvency, which apply to the ABS facility as they do for the RCF and term loan facilities. We complied with these during 2022.

III. FLB:

At the end of 2022, as part of our funding lease book, we had lease facilities for fleet totalling €138m (2021: €136m), of which €91m (2021: €88m) was drawn. Interest rates on these leases were at ~3.2% (2021: ~2.8%). These facilities are with various funders, manufacturers and lease providers principally in the UK, Belgium, the Netherlands, Germany, Denmark, Spain, Ireland and France.

Furthermore, as part of our funding lease book, we utilise leases for PP&E assets such as land, buildings and motor vehicles. We ended 2022 with €88m (2021: €95m) of leases committed and drawn for PP&E.

IV. TL:

Term loans were successfully increased by €150m on 3 August 2021, with our existing private placement term loan institutions. At the end of 2022, we had 8 (2021: 9) term loans totalling €425m (2021: €425m). The average interest rates on these term loans are ~2.4% (2021: ~2.4%), and they are paid quarterly, with maturity coming in December 2026.

V. GRCF:

At the end of 2022, we successfully raised a green revolving credit facility of €75m. This facility is dedicated to funding zero and low emission equipment and is aligned with EU taxonomy/green principles. The interest spread for this facility is 1.75%

Liquidity overview

We ended 2022 with a strong liquidity position, as shown below:

€m	2020	2021	2022	% change
Cash	13	16	14	(9%)
Committed unused facilities:				
RCF	190	244	313	28%
ABS	25	159	112	(30%)
FLB	58	49	47	(4%)
TL	-	-	-	-
GRCF	-	-	75	100%
Total	286	468	561	20%
% change	1%	64%	20%	

We believe that by reinvesting our EBITDA and fleet sales, and further expanding our financing programmes, we are in a favourable position to build and modernise our fleet base and workshop

These institutional term loans and green revolving credit facility rank pari-passu with the RCF facility in relation to security, and the three financial covenants that apply to the RCF also apply to TL and GRCF. The accordion of €500m under RCF, can also be used to raise additional TL or GRCF providing flexibility to access further liquidity in the market and continue to diversify our sources of financing. Additionally, We can raise up to €500m via bonds to diversify our borrowings.

networks, while also pursuing advantageous acquisitions of both lease portfolios and workshops as the economic cycle offers opportunities.

Liquidity governance

Our liquidity position may experience significant movements due to timing of the capex, working capital variations and the seasonal nature of our rental business. Short-term liquidity is reviewed on a weekly basis by the Treasury and Investor Relations (TIR) team using our weekly cash forecasts that cover a 3-month rolling period. In addition, every month, the TIR team uses our monthly cash forecasts that cover a 15-month rolling period to manage longer-term liquidity, and address early additional financing needs of the business. This monitoring also includes reviewing covenants, which are required to be reported monthly and quarterly under our RCF/TL/GRCF and ABS facilities, to ensure we maintain sufficient headroom. Summary reports are provided to the EMT and the Board every month.

In addition, our EFC reviews and approves all additional borrowing facilities, subject to Board approval where appropriate. EFC also monitors ongoing compliance with all bank covenants, operations of funding facilities and strategies for maintaining relations and open communications with funders.

Minimum contracted borrowings repayment commitments

The table below summarises the maturity of our borrowing facilities at 31 December 2022 by year of expiry:

€m	2023	2024	2025	2026	2027+	Total
RCF	-	-	1,391	-	-	1,391
ABS	200	-	-	-	-	200
FLB	46	38	33	23	87	226
TL	-	-	-	425	-	425
GRCF	-	-	75	-	-	75
Total	246	38	1,499	448	87	2,317
% of total	11%	2%	65%	19%	4%	100%

Interest rate risk management

Both our RCF and ABS facilities are at floating rates, and where appropriate and in accordance with the lenders requirements may be subject to interest rate hedging. We continue to take a more

conservative position than required under these facilities, and we ended the year with the following profile of floating rate borrowings swapped to fixed on our principal facilities:

	2020		2021		2022	
	% hedged	Duration (years)	% hedged	Duration (years)	% hedged	Duration (years)
RCF/GRCF	70%	2.9	80%	2.4	89%	1.7
ABS	93%	1.9	100%	2.0	85%	3.0
FLB	100%	4.0	100%	4.1	100%	3.6
TL	100%	5.8	100%	5.0	100%	4.0
Weighted average	81%	3.7	88%	3.3	93%	2.6

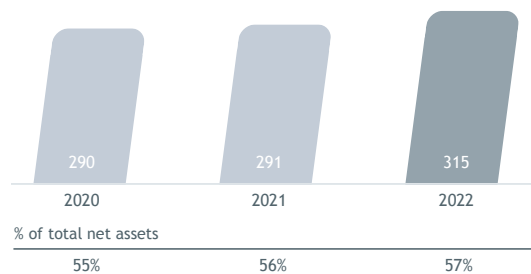
Foreign exchange risk management

Our principal foreign currency risk is in £, CA\$, NOK and SEK, as we have both assets and cash flow in those currencies. We substantially hedge this risk by borrowing in £, CA\$, NOK and SEK to fund our activities in the UK, Canada, Norway and Sweden respectively. Our RCF and GRCF facility allows us to draw down in €, £, CA\$, NOK, SEK, DKK, PLN, CHF and US\$, while our ABS facility permits us to draw down in €, £, NOK, SEK and DKK. The FLB programmes are managed at the regional level and are therefore denominated in the local currency.

Our presentation currency is €. Exposure to other currencies arises in the course of ordinary trading. A proportion of our profits and net assets are non-€, and are primarily denominated in the currencies referred to above.

The table below summarises our non-€ net assets and percentage of net assets in non-€:

Non-€ net assets¹ (€m)



¹ DKK is excluded from non-€ net assets as it is formally tied to the €.

Events after the reporting period and other significant items

On 31 January 2023, the Group acquired the trailer business of the Danish subsidiary EURO-Leasing A/S. This business was acquired from EURO-Leasing, a German headquartered company, hereby adding approximately 1,650 vehicles to the TIP fleet. Additionally, on 2 February 2023, the Group acquired Rudolf Sedlmeier GmbH in Germany, adding a commercial vehicle workshop and expanding TIP's maintenance and repair network. TIP management intends to integrate the assets and workshop into its existing Danish and German business respectively in the course of 2023.

On 6 February 2023, the Group declared a distribution of ~€24m to its shareholder further underpinning its strong liquidity position and robust business performance.





Commercial and operational review

Focus on leasing and rental performance

We have a proven track record of maintaining average daily rates (ADRs) and utilisation (UTE) due to our flexible and scalable operational business model. We use our pan-European and Canadian scale to sustain utilisation rates by transferring equipment across countries and regions, taking advantage of demand and pricing conditions.

The change in ADR over the past 3 years is explained as follows:

ADR

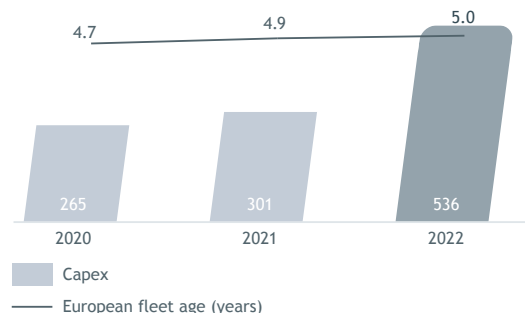
€	2020	2021	2022
Prior year	18.3	19.2	19.7
FX impact	(0.1)	0.2	0.3
M&A impact	0.2	-	0.3
Other/mix impact	0.8	0.3	1.0
Current year	19.2	19.7	21.3
UTE%	87%	93%	94%

In 2022 we increased our leasing revenue by 24% (2021: 6%) driven by our investments in new fleet and acquisitions. Re-lease rates on expired leases increased to 57% (2021: 51%). In recent years, an increasing number of our customers have chosen to maintain their fleet with us. This is reflected in the increased proportion of leases with a service

maintenance option (rising from 66% in 2007 to 87% in 2022).

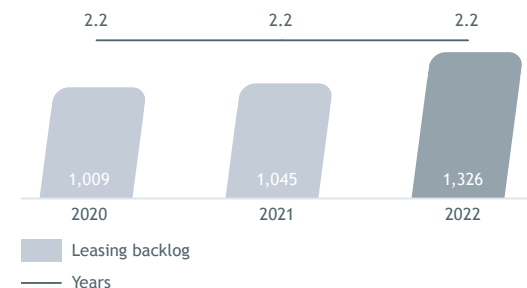
With strong demand for new equipment, we invested €536m (2021: €301m) in new trailers and trucks. The average age of our European fleet increased from 4.9 years (2021) to 5.0 years (2022).

Capex (€m)



As a result of both strong lease renewal and new capex leases, we grew our leasing revenue backlog to €1,326m.

Leasing revenue backlog (€m)



Our ability to reinvest operating cash flow, combined with our unused credit facilities, will enable us further to invest in our fleet during 2023 to satisfy customer demand for new equipment leases.

Strong demand for our equipment, driven by shortages in the market - combined with portfolio acquisitions - had a positive impact on our rental business, which grew 6% to €258m (2021: €244m). We can continue to support our customers' need for flexibility with a well-maintained rental fleet that is an ideal solution in uncertain times as it provides customers a means to address peak demand effectively.

Damage protection is our damage waiver programme offered on our own equipment, and the revenue it generates is linked to the UTE of our fleet. We monitor its financial performance based on long-term margin reviews. A healthy balance between revenues and costs at both an aggregate and individual customer level is ensured by regularly analysing damage, customer loss-ratio statistics, strict compliance with damage handling procedures and policies, and, when necessary, review of damage protection pricing. In 2022, damage protection revenue increased to €38m (2021: €31m).

Leasing and rental

€m	2020	2021	2022
Leasing	452	478	591
Rental	209	243	258
Damage protection	29	31	38
Revenue	690	752	887
M&R own fleet costs	(221)	(250)	(301)
Damage protection costs	(14)	(16)	(18)
Contribution	455	486	568
Contribution %	66%	65%	64%

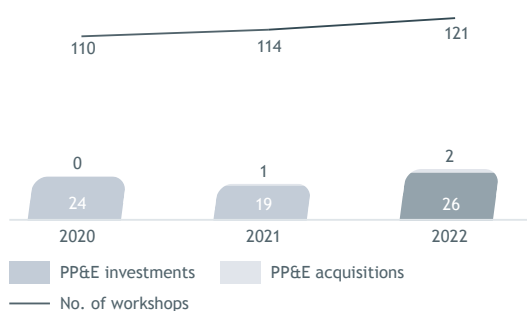
Despite an increase in our UTE, leasing and rental contribution % showed a small decrease in margin to 64%. The principal drivers were as follows:

- Limited investments in new equipment during the COVID-19 crisis in 2020 and 2021 and growing cost inflation across the market have driven an increased maintenance requirement, thus increasing our cost. With increased new fleet investment from mid-2021 onwards, we were able to stabilise the cost pressure and expect the trend to remain at the same levels.
- 2022 fleet acquisitions were accretive to overall contribution margin
- We were able to increase the volume of the insourced activity by €21m (2021: €13m) thanks to the launch of new workshops, efficiency improvements in existing ones and enhanced insource cost control, all of which improved productivity during 2022. We also limited the increases in the costs of externally sourced activities through a series of initiatives in sourcing, process re-engineering utilising operational applications and stronger approval processes
- Damage protection margins remain solid, with customers appreciating the security that this product offering provides.

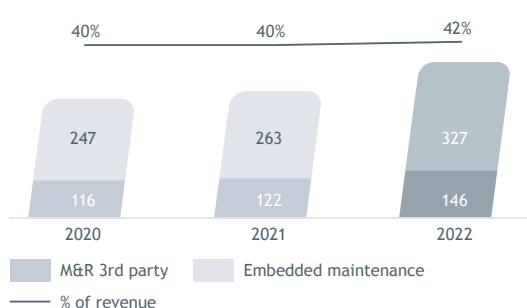
Focus on maintenance and repair performance

Our fleet maintenance and repair offering ensures compliance with regulatory standards and provides predictability of maintenance costs - enabling our customers to focus on their core business. Our maintenance and repair revenue has increased ~300% since 2014. Furthermore, a significant volume of our maintenance and repair revenue was generated through the maintenance embedded within our leasing and rental portfolio. Total maintenance and repair (included embedded) revenue increased to 42% of total revenue in 2022 (2021: 40%). The increase in maintenance and repair (including embedded) revenue by ~€88m was primarily driven by a strong market demand, the maintenance market economic recovery and further growth of our workshop network. We anticipate further improvement in 2023. In addition, several of our workshops have obtained (or are in the process of obtaining) selected manufacturer service agent status, which will allow them to carry out warranty repairs.

PP&E investments and acquisitions (€m)



Maintenance and repair revenue (€m)



3rd party maintenance and repair

€m	2020	2021	2022
Revenue	116	122	146
Contribution	29	31	37
Contribution %	25%	26%	25%

The growth in maintenance and repair revenue in 2022 was achieved with a 1% decline in margin compared to the previous year. The principal drivers behind were:

- Investments in new workshops built and acquired in 2022 and 2021 are not yet running at normal operating capacity levels
- Hiring and retaining sufficient staff numbers has been challenging because of tight employment markets in general, and for mechanics in particular
- General labour and parts input price pressure
- Continuous investments and modernisation of our workshops, which helped to maintain stable margins
- Efficiency gains of workshops built and acquired in previous years that are now running at normal operating capacity levels.

We added 10 (2021: 6) new workshops in 2022. During 2022 we closed 3 workshops to optimise the geographic spread of our workshop network.

Focus on used assets

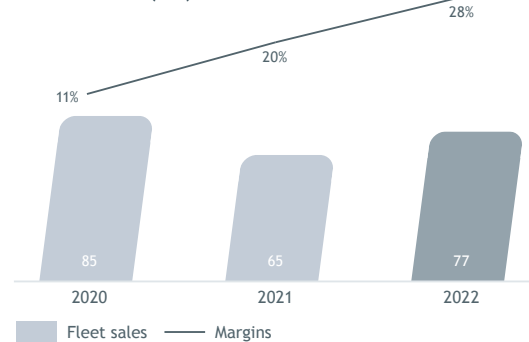
The availability of assets impacted sales volume in 2022. Long manufacturer lead times and high rental demand had a significant effect on the number of assets available for disposal. Despite the lower volumes, we were able to increase the margin on fleet sales significantly compared to 2021. Fleet sales for the year were just over 5,800 assets (2021: ~6,500). Despite the volume reduction, we were able to increase revenue and margin as a result of higher pricing in the market and the sale of newer equipment.

We achieved an increase in margins in 2022 from 20% to 28%. The principal drivers were as follows:

- Continued focus on retail sales and development of our dedicated remarketing sites
 - Strong brand image in second hand markets
 - Diversified product offering in a wide geography of markets
 - Strong market demand due to asset shortages
- Retail sales to 'end users', which was a key driver for revenue and margins, increased in 2022 to 46% (2021: 44%) of total sales volume.

In 2022, we sold to around 1,000 customers in 50 markets. Whilst our key focus is the large European markets, we continue to develop our network and customer base in export markets.

Fleet sales (€m)

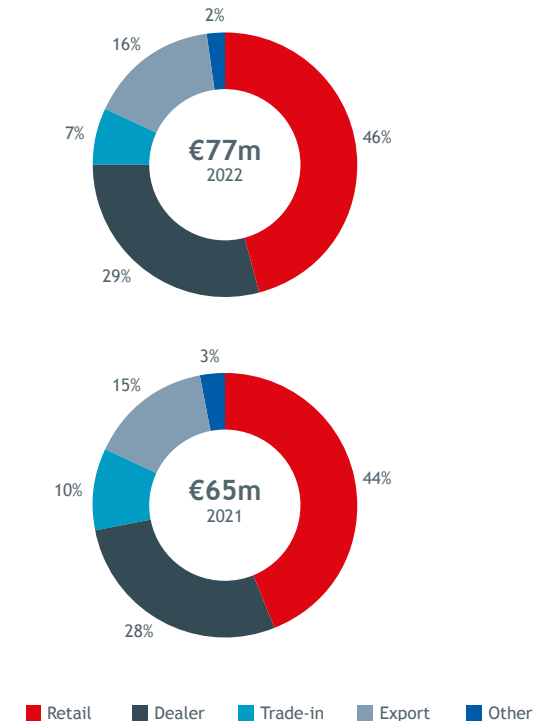


	2020	2021	2022
Units sold	11,700	6,500	5,800

Remarketing centres



Fleet sales by end markets



Focus on acquisitions and integrations

During 2022, we continued our strategy centred on acquiring accretive businesses to support growth, leverage our scale and expand our geographical presence. We closed 5 (2021: 2) acquisitions during the year, comprising of 3 leasing and rental portfolios and 2 maintenance and repair businesses, for a combined total of €115m Enterprise Value (2021: €11m). These acquisitions were spread across 5 (2021: 2) countries

We completed 3 separate acquisitions of leasing and rental portfolios:

1. Firstly, we acquired Nexttrailer Rent S.L. in Spain, adding an extra 900 assets to TIP's Spanish fleet
2. We also acquired 4,400 assets from Ryder UK Ltd., including all the trailer leasing fleet, and the personnel managing that fleet and customers, together with part of the truck fleet serving the same customer base
3. We then completed the acquisition of Société Française de Location (SOFRAL SAS and SOFREP SAS) in France, adding 940 assets to TIP France's fleet combined with a workshop operation

We also acquired 2 maintenance and repair businesses during the year:

1. JS Laadtechniek BV in the Netherlands, a business with specific expertise in servicing of tail-lifts trailers and commercial vehicles, taking over assets, employees and contracts
2. HL ServiceCenter A/S in Denmark, which operated 2 separate workshops in Esbjerg and Vejle, taking over assets, employees and operations

We aim to integrate areas such as Finance, Human Resources, Commercial, Operations and most IT platforms within a relatively short period of time after an acquisition has been closed. During this integration process, we strive to:

- Retain knowledge and skills, while increasing operational efficiency and taking advantage of economies of scale
- Retain and reward employees while providing a positive work environment
- Retain existing processes and systems where they add value and enhance our business

Of the 49 acquisitions completed since the beginning of 2014, 4 (2021: 4) remain on separate operating systems, principally due to the fact that these businesses run parts inventory systems that are not part of our standard business operational and financial systems at present. Our Canadian businesses continue to operate standalone operational and financial systems, providing monthly reporting packs that allow us to complete our financial and management reporting.

Over the coming year, we will focus on bringing the remaining acquisitions onto our standard processes and systems. This will further drive productivity and the consistency of customer experience across our network, simplify our reporting processes, and drive increased quality and consistency.

Focus on information technology

Strategy and objectives

The success of our strategy to grow through fleet capex investments, M&R 3rd party and acquisitions depends on the timely delivery and the functionality of our IT systems. Since 2016, we have moved many of the IT applications that support many of our back-office functions to a cloud-based environment, which increases our flexibility to deploy these applications at speed as we grow. During 2022, we successfully transitioned our procure-to-pay (P2P) process to the market-leading Microsoft Dynamics 365 tool, which is helping to standardise and simplify the accounts payable process for our employees and vendors.

Our aim is now to invest in the front end of our business to:

- Increase the speed and quality of customer service
- Drive productivity and efficiency through Lean process engineers across all functions
- Provide employees with tools that allow them to serve our customers and shareholder
- Leverage business intelligence (Microsoft Power BI) for the customer within our customer platform



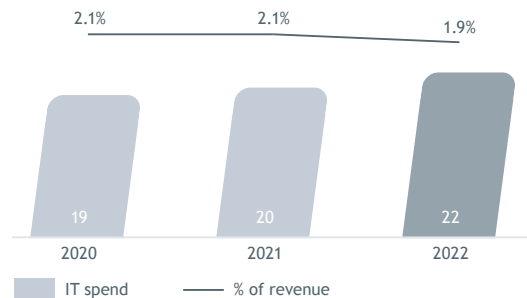
- Integrate all acquisitions efficiently with the addition of a parts inventory application
- Position our business to take advantage of the internet of Things and predictive maintenance for equipment in the future

- Drive new product implementations and future developments

IT investments

As our business has grown since 2014, we have reduced our operating expenses as a percentage of revenue from 19% to 11%. During that period, our revenue has almost tripled, with our M&R revenue increasing by ~300%, the number of workshops rising from 41 to 121, and the number of branches from 53 to 96. To support this growth and drive productivity, we have increased our ongoing IT spend by ~150% to 1.9% as a percentage of revenue.

IT spend (€m)



IT governance

Our governance infrastructure is robust, with a Technology Investment Committee in place for IT-related projects, including project plans

approved by the EMT and, where material, by the Investment Committee and the Board. A member of the EMT then leads these projects, and regular progress reviews are performed. We aim to minimise business disruption, cost and time.

Focus on insurance

We have a low appetite for risks that can be insured against. Nonetheless, we selectively accept certain insurable risks that we consider highly unlikely and/or where the cost-benefit analysis does not justify the premiums required. Insurance may be arranged either centrally or locally to minimise costs and ensure that all entities are protected from the most significant risks. Leading insurance companies issue our insurance policies.

Our overall approach is to accept certain insurable risks selectively. We aim to identify and develop an insurance risk profile that monitors and manage these risks continuously. We have laid down principles in an insurance risk policy that applies to all our entities to achieve this.

The table below outlines our principal insurances and associated annual costs:

€k	2020	2021	2022
Mandatory insurances			
Fleet	7,306	8,943	7,670
Company cars	286	251	444
Total mandatory insurances	7,592	9,194	8,114
% of revenue	0.8%	1.0%	0.8%
Optional insurances			
General liability (including business interruption)	215	227	234
Property	533	655	715
Director and officer (D&O)	63	63	89
Employee business travel	54	72	118
Crime	68	89	90
Cyber	51	59	60
Total optional insurances	984	1,165	1,306
% of revenue	0.1%	0.1%	0.1%
Total	8,576	10,359	9,420
% of revenue	0.9%	1.1%	0.8%







Governance

In this section

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Board of Directors

The Board of Directors of Global TIP Holdings Two B.V. is responsible for working with the senior leadership to develop strategy and **set corporate values to deliver long-term value to our shareholder.**



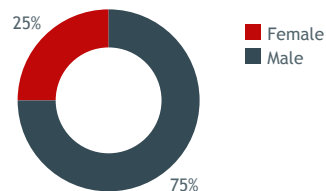
Bob Fast – American
President and Chief Executive Officer

The Board decides which risks TIP is prepared to take in pursuing its strategic objectives. The Board's oversight responsibilities involve constructively challenging senior leadership on operational aspects of the business, including the approval of budgets, and probing whether risk management and internal controls are appropriate. The Board is also responsible for providing accurate, timely and understandable information about the Group to our shareholder, debt providers and other stakeholders.

Gender Diversity

TIP supports the transition towards a more prosperous, sustainable, and resilient transport sector. Our vision is to be our customers' trusted partner, delivering connected solutions and powering sustainable supply chains, which means considering the environmental, social, and governance impact in every decision we make. We are committed to developing a diverse leadership team. At present, our Board has a 25% female, 75% male ratio. We are currently developing targets and action plans to improve gender diversity and will implement short- and long-term targets at Board and senior management levels. TIP Group stands for equal opportunities for both women and men. When senior management roles become vacant, gender diversity is an important consideration, since we are fully committed to hiring the best individual for the job without discrimination.

Gender diversity (The Board)¹



¹ At year end.

Bob was appointed CEO of TIP in 2003. In 2009, he additionally assumed the position of President and CEO of GE Equipment Services. Bob led the carve-out and sale of TIP from GE in 2013, and the sale to I Squared Capital in 2018. He led the integration into the I Squared Capital structures and processes.

Bob joined GE in 1982 and held leadership positions in a number of GE divisions including roles in Finance, Sales, Business Development, Marketing, Leasing, and General Management. Bob was reappointed President and CEO of TIP in 2013. He is based in the Netherlands. Bob was appointed to the Board in 2014.

Main responsibilities: Strategy and business execution

TIP years of experience (The Board)¹

Bob Fast	19
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Arjen Kraaij – Dutch
Deputy Chief Executive Officer

Arjen was appointed Deputy CEO of TIP in January 2021. He is based in the Netherlands. Arjen was appointed to the Board in 2018.

Arjen joined TIP in 1997 and has held a number of international leadership roles for the company since then. These range from general management to commercial leadership roles. More recently he led the successful acquisition strategy as well as the sourcing and asset management functions globally.

Main responsibilities: Daily business execution, commercial, sourcing, asset management and used equipment sales as well as M&A

Arjen Kraaij

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Hans Van Lierop – Dutch
Chief Financial Officer

Hans was appointed CFO for TIP in May 2020.

Prior to this he held financial leadership roles at Diageo, Airtel, and Massmart Walmart. Through these roles he exercised strong involvement in Supply Chain Management and large capital expenditure programs fuelling business growth and transformation. Hans brings broad international expertise from different industries to TIP, with more than 25 years' experience in finance, 14 years of which as CFO. He is based in the Netherlands. Hans was appointed to the Board in 2020.

Main responsibilities: Financing, treasury, investor relations, credit risk, planning, financial reporting, accounting and tax

Hans van Lierop

3



Hiske Damhuis – Dutch
Chief Human Resources Officer

Hiske was appointed HR Director of TIP in 2006, and promoted to HR Director of GE Equipment Services in 2009. In addition to this role, she was a board member of the GE Pension fund in the Netherlands and HR Council leader for GE's businesses in the Benelux from 2010 until 2013.

Hiske led the carve-out from GE from the perspective of people and employee communication, payroll and benefits, HRIS and employee relations. Prior to joining TIP, Hiske worked for more than 10 years in various HR roles in international business. She is based in the Netherlands. Hiske was appointed to the Board in 2018.

Main responsibilities: People and employee communication

Hiske Damhuis

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Senior leadership

Deep industry and international experience

The Executive Management Team (EMT) is responsible for the day-to-day management of our company, the deployment of our strategy and policies, and the achievement of our objectives and results. Together with the Boards, the EMT determines the company's values, and ensures compliance with all applicable regulations. The EMT and the Boards are responsible for the integrity of our financial reporting and control environment.

The Senior Leadership Team (SLT) comprises the Management Board and our regional and product Vice Presidents. The SLT provides strategic advice and inputs on commercial and operational matters, business processes, controls and overall strategy.

Form together with the Management Board the EMT:



Paul Beadle – British
Chief Operating Officer

Main responsibilities: Operations, IT, BI, EHS, ESG, integration of TIP-acquired businesses and non-fleet sourcing



Gerard Berghuis – Dutch
**Chief Legal Officer and
Company Secretary**

Main responsibilities: Legal affairs, Compliance, Insurance, Company secretary

Form together with the EMT the SLT:



Oliver Bange – German
Vice President
Central Europe Region



Mark Crossland – British
Vice President
Tankers UK



Michael Furnival – British
Vice President
UK and Ireland Region



Maximilian Gellert – German
Chief Digital Officer



Rogier Laan – Dutch
Vice President
Sales & Marketing



Jim MacIntosh – Canadian
Vice President
Canada



Frederic Notte – French
Vice President
Mediterranean Region



Christian Petersen – Danish
Vice President
Nordic Region



Peter Jan Troost – Dutch
Vice President
Benelux Region



Theo de Vries – Dutch
Vice President Services
and Insight



Andy Wyatt – British
Chief Information Officer

Corporate governance structures

Our corporate governance provides stakeholders with a safe and agile corporate structure, designed to **deliver shareholder returns and ensure effective controls are in place to protect our stakeholders.**

Our shareholder, our Supervisory and Management Boards, and our EMT have approved our corporate governance principles. They guide our practices and policies across the countries in which we operate, ensuring we remain responsive to our shareholder, and other stakeholders and communities.

Our Shareholder

Cube Transportation

Cube Transportation was established in 2018 to acquire TIP and its related subsidiaries.

In addition to providing board and management support to TIP through the board committees, Cube Transportation provides support activities to TIP's operating entities, marketing, sourcing, funding, treasury, investor relations, finance, HR and asset management.

Our ultimate beneficial shareholder is ISQ Global Infrastructure Fund II, a limited partnership managed by I Squared Capital. Our senior leaders regularly participate in I Squared Capital portfolio conferences and best practice sharing events.

Shareholder boards

The Supervisory Board

The Supervisory Board supervises the Management Board of the shareholder and the general course of affairs of the company. It advises the Management Board and coordinates strategic matters between I Squared Capital and TIP. The Supervisory Directors are guided by the interests of the company when performing their duties. Members of the Supervisory Board are appointed for an indefinite period.

The **members** of the Supervisory Board are:

- Adil Rahmathulla - appointed 2018
- Mohamed Adel El-Gazzar - appointed 2018
- Enrico Del Prete - appointed 2018
- Maxime Jacqz - appointed 2018
- Thomas (Tom) J. Donohue, Jr. - appointed 2018
- David Binks - appointed 2019
- Steven Webber - appointed 2019
- Detlef Borghardt - appointed 2019
- Simon Glass - appointed 2020

The main responsibilities of the Supervisory Board are:

- Coordination between I Squared Capital and TIP
- Supervision of the Management Board
- Provide advice to the Management Board
- Strategic matters

The Supervisory Board members regularly interact with the Management Board and SLT on both an individual and group basis. They also meet and participate in conference calls with broad groups of employees, on both an individual and group basis.

The Management Board

Our Management Board is ultimately responsible and accountable for the conduct of the business. Members of the Management Board are appointed for an indefinite period.

The **members** of the Management Board are:

- Bob Fast
- Arjen Kraaij
- Hans Van Lierop
- Hiske Damhuis

The main **responsibilities** of the Management Board are:

- Achievement of the business objectives
- Executing TIP's corporate strategy
- Business growth opportunities and risks
- The structure and operation of internal risk management and control systems
- The financial reporting process
- Compliance with legislation and regulations
- Corporate social responsibility
- Supervising operations and the EMT

Individual Management Board members regularly interact with the SLT on both an individual and group basis. They also met and participated in conference calls with broad groups of employees, on both an individual and group basis.

The Supervisory Board and the Management Board met four times in 2022.



Cube Transportation Board Committees

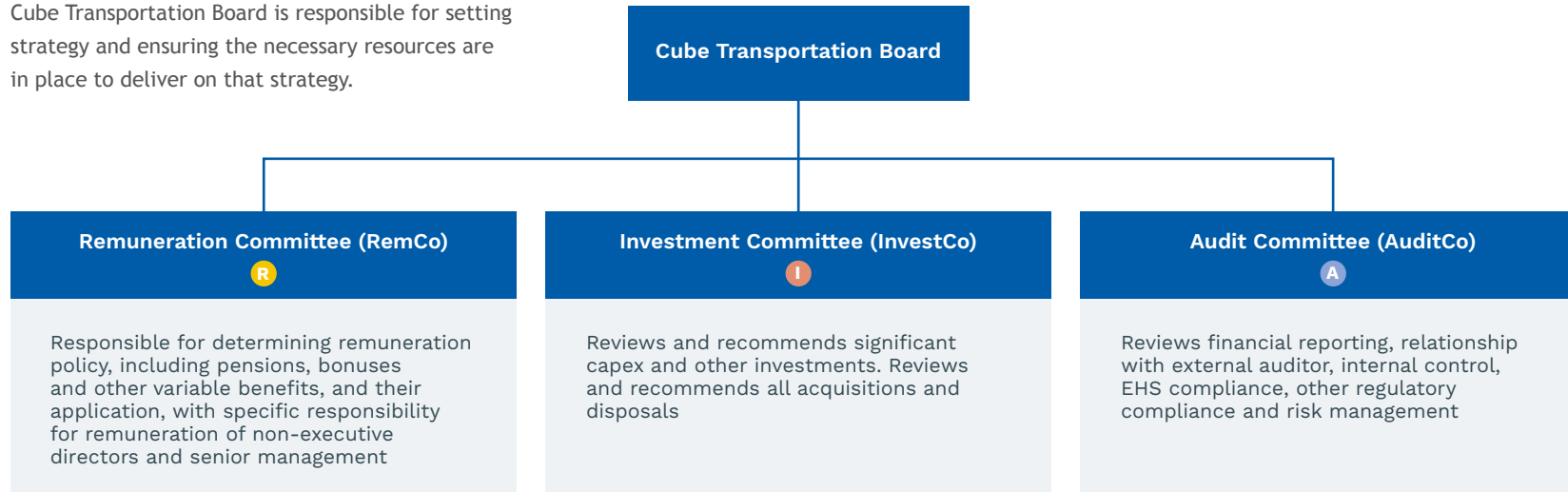
To improve effectiveness and efficiency, three joint Supervisory and Management Board Committees were established in early 2019. The appointment of these committees, together with the Charters governing their roles and responsibilities, were

approved by the members (shareholders) at the time of their establishment. These committees cover investments, audit and compliance matters, and remuneration. They review and advise the Boards in their assigned areas of responsibility and approve matters as required by their Charters. The

Board retains full responsibility for the decisions taken. Board members are entitled to attend committee meetings, and receive minutes of all meetings and backup documentation on request. The Company Secretary acts as secretary to all Board Committees.

Role of Cube Transportation Board and committees

Cube Transportation Board is responsible for setting strategy and ensuring the necessary resources are in place to deliver on that strategy.



R Remuneration Committee

The **members** of the Remuneration Committee are:

- Adil Rahmathulla - appointed 7 February 2019
- Mohamed Adel El-Gazzar - appointed 7 February 2019
- Enrico del Prete - appointed 7 February 2019
- Maxime Jacqz - appointed 7 February 2019
- Bob Fast - appointed 7 February 2019
- Hiske Damhuis - appointed 7 February 2019

I Investment Committee

The **members** of the Investment Committee are:

- Enrico del Prete - appointed 7 February 2019
- Maxime Jacqz - appointed 7 February 2019
- Bob Fast - appointed 7 February 2019
- Arjen Kraaij - appointed 7 February 2019
- Steven Webber - appointed 7 February 2019

A Audit Committee

The **members** of Audit Committee are:

- Enrico del Prete - appointed 7 February 2019
- Maxime Jacqz - appointed 7 February 2019
- Bob Fast - appointed 7 February 2019
- Hans Van Lierop - appointed 22 July 2020

Individual directors regularly interact with the SLT on both an individual and group basis. They also met and participated in conference calls with broad groups of employees, on an individual and group basis.

Where appropriate, binding corporate resolutions are implemented to harmonise the policies of our subsidiaries and maximise efficiency.

Conflict of interest

Decisions to enter into any transactions under which members of the Management Board, the Supervisory Board of Cube Transportation and the Management Board of Cube Transportation could face a conflict of interest that is of material significance to the business and/or to the relevant members of the Boards, require the approval of the Supervisory Board. The Supervisory Board is responsible for deciding on how to resolve conflicts of interest between members of the Management Board, the SLT, our shareholder and the external auditor.

During 2022, no conflicts of interest were identified.

Directors' responsibility statement

The Management Board is responsible for maintaining proper accounting records, safeguarding assets, and preventing and detecting fraud and other irregularities. Furthermore, the Management Board is responsible for the quality and completeness of publicly disclosed financial reports.

The Directors believe that they have complied with these requirements by providing adequate resources to maintain proper books and accounting records throughout the Group, including the appointment of personnel with appropriate qualifications, experience and expertise.

The most important elements of our control systems to ensure reliable consolidated financial statements are:

- A standard set of accounting and reporting principles applied throughout the Group based on our application of International Financial Reporting Standards
- Monthly reporting and financial results, through which developments are analysed, explained and linked to our risk information

- Compliance with standard accounting and reporting principles is monitored by our Financial Controllershship, Treasury & Investor Relations and Tax teams, in addition to being reviewed by the external auditors

On 30 March 2023, members of the Audit Committee conducted a meeting with Ernst & Young Accountants LLP (EY), the independent external auditors, and discussed the consolidated financial statements for 2022 and the independent auditor's assurance report that EY had issued on those financial statements. Following that discussion, the Management Board authorised the consolidated financial statements for the year 2022 for issuance.

Each member of the Management Board hereby confirms that to the best of their knowledge:

- Our financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of TIP
- Additional disclosures have been provided when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and performance

- Our annual report, taken as a whole, gives a fair, balanced and understandable view of the position at the balance sheet date, the development and performance of our business during the financial year, together with a description of the principal risks and uncertainties that TIP faces, providing appropriate information for stakeholders to assess the Group's performance, business model and strategy

Amsterdam, March 2023

Robert Alain Fast
Gerard Arjen Reinder Kraaij
Johannes Jacobus Maria van Lierop
Hiske Damhuis

Viability statement

The Management Board has assessed our prospects and ability to meet our liabilities as they fall due over the medium-term. This assessment has taken account of our current position and the principal risks we face, which are set out in the 'Managing our risk section'. This longer-term assessment process supports the statements on both viability, as set out below, and going concern included in the financial statements section of this report.

While the Management Board has no reason to believe we will not be viable over a longer period, the period over which they consider it possible to form a reasonable expectation as to our longer-term viability is the five-year period to December 2027. This aligns with the duration of the business plan prepared annually and reviewed by the Board and the long-term contractual and commercial nature of the business. In addition, we have committed and varied (type, duration and jurisdiction) borrowing facilities that are long-term in nature, providing flexible financing for our business needs. We believe this provides a reasonable degree of confidence with regards to our longer-term outlook.

We prepare an annual budget and five-year business plan. This plan considers both our cash flow and covenant projections. It is used to review funding arrangements and available liquidity based on

expected market conditions, capital expenditure plans, used fleet sales and other factors that might affect liquidity. It also takes our ability to raise finance and deploy capital into account.

The nature of our business is such that our cash flow is counter-cyclical. In times of improving and stable markets, we invest in our leasing and rental fleet, both to replace existing fleet, and to grow the overall size of the leasing and rental portfolio. This results in improving margins and profits on the one hand, but negative cash flow from operations in times of rapid growth on the other. In weak or declining markets, however, we invest less in our leasing and rental fleet and, as a result, generate significant cash flow from operations. Demand for our maintenance and repair services tends to be counter-cyclical as equipment ages across the market, helping to generate revenue and cash in a downturn. Recognising the overall cyclicity of the business, we undertake scenario planning based on the timing, severity and duration of any downturn and subsequent recovery. These scenario plans consider the impact of the economic and market cycles on revenue, margins, cash flow and overall borrowing levels.

Based on these analyses and considerations, and the Management Board's regular monitoring and review of risk management and internal

control systems, we do not believe there are any reasonably foreseeable events that would result in us not being able to meet our liabilities as they fall due that could not be mitigated through our ability to adapt our business plans.

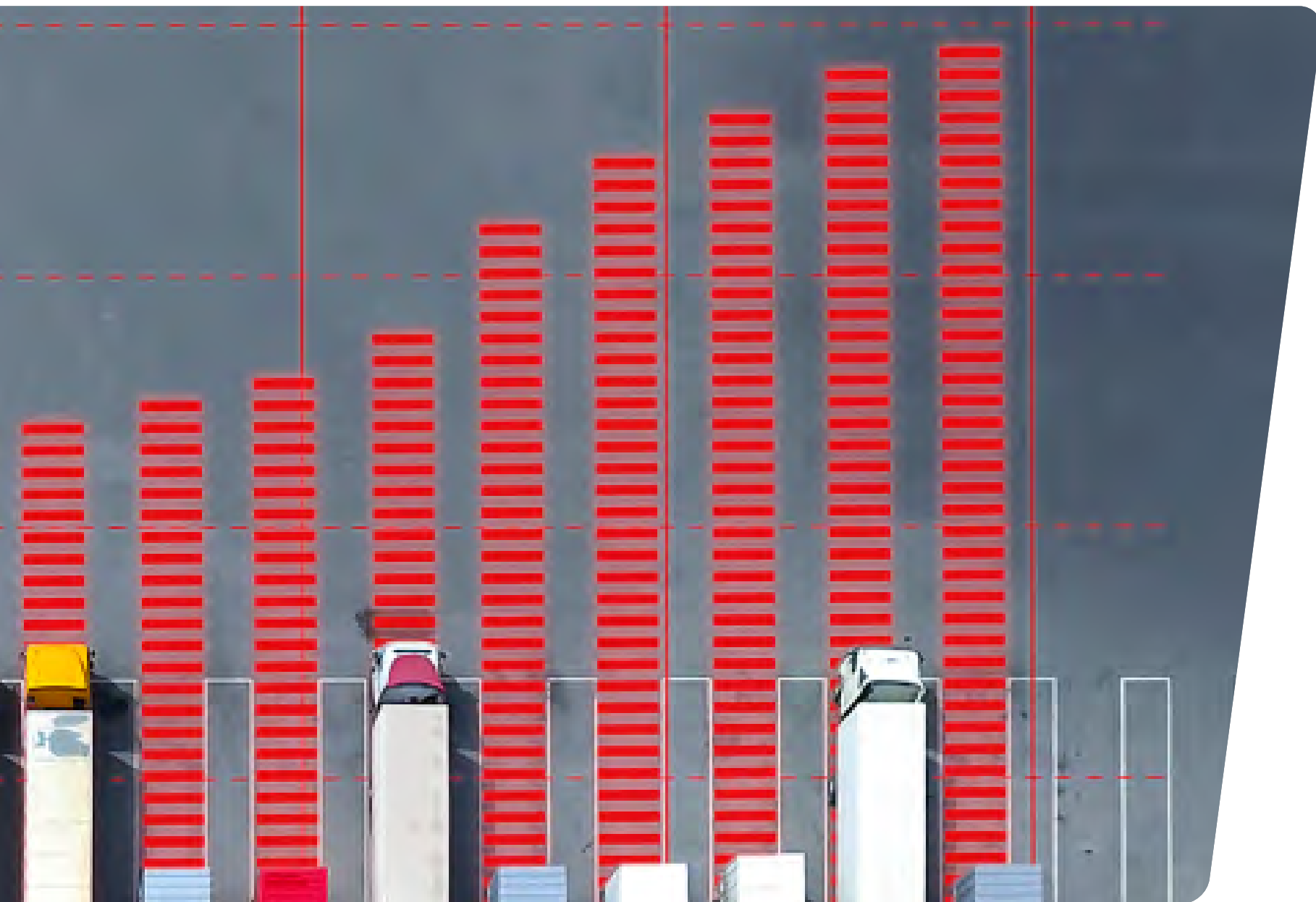
For the reasons set out above, the Management Board has a reasonable expectation that we will be able to continue in operation and meet our liabilities as they fall due over the period to December 2027.

Financial statements

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Consolidated statement of profit or loss

for the period ended 31 December

€m	Note	2022	2021
Revenue	8	1,133.6	955.4
Cost of sales	9	(805.9)	(699.5)
Expected credit losses	9	(3.4)	(2.4)
Gross profit		324.3	253.5
Administrative and other operating expenses	10	(152.5)	(135.5)
Amortisation of intangible assets	10	(10.0)	(9.1)
Exceptional administrative items	16	(3.9)	(2.9)
Operating profit		157.9	106.0
Finance income	14	6.5	0.5
Finance cost	14	(61.4)	(50.6)
Profit before taxes		103.0	55.9
Taxation	15	(21.4)	(7.2)
Net profit		81.6	48.7
Underlying operating profit¹		171.8	118.0

¹ Underlying operating profit excludes amortisation of intangible assets and exceptional items to provide a better indication of the Group's underlying business performance.

Consolidated statement of comprehensive income

for the period ended 31 December

€m	Note	2022	2021
Net profit		81.6	48.7
Foreign currency translation		(8.0)	15.8
Foreign currency translation reserve, net of tax		(8.0)	15.8
Cash flow hedge revaluation		32.9	8.2
Taxation	15.2	(7.0)	(1.7)
Cash flow hedge, net of tax		25.9	6.5
OCI to be reclassified to profit or loss in subsequent periods, net of tax		17.9	22.3
OCI for the period, net of tax		17.9	22.3
Comprehensive income/(loss) for the period, net of tax		99.5	71.0

Consolidated statement of financial position

as at 31 December

€m	Note	2022	2021
Fleet	17	2,039.1	1,783.5
Property, plant and equipment	18	199.5	204.0
Intangible assets	19	155.0	144.2
Financial assets	20	50.0	50.0
Derivatives	26	12.1	-
Deferred tax assets	21	8.8	8.5
Non-current assets		2,464.5	2,190.2
Inventories	22	32.8	17.6
Trade and other receivables	23	206.8	205.3
Financial assets	20	0.2	0.2
Derivatives	26	21.6	-
Current tax assets		1.2	0.4
Cash and equivalents	24	13.7	15.6
Current assets		276.3	239.1
Total assets		2,740.8	2,429.3
Borrowings	25	76.4	45.2
Derivatives	26	-	2.6
Provisions	27	1.7	0.8
Trade and other payables	28	221.6	207.9
Current tax liabilities		11.8	6.9
Current liabilities		311.5	263.4
Borrowings	25	1,677.6	1,536.9
Provisions	27	-	0.1
Trade and other payables	28	22.3	27.1
Deferred tax liabilities	21	91.7	84.2
Non-current liabilities		1,791.6	1,648.3
Total liabilities		2,103.1	1,911.7
Net assets		637.7	517.6
Share capital	30.1	-	-
Share premium	30.2	477.1	432.1
Retained earnings		148.7	91.5
Other reserves	30.4	11.9	(6.0)
Equity		637.7	517.6

Consolidated statement of changes in equity

for the period ended 31 December

€m	Note	Share capital	Share premium	Retained earnings	Other reserves	Equity
At 1 January 2021		-	432.1	123.9	(28.3)	527.7
Net profit		-	-	48.7	-	48.7
OCI for the period	30.4	-	-	-	22.3	22.3
Total comprehensive income		-	-	48.7	22.3	71.0
Dividends		-	-	(81.1)	-	(81.1)
At 31 December 2021		-	432.1	91.5	(6.0)	517.6
Net profit		-	-	81.6	-	81.6
OCI for the period	30.4	-	-	-	17.9	17.9
Total comprehensive income		-	-	81.6	17.9	99.5
Share premium increase	30.2	-	45.0	-	-	45.0
Dividends	30.3	-	-	(24.4)	-	(24.4)
At 31 December 2022		-	477.1	148.7	11.9	637.7

Consolidated statement of cash flows

for the period ended 31 December

€m	Note	2022	2021
Operating activities			
Profit before tax		103.0	55.9
Adjustments to reconcile profit before tax to net cash flows	a	388.3	359.8
Working capital movements	b	(7.8)	6.8
Net fleet investments	c	(459.7)	(236.3)
Net interest and tax	d	(80.8)	(70.1)
Net cash flows from/(used in) operating activities		(57.0)	116.1
Investing activities			
Business combinations (net of cash acquired)	7	(101.3)	(5.8)
Loan granted	20	-	(50.0)
Proceeds from PP&E disposal		0.4	0.4
PP&E purchases		(11.5)	(9.0)
Intangible assets purchases		(4.3)	(5.1)
Net cash flow from/(used in) investing activities		(116.7)	(69.5)
Net cash flow after investing activities		(173.7)	46.6
Financing activities			
Borrowing drawdowns		371.3	417.4
Payment of principal portion of lease liabilities		(44.8)	(44.9)
Borrowing repayments		(174.5)	(336.4)
Share premium increase	30.2	45.0	-
Dividends paid	30.3	(24.4)	(81.1)
Net cash flow from/(used in) financing activities		172.6	(45.0)
Net cash flow after investing and financing activities		(1.1)	1.6
Cash and equivalents at 1 January		15.6	13.4
Net increase/(decrease) in cash and equivalents		(1.1)	1.6
Net foreign exchange difference		(0.8)	0.6
Cash and equivalents at 31 December	24	13.7	15.6

Additional information on the consolidated statement of cash flows for the period ended 31 December

a) Adjustments to reconcile profit before tax to net cash flows

€m	Note	2022	2021
Gain on disposal of fleet		(21.7)	(12.7)
Gain on disposal of PP&E	10	(0.3)	(0.3)
(Gain)/loss on disposals		(22.0)	(13.0)
Depreciation of fleet	17	308.8	281.5
Depreciation of PP&E	18	31.6	29.7
Amortisation of intangible assets	19	10.0	9.1
Depreciation/amortisation		350.4	320.3
Finance income	14	(6.5)	(0.5)
Finance cost	14	61.4	50.6
Finance items		54.9	50.1
Other non-sale disposals related to fleet	17	4.2	2.7
Movement in provisions		0.8	(0.3)
Lease modifications		1.3	-
Accrued income on derivatives		(1.3)	-
Other non-cash adjustments		5.0	2.4
Total		388.3	359.8

b) Working capital movement

€m	Note	2022	2021
Increase/(decrease) of inventories		(15.2)	1.2
Increase/(decrease) of trade receivables		(1.5)	(50.1)
(Increase)/decrease of trade payables		8.9	55.7
Total		(7.8)	6.8

c) Net fleet investments

€m	Note	2022	2021
Proceeds from fleet sales		76.5	64.7
Fleet purchases		(530.1)	(295.9)
Fleet customisation expenditures paid	17	(6.1)	(5.1)
Net fleet investments		(459.7)	(236.3)

d) Net interest and tax

€m	Note	2022	2021
Interest received	20	1.2	0.2
Interest paid		(51.1)	(38.4)
Interest rate swaps realised loss	14	-	(4.7)
Debt issuance fee		(7.7)	(16.0)
Income tax paid		(23.2)	(11.2)
Net interest and tax		(80.8)	(70.1)

General notes

to the consolidated financial statements

1. Corporate information

The consolidated financial statements of Global TIP Holdings Two B.V. (hereafter referred to as “Company” or “Parent”) and its subsidiaries (hereafter collectively referred to as the “Group”) for the twelve months ended 31 December 2022, were authorised for issue in accordance with resolution of the Board of Directors of the Company dated 24 March 2023. Information on the Group shareholding structure is provided in note 31.

The Company is a “besloten vennootschap” (B.V.) incorporated in the Netherlands under Dutch law and domiciled in Amsterdam. Its registered office is located at “Alpha Tower”, De Entree 33, 1101 BH, Amsterdam, the Netherlands.

The immediate parent of the Company at 31 December 2022 is Cube Transportation Europe Coöperatief U.A., a cooperative with excluded liability (coöperatie met uitgesloten aansprakelijkheid) under Dutch law. Its registered office is located at “Alpha Tower”, De Entree 33, 1101 BH, Amsterdam, the Netherlands and its Dutch Trade Register number is 71576614. The ultimate parent (UP) of the Company is I Squared Global Infrastructure Fund II (“Fund II”). ISQ Global Fund II GP, LLC is the general partner who exercises the exclusive management and control decisions on behalf of Fund II. ISQ Global Fund II GP, LLC is a limited liability company incorporated and registered in Delaware, USA (reg: 6370470). Its registered address is at Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808, USA.

There is no natural person who ultimately is entitled to or controls (in each case whether directly or indirectly) more than a 25% share of the capital, profits, or voting rights of ISQ Global Fund II GP, LLC and the Company other than Mr. Sadek Wahba, Mr. Gautam Bhandari and Mr. Adil Rahmathulla who indirectly control more than 25% of the Company via their indirect interest of more than 25% in ISQ Global Fund II GP, LLC. As of the date of this report, there are no investors holding 10% or more of the economic interests in the entire Fund II structure, of which ISQ Global Fund II GP is the general partner.

I Squared Capital Advisors (US) LLC (“ISQ”) is an independent global infrastructure investment manager who provides investment advice to Fund II, its investors, and portfolio companies.

The firm targets high-quality, resilient assets in the digital infrastructure, energy, utilities, transport, and social infrastructure sectors.

ISQ is an investment adviser registered with the U.S. Securities and Exchange Commission (with SEC# 801-78269) which is headquartered in Miami, employing over 215 professionals managing 40+ platform companies across 50+ countries from its local offices in London, Hong Kong, Singapore, New Delhi, Sydney, and Taipei. The firm has over \$36 billion of assets under management, including committed capital from some of the world’s largest pension funds, sovereign wealth funds, asset managers, banks, and insurance companies from North America, Europe, Middle East, Asia, and Australia.

The principal activity of the Group is to provide leasing/rental, maintenance and repair and other value added solutions to the transportation and logistics industry.

2. Basis of preparation

a) Going concern

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as going concern in the foreseeable future.

b) Functional and presentation currency

Items included in the financial statements of each of the Group companies are measured using the currency of the primary economic environment in which each company operates (the functional currency). The consolidated financial statements of the Group are presented in euros (€) which is the functional and presentation currency of the Parent.

All values in the financial statements are rounded to the nearest hundred thousand €, except where otherwise indicated.

c) Principal accounting convention

The consolidated financial statements have been prepared under the historic cost convention as modified by the measurement at fair value of business combinations and derivatives.

d) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Parent and its subsidiaries as at 31 December 2022 and for the twelve-month period then ended.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Parent company, using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Special purpose vehicle (SPV)

An SPV is a company created to accomplish a narrow and well-defined objective, such as the securitisation of leased assets. The financial statements of a special purpose company are included in the Group's consolidated financial statements where the substance of the relationship is that the Group continues to be exposed to risks and rewards from the securitised leased assets. The Group uses a legal entity, which was incorporated specifically for the Group's securitisation transactions and is effectively controlled by the Group. This company is therefore regarded as a subsidiary and included in the consolidated financial statements of the Group.

Specifically, the Group controls a SPV if, and only if, the Group has:

- Power over the SPV (i.e. existing rights that give it the current ability to direct the relevant activities of the SPV)
- Exposure, or rights, to variable returns from its involvement with the SPV
- The ability to use its power over the SPV to affect returns

The Group refers to the borrowings in the SPV as asset backed securitisation debt (ABS).

e) Comparatives

The consolidated financial statements provide comparative information in respect of the previous period.

f) Statement of cash flows

The statement of cash flows has been drawn up in accordance with the indirect method, classifying cash flow as cash flows from operating, investing and financing activities. Changes in balance sheet items that have not resulted in cash flow have been eliminated for the purpose of preparing this statement.

g) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it fulfils one or more of the following conditions:

- Expected to be realised or intended to be sold or consumed in a normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when it fulfils one or more of the following conditions:

- Expected to be settled in a normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period even if the original term was for a period longer than twelve months
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

h) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with IFRS issued by the IASB and as adopted by European Union and part 9 of Book II of the Netherlands Civil Code.

The financial data of the Company is included in these consolidated financial statements.

3. Summary of significant accounting policies

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method, except for those combinations under common control, which are accounted for by applying predecessor accounting (“pooling of interest”).

The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date including any contingent consideration payable or receivable. Acquisition-related costs are expensed as incurred and included in the expense category consistent with the nature of the expense.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any amendments to fair values within the twelve-month timeframe from the date of acquisition will be reflected in the next year’s Annual Report as stipulated by IFRS 3.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in the profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed of in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

b) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group, and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties. The Group has concluded that it is the principal in its revenue arrangements since it is the primary obligor in the revenue arrangements, has pricing latitude, and is also exposed to inventory and credit risks.

In addition to the criteria above, the following revenue recognition criteria apply:

I) Leasing: consists of revenue from operating leases with a contractual duration of one year or more. Revenue from operating leases also includes an element related to maintenance and repair (M&R).

Operating lease revenue is accounted for on a straight-line basis over the lease term.

Leasing includes fees for cancellation of lease contracts and excess mileage. Cancellations of lease contracts are recognised at the point that the customers terminate the lease. Excess mileage is recognised once the trailer mileage is ascertained which is typically during maintenance events or at the end of the lease.

The revenue from the M&R component of the leasing contracts is recognised by reference to the cost incurred compared to the expected cost over the lifetime of the contracts. The expected M&R cost is projected based on historical M&R data per asset type, age, country and contract type.

II) Rental: consists of revenue from operating leases with a contractual duration of less than one year. Revenue from rental includes an element related to maintenance and repair. Rental revenue is accounted for on a straight-line basis over the rental term.

Rental includes fees for cancellation of rental contracts and excess mileage. Cancellations of rental contracts are recognised at the point that the customer terminates the rental. Excess mileage is recognised once the trailer mileage is ascertained which is typically during maintenance events or at the end of the rental period.

III) Damage protection: it is standard business practice for the supplier to recharge to the customer any damage to assets which occurred while the assets were in the customer's care. However, in cases where the customer buys a damage protection waiver product on top of the lease or rental, the supplier waives such recharges. This revenue is recognised on a straight-line basis over the duration of the relevant lease or rental agreement.

IV) Maintenance and repair (M&R) 3rd party: consists of revenue generated from the performance of trailer M&R services for 3rd parties. Such services are typically performed over an indeterminate number of events within a specified period of time. M&R contracted 3rd party revenue is recognised by reference to the cost incurred compared to the expected cost over the lifetime of the contracts. The expected M&R cost is projected based on historical M&R data per asset type, age, country and contract type.

Revenue from non-contracted M&R services is recognised once the relevant service is completed.

V) Other: includes transaction fees which represent commission income earned from 3rd parties for sourcing equipment, equipment funding and related services. Transaction fees are recognised once the relevant transaction is completed. Other also includes buy to sell revenue where the Group purchases assets to resell, advertising and management fees charged to affiliate companies.

Deferred revenue relates to amounts billed in advance.

VI) Lease determination: the determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases.

c) Cost of sales

The following cost recognition criteria apply:

I) Maintenance and repair (M&R) own fleet: consists of costs incurred in maintaining and repairing the Group's own fleet. These costs are recognised as M&R work is performed. Accruals are recognised for costs which have been incurred but not invoiced. M&R rebills, directly charged to the customers, are included in leasing and rental revenue.

II) Damage protection: consists of repair and damage costs incurred for trailers which are subject to damage protection contracts. Costs incurred are recognised as repair work is performed. Accruals are recognised for costs which have been incurred but not invoiced.

III) Maintenance and repair (M&R) 3rd party: consists of costs incurred in providing M&R 3rd party services. Costs incurred are recognised as M&R work is performed. Accruals are recognised for costs which have been incurred but not invoiced.

IV) Other: principally consists of buy to sell costs where the Group purchases assets to resell.

V) Expected credit losses: consists of credit loss allowance related to trade receivables.

VI) Lease in: represent costs incurred from leases (less than 12 months).

VII) Fleet customisation: costs specific for the customer's needs. These costs are capitalised and depreciated over the lease term. If a contract is terminated early then the related costs are expensed to the statement of profit or loss.

VIII) Depreciation of fleet: the equipment is depreciated to holding periods and residual values determined by the Group's Asset Management team (AMT). For details see note 3h.

d) Administrative and other operating expenses

The following cost recognition criteria apply:

- By their nature, operating expenses cannot be associated with the specific revenue items. Expenses are recognised immediately in the profit or loss when expenditure produces no future economic benefit or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the balance sheet as an asset. Expenditure is recognised when the related goods or services have been received. Accruals are recognised for all such costs which have been incurred but not invoiced.
- The Group operates a policy of charging employee benefit costs to cost of sales for workshop time spent on M&R own fleet and 3rd party equipment, customer service and checking trailers in and out. Employee benefit costs are recognised when the employee has rendered the service in exchange for those benefits.
- The Group also charges employee benefit costs for time spent on internally developed software to software capitalised/work in progress. Refer to l) Intangible assets for further details.
- The Group operates a policy of charging rental expense to cost of sales in relation to workshop rental expense (less than 12 months).

e) Foreign currency translation

Transactions and balances

The Group companies initially record transactions in foreign currencies in their respective transaction currency. They are then converted to the subsidiaries functional currency at the monthly exchange rate, determined as the spot rate at the beginning of the month.

Monetary assets and liabilities denominated in foreign currencies are retranslated at each month end to the functional currency at the exchange rate then prevailing. All differences are taken to the profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Group companies

The assets and liabilities of foreign operations are translated into € at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. All exchange differences are recorded in a foreign currency translation reserve in the consolidated statement of comprehensive income.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the monthly exchange rate applicable at the acquisition date.

f) Taxation

Taxation for the period comprises current and deferred tax. Taxation is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

The effective tax rate is subject to change as a consequence of incentive tax credits, business expenses which are not deductible for taxation, non-taxable income and irrecoverable withholding taxes which cannot be offset against other taxes due.

Current tax

Current tax is the expected taxation payable or receivable on the taxable profit for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable or receivable in respect of prior years. Current tax assets and current tax liabilities are only offset if there is a legally enforceable right to offset the recognised amounts.

Deferred tax

Deferred tax is recognised using the liability method, providing for taxable temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for tax purposes and is calculated using the enacted or substantively enacted rates that are expected to apply when the asset or liability is settled.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Future taxable profits are determined based on business plans. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when the deferred taxes relate to the same fiscal authority.

g) Exceptional items

Exceptional items are disclosed separately in the consolidated financial statements where it is necessary to provide a further understanding of the financial performance of the Group. They are items of revenue or expense which because of their size, nature or expected infrequency merit separate presentation in the consolidated statement of profit or loss. The following items are considered exceptional if and when they occur:

- Costs of significant restructuring
- External costs related to Business Transformation that cannot be capitalised
- External costs incurred associated with the acquisition and integration of newly acquired businesses
- Profits and losses on disposal, closure, exit or subsidiaries, joint ventures, associates and investments which do not form part of TIP's ongoing business activities
- Significant provisions for onerous contracts
- Significant one-off legal provisions and settlements
- Significant impairments of goodwill, property plant and equipment and fleet
- COVID-19 related expenses (e.g. cleaning, personal protection equipment).

h) Fleet

Fleet acquired is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the expense of replacing components of the fleet if the relevant recognition criteria are met. When significant components of the fleet are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All other M&R costs are recognised in the profit or loss as incurred.

The following depreciation policies apply: The equipment is depreciated to holding periods and residual values determined by the Group's AMT using internal and external data. Residual values and useful lives are reviewed periodically and adjusted prospectively, if necessary. When equipment reaches the end of the holding period, the Group will decide if the equipment should

be placed on a new lease or rental term on a straight-line basis to a revised residual value. At the end of each extended holding period the Group will once again assess whether the equipment should be further leased out or sold.

For the European market the initial holding period for new equipment ranges from 5 to 9 years, depending on the equipment type. Estimated residual values for the initial holding period for trailers range from 21% to 38% of the cost, depending on the equipment type. For trucks the estimated residual values are between 8% and 38% of the cost.

For the Canadian market the initial holding period for new equipment ranges from 10 to 15 years. Estimated residual values for the initial holding period range from 10% to 15% of the cost, depending on the equipment type.

i) Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities which represent the payment to be made for the lease obligation and right-of-use assets representing the right to use the underlying assets.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group elected to apply this policy to leases of Land and Buildings. For other asset classes, the Group separates the leasing and non-leasing components based on stand-alone prices in the event that such prices specified in the contracts.

The Group elected not to apply IFRS 16 standard to the leases of software as a service

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term or the estimated useful lives of the assets, as follows:

- Fleet 3 to 9 years
- Land and buildings 2 to 25 years
- Motor vehicles 2 to 5 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Reference is made to the accounting policy on Impairments.

Lease liabilities

Included in borrowings is the Group's funding lease book (FLB), measured at the present value of lease payments to be made over the lease term.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the

Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date in the event that the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group elected to apply the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office and IT equipment that are considered to be low value (below €5,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

j) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed financial plans, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These detailed plans generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year or another appropriate valuation technique is applied.

Impairment losses, including impairment on inventories, are recognised in the profit or loss in expense categories consistent with the nature of the impaired asset.

For assets excluding goodwill and brand name, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such

indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods. Such reversal is recognised in the profit or loss. The following assets have specific characteristics for impairment testing:

Fleet

The Group assesses annually whether there is an indication that an asset group may be impaired. The AMT determines asset groupings. If any indication exists, or when annual impairment testing for an asset group is required, the Group estimates the asset group's recoverable amount. An asset group's recoverable amount is the higher of an asset group's fair value less costs of disposal and its value in use and is determined for an asset group. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Group bases its impairment calculation on projected fleet cash flows as follows:

- Direct cash flows (revenue and direct M&R cost) are determined based on the Group's most recent financial plans and applied over the remaining holding period of the asset group.
- Cash inflows arising from the disposal of the asset at the end of its holding period are based on estimated residual values.

Impairment losses are recognised in the profit or loss. In determining fair value less costs of disposal, recent market transactions are taken into account.

k) Property, plant and equipment (PP&E)

PP&E is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the PP&E and borrowing costs for long-term construction projects, if the recognition criteria are met. When significant parts of PP&E are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is charged through the profit or loss. PP&E is depreciated over its estimated useful life to an estimated residual value on a straight-line basis on the following parameters:

Categories	Useful life (years)
Land	Indefinite
Rental equipment	3-16
Buildings and structures	up to 50
Leasehold improvements	Over the expected lease term
Other	3 to 5

Residual values and useful lives are reviewed periodically and adjusted prospectively if necessary.

The Group sells PP&E, which has either reached the end of its useful life or when the Group exits a location, to 3rd parties in the ordinary course of business. Revenue is recognised when the control of the asset has been transferred to the buyer, which usually coincides with the receipt of cash. Book value of the assets sold and any costs directly associated with the sale are recorded at the same time. Sales invoices are typically issued to coincide with cash receipts. Therefore at the end of each accounting period, there are no trade receivables relating to PP&E sales on the balance sheet.

l) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets are capitalised if they meet the recognition criteria of IAS 38.

The useful lives of intangible assets are assessed as either definite or indefinite.

Intangible assets with definite lives are amortised to a residual value of zero over the useful economic life on a straight-line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a definite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense of intangible assets with definite lives is recognised in the profit or loss in the expense category consistent with the nature of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the CGU defined level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to definite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss when the asset is derecognised.

Capitalised software development costs

Capitalised software relates to purchased software from 3rd parties and internally developed software for use by the Group. Costs of research activities undertaken to gain new technical knowledge and understanding are recognised in the profit or loss as incurred. Costs to develop software are recognised as an asset when the Group can demonstrate its intention and ability to complete the development and use of the software in a manner that will generate future economic benefits and can measure the costs to complete the development. The capitalised cost of internally developed software includes all costs directly attributable to developing software and are amortised over its useful life. Capitalised internally developed and externally purchased software are measured at cost less accumulated amortisation and accumulated impairment, if any.

Subsequent costs on software assets are capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

Intangible assets are amortised as follows:

Categories	Useful life (years)	Amortisation method used	Internally generated or acquired
Goodwill	Indefinite	Not applicable	Acquired
Brand name	Indefinite	Not applicable	Acquired
Customer lists	4-17	Straight line	Acquired
Software	3-7	Straight line	Acquired/internal

m) Inventories

Fleet/Buy to sell

Fleet and Buy to sell inventories are carried at the lower of cost or net realisable value and are intended to be sold within one year. The cost of inventories if it is related to owned units is the current net book value of fleet transferred to inventories and is determined for each item individually while for units acquired with the intention to be sold, the cost of inventory is the

purchase price. The net realisable value is periodically reassessed for all units that have been held for sale for six months or more and adjusted if necessary.

Sales of inventories are recognised when the significant risks and rewards of ownership have been transferred to the buyer, usually upon payment. Book value of the units sold and any costs directly associated with the sale are recorded at the same time. The revenue and the related book value are recognised as revenue from the disposal of fleet and cost of disposed fleet respectively in the profit or loss. Sales invoices are typically issued to coincide with receipt of payment. Therefore at the end of each accounting period, there are no trade receivables relating to fleet sales on the balance sheet.

Parts

Parts are stated at the lower of cost and net realisable value. The costs of individual parts are determined using weighted average costs. Costs of parts are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Parts are stated net of any provision for obsolete or slow moving items.

n) Cash and equivalents

Cash and short-term deposits on the balance sheet comprise of cash at banks, restricted cash at banks and on hand and short-term deposits with a maturity of three months or less. Cash is recognised and subsequently measured at amortised cost.

Cash restricted for specific purposes in escrow accounts, if material, is included in other financial assets on the balance sheet.

For the purpose of the consolidated statement of cash flows, cash and equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

o) Financial instruments

l) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through the profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

This category generally applies to loans receivable, trade and other receivables and cash restricted in escrow accounts.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised i.e. removed from the Group's balance sheet, when either:

- The rights to receive cash flows from the asset have expired.
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a 3rd party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next twelve-months (a 12-month ECL). For those credit

exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (including future expected credit losses). The present value of the estimated future cash flows is discounted at the financial asset's original EIR.

For trade receivables the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the expected credit loss. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

II) Borrowings and trade payables

Initial recognition and measurement

Borrowings and trade payables are recognised at fair value, net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, the borrowings and trade payables are measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses

are recognised in the profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as a finance cost in the profit or loss.

Derecognition

Borrowings and trade payables are derecognised when the obligation under the liability is discharged, cancelled, or expired. When an existing borrowing or trade payable is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the profit or loss.

III) Derivatives

Initial recognition and subsequent measurement

The Group uses derivatives, principally interest rate swaps, to hedge its interest rate risks. Such derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as derivative assets when the fair value is positive and as derivative liabilities when the fair value is negative.

For the purpose of hedge accounting, interest rate swaps are classified as cash flow hedges, which hedge the exposure to variability in cash flows that is attributable to an interest rate risk associated with borrowings.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the profit or loss when the hedged item is no longer effective.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship (between the interest rate swaps and borrowings) to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is ‘an economic relationship’ between the hedged item and the hedging instrument.
- The effect of credit risk does not ‘dominate the value changes’ that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet the strict criteria for hedge accounting are accounted for as follows:

- The effective portion of the gain or loss on the cash flow hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in profit or loss as gain/(loss) from derivatives.
- Interest payments in respect of the cash flow hedging instruments are recognised in the profit or loss as finance income or finance cost as appropriate.

Derecognition

Amounts recognised in OCI are transferred to the profit or loss when the hedged transaction is no longer effective, such as when the hedged financial income or financial expense is recognised.

If the hedging instrument expires, is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI is charged to the profit or loss over the remaining term of the instrument, if any.

p) Fair value measurement

The Group measures derivatives at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

q) Provisions

Provisions are recognised when:

- The Group has a present obligation (legal or constructive) as a result of a past event
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and
- A reliable estimate can be made of the amount of the obligation

In addition to the criteria above, the following policies apply:

Restructuring provision

Restructuring provisions are recognised when:

- there is a detailed formal plan that identified the business or part of the business concerned, the location and number of employees affected, the detailed estimate of the associated costs, and the timeline; and
- the employees affected have been notified of the plan's main features.

r) Pension obligations

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

Defined benefit plans are post-employment benefit plans other than defined contribution plans.

The Group is operating defined contribution plans in: the United Kingdom, Ireland, Italy, Spain, Denmark, Finland, Norway, Sweden, Belgium, the Netherlands and Canada. The yearly contribution is usually a percentage of pay and may be further dependent on one or more factors such as age and years of service. The contribution paid by the Group is charged to the profit or loss.

In France, Germany, Switzerland, Austria, Poland, Czech Republic and Romania the Group contributes to pensions through the state social security system. These contributions paid by the Group are charged to the profit or loss.

The Group has no significant defined benefit plans or related obligations.

s) Cash dividend and non-cash distribution to equity holders of the Parent

The Company recognises a liability to make cash or non-cash distributions to the equity holder of the Parent when the distribution is no longer at the discretion of the Company. As per the laws of the Netherlands, a distribution is duly authorised when the general meeting of shareholders of the Company approves it.

A corresponding amount is recognised directly in equity. Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the profit or loss.

t) New standards, amendments and interpretations

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2022 (unless otherwise stated). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Onerous Contracts - Costs of Fulfilling a Contract - Amendments to IAS 37

An onerous contract is a contract under which the unavoidable cost of meeting the obligations under the contract (i.e., the costs that the Group cannot avoid because it has the contract) exceeds the economic benefits expected to be received under it.

The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The Group applied the amendments to the contracts for which it had not fulfilled all of its obligations at the beginning of the reporting period.

These amendments had no impact on the consolidated financial statements of the Group as the Group had not identified any contracts as being onerous.

Reference to the Conceptual Framework - Amendments to IFRS 3

The amendments replace a reference to a previous version of the IASB's Conceptual Framework with a reference to the current version issued in March 2018 without significantly changing its requirements.

The amendments add an exception to the recognition principle of IFRS 3 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

In accordance with the transitional provisions, the Group applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

These amendments had no impact on the consolidated financial statements of the Group as there were no contingent assets, liabilities or contingent liabilities within the scope of these amendments that arose during the period.

Property, Plant and Equipment: Proceeds before Intended Use - Amendments to IAS 16 Leases

The amendment prohibits entities from deducting from the cost of an item of property, plant and equipment, any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

In accordance with the transitional provisions, the Group applies the amendments retrospectively only to items of PP&E made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment (the date of initial application).

These amendments had no impact on the consolidated financial statements of the Group as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

IFRS 9 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. There is no similar amendment proposed for IAS 39 Financial Instruments: Recognition and Measurement.

In accordance with the transitional provisions, the Group applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment (the date of initial application). These amendments had no impact on the consolidated financial statements of the Group as there were no modifications of the Group's financial instruments during the period.

4. Significant accounting judgments, estimates and assumptions

The preparation of the Group's consolidated financial statements requires the Management to make judgments, estimates and assumptions that affect the reported amounts of revenues, costs, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, the Management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

a) Business combinations

The EMT applied the following key judgements in respect of the treatment of various acquisitions:

- Identification of a business combination: these acquisitions included assets under lease contracts and associated working capital (inputs), as well as the workforce and operations (processes) generating revenues (outputs) from these businesses; therefore these acquisitions of assets and operations are treated as business combinations rather than standalone asset purchases
- Identification of the acquirer: for each acquisition, an existing Group entity was identified as the acquirer, and it is treated as the acquirer which obtains control of the acquisition.

b) Lease classification

The lease classification is determined on a contract-by-contract basis, taking into consideration the substance of the transaction and the specific details of each lease contract. The key factor is whether or not substantially all of the risks and rewards incidental to ownership are transferred. Various criteria are used to determine the lease classification of which the most important are:

- Whether the lease transfers ownership of the equipment to the customer by the end of the lease term
- Whether the customer has the option to purchase the equipment at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that, at the inception of the lease, it is reasonably certain that the option will be exercised (frequently called a 'bargain purchase' option)
- Whether the lease term is for the major part of the equipment's economic life even if the title is not transferred
- Whether at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased equipment
- Whether the leased equipment is of a specialised nature such that only the customer can use them without major modifications being made

Based on the above criteria, the Group's lease contracts are accounted for as operating leases.

c) SPV for ABS funding

Determining whether the Group has control of an entity is generally straightforward based on ownership of the majority of the voting capital. However, in certain instances this determination will involve significant judgment, particularly in the case of structured entities where voting rights are often not the determining factor in decisions over the relevant activities. This judgment may involve assessing the purpose and design of the entity. It will also often be necessary to consider whether the Group or another involved party with power over the relevant activities, is acting as a principal in its own right or as an agent on behalf of others.

d) Taxation

The Group is subject to corporate tax in numerous jurisdictions. Estimates, when significant, are required in determining the Group provision for current and deferred tax positions. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact current and deferred tax provisions in the period in which such determination is made.

When the Group estimates the extent to which the deferred tax assets and liabilities should be recognised, the principal area of judgement is the business plan.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

e) Determining the lease term and the discounting rate

Judgements include considerations of inputs such as likelihood of extension or early termination options, included in the lease agreements, to be exercised. Changes in assumptions about these factors could affect the reported fair value of lease liabilities.

Identifying the appropriate rate to discount the lease payments may involve significant judgement.

Determining whether it is reasonably certain that an extension or termination option will be exercised for a lease contract may involve judgement.

Estimates and assumptions

The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

The key assumptions concerning the future and other key sources of estimation of uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are described below:

a) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal or its value in use. The fair value less costs of disposal calculation is based on available data from sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the detailed financial plan for the next five years and do not include restructuring activities that the Group

is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash inflows and the growth rate or other valuation technique used for extrapolation purposes.

b) Fair value measurement of derivatives

When the fair values of derivatives recorded on the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including DCF models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values.

Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value derivatives.

c) Fair valuation of acquired net assets

Business combinations are accounted for using the acquisition method of accounting. In the course of initial consolidation, the identifiable assets, liabilities, and contingent liabilities of the acquiree are recognised at fair value.

5. Standards effective

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable when they become effective.

IFRS 17 Insurance contracts

In May 2017, the IASB issued IFRS 17 Insurance Contracts, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. IFRS 17 is effective for reporting periods beginning on or after 1 January 2023.

As the Group does not engage in insurance activities, the new standard will have no impact on the Group's financial reporting.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively.

The Group is currently assessing the impact the amendments will have on current practice.

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for

entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

The amendments are not expected to have a material impact on the Group's financial statements.

Definition of Accounting Estimates - Amendments to IAS 8

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Group's financial statements.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

In May 2021, the Board issued amendments to IAS 12, which narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations.

The amendments are not expected to have a material impact on the Group's financial statements.

6. Capital management

The Group's objective is to maintain a balance sheet structure that is efficient in terms of providing long-term returns to shareholders and safeguards the Group's balance sheet through economic cycles. For the purpose of capital management, capital includes issued capital, share premium and all other financial reserves.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets the financial covenants attached to its borrowings. Should a potential breach of any of the financial covenants occur, the Group aims to proactively take all reasonable steps to prevent or remedy the situation, always in open and close communication with the Group's banking partners and investors. The table below shows the financial covenants related to the Group's principal borrowings under its revolving credit facility (RCF):

Covenants	2022	2021
Interest cover	3.2x	2.6x
Solvency	20%	17%
Loan to value	87%	90%

The interest cover and solvency covenants also apply to the Group's ABS facilities. There have been no breaches in the financial covenants of any borrowings in the current and comparative periods.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of its financial covenants. To maintain or adjust the capital structure, the Group may issue new shares and monitors capital using a gearing ratio, which is net borrowings divided by total equity plus net borrowings.

€m	Note	2022	2021
Gross borrowings after foreign exchange	25	1,770.1	1,601.3
Less: cash and equivalents	24	(13.7)	(15.6)
Net borrowings		1,756.4	1,585.7
Equity		637.7	517.6
Capital and net borrowings		2,394.1	2,103.3
Gearing ratio		73%	75%

7. Business combinations

Acquisition of Ryder Limited

On 1 June 2022, TIP Trailer Services UK Limited acquired the trailer leasing and maintenance business of Ryder Limited, located in Lichfield (north of Birmingham) in the UK.

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Ryder Limited as at the date of acquisition were:

€m	1 June 2022
Fleet	81.7
PP&E	1.9
Intangible assets	4.5
Assets	88.1
Borrowings	0.9
Deferred tax liabilities	1.7
Trade and other payables	2.4
Provision	2.5
Liabilities	7.5
Total identifiable net assets acquired	80.6
Goodwill	1.4
Total consideration	82.0

Fleet

In line with the fair value requirements in IFRS 3 the fair value of the fleet has been determined using an income approach, converting the asset values and the future amounts derived from the associated lease contracts to a single present value. A team of internal experts determined that at the date of acquisition the fair value of fleet amounted to €81.7m.

PP&E

In line with the fair value requirements in IFRS 3 the fair value of PP&E has been determined using a market approach. At the date of acquisition the fair value of PP&E amounts to €1.9m.

The right-of-use asset is measured at an amount equal to the recognised liability, adjusted to reflect the favourable or unfavourable terms of the lease, relative to market terms.

The Group does not recognise any right-of-use assets and lease liabilities for leases with lease terms which end within 12 months of the acquisition date and leases for low-value assets.

Deferred tax

In line with the requirements of IFRS 3 the deferred taxes have been determined in accordance with the Group's policy for the recognition of deferred taxes where deferred tax assets have been assessed against the forecasted taxable earnings. These assets and liabilities reflect in full the tax impact of all other fair value adjustments. The Group determined that the value of the Group's deferred tax balance amounted to a net value of €1.7m of deferred tax liability.

The deferred changes mainly comprise the tax effect of valuation of non-current assets.

Provision

In line with IFRS 3 the Group has determined in accordance with the Group's policy the recognition of provision relating to expected costs of Ryder's logos removals from trucks and trailers to be incurred as part of Group's contractual obligations. At the date of acquisition this provision amounted to €2.5m.

Other acquisitions

Apart from Ryder Limited described above, the Group acquired the following businesses during 2022: Nexttrailer Rent S.L., Sofrep SAS and Sofral SAS. The acquisition of Sofrep SAS and Sofral SAS completed in November 2022 and, as such, it has not yet been feasible to finalise the assignment of fair values fleet. The initial assignment of fair values to fleet acquired has been performed on a provisional basis in respect of the timing of closure of this transaction. Other business combinations completed during the period were not considered sufficiently material to warrant separate disclosure and are included in the table below.

€m	2022	2021
Fleet	27.1	22.7
PP&E	3.5	0.3
Intangible assets	3.5	3.0
Deferred tax assets	0.3	3.3
Inventories	1.3	0.3
Trade and other receivables	1.4	1.0
Cash and equivalents	0.9	5.3
Assets	38.0	35.9
Borrowings	13.4	19.0
Deferred tax liabilities	3.7	4.9
Trade and other payables	2.8	3.2
Current tax liabilities	0.1	-
Liabilities	20.0	27.1
Total identifiable net assets acquired	18.0	8.8
Goodwill	6.6	2.3
Total consideration	24.6	11.1
Net cash flow used in business combinations	2022	2021
Cash consideration	106.6	11.1
Less: net cash acquired	(0.9)	(5.3)
Less: deferred consideration	(4.4)	-
Total	101.3	5.8

Goodwill

The principal factor contributing to the recognition of the goodwill on business combinations is the realisation of cost savings, other synergies and ability to redeploy assets within existing entities in the Group and which do not qualify for separate recognition as intangible assets.

Revenue and operating profit or loss related to business combinations

The amount of revenue and operating profit of the acquirees, since the date of control, included in the Group's profit or loss were as follows:

€m	2022	2021
Revenue	33.6	2.3
Operating profit	0.3	0.1

Specific notes

8. Revenue

€m	2022	2021
Leasing	590.8	478.5
Rental	258.2	243.5
Damage protection	37.9	30.8
Leasing and rental	886.9	752.8
M&R 3rd party	145.5	121.9
Fleet sales	76.5	64.7
Other	24.7	16.0
Total	1,133.6	955.4

Included in leasing and rental is revenue attributable to maintaining the equipment as follows:

€m	2022	2021
Embedded maintenance revenue	326.6	262.5

9. Cost of sales

€m	Note	2022	2021
M&R own fleet		300.6	250.0
Damage protection		18.4	15.7
Leasing and rental variable		319.0	265.7
M&R 3rd party		108.8	90.6
Fleet sales		54.8	52.0
Other		14.0	8.4
Variable		496.6	416.7
Expected credit losses		3.4	2.4
Total variable		500.0	419.1
Depreciation of fleet	17	308.8	281.5
Lease in - low value assets		0.5	1.3
Total fixed		309.3	282.8
Total		809.3	701.9

10. Administrative, other operating expenses and amortisation of intangible assets

€m	Note	2022	2021
Employee benefit expenses	11	66.7	61.6
Outside service fees	12	30.6	26.8
Travel and living		7.2	3.3
Other facilities		9.2	8.3
Office expenses		3.3	3.3
Sales promotion		2.0	1.7
Other expenses		2.2	1.1
Other operating expenses		54.5	44.5
Depreciation of PP&E	18	31.6	29.7
(Gain)/loss on disposal of PP&E		(0.3)	(0.3)
Total excluding exceptional		152.5	135.5
Exceptional items	16	3.9	2.9
Total		156.4	138.4
Amortisation of intangible assets	19	10.0	9.1

11. Employee benefits expense

€m	Note	2022	2021
Wages and salaries		142.4	127.1
Social security		24.2	21.2
Pension		8.8	8.5
Other		2.6	1.3
Compensation and benefits		178.0	158.1
Included in contribution/cost of sales		(111.1)	(96.2)
Included in software (capitalised/work in progress)		(0.2)	(0.3)
Employee benefit expenses	10	66.7	61.6
Wages and salaries		52.2	49.8
Social security		9.0	7.7
Pension		3.6	3.6
Other		1.9	0.5
Total	10	66.7	61.6
Average headcount¹		2,869	2,721

¹ The headcount is a monthly average throughout the period.

The employee benefits expense of €111.1m (2021: €96.2m) included in cost of sales contain €90.0m (2021: €77.0m) of wages and salaries, €15.2m (2021: €13.5m) of social security, €5.2m (2021: €4.9m) of pension and €0.7m (2021: €0.8m) of other salary related expenses.

12. Outside service fees

€m	Note	2022	2021
IT services		15.0	13.4
Legal		3.4	3.3
Audit and accounting advisory fees	13	1.8	2.1
HR Services		2.6	1.9
Temporary staff		0.7	1.4
Business process outsourcing		1.2	1.1
Consultancy		3.1	1.1
Banking services		0.9	0.5
Other		1.9	2.0
Total	10	30.6	26.8

13. Audit and accounting advisory fees

€m	Note	2022	2021
Fees to Group auditor for audit of Group's annual financial statements		0.3	0.4
Fees to auditors for audit of subsidiaries pursuant to legislation		0.6	1.0
Audit fees¹		0.9	1.4
Tax services		0.2	0.2
Non-audit fees Group auditor¹		0.2	0.2
Other services		0.7	0.5
Fees paid to other accounting/audit firms		0.7	0.5
Total	12	1.8	2.1

¹ Audit and other services were mainly provided by Ernst & Young Accountants LLP (EY). Tax services were provided by other entities of the EY group. Non-audit services provided by the Group auditor are within the permitted services allowed under ViO independence guidance.

14. Finance result

€m	2022	2021
Interest income	1.2	0.5
Interest	(51.5)	(37.1)
Commitment fees	(2.0)	(1.5)
Amortisation of deferred fees	(7.9)	(7.2)
Funding related finance cost	(61.4)	(45.8)
Foreign exchange losses	2.2	(0.4)
Finance cost before derivatives	(59.2)	(46.2)
Interest rate swap realised loss	1.3	(4.7)
Interest rate swaps fair market value loss	1.8	0.3
Derivatives	3.1	(4.4)
Total	(54.9)	(50.1)

Funding related costs occur on borrowings as set out in note 25. Interest expense includes €7.2m (2021: €7.7m) of interest expenses related to lease liabilities.

The Group regularly enters into floating to fixed swaps to hedge interest rates on its RCF facility. The hedges qualify for hedge accounting, hence movements in fair market value have been reported in other reserves (please refer to note 30 for further details).

15. Taxation

15.1 Taxation for the period

The major components are as follows:

€m	Note	2022	2021
Current taxation for the period		26.4	11.8
Adjustment to prior periods		(0.1)	(0.3)
Current tax		26.3	11.5
Changes in tax rates	21.1	(1.5)	1.4
Deferred taxation for the period	21.1	(2.5)	(5.1)
Adjustment to prior periods	21.1	(0.9)	(0.6)
Deferred tax		(4.9)	(4.3)
Taxation		21.4	7.2

Effective tax rate (ETR) reconciliation

In the tables below, the reconciliation between the statutory tax rate in the Netherlands and the ETR for the Group is shown:

	Total	
2022	€m	%
Profit before taxes	103.0	
Dutch statutory tax	(26.6)	25.8%
Effect of tax rates in foreign jurisdictions	0.5	(0.5%)
Non-deductible expenses	(1.0)	1.0%
Change in tax rates	1.5	(1.5%)
Release of DTA provision	3.2	(3.1%)
Adjustment to prior periods	0.9	(0.9%)
Taxation and ETR	(21.5)	20.9%
	Total	
2021	€m	%
Profit before taxes	55.9	
Dutch statutory tax	(13.9)	25.0%
Effect of tax rates in foreign jurisdictions	1.1	(2.0%)
Non-deductible expenses	(0.5)	1.0%
Change in tax rates	(1.4)	3.0%
Release of DTA provision	6.9	(12.0%)
Adjustment to prior periods	0.6	(1.0%)
Taxation and ETR	(7.2)	14.0%

The Group's operations are subject to corporate tax in various countries.

Excluding certain tax incentives, the statutory tax rates vary from 12.5% to 31.2%.

The difference between the Dutch statutory corporate tax rate and the ETR for the Group is mainly due to the effect of varying tax rates across the countries in which the Group operates, non-deductible expenses, tax benefits following country tax legislation, prior period adjustment results from the adjustment of tax positions, the enacted and substantially enacted change in tax rates in the Netherlands, France and the United Kingdom for current and future years. The change in deferred taxes relates to the release of provisions for deferred tax assets as a result of updated business plans.

15.2 Deferred tax recognised in OCI during the period

€m	Note	2022	2021
Cash flow hedge	21.1	(7.0)	(1.7)
Deferred tax effect charge in OCI		(7.0)	(1.7)

Generally no capital gains or income tax is applied to foreign subsidiaries or investments of the Dutch holding company. Hence no deferred tax is provided on the foreign currency translation reserve.

16. Exceptional items

The Group recognised exceptional items in the profit or loss made up as follows:

€m	Note	2022	2021
Restructuring costs		(1.4)	(0.8)
Other operational items	a	(2.5)	(2.1)
Administrative items	10	(3.9)	(2.9)
Total		(3.9)	(2.9)

Exceptional items are income and expenses arising from events or transactions which belong to the ordinary activities, but on the basis of the nature, the size or the incidental character are disclosed separately for the purpose of providing a good insight into the result from and development in the ordinary activities of the Group.

a) Other operational items:

€m	2022	2021
Integration	(2.0)	(1.0)
Business transformation	(0.5)	(0.6)
COVID-19	-	(0.5)
Total	(2.5)	(2.1)

The current year integration expenses mostly relate to the integration of Nextrailer Rent SL, Sofral SAS and Sofrep SAS, which were acquired during 2022. The 2021 integration cost are related to two major acquisitions performed in December 2019. COVID-19 costs mainly related to special pays to mechanics, special cleaning of workshops and offices and costs of setting up the IT for working from home for the employees. Business transformation expenses concern non-capitalisable costs related to the implementation of a new ERP software.

17. Fleet

€m	Note	Cost	Depreciation	Total
At 1 January 2021		2,467.6	(723.9)	1,743.7
Additions		306.3	-	306.3
Fleet customisation		5.1	-	5.1
Business combinations	7	22.7	-	22.7
Depreciation	9	-	(281.5)	(281.5)
Disposals		(92.5)	45.0	(47.5)
Non-sale disposals		(5.3)	2.6	(2.7)
Transferred to inventories	22	(16.2)	10.1	(6.1)
Foreign exchange movements		60.4	(16.9)	43.5
At 31 December 2021		2,748.1	(964.6)	1,783.5
Additions		552.1	-	552.1
Fleet customisation		6.1	-	6.1
Business combinations		108.8	-	108.8
Depreciation	9	-	(308.8)	(308.8)
Disposals		(97.5)	55.4	(42.1)
Non-sale disposals		(8.1)	3.9	(4.2)
Transferred to inventories	22	(52.8)	31.6	(21.2)
Foreign exchange movements		(55.4)	20.3	(35.1)
At 31 December 2022		3,201.3	(1,162.2)	2,039.1

The majority of the Group's fleet is pledged as collateral with respect to borrowings. Please refer to commitments and contingencies disclosed in note 33.

In 2022, the Group further harmonized the calculation method for estimating the residual values of its fleet across regions, which had a positive impact on 2022 depreciation expenses of approximately €7.5m.

17.1 Right of use fleet

Included in fleet are right of use assets:

€m	Cost	Depreciation	Total
At 1 January 2021	173.7	(78.3)	95.4
Additions	12.0	-	12.0
Business combinations	13.1	-	13.1
Depreciation	-	(18.4)	(18.4)
Non-sale disposals	(0.9)	0.8	(0.1)
Transferred to fleet	(23.0)	14.0	(9.0)
Foreign exchange movements	6.4	(1.9)	4.5
At 31 December 2021	181.3	(83.8)	97.5
Additions	22.0	-	22.0
Business combinations	10.0	-	10.0
Depreciation	-	(23.1)	(23.1)
Non-sale disposals	(0.3)	0.1	(0.2)
Transferred to fleet	(9.8)	6.2	(3.6)
Foreign exchange movements	(5.4)	2.3	(3.1)
At 31 December 2022	197.8	(98.3)	99.5

Fleet risks

The Group manages fleet risks in three main categories:

- 1. Residual value risk:** is the risk of losses from a decline of the fair value of the equipment below its estimated residual value at the end of the lease contract. The residual value committee is the body responsible for minimising the risk of these losses and approves the annual residual value review. The annual residual value review committee tests residual value by asset type based on historical performance, the current state of portfolio and market data.
- 2. Impairment risk:** the Finance and Asset Management teams are responsible for the annual impairment test. The results of the test are reviewed by a management committee. The annual impairment test is performed in line with the policy described in the note 3j, and as a result, no impairment was required to be recognised for the period.

- 3. Operational and concentration risk:** the Group purchases trailer types across the full spectrum of offerings to maintain an optimal fleet mix, and rigorous reviews of non-standard asset types are undertaken to support resale alternatives at the end of the trailer life cycle. The Asset Management team ensures optimal utilisation of the fleet through centrally co-ordinating the potential redeployment of assets across separate geographies within the Group's operating platform. The available fleet is reviewed monthly, and the Chief Commercial Officer and the Chief Remarketing Officer decide on redeployment or exit strategies. In addition, the Operations team performs weekly/monthly physical stocktake, and a full asset stocktake is performed bi-annually.

18. Property, plant and equipment (PP&E)

Cost

€m	Land	Buildings and structures	Leasehold improvements	Other ¹	Total
At 1 January 2021	48.5	233.8	7.1	28.6	318.0
Additions	-	15.4	0.3	3.3	19.0
Business combinations	-	0.3	-	-	0.3
Disposals	-	0.2	(0.1)	(0.3)	(0.2)
Non-sale disposals	-	(3.4)	-	(0.2)	(3.6)
Foreign exchange movements	0.8	5.4	0.2	0.6	7.0
At 31 December 2021	49.3	251.7	7.5	32.0	340.5
Additions	-	20.5	0.7	4.4	25.6
Business combinations	-	5.4	-	-	5.4
Lease modifications/remeasurements	-	(1.3)	-	-	(1.3)
Disposals	-	(0.2)	-	(1.9)	(2.1)
Non-sale disposals	-	(2.8)	-	(0.1)	(2.9)
Foreign exchange movements	(0.6)	(2.2)	(0.1)	(0.3)	(3.2)
At 31 December 2022	48.7	271.1	8.1	34.1	362.0

¹ Other includes motor vehicles and IT equipment.

Depreciation

€m	Note	Land	Buildings and structures	Leasehold improvements	Other ¹	Total
At 1 January 2021		-	(84.2)	(4.1)	(18.0)	(106.3)
Charge for the period	10	-	(24.7)	(0.7)	(4.3)	(29.7)
Disposals		-	(0.3)	-	0.2	(0.1)
Non-sale disposals		-	1.4	-	0.1	1.5
Foreign exchange movements		-	(1.4)	(0.1)	(0.4)	(1.9)
At 31 December 2021		-	(109.2)	(4.9)	(22.4)	(136.5)
Charge for the period	10	-	(25.8)	(0.8)	(5.0)	(31.6)
Disposals		-	0.2	-	1.9	2.1
Non-sale disposals		-	1.9	-	0.1	2.0
Foreign exchange movements		-	1.1	0.1	0.3	1.5
At 31 December 2022		-	(131.8)	(5.6)	(25.1)	(162.5)

Net book value at 31 December

€m	Land	Buildings and structures	Leasehold improvements	Other ¹	Total
2021	49.3	142.4	2.6	9.6	204.0
2022	48.7	139.3	2.5	9.0	199.5

¹ Other includes motor vehicles and IT equipment.

18.1 Right of use PP&E

Included in PP&E are right of use assets:

Cost

€m	Land	Buildings and structures	Leasehold improvements	Other ¹	Total
At 1 January 2021	-	153.8	-	11.3	165.1
Additions	-	8.3	-	1.7	10.0
Business combinations	-	0.1	-	-	0.1
Non-sale disposals	-	(3.4)	-	(0.2)	(3.6)
Foreign exchange movements	-	4.6	-	0.1	4.7
At 31 December 2021	-	163.4	-	12.9	176.3
Additions	-	11.5	-	2.6	14.1
Business combinations	-	5.2	-	-	5.2
Lease modifications/remeasurements	-	(1.3)	-	-	(1.3)
Non-sale disposals	-	(2.8)	-	(0.1)	(2.9)
Foreign exchange movements	-	(1.7)	-	(0.1)	(1.8)
At 31 December 2022	-	174.3	-	15.3	189.6

Depreciation

€m	Land	Buildings and structures	Leasehold improvements	Other ¹	Total
At 1 January 2021	-	(60.4)	-	(7.6)	(68.0)
Charge for the period	-	(18.7)	-	(1.9)	(20.6)
Non-sale disposals	-	1.4	-	0.1	1.5
Foreign exchange movements	-	(1.3)	-	0.1	(1.2)
At 31 December 2021	-	(79.0)	-	(9.3)	(88.3)
Charge for the period	-	(20.0)	-	(2.1)	(22.1)
Non-sale disposals	-	1.9	-	0.1	2.0
Foreign exchange movements	-	1.0	-	-	1.0
At 31 December 2022	-	(96.1)	-	(11.3)	(107.4)

Net book value at 31 December

€m	Land	Buildings and structures	Leasehold improvements	Other ¹	Total
2021	-	84.4	-	3.6	88.0
2022	-	78.2	-	4.0	82.2

¹ Other includes motor vehicles and IT equipment.

The Group does not have sufficient data to allocate right of use assets between land and buildings and structures. Therefore, the whole amount has been included in buildings and structures.

19. Intangible assets

Cost

€m	Goodwill	Brand name	Customer lists	Software	Total
At 1 January 2021	58.4	29.5	59.2	25.1	172.2
Additions	-	-	-	5.1	5.1
Business combinations	2.3	-	3.0	-	5.3
Foreign exchange movements	4.0	-	2.7	-	6.7
At 31 December 2021	64.7	29.5	64.9	30.2	189.3
Additions	-	-	-	4.3	4.3
Business combinations	8.0	-	8.0	-	16.0
Foreign exchange movements	(0.1)	-	0.2	-	0.1
At 31 December 2022	72.6	29.5	73.1	34.5	209.7

Amortisation

€m	Goodwill	Brand name	Customer lists	Software	Total
At 1 January 2021	-	-	(20.5)	(14.9)	(35.4)
Charge for the period	-	-	(4.9)	(4.2)	(9.1)
Foreign exchange movements	-	-	(0.6)	-	(0.6)
At 31 December 2021	-	-	(26.0)	(19.1)	(45.1)
Charge for the period	-	-	(5.9)	(4.1)	(10.0)
Foreign exchange movements	-	-	0.4	-	0.4
At 31 December 2022	-	-	(31.5)	(23.2)	(54.7)

Net book value at 31 December

€m	Goodwill	Brand name	Customer lists	Software	Total
2021	64.7	29.5	38.9	11.1	144.2
2022	72.6	29.5	41.6	11.3	155.0

The TIP brand was acquired by the Company together with the acquisition of the Group from GE in 2013. The TIP brand has a long history and is well known in the market. The Group has no plans to change the current brand. Therefore, it is classified as an intangible asset with an indefinite useful life.

Impairment testing of goodwill

Methodology and results

Goodwill acquired through business combinations has been allocated to a goodwill CGU for the purpose of impairment testing. Impairment of goodwill occurs when the carrying value of a CGU is higher than the present value of the cash that it is expected to generate (i.e. the recoverable amount). The Group reviews the carrying value of the CGU at least annually or more frequently if there is an indication that the CGU may be impaired.

The recoverable amount is based on a fair value computation. The cash flow forecasts employed for this computation are extracted from a five-year financial plan that has been formally approved by the Management. These cash

flows are projected forward for an additional five years to determine the basis for a normalised terminal value calculation. Projected cash flows beyond the initial evaluation period have been extrapolated using a growth rate of 1.9% (2021: 1.9%). Such growth rate does not exceed the long term average growth rates for the countries in which the CGU operates. Costs of disposal were considered to be immaterial.

The approach is similar to the Group's acquisition modelling methodology.

The fair value represents the present value of the future cash flows, including the terminal value, discounted at a post-tax rate appropriate to the CGU. The discount rates used are in line with the Group's estimated weighted average cost of capital, arrived at using the Capital Asset Pricing Model.

The 2022 annual goodwill impairment testing process has resulted in no impairment (2021: nil).

The additional disclosures are as follows:

€m	2022	2021
Carrying amount	2,387.9	2,119.7
Discount rate applied to cash flow projections	5.6%	4.7%
Fair value	4,683.1	3,846.0
Headroom	2,295.2	1,726.3
Coverage	196%	181%

Key sources of estimation uncertainty

Key assumptions include management's estimates of future profitability, capital expenditure and working capital requirements. Cash flow forecasts and key assumptions are generally determined based on historical performance together with management's expectation of future trends affecting the industry and other developments and initiatives in the business. Expected future cash flows are inherently uncertain and are therefore liable to material change over time. The key assumptions employed in arriving at the estimates of future cash flows factored into impairment testing are subjective and include projected EBITDA margins, net cash flow, discount rates used and long term growth rates. Significant underperformance may give rise to a material write-down of goodwill which could have a substantial impact on the Group's profit and equity. Given the excess headroom, however, the likelihood of this happening is considered low.

Sensitivity analysis

Sensitivity analysis was performed by increasing the discount rate by 1% and reducing the long-term growth rate by 1%, which resulted in an excess in the recoverable amount over its carrying amount under each approach. Management believes that any reasonable change in any of the key assumptions would not cause the carrying value of goodwill to exceed the recoverable amount.

The table below identifies the break-even levels for key assumptions to arrive at a zero excess of the present value of future cash flows over the book value of net assets in the CGU:

Assumption	Change by:	
EBITDA margin	Reduction	12.6%
Net cash flow	Reduction	42.0%
Discount rate	Increase	7.7%
Long term growth rate	Reduction	2.6%

Impairment testing of brand name

The Group estimated the fair value less costs to sell using a discounted cash flow model based the most recent budgets as approved by the EMT and Board. These budgets generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

The assumptions used for the valuation of brand name are consistent with the assumptions used for the valuation of goodwill.

The calculated fair value amounts to €235.0m, which represents a coverage of 797% compared to the carrying amount of €29.5m.

20. Financial assets

€m	2022	2021
Loan receivables at amortised costs		
At 1 January	50.0	-
Additions	-	50.0
Repayment	-	-
At 31 December	50.0	50.0
Interest receivables		
At 1 January	0.2	-
Income	1.2	0.4
Received	(1.2)	(0.2)
At 31 December	0.2	0.2
Total	50.2	50.2
Current	0.2	0.20
Non-current	50.0	50.00

Financial assets are presented by a loan granted to a related party (please refer to note 32 for more details).

21. Deferred tax

Deferred tax assets(DTA) and liabilities(DTL) at 31 December consist of:

€m	DTA 2022	DTL 2022	DTA 2021	DTL 2021
Fleet	22.0	(75.7)	23.7	(77.4)
Intangibles	1.2	(18.2)	1.2	(17.4)
PP&E	-	(26.4)	-	(27.1)
Trade and other receivables	4.9	(1.3)	3.3	-
Borrowings	28.5	(6.4)	32.9	-
Net operating losses	14.2	-	14.7	-
Deferred tax before provisions	70.8	(128.0)	75.8	(121.9)
Provisions on net operating losses and tax credits	(7.4)	-	(8.2)	-
Provisions on other temporary differences	(18.3)	-	(21.4)	-
Provisions on deferred tax assets	(25.7)	-	(29.6)	-
Deferred tax after provisions	45.1	(128.0)	46.2	(121.9)
Allowable offset against deferred tax liabilities	(36.3)	36.3	(37.7)	37.7
Net deferred tax assets	8.8	(91.7)	8.5	(84.2)

The total amount of DTA as stated above representing the net operating losses do not expire and can be carried forward indefinitely.

21.1 Net deferred tax

Movements during the period are as follows:

€m	Note	2022	2021
At 1 January		(75.7)	(71.8)
Tax rate changes	15.1	1.5	(1.4)
Deferred taxation for the period	15.1	2.5	5.1
Adjustment to prior periods	15.1	0.9	0.6
Business combinations		(5.2)	(1.6)
Foreign exchange movement		0.1	(4.9)
OCI Cash flow hedge	15.2	(7.0)	(1.7)
At 31 December		(82.9)	(75.7)

Tax management

The Group has deferred tax assets primarily resulting from net operating losses carried forward and temporary differences that may reduce taxable profit in future periods. The realisation of these deferred tax assets depends on the Group's ability to generate sufficient taxable profit within the carried forward periods provided for in the tax law of each applicable tax jurisdiction.

The following sources of taxable profit have been considered when assessing the realisation of the deferred tax assets:

- Forecasted future profit before tax and taxable profit
- Future reversal of temporary differences
- Scheduled reversal of deferred tax liabilities
- Tax planning strategies

The Management considers that it is likely that a portion of the deferred tax assets will not be realised due to the forecasted profit before tax in some countries.

22. Inventories

€m	Note	2022	2021
Fleet held for sale			
At 1 January		0.6	2.4
Additions	17	21.2	6.1
Disposals		(11.7)	(7.9)
At 31 December		10.1	0.6
Buy to sell			
At 1 January		3.6	3.0
Additions		18.5	13.3
Disposals		(15.8)	(12.7)
At 31 December		6.3	3.6
Parts			
At 1 January		13.4	11.7
Additions		29.3	24.6
Business combinations		1.3	0.3
Used		(27.6)	(23.2)
At 31 December		16.4	13.4
Fleet work in progress			
At 1 January		-	1.7
Additions		-	3.6
Moved to Buy to sell		-	(0.2)
Moved to fleet		-	(4.9)
Moved to PP&E		-	(0.2)
At 31 December		-	-
Total		32.8	17.6

Inventories include fleet which is classified as held for sale once Management decides to dispose of the equipment. Buy to sell are trailers, tankers and trucks purchased to resell. Fleet work in progress are new assets under construction, which are considered not be available yet for leasing or rental to customers.

23. Trade and other receivables

€m	Note	2022	2021
Trade receivables		151.1	129.8
Allowance for expected credit losses	23.1	(12.2)	(9.7)
Non-impaired trade receivables		138.9	120.1
VAT receivables		42.4	50.8
Prepayments		13.2	19.1
Unbilled revenue		9.5	10.0
Other		2.8	5.3
Total		206.8	205.3

Trade receivables and unbilled revenue are non-interest bearing and are generally on 30-day payment terms. Trade receivables include receivables arising from the contracts with customers and other receivables, it is not possible for the Group to separate trade receivables from the contracts with customers from other receivables. VAT receivables are fully recoverable. Prepayments (mainly operating expenses) are attributable to subsequent periods and mature within one year.

Trade receivables and credit risk policies

Refer to note 35.4 on credit risk for trade receivables, which explains how the Group manages and measures credit quality of trade receivables that are neither past due nor impaired.

23.1 Allowance for expected credit losses on trade receivables

€m	Individually impaired	Collectively impaired	Total
At 1 January 2021	6.2	1.6	7.8
Charge for the period	2.7	0.2	2.9
Trade receivables written off	(1.0)	-	(1.0)
At 31 December 2021	7.9	1.8	9.7
Charge for the period	3.8	0.1	3.9
Trade receivables written off	(1.4)	-	(1.4)
At 31 December 2022	10.3	1.9	12.2

These expenses arise due to the recognition of ECL charges of trade receivables with fixed or determinable payment.

Ageing analysis

At the end of the reporting period, the ageing analysis of non-impaired trade receivables is as follows:

€m	Total	Neither past due or impaired	Past due but not impaired				
			1-30 days	31-60 days	61-90 days	91-120 days	>120 days
2022	138.9	101.9	28.0	3.9	3.0	1.0	1.1
2021	120.1	97.4	18.1	2.5	1.8	0.3	-

24. Cash and equivalents

€m	2022	2021
Cash at banks and on hand	13.7	15.6
Total	13.7	15.6

25. Borrowings

2022					
€m	RCF	ABS	FLB	TL	Total
At 1 January	953.1	40.6	182.6	425.0	1,601.3
Drawdowns	317.5	53.8	38.2	-	409.5
Business combinations	-	-	14.3	-	14.3
Repayments	(164.9)	(9.6)	(52.0)	-	(226.5)
Gross face value at 31 December	1,105.7	84.8	183.1	425.0	1,798.6
Foreign exchange movements	(27.5)	2.9	(3.9)	-	(28.5)
Gross value after foreign exchange	1,078.2	87.7	179.2	425.0	1,770.1
Accrued interest/commitment fees	6.4	-	-	-	6.4
Deferred fees	(17.9)	(4.6)	-	-	(22.5)
Total at 31 December	1,066.7	83.1	179.2	425.0	1,754.0
Current	6.4	24.8	45.2	-	76.4
Non-current	1,060.3	58.3	134.0	425.0	1,677.6

2021					
€m	RCF	ABS	FLB	TL	Total
At 1 January	959.6	74.7	183.3	275.2	1,492.8
Drawdowns	193.6	73.8	17.4	150.0	434.8
Business combinations	-	-	19.0	-	19.0
Repayments	(227.1)	(109.2)	(44.9)	(0.1)	(381.3)
Gross face value at 31 December	926.1	39.3	174.8	425.1	1,565.3
Foreign exchange movements	27.0	1.3	7.8	(0.1)	36.0
Gross value after foreign exchange	953.1	40.6	182.6	425.0	1,601.3
Accrued interest/commitment fees	3.4	-	-	-	3.4
Deferred fees	(14.3)	(8.3)	-	-	(22.6)
Total at 31 December	942.2	32.3	182.6	425.0	1,582.1
Current	3.4	-	41.8	-	45.2
Non-current	938.8	32.3	140.8	425.0	1,536.9

25.1 Overview of principal borrowing facilities

Revolving credit facility (RCF)

On 20 December 2018, the Group refinanced and signed a new financing facility with a consortium of banks providing a €967.0m multi-currency revolving credit facility. This facility matures on 31 December 2023 and can be extended up to

an additional two years post 31 December 2023. On 22 November 2019, the RCF facility was increased by €183.5m via the accordion clause in the agreement, with a combination of existing and new banks. On 29 July 2021, the Group signed an agreement to refinance the existing loan facility whereby extending the maturity till December 2025 and increasing the facility by €46.0m with

the existing banks in the consortium, using the accordion feature, totalling to €1,197.0m. On 12 December 2022, we signed an agreement to refinance our existing loan facility increasing the facility by €193.8m with our existing and new banks in the consortium, using the accordion feature, totalling to €1,390.8m.

The Group may draw funds under the facility in €, £, US\$, CA\$, SEK, NOK, PLN, CHF and DKK. The Group may elect to pay interest on a 1, 3 or 6-month basis. The Group's policy usually is to pay on a three-month basis.

The interest rate spread varies quarterly based on the ratio of loan outstanding compared with certain loan collateral ("loan to value") between 1.5% and 2.1%. There is a 0% RFR floor applicable to the facility. During 2022, the Group paid an average spread of 1.84% (2021: 1.88%). The Group has linked the interest rate spread to the sustainability KPI's.

The Group is required to comply with the following financial covenants:

- Solvency (equity-intangibles-deferred taxes)/(total assets-intangibles-deferred taxes)
- Interest cover (the ratio of operating profit (excluding exceptional items) to cash finance charges)
- Loan to value (the ratio of aggregate borrowings outstanding to borrowing base)

The Group is required to hedge the related interest payments using floating to fixed interest rate swaps. A minimum of 33.3% of the drawdown loan is required to be hedged till maturity of RCF.

The Group fully complied with these covenants in all periods.

The majority of the assets of the Group are pledged as collateral with respect to these borrowings. Please refer to commitments and contingencies in note 33.

On 22 November 2019 TIP entered the institutional private placement term loan market for the first time via the accordion clause in the agreement, raising €274.5m in term loans from five funders, as part of the acquisition of PEMA. The Group successfully increased the term loan by €150.0m on 3 August 2021, as part of the refinancing strategy, with the existing private placement term loan institutions. On 12 December 2022, group established a new Accordion of €500.0m and can be used to raise funds via the RCF, GRCF and Term loan institutions. The interest rate of this term loan is 2.4% and facility matures in November 2026.

On 12 December 2022, the Group successfully raised a green revolving credit facility (GRCF) of €75.0m. This facility is dedicated to fund zero and low emission equipment and is aligned with EU taxonomy/green loan principles. The interest rate spread varies quarterly based on the ratio of loan outstanding compared with certain loan collateral ("loan to value") between 1.45% and 2.05%. There is a 0% RFR floor applicable to the facility.

The institutional term loans and green revolving credit facility rank pari-passu with the RCF facility in relation to security. The three financial covenants that apply to the RCF also apply to the TL and the GRCF.

Asset-backed securitisation facility (ABS)

In December 2021, the Group set up a new ABS facility under Irish law with two leading banks and closed down its previous ABS facility, which operated under Dutch law. The countries where the Group can use this facility are the Netherlands, Belgium, France, Germany, the United Kingdom, Ireland, Denmark, Sweden and Finland. For the ABS program, a two-step future flow securitization structure was set up. A bankruptcy remote Irish special purpose entity, TIP Collections Designated Activity Company (TCD), wholly owned by TIP, is the legal owner of the vehicles and leases these assets to various TIP operating companies, which in turn sublease the assets to our customers. TCD sells the discounted future cash flows associated with the lease agreements and the residual value of the assets to TIP Lease Funding Designated

Activity Company (TLF) in return for funding against favourable terms. Although the shares of TLF are not owned by the Group, TLF is included into the consolidated financial statements, since it meets the IFRS 10 consolidation criteria. Vehicles which are not ABS funded remain legally owned by the respective TIP operating companies.

The existing committed senior facility is €200.0m and due to expire in December 2023. The Group intends to extend the facility beyond 2023.

This facility has no interest rate floor, and expansion to €300.0m is permitted under the RCF facilities agreement. This senior facility is a multi-currency facility which allows the Group to borrow in the major currencies in which it operates and requires interest rate hedges to be taken out to match the lease cash flows. Interest is payable on a monthly basis.

Funding lease book (FLB)

The Group has entered into, or acquired via business combinations, a number of lease contracts as customer (lessee).

The average interest rate on these leases is 5.0% (2021: 5.2%).

The Group's obligations under leases are secured by the supplier's (lessor) legal title to the leased assets. Future minimum payments, together with the present value of the net minimum lease payments, are as follows:

2022 €m	Total future minimum lease payments	Outstanding interest	Present value of minimal payments (principal amount)
Less than 1 year	51.2	5.6	45.6
Between 1 and 5 years	124.1	10.8	113.3
More than 5 years	23.6	3.3	20.3
Total	198.9	19.7	179.2

2021 €m	Total future minimum lease payments	Outstanding interest	Present value of minimal payments (principal amount)
Less than 1 year	48.5	6.5	42.0
Between 1 and 5 years	130.0	13.4	116.6
More than 5 years	28.0	4.0	24.0
Total	206.5	23.9	182.6

26. Derivatives

The Group is exposed to certain risks relating to its ongoing business operations. The primary risk managed using derivative instruments is interest rate risk.

In accordance with the Group's risk management strategy, the Group use financial instruments, such as interest rate swaps and caps to hedge against the risk of rising interest rates on its floating rate borrowings, namely its revolving credit facility (RCF) and asset based securitization (ABS) program. The Group's risk management strategy and how it is applied to manage risk is explained in note 35.3. Such derivative contracts are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in fair value are recognised directly in the profit and loss for all derivative instruments except where the Group has elected to apply hedge accounting.

The Group has elected to apply hedge accounting to its derivatives under the RCF. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

Where hedge accounting is applied, the effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement

of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group has relationships only with financial institutions with high credit ratings in respect of derivatives to minimize credit risk exposure.

Below is an analysis of the changes in fair value recognised in profit or loss, or OCI:

€m	Note	2022	2021
Recognised in profit or loss	26.1	3.1	(0.3)
Recognised in the OCI	26.2	30.6	(2.3)
Total		33.7	(2.6)
Current		21.6	(2.6)
Non-current		12.1	-

Revolving credit facility (RCF)

The Group enters into interest rate swaps in order to hedge against the risk of rising interest rates on its floating rate revolving credit facility. These contracts, which are entered into on a rolling basis, are expected to reduce the volatility in interest payments attributable to interest rate fluctuations in various benchmark rates. The Group has elected to apply hedge accounting to these derivatives. These derivatives are designated as cash flow hedges. There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate swaps match the terms of the highly probably borrowings. To test hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

Asset-backed securitisation (ABS)

The Group is also required to enter into swaps in relation to its ABS facility. These swaps are not designated as hedge relationships, and hence, movements in fair value are recognised in the profit or loss.

26.1 Derivatives with changes in fair value recognised in the profit or loss

€m	2022	2021
Interest rate swap	3.1	(0.3)
Total	3.1	(0.3)
Current	3.1	(0.3)
Non-current	-	-

The movement of the interest rate swaps was as follows:

€m	2022	2021
At 1 January	(0.3)	(0.6)
Reclass to derivatives at fair value through the profit or loss from OCI	-	-
Movement in fair value through profit or loss	3.4	0.3
At 31 December	3.1	(0.3)

Below is an analysis of the expected future cash flows for derivatives where hedge accounting is not applied as at the year ended:

2022 €m	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Inflows	0.7	5.0	1.9	-	7.6
Outflows	(0.2)	(2.9)	(1.4)	-	(4.5)
Net	0.5	2.1	0.5	-	3.1

2021 €m	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Inflows	0.1	-	(0.1)	-	-
Outflows	(0.5)	0.1	0.1	-	(0.3)
Net	(0.4)	0.1	-	-	(0.3)

26.2 Derivatives with changes in fair value recognised in OCI

€m	2022	2021
At 1 January	(2.3)	(10.5)
Fair value during period	32.9	8.2
Reclass to derivatives at fair value through the profit or loss	-	-
At 31 December	30.6	(2.3)
Current	18.5	(2.3)
Non-current	12.1	-

Below is an analysis of the expected discounted future cash flows for derivatives where hedge accounting had been applied as at the year ended:

2022 €m	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Inflows	1.9	24.3	17.4	-	43.6
Outflows	(1.2)	(6.5)	(5.3)	-	(13.0)
Net	0.7	17.8	12.1	-	30.6

2021 €m	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Inflows	0.1	2.8	9.6	-	12.5
Outflows	(0.2)	(5.5)	(9.1)	-	(14.8)
Net	(0.1)	(2.7)	0.5	-	(2.3)

27.Provisions

€m	Restructuring	Other	Total
At 1 January 2021	0.4	0.9	1.3
Charge for the period	0.8	0.1	0.9
Utilised	(0.4)	(0.9)	(1.3)
At 31 December 2021	0.8	0.1	0.9
Charge for the period	1.4	-	1.4
Utilised	(0.5)	(0.1)	(0.6)
At 31 December 2022	1.7	-	1.7
Current	1.7	-	1.7
Non-current	-	-	-

28.Trade and other payables

€m	Note	2022	2021
Accruals	28.1	109.2	65.9
Other creditors	28.2	47.5	62.5
Deferred revenue	28.3	30.3	32.1
Trade payables		26.6	53.1
Security deposits		15.9	11.9
Fleet payables		13.8	9.3
Cube Transportation Europe Coöperatief	32	0.6	0.2
Total		243.9	235.0
Current		221.6	207.9
Non-current		22.3	27.1

Trade and fleet payables are non-interest bearing and are settled within agreed terms.

The Group requires security deposits to cover credit risk of customers with lower ratings or when exposure is high versus customer equity and cash flow coverage. They are returned if not used when all contracts related are paid in full by the customer. The Group may transfer the security deposit from one contract to the following contract with supporting documentation signed by the Group and the customer. Security deposits are requested at the beginning of a lease or rental from some customers according to the Group's risk management policies. They are held for various lengths of time.

28.1 Accruals

Accruals are comprised as follows:

€m	2022	2021
Compensation and benefits	24.7	18.9
Administrative and other operating expenses	26.0	18.8
M&R own fleet	37.1	13.7
Insurance	2.7	4.1
Property dilapidations	2.0	1.6
Deferred fleet sales proceeds	0.5	0.6
Other	16.2	8.2
Total	109.2	65.9

M&R own fleet relates to services provided by 3rd parties who have not yet invoiced services provided for maintaining the Group's trailers.

Compensation and benefits include bonus and holiday pay provisions.

28.2 Other creditors

€m	2022	2021
VAT payable	32.8	52.3
Net payroll liability	4.5	3.8
Wages tax and social security	2.5	3.2
Prepaid fleet sales	6.9	2.3
Other payables	0.8	0.9
Total	47.5	62.5

28.3 Deferred revenue

Deferred revenue is comprised as follows:

€m	2022	2021
Maintenance leasing	24.6	27.0
Leasing and rental	5.5	4.8
M&R 3rd party	0.2	0.3
Total	30.3	32.1
Current	8.0	5.0
Non-current	22.3	27.1

Deferred maintenance revenue represents instances where the remaining performance obligation is expected to be completed in the next periods.

29. Pension obligations

The Group primarily operates defined contribution plans either through an insurance company or via state social security plans. Defined benefit plans are insignificant.

30. Equity

30.1 Share capital

€	2022	2021
Authorised shares		
Ordinary shares 1,000 of €0.01 each		
Ordinary shares issued and fully paid	10.0	10.0
At 1 January and 31 December	10.0	10.0

30.2 Share premium

In 2022, the Group received additional equity from its shareholder in the form of share premium amounting to €45.0m to fund the acquisition of Ryder Limited (please also refer to note 7).

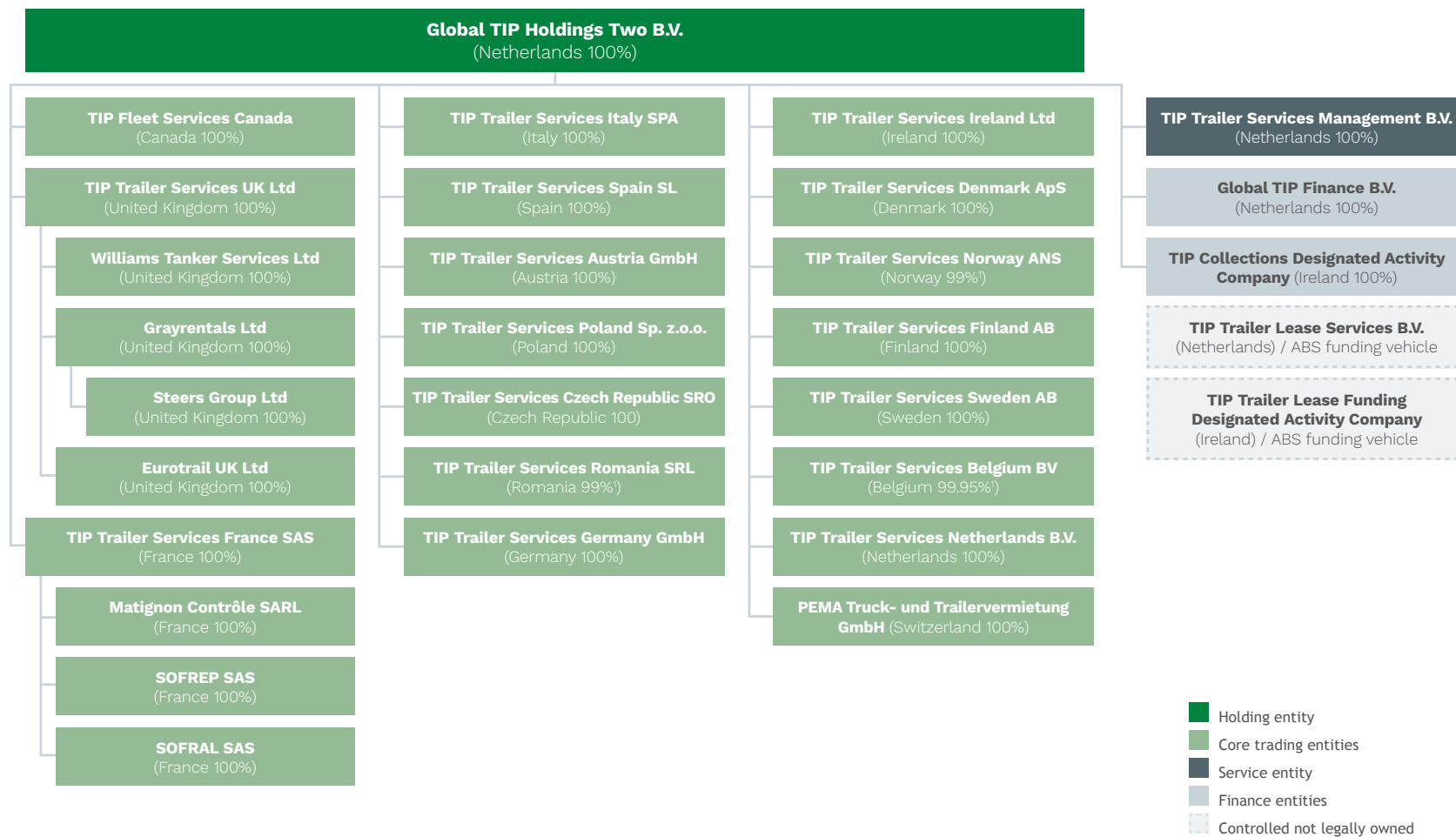
30.3 Dividends

During 2022 Global TIP Holdings Two B.V. distributed to its shareholder (Cube Transportation Europe Coöperatief U.A.) a dividend of €24.4m as an appropriation of profit from its retained earnings.

30.4 Other reserves

€m	Note	Foreign currency translation	Cash flow hedge	Total
At 1 January 2021		(20.1)	(8.2)	(28.3)
Movement for the period		15.8	8.2	24.0
Tax impact	15.2	-	(1.7)	(1.7)
At 31 December 2021		(4.3)	(1.7)	(6.0)
Movement for the period		(8.0)	32.9	24.9
Tax impact	15.2	-	(7.0)	(7.0)
At 31 December 2022		(12.3)	24.2	11.9

31. Group information

¹ Balance of shares held by TIP Trailer Services Netherlands B.V.

32. Related party disclosures

a) The following table summarises current period transactions and outstanding balances with the related parties:

€m			
Lender/supplier	Borrower/debtor	2022	2021
Current period transactions			
Global TIP Holdings Two B.V.	Cube Transportation Europe Coöperatief	1.7	1.7
Other revenue		1.7	1.7
Global TIP Finance B.V.	Cube Transportation Europe Coöperatief	1.2	0.5
Finance income		1.2	0.5
Total		2.9	2.2
Dividends paid			
Global TIP Holdings Two B.V.	Cube Transportation Europe Coöperatief	(24.4)	(81.1)
Total		(24.4)	(81.1)
Outstanding balances			
Global TIP Finance B.V.	Cube Transportation Europe Coöperatief	50.2	50.2
Financial assets		50.2	50.2
Cube Transportation Europe Coöperatief	Global TIP Finance B.V.	(0.6)	(0.2)
Trade and other payables		(0.6)	(0.2)
Total		49.6	50.0

Financial assets relate to an at arm's length loan of €50.0m granted to Cube Transportation Europe Coöperatief U.A. The loan has a floating interest rate and is fully repayable on maturity date in June 2024. Payables to Cube Transportation Europe Coöperatief U.A. relates to management service fees.

Cube Transportation Europe Coöperatief U.A. has pledged the shares of Global TIP Holdings Two B.V. as security for the RCF.

b) Compensation of key management personnel of the Group:

€m	2022	2021
Salaries	6.9	6.3
Post-employment benefits	0.5	0.6
Total	7.4	6.9

The amounts disclosed in the table are recognised as an expense during the reporting period. The Senior Leadership Team is considered to be the key management personnel of the Group.

The non-executive directors do not receive pension entitlements from the Group. No loans were advanced to directors or key management personnel.

Terms and conditions of transactions with related parties

Transactions with related parties are made at terms equivalent to those that prevail in arm's length transactions. There have been no credit losses relating to the outstanding balances.

33. Commitments and contingencies

a) Assets pledged as collateral

Under the Group's various borrowing facilities referred to in note 25 the Group has pledged the following assets as security for these facilities:

Revolving credit facility (RCF)

The Group has pledged the assets below as security for this facility through fixed and floating charges:

€m	2022	2021
Fleet	1,826.1	1,626.2
PP&E	117.3	116.1
Non-current assets	1,943.4	1,742.3
Inventories	32.8	17.6
Unbilled revenue	9.5	10.1
Trade receivables	138.5	114.6
Cash and equivalents	10.4	4.4
Current assets	191.2	146.7
Total	2,134.6	1,889.0

The Group has also pledged shares of some of its operating companies.

The RCF facility allows for either fleet or lease contracts to be pledged separately via an SPV for securitised financing, via lease facilities and other loan facilities up to certain stipulated levels.

Asset back securitisation facility (ABS)

The Group has pledged the assets below as security for this facility through an SPV:

€m	2022	2021
Fleet	113.6	59.9
Non-current assets	113.6	59.9
Trade receivables	-	0.9
Cash and equivalents	3.3	11.2
Current assets	3.3	12.1
Total	116.9	72.0

Funding lease book (FLB)

The Group's obligations under leases are secured by the lessor's legal title to the leased assets below

€m	2022	2021
Fleet	99.3	97.4
PP&E	82.2	87.9
Non-current assets	181.5	185.3
Trade receivables	3.1	4.2
Current assets	3.1	4.2
Total	184.6	189.5

Term loan facilities (TL)

The Group has pledged the assets below as security for these facilities:

€m	2022	2021
PP&E	-	0.7
Non-current assets	-	0.7
Total	-	0.7

b) Capital commitments

€m	2022	2021
Fleet	243.5	201.9
PP&E	13.1	9.0
Intangible assets	11.0	-
Total	267.6	210.9
Number of fleet units	4,706	4,319

c) Guarantees

The Group has provided the following guarantees:

€m	2022	2021
FLB	44.2	47.5
Total	44.2	47.5

All guarantees issued are in the ordinary course of business.

The expiration periods of these guarantees are as follows:

€m	2022	2021
2022	-	3.0
2023	5.9	10.9
2024	5.3	5.3
2025	1.1	1.1
2026	8.1	2.7
2027	0.3	0.3
2028+	23.5	24.2
Total	44.2	47.5

d) Legal claims

The Group had no material legal claims outstanding at 31 December 2022, nor at 31 December 2021.

34. Committed revenue

At the end of the reporting period, the Group has committed revenue from operating leases with customers for whom the contract term was greater than 12 months. The contractually committed revenue can be split as follows:

€m	Committed revenue
2023	419.0
2024	366.9
2025	255.7
2026	166.1
2027	100.5
2028+	138.4
As of 31 December 2022	1,446.6
2022	379.6
2023	267.2
2024	182.6
2025	113.6
2026	68.2
2027+	117.6
As of 31 December 2021	1,128.8

In addition, the Group has substantial operational committed cash flows from customers. This is driven by the customers' contractual commitments with their end-users for the Group's fleet. Often customers cannot quickly change to other suppliers without costly disruption to the supply chain. Customers, therefore, continue to use and pay the same lease rate post the end of the contracted period through evergreens. In addition, many customers enter into contract extensions for additional periods which are often for two to three years. Short-term contracts can also extend into subsequent periods.

35. Financial risk management

The Group's principal financial instruments, other than derivatives comprise of trade and other receivables, and cash and short-term deposits that it derives directly from its operations. It also includes loans and borrowings, and trade and other payables. The primary purpose of the Group's financial liabilities is to finance its operational activities. The Group views derivatives as risk management tools and does not use them for trading or speculative purposes.

35.1 Liquidity risk

Liquidity risk is the risk that financial liabilities that are settled in cash or by other financial assets cannot be fulfilled when they fall due or can only be met at unfavourable economic conditions.

The Group monitors its risk of a shortage of funds using cash forecasting models. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash deposits and bank loans. The Group is exposed to risk associated with concentration of its borrowings. However, access to sources of funding is sufficiently available, and the majority of the borrowing arrangements mature within 1 to 5 years after the reporting date (please refer to note 25). The Group plans to continue to diversify the maturity of its borrowings in the coming years.

The table below summarises the maturity profile of the Group's financial liabilities based on undiscounted contractual payments:

2022						
€m	Note	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Interest		19.5	57.6	158.6	3.3	239.0
Borrowings repayment	25	13.5	61.5	1,674.9	20.3	1,770.2
Derivatives	26	(1.2)	(20.4)	(12.1)	-	(33.7)
Trade and fleet payables		40.4	-	-	-	40.4
Total		72.2	98.7	1,821.4	23.6	2,015.9

2021						
€m	Note	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Interest		9.7	28.3	116.0	4.0	158.0
Borrowings repayment	25	11.4	30.4	1,535.6	23.9	1,601.3
Derivatives	26	0.3	2.8	(0.5)	-	2.6
Trade and fleet payables		62.4	-	-	-	62.4
Total		83.8	61.5	1,651.1	27.9	1,824.3

35.2 Fair value of financial assets, borrowings and derivatives

All financial assets and liabilities, except for derivatives, are floating rate instruments or have short tenors, and therefore their carrying amount approximates fair value. All derivatives are carried at fair value. Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments:

Fair values of financial assets, borrowings and derivatives:

2022 €m	Note	Carrying amount	Fair value	Quoted prices in active markets (level 1)	Fair value measurement using significant observable inputs (level 2)	significant unobservable inputs (level 3)
Financial assets	20	50.2	50.2	-	50.2	-
Derivatives	26	33.7	33.7	-	33.7	-
Total financial assets and derivatives		83.9	83.9	-	83.9	-
Borrowings	20	1,754.0	1,754.0	-	1,754.0	-

2021						
Financial assets	20	50.2	50.2	-	50.2	-
Borrowings	25	1,582.1	1,582.1	-	1,582.1	-
Derivatives	26	2.6	2.6	-	2.6	-
Total borrowings and derivatives		1,634.9	1,634.9	-	1,634.9	-

The Management assessed that the fair value of cash and short-term deposits, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts mostly due to the short maturities of these instruments.

The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. There were no transfers between Level 1 and Level 2 during 2022 and 2021.

The following methods and assumptions were used to estimate the fair values:

- The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment-grade credit ratings. Derivatives valued using valuation techniques with observable market inputs are mainly interest rate swaps and floors and foreign exchange forward contracts. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and the entity itself, foreign exchange spot and forward rates and interest rate curves. As at 31 December 2022 and 31 December 2021, the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk,

and the marked-to-market value of derivative liability positions is net of a debit valuation adjustment attributable to derivative entity's own credit risk. The changes in the credit risk of both counterparties and entity itself had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other instruments summarised at fair value.

- Fair values of the Group's borrowings are determined by using a DCF method with a discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk is assessed to be stable between the date of entering into the contract and the reporting date.
- Fair values of the Group's financial assets are determined by using a DCF method with a discount rate that reflects the counterparty risk as at the end of the reporting period.

35.3 Market, interest and foreign currency objectives and policies

The Group is exposed to market risk, credit risk and liquidity risk.

The Management oversees the management of these risks. The Management is supported by the Treasury team who advises on financial risks and the appropriate financial risk governance framework for the Group.

All derivative activities for risk management purposes are carried out by a specialist team that has the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings, and derivative financial instruments. Market risk consists of interest rate risk and foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's exposure to the risk of changes in market interest rates (primarily Euribor/SONIA) relates mainly to the Group's long-term borrowing obligations with floating interest rates.

To manage this exposure, the Group enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed notional principal amount. These swaps are designated to hedge underlying borrowing obligations (please refer to note 26). The Group's strategy is to hedge a minimum of 66% of its long-term external borrowings for the duration of the borrowings. For financing via ABS interest rate swaps are taken out to match the operating lease cash flow and duration for the financing component of the facility.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonable possible change in interest rates on principal borrowings, after the impact of hedge accounting where applicable. With all other variables held constant, the Group's profit before tax and other comprehensive income are affected, as follows:

2022 €m		Change in rate	Effect on profit before tax	Effect on OCI
RCF	Interest rate swaps	(0.25)%	-	(2.8)
		0.25%	-	2.6
ABS	Interest rate	(0.25)%	0.1	-
		0.25%	(0.1)	-

2021 €m		Change in rate	Effect on profit before tax	Effect on OCI
RCF	Interest rate swaps	(0.25)%	-	2.9
		0.25%	-	(3.1)
ABS	Interest rate	(0.25)%	0.1	-
		0.25%	(0.1)	-

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Foreign currency risk

Foreign currency risk is the risk that the fair value, or future cash flows, of a financial instrument, will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the centrally managed borrowings in currencies other than the functional currency, the Group's operating activities (predominantly fleet purchases and sales at subsidiary level denominated in a different currency from the subsidiary's functional currency) and the Group's net investments in foreign subsidiaries.

Under the revolving credit and ABS facilities currently in place, the Group borrows in £, CA\$, SEK, NOK, PLN, CHF and DKK to naturally hedge internal loans in those currencies.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonable possible change in exchange rates as at 31 December, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

€m	Change in rate	Effect on profit before tax	
		2022	2021
£	+5%	0.5	0.4
CA\$	+5%	(0.1)	0.1

The following table shows the Group's net assets after borrowings by currency:

Net assets after borrowings by currency	2022	2021
€	34%	27%
£	15%	14%
CA\$	27%	26%
DKK	9%	11%
Others	16%	22%
	100%	100%

The Group does not hedge its intergroup net assets/investments after borrowings in non-reporting currency. In 2022 43% (2021: 38%) of its net assets/investments before borrowings are in € or currencies such as DKK which are formally tied to the €. When funding its UK, Canadian, Swedish and Norwegian businesses, the Group principally borrows in £, CA\$, SEK and NOK under its various financing facilities to substantially reduce its exposure to fluctuations in these currencies against the €. The Group assess the residual risk of other currencies as limited.

35.4 Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities, primarily through its leasing and M&R activities and from its financing activities, including derivative financial instruments.

Financial assets

Financial assets, which potentially expose the Group to credit risk, amount to €50.2m and relate to receivables from the parent company. While the Group may be subject to losses up to the contract value of the financial assets in the event of non-performance by its counterparts, it does not expect such losses to occur. No collateral is required by the Group to support financial assets subject to credit risk.

Credit risk is managed by the Group in accordance with the Group's policy. Counterparty credit limits are reviewed by the Group on an annual basis, and may be updated throughout the year. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Group considers a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

As per 31 December 2022, there is no indication that the loans given by the Group will not be received.

Trade receivables

The Risk team manages customer credit risk in each regional business unit subject to the Group's established policy, procedures and controls relating to customer's credit risk management. The credit quality of a customer is assessed

to define credit limits based on internal and external credit ratings that take into account financial health and payment history.

The Chief Financial Officer and the Credit Risk Director of the Group delegate credit authorities to regional Finance Directors and Risk teams. Each regional Finance Director ensures that they consistently and adequately apply the policy for performing annual reviews on customer accounts. The risk should be appropriate to the level of exposure and risk assessment of the customer and include the maintenance of clear underwriting records identifying the rationale for agreeing to each credit line level.

The Group uses customer's financial statements and other information (industry risk, business position perspective and other internal risks analyses) in assessing a customer's risk level. The key internal risk analyses include but are not limited to:

- Cash flow coverage analysis
- A standardised credit rating based on the financial information of the customer
- The most current data from local credit bureaus
- The customer Risk Class is updated monthly based on analysis of historical quality of customer payments to TIP.

All customers are monitored weekly by the Finance and Risk team and information about major overdue accounts is provided to the Management on a monthly basis.

A customer is moved to the status of the doubtful account when there is doubt of the future capacity of that customer or customer group to fulfil its payment obligations. For customers placed on the status of the doubtful account with an exposure exceeding a threshold (€0.5m), regional Finance Directors review all relevant risks and take appropriate actions to ensure any potential loss is mitigated. The evaluation may include but is not limited to, a summary of updated company financial information and projections, current contractual

arrangements, analysis of the gap between net book value and fair value of an asset, site visits and review of an exit strategy if the asset is retrieved. The payment profile of these customers is closely monitored.

A customer who has filed for administration or bankruptcy, or has had legal action instigated due to overdue payments is classified as a doubtful account. All maintenance, services and other sundry offerings are stopped from the date of the classification as a doubtful account. The regional Finance Directors develop a plan to recover outstanding amounts and to retrieve any equipment. The Chief Financial Officer and the Credit Risk Director review and approve this plan.

When a customer is moved to the doubtful accounts, the existing trade receivables are impaired to profit or loss. For the non-doubtful accounts, an impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The Group writes-off the doubtful receivables, if:

- The Group receives information that customer does not have any assets to perform enforcement proceedings,
- The enforcement proceedings were discontinued,
- The probability to recover debt is remote and further collection costs are likely to be higher than the debt itself,
- Customer is bankrupt/insolvent and the Group's claim was registered.

Excessive risk concentration

Concentrations arise when a number of customers are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

The Group considers concentration risk using two key measures:

- Percentage of customers owing more than €0.25m and €1.0m
- Concentration in different credit rating classes.

The summary of outstanding customers owing more than €0.25m and €1.0m is as follows:

	No. of customers owing >€0.25m	% of the non-impaired trade receivables	No. of customers owing >€1m	% of the non-impaired trade receivables
2022	89	63%	27	37%
2021	75	70%	16	40%

36. Significant external factors

COVID-19

On 11 March 2020 the WHO declared the COVID-19 outbreak a world pandemic. As a result, many economic sectors were seeing a substantial negative impact. The Group has proven that its business model, together with strong cost control measures, is resilient and it can remain profitable even during a global economic downturn.

COVID-19 impact had an insignificant impact on the TIP business in 2022. The Group expects the effect of the global pandemic to be immaterial in 2023. However, the Group will take preventative measures as long as the COVID-19 situation requires this and will continue to prioritise the health of our employees, customers and society first

Russian invasion of Ukraine

On 24 February 2022 Russia invaded Ukraine. The Group was not directly impacted by the war as the TIP was not performing any operational activity in Ukraine and Russia.

The invasion of Ukraine and Russia's retaliation actions in response to the EU sanctions increased the pressure on the supply of energy resources, further escalating the already existing global energy crisis that started during the COVID-19 pandemic in 2020. Despite the high price volatility on the energy markets in 2022 and the uncertain global economic situation, the Group is considering the energy price risk to be limited in 2023.

The Group constantly monitors the war in the Ukraine and its potential impact on the TIP Group and its customers.

37. Events after the reporting period

On 31 January 2023, the Group acquired the Danish division of EURO-Leasing A/S, adding approximately 1,650 vehicles to the TIP fleet. Additionally, on 2 February 2023 the Group acquired Rudolf Sedlmeier GmbH in Germany, adding a commercial vehicle workshop expanding TIP's maintenance and repair network. The management intends to integrate the assets and workshop into its existing Danish and German businesses in the course of 2023. The Group has not yet finalised the accounting treatment of the acquisitions.

On 6 February 2023, the Group declared a dividend of €24.0m to its shareholder further underpinning its strong liquidity position and robust business performance.

Company financial statements



Global TIP Holdings Two B.V.
Financial statements for the period ended 31 December 2022
(company registration no. 58146369)



Statement of profit or loss

for the period ended 31 December

€m	Note	2022	2021
Revenue		-	-
Gross profit		-	-
Administrative and other operating expenses	I	-	(0.1)
Operating profit		-	(0.1)
Finance cost	II	(11.2)	(8.4)
Profit before taxes		(11.2)	(8.5)
Taxation	III	3.2	1.8
Net profit from subsidiaries	IV	89.7	55.4
Net profit		81.6	48.7

Statement of financial position

at the period ended 31 December

€m	Note	2022	2021
Financial assets	IV	1,005.5	891.9
Non-current assets		1,005.5	891.9
Current tax assets	V	2.8	1.9
Current assets		2.8	1.9
Total assets		1,008.3	893.8
Borrowings	VI	370.3	354.3
Non-current liabilities		370.3	354.3
Borrowings	VI	-	21.9
Trade and other payables	VII	0.3	-
Current liabilities		0.3	21.9
Total liabilities		370.6	376.2
Net assets		637.7	517.6

€m		2022	2021
Share capital	VIII	-	-
Share premium	VIII	477.1	432.1
Retained earnings	VIII	137.4	80.4
Other reserves	VIII	23.2	5.1
Equity		637.7	517.6

Statement of changes in equity

for the period ended 31 December

€m	Note	Share capital	Share premium	Retained earnings	Other reserves	Equity
At 1 January 2021		-	432.1	113.6	(18.0)	527.7
Net profit	VIII	-	-	48.7	-	48.7
Movement for the period		-	-	-	22.3	22.3
Dividend	VIII	-	-	(81.1)	-	(81.1)
Total comprehensive income		-	-	(32.4)	22.3	(10.1)
Reclass	VIII	-	-	(0.8)	0.8	-
At 31 December 2021		-	432.1	80.4	5.1	517.6
Net profit		-	-	81.6	-	81.6
Movement for the period	VIII	-	45.0	-	17.9	62.9
Dividend	VIII	-	-	(24.4)	-	(24.4)
Total comprehensive income		-	45.0	57.2	19.7	120.1
Reclass	VIII	-	-	(0.2)	0.2	-
At 31 December 2022		-	477.1	137.4	23.2	637.7

Notes to the company financial statements

Basis of preparation

The company financial statements are prepared according to the provisions in part 9, Book 2, of the Netherlands Civil Code, by applying the accounting policies used in the consolidated financial statements under IFRS according to the provisions of Article 362 sub 8, part 9, Book 2, of the Netherlands Civil Code. For all the notes to the Company's balance sheet, reference is made to the notes to the consolidated balance sheet unless stated otherwise.

Significant accounting policies

The accounting policies set out before in preparing the consolidated financial statements are also applied in the company financial statements, except for the valuation of investments in subsidiaries. Investments in subsidiaries are accounted using the net asset value, based upon accounting policies used in the consolidated financial statements. When the Company's share of losses exceeds its interest in the subsidiary, the carrying amount of that interest is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has incurred legal or constructive obligations, which are expected to result in an outflow of resources, or made payments on behalf of the subsidiary.

I. Administrative and other operating expenses

€m	2022	2021
Other expenses	-	0.1
Total	-	0.1

Audit and accounting advisor fees

These fees are disclosed in the consolidated financial statements (refer to note 13).

II. Finance cost

€m	2022	2021
Interest	11.0	8.6
Foreign exchange movement	0.2	(0.2)
Total	11.2	8.4

III. Taxation

The Company is part of the Dutch tax group for corporate tax purposes with Cube Transportation Europe Coöperatief U.A. as head of the tax group. The TIP entities Global TIP Finance B.V., TIP Trailer Services Netherlands B.V. and TIP Trailer Services Management B.V. are also part of the Dutch tax group. The Company is jointly and severally liable for all corporation tax liabilities resulting from the Dutch tax group in relation to the Dutch tax authorities. The current corporate tax benefit for 2022 is €3.2m (2021: €1.8m). Current taxes are determined at each individual entity of the Dutch tax group based on its taxable profit or loss for the period taking into account permanent and temporary differences for the period. Deferred taxes for each individual entity of the tax group are determined on an individual basis taking into account temporary differences on a stand-alone basis. The forecasted profits of the Dutch tax group are used for the recognition of deferred tax assets.

IV. Financial assets

€m	2022	2021
Investments in subsidiaries		
At 1 January	891.9	893.3
Capital increase in subsidiaries	45.0	1.8
Cash flow hedge (net of taxation)	25.9	6.5
Foreign exchange movements	(8.0)	15.3
Acquisitions	10.4	-
Net profit from subsidiaries	89.7	55.4
Dividend contribution	(49.4)	(80.4)
At 31 December	1,005.5	891.9
Total	1,005.5	891.9

V. Current tax

Current tax assets represent tax receivable as part of the Dutch tax group.

Current tax assets movements are as follow:

€m	2022	2021
At 1 January	1.9	1.6
Current tax charge for the period	3.2	1.8
Settlement of tax losses with tax group	(2.3)	(1.5)
At 31 December	2.8	1.9

VI. Borrowings

The Company has the following borrowings with Global TIP Finance B.V., Amsterdam, the Netherlands.

€m	2022	2021
Borrowing 1	370.3	354.3
Borrowing 2	-	21.9
Total	370.3	376.2
Current	-	21.9
Non-current	370.3	354.3

Borrowing 1: Maturity until 31 December 2025. The interest rate is set out as Euribor +1.91% (excluding administration expenses), and the interest period is three months.

Borrowing 2: Maturity 90 days. The interest rate is set out as Euribor +0.7% (excluding administration expenses) and the interest period is 1 month.

VII. Trade and other payables

The Company has the following trade payables.

€m	2022	2021
Other	0.3	-
Total	0.3	-
Current	0.3	-
Non-current	-	-

VIII. Equity

a) Issued capital

€	2022	2021
Authorised shares		
Ordinary shares 1,000 of €0.01 each		
Ordinary shares issued and fully paid	10.0	10.0
At 1 January and 31 December	10.0	10.0

b) Share premium

In 2022, the Company received additional equity from its shareholder (Cube Transportation Europe Coöperatief U.A.) in the form of a share premium amounting to €45.0m to fund the acquisition of Ryder Limited.

c) Retained earnings

€m	2022	2021
At 1 January	80.4	113.6
Net profit for the period	81.6	48.7
Dividend	(24.4)	(81.1)
Reclass - internal software reserve	(0.2)	(0.8)
At 31 December	137.4	80.4

During 2022 Global TIP Holdings Two B.V. distributed to its shareholder (Cube Transportation Europe Coöperatief U.A.) dividend of €24.4m as an appropriation of profit from its retained earnings

d) Other reserves

€m	Note	Foreign currency translation	Cash flow hedge	Internal software reserve	Total
At 1 January 2021		(20.1)	(8.2)	10.3	(18.0)
Movement for the period		15.8	8.2	-	24.0
Taxation	15.2	-	(1.7)	-	(1.7)
Reclass from/(to) retained earnings		-	-	0.8	0.8
At 31 December 2021		(4.3)	(1.7)	11.1	5.1
Movement for the period		(8.0)	32.9	-	24.9
Taxation	15.2	-	(7.0)	-	(7.0)
Reclass from/(to) retained earnings		-	-	0.2	0.2
At 31 December 2022		(12.3)	24.2	11.3	23.2

All other reserves are legal reserves and are non-distributable by the Company pursuant to the provisions of Part 9, Book 2, of the Dutch Civil Code. There are no statutory reserves prescribed in the Articles of Association of the Company. The internally software reserve relates to attributable internal working hours to generate this software.

In anticipation of the annual general meeting of shareholders adopting the annual financial statements, it is proposed that the 2022 net profit, amounting to €81.6m, will be added to the retained earnings. The proposed profit appropriation has not been recognised in the balance sheet as of 31 December 2022.

IX. Other

Compensation of key management personnel of the Company

The Company had no employees during 2022 and paid neither salaries nor directors' emoluments.

Financial risk management

Management's approach is covered in the consolidated financial statements (refer to note 35).

Events after the reporting period

These events are covered in the consolidated financial statements (refer to note 37).

Board of directors of Global TIP Holdings Two B.V.

Amsterdam, 24 March 2022

Represented by

Arjen Kraaij

Director

Hiske Damhuis

Director

Bob Fast

Director

Hans van Lierop

Director

Other information

Profit appropriation pursuant to the articles of association

In accordance with Articles 11.1 and 11.2 of the Articles of Association of the Company, the profit in the financial year is at the free disposal of the General Meeting of Shareholders. The General Meeting of Shareholders may also make interim distributions insofar the equity exceeds the reserves that must be maintained by law.

Independent auditor's report

To: the shareholder of Global TIP Holdings Two B.V.

Report on the audit of the financial statements 2022

included in the annual report

Our opinion

We have audited the financial statements for the financial year ended 31 December 2022 of Global TIP Holdings Two B.V. based in Amsterdam. The financial statements comprise the consolidated and company financial statements.

In our opinion:

- the accompanying consolidated financial statements give a true and fair view of the financial position of Global TIP Holdings Two B.V. as at 31 December 2022 and of its result and its cash flows for 2022 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- the accompanying company financial statements give a true and fair view of the financial position of Global TIP Holdings Two B.V. as at 31 December 2022 and of its result for 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2022
- the following statements for 2022: the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows
- the notes comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company statement of financial position as at 31 December 2022
- the company statement of profit or loss for 2022
- the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the “Our responsibilities for the audit of the financial statements section” of our report.

We are independent of Global TIP Holdings Two B.V. (the company) in accordance with the “Wet toezicht accountantsorganisaties” (Wta, Audit firms supervision act), the “Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten” (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the “Verordening gedrags- en beroepsregels accountants” (VGBA, Dutch Code of Ethics).

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

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and the board of directors' process for responding to the risks of fraud and monitoring the system of internal control, as well as the outcomes. We refer to section Managing our risk of the annual report for the board of directors' risk assessment after consideration of potential fraud risks.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the TIP code of conduct, the TIP Integrity Guide, whistle blower procedures and incident registration. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

As in all of our audits, we addressed the risks related to management override of controls. For these risks we have performed procedures among others to evaluate key accounting estimates for management bias that may represent a risk of material misstatement due to fraud, in particular relating to important judgment areas and significant accounting estimates as disclosed in Note 4 'Significant accounting judgments, estimates and assumptions' to the financial statements. We have also used data analysis to identify and address high-risk journal entries and evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties.

When identifying and assessing fraud risks, we presumed that there are risks of fraud in revenue recognition. We designed and performed our audit procedures relating to revenue recognition responsive to this presumed fraud risk.

These risks did however not require significant auditor's attention during our audit.

We considered available information and made enquiries of relevant executives, directors, internal audit, legal, compliance, human resources and regional directors.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the board of directors, reading minutes, inspection

of internal audit and compliance reports, and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letters and remained alert to any indication of (suspected) non-compliance throughout the audit. We have been informed by the board of directors that there was no correspondence with regulatory authorities. Finally, we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern

As disclosed in section 'Going concern' in Note 2 (a) to the financial statements, the financial statements have been prepared on a going concern basis. When preparing the financial statements, the board of directors made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future.

We discussed and evaluated the specific assessment with the board of directors exercising professional judgment and maintaining professional skepticism. We considered whether the board of directors' going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Based on our procedures performed, we did not identify material uncertainties about going concern. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The board of directors is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements **Responsibilities of the board of directors for the financial statements**

The board of directors is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as the board determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting unless the shareholder either intends to liquidate the

company or to cease operations, or has no realistic alternative but to do so. The board of directors should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

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. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The 'Information in support of our opinion' section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control

- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

Communication

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Amsterdam, 24 March 2023

Ernst & Young Accountants LLP

Signed by W. Smit





Additional information

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Corporate information

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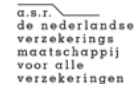


Main banking partners

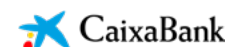


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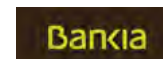
Main term loan financing partners



Key banking and financing partners



Other banking and financing partners



Forward-looking statements

Our annual report contains certain forward-looking statements, estimates and projections that are subject to significant risks, uncertainties and assumptions concerning both business and external economic factors and as such, are difficult to predict.

Actual results will vary from the anticipated results and, as such, variations may be material. The information has been provided in good faith using information available up to the date the Management board approved this report. TIP, its Board, directors and Senior Leadership Team give no assurances that these expectations will prove to be correct. Except as required by law or regulation, TIP, its Board, directors and Senior Leadership Team undertake no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.



Sixteen-year financial summary

€m	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016 ¹	2017	2018	2019	2020	2021	2022
Profit or loss																
Revenue	503	502	401	398	375	351	323	326	372	441	517	565	626	914	955	1,134
Contribution	305	320	238	222	219	194	159	160	175	216	268	294	327	500	536	633
Operating expenses	(85)	(80)	(66)	(57)	(55)	(53)	(48)	(61)	(65)	(72)	(76)	(75)	(84)	(107)	(106)	(121)
EBITDA	220	240	172	165	164	141	111	99	110	144	192	219	243	393	430	512
Operating profit/(loss)	29	36	(24)	1	22	20	16	57	40	41	53	60	53	87	118	172
Balance sheet																
Net operating assets	1,338	1,333	1,104	861	686	563	359	464	649	889	971	1,123	1,973	1,872	1,892	2,139
Net borrowings	-	-	-	-	-	-	232	258	449	667	742	883	1,591	1,480	1,586	1,756
Equity	-	-	-	-	-	-	208	519	544	552	573	304	541	528	518	638
Cash flow																
Fleet investment	396	285	38	21	14	19	37	137	195	276	237	272	251	265	301	536
Acquisitions	-	-	-	-	-	-	-	17	44	149	9	67	865	-	11	115
Other investment	5	5	7	9	5	6	6	28	38	29	18	24	31	30	14	15
Fleet sales	(77)	(57)	(47)	(61)	(43)	(35)	(28)	(27)	(28)	(36)	(45)	(35)	(40)	(85)	(65)	(77)
Net investment	324	233	(2)	(31)	(24)	(10)	15	155	249	418	219	328	1,107	210	261	589
Metrics:																
Operational																
ADR in €	15.4	15.6	15.2	15.6	16.5	17.1	16.8	17.1	18.1	16.5	16.3	17.0	18.3	19.2	19.7	21.3
UTE	91%	87%	74%	82%	91%	86%	84%	82%	84%	86%	89%	91%	91%	87%	93%	94%
Opex % of revenue	17%	16%	16%	14%	15%	15%	15%	19%	18%	16%	15%	13%	13%	12%	11%	11%
Profitability %																
Contribution	61%	64%	59%	56%	59%	55%	49%	49%	47%	49%	52%	52%	52%	55%	56%	56%
EBITDA	44%	48%	43%	41%	44%	40%	34%	30%	30%	33%	37%	39%	39%	43%	45%	45%
Operating profit	6%	7%	(6%)	-	6%	6%	5%	18%	11%	9%	10%	11%	8%	10%	12%	15%
Asset returns																
RoIC	2.1%	2.7%	(1.9%)	0.1%	2.9%	3.3%	3.6%	13.9%	7.2%	5.3%	5.6%	5.8%	3.4% ²	4.5%	6.2%	8.0%
Capital efficiency	16%	18%	14%	17%	21%	23%	24%	24%	20%	19%	21%	21%	16% ³	20%	23%	24%
Financing																
Net leverage ratio	-	-	-	-	-	-	64%	56%	69%	75%	76%	79%	81%	79%	84%	82%
Gearing ratio	-	-	-	-	-	-	53%	33%	45%	55%	56%	74%	75%	74%	75%	73%
Net borrowings/EBITDA	-	-	-	-	-	-	2.1x	2.6x	4.1x	4.6x	3.9x	4.0x	6.5x ⁴	3.8x	3.7x	3.4x

¹ Excludes one-time indemnification and recovery, see Glossary for further explanation.

² 4.2% after normalising the timing impact of the PEMA and Trailer Wizards acquisitions.

³ 20% after normalising the timing impact of the PEMA and Trailer Wizards acquisitions.

⁴ Increase driven by the timing of the PEMA and Trailer Wizards acquisitions in December 2019.

Glossary and references

Definitions and key alternative financial measures that supplement generally accepted accounting principles and terms

The glossary of terms below sets out definitions of terms used throughout the MD&A section, including information derived from consolidated financial information but not presented in our financial statements prepared in accordance with IFRS. Specifically, we have referred, in various sections of this report, to:

Acquisitions

Acquisitions comprise business combinations and asset acquisitions not qualified as business combinations under IFRS, principally where we acquire existing/new customer contracts together with the fleet they are leasing or renting

Branch

A physical location where lease, rental and maintenance are provided, having branch management, front office service delivery and back office maintenance management. Often located with a TIP workshop

Capital efficiency

EBITDA divided by average net operating assets, which we believe to be a useful metric for measuring cash returns

Capital expenditures (capex)

Capex refers to fleet additions and customisation, but excludes asset acquisitions that do not qualify as business combinations under IFRS

Cube Transportation

Refers to Cube Transportation Europe Coöperatief U.A., the immediate shareholder of Global TIP Holdings Two B.V.

Cube Transportation Board

Refers to the Cube Transportation Supervisory Board and Management Board

Damage protection









Damage protection is our customer damage waiver programme offered on our own equipment only. As such, it is not an insurance product, nor is it regulated. In general, we operate an own book programme. In some cases, however, we take insurance against these damage risks where we deem it economically appropriate to do so. The price of damage protection is set in each market based on prevailing local market conditions, after having determined appropriate levels of insurance cover, if any, and the expected costs of managing and settling damages

Earnings before interest, taxes, depreciation and amortisation (EBITDA)

We believe EBITDA to be a useful measure for management and stakeholders to indicate the potential cash generation of our business from operating activities, and it is commonly used within our business to assess financial performance

Fleet usage and composition

The table below provides an overview of the principal usages of our fleet by type and related definitions:

Asset	Description	Definitions
Van	 General transport of goods requiring high security and for parcels	Van, bulker
Curtainsider	 General transport goods not requiring high security	Curtainsider, flat, tilt, other trailer
Reefer	 Temperature-controlled goods - food, electronics and flowers	Reefer and temperature-controlled trailer
Chassis	 Transport of swapbodies and containers	All chassis
Swapbody	 Intermodal transport	Swapbody, excluding tanker swapbody
Truck	 Power units	All power driven units, truck, tractor, rigid, shunt truck, commercial vehicle, EV, excluding waste tanker and any truck with tanker attached
Tanker	 Transport of liquids, powers and waste	Tanker, waste tanker, tanker swapbody, any truck with tanker attached
eLCV	 Electric light commercial vehicle	Electric light commercial vehicle

GE Equipment Services

Was a multi-product commercial transportation and construction equipment leasing and rental division of General Electric (GE). GE Equipment Services contained various trading divisions including TIP, GE Rail Services, GE Key Lease, GE Modular Space, TLS Van Rental, GE Plant Hire and GE Fleet Services. TIP was owned by GE from 1993 until 2013

Gearing ratio

Net borrowings divided by equity plus net borrowings. This measure enables investors to assess the level of risk in the financial structure of our business

I Squared Capital

An independent global infrastructure investment manager, with over \$36bn of assets under management, which focuses on the energy, utilities and transportation sectors in the Americas, Europe and Asia

Leasing backlog years

Refers to committed revenue at the end of the year divided by leasing revenue for that year

Management Board

Refers to the Management Board of the Shareholder

Mobile service unit (MSU)

Service van equipped with tools to undertake maintenance and repair when equipment breaks down on the road, or for scheduled and un-scheduled maintenance

Net assets

Total assets after deducting all liabilities, as presented on the balance sheet in the financial statements section of this report. It is equivalent to equity

Net borrowings

Gross borrowings less cash and equivalents

Net leverage ratio

Net borrowings divided by net operating assets. This measure enables investors to assess the level of risk in the financial structure of our business

Net operating assets

Total assets after deducting cash, financial assets, intangibles and non-borrowings liabilities

Non-borrowings liabilities

Total liabilities after deducting borrowings and derivatives

One-time indemnification and recovery

In January 2017, an inactive distressed customer paid €9m for a combination of an indemnification for damages (€5m), fleet sales (€2m) and unpaid account receivables (€2m), which were provisioned in 2013. Over a number of years, the Group's legal and risk teams used various 'out of court' debt recognition processes and several land and property charges to successfully secure this payment. This transaction was recorded in the 2016 financials

Operating expenses (opex)

Refers to the sum of employee benefit expenses and other operating expenses. Refer to notes 10 and 11 of the financial statements

Operating profit

Refers, in the MD&A section, to the underlying operating profit, which is defined as operating profit as reported excluding exceptional items and amortisation of intangible assets

Return on Invested Capital (RoIC)

Operating profit divided by average net operating assets. We believe that RoIC is the key measure for any leasing, rental and services business through the economic cycle, and the best medium-term indicator of the strength of the business

Shareholder

Refers to Cube Transportation, our direct shareholder. Our ultimate shareholder is ISQ Global Infrastructure Fund II, a limited partnership managed by I Squared Capital

Strategic matters

Comprises, among other things, the reserve matter listed under the articles of association of the Shareholder

Supervisory Board

Refers to the Supervisory Board of the Shareholder

The Management Board

Refers to the Board of Directors of Global TIP Holdings Two B.V.

The Boards

Refers to the Supervisory Board, Management Board and the Board

Workshop

A physical location where maintenance and repair work is performed by mechanics, supported by a workshop manager and back office support. Work is performed on TIP's own equipment as well as on 3rd party assets. Sometimes located at the same site as a TIP branch

Definitions and descriptions of KPIs and sixteen-year financial summary

The following are key performance indicators not defined elsewhere in this annual report or where additional clarification may help the reader:

Revenue, operating profit and profitability KPIs

These are measured on an underlying basis

Other terms and abbreviations

ABS	Asset-backed securitisation	IT	Information technology
ADR	Average daily rate	KPI	Key performance indicator
AMLAT	Anti money laundering anti-terrorism	KYC	Know your customer
BI	Business Intelligence	Leasing	Term of lease is greater than one year
COVID-19	Coronavirus disease 2019	M&R	Maintenance and repair
EAuM	Equivalent asset under management	PP&E	Property, plant and equipment
EHS	Environmental health and safety	RCF	Revolving credit facility
EMT	Executive Management Team	Rental	Term of lease is one year or less
ESG	Environmental, Social and Governance	SLT	Senior Leadership Team
EY	Ernst & Young Accountants LLP	TIP	Trading name of Global TIP Holdings Two B.V. and subsidiaries
FLB	Funding lease book	TL	Term loan
GDPR	General Data Protection Regulation	UTE	Utilisation
GRCF	Green revolving credit facility	VP	Vice President
IFRS	International Financial Reporting Standards		



Acknowledgements

Published by

Global TIP Holdings Two B.V.
Alpha Tower
De Entree 33
1101 BH Amsterdam Zuidoost
The Netherlands

Concept & layout

DartGroup, Amsterdam

Photography & images

Rene van der Hulst
TIP

Illustration

DartGroup, Amsterdam

Editor

Kōan, Amsterdam

TIP provides a wide variety of products and services for transportation and logistics customers through its 136 locations across 18 countries. Our services include everything from specifying and sourcing of equipment to lease and rental, daily operations, maintenance and repair, as well as the buying and selling of used assets.

www.tip-group.com

