



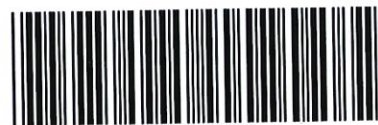
LFO Holdings Limited

Annual Report and Financial Statements

For the Year Ended 31 December 2022

Company Number 06179081

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Company Information

Director	Richard Donald McMichael
Company secretary	Reed Smith Corporate Services Limited
Registered number	06179081
Registered office	The Broadgate Tower, Third Floor 20 Primrose Street London EC2A 2RS
Independent auditor	BDO LLP 55 Baker Street London W1U 7EU

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Strategic Report for the Year ended 31 December 2022

The director presents herewith his Strategic Report and Director's Report together with the audited financial statements of LFO Holdings Limited (the "Company") for the year ended 31 December 2022.

Principal activities

The Company, limited by share capital and incorporated in England and Wales in the United Kingdom, is a wholly owned subsidiary of World Fuel Services UK Holding Company II Limited, also incorporated in England and Wales in the United Kingdom. The ultimate holding company is World Kinect Corporation (formerly known as World Fuel Services Corporation) (the "Ultimate Parent Undertaking"), incorporated in the State of Florida in the United States of America.

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

Business review and future outlook

The loss for the financial year amounted to \$231,946 (2021: \$16,012). Net assets as at 31 December 2022 were \$77,942,350 (2021:\$78,174,296)

On 27 September, 2022 Linton Fuel Oils Limited (the Investee) declared a final distribution to the Company as part of its preparation for voluntary strike-off whereby the Investee assigned \$5,522,086 of intercompany receivables to the Company. The entire distribution was recorded as a return of capital. We concurrently recorded an impairment loss of \$(222,401) to write the investment down to par value. The impairment charge incurred is the primary driver of the loss earned for the year.

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

Principal risks and uncertainties

The Company's principal risks and uncertainties are integrated with the principal risks of the World Kinect Corporation Group (further referred to as 'Group') and are not managed separately. World Kinect Corporation is the parent undertaking of the only group of undertakings to consolidate these financial statements. The principal risks and uncertainties of World Kinect Corporation, the Ultimate Parent Undertaking, are discussed from page 8 of the 2022 annual report on Form 10-K which does not form part of this report but is publicly available.

Key performance indicators ("KPIs")

The Company's Director monitors progress and strategy by reference to the following financial KPIs:

	2022 \$	2021 \$	Change \$	Change %
Net Assets	77,942,350	78,174,296	(231,946)	(0.3)%

The change in the KPI is wholly attributable to the gain for the year, as reported in the business review above.

Strategic Report for the Year ended 31 December 2022

Section 172(1) statement

The Company's stakeholder engagement and decision making are integrated with the principles and activity of the Ultimate Parent Undertaking (note 11). The Company does not manage key stakeholder engagement separately. The Group regularly engages with key stakeholders to better understand their perspectives, including in areas such as our business strategies, financial performance, and matters of corporate governance. This dialogue has helped inform the Group's decision-making and ensure interests remain well-aligned with those of its key stakeholders. The key stakeholders relevant to the Company include other Group companies and regulators. The Company's key stakeholders are managed through the Group which maintains regular communication with the Company's stakeholders regarding the Company's activity.

In line with the Director's duties, under section 172(1) of the Companies Act 2006, the Director must act in a way that is considered in good faith and would most likely promote the success of the Company, for the benefit of its members, as a whole. In 2022, whilst fulfilling his duties to promote the success of the Company, the Director considered the interests of key stakeholders, having regard, amongst other matters to:

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

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

The Director's duties and decisions made on behalf of the Company are supported by access to the Group and corporate governance policies and practices. Informed decisions have been made through engagement with key stakeholders to better understand their perspectives.

The Group believes that good corporate governance is critical to support its efforts to achieve performance goals, while delivering long-term value to stakeholders. Further, the Group collectively believes that successful stewardship of the environment and natural resources, as well as positive engagement with the communities in which the Group operates, will translate to long-term value for society and ultimately define the Company's success.

The principal decision made by the Director in the financial year included the following:

- The Director approved the dissolution of the Company's subsidiary Linton Fuel Oils Limited.

The impact of the key decisions included the following stakeholder considerations:

- Our regulators and tax authorities: were considered to ensure compliance with relevant laws and regulations as part of the dissolution process.

Strategic Report for the Year ended 31 December 2022

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

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



Richard Donald McMichael
Director

Date: 1 August 2023

Director's Report for the year ended 31 December 2022

Director

The Director who served during the year ended 31 December 2022 and up to the date of signing the financial statements is as follows:

Richard Donald McMichael

Director's indemnities

The Company provides an indemnity for the Director of the Company, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006. In addition, the Ultimate Parent Undertaking maintains liability insurance for its directors and officers. The qualifying third party indemnity was in place during the year ended 31 December 2022 and as at the date of approval of the Annual Report.

Dividends

The Company paid no interim dividend for the year ended 31 December 2022 (2021: \$nil). No final dividend is proposed for the year ended 31 December 2022 (2021: \$nil).

Financial risk management

The financial risk management of the Company is handled by the Ultimate Parent Undertaking as part of the operations of the World Kinect Corporation group. The financial risk objectives, policies and exposures are described in the financial statements of the Ultimate Parent Undertaking in the 2022 annual report on Form 10-K which does not form part of this report.

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

Currency risk

The risk to the Company is considered to be limited since the business activities that the Company enters into are limited. The Company does not believe this to be a material risk.

Price risk and interest rate risk

The Company has no exposure to price risk or interest rate risk given the activities the Company performs.

Credit risk

The Company has no exposure to credit risk since the Company does not trade with third parties, nor does it enter into credit agreements.

Liquidity risk

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

Director's Report for the year ended 31 December 2022

Cash flow risk

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

Future developments

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

Going concern

The Company's loss after tax for the financial year was \$231,946 (2021: \$16,012) and as at 31 December 2022 the Company had net assets of \$77,942,350 (2021: \$78,174,296).

World Kinect Corporation (formerly known as World Fuel Services Corporation), the Ultimate Parent Undertaking of LFO Holdings Limited, has agreed to provide adequate financial support for a period of at least twelve months following the date of the Independent Auditor's Report for the Company's financial statements for the year ended 31 December 2022, to the extent necessary to enable the Company to meet its continuing operating liabilities, as well as any known liabilities on the Company's Balance Sheet as at 31 December 2022, as and when they fall due, and further confirms that no credit loss will be incurred by the Company in respect of the amounts owed to it by fellow group undertakings for the periods presented within these financial statements. As a result of the support from the Ultimate Parent Undertaking, the Director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Company has adopted the going concern basis in preparing the financial statements.

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

Disclosure of information to auditor

The person who was Director at the time when this Director's Report is approved has confirmed that:

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

Auditor

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

Director's Report for the year ended 31 December 2022

Special provisions relating to small companies

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

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



Richard Donald McMichael
Director

Date: 1 August 2023

Statement of Director's Responsibilities For the Year Ended 31 December 2022

Statement of Director's Responsibilities

The Director is responsible for preparing the Strategic Report, Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102. Under company law the Director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year.

In preparing these financial statements, the Director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



Independent Auditor's Report to the Members of LFO Holdings Limited

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of LFO Holdings Limited ("the Company") for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

Other information

The Director is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Independent Auditor's Report to the Members of LFO Holdings Limited

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

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

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Director was not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the Director's report.

Responsibilities of Director

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

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

Auditor's responsibilities for the audit of the financial statements

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

Independent Auditor's Report to the Members of LFO Holdings Limited

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

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

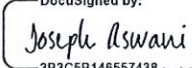
- We obtained an understanding of the legal and regulatory frameworks applicable to the entity and determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting framework Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice);
- We determined how the entity is complying with those legal and regulatory frameworks by making enquiries of management, internal audit, and those responsible for legal and compliance procedures, corroborating our enquiries through our review of board minutes;
- We used an engagement team with appropriate competence and capabilities to identify non-compliance with laws and regulations; and
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management from various parts of the business to understand where it is considered there was a susceptibility to fraud. We also considered the process controls that the entity has established to address risks identified, or that otherwise prevent, deter and detect fraud, and how senior management monitors those process controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free of fraud or error.

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

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Joseph ASWANI (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK

02 August 2023

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

Statement of Comprehensive Income for the year ended 31 December 2022

	Note	2022 \$	2021 \$
Administrative expenses		(231,946)	(16,012)
Loss for the financial year before taxation	4	(231,946)	(16,012)
Income tax expense	6	—	—
Loss after taxation for the financial year and total comprehensive loss for the year		(231,946)	(16,012)

All amounts relate to continuing operations.

There was no other comprehensive income or loss during the year ended 31 December 2022, or the year ended 31 December 2021

The notes on pages 14 to 21 form part of these financial statements

Balance Sheet as at 31 December 2022

Registered number: 06179081

	Note	2022 \$ USD	2021 \$ USD
Non-current assets			
Investments	7	72,500,002	78,244,489
		<u>72,500,002</u>	<u>78,244,489</u>
Current assets			
Trade and other receivables	8	8,831,698	—
		<u>8,831,698</u>	<u>—</u>
Total assets		<u><u>81,331,700</u></u>	<u><u>78,244,489</u></u>
Non-current liabilities			
Trade and other payables	9	(38,555)	—
		<u>(38,555)</u>	<u>—</u>
Current liabilities			
Trade and other payables	9	(3,350,795)	(70,193)
		<u>(3,350,795)</u>	<u>(70,193)</u>
Total liabilities		<u><u>(3,389,350)</u></u>	<u><u>(70,193)</u></u>
Net current assets/(liabilities)		<u><u>5,480,903</u></u>	<u><u>(70,193)</u></u>
Net assets		<u><u>77,942,350</u></u>	<u><u>78,174,296</u></u>
Equity			
Share capital	10	10	10
Share premium		79,813,444	79,813,444
Other reserves		(1,568,965)	(1,568,965)
Retained earnings		(302,139)	(70,193)
Total shareholder's funds		<u><u>77,942,350</u></u>	<u><u>78,174,296</u></u>

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

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



Richard Donald McMichael
Director

Date: 1 August 2023

The notes on pages 14 to 21 form part of these financial statements

Statement of Changes in Equity for the year ended 31 December 2022

	Share capital	Share premium	Other reserves	Retained earnings	Total shareholder's funds/(deficit)
	\$	\$	\$	\$	\$
Balance at 1 January 2021	10	79,813,444	(1,568,965)	(54,181)	78,190,308
Loss after taxation for the financial year and total comprehensive loss for the year	—	—	—	(16,012)	(16,012)
Balance at 31 December 2021	10	79,813,444	(1,568,965)	(70,193)	78,174,296
Loss after taxation for the financial year and total comprehensive loss for the year	—	—	—	(231,946)	(231,946)
Balance at 31 December 2022	10	79,813,444	(1,568,965)	(302,139)	77,942,350

The notes on pages 14 to 21 for part of these financial statements.

Notes to the financial statements for the year ended 31 December 2022

Note 1 – General Information

LFO Holdings Limited ("the Company") is a private company, limited by share capital, and incorporated and domiciled in England and Wales in the United Kingdom. The Company is a wholly-owned subsidiary of WFS UK Holding Company II Limited, also incorporated in England and Wales in the United Kingdom. The ultimate holding company is World Kinect Corporation (formerly known as World Fuel Services Corporation) (the "Ultimate Parent Undertaking") incorporated in the State of Florida in the United States of America.

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

Note 2 – Accounting Policies

The following principal accounting policies have been applied in all periods presented:

2.1 Basis of preparation of financial statements

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

2.2 Financial reporting standard 102 - reduced disclosure exemptions

FRS 102 allows a qualifying entity certain disclosure exemptions, if certain conditions have been complied with, including notification of and no objection to, the use of exemptions by the Company's shareholders. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. The Company is a qualifying entity as its results are consolidated into the financial statements of World Kinect Corporation, which are publicly available. As a qualifying entity, the Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 'Statement of Financial Position' paragraph 4.12(a)(iv);
- the requirements of Section 7 'Statement of Cash Flows';
- the requirements of Section 3 'Financial Statement Presentation paragraph' 3.17(d);
- the requirements of Section 11 'Financial Instruments' paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 'Other Financial Instruments' paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A; and
- the requirements of Section 33 'Related Party Disclosures' paragraph 33.7.

Notes to the financial statements for the year ended 31 December 2022

2.3 Consolidated financial statements

The financial statements contain information about LFO Holdings Limited as an individual company and do not contain consolidated financial information as the parent of the group. The Company has taken the exemption under Section 401 of the Companies Act 2006 from the requirement to prepare, for the current year, consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated statements of its Ultimate Parent Undertaking, World Kinect Corporation, a company incorporated in the State of Florida in the United States of America, and whose financial statements are publicly available. The consolidated financial statements of World Kinect Corporation may be obtained from World Kinect Corporation, 9800 NW 41st Street, Suite 400, Miami, Florida USA 33178.

2.4 Going concern

The Company's loss after tax for the financial year was \$(231,946) (2021: Loss of (\$16,012)) and as at 31 December 2022 the Company had net assets of \$77,942,350 (2021: \$78,174,296).

World Kinect Corporation (formerly known as World Fuel Services Corporation), the Ultimate Parent Undertaking of LFO Holdings Limited, has agreed to provide adequate financial support for a period of at least twelve months following the date of the Independent Auditor's Report for the Company's financial statements for the year ended 31 December 2022, to the extent necessary to enable the Company to meet its continuing operating liabilities, as well as any known liabilities on the Company's Balance Sheet as at 31 December 2022, as and when they fall due, and further confirms that no credit loss will be incurred by the Company in respect of the amounts owed to it by fellow group undertakings for the periods presented within these financial statements. As a result of the support from the Ultimate Parent Undertaking, the Director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Company has adopted the going concern basis in preparing the financial statements.

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

2.5 Current and deferred income tax

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

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

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

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

Notes to the financial statements for the year ended 31 December 2022

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

2.6 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is United States Dollar ("USD").

Transactions and balances

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

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

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

2.7 Investments in subsidiaries

Investments in subsidiary companies are held at cost less accumulated impairment losses.

2.8 Impairment of non-financial assets

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

2.9 Trade and other payables

Current

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

Loans payable to related parties

Loans payable to related parties are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method.

Notes to the financial statements for the year ended 31 December 2022

2.10 Trade and Other Receivables

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

2.11 Share capital

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

Note 3 – Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in accordance with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The areas involving a higher degree of judgement or complexity are set out below and in more detail in the related notes.

Impairment of investments in subsidiaries

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

Loans payable to a related party

The company has entered into a loan agreement with a related party during the year. The company considers a number of estimates when entering into these loan agreements to ensure that they are conducted on arms' length basis with interest being charged in line with relevant Market conditions. When assessing whether borrowings with other group companies have been conducted on an arms' length basis, the director notes that these decisions involve the input of internal and external tax advisers to the Company, including an analysis of comparable basic financial instruments between companies and groups who operate in similar markets to worldwide Group.

Note 4 – Loss before taxation

Loss before taxation is stated after charging:

	2022	2021
	\$	\$
Impairment of investment in subsidiary (note 7)	222,401	—
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	2,999	15,011

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

Notes to the financial statements for the year ended 31 December 2022

Note 5 – Employee cost and Director’s remuneration

The Company had no employees during the year ended 31 December 2022 and 31 December 2021.

The Company's Director received no remuneration during the year ended 31 December 2022 and 31 December 2021 in connection with their services to the Company.

Note 6 – Taxation

Taxation	2022	2021
	\$	\$
Total current tax	—	—
Total tax for the year	—	—

Factors affecting tax charge for the year

The tax assessed for the year differs from the standard UK Corporation tax of 19% (2021: 19%). The factors affecting the tax charge are reconciled below.

	2022	2021
	\$	\$
Loss on ordinary activities before tax	(231,946)	(16,012)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 – 19%)	(44,070)	(3,042)
Effects of:		
Expenses not deductible for tax purposes	42,257	—
Group losses surrendered for nil consideration	1,813	3,042
Total tax charge/(credit) for the year	—	—

Factors that may affect future tax charges

On 3 March 2021, the Chancellor of the Exchequer announced that from 1 April 2023, there is no longer a single Corporation Tax rate for non-ring fence profits. From 1 April 2023, the Corporation Tax main rate for non-ring fence profits will increase to 25% for profits above £250,000. For profits of £50,000 or less, a small profits rate of 19% will be applicable. A marginal relief scheme with a gradual increase in the effective Corporation Tax rate for profits in between these amounts will also be applicable.

Notes to the financial statements for the year ended 31 December 2022

Note 7 – Investments

	Shares in subsidiary undertakings \$
Cost	
At 1 January 2022	78,244,489
Liquidating Dividend Received from Linton Fuel Oils Ltd.	(5,522,086)
Impairment Charge	(222,401)
As at 31 December 2022	<u>72,500,002</u>

On 27 September, 2022 Linton Fuel Oils Limited (the Investee) declared a final distribution to the Company as part of its preparation for voluntary strike-off whereby the Investee assigned \$5,522,086 of intercompany receivables to the Company. The entire distribution was recorded as a return of capital. We concurrently recorded an impairment loss of \$(222,401) to write the investment down to par value. The impairment charge incurred is the primary driver of the loss earned for the year.

The following entities are wholly owned subsidiary undertakings of the Company as at 31 December 2022. All shares in subsidiary undertakings relate to ordinary shares:

<i>Subsidiary or Associate</i>	<i>Principal business activity</i>	<i>Addresses</i>	<i>Percentage of Ownership</i>
World Fuel Services Canada LLC	Oil Trading	1750-1055 West Georgia St, Vancouver BD V6E 3P3, Canada	100%
Linton Fuel Oils Limited	Non-trading	The Broadgate Tower Third Floor, 20 Primrose Street, London, EC2A 2RS	100%

Note 8 – Trade and other receivables

	2022 \$	2021 \$
Amounts due from group undertakings	<u>8,831,698</u>	<u>—</u>

Amounts owed by group undertakings are unsecured, non-interest bearing and are repayable on demand.

Notes to the financial statements for the year ended 31 December 2022

Note 9 – Trade and other payables:

	2022	2021
	\$	\$
Current liabilities		
Amounts due to group undertakings	3,336,472	48,300
Accruals and deferred income	14,323	21,893
Total	<u>3,350,795</u>	<u>70,193</u>

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

	2022	2021
	\$	\$
Non-current liabilities		
Loans payable to related companies	38,555	—
Total	<u>38,555</u>	<u>—</u>

On 15 December 2022, as the effective date, the Company entered into an intercompany lending agreement with a related company, WFS UK Finance Limited (“UK FINCO”), ending on 30 June 2025. This agreement allows the Company to lend funds through deposits, or, alternatively, borrow funds from UK FINCO with a maximum borrowing by the Company of \$10,000,000, of which, either position must be maintained net as either debtor or creditor with UK FINCO at the end of each period.

The net deposit position with UK FINCO bears interest at a rate determined based on the interest received for outstanding time deposits by UK Monetary Financial Institutions as published by The Bank of England, and, for any borrowing position, the applicable interest rate will be this rate plus .25%. No interest has been applied, due or payable by either party on any balance position of either the Company or UK FINCO, during the transition period which begins on the effective date and ends on June 30, 2023.

The Company has outstanding borrowings with UK FINCO of \$38,555 at 31 December 2022 (2021: \$Nil), and recognised zero interest expense on its net borrowings position during the year ended 31 December 2022. The repayable term as stipulated by the agreement is June 30, 2025 and as such this payable balance has been presented as non-current within these financial statements.

Note 10 – Share capital

	2022	2021
	\$	\$
Alloted, called up and fully paid		
6 (2021: 6) ordinary shares of £1 each (US\$1.66/£)	10	10

A description of the Company's equity accounts is as follows:

- a. The Share Premium account represents the amount subscribed for share capital in excess of the nominal value.
- b. Other reserves represent the foreign exchange differences arising on the change in functional currency from GBP to USD as at 1 June 2016.
- c. Retained earnings represents cumulative profits or losses, net of dividends paid and other adjustments.

Notes to the financial statements for the year ended 31 December 2022

Note 11 – Controlling party

The immediate parent undertaking is WFS UK Holding Company II Limited, a company incorporated in England and Wales in the United Kingdom.

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

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