

Ownership Structure

Acquisition overview and capital structure

On the 6 August 2020, those holders of Travelex's secured notes who participated in the provision of £84m of new money to the group ('New Money Noteholders'), acquired a restructured Travelex business ('New Travelex Group'). New Travelex Group comprises of the various trading entities that either have transferred, or are transferring, to the ownership of Travelex Topco Limited, via its wholly owned subsidiary, Travelex Acquisitionco Limited.

Once all the proposed change of control approvals have been obtained, the 'New Travelex' will be made up of businesses that will constitute over 80% of the 2019 revenues of the 'Old Travelex', but with a significantly lower cost base than before achieved through focused rationalisation and cost control. The New Money Noteholders have become the new shareholders of the New Travelex Group. The new shareholders are primarily global investment firms, including Barings LLC ('Barings') and Vector Capital Management, L.P. ('Vector').

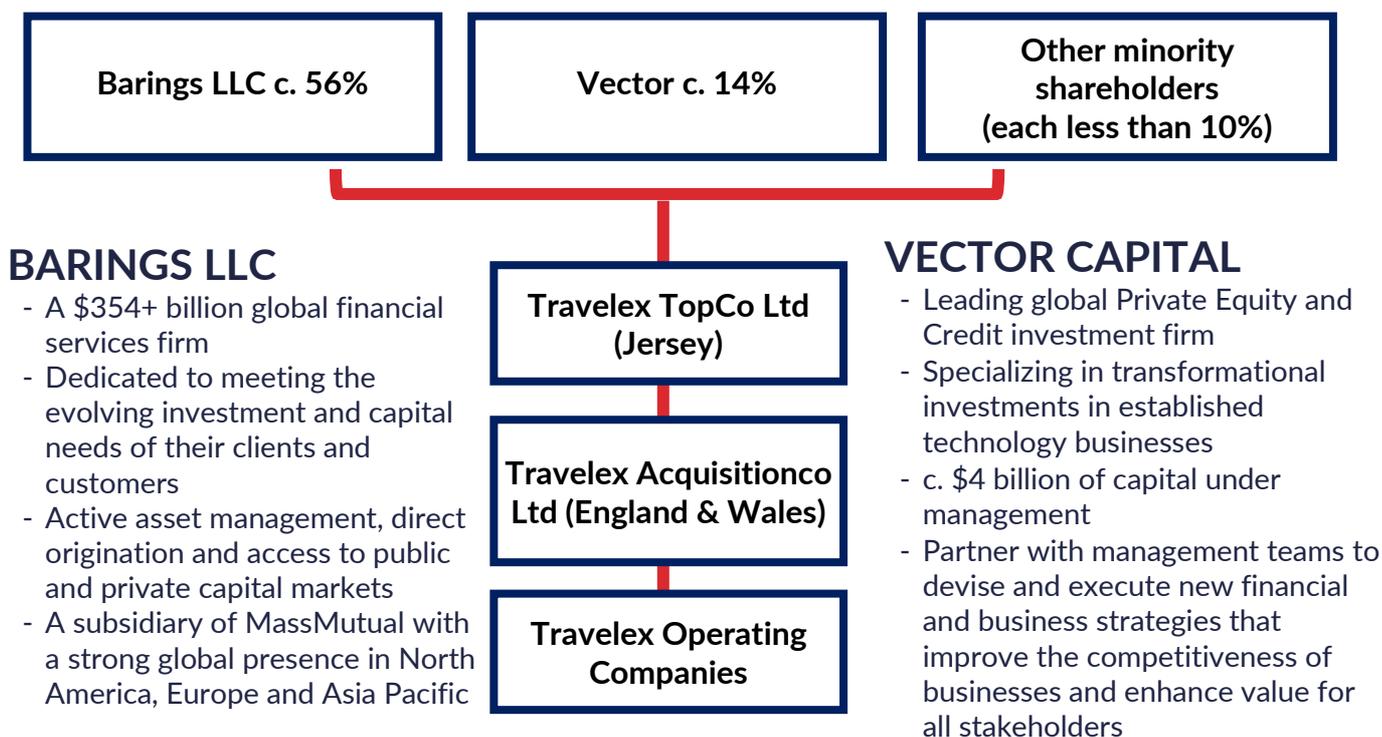
Barings and Vector hold in aggregate c. 70% of the issued share capital of Travelex Topco Limited with Barings controlling c. 56% through a number of funds and Vector controlling c. 14% through its funds. The remaining c. 30% of Travelex Topco Limited's issued shares is made up of various other institutional shareholders. These minority shareholders include investment funds, global banks and other investment firms, each of which own less than 10% of Travelex Topco Limited's issued share capital, and who are supportive of the financial and operational restructuring.

Travelex has a total term loan and guarantee facility of £59.6m provided by five large international banks for a term of four years from August 2020; plus c. £99.2m of loan notes from shareholders for a term of five years from August 2020 with the majority of such debt paying non-cash PIK interest.

Travelex's total debt burden is now significantly less than the previous €460m of debt which it had prior to the restructure. The company is leaner from a cost perspective and more agile from a capital perspective, has a refreshed and focused governance team and is strongly positioned for the future, even in these uncertain times.

Our Shareholders

Travelex has a new capital structure that positions the group very well to capitalise on its broad market position, once the world and its markets start to recover from the impact of COVID-19.



Message from Barings & Vector Capital



The recent acquisition of the Travelex group of companies ('Travelex Group') by Barings, Vector Capital and other institutional investors demonstrates the commitment to the Travelex group's future and confidence in the management team's ability to deliver long-term value. Travelex's global infrastructure and business model provide a distinctive competitive advantage and enable it to mobilise and coordinate opportunities in a post-COVID-19 market. We have full confidence that the new board and management will shape the business strategy to transform the competitive and market dynamics of the Travelex business.