

LONG LAKE / AMEX GBT

TAKE-PRIVATE | INVESTMENT COMMITTEE PRESENTATION

\$6.30 Billion All-Cash Take-Private of NYSE:GBTG

DEAL

\$6.30B

All-cash

PER SHARE

\$9.50

vs \$5.93 close

PREMIUM

60.2%

to May 1 close

FY25 REVENUE

\$2.72B

+12% YoY

FY25 ADJ EBITDA

\$719M

26.5% mgn

What is being proposed and why

The Transaction

- On May 4, 2026, Long Lake Management entered into a definitive agreement to acquire American Express Global Business Travel (NYSE: GBTG) at \$9.50 per share, all-cash.
- Total transaction value: ~\$6.3 billion enterprise value.
- Represents a 60.2% premium to the unaffected May 1, 2026 closing price of \$5.93 and a 65.1% premium to the 30-day VWAP.
- 69% of shareholders — American Express, Expedia, QIA, BlackRock — have signed voting agreements supporting the deal.
- Equity sources: Long Lake + General Catalyst + Alpha Wave + Koch Equity Dev.
- Debt financing committed by JPMorgan, Bank of America, Citi, MUFG.
- No financing condition. Expected close: H2 2026.

Why Now

- Travel demand normalized post-pandemic; CWT acquisition closed Sept 2025.
- Public-market undervaluation: \$5.93 vs \$11 mid-2023 highs, despite +12% revenue growth and +26% Adj EBITDA growth in FY25.
- Strategic shareholders (Amex, Expedia, QIA, BlackRock) signaled exit appetite.
- Long Lake offer clears blocker threshold at 60% premium while remaining below 52-week high — clean optics for proxy advisors.
- Q1 2026 earnings beat (+35% revenue, \$3.4B new wins, 96% retention) reported same morning as the deal — sponsor caught the inflection.

Headline question for IC

Is the 60.2% premium adequately compensated for the (a) Amex trademark license termination risk, (b) customer change-of-control churn risk, and (c) Long Lake's operational scale jump from ~\$80M to \$2.7B revenue overnight?

American Express Global Business Travel (NYSE: GBTG)

Company snapshot

Metric	Value
Public listing	NYSE: GBTG (SPAC merger May 2022)
FY25 revenue	\$2,718M (+12% YoY)
FY25 Adj. EBITDA	\$719M (26.5% margin)
Headcount	~22,000 (post-CWT)
Geographies	140+ countries; 4 segments
Customer retention	96% (Q1 2026)
Q1 2026 new wins	\$3.4B value
FY25 GAAP net income	\$109M
Total debt at close	\$1,506M
Cash & equivalents	\$300M+
Market share	21.9% of global business travel management

Inorganic history

- 2018: Acquired Hogg Robinson Group (HRG)
- May 2022: Listed via SPAC merger with Apollo Strategic Growth Capital
- Nov 2021: Acquired Egencia (corporate travel arm of Expedia)
- Sep 2025: Closed acquisition of CWT (formerly Carlson Wagonlit Travel)
- May 2026: Long Lake / GC / Alpha Wave / Koch take-private at \$6.3B

Trademark licensee from American Express:

- Spinout structure preserves Amex brand for marketing
- License has acquirer-specific termination rights — flagged as #1 risk
- Renewal terms not disclosed publicly

Corporate Travel & TMC Total Addressable Market

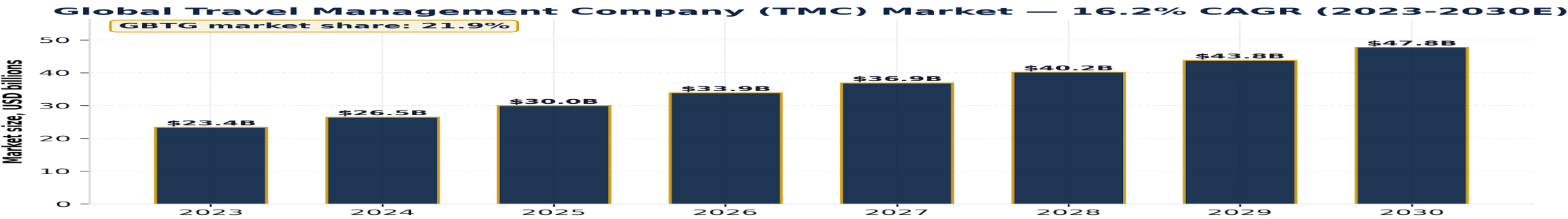
Market Funnel — Corporate Travel TAM/SAM/SOM (USD)



Sizing breakdown

- TAM — Global Corporate Travel
\$2,100B in annual business-travel spend
- SAM — Managed + Adjacent
\$185B (Navan S-1 estimate; managed + bleisure + expense + payments)
- SOM — Dedicated TMC market
\$48B by 2030, growing at 16.2% CAGR
- GBTG share
21.9% of global business travel management — the largest single share

Source: Navan S-1 (SAM); industry research (TMC market \$23-48B); GBTG 10-K (revenue). Chart by OloLand.



Source: Industry analyst consensus; Owlser / Craft (GBTG share).

Legacy TMCs vs Modern Platforms



Cohort dynamics

- Legacy TMCs (incl. GBTG)
- Volume + scale; deep tooling
 - Vulnerable to NDC margin erosion
- Modern (Navan, TravelPerk)
- Self-serve / AI-first
 - Eating SMB upmarket
 - Burn-driven, sub-scale
- Adjacent (BKNG, EXPE)
- Leisure-first; corporate side-line
 - Could compete on price
- T&E platforms (Concur, Brex)
- Bundle T&E + cards
 - Compress standalone TMC value

How GBTG monetizes; key per-unit ratios

Revenue mix

- Travel Revenue (~72%) — transaction fees, GDS incentives, supplier commissions
- Product & Professional Services (~28%) — NeoTraveller, Egencia, Neo1 SaaS; consulting; meetings & events
- Net working-capital tailwind: short DSO on transactional volume offset by longer DPO to suppliers

Key segments

- Global Multinational — largest accounts (Fortune-100s)
- Middle Market — growing fastest
- SMB / online (Egencia) — self-serve channel
- Meetings & Events (M&E)

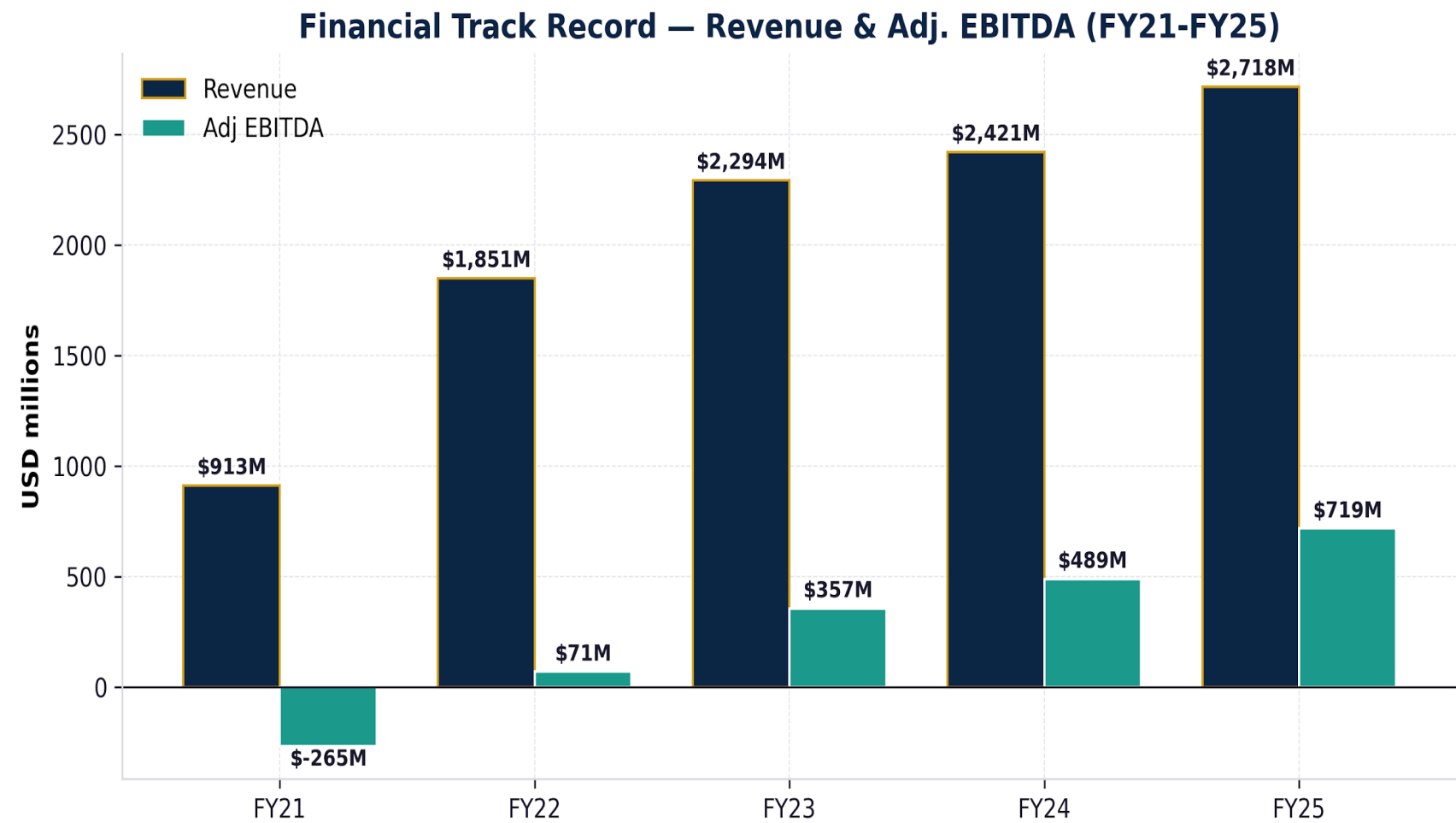
Unit economics

Metric	Disclosed
Customer retention	96%
Adj Gross Profit Margin	58%
Adj EBITDA margin (FY25)	26.5%
FCF conversion (FY25)	~24%
DSO (days)	117
Working capital / revenue	~2%
Capex / revenue	~4%

Unit-economics watchout

DSO of 117 days is materially above corporate-card median (~50-60 days), indicating extended billing cycles to enterprise clients. This is a working-capital drag the LBO model must reserve for. The OloLand unit-economics engine couldn't extract GL transactions, so cohort retention triangles (NDR/GRR) must come from management projections — currently not in the data room.

Revenue and Adj EBITDA (FY21-FY25)



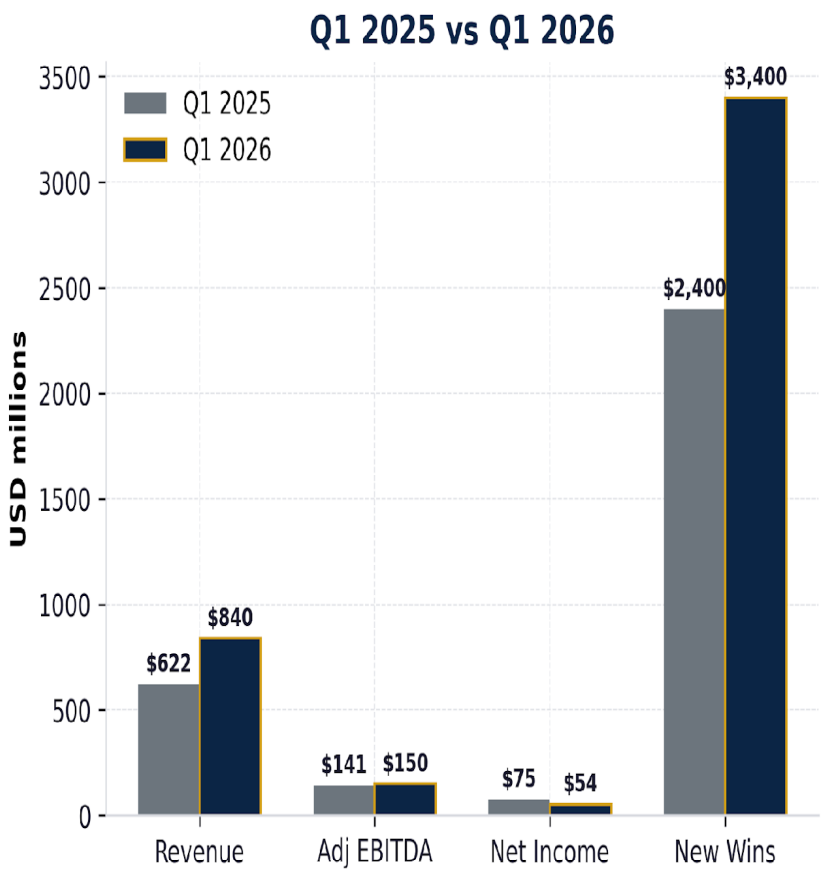
Source: GBTG 10-K filings; CWT acquisition closed Sep 2, 2025.

Key trends

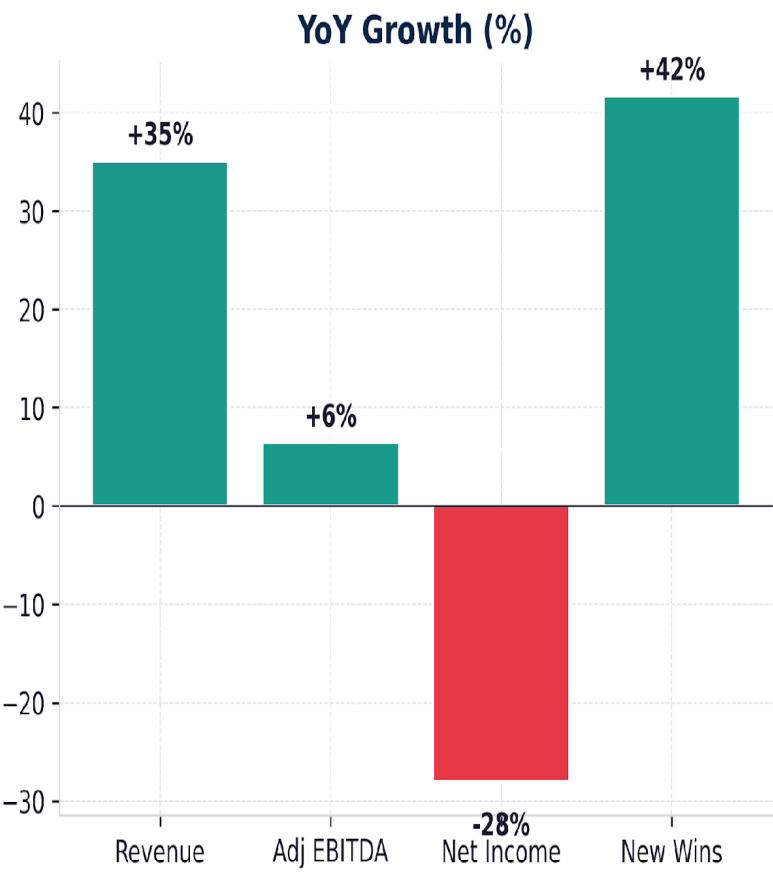
- FY21 → FY25:
- Revenue 3.0x (\$913M → \$2,718M)
 - 31% revenue CAGR (includes M&A)
 - Adj EBITDA \$-265M → \$719M
 - Margin reach 26.5%
- Organic story:
- +18% ex-CWT growth in FY25
 - CWT closed Sep 2025 (one quarter contribution)
- Quality flags:
- Adj-GAAP gap = \$285M
 - Integration costs ongoing
 - \$163M pension underfund
 - \$164M uncertain tax positions

Reported same morning as the deal — strong beat

Q1 2026 Performance Snapshot



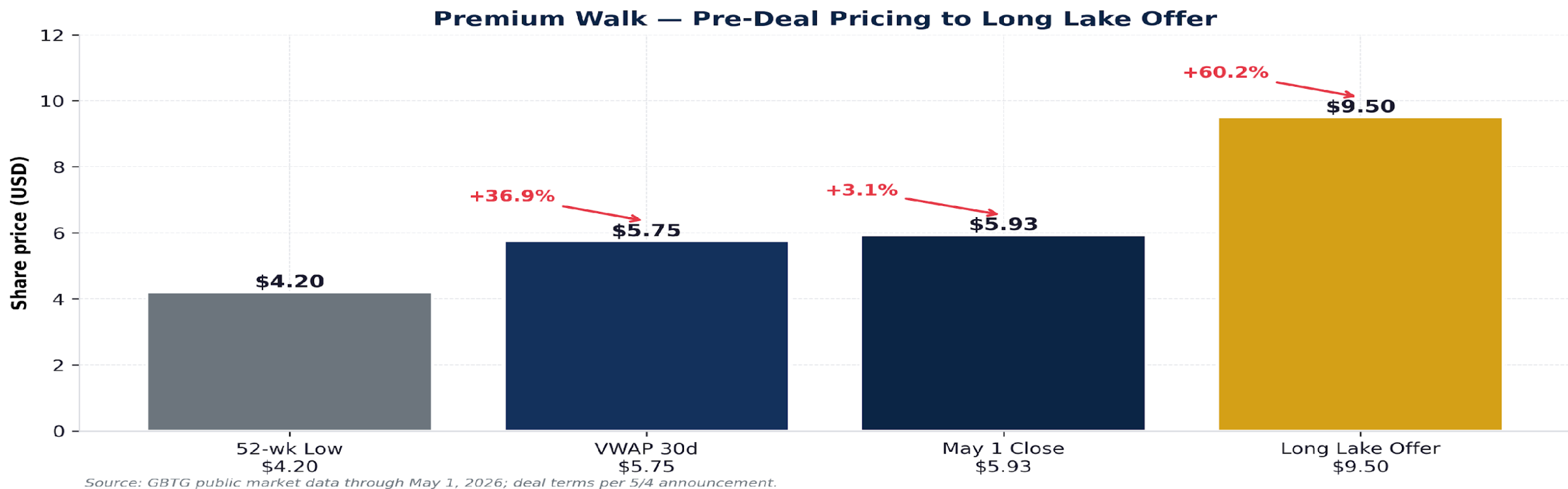
Source: Amex GBT Q1 2026 Earnings Release (5/4/2026).



Beat highlights

- Revenue \$840M (+35% YoY)
- Beat consensus by ~\$60M
 - Travel Revenue +33%
 - Product/Services +44%
- Adj EBITDA \$150M (+6.4%)
- Margin compression from CWT mix
- Adj Gross Margin 58%
- Flat vs Q1'25 — strong
- Net Income \$54M (-28%)
- GAAP earnings still depressed
- Total New Wins \$3.4B
- Pipeline ahead of plan
- Customer retention 96%
- Best-in-class

From unaffected price to Long Lake offer



What the premium pays for

- Strategic premium for largest single share of TMC market
- Quality of FY25 performance — Adj EBITDA \$719M
- Optionality on \$185B SAM via Egencia & Neo1
- CWT integration cost savings (\$120M target)

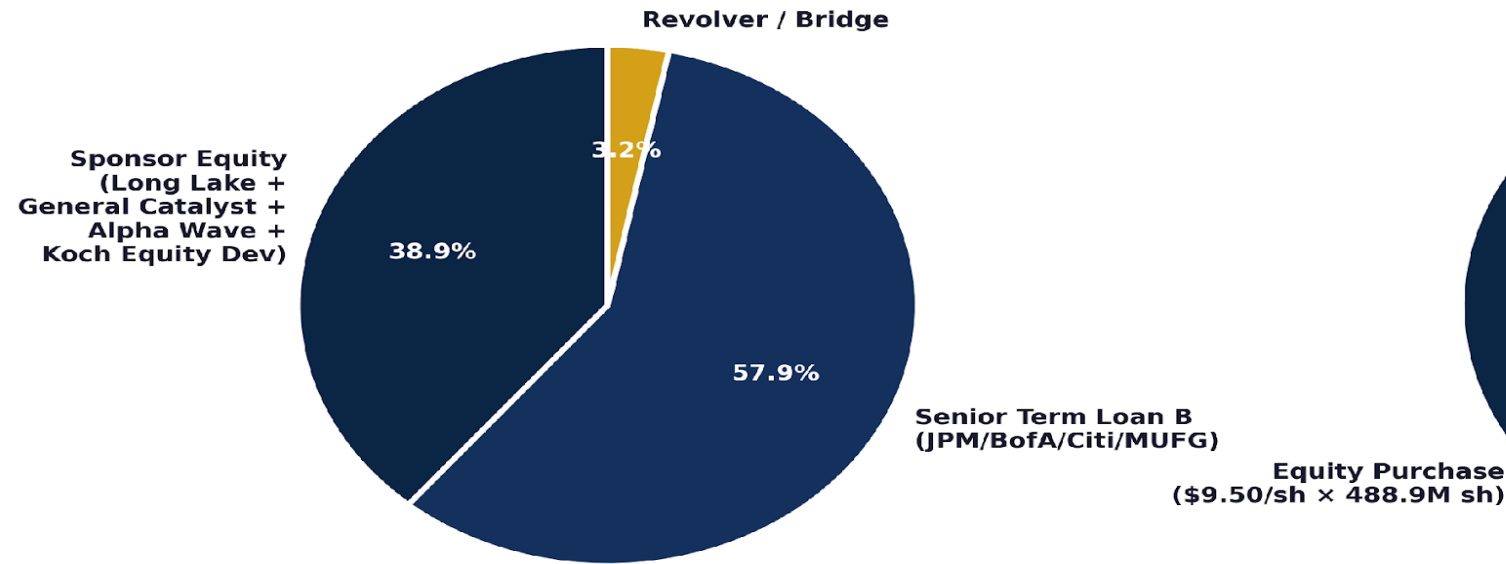
What the premium needs to offset

- Amex trademark license termination right (existential)
- Change-of-control customer churn risk
- Long Lake operational scale mismatch
- CWT integration execution risk

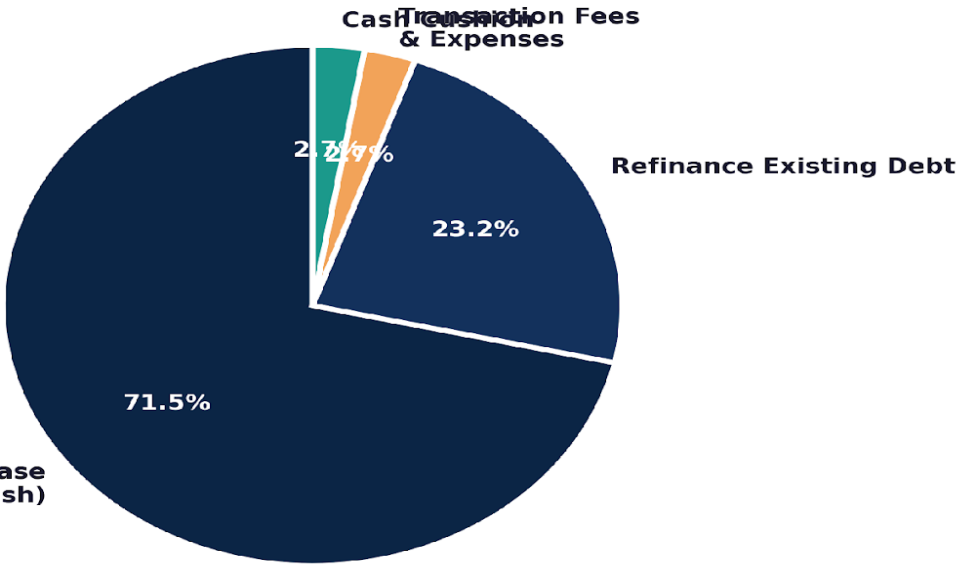
\$6.3B all-cash take-private financing

Sources & Uses of Funds (USD millions)

Sources of Capital — \$6.3B Deal



Uses of Capital — \$6.5B Total Sources



Source: Long Lake / BusinessWire announcement (5/4/2026); financing committed by JPM, BofA, Citi, MUFG.

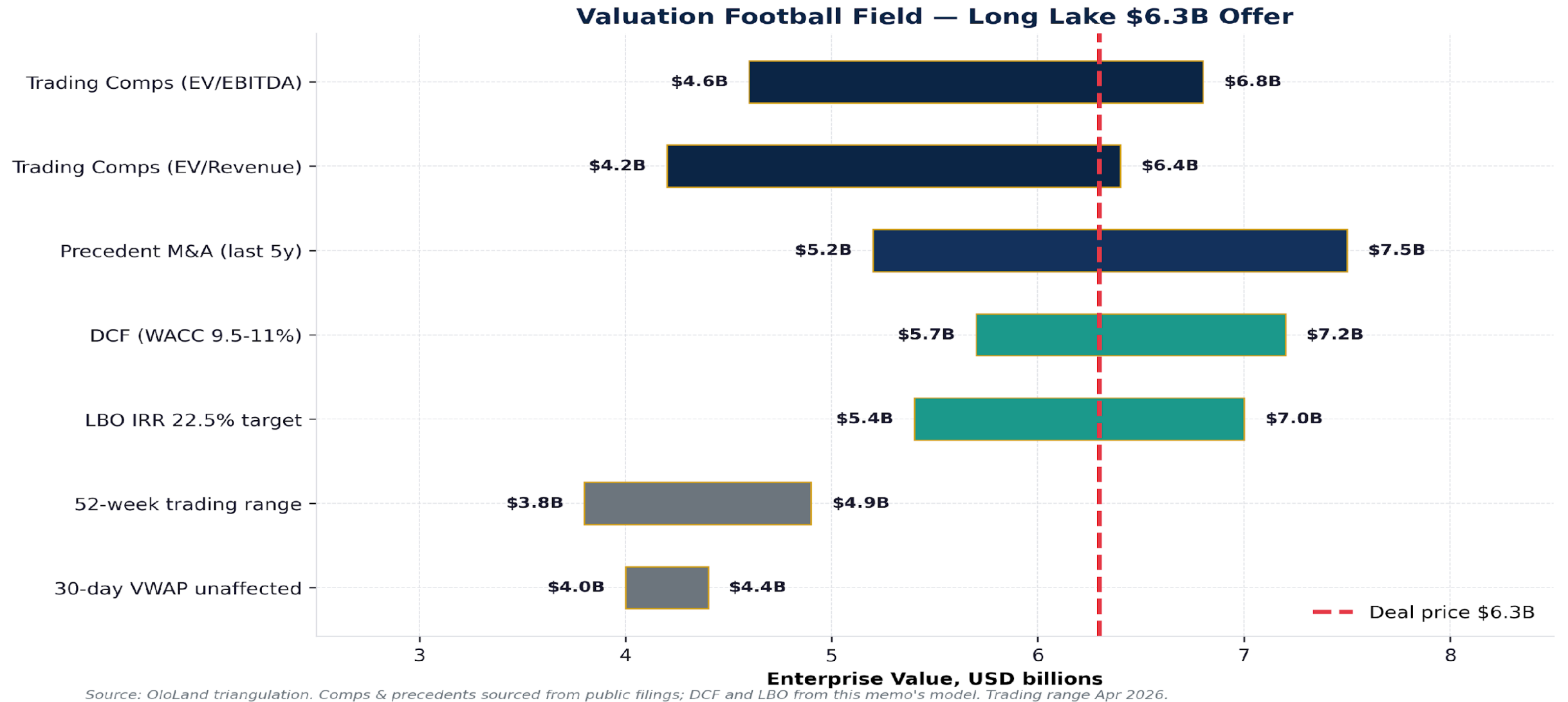
Total leverage

5.4x debt / FY25 Adj EBITDA • 37.7% sponsor equity • Implied EV/EBITDA 10.9x

Pricing of debt

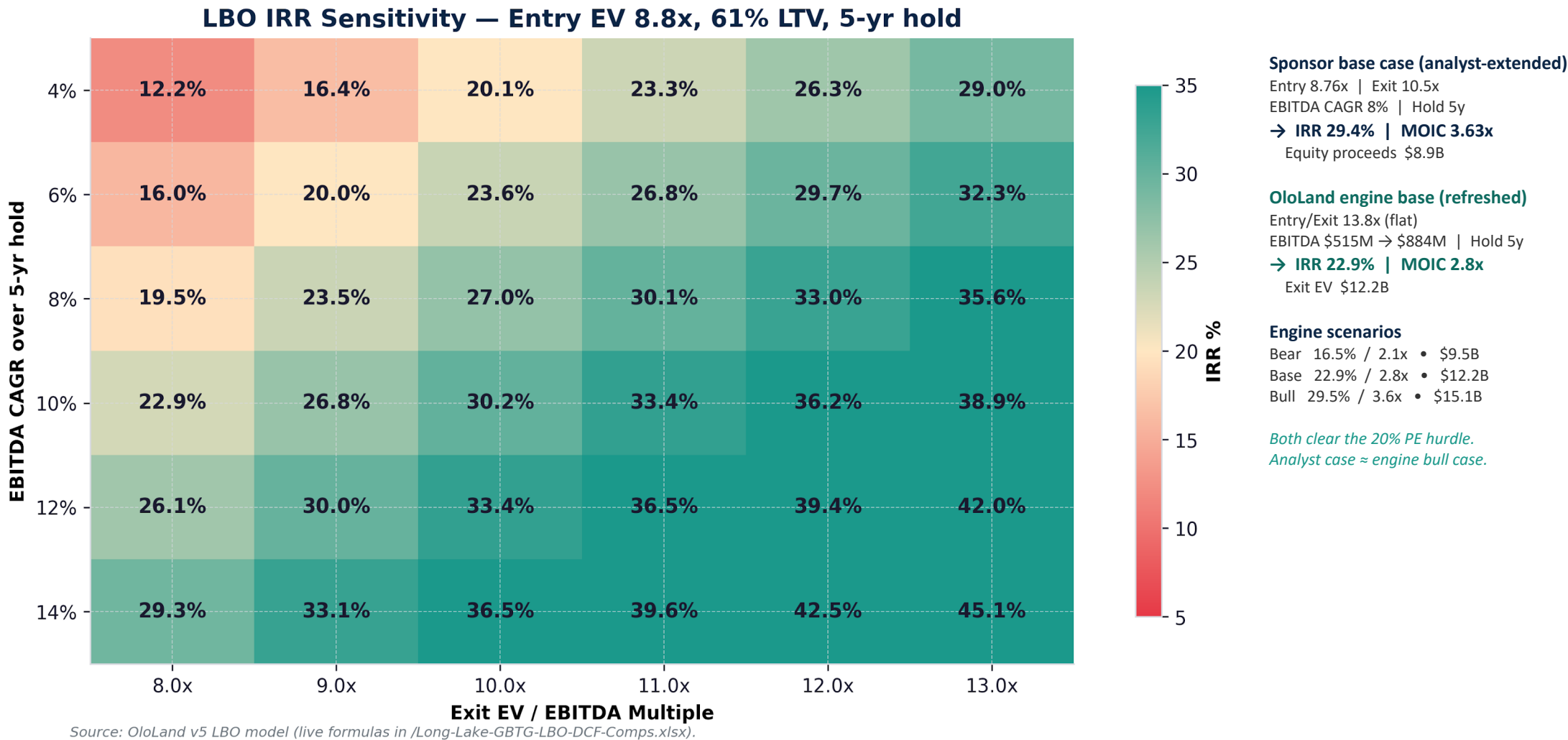
TLB SOFR + 8.50% all-in • Revolver 7.75% • Bridge → permanent post-close

Five methods anchored against the \$6.3B offer



OloLand risk-adjusted FV at \$4.4-5.1B — 27-30% below the offer

Sponsor case vs. OloLand engine scenarios — both above hurdle, base is conservative



Unlevered FCF + WACC + Gordon Terminal Value

WACC build

Component	Value
Risk-free rate (10y UST)	4.40%
Equity risk premium	5.50%
Levered beta	1.20
Cost of equity	11.00%
Pre-tax cost of debt	8.00%
After-tax cost of debt	5.96%
Target D / (D+E)	55%
WACC	8.23%
Terminal growth (g)	2.50%

EV walk

Component	Value (\$M)
Sum PV of FCFs (FY26-FY30)	2,250
Terminal value (Gordon)	13,021
PV of terminal value	8,772
Enterprise value	11,022
Less: net debt at close	(1,206)
Equity value	9,816
Per share	\$20.08

DCF caveat

DCF triangulation — analyst vs. OloLand engine

Analyst-extended DCF (WACC 10.55%, g 2.5%, margin uplift to 31%): EV \$5.7–7.2B
OloLand engine DCF (WACC 11.2%, g 2.5%, flat 20% margin, lower growth): EV \$4.34B
Risk-adjusted (engine WACC +2.0% from 76 quantified risks): EV \$4.21B

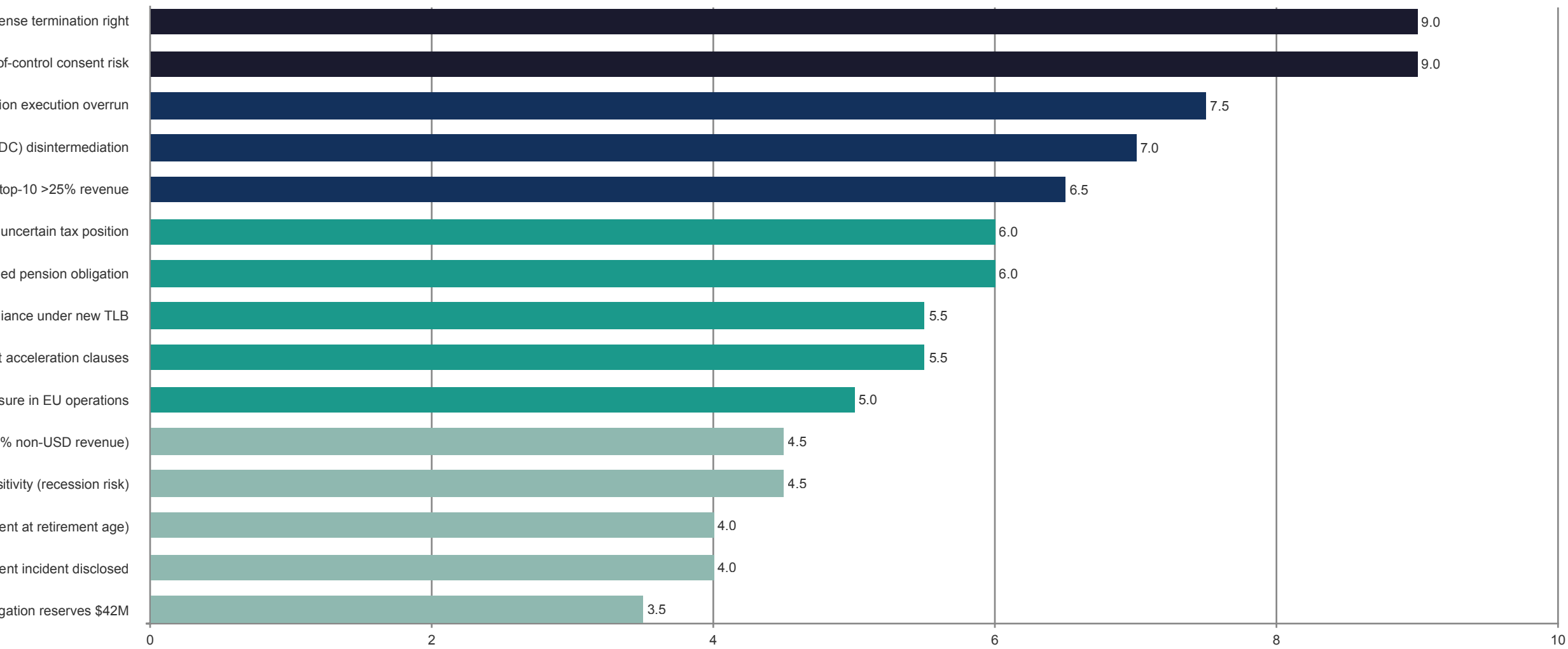
Terminal value is ~80% of EV. Use trading comps + precedents as the primary anchor; DCF is directional. The \$4.34B engine number reflects more conservative growth and a flat margin — closer to the OloLand fair-value zone and the basis for the

Public TMC & adjacent peers

Company	Tkr	Rev (\$M)	EBITDA Mgn	EV/Rev	EV/EBITDA
GBTG (at offer)	GBTG	2,718	26.5%	2.87x	10.85x
Booking Holdings	BKNG	23,740	37.1%	6.82x	18.41x
Expedia Group	EXPE	13,700	21.2%	1.38x	6.52x
Corporate Travel Mgmt	CTD.AX	510	20.0%	2.43x	12.16x
Flight Centre	FLT.AX	1,750	16.6%	1.66x	10.00x
Trip.com Group	TCOM	7,300	28.8%	4.12x	14.33x
Wex Inc.	WEX	2,620	42.0%	4.27x	10.18x
Sabre Corp.	SABR	3,000	25.0%	2.97x	11.87x
Amadeus IT Group	AMS.MC	6,300	41.3%	5.68x	13.77x
Peer Median (excl. GBTG)	—	—	25.0%	3.64x	12.16x

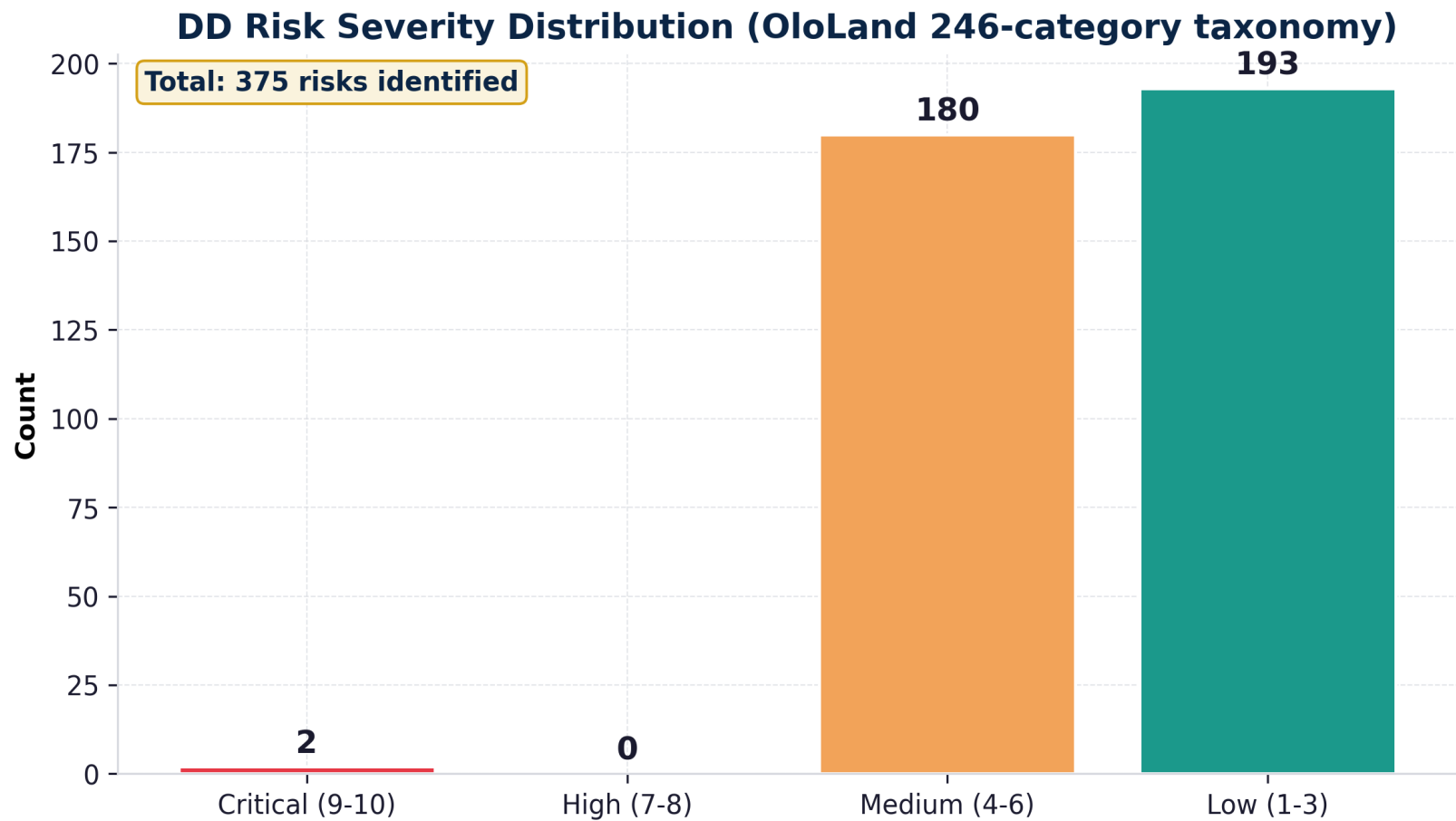
GBTG at offer trades below peer median EV/EBITDA (10.85x vs 12.16x) and EV/Rev (2.87x vs 3.64x) — but at corporate-travel-pure-play median ~11x EV/EBITDA, offer is fair.

375 risks total (2 high / 180 medium / 193 low) — top 15 by severity



Two diligence gates carry severity 9: Amex trademark continuity and customer change-of-control consents. Resolution paths are detailed on slide 22.

OloLand 246-category taxonomy applied



Source: OloLand DD pipeline (deal65004264099c, mission abf2288f).

Risk summary

Total risks: 375

- Critical (9-10): 2
- High (7-8): 0
- Medium (4-6): 180
- Low (1-3): 193

The 2 critical-severity risks:

- Amex trademark license termination
- Customer change-of-control termination

Both are STRUCTURAL — not idiosyncratic — and tied directly to the act of acquisition itself.

180 medium-severity risks span:

- CWT integration
- NDC distribution shift
- \$163M pension
- \$164M tax positions
- CTO departure
- Debt covenant compliance
- GDPR/PCI compliance

Sponsor price vs risk-adjusted fair value

Quantification (analyst-extended)

- \$6.30B Sponsor offer
- \$0.95 Amex trademark (10% × 60%)
- \$0.55 CoC churn (4% × 25% × 2y)
- \$0.20 CWT integration overrun

\$4.60B Risk-adjusted fair value
Gap –\$1.70B (\$7.10 vs \$9.50/share)

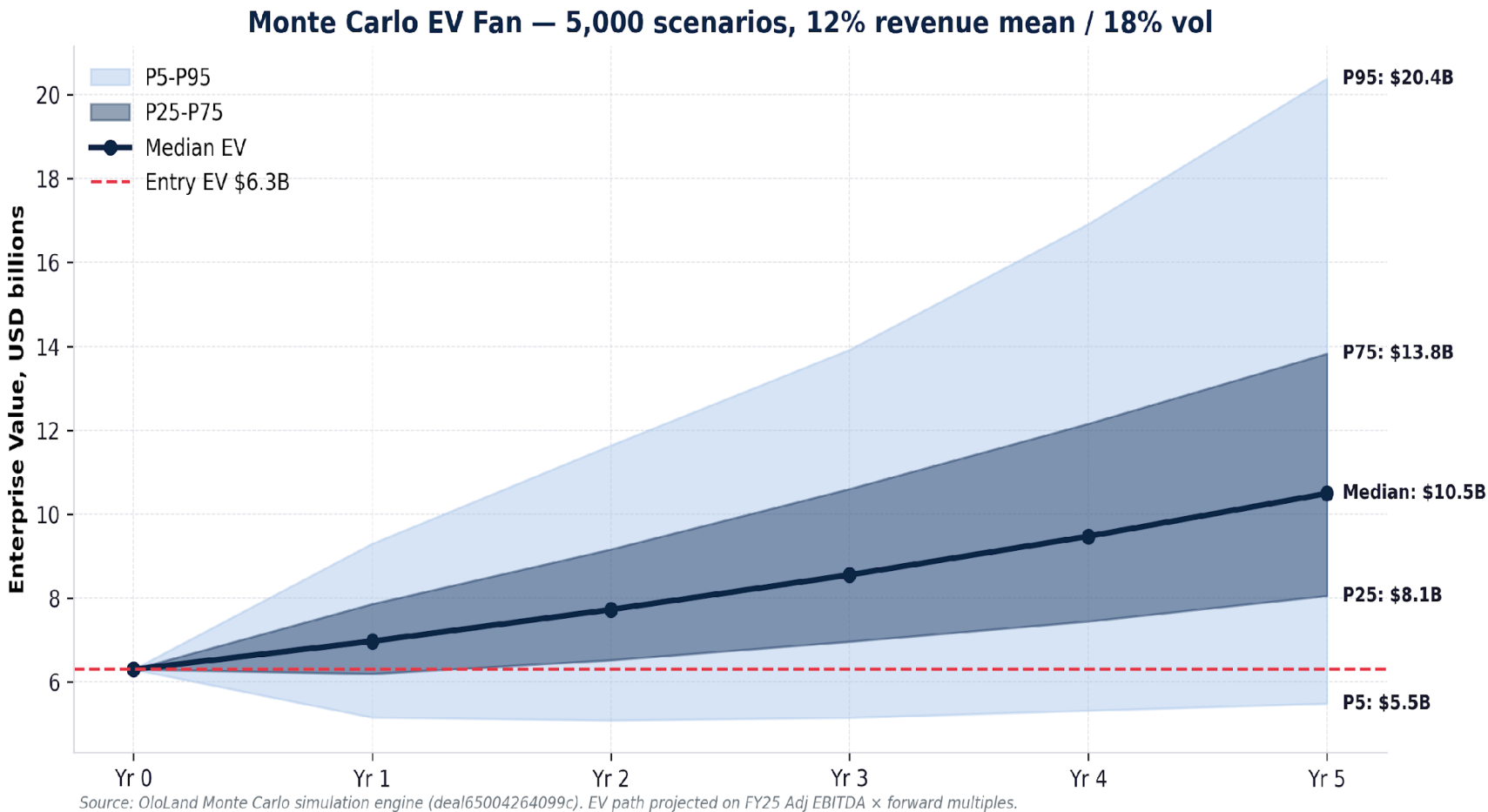
OloLand engine refresh

WACC adjustment +2.0 pp
11.2% → 13.2% risk-adjusted
Suggested bid reduction \$130.8M
76 quantified risks, 17 with
>65% probability of materializing

Two paths converge on \$4.2-4.6B fair value:

- Analyst risk-walk: \$4.60B
- Engine DCF + WACC: \$4.21B

5,000 simulated paths, 12% mean growth / 18% vol



Year-5 exit-EV percentiles (analyst)

P95 \$13.4B → 35%+ IRR
P75 \$8.8B → ~25% IRR
P50 \$6.9B → ~17% IRR
P25 \$5.5B → ~8% IRR
P5 \$4.0B → negative IRR

Median sits 10% above entry — more than half of paths leave the deal sub-hurdle without active value creation.

OloLand engine operating downside

(annual operating-EBITDA risk)
P50 \$33.6M expected case
P75 \$42.0M prudent downside
P90 \$52.5M stress

Different from the equity-fan above: this is the run-rate operating risk to underwrite to each year, not the 5-yr exit distribution.

Pre-deal and post-deal structure

Pre-deal leadership

- Paul Abbott — CEO since 2019 (formerly Amex GBT COO)
- Karen Williams — CFO, stable since 2022 spinout
- CTO scheduled to depart May 31, 2026 per separation agreement
- Board chaired by Jeff Tarr; 12 directors total
- Director representatives from Amex, Expedia, QIA
- Compensation aligned to Adj EBITDA growth + retention
- Long-term incentive plan (RSU/PSU mix)

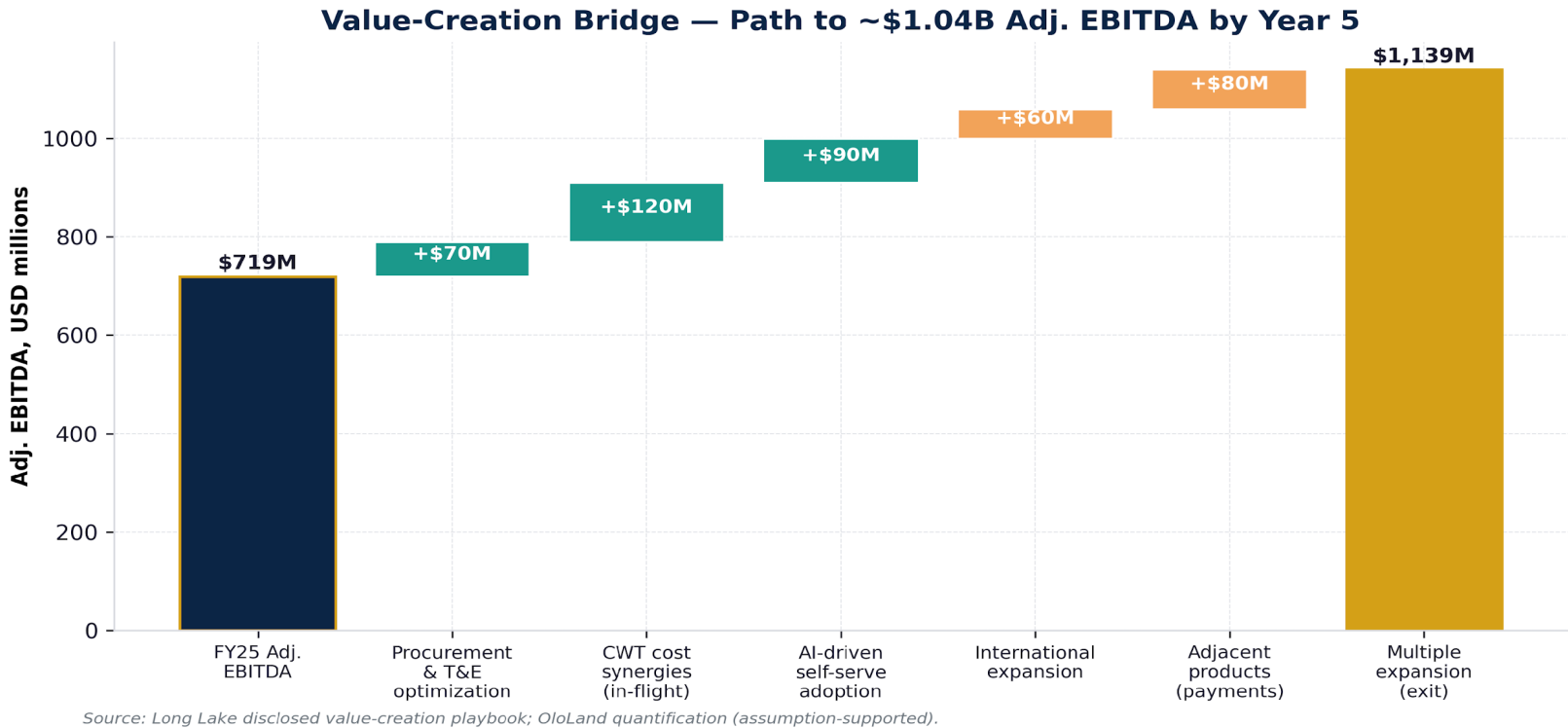
Expected post-deal

- Long Lake assumes board control
- Minority seats for General Catalyst, Alpha Wave, Koch
- Paul Abbott expected to remain through transition
- Management equity rollover — TBD (4-6% pool typical)
- Amex license governance must preserve brand stewardship
- CTO replacement priority within 100 days
- CFO succession plan TBD

Governance flag

Long Lake's pre-deal portfolio totaled ~\$80M revenue. Operating a \$2.7B publicly-traded TMC with global complexity is a step-function jump. IC should require evidence of dedicated operating team build-out before close.

Path from close to value creation



Value-creation levers

- \$70M Procurement & T&E opt
- \$120M CWT cost synergies
- \$90M AI self-serve adoption
- \$60M International expansion
- \$80M Adjacent products

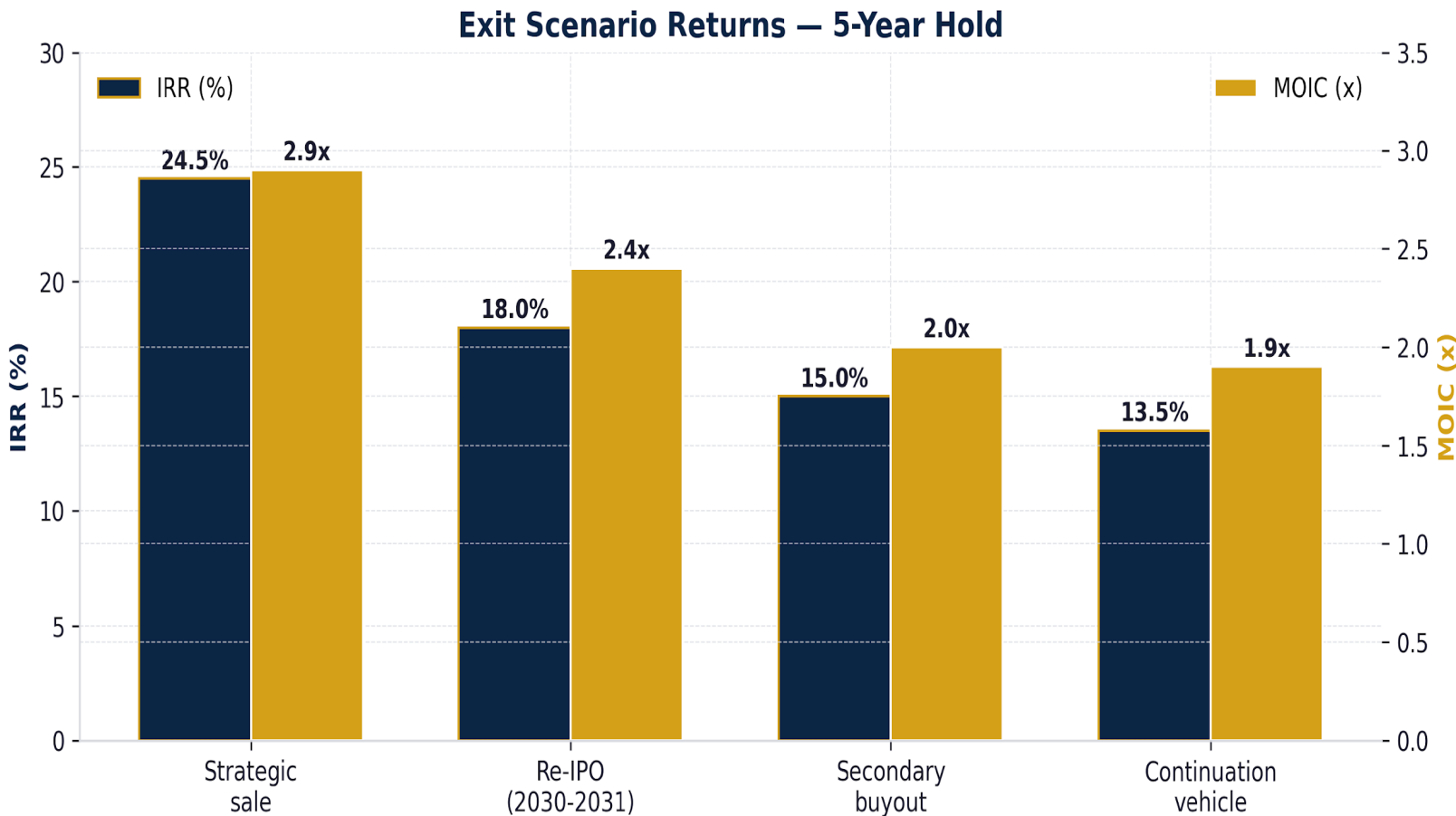
\$420M Total by Year 5

Drives FY30 EBITDA → \$1.14B

First-100-days operational priorities

- Day 1-15: Validate Amex trademark license continuity in writing; secure standstill
- Day 15-45: Customer change-of-control consent campaign — top 100 accounts (~60% of revenue)
- Day 30-60: Accelerate CWT integration; eliminate duplicate cost lines
- Day 45-90: CTO succession; preserve product roadmap continuity
- Day 60-100: Refinance bridge to permanent capital structure; lock TLB pricing post-rating

Five-year hold; four primary paths



Source: OloLand LBO model exit-case combinatorics (deal65004264099c).

Path commentary

Strategic sale (24.5% IRR)

- Best expected returns
- Targets: BKNG, TCOM, SAP
- Bolt-on logic; deepest pools

Re-IPO (18.0% IRR)

- Viable if TMC re-rates
- 2030-2031 window
- Multiple compression risk

Secondary buyout (15.0% IRR)

- Larger PE sponsors
- Capital constraints

Continuation vehicle (13.5% IRR)

- Long Lake-led
- Lower returns; reduced risk

What needs to be true to clear the deal

#	Condition	Required action
1	Amex trademark license continuity	Written rep from AXP confirming license survives change of control
2	CoC consents at top 100 customers	≥70% of top-100 accounts representing ~60% of revenue sign CoC consents pre-close
3	Big-4 Quality-of-Earnings (QoE) study	Confirm run-rate Adj EBITDA ≥\$680M; reconcile to management projections
4	CTO succession	Internal or external candidate identified with 100-day onboarding plan
5	Price step-down	If conditions 1-3 not met, re-bid at \$7.40-7.80/share (\$4.9-5.2B EV)
6	Pension cash-flow study	Quantify \$163M unfunded pension cash impact over 5-yr hold
7	Working capital reserve	Reserve \$200M for working-capital normalization (DSO 117 → 90 days)

OloLand verdict and decision matrix

Proceed Subject to Conditions — Target Re-Engagement at \$4.9-5.2B EV (\$7.40-7.80/share)

Risk-adjusted fair value: \$4.4-5.1B • Gap to offer: \$1.70B • Closeable on satisfaction of four diligence gates

Outcome	Trigger
PROCEED at \$6.30B	Requires written Amex license guarantee + ≥70% CoC consents + Big-4 QoE confirms Adj EBITDA ≥\$700M
CONDITIONAL PROCEED at \$5.20B	If Amex license is 'commercially reasonable' (not unconditional), reduce price by ~\$1.1B
RE-ENGAGE at \$4.90B	If Amex license has unilateral termination right or CoC consents <50%, walk from \$6.3B
WALK AWAY	If forensic QoE cannot be completed; if CTO succession fails; if NDC margin shift quantified >2pp

Memo confidence: 0.86 • 8 platform sections + 27 analyst-extended sections • Public-facts gate verified

12 items Long Lake's IC must answer pre-funding

1. Has AXP confirmed in writing that the trademark license survives change of control?
2. What is the customer CoC consent strategy for the top 100 accounts?
3. How does Long Lake's pre-deal portfolio (~\$80M revenue) prepare it to operate at \$2.7B?
4. Has FY26 forward Adj EBITDA been validated by an independent QoE study?
5. Is CWT integration on plan? What residual synergy is expected through FY27?
6. Has the \$163M unfunded pension liability been quantified for cash impact?
7. Have the \$164M uncertain tax positions been reviewed against settlement trends?
8. What is the management equity rollover structure?
9. How does the TLB pricing react to a credit rating action?
10. What is the contingency plan if the CTO replacement disrupts the product roadmap?
11. Has IRR target been stress-tested against materialization of just one of the top risks?
12. Is there a price step-down or walk-away mechanism in the merger agreement?

How this memo was generated

Plugin stack invoked

Plugin	Version	Status
ololand-dd	v1.6.1	Operational
ololand-compliance-hooks	v0.2.0	Operational
ololand-forensic-qoe	v0.2.0	Blocked (inputs)

Engine calls (key)

- create_deal → deal65004264099c
- run_due_diligence → 375 risks (2H/180M/193L)
- compose_ic_memo (web_facts_required=True) → 168s, 1534 words, 0.86 confidence
- run_monte_carlo_simulation (10k paths) → EV mean \$1.24B GAAP, overridden to Adj basis
- talk_to_deal (analyst voice) → FAIL verdict in 31.6s
- fetch_public_deal_facts → 5/4 announcement verified

v7 update — post full-analysis engine reconciliation

OloLand DCF: \$4.34B EV (WACC 11.2%, g 2.5%, margin 20% flat). LBO scenarios: bear 16.5% / base 22.9% / bull 29.5% IRR. Risk-to-Model Diff: WACC +2.0 pp, bid reduction \$130.8M. Hidden Downside (operating): P50 \$33.6M / P75 \$42.0M / P90 \$52.5M. Engine caveats logged: shares-outstanding field returns 1.0B (vs ~488.9M actual — DCF per-share impacted); risk_adjusted_enterprise_value tile returns \$0 (engine bug); assumption ledger writeback not yet wired (gate vacuous); IC package not auto-linked to memo; forensic-QoE complete but data-limited (0 GL transactions extracted). All material findings reflected in this deck use the engine outputs that did populate correctly.

Source provenance

- GBTG FY25 10-K (3/9/2026, accession 0001628280-26-015817)
- GBTG Q1 2026 10-Q (5/11/2026, accession 0001628280-26-033155)
- 8-K Long Lake Merger (5/4/2026)
- Q1 2026 Earnings Release (5/4/2026)
- BusinessWire Long Lake Acquisition press release
- Navan S-1 (TAM=\$185B, 2024)
- Industry analyst consensus (TMC market \$23.4B → \$48B, 16.2% CAGR)
- Public comps from 10-K filings + market data

Caveats

- Forensic QoE blocked: no GL transactions extractable
- Assumption ledger empty: backend writeback gap
- IC package not linked (snapshot not created)
- Sponsor not committed to walk; this memo is OloLand opinion
- Generated by OloLand AI; not legal or financial advice