

Brexit Briefing: Transport Sector Derspective

July 2016





Introduction

On 23 June the UK voted to leave the EU.

This discussion paper sets out some brief facts and issues regarding the EU decision and highlights some areas of consideration for UK transport companies operating in the Aviation, Logistics & Post, Shipping and Rail & Bus sectors.

We also explore how KPMG is helping its clients assess the risks.

If you would like to discuss your businesses response to the EU vote and how KPMG may help please speak with your local KPMG contact or one of the contacts listed in this discussion paper.



Immg, process, Outcomes and implications

On 23rd June 2016 the UK voted to leave the EU

Based on the 23 June 2016 referendum, a possible timeline is shown below:

Businesses should evaluate what risks and/or opportunities Brexit would present for them and prepare accordingly



Defining the terms of the UK exit

Determining the nature of the UK's relationship with the EU

Immediate impacts

Economic uncertainty may be felt immediately following a vote to leave the EU and persist while the precise terms of exit are thrashed out

Implementation of changes

Each EU regulated sector would face different regulatory conditions

Companies benefiting from EU agreements would see an impact on the conditions applying to their access to the single market



Possible post referendum scenarios

Exit

Membership of EEA (like Norway)

- Participation in the EU internal market but no access to EU FTAs
- Member of EFTA
- Free movement of goods, services, people & capital
- Not part of EU VAT area
- Certain principles of EU law apply re: regulation & employment

Membership of EFTA but not EEA (like Switzerland)

- Participation in intergovernmental organisation promoting free trade
- Participate in EFTA free trade agreements
- Not part of EU VAT area
- Negotiate a bilateral trade agreement with the EU

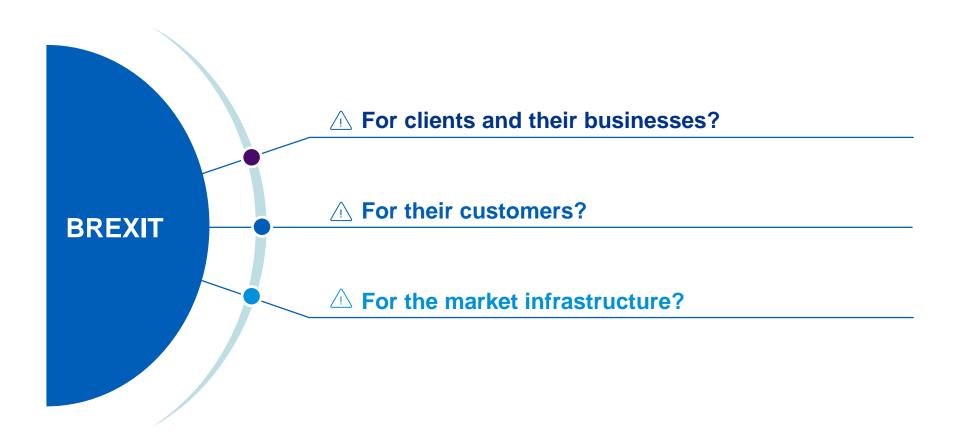
Other alternatives

UK leaves both EU and EEA and:

- Enters into a customs union with the EU (like Turkey) OR
- Negotiates a new free trade area OR
- Becomes an independent member of the WTO



What are the implications?

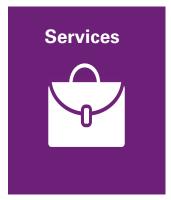




What will change?

Four fundamental freedoms: Free movement of:









... and many other regulatory, economic, employment law, other legal and tax aspects too



Implications of a Brexit - sector overview

Transport is one of the EU's most strategic common policies with EU and national regulators having created a complex regulatory environment. Brexit means that UK domiciled transport operators would no longer be required to conform with EU regulation. This slide poses a selection of questions for operators in each sub-sector.

Business

- What is the impact on the business if access to European destinations is restricted whilst country by country bilateral access is negotiated (including continued access to the USA)?
- Will the possible removal of EU restrictions on foreign ownership rules open investment opportunities in UK airlines? Conversely, will UK domiciled investors be considered foreign and restricted from owning more than 49% of European airlines?

Customers

 What is the impact on choice, cost and convenience for customers? How will ticket prices may be affected (if any)? Will destination choice and convenience (i.e. visa free travel etc.) be restricted on a Brexit?

Market infrastructure

- With AOC's issued on a national basis under harmonised European rules, would the UK rules change or remain as is on a Brexit?
- Will EU261 airline consumer protection for flight delays/cancellations, or an equivalent, continue to apply to UK travelers?

Business

- How will freight traffic between UK/EU be affected? Is it likely that import duties would be imposed (and crucially imposed upon us)? How would customs duties and processes be affected?
- What is the impact on freight operators business model on a Brexit?

Customers

— If the costs of doing business between UK/EU were higher due to tariffs and duties, what effect will this have on volumes and customer demand? What impact does this have on existing market operators?

Market infrastructure

- Will the USO, which is an EU law directive, be loosened on a Brexit? What impact does this have for RMG?
- How will the market landscape change if competition rules are relaxed? For example, what would happen if RMG were no longer required to continue to provide last mile services to competitors?

Business

- How will shipping companies respond to the uncertainty, and potential cost and revenue implications, whilst trade agreements are renegotiated so that UK laws interact with EU laws and international requirements (i.e. UN compliance)?
- Is the UK's pre-eminence in maritime insurance at risk with a Brexit? How will the complexity and cost of insuring ships and cargoes in the UK and EU be affected?

Customers

- What impact will customers experience if shipping companies are faced with increased costs (including customs duties)?
- How will the added complexity arising as contract terms are amended to accommodate both EU and non-EU status of counterparties impact customers?

Market infrastructure

 With 4 of the 5 largest global shipping companies EU based (Maersk, MSC, CMA-CGM and Hapag-Lloyd) and with some of the world's largest ports in the EU (e.g. Rotterdam, Hamburg, Antwerp, Piraeus), what impact does a Brexit have on continued UK market access?

Business

- Would UK bus operators continue to be subject to EU emissions standards on a Brexit?
- How would competition for rail franchise tendering be affected in the UK/EU if "foreign" bidders are restricted or decline to participate?

Customers

— What impact will a Brexit have for competition on UK rail networks? What will be the impact for customers? Would a Brexit impact on the level of investment and innovation in the national rail network?

Market infrastructure

- With the UK having influenced the development of Technical Specifications for Interoperability (TSIs) in the European rail industry, would the UK elect to continue to comply with these directives on a Brexit?
- Will the 4th Railway package which aims to remove the remaining barriers to create a single European rail area apply to UK operators on a Brexit?



Transport

Implications of a Brexit - cross sector impacts

In addition to the business, customer and market infrastructure questions posed by the Brexit decision, there are additional questions that apply across all sub-sectors on the Transport industry. Whilst this is not intended to be comprehensive it is intended to highlight some key areas for consideration.

Staffing

- What is the legal status of EU citizens employed by UK based transport operators i.e. at airports, on trains, tubes, airlines etc.?
- Similarly, what is the status of UK citizens employed in EU operations by UK based transport companies?
- What is the impact on UK transport operators if they employ "foreign" workers i.e. visa requirements etc.?

Ease of intra-EU travel

- What is the impact on intra-EU tourism if cost, choice and convenience dissuade UK travelers?
- What is the impact on airlines, long distance TOCs, and bus/coach operators?
- How will business travel between UK/EU be affected by a Brexit?

Impact on State
Aid rules

- EU regulations focus state aid on addressing market failures and not unfairly influence competition between member states
- Outside of the EU, would UK regulators have the ability, and would they consider, the use of state aid to support the transport sector in its competitiveness if required?

Public procurements regulations

- How will local authorities and government tender processes for transport provision be impacted by a Brexit?
- Would the UK/EU restrict "foreign" bidding for UK/European rail franchises?
- What would be the impact on UK operators of any changes to public procurement regulations?



Impact on significant regulations

The UK has on many occasions been a driver for change within the area of European transport regulation. This potentially suggests that Brexit would not have a significant impact on the underlying legislation and approach, although whether the UK would continue to apply the EU standards post Brexit if the industry demanded change is unclear.





Sector specific EU regulations - Rail & Bus

Summarised below are some of the EU regulations currently governing the sector.

Directive / Regulation	Title	Summary
881/2004	European railway agency	The European Railway Agency is a driving force in the policy for modernising the European railway sector. The Agency's task is to gradually align technical regulations and to establish methods and common safety objectives for the whole of Europe's railway network.
181/2011	Bus and coach passengers' rights	Passengers, including those with a disability or reduced mobility, travelling by bus and coach enjoy the same rights wherever they travel in the EU.
1073/2009	Access to the international market for coach & bus services	The freedom to provide services is a basic principle of the common transport policy and requires that carriers from all EU countries have access to international transport markets without discrimination on grounds of nationality or place of establishment.
2012/34/EU	A single railway network for Europe	The single railway area seeks to modernise Europe's railway transport sector by tackling 3 aspects: (1) the opening of the rail market to competition; (2) improving the interoperability and the safety of national networks; and (3) the development of rail transport infrastructures.
913/2010	A European rail network for competitive freight	Establishment and organisation of international rail corridors for competitive rail freight in order to develop a European rail network for competitive freight.
2004/50/EC	Interoperability of the trans-European rail system	Focuses on establishing common standards for signalling and control systems, telematic systems for freight services, the operation and management of rolling stock intended for international freight, and staff qualifications.



Source: EUR-Lex

Major EU standards would still need to be met

Whilst a Brexit may allow UK regulators to relax some existing legislation and require new legislation to be implemented, it is likely that major standards would continue to apply and form the basis of UK legislation. Furthermore, it is likely that UK transport operators who wish to continue to ply their trade in the EU would need to comply with EU regulations (i.e. emissions standards for vehicles). The below is a selection of EU standards that may continue to apply.

European emissions standards

AOC licensing requirements

USO for postal services

Ground handling directives for airport operators

Airline computerised reservation systems directives

EU 261 airline consumer protection

Shipping specific
EU overlays to
IMO
environmental
regulations

4th Railway package



There will be economic impacts ...

Access to skilled staff

Workforce

Working hours

Immigration

Pension provisions

HR processes

Suppliers

Tariffs

Exchange rates

Domestic suppliers

Intra-group supplies

Imported materials

Business model

Uncertainty

Government finances

Regulations

Environmental legislation

Reporting requirements

Trade agreements

Cost of capital

Compliance costs

Products and services provided

Data governance

Data collection

Markets

Economic arowth

Impact on insureds

Market access

Competition

Investment

Tariffs

Regulations

Taxes

Domestic business

Trading

Intra-group business

How much of your business and customers are based in Europe? Would a Brexit impact access to opportunities?

How might the regulatory regime change outside the EU? Would you want it to? How much do you benefit from existing EU agreements?

How much do you depend on the European market? What about your customers?



... uncertainty for employees and employers ...

Immigration

Well established employment laws are likely to stay

Some unpopular laws could be revised

The automatic right to work in EU states will no longer apply

- EU nationals who work or study in the UK (or who want to do so) will be affected. Actual impact is unclear
- Impact on availability of resource and cost of recruitment
- British nationals currently living and working in the EEA also affected

- Some UK laws predate EU requirements
- Some UK employment rights go further than required by EU law
- Many UK laws which were implemented to comply with EU law are viewed positively and may therefore survive

- Some holiday pay rules have been unpopular as they have increased costs
- TUPE rules can be onerous making it difficult for businesses to harmonise
- Agency workers rules are also unpopular because of the rights they generate

- The automatic right to freedom of movement to and from the UK to work and live could go
- Could Brexit cause individuals to seek citizenship in the UK/other member states?
- Can the UK economy function without labour from across the EU?



... and many legal and tax implications

Legal and data issues

- Transmission of data cross border could be difficult
- Ability to use EU law to challenge ineffective local implementation will be removed (UK Supreme Court becomes ultimate arbiter)
- Cross border mergers where one of the state involved requires EU membership for both states could prove difficult
- Groups would need to revisit all their contracts to ensure that those citing EU law are brought up to date

Tax considerations

- EU tax directives and initiatives would not need to be preserved e.g. mergers directive providing for tax free cross border mergers
- The EU's recently announced Anti-Tax Avoidance Package may no longer be relevant
- EU law and ECJ decisions are the main source of indirect tax legislation. Where UK law and EU law are currently in conflict, the UK law would now prevail (which could be both positive and negative)

- Tax costs could arise on the structural reorganisations required to deal with other implications for business
- Other costs could also arise such as cost of relocating people, setting up new offices, etc
- UK would have freedom to set own tax rules on transactions or sectors without regard to the EU
- Global tax developments would remain (e.g. OECD's BEPS initiative)
- In the absence of continuing agreements, the cost of goods imported into the UK and exported by the UK could increase as a result of increased duties

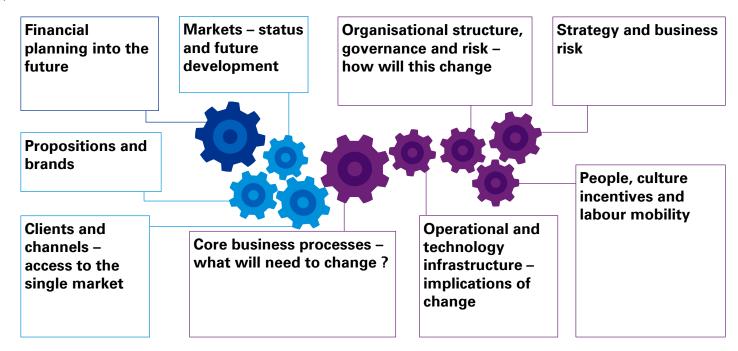




Helping clients assess the risks

BREXIT: Understanding the exposure

No two organisations will have the same exposure. Using KPMG's Nine Levers of Value framework, below are some of the questions business leaders should be asking to consider the impact on their business of a 'leave' vote.





Preparedness checklist

Ranking the issues

There is currently much opinion but little fact about what a Brexit would mean in practice. 'OUT' will be the outcome of up to two years of negotiations which determine the nature of the UK's relationship with Europe. Understanding what outcomes are possible and more or less likely is vital to understand the risks. Groups should be ready to engage the Government (either directly or through trade or industry bodies) immediately to preserve any regulations or trade arrangements that are important for the group. Those who move first will always play with advantage.

Flexible monitoring

The situation is evolving and keeping up to date with development is challenging but necessary. The evolving political scene at home and abroad will affect the outcomes.

Where are the economic pressure points?

Groups need a clear understanding of their business and **supply chain**. This is key for understanding the impacts, not just of Brexit, but future volatility in the political-economy. Internal pressure points include operations, work force and financing. External pressure points include suppliers, competitors and customers, both domestic and international.

Where are the regulatory and trade pressure points?

Groups need to have a clear picture of the EU trade agreements and regulations that are crucial to their business, understand how they might change, and comprehend not only the risks but also the opportunities available if those regulations were to change.

Quantify the impacts

Understand what might change under different 'OUT' outcomes. The decision may influence the strength of the domestic economy, the costs of trade, financial markets, regulations, the labour force and long term development of the European market.

Prioritise

Rank the severity of the risks and opportunities that the interactions between impacts and pressure points present.

Plan

To the extent that a business can **influence** the outcomes, either through evidence-based contributions to the political debate or through public statement, they should consider the costs and benefits of doing so, including reputational impacts. **Mitigation** strategies need to be developed for negative outcomes that cannot be avoided, but also to take advantage of opportunities which are presented. Finally, where necessary, companies must **adapt** to the new environment in which they operate.



Assess the impact - determine the risk areas







Your KPMG contacts

Aviation



James Stamp
Partner
James.Stamp@KPMG.co.uk
+44 7710 056 098

Logistics & Post



JUSTIN Zatouroff
Partner
Justin.Zatouroff@KPMG.co.uk
+44 7802 963 615

Shipping



John Luke Partner John.Luke@KPMG.co.uk +44 7768 866 225

Rail & Bus



David WilliamS
Partner
David.Williams@KPMG.co.uk
+44 7970 401 881



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