COMET BIDCO LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st JANUARY 2020

COMPANY NO: 10866972

CONTENTS

STRATEGIC REPORT

The Directors present their Strategic report for Comet Bidco Limited (the company) and its subsidiary undertakings (together the Group) for the year ended 31st January 2020.

Review of strategy

The Group is one of the world's leading event organisers, producing and delivering innovative and market-leading events since 1947. The Group is an international business, with a portfolio of events and media brands across a range of vertical markets. At 31st January 2020, we have over 2,000 employees based in 55 offices worldwide who specialise in delivering first-class marketing, networking and information solutions in high-value sectors, both in mature and emerging geographies.

Our purpose is to deliver exceptional customer outcomes and experiences, through live events and our vision is to be a fast-growing, leading industry partner and enabler. In order to deliver on our purpose and mission we have five core strategic pillars:

1. **STRONG RESILIENT PORTFOLIO**

   Establish a world-class portfolio of leading event brands in attractive underlying markets.

2. **BUSINESS MODEL**

   Focus on business model evolution to deliver innovative events that meet the needs of their markets.

3. **CUSTOMER CENTRICITY**

   Place exceptional visitor and exhibitor outcomes and experiences at the heart of our approach to business.

4. **OPERATING MODEL & TECHNOLOGY**

   Grow our events via an effective and progressive technology platform and operating model.

5. **PEOPLE, CULTURE & VALUES**

   Assemble and develop an industry-leading talent pool, under a clear and shared framework of values and aspirations.

Business model

We are market leaders in providing connectivity and business-critical insight across communities of buyers and sellers. We do this by focussing on our five pillars which create "must attend" events and valuable content to enable our customers to realise their investment in our products and services.

Customers use our range of exhibitions, conferences, tradeshows and websites to target new business, demonstrate their products, build deeper relationships with their clients and identify new opportunities for performance improvement. In helping them achieve this, we experience strong rebook rates and attract new customers.

We operate in stable, long-term, vertical industries with significant international growth potential. Our business model evolves to ensure we continue to meet our customers' expectations.

COVID-19 actions and implications

Although we saw no impact of COVID-19 interrupting our business during the year ended 31st January 2020, the events post the balance-sheet date have had a major impact on the events industry worldwide.
In considering our response to the COVID-19 pandemic, first and foremost, the health and safety of our employees and customers is our most important consideration. Most of our offices have adopted a work from home policy, with the exception of China and Hong Kong where they have returned to office work now that the situation is improving.

With the support of the majority of customers, we have worked with our venues to postpone a number of our events worldwide and only cancelled events where there is no other option. We have looked at our cost base across the portfolios and centrally, removing or deferring costs to align with events later in the year. We have also utilised COVID-19 government assistance schemes in the UK, China, Hong Kong, USA, Netherlands and Germany.

Looking forward, we have modelled a number of possible outcomes which consider, amongst other things, the overall length of the lockdown as well as the rate of normalisation across key regions and events. These scenarios give a broad range of outcomes and are driving our approach to revenue and cost management, and discretionary spend, as we move through the year. Further information is contained in the going concern and post balance sheet events sections within the Directors' report which starts on page 17.

Given the level of uncertainty that exists and the dynamic nature of the situation in each geography, it is too early to quantify COVID-19's full impact on the financial year ended 31st January 2021. However, we are confident that the demand for our live events remains and that coming out of this extremely difficult period and unprecedented situation, we are still well placed to deliver exceptional customer outcomes and experiences, alongside longer-term value creation.

Key performance indicators

Management uses a number of financial and non-financial measures to monitor the Group's performance. These key performance indicators (KPIs) are aligned with our five strategic pillars and are used to drive the strategy and results of the business. The key measures are presented below. Employee and environmental related measures are presented in the relevant sections throughout the Strategic report below.

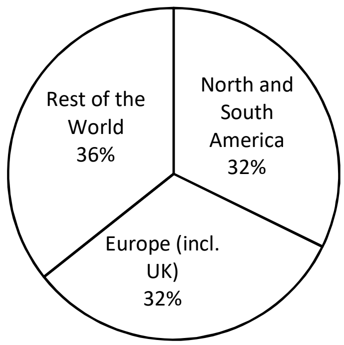
The Group's key financial performance indicators include the following:

	2020	**2019**
	£000	**£000**
Group revenue	413,667	342,446
Operating loss	(33,523)	(9,592)
Interest-bearing loans and borrowings (note 19)	611,220	610,917

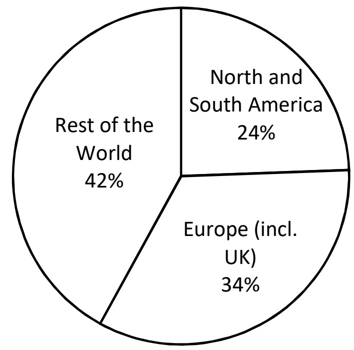
A review of these KPIs are presented below in the Review of the business and the Financial review.

Revenue split by geography

2020



2019



Acquisitions

	2020	2019
Number of acqusitions	4	4
Total consideration	£73.1m	£388.1m

As we continue to build upon the strength and resilience of our portfolio under our strategic pillars, the Group is highly acquisitive. Throughout the year, a number of potential targets are considered. The acquisitions we progress are those which complement our existing portfolio either by location, industry or technology. This was evident in the prior year where we acquired both Global Sources and Pennwell to build our overseas presence and explore markets where we had little exposure, diversifying the geographical split of our portfolio.

There have been four key acquistions in the current year (see note 11). Although smaller by way of consideration than those acquired in the year to 31st January 2019, each acquisition builds on our current portolio or opens up markets and locations to which we previously had little exposure.

- On 25th March 2019, the Group acquired 70% of InsureTech Connect LLC, a US-based business to business events company that runs an annual insurance technology event in Las Vegas, for £27.1m consideration comprising of cash and put and call options.

- On 23rd May 2019, the Group acquired 100% of Media 10 (Shanghai) Exhibition Company Limited, which operates two market-leading business to business design events in China, for £32.9m consideration comprising solely of cash. This acquisition is another significant step forward for Clarion as it gives us a major stake in the huge and dynamic market and further elevates our position as a global organiser.

Acquisitions (continued)

- On 13th September 2019, the Group acquired 70% of Image Engine PTE. Ltd for £7.4m consideration comprising of cash and put and call options. Image Engine Pte. Ltd. is a Singapore-based event organiser who operates an annual government cyber-security event, GovWare. The event is a highly respected trade show and conference operating as part of the Singapore International Cyber Week (SICW). Government cyber security is a fast-growing and resilient sector.

- On 8th October 2019, the Group acquired 94% of Mobile Apps Unlocked LLC (MAU), which operates an annual mobile acquisition and retention summit in Las Vegas, for £5.7m consideration comprising cash, contingent consideration and put and call options. MAU is the leading forum on mobile app marketing, customer acquisition and user retention.

The key non financial key performance indicators include the following:

Employees

In 2019, the Group held its second employee engagement survey. Management are heavily invested in responding to feedback and implementing initiatives at a Group and sector level.

	Autumn 2019	**Autumn 2018**
Employee engagement score	76%	72%

Environment

We continue to look at greenhouse gas emissions per employee as an appropriate measure of our environmental impact. We are working on producing this data for all geographies and will subsequently set targets to reduce this.

Review of the business

The Group analyses its business across ten different sectors which are:

- Defence & Security
- Electronics
- Energy & Resources
- Enthusiast
- Fashion
- Gaming
- Public Safety
- Retail & Home
- Technology
- Other

Group revenues were £413.7m (2019: £342.4m) and the gross profit was £225.6m (2019: £192.8m). The Group's operating loss for the year ended 31st January 2020 was £33.5m (2019: £9.6m).

The commentary below includes the main drivers for the increases in revenues and gross profit as well as impact of operating loss.

As discussed above, a number of strategic acquisitions took place during the year driving £15.9 million of additional revenue.

The timing of the Group's biennial events, which ran in 2019, was a large driver of the increased revenue compared to the prior year.

Review of the business (continued)

The results of our Enthusiast portfolio have strengthened year-on-year, largely driven by the increasing popularity of the Group's Comic Con style events such as Anime NYC and Rose City Comic Con.

The Energy and Resources portfolio, especially our EnergyNet and African Utility Week events, with the latter winning the AAXO ROAR Award for Best Trade Exhibition, performed well this year.

Also, our Gaming portfolio performance was strong due to revenue growth in the market-leading ICE brand.

Year-on-year, our Electronics portfolio generated greater revenue from the spring editions of our Global Sources Consumer Electronics and Mobile Electronics exhibitions, as well as revenues from a new electronics show launched in Indonesia, which took place in December 2019.

In contrast to this, our Retail and Home and Fashion sectors contracted during the year, primarily due to weaker performance in the autumn editions of our fashion and gift shows in Asia. This was caused caused by a reduction in visitor numbers and also due to challenging conditions in the fashion sector, globally.

Financial review

For the year ended 31st January	2020 £000	2019 £000
Continuing operations		
Revenue	**413,667**	**342,446**
Cost of sales	(188,070)	(149,613)
Gross profit	**225,597**	**192,833**
Other income	1,187	-
Administrative expenses	(169,140)	(164,703)
Amortisation of acquired intangible assets	(40,852)	(37,722)
Impairment	(50,315)	-
Operating loss	**(33,523)**	**(9,592)**

The Group's operating loss for the year ended 31st January 2020 was £33.5m (2019: loss of £9.6m). This is after taking account of an impairment charge of £50.3m in the financial year. The impairment charge was recognised as a result of the discontinuation of several brands previously operated by the Group, in addition to lower than previously expected future cash inflows in the Fashion sector. The impairment charge includes £631,000 of impairment in relation to the revaluation of a property that has been classified as held for sale, and £483,000 of impairment in relation to right of use assets.

At a gross profit level, the Group's growth is partly driven by acquisitions (note 11).

In each financial period the Group expects to incur advisers' fees for completed and aborted transactions, and costs of restructuring and integrating acquired businesses. The amount of such costs can vary significantly between financial periods, depending on the number and scale of transactions completed, and the level and timing of restructuring required by the acquisition case. The Group operating loss for the year ended 31st January 2020 included £28.8m of such costs (2019: £36.1m) shown in administrative expenses.

Financial review (continued)

As at 31st January 2020, the Group's borrowing facilities were as follows:

	Facility	Maturity	Amount drawn down	
			31 January 2020	**31 January 2019**
Facility B	£315.0m	29/09/2024	£315.0m	£315.0m
Facility B2	$420.0m	29/09/2024	$411.7m	$415.8m
Revolving credit facility (RCF)	£75.0m	29/09/2023	-	-

The available borrowing facilities have not changed year-on-year.

The variance on the B2 facility is due to repayment of a small proportion of the balance during the financial year. Facility B2 requires repayments of 0.5% every six months. The facilities provided sufficient funding to meet the Group's needs throughout the year.

£75.0m has been drawn down on the RCF since 31st January 2020.

The Group has operated within all covenants set out in the Senior Facilities Agreement (SFA).

Leverage calculated in accordance with the SFA was 5.1x at the year-end (2019: 5.1x). The Group actively monitors its leverage ratio for compliance with its covenants under the SFA.

Further information is available in note 19 of these accounts.

Principal risks and uncertainties

The management of the business and the execution of the Group's strategy are subject to a number of risks. The principal risks are those with the potential to most significantly impact the Group if they materialise or are managed ineffectively.

The Directors have identified below the principal risks, uncertainties and mitigating actions relating to the Group's business:

Risk	Mitigation
A. Economic and political instability	
An economic downturn or a period of political and economic uncertainty could have an adverse impact on the Group's ability to grow in particular markets or sectors. Instability could also lead to a reduction in demand for exhibition space and therefore, exhibition profits.	To mitigate this risk, the Group operates in a wide variety of different sectors across a number of different countries. This allows us to minimise the exposure to one particular market or one particular region's instability. Revenue generated from many of our exhibitions is contracted far in advance of the event-date with exhibitors paying in advance to minimise our exposure to credit risk.
Brexit and the impact on the Group continues be reviewed.	The Group is monitoring the impact of Brexit focusing on customer contracts, supplier engagement and impact on employees. The European operations are relatively self-sufficient and the UK business predominantly operates with UK-based operations and suppliers. However, we will continue to monitor regulatory changes and any trade restrictions applied throughout the year.
B. Natural disasters, terrorism and other major incidents	
Terrorist incidents, extreme weather events and pandemics could negatively impact our employees and events. Any incident that either curtails travel to, or leads to cancellation of an event, can affect revenues.	In the event of a major incident at one of our events or offices, the Group has a Major Incidence Response Plan in place to respond quickly and act accordingly.

Risk	Mitigation
C. Coronavirus (COVID-19) COVID-19 has created an unprecedented global situation; the extent of the risk and the degree it might crystallise continues to remain uncertain.	The Group is continuing to closely monitor the global spread of COVID-19, and its impact on local markets. Following the government advice in each location, we have taken steps to mitigate any potential impacts to the health and safety of employees, customers and suppliers, and to the successful operation of our business. The outbreak has enabled us to test and utilise our contingency plans. In turn, this has led to some strengthening of processes and practices as the Business Continuity Team has worked with all offices to share issues and communicate Group-wide best practice. We will continue to monitor the situation and are ready to take further action if required. For more information on going concern and the Directors' view on the impact of COVID-19 on the future of the business, see page 20.
D. Currency fluctuations As the overseas operations of the business have grown through acquisition, the Group is further exposed to currency fluctuations. Sterling is the functional currency of the Group. The results of operations are affected by transactional exchange-rate movements locally where sales are made in a currency other than the functional currency of the overseas operation. Further, Group's revenues, profits and earnings are affected by exchange-rate movements on the translation of results of operations in foreign subsidiaries for financial reporting purposes.	The Group has borrowings in USD with the aim of mitigating its exposure to changes in exchange rates affecting cash inflows and the carrying amount of net assets.

Risk	Mitigation
E. Liquidity risk The Group's policy is to ensure that there is sufficient funding and facilities in place to meet foreseeable cash requirements. The Group may be unable to convert assets into cash to meet its debt-repayment obligations.	To mitigate this risk, cashflow forecasting is performed by the operating entities of the Group monthly and aggregated by Group Finance. Group Finance monitors the rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs whilst maintaining sufficient headroom to make repayment requirements. This approach continues throughout this period of uncertainty where Group cashflows are reforecast on a weekly basis. Reporting weekly to Senior Management, Group Finance monitors and stress tests the liquidity position to ensure that the Group can meet all obligations.
F. Systems, data privacy, cyber security A loss of our our data through a lack of resilience, mis-management of information, a security breach or a phishing attack could lead to damaged reputation, diminish our relationships with our customers or lead to substantial fines.	To mitigate this risk, our IT systems have a number of preventative measures installed to reduce the risk of there being a security breach and we are constantly reviewing and improving our infrastructure where needed. Robust training and policies are in place to educate employees on how to keep the data we retain safe, identify a potential cyber attack and action the correct response.
G. Retention of employees and key management personnel The implementation and execution of the Group's strategies and business plans depend upon our ability to retain our skilled employees and key management personnel. We strive to retain key employees to minimise loss of knowledge, improve efficiency and increase our business performance.	To mitigate this risk, the Group cultivates an environment of opportunities and support for all employees. In order to retain talent, the Group offers training and development opportunities and encourages employees to take advantage of internal vacancies on a Group-wide basis. The Group also offers a wide array of benefits to its employees, including competitive remuneration packages, summer and winter employee events, and "Helping Our World" days which give employees the opportunity to give back to the local community. In 2019, the Group held its second employee engagement survey with a 92% response rate and 76% engagement score. In response to feedback, employee initiatives were commenced on a sector and Group level. A Global talent-mapping initiatve was also commenced to support development and succession planning of Senior Leaders across the business.

Risk	Mitigation
H. Breach of health and safety regulations A breach of the Group's health and safety regulations either at an event or at one of our offices could cause serious personal injury or even death. It could also result in financial loss for the Group due to fines and litigation, lost revenue through customer attrition and damage to our reputation.	To mitigate this risk, the Group maintains health and safety policies which are updated annually and seeks to ensure that all employees and contractors working for the Group adhere to these. Operationally, risk assessments and reviews are completed prior to each event.
I. Breach of ethics and anti-bribery If an employee or an associate affiliated with the Group breaches ethical guidelines such as anti-bribery, anti-corruption or sanctions laws, the Group could be exposed to financial sanctions as well as reputational damage.	To mitigate these potential breaches, the Group maintains unambiguous anti-bribery, corruption and sanctions policies in its Employee Handbook and provides training as required.
J. Acquisition and integration risk In recent years, the Group has entered into acquisitions of varying sizes across differing geographies. Failure to evaluate acquisitions accurately could lead to shortfalls in expected benefits and synergies. This can, in turn, lead to a lower return on investment, weaker acquired brand assets and impairment of goodwill.	To mitigate this risk, potential acquisitions are evaluated by the Corporate Development team with input from a number of internal and external experts from the events business, finance, legal and tax to ensure that they are in line with the overall strategy of the Group. Following acquisition, the performance and integration of the acquired company is closely monitored to ensure it is performing in line with expectations.
K. Competition risk The Group operates in a competitive environment which is constantly evolving due to innovation, new competition and other factors. Failure to adequately adapt to these changes through the Group's own strategy, innovation and development could erode revenue and margins.	To mitigate this risk, the Group operates a divisional structure which means that teams are dedicated to the holding of our live events and product development across each of our divisions. This allows us to react quickly in response to customer demands, market fluctations and developments.

Trends and factors affecting future performance

The industry continues to evolve through advances in technology and modernisation. The Group continues to adapt to this changing landscape through its acquisition programme, investment in innovation and the refreshing of its infrastructure networks. There are a number of projects and initiaitives running throughout the Group with the aim of better understanding the customer and improving the alignment of visitor and exhibitor requirements.

Looking to the years ahead, we remain encouraged by the Group's underlying prospects. Alongside the familiar external unknowns, we face the extraordinary in COVID-19. This will adversely impact our results in the forthcoming financial year, but we are confident we have the strength in demand, quality brands and people, the strategy and the financial strength to start running events in each geography, as soon local government permits.

Environmental matters

The Group recognises it has an effect on the environment, regardless of how minor, and is committed to identifying and implementing environmental improvements where possible.

Newly refurbished company offices have been fitted with energy-efficient lighting to help reduce energy consumption. Recycling points are present in our offices to further reduce the Group's environmental footprint.

As the majority of our environmental impact occurs while running our events, we work with our supply chain to recycle and reuse wherever possible. An example of some of the achievements made in this area include:

- *100% of all event carpeting in the UK and Europe is recycled;*
- *100% of all exhibition panels in the UK and Europe are reused; and*
- *Our main UK venues, ExCeL, NEC and Olympia divert 100% of waste from landfill.*

Our venues outside the UK continue to make steps towards to a more sustainable model by introducing solar energy, biodegradable plates and cutlery, installing water stations to reduce the proliferation of single-use plastic bottles and some also offer a food rescue service where unused food is donated to food banks and local charities. Furthermore, the main contractor responsible for building our booths, laying our carpet and installing electrics at our UK and US events follows sustainability policies in accordance with ISO 20121:2012 Event Sustainability Management Systems.

The Group considers greenhouse gas emissions per employee as an appropriate measure of our environmental impact. We continue to collect information from all of our offices and will look to present this information in the future.

Social, community and human rights issues

We are committed to the highest standards of ethical conduct in our business activities across the world. Every employee and individual acting on Clarion's behalf is responsible for maintaining our reputation and for conducting company business professionally.

Our policies include: Anti-Bribery and Corruption; Anti-Bullying and Harassment; Dignity at work; and Whistleblowing. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

Social, community and human rights issues (continued)

We have a robust employee grievance procedure that ensures that any problems or concerns regarding an employee's work, the working environment or working relationships are dealt with fairly and sensitively. In accordance with section 54(1) of the Modern Slavery Act 2015, the Group's slavery and human trafficking statement for the financial year ended 31st January 2020 will be signed and published on our website: www.clarionevents.com within six months of the year-end.

A Corporate and Social Responsibility Committee was formed during the year consisting of representatives from Central and Operational teams. The aim of the Committee is to review and make recommendations to the Board on initiatives for the Group to take responsibility for its impact on a number of issues ranging from Human Rights to looking after the Environment.

Employees

At Clarion, we value our employees and are committed to the continued improvement of our employee engagement.

Employee objectives are aligned with business strategy, vision, and purpose. At 31st January 2020, we have over 2,000 employees globally, over 400 of these employees based in the UK.

We have a comprehensive set of policies and processes that inform and support our employees in the way in which we do business. This includes an employee handbook, global appraisal processes and competency framework tools to drive performance, talent, personal and career development.

The Company has a wide selection of employee benefits, bonus/incentive schemes and an Employee Benefit Trust for senior management .

We have Human Resources (HR) teams across the business that provide people compliance and best practice.

Our second employee engagement survey was carried out in Autumn 2019, with a response rate of 92% (Autumn 2018: 96%) and an engagement score of 76% (Autumn 2018: 72%). We have worked with the results to implement short-, medium- and long-term improvement goals. Our survey highlighted that our employees greatly value our culture, people and products and an overwhelming majority of our employees are enthusiastic in recommending us to customers. We have communicated a summary of the results to the business and the action plan resulting from the feedback.

We have a culture that is inclusive, entrepreneurial and open. Our values are passion, care, imagination and trust and these are at the heart of how we behave and make decisions around recruiting, developing and promoting talent. We also use our values to inform our decision making around the customers, suppliers and third parties that we work with.

As part of this, our approach to our employees and the benefits we offer them is paramount to attracting and retaining quality individuals. Each office has a number of local benefits such as gym memberships and social events. Groupwide, we have a number of initiatives:

Helping Our World (HOW) days - We recognise that employees will gain many benefits from volunteering and by sharing new experiences and becoming part of a new community, employees can enhance their own personal learning and achievement and utilise this in all areas of life. We give all permanent employees the opportunity to take one day per quarter to volunteer in the community.

Birthday gift day - All employees are gifted their birthday as a special day of leave so they can spend time as they wish without using time from their annual leave allowance.

Employees (continued)

Private health insurance and support – The majority of our offices globally are covered by private medical insurance.

Gender diversity – global

Clarion is an Equal Opportunities employer and we seek to employ a workforce that is reflective of the diverse community that we operate within.

The table below provides a breakdown of the gender of directors, senior managers and employees as at 31st January 2020:

	Male Number	**Male %**	**Female Number**	**Female %**
Directors	4	100	-	-
Senior managers*	93	43	125	57
Employees	612	33	1,270	67
Total	**709**	**34**	**1,395**	**66**

* Senior managers include our management board, managing directors, portfolio directors, show and event directors/managers and non-event heads of department.

Gender pay gap – UK only

As required by the Equality Act 2010, Clarion Events submits an annual gender pay gap report. The gender pay gap refers to differences between the earnings of male and female employees performing a variety of different of different jobs across our UK company.

The table below shows our mean and median hourly gender pay gap as at 5th April 2019 and our bonus gap for the 12 months to 5th April 2019:

	Mean	**Median**
Hourly pay	31.80%	26.43%
Bonus	39.09%	16.74%

The mean gap is largely driven by a higher proportion of men than women in our most senior positions and higher proportion of women than men within the lowest paid roles within our UK employee population. This has a disproportionate impact on the mean, and therefore it is believed that the median figures are a more accurate representation as it removes any skewing of higher and lower pay.

The mean bonus pay gap is influenced by a greater number of men than women in sales roles, which attract higher commissions and performance-related bonuses (as commission is classified as bonus for gender pay gap reporting). Approximately 33% of our UK employees work in sales-based roles, of which 72% employees are men and 28% are women.

Additionally, the bonus gap calculation looks at actual bonus paid and is not adjusted for part-time hours. Therefore, a bonus for a part-time female employee which has been adjusted for part-time work, is compared to that of a full-time male employee which results in a bonus gap. As 82% of our permanent part-time roles are held by women, pro-rata bonuses for women further influences our bonus pay gap.

Gender pay gap – UK only (continued)

We are continuing to take positive actions towards the gender pay gap as follows:

- providing opportunities and information for flexible working at all levels within the company where possible, including senior roles and communicating the benefits of flexible and inclusive ways of working;
- our annual pay and bonus review will continue to be interrogated and approved by our management board to ensure consistency, fairness and avoid unconscious bias;
- training on diversity and unconscious bias will be included in management recruitment training, the managers guide and in manager briefings; and
- we strengthened our parental leave rights for fathers and second parents to help to tackle the gender pay gap. We have reviewed our policy on shared parental leave pay and now offer fathers and second parents the enhanced company maternity pay given to mothers.

Unconscious bias

Employment decisions around recruitment, promotion, compensation benefits and performance management are based on individual skills, performance and behaviour and how this relates to the needs of the business. We are in the process of including unconscious bias training for managers as part of our recruitment training and will be including information about the subject in our manager guide.

Section 172 Companies Act 2006

The Board works to promote the success of the Group for the benefit of its members as a whole with regard to all its stakeholders and to the matters set out in Section 172 of the Companies Act 2006. The following disclosure describes how the Directors have had regard to the matters set out in section 172(1)(a) to (f) and forms the Directors' statement required under section 414CZA of The Companies Act 2006.

Board governance
The Board has chosen to apply the Wates Corporate Governance Principles for Large Private Companies for the year ended 31st January 2020. These principles provide a code of corporate governance for large private companies to raise awareness of good practice and over time to help to improve standards of corporate governance. They also support directors to meet the requirements of Section 172 Companies Act 2006 by providing guidance on six key principles, as laid out in our Corporate governance report on pages 26 to 28.

Activities of the Board
The Board operates an agenda of items aligned to the Group's operating and reporting cycles with approvals, endorsements, review and monitoring, where appropriate. As discussed in the Corporate governance report, our stakeholders are key to the Group's ability to deliver long-term value and this is a key area of focus for the Board. All decisions take into account the impact on stakeholders and the views of stakeholders are gathered in Board papers and inform the decisions made in Board meetings. The principle decisions made by the Board relate to business development, namely acqusitions. The acqusitions during the year are discussed in the Key performance indicators section, above.

Section 172 Companies Act 2006 (continued)

Stakeholders
The Group's key stakeholders are considered to be investors, customers, suppliers, employees and the communities and environments in which we operate. The relationships with stakeholders, how the Directors engage with them along with key decisions and interactions are presented throughout the Annual Report and specifically in the Corporate governance report on pages 26 to 28.

	Objectives	**Method of engagement**
Investors	Long-term, sustainable value growth, clear strategy and direction.	Monthly Executive Board meetings, provision of detailed regular and ad hoc management information, ongoing communciations with investor Directors.
Customers	Provision of high-quality product, tailored by portfolio and event, to meet customer expectations and generate value.	Directly through attending events. Inclusion of detailed event-level information in Board reporting.
Suppliers	Working together to deliver world-class events, considering environmental and social impacts of the whole supply chain.	Open and transparent relationships and communications with key suppliers and venues. Agree and report on common objectives.
Employees	Attraction and retention of high-quality employees with the information and tools to be effective in their roles. Appropriate recognition and reward in the short-term with development opportunities to build successful future careers.	Via Annual Company Update meeting, distribution of the Annual Internal Strategic Report. Throughout the business from Global Senior Leadership meetings through to local team meetings. Through regular HR reports to the Board including engagement initiatives and measures such as Employee Engagement Surveys.
Community and environment	Positive impact on local communities and management of environmental footprint.	Corporate and Social Responsibility Committee reporting to the Board.

By order of the Board

Russell Wilcox
Director
26th June 2020

The directors present their report together with the audited financial statements for the year ended 31st January 2020.

Ownership

The company's immediate parent undertaking is Comet Midco Limited. The company's ultimate parent undertaking and controlling party is The Blackstone Group Inc. (Blackstone), a company incorporated in Delaware, USA and listed on the New York Stock Exchange.

Blackstone is a leading global alternative asset manager, with total assets under management of $571 billion as of 31st December 2019. As stewards of public funds, Blackstone looks to drive outstanding results for its investors and clients by deploying capital and ideas to help businesses succeed and grow. Blackstone's alternative asset management businesses include investment vehicles focused on real estate, private equity, hedge fund solutions, credit, secondary funds of funds and multi-asset class strategies. Blackstone also provides capital markets services.

Directors

Directors who held office during the period and up to the date of approval of the accounts are set out below:

L Y Assant
H Hong
S R Kimble
R S Wilcox

No director had any material interest in any significant contract with the company during the period other than those noted in note 27.

The company holds a directors' and officers' insurance policy which covers all of the directors of the company.

Director's biographies

Lionel Assant – Blackstone
Lionel is a Senior Managing Director and European Head of Private Equity for Blackstone, based in London. In addition, he is a member of the Investment Committee of Blackstone's Tactical Opportunities funds. Since joining Blackstone in 2003, he has been involved in various European investments and investment opportunities.

Before joining Blackstone, he was an Executive Director at Goldman Sachs where he worked for seven years in the Mergers & Acquisitions, Asset Management and Private Equity divisions.

As well as Clarion, he serves as a Director of Cerdia, Schenck Process, CIRSA, the National Exhibition Centre and BME (formerly CRH Building Materials Distribution) and has served on the boards of Gerresheimer, Klockner Pentaplast, Mivisa, United Biscuits, Alliance Automotive Group, Tangerine, Intertrust and Armacell.

Haide Hong – Blackstone
Haide is a Managing Director in Blackstone's Private Equity Group based in London. Since joining Blackstone in 2013, Mr. Hong has been involved in Blackstone's investments in Clarion Events, Intertrust, Merlin/LEGOLAND and Scout24.

Before joining Blackstone, he was a Vice President at Providence Equity, where he was involved with the analysis and execution of private equity investments in the telecom, media, technology and education sectors. Prior to that, he was an Associate at Lehman Brothers, where he worked in the Mergers & Acquisitions division.

Director's biographies (continued)

Simon Kimble - Executive Chairman
Simon joined Clarion Events, a small UK exhibition organising company that was a subsidiary of the private equity backed Earls Court and Olympia Group, in 2001 as Managing Director. Clarion became a standalone business in 2004.

Simon has overseen and driven the growth of Clarion Events to become a leading international events company with interests in Exhibitions, Conferences, Publishing and Digital. Clarion has been owned by a succession of private equity companies, and was acquired by Blackstone in September 2017.

Russell Wilcox – Chief Executive Officer
Russell joined Clarion in 2008 following a buyout by Veronis Suhler Stephenson, and led the company's expansion into new international markets and product sectors. He has been a Board Member since 2010, and became CEO in 2013.

Russell and the Clarion management team led a secondary buyout to Providence Equity in 2015, and in 2017 completed the sale of the business to the current owners, The Blackstone Group Inc.

Russell has held a variety of senior management and board positions in the global events industry during his career. He has managed business operations in Europe, Asia, Africa and the US, and has experience across a wide range of formats and business models.

Non-Executive Director biographpy

Hein Pretorius – Non-Executive Director (Expo Holdings I Limited)
Hein is an experienced board member and joined the Group as an independent non-executive director in December 2018. In addition, he serves as a non-executive director (NED) on the board of Wehkamp, one of the largest ecommerce platforms in The Netherlands and provides advisory services to private equity and venture capital companies on distinct projects within the digital economy.

Hein has served as Executive Chairman of the Spil Games Group, Non-Executive Chairman of Pact Coffee (UK) and Seamless (Sweden) and held NED positions on the boards of Hepsiburada (Turkey), The PhotoBox Group (UK) and The Cloakroom (NL).

Before building a portfolio of various NED roles, Hein held the role of CEO at both Naspers Internet Europe Group and The Allegro Group where he was responsible for the groups' international expansion and multiple large-scale acquisition successes across the world.

Key management biographies

Richard Johnson – Chief Financial Officer
Richard joined Clarion as Group Chief Financial Officer in April 2018 and has responsibility for all Group Finance functions along with Group Procurement, Legal and Company Secretarial.

Richard has over 30 years' experience in finance across a number of industries and geographies. As well as the UK he has lived in Switzerland and Australia and managed finance teams in Europe, the USA, Asia and India. Most recently he was Group CFO for Ardent Leisure Group, an ASX listed leisure and entertainment group.

Key management biographies (continued)

Lisa Hannant – Group Managing Director
Lisa Hannant is Group Managing Director of Clarion Events. Lisa has 30 years' experience in the exhibition and live events sector working across a broad range of products, sectors and international markets. She joined Clarion in 2008 and was appointed Group Managing Director and joined the management board in 2013.

Prior to joining Clarion, Lisa held a number of senior management positions within the exhibition and conference industry and was integral to the success of two start-up businesses that were later acquired by major UK organisers.

Adam Ford – Chief Operating Officer
Adam Ford joined Clarion Events in June 2018 as the Chief Operating Officer with responsibility for improvements to Group operations, customer focused value creation and culture across the Group.

Over the last 25 years, Adam has worked across a range of industries, geographies and scale of businesses with extensive experience of driving revenue and profit growth across start-ups and multinationals.

Andrej Moxnes – Chief Technology Officer (resigned 15 May 2020)
Andrej Moxnes joined Clarion Events as Group Chief Technology Officer in September 2018 to drive technology and digital innovation across the Group. Andrej has over 20 years of IT and transaction advisory experience working with Private Equity and Corporates across several industries.

Andrej joined from Alvarez & Marsal's Private Equity Performance Improvement team and has worked with Global Sources in Hong Kong and Singapore leading the IT post-merger integration programme.

Corporate governance

Detailed corporate governance information is set out the Corporate governance report.

Dividends

Dividends of £424,000 (2019: £848,000) were paid by the Group to minority shareholders during the period.

Employee information

Our employees and workers are considered one of our key stakeholders. Detailed information on employee engagement and other relevant information is set out in the Strategic report and Corporate governance report.

Trends and factors affecting future performance

This is set out on page 12 of the Strategic report.

Equal opportunities

The Group seeks to recruit, develop and employ suitably qualified, capable and experienced people, irrespective of sex, age, race, disability, religion or belief, marital or civil partnership status or sexual orientation. The Group gives full and fair consideration to all applications for employment made by people with disabilities, having regard to their particular aptitudes and abilities.

Any candidate with a disability will not be excluded unless it is clear that the candidate is unable to perform a duty that is intrinsic to the role, having taken into account reasonable adjustments. Reasonable adjustments to the recruitment process will be made to ensure that no applicant is disadvantaged because of his or her disability. The Group's approach to training, career development and promotion do not disadvantage people with disabilities and those who have become disabled persons during the period when they were employed.

Going concern

In making the going concern assessment for the year ended 31st January 2020, the Directors have made current consideration of the potential impact of the COVID-19 pandemic on the cashflows, liquidity, banking covenants and business activities of the Group over the next 12 months.

As at 31st January 2020, the Group had cash balances of £50.6m and an undrawn revolving credit facility (RCF) of £75m, which was available for general corporate purposes. This RCF was drawn in full during March 2020.

The annual budget was approved by the Board prior to the World Health Organisation declaring the COVID-19 pandemic on 12th March 2020. As the Group started to see an impact on its ability to operate business as usual, a revised budget and cashflow forecast was prepared as a base case for the purposes of going concern and cashflow modelling. This base case took in to account the current measures being put in place across the Group to preserve cash and reduce discretionary and non-essential spend. These measures included furloughing staff, redundancies, salary reductions and other manpower related savings as well as reducing non-essential capital expenditure.

A number of different assumptions have been made in preparing the base case. The key assumptions relate to timing of rescheduled events, reductions in revenues for future events and management of working capital, including cash receipts and refunds, through to June 2021.

The Board has confidence in the base case and the robust assumptions on which it is built but has reviewed and challenged the modelling undertaken by management and stress-tested the model for the impact of a number of different scenarios.

Going concern (continued)

In the most extreme scenario, the key assumptions are as follows:

Assumption	Background to extreme scenario and assumption
Timing of events	The only events to run, and therefore the only revenue recognised, before June 2021 are in China and Hong Kong. Revenues for these events are over 90% contracted and the Directors are highly confident that the events will proceed as B2C and B2B events resumed in the region in April 2020.
Cash receipts	The only cash receipts within the next 12 months relate to the China and Hong Kong events and Hong Kong online revenues, as above, plus those related to one large biennial event scheduled for late 2021.
Refund rate	Booking and prepaid revenues are deferred in line with the event, or to the following year's event in the event of cancellation; refunds to date are highly immaterial and are managed carefully on a case by case basis. In this extreme scenario, an additional risk factor has been applied to the refund balance after careful consideration of contract and business risk.
Cost reductions	The Group has taken advantage of government assistance schemes, such as furlough, in UK, China, Hong Kong, USA, Netherlands and Germany. To the extent they continue the Group will continue to utilise these schemes with redundancies only where necessary. Stringent cost reductions in both manpower and capital expenditure are continued through the next 12 months, with additional cost controls implemented through the second half of the year.

The Board believes that this extreme scenario is highly unlikely, based on the information currently available. Events have taken place in China and Hong Kong from April 2020, with a number of large-scale events scheduled to take place through the summer 2020, and countries in Europe and states in the United States have clear timelines for commencement of events. To date, refunds have been limited and we continue to receive cash for future events, albeit at a lower rate than in previous years.

Despite the positivity we see in the market and the indicators of demand we are seeing from our customers who are keen to be back in face-to-face contact with their customers at our events, the Directors acknowledge that uncertainties over exhibitions, events and mass gatherings, as well as travel restrictions, continue to exist. When considering this extreme scenario, the assumptions and related cashflows, there are points at which, within the next 12 months the Group would not have sufficient liquidity within its existing operating cash balances to satisfy all financial obligations when they fall due.

Therefore, the Group's indirect controlling shareholder, Blackstone Capital Partners (Cayman) VII, LP, part of The Blackstone Group Inc., has provided a letter confirming that, for a period of a year from the date of this report, it will provide support to the Group up to a fixed amount, if required. Having considered the forecast performance of the Group, including the extreme downside risks, the Directors are satisfied that the Group will not require more than the fixed amount of support to be provided.

Going concern (continued)

Further, Blackstone Capital Partners (Cayman) VII, LP, has confirmed that for a period of a year from the date of this report, it does not intend to undertake any decision or action, in its capacity as an indirect controlling shareholder of the Group, which would reasonably be expected to negatively affect the Group's ability to continue as a going concern. The details of this support and the ability of Blackstone Capital Partners (Cayman) VII, LP to pay have been reviewed by the Directors.

The extreme scenario has been used to monitor the leverage ratio for compliance with covenants under the Senior Facilities Agreement. The Directors have reviewed the ability of the Group to meet these quarter-end leverage covenants given the extreme scenarios modelled above and are comfortable that the Group is operating within its covenants for the next 12 months.

In the most extreme scenario, which the Directors believe is highly unlikely, and with the support provided by Blackstone throughout the period to June 2021, the model shows significant headroom through the 12 months to June 2021 and all quarter-end leverage covenants are forecast to be met. Accordingly, but acknowledging the uncertainty in respect of the ongoing situation with COVID-19 and the likely impact of this on the global economy, the Directors continue to believe that it is appropriate to prepare the financial statements on a going concern basis.

Post balance sheet events

COVID-19

In light of the outbreak of COVID-19, the Group considered whether any adjustments are required to the reported results in the financial statements. As at the balance-sheet date, 31st January 2020, there had been no global pandemic declared, and the outbreak of COVID-19 was limited to China. The subsequent macroeconomic downturn and extent of global interventions were not apparent.

China

The Group runs a small number of events in China. On 23rd January 2020, the Department of Commerce of Guangdong Province, and the Guangzhou Municipal Commerce Bureau issued notices to restrict mass activities and suspend large-scale economic and trade activities province-wide and our events in China were postponed. These notices were pre year-end and therefore in China, COVID-19 is a condition which existed at the balance-sheet date. This would be considered a balance-sheet-adjusting-event, and adjustments made where appropriate.

The events originally scheduled for spring 2020, have been rescheduled to later in the financial year. Customer contracts and material supplier commitments have been novated to the new events and the Directors are confident that these local events will take place. A thorough review and challenge of the balance sheets for these events was undertaken by management and the Directors are comfortable that there is no indication at this stage that there will be any material impairments of any financial or non-financial assets at the balance-sheet date.

Group, excluding China

Subsequent to the balance-sheet date, the World Health Organisation declared COVID-19 to be a pandemic on 12th March 2020 and we have seen a significant downturn in the global economic outlook and a short-term impact on our ability to run events. Outside China, the Group has concluded that the spread of the pandemic post year-end, along with information received from local and global authorities, was not indicative of conditions that existed at the balance-sheet date and therefore the consequences of the post year-end downturn and interventions represent non-adjusting post balance sheet events.

Post balance sheet events (continued)

Potential impact

The estimates and assumptions used within our impairment methodology on the Goodwill of £648.5m (note 12) and Other intangible assets of £443.1m (note 12) do not include the impact of COVID-19 as, outside China, this was not an observable indicator as at the balance-sheet date. COVID-19 could have a material impact on our impairment assessment as a result of unpredictable cashflows and changes in the discount rates that we have applied, not least because of changes in macroeconomic factors since the escalation of COVID-19. Despite the difficulty in quantifying the impact of COVID-19, we have considered the ranges of potential impairment using the base case scenario prepared for the going-concern assessment. Given the significant uncertainty at this time we will re-assess the Impairment position at the end of the next period, however we note, based on the above scenarios, the potential impairment could be in the range of £100m to £150m at that date.

The Group has considered the potential impact of COVID-19 on the put option liabilities that it has recognised as at 31st January 2020 (note 19). The fair value of the put option liabilities of £38.8m is linked to the expected future performance of the entity being acquired, with changes in the fair value being recognised in profit and loss. Although there is significant uncertainty at this time, a downturn in performance from the entities for which put option liabilities are recognised would result in a reduction in the fair value of those liabilities.

Management has evaluated the potential impact of COVID-19 on other fair value assets and their current best estimates indicate no material change from balance-sheet date. Balances stated at fair values are provided in note 19 of these financial statements and further to Goodwill, Other intangible assets and put option liabilities discussed above, the specific accounts in the financial statements include Trade and other receivables (note 17) and Financial instruments (note 19).

With respect to the events in China, we have assessed the estimates and assumptions used within our impairment methodology and are comfortable there are no adjustments required.

Other

The £75m RCF was drawn in full on 12 March 2020.

More information can be found at note 28 to the financial statements.

Financial risk management

The Group's approach to financial risk management is set out in note 19 to the financial statements.

Capital structure

Details of the Company's issued share capital are shown in note 23 to the financial statements and the employee share scheme is outlined in note 24.

Disclosure of information to the auditor

So far as each of the directors is aware, there is no relevant audit information that has not been disclosed to the company's auditor and each of the directors has taken all reasonable steps in order to make themself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

A resolution to reappoint Ernst & Young LLP as auditor to the company will be put to the members at the Annual General Meeting.

Guidelines for Disclosure and Transparency in Private Equity

The Directors consider the annual report and financial statements comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity.

By order of the Board

Russell Wilcox
Director
26th June 2020

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable UK law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared Group financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period.

In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRS as adopted by the European Union have been followed subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and company and enable them to ensure that the financial statements comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS regulation.

The directors are also responsible for safeguarding the assets of the Group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

For the year ended 31st January 2020, under The Companies (Miscellaneous Reporting) Regulations 2018, the Company has applied the Wates Corporate Governance Principles for Large Private Companies (published by the Financial Reporting Council (FRC) in December 2018 and available on the FRC website).

These new corporate governance reporting requirements apply to company reporting for financial years starting on or after 1st January 2019 and Companies are able to adopt the Wates principles as an appropriate framework when making a disclosure regarding corporate governance arrangements. We set out below how the Principles have been applied throughout the past year and our plans for continuing to strengthen our approach to Corporate Governance going forward.

Principle 1 – Purpose and leadership

The Group was established in 1947 and has grown, both organically and through acquisition, to become one of the world's leading event organisers. We produce and deliver innovative and market-leading events internationally.

As covered in our Strategic report (page 2), our purpose is to deliver exceptional customer outcomes and experiences, through live events and our vision is to be a fast-growing, leading industry partner and enabler. In order to deliver on our purpose and vision we have identified our key priorities which are captured by our five core strategic pillars (page 2).

These strategic pillars were formalised during 2019 to give us an open, shared and consistent way of approaching decisions: whether as individuals, teams, or the company as a whole. They help the Management Board, as well as our employees, consider whether our current structures and ways of working help or hinder what we are trying to do, as well as identify areas of strength which we need to support and do more of.

Principle 2 – Board composition

The Executive Board, supported by the Management Board who operate as our day-to-day leadership team, drive the success and growth of the business.

The Directors, who make up the Executive Board, comprise representatives from The Blackstone Group Inc., the ultimate parent company, as well as members of the Management Team. At the end of 2018, the Group engaged the first Non-Executive Director to bring experience from outside the Events industry, as well as perspective and challenge in relation to the ongoing activities of the Group.

Members of the Executive Board meet regularly and have clear roles and responsibilities. Business performance monitoring and operational reviews happen at a Group level on a monthly basis at the Board meetings, supported by detailed monthly portfolio-level meetings and continual analysis and focus on financial and non-financial KPIs.

The Management Board comprises members of the senior management team, both commercial and operational. The composition of the Management Board was reviewed during the prior year and was strengthened with the appointment of the Chief Financial, Chief Operating and Chief Technology Officers and the inclusion of further commercial and functional leaders.

Succession planning is part of the Management Board's agenda. They meet regularly to review senior management talent and develop global succession plans.

Principle 3 – Director responsibilities

The Directors delegate authority for day-to-day management of the company to the Management Board which meets regularly and is chaired by the Chief Executive Officer. Membership includes the Chief Financial Officer, Group Managing Director, Chief Operating Officer, Chief Information Officer as well as other Commercial and Operational leaders.

The Directors have determined that, to date, formal Committees are not required in relation to Financial Reporting, Audit, Risk or Remuneration. The Executive Board has informally delegated authority on all operational matters to the Management Board, and therefore all decisions are taken at that level. As the Group continues to expand, a review will be performed to determine whether these Committees are required and to formalise the matters reserved for the Board.

Information for the Executive Board is prepared on a monthly basis and includes input from all key areas of the business. As well as key financial information and business performance, Directors receive monthly updates on areas such as Tax, Audit and HR prepared by leaders of internal functions.

Key financial information is collated from the Group's key accounting system which is used by around two thirds of the of the Group, on a revenue basis. Improvements have been made to the way Group Finance is structured and a number of new key roles were recruited during 2019 to improve the governance and control over the Group's financial reporting. The team is appropriately qualified to ensure the integrity of the information and is provided with the necessary training to keep up-to-date with regulatory changes. Financial information is currently externally audited by Ernst & Young LLP, on an annual basis.

The Executive Board has ultimate responsibility for the Group's system of internal control and for reviewing its effectiveness. However well the system is designed to manage risk, it cannot eliminate all risk, and therefore it provides reasonable, not absolute, assurance against material misstatement or loss.

The Executive Board considers that the internal controls in place are appropriate for the size, complexity and risk profile of the Group. The Group does not have an Internal Audit function.

Principle 4 – Opportunity and risk

Strategic opportunities are managed both at the Group level, and at Portfolio level. Both the Executive and Management Board seek out opportunities to grow and develop the business both organically and through acquisitions.

The Executive Board are given monthly updates on actual and potential strategic initiatives, including acquisitions, focussing on the long-term impact and value creation. At a Portfolio level, monthly forecast reviews are used to monitor and drive performance, at a detailed level.

The Group's Principal risks and uncertainties are presented in the Strategic report. These External, Financial, Operational, Reputational and Strategic risks have been identified by the Executive Board, Management Board and key business leaders, both operational and functional. Mitigation strategies are in place to manage the exposure to each of the risks.

The Executive Board are comfortable with the systems and controls in place across the Group which are designed to manage rather than eliminate, the risk of not achieving business objectives including meeting Group budgets. The detailed work and ongoing review performed by event, by portfolio and at a consolidated level give the appropriate level of diligence in understanding the performance of the business and potential obligations at every level. This is complemented by the systems and controls in place which balance the potential for short and long term returns, with the Group's risk appetite.

The Group is in the process of establishing a formal Risk Committee with responsibility for the oversight of the risk management policies and practices of the Group's international operations and ownership of the risk management framework.

The Strategic report presented on page 2 includes the key risks for the Group.

Principle 5 – Remuneration

The responsibility for remuneration has been delegated to the Management Board.

The Group is committed to offering competitive remuneration packages, enhanced by employee benefits, bonus/incentive schemes and an Employee Benefit Trust for senior management. Packages are designed to attract and retain quality employees and align their purpose, values and strategy with that of the Group as a whole.

Employee pay is reviewed annually. Members of senior management, including the Management Board, are included within the same pay review process and are subject to the same robust review and approval to ensure equality and consistency in approach.

In the prior year, the Group reported for the first time on international gender diversity as well as the Gender pay gap required by the Equality Act 2010. This information is presented in the Strategic report on page 14.

Clarion is an Equal Opportunities employer and we seek to employ a workforce that is reflective of the diverse communities in which we operate. Diversity continues to be an important factor for the Group, and we are in the process of establishing a Diversity Committee to drive positive change.

Principle 6 – Stakeholders

We engage with our stakeholders as part of our approach to delivering long-term values and this is a key area of focus for the Group. Relationships and interactions with our stakeholder community are embedded in our day-to-day business. This is driven by our core strategic pillars, as outlined in the Strategic report on page 2. Our markets and the communities in which we operate, our customers (both visitors and exhibitors) and our people are at the heart of what we do.

The strategic pillars set out how we look to align the direction of our business to maximise long-term growth. The Management Board is the primary communication route between the business and our key shareholders, The Blackstone Group Inc.

We consider the longer-term impact of our activities and operations on our external and internal stakeholders. We discuss our approach to environmental matters and social responsibility in the Strategic report on page 12.

We are committed to investing in engaging with our key stakeholders. Taking our employees as an example, we hold annual Group-wide Company Update meetings, release an Annual Internal Strategic Report and hold employment engagement surveys, as discussed in the Strategic report on page 16, as well as undertaking a number of local departmental, portfolio or office initiatives.

By order of the Board

R S Wilcox
Director
26th June 2020

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMET BIDCO LIMITED

Opinion

We have audited the financial statements of Comet Bidco Limited (the parent company) and its subsidiaries (the Group) for the year ended 31st January 2020 which comprise the Consolidated income statement, Consolidated statement of other comprehensive income, Consolidated statement of financial position, Consolidated statement of changes in equity, Consolidated cashflow statement, Parent company statement of financial position, Parent company statement of changes in equity and Parent company cashflow statement and the related notes 1 to 30, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the Group's and of the parent company's affairs as at 31st January 2020 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

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 below. We are independent of the Group and parent 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – Effects of COVID-19

We draw attention to notes 1 and 28 of the financial statements, which describe the economic and social consequences the company is facing as a result of COVID-19 which is impacting on the Group's ability to run events, and operate business as usual. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least 12 months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or

- the parent company financial statements are not in agreement with the accounting records and returns; or

- certain disclosures of directors' remuneration specified by law are not made; or

- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of directors' responsibilities (on page 25), the directors are 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 directors determine 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 directors are responsible for assessing the Group's and the parent 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 directors either intend to liquidate the Group or the parent 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.

A further description of our responsibilities for the audit of the financial statements is located 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.

Ernst + Young L.L.P.

Cameron Cartmell (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
26th June 2020

CONSOLIDATED INCOME STATEMENT

For the year ended 31st January	Notes	2020 £000	2019 £000
Continuing operations			
Revenue	4	**413,667**	**342,446**
Cost of sales		(188,070)	(149,613)
Gross profit		**225,597**	**192,833**
Other income		1,187	-
Administrative expenses		(169,140)	(164,703)
Amortisation of acquired intangible assets	12	(40,852)	(37,722)
Impairment	12, 14, 18	(50,315)	-
Operating loss	5	**(33,523)**	**(9,592)**
Finance costs	7	(61,997)	(63,056)
Share of profit of joint ventures (after tax)	8	460	574
Loss before taxation		**(95,060)**	**(72,074)**
Taxation	9	8,894	(2,543)
Loss from continuing operations		**(86,166)**	**(74,617)**
Loss from discontinued operations	10	(498)	(1,206)
Loss for the year		**(86,664)**	**(75,823)**
Attributable to:			
Equity shareholders of the parent company		(87,081)	(76,720)
Non-controlling interests		417	897
Loss for the financial year attributable to members of the parent company		**(86,664)**	**(75,823)**

The accompanying notes are an integral part of these financial statements.

COMET BIDCO LIMITED

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

For the year ended 31st January	2020 £000	2019 £000
Loss for the year	**(86,664)**	**(75,823)**
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	(83)	24,486
Movement from translation reserve to P&L on disposal of foreign operation	(1,814)	-
Other comprehensive (expense)/income for the year	(1,897)	24,486
Total comprehensive expense for the year	**(88,561)**	**(51,337)**
Attributable to:		
Equity shareholders of the parent company	(89,127)	(52,252)
Non-controlling interests	566	915
	(88,561)	**(51,337)**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION **COMPANY NO: 10866972**

At 31st January	Notes	2020 £000	2019 £000
Goodwill	12	648,453	636,205
Other intangible assets	12	443,129	488,867
Property, plant and equipment	13	5,738	6,558
Right-of-use assets	14	14,565	-
Investments accounted for using the equity method	8	1,166	1,273
Prepaid event costs		2,367	-
Other non-current financial assets		2,475	-
Deferred tax assets	15	1,510	3,094
Non-current assets		**1,119,403**	**1,135,997**
Inventory		538	569
Trade and other receivables	17	35,236	41,858
Income tax receivable		5,889	3,300
Cash and cash equivalents		50,646	53,827
		92,309	99,554
Assets held for sale	18	1,463	53,604
Current assets		**93,772**	**153,158**
Total assets		**1,213,175**	**1,289,155**
Financial liabilities - borrowings	19	(764,185)	(755,040)
Deferred tax liabilities	15	(47,259)	(59,125)
Lease liabilities	20	(8,790)	-
Provisions	21	(850)	(1,081)
Other financial liabilities	19	(34,272)	(16,116)
Non-current liabilities		**(855,356)**	**(831,362)**
Deferred revenue		(129,459)	(149,416)
Trade and other payables	22	(45,874)	(44,579)
Income tax payable		(7,399)	(3,348)
Financial liabilities - borrowings	19	(149,676)	(149,980)
Lease liabilities	20	(6,786)	-
Provisions	21	(1,420)	(2,997)
Other financial liabilities	19	(6,544)	(10,531)
		(347,158)	(360,851)
Liabilities associated with assets held for sale	18	(565)	(4,253)
Current liabilities		**(347,723)**	**(365,104)**
Total liabilities		**(1,203,079)**	**(1,196,466)**
Net assets		**10,096**	**92,689**

At 31st January	Notes	2020 £000	2019 £000
Equity			
Share capital	23	70,000	70,000
Share premium	23	9,098	9,098
Capital contribution reserve	23	73,688	73,688
Share based payments reserve	24	12,236	8,013
Translation reserve		10,233	12,279
Retained earnings		(176,689)	(87,275)
Equity attributable to shareholders of the parent company		**(1,434)**	**85,803**
Non-controlling interests		11,530	6,886
Total equity		**10,096**	**92,689**

The financial statements on pages 32 to 94 were approved by the Board of directors on 26th June 2020 and were signed on its behalf by:

Russell Wilcox
Director

PARENT COMPANY STATEMENT OF FINANCIAL POSITION

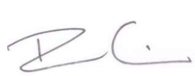
COMPANY NO: 10866972

At 31st January	Notes	2020 £000	2019 £000
Investments	16	339,701	339,701
Non-current assets		**339,701**	**339,701**
Trade and other receivables	17	812,498	738,802
Cash and cash equivalents		1	3
Current assets		**812,499**	**738,805**
Total assets		**1,152,200**	**1,078,506**
Financial liabilities - borrowings	19	(764,185)	(755,040)
Non-current liabilities		**(764,185)**	**(755,040)**
Financial liabilities - borrowings	19	(149,676)	(149,980)
Trade and other payables	22	(225,970)	(112,710)
Current liabilities		**(375,646)**	**(262,690)**
Total liabilities		**(1,139,831)**	**(1,017,730)**
Net assets		**12,369**	**60,776**
Equity			
Share capital	23	70,000	70,000
Share premium	23	9,098	9,098
Capital contribution reserve		73,688	73,688
Share based payments reserve	24	5,524	293
Retained earnings		(145,941)	(92,303)
Total equity		**12,369**	**60,776**

PARENT COMPANY INCOME STATEMENT AT 31ST JANUARY 2020

No income statement is presented for Comet Bidco Limited as permitted under section 408 of the Companies Act 2006. The parent company's loss for the year ended 31st January 2020 is £53.6 million (2019: loss of £75.2 million)

The financial statements on pages 18 to 90 were approved by the Board of directors on 26th June 2020 and were signed on its behalf by:



Russell Wilcox
Director

COMET BIDCO LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Note	Share capital £000	Share premium £000	Capital contribution reserve £000	Share based payments reserve £000	Translation reserve £000	Retained earnings £000	Non-controlling interests £000	Total equity £000
At 1st February 2018		**70,000**	**-**	**73,688**	**2,320**	**(12,182)**	**(10,155)**	**1,607**	**125,278**
Loss for the year		-	-	-	-	-	(76,720)	897	(75,823)
Exchange differences		-	-	-	7	24,461	-	18	24,486
Total comprehensive income		-	-	-	7	24,461	(76,720)	915	(51,337)
Capital contribution	23	-	9,098	-	-	-	-	-	9,098
Share based payments expense	24	-	-	-	5,686	-	-	-	5,686
Non-controlling interests arising on business combinations		-	-	-	-	-	-	4,521	4,521
Non-controlling interests acquired		-	-	-	-	-	(400)	(157)	(557)
At 31st January 2019		**70,000**	**9,098**	**73,688**	**8,013**	**12,279**	**(87,275)**	**6,886**	**92,689**
Arising on transition to IFRS 16		-	-	-	-	-	78	-	78
Restated at 1st February 2019		**70,000**	**9,098**	**73,688**	**8,013**	**12,279**	**(87,197)**	**6,886**	**92,767**
Loss for the year		-	-	-	-	-	(87,081)	417	(86,664)
Exchange differences		-	-	-	-	(232)	-	149	(83)
Movement from translation reserve to P&L on disposal of foreign operation		-	-	-	-	(1,814)	-	-	(1,814)
Total comprehensive income		-	-	-	-	(2,046)	(87,081)	566	(88,561)
Dividends to non-controlling interests		-	-	-	-	-	-	(919)	(919)
Share based payment expense	24	-	-	-	4,223	-	-	-	4,223
Other movements in non-controlling interests		-	-	-	-	-	(2,411)	5,282	2,871
Non-controlling interests acquired	11	-	-	-	-	-	-	(285)	(285)
At 31st January 2020		**70,000**	**9,098**	**73,688**	**12,236**	**10,233**	**(176,689)**	**11,530**	**10,096**

COMET BIDCO LIMITED

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

	Note	Share capital £000	Share premium £000	Capital contribution reserve £000	Share based payments reserve £000	Retained earnings £000	Total equity £000
At 1st February 2018		**70,000**	**-**	**73,688**	**-**	**(17,094)**	**126,594**
Loss for the year		-	-	-	-	(75,209)	(75,209)
Total comprehensive income		**-**	**-**	**-**	**-**	**(75,209)**	**(75,209)**
Capital contribution	23	-	9,098	-	-	-	9,098
Share based payment expense	24	-	-	-	293	-	293
At 31st January 2019		**70,000**	**9,098**	**73,688**	**293**	**(92,303)**	**60,776**
Loss for the year		-	-	-	-	(53,638)	(53,638)
Total comprehensive income		**-**	**-**	**-**	**-**	**(53,638)**	**(53,638)**
Share based payment expense	24	-	-	-	5,231	-	5,231
At 31st January 2020		**70,000**	**9,098**	**73,688**	**5,524**	**(145,941)**	**12,369**

CONSOLIDATED CASHFLOW STATEMENT

For the year ended 31st January	Note	2020 £000	2019 £000
Cashflow from operating activities			
Loss before tax		(95,060)	(72,074)
Adjusted for:			
Finance costs		61,997	63,056
Share of profit of joint ventures (after tax)		(460)	(574)
Operating loss from continuing operations		(33,523)	(9,592)
Operating loss from discontinued operations	10	(498)	(1,206)
Total operating loss		(34,021)	(10,798)
Adjusted for:			
Amortisation of intangible assets	12	46,944	44,407
Depreciation of property, plant and equipment	13	3,336	2,970
Depreciation of right-of-use assets	14	7,094	-
Impairment	12,14,18	50,315	-
Change in fair value of financial instruments		7,232	1,328
Share based payments	24	4,223	5,686
(Gain)/loss on disposal of subsidiaries and property, plant and equipment	5	(3,798)	601
Dividends charged to administrative expenses		389	848
Working capital movements:			
Change in inventories		30	-
Change in receivables		6,975	(5,449)
Change in payables		(20,526)	(10,704)
		68,193	28,889
Bank interest paid		(44,051)	(38,294)
Payment of lease liabilities - interest	20	(1,284)	-
Tax paid – UK		(1,125)	(2,629)
Tax paid – Overseas		(2,824)	(11,917)
Cash inflow/(outflow) from operating activities		**18,909**	**(23,951)**
Cashflow from investing activities			
Purchase of property, plant and equipment	13	(2,930)	(4,325)
Purchase of software	12	(5,089)	(4,262)
Proceeds from disposal of property, plant and equipment and software		31,584	121,329
Current year acquisition of subsidiaries, net of cash acquired	11	(55,135)	(169,392)
Deferred consideration in respect of prior period acquisitions		(2,764)	-
Contingent consideration in respect of prior period acquisitions		(3,114)	-
Disposal of subsidiaries, net of cash sold	10	26,377	-
Dividends received from joint venture		536	-
Cash outflow from investing activities		**(10,535)**	**(56,650)**
Cashflow from financing activities			
Proceeds from borrowings		-	298,237
Debt issue costs		-	(13,116)
Repayment of borrowings		(3,159)	(149,060)
Payment of lease liabilities – principal	20	(6,551)	-
Acquisition of non-controlling interests		(874)	(13,557)
Dividends paid to non-controlling interests	23	(424)	(848)
Cash (outflow)/inflow from financing activities		**(11,008)**	**121,656**

CONSOLIDATED CASHFLOW STATEMENT (CONTINUED)

For the year ended 31st January		2020 £000	2019 £000
Net (decrease)/increase in cash and cash equivalents		(2,634)	41,055
Exchange differences		(500)	764
Cash held for sale	18	(47)	-
Cash and cash equivalents brought forward		53,827	12,008
Cash and cash equivalents carried forward		**50,646**	**53,827**
Analysis of cash and cash equivalents			
Cash at bank and in hand		**50,646**	**53,827**

PARENT COMPANY CASHFLOW STATEMENT

For the year ended 31st January	2020 £000	2019 £000
Cashflow from operating activities		
Loss before tax	(62,274)	(82,982)
Adjusted for:		
Finance costs	48,642	58,166
Operating loss	(13,632)	(24,816)
Share based payment expense	5,231	293
Impairment of intercompany loan	4,436	-
Working capital movements:		
Change in receivables	2	21,291
Change in payables	3,965	(5)
	2	(3,237)
Bank interest paid	-	(36,015)
Cash inflow/(outflow) from operating activities	**2**	**(39,252)**
Cashflow from investing activities		
Loans received from subsidiary undertakings	46,762	-
Loans made to subsidiary undertakings	(66,783)	(236,160)
Cash outflow from investing activities	**(20,021)**	**(236,160)**
Cashflow from financing activities		
Proceeds from borrowings	20,000	298,237
Debt issue costs	-	(13,116)
Repayment of borrowings	-	(10,327)
Cash inflow from financing activities	**20,000**	**274,794**
Net decrease in cash	(19)	(618)
Cash and cash equivalents brought forward	3	544
Currency translation	17	77
Cash and cash equivalents carried forward	**1**	**3**
Analysis of cash and cash equivalents		
Cash at bank and in hand	**1**	**3**

1. ACCOUNTING POLICIES

1.1 Corporate information

The consolidated financial statements of Comet Bidco Limited (the company or the parent) and its subsidiaries (the Group) for the year ended 31st January 2020 were authorised for issue in accordance with a resolution of the directors on 26th June 2020. Comet Bidco Limited is a private limited company incorporated and domiciled in England. The address of its registered office is Bedford House, 69-79 Fulham High Street, London SW6 3JW.

The principal activities of the Group are described in the Strategic report.

1.2 Basis of preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by IFRS Interpretations Committee (IFRSIC) as adopted by the European Union (EU) and as applied in accordance with the provisions of the Companies Act 2006.

The financial statements of Comet Bidco Limited (the company) have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101) as issued by the Financial Reporting Council and with those parts of the Companies Act 2006 applicable to companies reporting under FRS 101. As permitted by Section 408 of the Companies Act, the company has elected not to present its own income statement for the financial year.

The consolidated and company financial statements have been prepared under the historical cost convention, unless stated otherwise by the relevant accounting policy.

The principal accounting policies of the Group are consistent with those of the principal subsidiaries and consistently applied to the periods presented.

1.3 Going concern

Company

The company's future viability is ultimately dependent on the performance of the wider trading group owned by the company, and the Group's decisions on the flow of capital. The Directors have carried out a review, including consideration of appropriate forecasts and scenarios, which indicates that the company will have adequate resources to continue to trade for the foreseeable future.

A full description of the Group's business activities, financial position, cashflows, liquidity position, committed facilities and borrowing position, together with the factors likely to affect its future development and performance, is set out in the Strategic report, including the Financial review and in note 19 to the financial statements.

The financial statements of the company have been prepared on a going concern basis. The directors have a reasonable expectation that the company has access to adequate resources to continue in operational existence for the foreseeable future.

The Directors considered the going concern status of Comet Bidco Limited and on the basis that this company is a holding company for the Group's operating entities, going concern assumptions and sensitivities discussed in this annual statement are applicable from a standalone company perspective. On that basis, the Directors are satisfied that Comet Bidco Limited is a going concern for at least a 12-month period from the signing of these accounts.

1. ACCOUNTING POLICIES (CONTINUED)

1.3 Going concern (continued)

Group

In making the going concern assessment for the year ended 31st January 2020, the Directors have made current consideration of the potential impact of the COVID-19 pandemic on the cashflows, liquidity, banking covenants and business activities of the Group over the next 12 months.

As at 31st January 2020, the Group had cash balances of £50.6m and an undrawn revolving credit facility (RCF) of £75m, which was available for general corporate purposes. This RCF was drawn in full during March 2020.

The annual budget was approved by the Board prior to the World Health Organisation declaring the COVID-19 pandemic on 12th March 2020. As the Group started to see an impact on its ability to operate business as usual, a revised budget and cashflow forecast was prepared as a base case for the purposes of going concern and cashflow modelling. This base case took in to account the current measures being put in place across the Group to preserve cash and reduce discretionary and non-essential spend. These measures included furloughing staff, redundancies, salary reductions and other manpower-related savings as well as reducing non-essential capital expenditure.

A number of different assumptions have been made in preparing the base case. The key assumptions relate to timing of rescheduled events, reductions in revenues for future events and management of working capital, including cash receipts and refunds, through to June 2021.

The Board has confidence in the base case and the robust assumptions on which it is built but has reviewed and challenged the modelling undertaken by management and stress-tested the model for the impact of a number of different scenarios.

In the most extreme scenario, the key assumptions are as follows:

Assumption	**Background to extreme scenario and assumption**
Timing of events	The only events to run, and therefore the only revenue recognised, before June 2021, are in China and Hong Kong. Revenues for these events are over 90% contracted and the Directors are highly confident that the events will proceed as B2C and B2B events resumed in the region in April 2020.
Cash receipts	The only cash receipts within the next 12 months relate to the China and Hong Kong events and Hong Kong online revenues, as above, plus those related to one large biennial event scheduled for late 2021.
Refund rate	Booking and prepaid revenues are deferred in line with the event, or to the following year's event in the event of cancellation; refunds to date are highly immaterial and are managed carefully on a case by case basis. In this extreme scenario, an additional risk factor has been applied to the refund balance after careful consideration of contract and business risk.
Cost reductions	The Group has taken advantage of government assistance schemes, such as furlough, in UK, China, Hong Kong, USA, Netherlands and Germany. To the extent they continue, the Group will continue to utilise these schemes with redundancies only where necessary. Stringent cost reductions in both manpower and capital expenditure are continued through the next 12 months, with additional cost controls implemented through the second half of the year.

1. ACCOUNTING POLICIES (CONTINUED)

1.3 Going concern (continued)

The Board believes that this extreme scenario is highly unlikely, based on the information currently available. Events have taken place in China and Hong Kong from April 2020, with a number of large-scale events scheduled to take place through the summer 2020, and countries in Europe and states in the United States have clear timelines for commencement of events. To date, refunds have been limited and we continue to receive cash for future events, albeit at a lower rate than in previous years.

Despite the positivity we see in the market and the indicators of demand we are seeing from our customers who are keen to be back in face-to-face contact with their customers at our events, the Directors acknowledge that uncertainties over exhibitions, events and mass gatherings, as well as travel restrictions, continue to exist. When considering this extreme scenario, the assumptions and related cashflows, there are points at which, within the next 12 months the Group would not have sufficient liquidity within its existing operating cash balances to satisfy all financial obligations when they fall due.

Therefore, the Group's indirect controlling shareholder, Blackstone Capital Partners (Cayman) VII, LP, part of The Blackstone Group Inc., has provided a letter confirming that, for a period of a year from the date of this report, it will provide support to the Group up to a fixed amount, if required. Having considered the forecast performance of the Group, including the extreme downside risks, the Directors are satisfied that the Group will not require more than the fixed amount of support to be provided.

Further, Blackstone Capital Partners (Cayman) VII, LP, has confirmed that for a period of a year from the date of this report, it does not intend to undertake any decision or action, in its capacity as an indirect controlling shareholder of the Group, which would reasonably be expected to negatively affect the Group's ability to continue as a going concern. The details of this support and the ability of Blackstone Capital Partners (Cayman) VII, LP to pay have been reviewed by the Directors.

The extreme scenario has been used to monitor the leverage ratio for compliance with covenants under the Senior Facilities Agreement. The Directors have reviewed the ability of the Group to meet these quarter-end leverage covenants given the extreme scenarios modelled above and are comfortable that the Group is operating within its covenants for the next 12 months.

In the most extreme scenario, which the Directors believe is highly unlikely, and with the support provided by Blackstone throughout the period to June 2021, the model shows significant headroom through the 12 months to June 2021 and all quarter-end leverage covenants are forecast to be met. Accordingly, but acknowledging the uncertainty in respect of the ongoing situation with COVID-19 and the likely impact of this on the global economy, the Directors continue to believe that it is appropriate to prepare the financial statements on a going concern basis.

1.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the company and its subsidiaries together with the Group's attributable share of the results of joint ventures and associates. For all entities in which the Group, directly or indirectly, owns equity, a judgement is made when applicable to determine whether the Group controls the investee and therefore should consolidate it fully or not. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The results of subsidiaries acquired or sold are included in the income statement from, or up to, the date that control passes.

Non-controlling interests represent third-party shareholdings in a subsidiary controlled by the Group. Non-controlling interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

1. ACCOUNTING POLICIES (CONTINUED)

1.5 Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred and the amount of any non-controlling interest in the acquiree.

Identifiable assets acquired and liabilities assumed in a business combination are measured at fair value at acquisition date. The consideration payable is measured at fair value at the acquisition date and includes the fair value of any contingent consideration. Acquisition costs are expensed in the period in which they are incurred.

For each business combination, the Group elects whether to measure the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

Put option arrangements over shares held by a non-controlling interest are recognised at fair value as financial liabilities. Movements in the estimated liability in respect of put options are recognised in profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in profit or loss.

1.6 Interest in joint ventures and associates

A joint venture is a contractual arrangement whereby the Group and other parties have joint control and rights to the net assets of the arrangement. An associate is an investment over which the Group has significant influence. Significant influence is presumed to exist where the Group holds between 20% and 50% of the voting rights of another entity. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

The Group's investments in its associates and joint ventures are accounted for using the equity method. Under the equity method, the investments in associates or joint ventures are carried in the Consolidated statement of financial position and are initially recognised at cost. They are adjusted subsequently for any post-acquisition changes in the Group's share of the net assets of the associate or joint venture, less any impairment in the value of the investment. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment separately.

1.7 Foreign currency translation

Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (its functional currency). The Group's consolidated financial statements are presented in sterling, which is the parent company's functional and presentation currency.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign-exchange gains and losses resulting from the settlement of such transactions and from the translation at the year-end exchange rates of monetary asset and liabilities denominated in foreign currencies are recognised in the Consolidated income statement.

Non-monetary items that are measured at historical cost in a foreign currency are translated at rates prevailing at the date of the transactions. Non-monetary items measured at fair value in a foreign currency are translated at the rates prevailing at the date when the value is determined. The gain or loss on translation of non-monetary items is recognised in line with where the gain or loss of the item that gave rise to the transation difference has been recognised.

1. ACCOUNTING POLICIES (CONTINUED)

1.7 Foreign currency translation (continued)

Group companies

The assets and liabilities of foreign operations that have a functional currency different from the presentation currency are translated into sterling at the closing exchange rates at the reporting date and their income, expenses and cashflows are translated at average exchange rates. All resulting foreign-exchange differences are recognised in other comprehensive income. When a foreign operation is sold, such exchange differences are recognised in the Consolidated income statement as part of the gain or loss on disposal.

Any goodwill or fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the closing rate.

1.8 Revenue recognition

Revenue is recognised in order to depict the transfer of control of goods or services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured net of value-added tax, duties and other sales tax. Transaction prices for performance obligations are fixed within contracts.

Revenue from exhibitions, trade shows, conferences and other live events, together with event sponsorship, delegate fees and ticket sales, is recognised when the event is held, with advance receipts recognised as deferred income in the balance sheet until such date.

Advertising revenue is recognised on publication or over the period of the online display. Subscription revenue arising from subscriptions to directories and market research reports is recognised evenly over the period of the subscription.

Revenue relating to barter transactions is recorded at stand-alone selling prices and recognised in accordance with the Group's revenue recognition policies.

The Group does not adjust consideration for the effects of a financing component if there is less than one year between receiving payment and satisfying the performance obligation. In addition, the Group expenses contract acquisition costs when the asset that would have resulted from capitalising such costs would have been amortised within one year or less.

1.9 Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, calculated under tax rates and laws enacted or substantively enacted at the reporting date.

Deferred tax is provided, using the liability method, on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply in the period when the deferred tax is settled or realised.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised on all deductible temporary differences to the extent it is probable that taxable profits will be available, against which the temporary differences can be utilised. Deferred tax assets are not recognised if the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. Recognition of deferred tax, therefore, includes judgements regarding the timing and level of future taxable income.

1. ACCOUNTING POLICIES (CONTINUED)

1.9 Taxes (continued)

Deferred tax is provided on temporary differences arising on investments in subsidiaries and equity-accounted investments, except where the Group controls the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

The Group offsets deferred tax assets and deferred tax liabilities if, and only if, it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Current and deferred tax is recognised in the income statement except where the tax relates to items recognised directly in equity or other comprehensive income, in which case the related tax is also recognised in equity or other comprehensive income.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Management periodically evaluates tax positions in jurisdictions where relevant tax regulations are subject to interpretation and establishes provisions where applicable.

1.10 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

- equipment, fixtures and fittings 2-5 years; and
- leasehold improvements shorter of the lease term or 8 years.

The assets' residual values and useful lives are reviewed annually and adjusted if appropriate.

1.11 Inventory

Inventory is stated at the lower of cost and net realisable value. Cost comprises direct labour and expenses incurred in bringing the inventory to its present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less selling expenses.

1.12 Prepaid event costs

Prepaid event costs relating to future events are deferred and only expensed once the event has taken place.

1. ACCOUNTING POLICIES (CONTINUED)

1.13 Leases

For leases with a lease term of more than 12 months, the Group recognises a right-of-use asset and a lease liability as at the lease commencement date. The right-of-use asset is initially measured at cost, comprising the initial amount of the lease liability plus any initial direct costs incurred and any lease payments made at or before the lease commencement date, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term.

Right of use assets are assessed for any indication of impairment whenever events or circumstances indicate that the carrying value may not be recoverable. Depreciation and any impairment charges are recognised in operating expenses in the consolidated income statement.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounting using the interest rate implicit in the lease. If that rate cannot readily be determined, as is the case in the vast majority of the leasing activities of the Group, the lessee's incremental borrowing rate is used. The incremental borrowing rate is the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset in a similar economic environment with similar terms and conditions. The lease liability is subsequently measured at amortised cost using the effective interest method. Interest is recognised within finance costs in the consolidated income statement. The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or a rate or a change in the Group's assessment of whether it will exercise an extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the right-of-use asset.

Judgements are involved in determining the lease term, particularly because extension and termination options are included in a number of property leases across the Group to facilitate operational flexibility. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension or termination option. Extension and termination options are only included in the lease term if it is reasonably certain that the option will be exercised. The assessment of the lease term is reviewed if a significant event or a significant change in circumstances occurs that is within the control of the Group.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are typically small items of IT equipment, office equipment and office furniture.

In the prior year, leases where a significant portion of the risks and rewards of ownership were retained by the lessor were classified as operating leases by the lessee. Rental payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the lease term. A reconciliation of the operating lease commitments as at 31st January 2019 to the opening lease liability as at 1st February 2019 is provided in note 3.

1.14 Intangible assets

Goodwill

Goodwill represents the excess of the aggregate of the consideration transferred, the amount recognised for any non-controlling interests and the fair value of any previously held equity interest in the subsidiary acquired over the fair value of the identifiable net assets acquired.

Goodwill is tested at least annually for impairment and is held at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (CGUs) that are expected to benefit from the business combination in which the goodwill arose. Significant judgement is required by management for the purposes of goodwill allocation to the CGUs.

1. ACCOUNTING POLICIES (CONTINUED)

1.14 Intangible assets (continued)

Goodwill (continued)
An impairment loss is recognised in the consolidated income statement to the extent that the carrying value of the goodwill is greater than the relevant CGU's recoverable amount, which is the higher of the value in use and the fair value less costs to sell. Value in use is the present value of future cash flows of the CGU to which the goodwill has been allocated.

The impairment tests are sensitive to management's estimates in respect of the discount rate used, the expected future cash-inflows and the growth rate used for terminal value purposes. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed in note 12.

On disposal of a business which includes all or part of a CGU, any attributable goodwill is included in the carrying amount of the operation when determining the gain or loss on disposal.

Other intangible assets
Other intangible assets acquired separately are capitalised at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition.

Certain internal and external costs incurred during the development of intangible assets are capitalised if they can be measured reliably and they are directly associated with separately identifiable assets having an economic benefit of more than one year.

Following initial recognition, other intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets are amortised on a straight-line basis over their useful economic lives as follows:

- trade names — 2-20 years;
- customer relationships — 2-17 years; and
- software — up to 5 years.

Other intangible assets are assessed for any indication of impairment whenever events or circumstances indicate that the carrying value may not be recoverable. Any impairment reviews undertaken are subject to similar management judgements, estimates and assumptions when undertaking impairment reviews of goodwill as discussed above. Amortisation and any impairment charges are recognised in operating expenses in the consolidated income statement.

1.15 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognised on the Group's balance sheet when the Group becomes party to the contractual provisions of the instrument.

Financial assets held by the Group are classified at initial recognition as financial assets at fair value through profit or loss or loans and receivables. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Subsequent to initial recognition, financial assets classified as loans and receivables are carried at amortised cost using the effective interest rate method.

1. ACCOUNTING POLICIES (CONTINUED)

1.15 Financial instruments (continued)

Financial liabilities owed by the Group are classified at initial recognition as financial liabilities at fair value through profit or loss or at amortised cost. All financial liabilities are initially recognised at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Trade and other receivables
Trade and other receivables are recognised when it is probable that a future economic benefit will flow to the Group. Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment.

The provision for impairment of trade receivables is based on expected credit losses (ECLs). The Group has applied a simplified approach in calculating ECLs therefore does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

In the company accounts, ECLs relating to amounts due from subsidiary undertakings are a probability-weighted estimate of credit losses and are calculated on actual historical credit losses adjusted to reflect differences between the historical credit loses and the company's forward-looking view of the economic conditions over the expected lives of the receivables.

Cash and cash equivalents
Cash and cash equivalents comprise cash at banks and in hand.

Loans and receivables
Loans and receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method.

Impairment of financial instruments
The Group assesses at each reporting date whether there are any indicators of impairment of financial assets. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the asset, there is a negative impact on the estimated future cash flows of the asset that can be estimated reliably.

Trade and other payables and interest-bearing loans
Trade and other payables and interest-bearing loans are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Put option liabilities
Any contract with a single or multiple settlement option that contains an obligation for the Group to purchase equity in a subsidiary for cash gives rise to a financial liability for the present value of the purchase price. An amount equal to the liability is recorded against the investment on initial recognition of a written put option. The liability is subsequently remeasured through the Consolidated income statement.

Determining fair value for put and call option liabilities requires management to make certain judgements and estimates which are discussed further in note 19.4.

1. ACCOUNTING POLICIES (CONTINUED)

1.16 Impairment of non-financial assets

For non-financial assets, excluding goodwill, 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 cash generating unit's (CGU) fair value less costs to sell and its value in use and 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. Where the carrying value of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in the Consolidated income statement.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may 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 had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated income statement.

1.17 Provisions

Provisions are liabilities of uncertain timing or amount. Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event that can be reliably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. The carrying amounts of provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

1.18 Pension and other employment benefits

A number of subsidiaries make contributions to schemes which provide employees with retirement benefits. Contibutions accruing under the schemes are charged to administrative expenses in the income statement.

1.19 Share based payment transactions

The Group operates an equity-settled share based compensation plan based on shares granted in respect of Expo Holdings I Limited's shares. The fair value of rights granted is initially measured at grant date, based on a Monte Carlo option-pricing model and market-based performance criteria, and is charged to the Consolidated income statement on a straight-line basis over the vesting period. At each reporting date, the Group revises its estimate of the number of shares expected to vest using non-market-based performance criteria. It recognises the impact of the revision of original estimates, if any, in the Consolidated income statement over the remaining vesting period with a corresponding adjustment to equity.

Management's estimates, assumptions and judgements include the most appropriate inputs to the valuation model, which are discussed further in note 24.

1. ACCOUNTING POLICIES (CONTINUED)

1.20 Subsidiaries exempt from audit under section 479A Companies Act 2006

The subsidiaries set out below are exempt from the requirements of the Companies Act relating to the audit of individual accounts under section 479A of the Companies Act 2006. Comet Bidco Limited has given a guarantee under section 479C and all members of the companies agree to the exemption of an audit for the year ended 31st January 2020.

Held by the company	**Registration number**
Clarion Conferences Limited	06404568
Clarion Defence and Security Limited	06567404
Clarion Defence (UK) Limited	01062758
Clarion Energy Limited	07098632
Clarion Events Group Limited	05170380
Clarion Events Limited	00454826
Clarion Events USA Limited	09700546
Clarion UK Topco Limited	06501958
Energynet Limited	02832809
Freight Transport Logistics Expo Limited	06423329
Furniture & Gift Fairs Limited	03194033
Getenergy Events Ltd	05037116
iGaming Business Limited	05013405
Imago Techmedia Limited	04865455
International Training Equipment Conference Limited	02367068
January Furniture Show Limited	08944163
PennWell International Limited	02779246
PSPA Limited	09359116
PSPA Finance Limited	10026760
PSPA Midco Limited	09370042
Qualifa Holdings Limited	08230206
Qualifa Ltd	06854037
Revo Media Partners Limited	07335390

2 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that could have a material impact on the financial statements and to make judgements in the process of applying its accounting policies.

Estimates and assumptions applied by management are based on information available, historical experience and other factors, including expectations of future events that are believed to be reasonable and relevant under the circumstances. Matters involving the most significant judgements, estimates and assumptions are outlined below.

Allocation of goodwill and impairment of non-financial assets

For the purposes of impairment, significant judgement is required by management when allocating goodwill to each of the Group's cash generating units (CGUs) that are expected to benefit from the business combination in which the goodwill arose. This is discussed further in note 12.

The assessment of the recoverable amount of assets or CGUs involves management's estimate of a number of key assumptions including discount rates, long-term growth rates and expected future cashflows. These assumptions and a sensitivity analysis are disclosed in note 12.

Allocation of purchase price for business combinations and contingent consideration

On an acquisition, a change to management's estimates could result in a material difference to the attribution of fair values to both the assets and liabilities acquired. For some transactions, management is required to estimate the likelihood of the business achieving certain levels of future performance. Changes to this estimate could result in a materially different acquisition-date fair value of the consideration transferred.

In order to measure acquired goodwill, the fair value of certain assets is derived from valuation methods that require a series of assumptions to be made including discount rates and expected future cashflows. A change to management's judgement of the appropriate assumptions to adopt could result in a materially different acquisition date fair value of the intangible assets.

Taxation

Deferred tax assets are only recognised to the extent that either there are sufficient deferred tax liabilities available to offset the deferred tax asset at the balance sheet date or where it is probable that future taxable profits will be available against which the asset can be utilised. Recognition of deferred tax assets, therefore includes judgements regarding the timing and level of future taxable income.

Right of use assets and lease liabilities

Judgements are involved in determining the lease term of right of use assets, particularly extension and termination options in certain leases. Management is also required to estimate the appropriate discount rate used to calculate the initial measurement of the lease liability. Changes to these judgements and estimates could result in a material difference to the value of right of use assets and lease liabilities recorded and the resulting depreciation and interest charged to the income statement.

Put option liability

Estimating the fair value of the put option liability requires determination of certain factors including discount rates and future cashflows. Changes to management's judgement of these factors could result in a materially different liability recognised.

2 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Share based payments

Management's judgement is required when determining the most appropriate inputs to the share based payments valuation model including enterprise value, expected term assumptions, lapse rate and volatility. The fair value of the rights granted was estimated at the dates of grant using a Monte-Carlo simulation pricing model. Changes to management's judgements and estimates could have a material effect upon the fair value of share based payments transactions in the income statement.

3 CHANGES IN ACCOUNTING POLICIES AND NEW AND AMENDED ACCOUNTING STANDARDS

New and amended standards and interpretations

During the year ended 31st January 2020, the Group adopted IFRS 16 *Leases* and IFRIC 23 *Uncertainty over Income Tax Treatments*. With the exception of these, no other new or amended accounting standards have led to any significant changes to the Group's accounting policies or had any material impact on the Group.

IFRS 16 *Leases*

The Group adopted IFRS 16 *Leases* (IFRS 16) with effect from 1st February 2019 using the modified retrospective approach to transition. The new standard requires that the Group's leased assets are recorded as right-of-use assets together with their corresponding lease liabilities. Adoption of the new standard has resulted in right-of-use assets of £21.1m recognised on transition together with lease liabilities of £21.4m. As at 31st January 2020, the right-of-use assets were £14.6m and the lease liabilities were £15.6m.

On transition to IFRS 16, the lease liabilities have been measured at the present value of the remaining lease payments, discounted using the incremental borrowing rate on the date of transition. The right-of-use assets have been measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments or onerous lease provisions relating to that lease recognised in the balance sheet as at 31st January 2019. The weighted average incremental borrowing rate applied to the Group's lease portfolio on 1st February 2019 was 7.3%.

On transition, the Group elected not to reassess whether a contract is, or contains, a lease, instead relying on the assessment already made in applying IAS 17 *Leases* (IAS 17) and IFRIC 4 *Determining whether an Arrangement contains a Lease*.

In addition, the Group applied the following available practical expedients permitted by the standard:

- the exclusion of leases relating to low-value assets;
- the exclusion of short-term leases, being those with a lease term of 12 months or less;
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease;
- reliance on its assessment of whether leases are onerous immediately prior to the date of transition;
- accounting for operating leases with a remaining lease term of less than 12 months as at 1st February 2019 as short-term leases;
- excluding initial direct costs from the measurement of the right-of-use asset at the date of the initial application; and
- applying a single discount rate to a portfolio of leases with reasonably similar characteristics.

3 CHANGES IN ACCOUNTING POLICIES AND NEW AND AMENDED ACCOUNTING STANDARDS (CONTINUED)

IFRS 16 *Leases* (continued)

Under IFRS 16, the operating lease expense previously recorded in administrative expenses has been replaced by a depreciation charge, which is lower than the operating lease expense recognised under IAS 17, and a separate interest expense, recorded in finance expense. There is no net cashflow impact arising from the adoption of the new standard.

The impact of the adoption of IFRS 16 on the opening balance sheet as at 1st February 2019 is shown in the table below:

	As at 31st January 2019 £000	Impact of IFRS 16 £000	Restated as at 1st February 2019 £000
Right-of-use assets	-	21,089	21,089
Finance lease receivable	-	125	125
Other prepayments	4,487	(266)	4,221
Accruals	(27,825)	10	(27,815)
Onerous lease provision	(488)	488	-
Lease liabilities	-	(21,368)	(21,368)
Equity	(92,689)	(78)	(92,767)

A reconciliation of the operating lease commitments disclosed as at 31st January 2019 to the initial lease liability recognised on transition to IFRS 16 on 1st February 2019 is shown below:

	1st February 2019 £000
Operating lease commitments disclosed as at 31st January 2019	23,046
Reassessment of operating lease commitments	(1,563)
	21,483
Discounted using the lessee's incremental borrowing rate at the date of initial application	(2,628)
	18,855
Less: short-term leases not recognised as a liability	(276)
Less: low-value leases not recognised as a liability	(211)
Add: adjustments as a result of a different treatment of extension and termination options	3,000
Lease liability recognised at 1st February 2019	**21,368**
Of which are:	
Current lease liabilities	5,792
Non-current lease liabilities	15,576
	21,368

3 CHANGES IN ACCOUNTING POLICIES AND NEW AND AMENDED ACCOUNTING STANDARDS (CONTINUED)

IFRS 16 *Leases* (continued)

The Consolidated income statement shows the following amounts relating to leases for the year ended 31st January 2020:

	2020
	£000
Depreciation charge of right-of-use assets (note 14)	7,094
Interest expense (included in finance expense, note 7)	1,284
Expense relating to short-term leases	275
Expense relating to leases of low-value assets	168
Foreign currency gain	255
	9,076

IFRIC 23 *Uncertainty over Income Tax Treatments*

IFRIC 23 *Uncertainty over Income Tax Treatments* (IFRC 23) outlines how to reflect the effects of uncertainty in accounting for income taxes. Management has assessed the impact of IFRIC 23 on the Group's consolidated financial statements and has determined that it is immaterial.

Standards not yet effective

Management has considered the new standards, amendments and clarifications issued and believes the following are relevant to the Group.

Amendments to IFRS 10 and IAS 28: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The IASB has deferred the effective date of these amendments indefinitely.

Definition of Material (Amendments to IAS 1 and IAS 8)

The amendments clarify the definition of 'material' and are effective for annual reporting periods beginning on or after 1st January 2020.

Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)

The amendments outline the potential effects the LIBOR reform could have on financial reporting and are effective for annual reporting periods beginning on or after 1st January 2020.

Definition of a Business (Amendments to IFRS 3)

The definition is aimed at resolving the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1st January 2020.

The Group will apply these amendments when they become effective and none is expected to have a significant impact on the Group's consolidated results or financial position.

4 REVENUE

Analysis of revenue from contracts with customers:

	2020 £000	2019 £000
Type of service		
Event organisation	369,956	294,508
Online databases and publications	43,711	47,938
	413,667	**342,446**
Geographical markets		
United Kingdom	71,703	72,135
North and South America	133,326	83,620
Europe	61,106	42,862
Middle East	5,660	6,585
Asia	132,624	126,048
Africa	9,248	11,196
	413,667	**342,446**
Timing of revenue recognition		
Services transferred at a point in time	376,716	299,608
Services transferred over time	36,951	42,838
	413,677	**342,446**

No individual customer contributed more than 10% of the Group's revenue in the year ended 31st January 2020 or the prior year.

Contract assets consist of accrued income. The movement in contract assets between 31st January 2019 and 31st January 2020 has been immaterial. Contract liabilities consist of deferred revenue. The increase between 31st January 2019 and 31st January 2020 is largely due to the timing of events.

All deferred revenue as at 31st January 2019 has been recognised within revenue in the year ended 31st January 2020.

To provide consistency with the presentation adopted in the current year, £35,662,000 has been reclassified from revenue generated in the United Kingdom to other source markets for the year ended 31st January 2019. The split of the other source markets is: £1,758,000 to North and South America; £15,996,000 to Europe; £1,146,000 to Middle East; £12,744,000 to Asia; and £4,018,000 to Africa.

This reclassification has been performed to reflect the source of the revenue generated, whereas in the prior year, the disclosure was based on the location of the legal entity that had generated the revenue. This is considered a more appropriate disaggregation of revenue based on the operational split of the Group.

5 OPERATING LOSS

	2020 £000	2019 £000
Operating loss is stated after charging:		
Depreciation of property, plant and equipment (note 13) and right-of-use assets (note 14)	10,430	2,970
(Gain)/loss on disposal of subsidiaries and property, plant and equipment	(3,798)	601
Impairment of acquired intangibles (note 12)	49,201	-
Amortisation of other intangible assets (note 12)	46,944	44,407
(Gain)/loss on translation of assets and liabilities denominated in foreign currency	(1,065)	653
Operating rentals of low-value and short-term leases	443	6,237
Auditor's remuneration	2,293	2,249

	2020 £000	2019 £000
The remuneration of the auditor is analysed as follows:		
Audit of Consolidated financial statements	1,011	1,076
Audit of financial statements of subsidiaries	104	165
Audit related assurance services	-	3
Total audit fees	**1,115**	**1,244**
Taxation services	878	659
Corporate finance services	300	346
Total non-audit services	**1,178**	**1,005**
Total auditor's remuneration	**2,293**	**2,249**

6 EMPLOYEES

Aggregate staff costs were as follows:

	2020 £000	2019 £000
Wages and salaries	91,594	92,963
Social security costs	8,854	10,589
Pension costs	3,912	4,370
Share based payment charge (note 24)	4,223	5,686
	108,583	**113,608**

6 EMPLOYEES (CONTINUED)

The average number of employees (including directors) of the Group during the year was:

	2020 Number	2019 Number
Exhibitions	1,287	1,333
Conferences	86	140
Administration	430	795
Publishing	406	472
Telemarketing	15	122
	2,224	**2,862**

Directors' emoluments:

	2020 £000	2019 £000
Wages and salaries	1,209	855
Defined contribution pension contributions	55	61
	1,264	**916**

The emoluments, excluding pension contributions of the highest paid director were £698,000 (2019: £507,328). Their pension cost was £3,000 (2019: £13,333).

There were two (2019: two) directors accruing benefits in a defined contribution pension scheme.

7 FINANCE COSTS

	2020 £000	2019 £000
Finance expense		
Interest payable on bank loans	43,441	41,216
Commitment and monitoring fees	228	249
Unwinding of discount	10,679	8,243
Loss on translation of borrowings denominated in foreign currency	2,579	9,937
Lease interest expense	1,284	6
	58,211	59,651
Amortisation of debt issue costs	3,786	3,405
	61,997	**63,056**

8. JOINT VENTURES AND PARTLY OWNED SUBSIDIARIES

Majority owned subsidiaries

The Group controls a number of subsidiaries in which external shareholders have interests. Certain of these interests are subject to call options exercisable by the Group, or to combinations of call and put options exercisable by both parties.

	Non-controlling interest %	Call option only	Call and put options
Awesome Con, LLC	47.5	-	-
Clarion Events Brasil Exibições e Feiras Ltda	0.01	-	-
Clarion Quartier Exibições e Feiras Ltda	0.01	-	-
Gaming Summits BV	5.0	-	-
Gift Ventures, LLC	38.9	-	-
Huanxi Information Consulting (Shenzhen) Co., Ltd.	30.0	-	-
iGaming Business Limited	24.9	-	Yes
iGaming Business North America, Inc.	24.9	-	-
Image Engine Pte. Ltd.	30.0	-	Yes
Inapex Pte. Ltd.	30.0	-	-
Independent Grocers Show Management, LLC	30.0	-	Yes
Insuretech Connect LLC	30.0	-	Yes
International Training Equipment Conference Limited	10.0	-	-
Leftfield Media LLC	25.0	-	Yes
Mobile Apps Unlocked LLC	6.0	-	Yes
Premium Exhibitions GmbH	10.0	-	Yes
PT Adhouse Clarion Events	30.0	-	-
Rose City Comicon LLC	25.0	-	-
SAM Media LLC	24.9	-	-
Shenzhen Huanyue Convention & Exhibition Co., Ltd.	30.0	-	-
Shenzhen Xieguang Convention & Exhibition Co., Ltd.	44.0	-	-
Slotacademy BV	5.0	Yes	-
Traffic & Conversion Summit, LLC	20.0	-	Yes

Associates

	Non-controlling Interest %
Playfair, LLC	61.8
V111 GmBH	59.5

The Group recognises non-controlling interests in respect of these subsidiaries other than those subject to both call and put options, which are accounted for as wholly owned. The carrying amount of non-controlling interests arises from the allocation to external shareholders of a proportion of acquired intangible assets (though not goodwill) equivalent to their equity interest. Non-controlling interests in the tangible assets and liabilities of the subsidiaries are not material to the Group.

8 JOINT VENTURES AND PARTLY OWNED SUBSIDIARIES (CONTINUED)

Joint Ventures

	Non-controlling Interest %
Clarion Greenfield Exibições e Feiras Ltda	50.0
The Halloween and Party Show, LLC	55.0
Pennwell ICCI Sektorel	50.0

The Halloween and Party Show, LLC

Urban Expositions LLC has a 45% interest in The Halloween and Party Show, LLC but a 50% profit-share agreement therefore it is accounted for as a joint venture. The Group's interest in The Halloween and Party Show, LLC is accounted for using the equity method in the consolidated financial statements. The Group's carrying amount of The Halloween and Party Show, LLC at 31st January 2020 was £1,166,000 (2019: £1,273,000). The Group's share of the result for the year before tax was a profit of £460,000 (2019: £574,000). The Group's share of the distribution paid to the joint venture partners was £564,000 (2019: nil).

The Halloween and Party Show, LLC had no contingent liabilities or commitments as at 31st January 2020. It cannot distribute its profits without the consent from the two venture partners.

9 TAXATION

(a) Tax (credited)/charged in the Consolidated income statement

	2020 £000	2019 £000
Current tax		
United Kingdom corporation tax at 19%		
Current year	93	-
Payment for UK group relief	(1,516)	-
Adjustments in respect of prior years	(1,584)	(876)
Foreign tax		
Current year	4,604	4,718
Adjustments in respect of prior years	552	(46)
Total current tax	**2,149**	**3,796**
Deferred tax		
Origination and reversal of temporary differences	(12,242)	(1,791)
Derecognition of deferred tax assets	895	483
Impact of change in tax laws and rates	304	55
Total deferred tax	**(11,043)**	**(1,253)**
Tax (credit)/charge on loss on ordinary activities	**(8,894)**	**2,543**

9 TAXATION (CONTINUED)

(b) Factors affecting the tax (credit)/charge for the period

The tax assessed on the loss on ordinary activities for the period varies from the standard rate of corporation tax in the United Kingdom of 19% (2019: 19%). The differences are explained below:

	2020 £000	2019 £000
Loss on ordinary activities before tax from continuing operations	(95,060)	(72,074)
Tax calculated at UK rate of 19% (2019: 19%)	(18,061)	(13,694)
Effect of:		
Income exempt from taxation	(2,727)	(6,962)
Expenses that are not deductible in determining taxable profit	19,324	15,488
Different tax rates of subsidiaries operating in other jurisdictions	(1,737)	5,128
Impact of changes in tax rate	231	56
Adjustments in respect of prior periods for acquired companies	-	(1,299)
Adjustments in respect of prior periods	(1,613)	(471)
Group relief	-	1,584
Movement in unrecognised deferred tax assets	(4,311)	2,713
Total tax (credit)/charge	**(8,894)**	**2,543**

Factors that may affect future tax charges

The UK rate of corporation tax was due to reduce to 17% from 1st April 2020. As this change was substantively enacted on 12th February 2019, the reduction has been taken into account in the calculation of the net deferred tax liability provided at the balance-sheet date as the rate for the years over which most deferred tax liabilities are expected to reverse. In March 2020 it was announced that the corporation tax rate will now remain at 19% but this legislation had not been substantively enacted at the balance sheet date.

10 DISCONTINUED OPERATIONS

On 30th March 2018, the Group acquired PennWell Corporation with the intention of disposing of part of the business after restructuring. As the assets disposed of were acquired with the intention to sell, the trading results of the business under the Group's ownership have been classified as discontinued operations.

The trading results of the PennWell business under the Group's ownership are presented below:

	2020 £000	2019 £000
Revenue	1,872	24,114
Cost of sales	(1,358)	(8,189)
Gross profit	514	15,925
Administrative expenses	(1,012)	(17,131)
Loss for the year from discontinued operations before and after taxation	**(498)**	**(1,206)**

The net cash outflows attributable to the business during the year were:

	2020 £000	2019 £000
Operating	312	(959)

11 BUSINESS COMBINATIONS

Acquisitions during the year

On 25th March 2019, the Group acquired 70% of InsureTech Connect LLC, which operates an annual insurance technology event in Las Vegas, for £27.1m consideration comprising of cash and put and call options. As the put and call options over the remaining shares of the entity are on symmetrical terms, it has been accounted for as wholly owned.

On 23rd May 2019, the Group acquired 100% of Media 10 (Shanghai) Exhibition Company Limited, which operates a business to business design event in China, for £32.9m consideration comprising solely of cash.

On 13th September 2019, the Group acquired 70% of Image Engine PTE. Ltd, which operates an annual cyber-security event in Singapore, for £7.4m consideration comprising of cash and put and call options. As the put and call options over the remaining shares of the entity are on symmetrical terms, it has been accounted for as wholly owned.

On 8th October 2019, the Group acquired 94% of MAU LLC, which operates an annual mobile acquisition and retention summit in Las Vegas, for £5.7m consideration comprising cash, contingent consideration and put and call options. As the put and call options over the remaining shares of the entity are on symmetrical terms, it has been accounted for as wholly owned.

11 BUSINESS COMBINATIONS (CONTINUED)

The net assets of the businesses and assets acquired are incorporated at their fair value to the Group. Provisional fair values of consideration given and of the net assets and liabilities acquired are summarised below:

For the year ended 31st January 2020	InsureTech Connect £000	Media 10 £000	Image Engine £000	MAU £000	Total £000
Customer relationships	2,601	2,023	714	889	6,227
Trade names	3,089	-	2,528	-	5,617
Property, plant and equipment	-	-	8	-	8
Other intangible assets	-	-	13	-	13
Trade and other receivables	1,733	1,093	1,164	64	4,054
Prepayments	-	362	-	-	362
Cash and cash equivalents	1,258	1,244	982	-	3,484
Trade and other payables	(123)	(595)	(279)	-	(997)
Deferred revenue	(2,868)	(989)	(26)	-	(3,883)
Deferred tax	-	(506)	(551)	-	(1,057)
	5,690	2,632	4,553	953	13,828
Goodwill	21,446	30,258	2,856	4,727	59,287
Fair value of assets	27,136	32,890	7,409	5,680	73,115
Settled by:					
Cash consideration	16,827	32,890	3,960	4,942	58,619
Contingent consideration	-	-	-	378	378
Fair value of financial instruments	10,309	-	3,449	360	14,118
Total consideration	27,136	32,890	7,409	5,680	73,115
Post-acquisition revenue	10,687	1,199	4,010	-	15,896
Post-acquisition operating profit/(loss)	4,342	(623)	810	(291)	4,238

If all business combinations had taken place at the beginning of the reporting period, Group revenue would have been £420.2 million and the operating loss would have been £30.8 million. The acquired receivables for all acquired businesses are all current and at their fair value. There are no contractual cash flows that are not expected to be collected. No other contingent liabilities, not included in the net assets above, have been identified on these acquisitions. The fair values of the assets and liabilities acquired during the period are provisional pending the completion of the valuation exercises.

The goodwill of £59.3m arises from a number of factors. As well as expected synergies, including cost reductions from purchasing and processing efficiencies, and unrecognised assets such as the assembled workforces and a pipeline of event launches, the businesses have strategic value. Goodwill arising on the acquisition of InsureTech Connect LLC and MAU LLC is expected to be deductible for tax purposes.

Acquisition costs relating to these transactions amounting to £1.7 million have been recognised in operating profit and are included in the operating cash flows in the statement of cash flows.

11 BUSINESS COMBINATIONS (CONTINUED)

Acquisition of non-controlling interests during the year

In April 2019, the Group acquired the 20% of Getenergy Events Limited not previously owned for £1 on exercise of a call option.

In November 2019, the Group acquired an additional 14% share in Slot Academy B.V. for £69,000 on exercise of a call option. As at 31st January 2020, the Group has a total shareholding in Slot Academy B.V. of 95%.

In January 2020, the Group acquired the 20% of Rose City ComiCon LLC not previously owned for £594,000 on exercise of a put option by the minority interest holder.

In January 2020, the Group acquired the 0.222% of Urban Exposition, LLC not previously owned for £70,000 on exercise of a put option by the minority interest holder.

The amounts previously recognised as non-controlling interests prior to these acquisitions were as follows:

	£'000
Getenergy Events Limited	46
Slot Academy B.V.	198
Urban Exposition, LLC	41
	285

Acquisitions in the prior year

On 29th March 2018, the Group acquired 100% of Global Sources Limited and its subsidiaries (Global Sources) from its parent company for £145.8 million of consideration settled by loan notes and the issue of a share. Global Sources is a leading exhibitions organiser and online business-to-business (B2B) marketplace operator based in Hong Kong. At the date of acquisition, Global Sources owned four investment properties, of which three were sold before 31st January 2019 and the sale of the fourth was in progress at 31st January 2019. These properties were classified as held for sale.

On 30th March 2018, the Group acquired 100% of PennWell Corporation for cash consideration of £218.4 million. PennWell is a B2B media, conference and exhibition company based in Oklahoma. The Group's acquisition case was based on retaining only select exhibitions and publications, and disposing of the remaining business after restructuring. The disposal was completed in February 2019. As the assets disposed of were acquired with the intention to sell, the trading results of the business under the Group's ownership were classified as discontinued operations.

On 8th March 2018, the Group acquired 70% of Independent Grocers Management LLP, a newly-formed entity owning the rights to hold the National Grocers Association show in the USA, for £9.5 million of consideration comprising cash, put and call options and payments contingent on future performance. As the put and call options over the remaining shares of the entity were on symmetrical terms, it was accounted for as wholly owned.

On 29th August 2018, the Group acquired 80% of Traffic and Conversion Summit LLC, which operates digital marketing conferences in the USA, for £14.2 million of consideration comprising cash, put and call options and payments contingent on future performance. As the put and call options over the remaining shares of the entity were on symmetrical terms, it was accounted for as wholly owned.

The net assets of the businesses and assets acquired were incorporated at their fair value to the Group. Fair values of consideration given and of the net assets and liabilities are summarised in the table on the following page.

11 BUSINESS COMBINATIONS (CONTINUED)

For the year ended 31st January 2019	Global Sources £000	PennWell £000	Other £000	Total £000
Customer relationships	23,433	57,659	4,828	85,920
Trade names	50,203	60,784	6,715	117,702
Software	4,332	2,135	-	6,467
Property, plant and equipment	2,013	941	13	2,967
Held for sale	146,323	24,936	-	171,259
Prepaid event costs	8,660	3,312	1	11,973
Trade and other receivables	4,218	9,829	2,271	16,318
Cash and cash equivalents	47,942	17,044	-	64,986
Trade and other payables	(30,932)	(17,247)	(1,671)	(49,850)
Deferred revenue	(89,228)	(19,115)	(1,468)	(109,811)
Provisions	(2,553)	(997)	-	(3,550)
Borrowings	(128,518)	-	-	(128,518)
Current tax	(6,271)	-	-	(6,271)
Deferred tax	(12,843)	-	-	(12,843)
	16,779	139,281	10,689	166,749
Non-controlling interests	(4,521)	-	-	(4,521)
Goodwill	133,558	79,109	13,155	225,822
Fair value of assets	145,816	218,390	23,844	388,050
Settled by:				
Cash consideration	-	218,390	14,325	232,715
Deferred and contingent consideration	-	-	2,402	2,402
Fair value of financial instruments	136,718	-	7,117	143,835
Fair value of equity	9,098	-	-	9,098
Consideration	145,816	218,390	23,844	388,050
Post-acquisition revenue	108,010	41,532	-	149,542
Post-acquisition operating profit/(loss)	9,865	(53)	(744)	9,068

If all business combinations had taken place at the beginning of the reporting period, Group revenue would have been £359.6m and the operating loss would have been £8.4m. The acquired receivables for all acquired businesses are all current and their fair value is not materially different. There are no contractual cash flows that are not expected to be collected. No other contingent liabilities, not included in the net assets above, have been identified on these acquisitions. The fair values of the assets and liabilities acquired during the period are provisional pending the completion of the valuation exercises.

The goodwill of £225.8m arises from a number of factors. As well as expected synergies, including cost reductions from purchasing and processing efficiencies, and unrecognised assets such as the assembled workforces and a pipeline of event launches, the businesses have strategic value. Goodwill arising on the acquisition of PennWell Corporaton was deductible for tax purposes.

Acquisition costs relating to these transactions amounting to £4.1m have been recognised in operating profit and are included in the operating cash flows in the statement of cash flows.

12 GOODWILL AND INTANGIBLE ASSETS

	Goodwill £000	Customer Relationships £000	Trade Names £000	Software £000	Total £000
Cost					
At 1st February 2018	381,606	107,319	187,377	12,597	688,899
Acquisition of subsidiary undertakings	225,822	85,920	117,702	6,467	435,911
Additions	-	-	-	4,262	4,262
Disposal	-	-	-	(1,004)	(1,004)
Currency translation	28,777	7,872	12,215	439	49,303
At 31st January 2019	636,205	201,111	317,294	22,761	1,177,371
Acquisition of subsidiary undertakings	59,287	6,229	5,617	-	71,133
Additions	-	-	-	5,089	5,089
Disposals	(2,799)	(500)	(863)	(3,398)	(7,560)
Impairment	(40,298)	(2,607)	(8,321)	-	(51,226)
Held for sale	-	(90)	(232)	-	(322)
Currency translation	(3,942)	(1,283)	(2,013)	(79)	(7,317)
At 31st January 2020	**648,453**	**202,860**	**311,482**	**24,373**	**1,187,168**
Amortisation					
At 1st February 2018	-	4,499	3,230	283	8,012
Charge for the year	-	20,726	16,996	6,685	44,407
Currency translation	-	(59)	(61)	-	(120)
At 31st January 2019	-	25,166	20,165	6,968	52,299
Charge for the year	-	22,422	18,430	6,092	46,944
Disposals	-	(96)	(58)	(694)	(848)
Impairment	-	(1,121)	(904)	-	(2,025)
Currency translation	-	(444)	(353)	13	(784)
At 31st January 2020	**-**	**45,927**	**37,280**	**12,379**	**95,586**
Net book value					
Net book value at 31st January 2020	**648,453**	**156,933**	**274,202**	**11,994**	**1,091,582**
Net book value at 31st January 2019	636,205	175,945	297,129	15,793	1,125,072

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Carrying amount of goodwill, customer relationships and trade names allocated to each CGU

	Defence & security £000	Energy & resources £000	Public safety £000	Electronics £000	Enthusiast £000	Gaming £000	Retail & home £000	Technology £000	Fashion £000	Other £000	Total £000
2020											
Goodwill	50,383	110,249	22,666	106,889	33,264	69,435	76,136	35,748	38,904	104,779	648,453
Trade names	22,539	60,003	23,442	41,698	14,048	34,193	19,431	11,326	16,254	31,268	274,202
Customer relationships	16,144	27,153	31,639	16,589	7,053	15,349	9,040	2,474	16,397	15,095	156,933
	89,066	197,405	77,747	165,176	54,365	118,977	104,607	49,548	71,555	151,142	1,079,588
2019											
Goodwill	55,917	111,483	22,698	107,044	35,185	70,547	45,956	18,971	60,241	108,163	636,205
Trade names	27,252	64,114	24,803	44,119	16,332	36,402	20,698	10,310	17,929	35,170	297,129
Customer relationships	18,028	31,597	34,278	18,855	9,100	17,583	9,068	1,364	19,572	16,500	175,945
	101,197	207,194	81,779	170,018	60,617	124,532	75,722	30,645	97,742	159,833	1,109,279

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Impairment methodology

Cash generating units (CGUs)
The Group treats each brand as a separate CGU for impairment testing. The Group monitors goodwill at a sector level, where each sector represents a group of CGUs for the Group's operations.

The recoverable amount of each CGU is the higher of its value in use and its fair value less costs of disposal. The recoverable amount of a group of CGUs to which goodwill has been allocated is determined based on value in use calculations.

Central assets and associated liabilities are allocated to CGUs based on the relative size of each, with reference to gross profit, less administrative expenses where these can be directly attributed.

The Group has updated the sector groupings as disclosed above in the current reporting period. The US Food sector has now been aggregated into the Other sector, in order to align more closely with the way which management monitor the ongoing performance of the Group. The category “Other” now includes events in the food, healthcare, pharmaceutical, digital marketing, airport retailing, agricultural, logistics and machine tools markets.

Value in use
The key assumptions underlying the estimates of value-in-use are the expected changes to future cashflows, the discount rate, and the long-term growth rate.

Cashflow projections - cashflow projections are based on the Group's three-year internal forecasts, the results of which are reviewed and approved by the Board. The forecasts are extrapolated to five years based on management's expectations, and beyond five years based on estimated long-term average growth rates.

Discount rates - discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cashflow estimates. The discount-rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its WACC. The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group’s investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate. The pre-tax discount rates applied to cashflow projections ranged from 10% to 19%.

Long-term growth rates – a long-term growth rate of 2% was used to extrapolate beyond the five-year forecast period, representing an estimate of the sustainable growth in the nominal gross domestic product in the territories in which the CGUs operate.

Acquisitions during the year
For the purposes of impairment testing, goodwill acquired through a business combination is allocated to the group of CGUs that are expected to benefit from the acquisition.

Impairment
The Group recognised an impairment loss of £49,201,000 in the current reporting year, split between goodwill (£40,298,000) and other intangible assets (£8,903,000). The impairment charge was recognised as a result of the discontinuation of several brands previously operated by the Group, in addition to lower than previously expected future cash inflows in the Fashion sector.

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Sensitivity
The Group has carried out sensitivity analyses on the reasonably possible changes in key assumptions in the impairment test for both each group of CGUs to which goodwill has been allocated, and to its portfolio of individual CGUs. The Group has assessed the effect on headroom of the following sensitivities:

- a reduction of 0.5% in the estimated long-term growth rate;
- an increase of 0.5% in the estimated WACC underlying the discount rates; and
- a reduction of 5% in the cash flows in Years 1 to 3.

The table below summarises the reasonably possible changes in each key assumption, and the resulting additional impairment to the Group's goodwill. The headroom for each sector is also included for reference.

	Defence & Security £000	Fashion £000	Retail & Home** £000	Energy & Resources* £000	Total £000
Base case headroom	683	-	-	391	**1,074**
Additional Impairment Charge					
0.5% reduction to long-term growth rate	3,005	3,113	340	5,086	**11,544**
0.5% increase to discount rates	3,874	3,777	434	6,462	**14,547**
5% reduction to Years 1-3 cash flows	4,213	4,097	506	7,604	**16,420**

***** *Applies to PennWell brands only*
****** *Applies to Global Sources brands only*

13 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements £000	Fixtures and Fittings £000	Total £000
Cost			
At 1st February 2018	948	2,148	3,096
Acquisition of subsidiary undertakings	1,082	1,885	2,967
Additions	2,248	2,077	4,325
Disposals	(513)	(345)	(858)
Exchange differences	47	(43)	4
At 31st January 2019	3,812	5,722	9,534
Acquisition of subsidiary undertakings	3	6	9
Additions	1,061	1,869	2,930
Disposals	(1,496)	(1,639)	(3,135)
Exchange differences	745	(631)	114
At 31st January 2020	**4,125**	**5,327**	**9,452**
Depreciation			
At 1st February 2018	17	304	321
Charge for the year	903	2,067	2,970
Disposals	(33)	(282)	(315)
At 1st February 2019	887	2,089	2,976
Charge for the year	1,356	1,980	3,336
Disposals	(1,376)	(1,421)	(2,797)
Exchange differences	868	(669)	199
At 31st January 2020	**1,735**	**1,979**	**3,714**
Net book value at 31st January 2019	2,925	3,633	6,558
Net book value at 31st January 2020	**2,390**	**3,348**	**5,738**

As at 31st January 2019 and 2020, there was no property, plant and equipment relating to the parent company.

14 RIGHT-OF-USE ASSETS

	Total £000
Cost	
At 31st January 2019	-
Right-of-use assets on transition	21,089
Acquisition of subsidiary undertakings	65
Additions	2,250
Impairment	(483)
Remeasurement adjustments	(1,226)
Exchange differences	(112)
At 31st January 2020	**21,583**
Accumulated depreciation	
At 31st January 2019	-
Charge in the period	7,094
Exchange differences	(76)
At 31st January 2020	**7,018**
Net book value at 1st February 2019	21,089
Net book value at 31st January 2020	**14,565**

The Group leases various offices and vehicles.

Contracts may contain both lease and non-lease components. Under IFRS 16 *Leases,* the Group has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The assessment of the lease term is reviewed if a significant event or a significant change in circumstances occurs that affects this assessment, and that is within the control of the Group.

15 DEFERRED TAX

The deferred tax assets and liabilities recognised in the balance sheet are shown below:

	2020 £000	2019 £000
Deferred tax liability		
Accelerated capital allowances	(68)	(300)
Temporary differences	(3,755)	(4,478)
Fair value of intangible assets	(43,436)	(54,347)
	(47,259)	**(59,125)**
Deferred tax asset		
Accelerated depreciation	352	446
Other temporary differences	505	253
Tax losses carried forward	653	2,395
	1,510	**3,094**

15 DEFERRED TAX (CONTINUED)

At the reporting date, deferred tax assets relating to tax losses of £6,337,000 and other taxable temporary differences of £8,000 have not been recognised because it is not probable that future taxable profits will be available against which the Group can utilise these benefits.

16 INVESTMENTS

Parent company	Subsidiary undertakings £000
Cost	
At 1st February 2018	193,886
Additions	145,815
At 31st January 2019 and 2020	**339,701**

Refer to note 30 for details of subsidiary undertakings.

The carrying amounts of the company's investments in subsidiary undertakings are reviewed annually to determine if there is any indication of impairment. If any such indication exisits, the assets' recoverable amounts are estimated. The recoverable amounts of assets are the greater of their fair value less the costs of disposal and their value in use. In assessing the value in use, the estimated future cashflows are discounted to their present values using appropriate pre-tax discount rates. Impairment losses are recognised when the carrying amount of an asset exceeds its estimated recoverable amount with impairment losses being recognised in operating expenses in the consolidated income statement.

17 TRADE AND OTHER RECEIVABLES

	Group 2020 £000	Group 2019 £000	Company 2020 £000	Company 2019 £000
Trade receivables	9,871	14,550	-	-
Less: allowance for expected credit losses	(2,867)	(3,119)	-	-
Trade receivables - net	7,004	11,431	-	-
Amounts due from subsidiary undertakings	-	-	812,365	738,694
Amounts due from related parties	3,100	-	-	-
Prepaid event costs	14,964	18,944	-	-
Other prepayments	3,887	4,487	108	108
Accrued income	1,493	2,273	-	-
Other receivables	4,788	4,723	26	-
Total trade and other receivables	**35,236**	**41,858**	**812,499**	**738,802**

Other prepayments primarily consists of prepayments for software maintence, rent, and building management fees. Other receivables primarily consists of security deposits and loans receivable.

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

The ageing analysis of the Group's gross trade receivables is as follows:

	2020 £000	2019 £000
Current	1,968	4,265
Past due less than 30 days	2,710	3,734
Past due 30-60 days	1,032	1,713
Past due 61-90 days	638	1,277
Past due 91-120 days	617	955
Past due more than 120 days	2,906	2,606
	9,871	**14,550**

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

The movement in the allowance for expected credit loss was as follows:

	2020 £000	2019 £000
At 1st February	3,119	2,792
Charge to profit or loss	2,996	2,692
Allowance utilised during the year	(1,967)	(2,007)
Allowance released during the year	(1,231)	(358)
Exchange movement	(50)	-
At 31st January	**2,867**	**3,119**

Group trade receivables past due but not impaired are as follows:

	2020 £000	2019 £000
Current	1,835	4,212
Past due less than 30 days	2,431	3,537
Past due 30-60 days	799	1,641
Past due 61-90 days	520	1,149
Past due 91-120 days	279	756
Past due more than 120 days	1,140	136
	7,004	**11,431**

The Group's management of customer credit risk is described in note 19.5.

18 ASSETS AND LIABILITIES HELD FOR SALE

On 29th March 2018, the Group acquired Global Sources, with the intention of disposing of its portfolio of investment properties. At 31st January 2019, the one remaining property was classified as held for sale as disposal was expected within a year from the reporting date. This was disposed of on 18th July 2019.

On 30th March 2018, the Group acquired PennWell Corporation with the intention of disposing of part of the business (PennWell Media) after restructuring. The disposal of PennWell Media, a portfolio of events and publications, was completed in February 2019. A freehold property owned by PennWell Corporation was being actively marketed at 31st January 2019 and was disposed of on 12th March 2020. The value of this property was impaired by £633,000 during the year ended 31st January 2020.

On 6th March 2020, the Group sold the rights to the operation of several Arts events in North America. The completion of this sale was deemed highly likely at 31st January 2020 and consequently, these assets and liabilities were classified as a disposal group held for sale.

The assets and liabilities classified as held for sale are as follows:

	2020	2019
	£000	£000
Properties	740	27,288
Fair value of PennWell Media	-	25,399
Fair value of Arts	312	-
Cash and cash equivalents	47	-
Inventories	-	337
Receivables	364	580
	1,463	**53,604**
Deferred revenue	(486)	(3,888)
Other liabilities	(79)	(365)
	(565)	**(4,253)**

19 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The Group's principal financial liabilities comprise loans and borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Group's operations and support growth by acquisition. The Group's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

19.1 Financial assets at amortised cost

	Group 2020 £000	Group 2019 £000	Company 2020 £000	Company 2019 £000
Cash and cash equivalents	50,646	53,827	-	-
Trade receivables (note 17)	7,004	11,431	-	-
Amounts due from Group undertakings	-	-	812,365	738,694
Loans and receivables	804	684	-	-
Total current financial assets at amortised cost	**58,454**	**65,942**	**812,365**	**738,694**

Loans and receivables are non-derivative financial assets carried at amortised cost which generate a fixed or variable interest income for the Group. The carrying value may be affected by changes in the credit risk of the counterparties.

19 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

19.2 Financial liabilities: borrowings at amortised cost

	Interest rate	Maturity date	2020 £000	2019 £000
GBP term loan	LIBOR +500	**29 Sep 2024**	307,039	305,337
USD term loan	LIBOR +500	**29 Sep 2024**	304,181	305,580
GBP loan note due to immediate parent company	-	**29 Sep 2024**	156,164	147,325
Total borrowings			**767,384**	**758,242**
Analysed as:				
Current			3,199	3,202
Non-current			764,185	755,040
			767,384	**758,242**

At the reporting date, the term loans are stated net of unamortised loan issue costs of £17,313,000 (2019: £21,073,000).

The drawdown availability as at January 31st was as follows:

	Interest rate	Maturity date	2020 £000	2019 £000
Revolving credit facility	LIBOR +300	**29 Sep 2023**	75,000	75,000

19.3 Other financial liabilities

	Group 2020 £000	Group 2019 £000	Company 2020 £000	Company 2019 £000
USD loan note due to parent company	146,477	146,778	146,477	146,778
Lease liabilities (note 20)	15,576	63	-	-
Trade payables (note 22)	18,110	11,160	-	19
Amounts owed to subsidiary undertakings	-	-	221,624	107,922
Contingent consideration	2,051	8,043	-	-
Put option liabilities	38,765	18,590	-	-
Total other financial liabilities	**220,979**	**184,634**	**368,101**	**254,719**
Analysed as:				
Current	177,917	165,960	368,101	254,719
Non-current	43,062	18,674	-	-
	220,979	**184,634**	**368,101**	**254,719**

Put option liabilities arise on options granted to non-controlling interests to sell their remaining interests at a price dependent on the recent trading performance of the relevant business.

Contingent consideration is payable in respect of the acquisition of PT Adhouse Clarion Events, Traffic and Conversion Summit, LLC, Affiliate Summit Corporation and Mobile Apps Unlocked LLC.

19 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

19.3 Other financial liabilities (continued)

The table below sets out the Group's classification of its other financial liabilities.

	Group 2020 £000	Group 2019 £000	Company 2020 £000	Company 2019 £000
Other financial liabilities at fair value through profit or loss				
Contingent consideration	2,051	8,043	-	-
Put option liabilities	38,765	18,590	-	-
	40,816	**26,633**	**-**	**-**
Other financial liabilities at amortised cost				
USD loan note due to parent company	146,477	146,778	146,477	146,778
Lease liabilities (note 20)	15,576	63	-	-
Trade payables (note 21)	18,110	11,160	-	19
Amounts owed to subsidiary undertakings	-	-	221,624	107,922
	180,163	**158,001**	**368,101**	**254,719**

19.4 Fair value of financial instruments

All assets and liabilities for which fair value is 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; and
- level 3 – valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Management assessed that the fair values of cash and short-term deposits, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the Group's interest-bearing borrowings is considered to be equivalent to the carrying amount as the interest rate on these borrowings is considered to be a market rate for the credit of the issuer and the own non-performance risk as at 31st January 2020 was assessed to be insignificant.

The fair values of the contingent consideration and put option liabilities are determined under the discounted cashflow method using the latest estimate of future performance by which the exercise price is determined and a discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31st January 2020 was assessed to be insignificant. The change in fair value is recognised in administrative expenses.

Management concluded that contingent consideration, put option liabilities and held for sale assets (see note 18) fell within level 3 of the fair value hierarchy due to the presence of significant unobservable inputs, including the dates on which certain options will be exercised, the discount rates applied, and estimates of future performance.

19 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

19.4 Fair value of financial instruments (continued)

	2020	2019
Fair value of put option liabilities	**£000**	**£000**
At 1st February	18,591	21,319
Arising on acquisitions	14,118	7,117
Settled	(594)	(13,031)
Change in fair value	7,945	1,252
Unwind of discount	1,739	-
Lapsed	(2,871)	-
Exchange differences	(163)	1,934
At 31st January	**38,765**	**18,591**

The fair value of contingent consideration decreased by £713,000.

19.5 Risk Management

The Group is exposed to a variety of financial risks: market risk (including interest rate risk and foreign exchange risk), credit risk and liquidity risk. Management ensures that the Group's financial risks are identified, measured and managed in accordance with the Group's policies. No trading in derivatives for speculative purposes is undertaken.

The main financial risks are outlined below.

Market risk

Interest rate risk
The Group is exposed to interest rate risk through its long-term debt obligations which have floating interest rates linked to LIBOR. The Group manages this risk by closely monitoring sensitivities around rate changes.

The sensitivity of the Group's term loans to fluctuations in interest rates is as shown in the table below.

	Impact of 1.0% on profit/(loss)		Impact of 0.5% on profit/(loss)	
Year ended	**Increase in interest rates £000**	**Decrease in interest rates £000**	**Increase in interest rates £000**	**Decrease in interest rates £000**
31st January 2020	(6,285)	6,285	(3,143)	3,143
31st January 2019	(6,320)	6,320	(3,160)	3,160

Foreign exchange risk
The Group's consolidated financial statements are presented in sterling, while significant proportions of its income, operating cash flows, assets and liabilities are denominated in other currencies. The Group does not hedge its foreign exchange risk as the majority of the working capital is denominated in the functional currency of the relevant entity. Variation in exchange rates could adversely impact the translated results reported by the Group and the carrying amount of its current assets and liabilities.

The Group has a proportion of borrowings in USD with the aim of mitigating its exposure to changes in exchange rates affecting cash inflows and the carrying amount of net assets.

19 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

19.5 Risk Management (continued)

Credit risk

The Group is exposed to credit risk from its customers and its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Customer credit risk is managed by assesing the credit quality of each customer locally in the operating unit in which they arise in order to define individual credit limits, ongoing credit evaluation and monitoring procedures. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in many jurisdictions and industries and operate in largely independent markets.

Credit risk from balances with banks and financial institutions is managed by both the Group's treasury department and local operations. Investments of surplus funds are made only with approved counterparties and within assigned credit limits to restrict exposure to any one counterparty. Ongoing monitoring by management ensures that the limits are adhered to and there are no significant concentrations of risks.

The Group's maximum exposure to credit risk is the carrying amounts recorded in notes 19.1-19.3 and in the liquidity table below.

Liquidity risk

The Group manages its liquidity risk by ensuring that sufficient funding and facilities are in place to meet foreseeable borrowing requirements. Ongoing cashflow forecasting is maintained at both a Group and a local level.

The following table shows the maturity profile of the Group's undiscounted contractual cashflows of its financial liabilities including both interest and principal cashflows.

	On demand £000	Less than 3 months £000	3 to 12 months £000	1 to 5 years £000	More than 5 years £000	Total £000
At 31st January 2020						
Interest-bearing term loans	-	9,910	32,867	731,107	-	773,884
GBP loan note due to immediate parent company	-	-	-	210,000	-	210,000
USD loan note due to immediate parent company	146,477	-	-	-	-	146,477
Lease liabilities	-	2,123	5,818	8,733	756	17,430
Contingent consideration	471	-	1,380	275	-	2,126
Trade payables	-	18,110	-	-	-	18,110
Put option liabilities	5,219	-	-	38,821	-	44,040
	152,167	**30,143**	**40,065**	**988,936**	**756**	**1,212,067**

19 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

19.5 Risk Management (continued)

	On demand £000	Less than 3 months £000	3 to 12 months £000	1 to 5 years £000	More than 5 years £000	Total £000
At 31st January 2019						
Interest-bearing term loans	-	10,075	33,396	173,887	643,009	860,367
GBP loan note due to immediate parent company	-	-	-	-	210,000	210,000
USD loan note due to immediate parent company	146,778	-	-	-	-	146,778
Lease liabilities	-	5	14	44	-	63
Contingent consideration	-	1,485	4,109	5,562	-	11,156
Trade payables	-	11,160	-	-	-	11,160
Put option liabilities	-	1,427	-	21,269	-	22,696
	146,778	**24,152**	**37,519**	**200,762**	**853,009**	**1,262,220**

19.6 Capital risk management

The capital structure of the group is typical of that for a private-equity-controlled business. The majority of the financing of the Group is provided by operating cash flows, bank borrowings, loan notes from the immediate parent company and share capital.

20 LEASE LIABILITIES

	Total £000
At 31st January 2019	-
Lease liabilities on transition	21,368
Interest charge in the year	1,284
Payment of lease liabilities	(7,835)
Acquisition of subsidiary undertakings	65
Additions	2,249
Remeasurement adjustments	(1,213)
Exchange differences	(342)
At 31st January 2020	**15,576**
Of which are:	
Current lease liabilities	6,786
Non-current lease liabilities	8,790
	15,576

As at 31st January 2020, potential future cash outflows of £8.6m (undiscounted) have not been included in the lease liability because it is not reasonably certain that extension or termination options in certain leases will be exercised.

21 PROVISIONS

	Levies on revenue £000	Lease dilapidations £000	Onerous operating leases £000	Total £000
At 1st February 2018	-	338	124	462
Acquisition through business combination	2,553	-	997	3,550
Charged during the year	-	505	-	505
Utilised during the year	-	-	(620)	(620)
Unwinding of discounts	-	5	-	5
Exchange differences	189	-	(13)	176
As at 31st January 2019	2,742	848	488	4,078
Adjustment on transition to IFRS 16	-	-	(488)	(488)
Amounts written back	(1,318)	-	-	(1,318)
Unwinding of discounts	-	5	-	5
Exchange differences	(4)	(3)	-	(7)
As at 31st January 2020	**1,420**	**850**	**-**	**2,270**
Analysed as:				
Current	1,420	-	-	1,420
Non-current	-	850	-	850
	1,420	**850**	**-**	**2,270**

Levies on revenue

A provision has been recognised for the estimated costs of settling the Group's obligations to pay levies on revenue in jurisdictions where the application of relevant regulations to the Group's operating model has not yet been determined with certainty. The movement in the period is due to writing back the provision for amounts that are greater than five years old.

Lease dilapidations

A provision has been recognised for the costs associated with restoring buildings to their original state before any leasehold improvements. These are calculated over the period of the leases and will be utilised between October 2021 and March 2022.

Onerous operating leases

In the prior year, provisions were recognised for the costs associated with unutilised properties. In the current year, onerous lease provisions were released on transition to IFRS 16.

22 TRADE AND OTHER PAYABLES

	Group 2020 £000	Group 2019 £000	Company 2020 £000	Company 2019 £000
Trade payables	18,110	11,160	-	19
Amounts owed to subsidiary undertakings	-	-	221,624	107,922
Accruals	26,115	27,825	4,329	4,731
Other taxes and social security	481	816	17	38
Other payables	1,168	4,778	-	-
	45,874	**44,579**	**225,970**	**112,710**

Management considers that the carrying value of the Group's trade and other payables approximates fair value.

23 SHARE CAPITAL AND RESERVES

	Number of shares Millions	Share capital £000
Authorised, issued and fully paid ordinary shares of £0.0001 each		
At 31st January 2019 and 2020	**700,000**	**70,000**

	£000
Share premium at 31st January 2019 and 2020	**9,098**

During the year ended 31st January 2019, the Group acquired Global Sources from its parent company in exchange for a loan note and one £1 share. The amount by which the value of the equity acquired exceeded the value of the loan note was taken to the share premium account.

	£000
Captital contribution reserve at 31st January 2019 and 2020	**73,688**

Dividends paid in the year

The Group paid £424,000 (2019: £848,000) of dividends to minority shareholders during the year.

24 SHARE BASED PAYMENTS

Under the Management Incentive Plan, the Group provides senior executive employees the opportunity to invest in shares in a parent company, Expo Holdings I Limited, held by Clarion Events Employee Benefit Trust (EBT) with rights over preference shares, A2 Ords and B1-B6 shares. Employees are expected to remain employed at the vesting date, which for the B1-6 shares takes place at three-monthly intervals over four years. Settlement will be made at the event of an exit. The fair value of the rights granted was estimated at the dates of grant using a Monte Carlo option simulation pricing model reflecting the terms and conditions upon which the rights were granted. The model takes into account the enterprise value at the valuation dates, expected term assumptions and the volatility. The expected volatility was determined with reference to comparable quoted companies and measured based on the historical share price volatility over the periods that matched the expected term.

The expense recognised for employee services received during the year for equity-settled share based payment transactions is £4,223,000 (2019: £5,686,000). At 31st January 2020, the total shares granted were 594,470 (2019: 579,288) and are held by directors and senior management in Group subsidiaries. A lapse rate is calculated based on expected leavers. There were no significant changes in management's expectation of the timing of the settlement from the grant date.

The inputs used in the measurement of the fair values at grant dates of the equity-settled share based payment plans were as follows:

Share class	**A**	**B**
Expected volatility	20%	20%
Risk-free interest rate	0.53%	0.53%
Expected term	n/a	4 years

On the basis of these inputs, the fair value per share has been estimated as follows:

Share class	**A**	**B1-5**	**B6**
Fair value per share	£50.70	£54.55	£38.03

25 FINANCIAL COMMITMENTS AND CONTINGENT LIABILITIES

The future minimum lease payments due under non-cancellable leases outside of the scope of IFRS 16, are as follows:

	2020	**2019**
	£000	**£000**
Within one year	43	8,731
Between two and five years	-	13,739
After five years	-	576
	43	**23,046**

At 31st January 2020, the Group had no contingent liabilities in respect of bank and other guarantees or other matters arising in the ordinary course of business from which material losses are anticipated.

Committed capital expenditure not reflected in these financial statements is estimated at £40,000 at 31st January 2020 (2019: £24,000).

26 RETIREMENT BENEFIT SCHEMES

A number of subsidiaries make contributions to schemes which provide employees with retirement benefits. Contributions accruing under the schemes are charged to administrative expenses in the income statement. The charge for the year ended 31st January 2020 was £3.9 million (2019: £4.4 million).

27 TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT

Related Party Transactions

At 31st January 2020, Russell Wilcox had an interest-free loan of £2,082, repayable on demand. The prior-year loan balance was repaid in full during the year.

Simon Williams, a director of International Training Equipment Conference Limited, was also a director of Reddrig Limited. Reddrig Limited was paid £108,530 for the year ended 31st January 2020 for consultancy services. At 31st January 2020, there was £46,114 outstanding.

Michael Caselli, a director of iGaming Business Limited, was also a director of Lyceum Digital Ltd and Svengali Productions Limited. Lyceum Digital Ltd was paid £152,213 during the year ended 31st January 2020 for consultancy services. At 31st January 2020, Lyceum Digital Ltd was owed £52,500 by the Group. Svengali Productions Limited was paid £10,560 during the year ended 31st Janaury 2020 for event sponsorship. At 31st Janaury 2020 there was no balance outstanding.

At 31st January 2020, Greg Topalian, a director of Leftfield Media LLC, had a loan of £571,220 with the Group. Interest accrued at 2% on the principal amount and was included in the loan. The loan was repayable upon the earlier of any distribution payments made from the Group to Greg Topalian or an exercise of a call/put option. During the year, Greg Topalian was issued with a promissory note worth £70,310 which is outstanding at 31st January 2020.

Paula Brister is the wife of Ron Brister, a director of Rose City Comicon LLC. During the year ended 31st January 2020, Paula Brister invoiced the Group £32,112 for contracting services. At 31st January 2020, there was no balance outstanding.

Adam Lovallo, a director of Mobile Apps Unlocked LLC, was paid £29,524 for the year ended 31st January 2020 for consultancy services. At 31st January 2020 there was £7,616 outstanding.

Jay Weintraub, a director of Insuretech Connect LLC, was paid £190,512 for the year ended 31st Janaury 2020 for consultancy services. At 31st January 2020, there was no balance outstanding. Jay Weintraub is also a director of NextCustomer LLC. During the year ended 31st January 2020, NextCustomer LLC was paid £503,509 for management services and at 31st January 2020, they were owed £3,047 by the Group.

China Shenzhen Machinery Association is a minority shareholder in Shenzhen Xieguang Conference & Exhibition Co., Ltd, a subsidiary company of the Global Sources Group. During the year ended 31st Janaury 2020, China Shenzhen Machinery Association charged £171,352 for consultancy costs and membership fees. At 31st Janaury 2020, there was £435,525 outstanding, due to China Shenzhen Machinery Association, including a dividend declared, but not paid, of £269,360.

Yao Jiguang is director of Shenzhen Xunhe Information Consulting Partnership Enterprise, a minority shareholder of Huanxi information Consulting (Shenzhen) Co., Ltd (a member of the Global Sources Group). During the year ended 31st January 2020, Yao Jiguang was paid a salary and a bonus of £224,366 as an employee of Global Sources. No balance was outstanding at 31st January 2020.

At 31st January 2020, Shenzhen Xunhe Information Consulting Partnership Enterprise, a minority shareholder of Huanxi Information Consulting (Shenzhen) Co., Ltd (a member of the Global Sources Group) had a balance outstanding of £614,109 due from Huanxi Information Consulting (Shenzhen) Co., Ltd in relation to a dividend declared during the year.

27 TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT (CONTINUED)

During the year, the Group invoiced, or was invoiced, the following amounts to the companies in which Blackstone has an interest.

	Sales £	Purchases £	Year-end balances £
Alight Solutions	-	8,736	-
Ascend Software	-	24,212	(1,687)
Beacon Offshore Energy LLC	5,319		
Blackstone Management Partners L.L.C		1,212,566	
Change Healthcare	12,274	-	-
FourPoint Energy LLC	1,171	-	-
Gridliance GP, LLC	8,752	-	(5,112)
InComm, Inc.	3,310	-	-
JDA SOFTWARE Belgium	34,275	-	-
Lombard Insurance	824	-	-
Mphasis Pte Limited	2,614,628		(506,006)
NEC Group Birmingham	-	3,631,131	(405,512)
Paysafe Group Limited	101,887	-	7,932
Refinitiv		2,268	
RGIS LLC	3,464	-	-
Tallgrass Energy	82		
Tetra Technologies, Inc.	88,305	-	10,183

There are no other related party transactions for the year ended 31st January 2020.

Prior year related party transactions

At 31st January 2019, Russell Wilcox had an interest-free loan of £6,322, repayable on demand.

Simon Williams, a director of International Training Equipment Conference Limited, was also a director of Reddrig Limited. Reddrig Limited was paid £105,563 for the year ended 31st January 2019 for consultancy services. At 31st January 2019, there was no balance outstanding.

Philip James Andrews, a director of Getenergy Events Ltd, was also a director of Getenergy Intelligence Limited and Getenergy Limited. During the year ended 31st January 2019, Getenergy Limited was paid £44,440 and Getenergy Intelligence Limited was paid £5,760 for consultancy services. At 31st January 2019, there was no balance outstanding.

Michael Caselli, a director of iGaming Business Limited, was also a director of Lyceum Digital Ltd. Lyceum Digital Ltd was paid £234,322 during the year ended 31st January 2019 for consultancy services. At 31st January 2019, Lyceum Digital Ltd was owed £8,750 by the Group.

Timothy C Vongal is the son of Tim C Vongal, who was a part-owner of Urban Exposition, LLC until 30th August 2018. Mr Vongal worked for Carceron, a company with which the Group contracts for IT services. During the year ended 31st January 2019, whilst the parties were related, the Group paid Carceron £33,579 for IT services. At 31st January 2019, there was no balance outstanding.

27 TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT (CONTINUED)

Prior year related party transactions (continued)

At 31st January 2019, Greg Topalian, a director of Leftfield Media LLC, had a loan of £588,168 with the Group. Interest accrued at 2% on the principal amount and was included in the loan. The loan was repayable upon the earlier of any distribution payments made from the Group to Greg Topalian or an exercise of a call/put option.

Jimmy Walker is the brother-in-law of Doug Miller, a director in Urban Exposition LLC. During the year ended 31st January 2019, Jimmy Walker invoiced the Group £156,135 for contracting services. At 31st January 2019, there was no balance outstanding.

Paula Brister is the wife of Ron Brister, a director of Rose City Comicon LLC. During the year ended 31st January 2019, Paula Brister invoiced the Group £28,371 for contracting services. At 31st January 2019, there was no balance outstanding.

There were no other related party transactions for the year ended 31st January 2019.

Key Management personnel compensation

The table below shows the amounts recognised by the Group as an expense during the year relating to key management personnel compensation:

	2020 £000	2019 £000
Pension cost of defined-contribution scheme	52	85
Share based payments charge	2,680	5,101
Wages and salaries	3,102	1,651
Total compensation paid to key management personnel	**5,834**	**6,837**

28 POST BALANCE SHEET EVENTS

COVID-19

In light of the outbreak of COVID-19, the Group considered whether any adjustments are required to the reported results in the financial statements. As at the balance-sheet date, 31st January 2020, there had been no global pandemic declared, and the outbreak of COVID-19 was limited to China. The subsequent macroeconomic downturn and extent of global interventions were not apparent.

China

The Group runs a small number of events in China. On 23rd January 2020, the Department of Commerce of Guangdong Province, and the Guangzhou Municipal Commerce Bureau issued notices to restrict mass activities and suspend large-scale economic and trade activities province-wide and our events in China were postponed. These notices were pre year-end and therefore in China, COVID-19 is a condition which existed at the balance-sheet date. This would be considered a balance-sheet-adjusting-event, and adjustments made where appropriate.
The events originally scheduled for spring 2020, have been rescheduled to later in the financial year. Customer contracts and material supplier commitments have been novated to the new events and the Directors are confident that these local events will take place. A thorough review and challenge of the balance sheets for these events was undertaken by management and the Directors are comfortable that there is no indication at this stage that there will be any material impairments of any financial or non-financial assets at the balance-sheet date.

28 POST BALANCE SHEET EVENTS (CONTINUED)

Group, excluding China

Subsequent to the balance-sheet date, the World Health Organisation declared COVID-19 to be a pandemic on 12th March 2020 and we have seen a significant downturn in the global economic outlook and a short-term impact on our ability to run events. Outside China, the Group has concluded that the spread of the pandemic post year-end, along with information received from local and global authorities, was not indicative of conditions that existed at the balance-sheet date and therefore the consequences of the post year-end downturn and interventions represent non-adjusting post balance sheet events.

Potential impact

The estimates and assumptions used within our impairment methodology on the Goodwill of £648.5m (note 12) and Other intangible assets of £443.1m (note 12) do not include the impact of COVID-19 as, outside China, this was not an observable indicator as at the balance-sheet date. COVID-19 could have a material impact on our impairment assessment as a result of unpredictable cashflows and changes in the discount rates that we have applied, not least because of changes in macroeconomic factors since the escalation of COVID-19. Despite the difficulty in quantifying the impact of COVID-19, we have considered the ranges of potential impairment using the base case scenario prepared for the going concern assessment. Given the significant uncertainty at this time we will re-assess the Impairment position at the end of the next period, however we note, based on the above scenarios, the potential impairment could be in the range of £100m to £150m at that date.

The Group has considered the potential impact of COVID-19 on the put option liabilities that it has recognised as at 31st January 2020 (note 19). The fair value of the put option liabilities of £38.8m is linked to the expected future performance of the entity being acquired, with changes in the fair value being recognised in profit and loss. Although there is significant uncertainty at this time, a downturn in performance from the entities for which put option liabilities are recognised would result in a reduction in the fair value of those liabilities.

Management has evaluated the potential impact of COVID-19 on other fair value assets and their current best estimates indicate no material change from balance-sheet date. Balances stated at fair values are provided in note 2 of these financial statements and further to Goodwill, Other intangible assets and put option liabilities discussed above, the specific accounts in the financial statements include Trade and other receivables (note 17) and Financial instruments (note 19).

With respect to the events in China, we have assessed the estimates and assumptions used within our impairment methodology and are comfortable there are no adjustments required.

Other

The £75m RCF was drawn in full on 12 March 2020.

29 IMMEDIATE AND ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent company is Comet Midco Limited. The company's ultimate parent undertaking and controlling party is The Blackstone Group Inc., a company incorporated in Delaware, USA and listed on the New York Stock Exchange.

The consolidated accounts of Comet Midco Limited are the highest level consolidation in which the Group is included. Accounts are available at Bedford House, 69-79 Fulham High Street, London, United Kingdom SW6 3JW.

30 GROUP SUBSIDIARIES

In accordance with Section 409 of the Companies Act 2006, a full list of subsidiaries, associates and joint ventures as at 31st January 2020 is disclosed below, along with the principal activity, the country of incorporation and the effective percentage of equity owned.

100% Wholly owned companies – organisation of exhibitions and shows

Name	Registered office	Country of incorporation
Affiliate Summit Corporation	820 Bear Tavern Road, West Trenton, New Jersey, 08628	USA
Clarion Defence and Security Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Defence (UK) Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events, Inc.	110 South Hartford Avenue, Suite 200, Tulsa, Oklahoma, 74120	USA
Clarion Events Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Limited (Dubai branch)	1906 Al Shafar Tower 1, TECOM, Dubai	UAE
Clarion Events PTE. LTD	#20-02/03, 78 Shenton Way, 079120	Singapore
Clarion Events Shanghai Limited	Room 3203A, Building 32, 707 Zhangyang Road, Pudong Xinqu, Shanghai	China
Clarion Events USA, Inc.	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Event Marketing Services Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong
Freight Transport Logistics Expo Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Furniture & Gift Fairs Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Getenergy Events Ltd	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Imago Techmedia Inc	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Imago Techmedia Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
January Furniture Show Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Revo Media Partners Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Synergy BV	Bisonspoor 3002-C601, 3605LT, Maarssen	Netherlands

30 GROUP SUBSIDIARIES (CONTINUED)

100% Wholly owned companies – operating sales company

Name	**Registered office**	**Country of incorporation**
ASM Business Services Limited	4th Floor, Century Yard, Cricket Square, Elgin Avenue, P.O. Box 32322, George Town, Grand Cayman, KY1-1209	Cayman Islands
Beijing Chuangyu Advertising Co., Ltd.	Unit 1818, 18F, No.9 Building, Beijing Gemdale Plaza No. 91, Jianguo Road, Chaoyang District, Beijing, 100025	China
Global Sources Advertising & Exhibitions (Vietnam) Company Limited	Unit 6.3, 6F Serepok, Anh Minh Tower, 56 Nguyen Dinh Chieu, Dakao Ward, District 1, Ho Chi Minh City	Vietnam
Global Sources Advertising (Shenzhen) Co., Ltd.	Unit 3301-3310, Shenzhen International Chamber of Commerce Tower, No. 168 Fuhua 3rd Road, Futian, Shenzhen	China
Global Sources Exhibitions & Events (India) Private Limited	Office No. 4, Shilpa, 7th Road, Prabhat Colony, Santacruz (E), Mumbai, 400055, Maharashtra	India
Global Sources Exhibition (Shanghai) Co., Ltd.	Units 03B/04/05/06, 27F, No.666 West Huaihai Road, Changning District, Shanghai	China
Global Sources Exhibition (Xi'an) Co., Ltd.	Unit 12A, Building 1 Zhongjing Technology Plaza, No.11 Tuanjie South Road, High-Tech District, Xi'an	China
Guangzhou Huanwei Advertising Co., Ltd.	Unit 2401-2402, Block B, China International Center, No.33 Zhongshan 3rd Road, Yuexiu District, Guangzhou	China
Magic Exhibitions Hong Kong Limited - Korea Branch	5F, 248 Gangnam-daero, Gangnam-gu, Seoul, 06266	South Korea
Media Data Systems Pte Ltd Taiwan Branch	Room B, 14F No. 18 Sec. 4, Nan Jing East Road, Taipei	Taiwan
Publishers Representatives Limited Taiwan Branch	14F, No. 18, Sec. 4, Nan Jing East Road, Taipei	Taiwan
Shanghai Yuanbo Exhibition & Advertising Co., Ltd.	Units 01/02/03A, 27F, No.666, West Huaihai Road, Changning District, Shanghai	China
Smart Advisory Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong
Xi'an Kaibo Advertising Co., Ltd.	Unit 13C, Building 1 Zhongjing Technology Plaza, No.11 Tuanjie South Road, High-Tech District, Xi'an	China
Zhuoyu Advertising & Exhibition (Shenzhen) Co., Ltd.	Unit 3401-3410, Shenzhen International Chamber of Commerce Tower, No. 168 Fuhua 3rd Road, Futian, Shenzhen	China

30 GROUP SUBSIDIARIES (CONTINUED

100% wholly owned companies – organisation of conferences

Name	Registered office	Country of incorporation
Clarion Energy Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Energynet Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Pennwell International Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Spintelligent Pty Ltd	2nd Floor, North Wing, Great Westerford, 240 Main Road, Rondebosch, Cape Town, 7700	South Africa

100% wholly owned companies – organisation of lead generation

Name	Registered office	Country of incorporation
Qualifa Ltd	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Qualifa USA LLC	35 Nutmeg Drive, Suite 125 Trumbull, Connecticut, 06611	USA

100% wholly owned companies – publishing company

Name	Registered office	Country of incorporation
Media Data Systems Pte Ltd	#08-00 KH KEA Building, 333 North Bridge Road, 188721	Singapore
Publishers Representatives Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong
World Executive's Digest Limited	4th Floor, Century Yard, Cricket Square, Elgin Avenue, P.O. Box 32322, George Town, Grand Cayman, KY1-1209	Cayman Islands

100% wholly owned companies – operating service company

Name	Registered office	Country of incorporation
Global Sources Exhibition Co., Ltd	Room B, 14F No. 18 Sec. 4, Nan Jing East Road, Taipei	Taiwan
Trade Media Marketing Service Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong

30 GROUP SUBSIDIARIES (CONTINUED

100% wholly owned investing companies

Name	**Registered office**	**Country of incorporation**
Clarion Conferences Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Group Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Holdings Inc.	1209 Orange Street, Wilmington, Delaware, 19801	USA
Clarion Events North America Inc.	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Clarion Events USA Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Fuarcilik Danismanlik Ltd STI	Maslak Mah. Eski Büyükdere Cad. No:9/78 Oda:9-GK İz Plaza Giz Giriş Kat Sarıyer, Istanbul	Turkey
Clarion UK Topco Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Comet US LLC	200 Bellevue Parkway, Suite 210, Wilmington, New Castle County, Delaware, 19809	USA
Fertile Valley Pte Ltd	#08-00 KH KEA Building, 333 North Bridge Road, 188721	Singapore
Global Sources Ltd.	Crawford House, 50 Cedar Avenue, Hamilton, HM 11	Bermuda
Magic Exhibitions Hong Kong Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong
Media Advertising Ltd.	4th Floor, Century Yard, Cricket Square, Elgin Avenue, P.O. Box 32322, George Town, Grand Cayman, KY1-1209	Cayman Islands
PSPA Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
PSPA Finance Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
PSPA Midco Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Qualifa Holdings Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Spintelligent LLC	311 S Division St., Carson City, Nevada, 89703	USA
Topranch Limited	Vistra (BVI) Limited, Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110	British Virgin Islands
Trade Management Software Limited	4th Floor, Century Yard, Cricket Square, Elgin Avenue, P.O. Box 32322, George Town, Grand Cayman, KY1-1209	Cayman Islands
Trade Media Holdings Limited	4th Floor, Century Yard, Cricket Square, Elgin Avenue, P.O. Box 32322, George Town, Grand Cayman, KY1-1209	Cayman Islands
Trade Media Limited	4th Floor, Century Yard, Cricket Square, Elgin Avenue, P.O. Box 32322, George Town, Grand Cayman, KY1-1209	Cayman Islands

30 GROUP SUBSIDIARIES (CONTINUED

100% wholly owned dormant companies

Name	Registered office	Country of incorporation
A.S Mediaconsult Ltd	Elenion Building, 2nd Floor, 5 Themistocles, Dervis Street, CY-1066, Nicosia	Cyprus
Amusement Trades Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Amusement Trades Exhibitions Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
ASM Business Services Limited RHQ	15/F Citibank Center, 8741 Paseo de Roxas, 1226 Makati City	Philippines
Avren Events Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Avren Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
China Sourcing Fairs (SA) Pte. Ltd.	#08-00 KH KEA Building, 333 North Bridge Road, 188721	Singapore
China Sourcing Fairs Limited	Vistra (BVI) Limited, Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110	British Virgin Islands
China Sourcing Fairs HK Co. Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong
Clarion Acquisition Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Birmingham Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Holding Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Publications and Promotions Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion UK Holdco Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion UK Midco Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
DSEI Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Exhibit Freight Solutions, LLC	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Expo Propco Ltd	Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9005	Cayman Islands
Fernshade Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Fintry 3 Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Global Sources Auctions Ltd.	PO Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205	Cayman Islands
Global Sources Direct Limited	Vistra (BVI) Limited, Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110	British Virgin Islands
Global Sources Direct (HK) Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong
Global Sources Direct (Shenzhen) Co., Ltd.	Unit 3310B, Shenzhen International Chamber of Commerce Tower, No. 168 Fuhua 3rd Road, Futian, Shenzhen	China
Global Sources Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong

30 GROUP SUBSIDIARIES (CONTINUED

100% wholly owned dormant companies (continued)

Name	Registered office	Country of incorporation
Global Sources USA, Inc.	1013 Centre Road, Wilmington, Delaware, 19805	USA
Internet Retailing Events Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Lift Event Management LLC	3753 Howard Hughes Parkway, Las Vegas, Nevada, 89169	USA
Niche Events Ltd	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Phacilitate Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
PSPA Holdco Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
PSPA Topco Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
The Energy Exchange Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Trade Media Limited RHQ	14/F Citibank Center, 8741 Paseo de Roxas, 1226 Makati City	Philippines
Transec Events Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom

Partly owned (50% or more) dormant entities

Name	Registered office	Country of incorporation
Clarion Greenfield Exibições e Feiras Ltda (50%)	Alameda Santos, 1.787, 10th Floor, São Paulo, 01419-002	Brazil
Gift Ventures, LLC (61.1%)	2016 Goldleaf Parkway, Canton, Georgia, 30114	USA
SAM Media LLC (75.1%)	701 S. Carson Street, Suite 200, Carson City, Nevada, 89701	USA

30 GROUP SUBSIDIARIES (CONTINUED

Partly owned businesses (50% or more) Organisation of exhibitions and shows

Name	Registered office	Country of incorporation
Awesome Con, LLC (52.5%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Clarion Events Brasil Exibições e Feiras Ltda (99.99%)	Alameda Santos, 1.787, 10th Floor, São Paulo, 01419-002	Brazil
Clarion Quartier Exibições e Feiras Ltda (99.99%)	Alameda Santos, 1.787, 10th Floor, São Paulo, 01419-002	Brazil
iGaming Business North America, Inc. (75.1%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
iGaming Business Limited (75.1%)	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Image Engine Pte. Ltd. (70%)	#11-15/16, 60 Paya Lebar Road, Paya Lebar Square, 409051	Singapore
Inapex Pte. Ltd. (70%)	#20-02/03, 78 Shenton Way, 079120	Singapore
Leftfield Media LLC (75%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Pennwell ICCI Sektorel (50%)	Buyukdere Cad. Şarli Iş Merkezi No:103 B Blok Kat:5 Medcidiyekoy, Istanbul	Turkey
Premium Exhibitions GmbH (90%)	Luckenwalder Strasse 4-6, 10963, Berlin	Germany
PT Adhouse Clarion Events (70%)	Menara MTH, 9th Floor, Sebelah Barat, JI. MT Haryono Kav.23, Jakarta Selatan	Indonesia
Rose City Comicon LLC (75%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Shenzhen Huanyue Convention & Exhibition Co., Ltd. (70%)	Unit 417, Building A4, Fuhai Information Port, Qiaotou Community, Fuhai Street, Bao' an district, Shenzhen	China
Traffic & Conversion Summit, LLC (80%)	1209 Orange Street, Wilmington, Delaware, 19801	USA

Partly owned businesses (50% or more) Organisation of exhibitions and conferences

Name	Registered office	Country of incorporation
Huanxi Information Consulting (Shenzhen) Co., Ltd (70%)	Unit 1202, Block A, Xinian Center, Tairan Ninth Road, South Shennan Road, Shatou Street, Futian district, Shenzhen	China
Independent Grocers Show Management, LLC (70%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Insuretech Connect LLC (70%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
International Training Equipment Conference Limited (90%)	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Mobile Apps Unlocked LLC (94%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Shenzhen Xieguang Convention & Exhibition Co., Ltd (56%)	Unit 1218, Block A, Xinian Center, Tairan Ninth Road, South Shennan Road, Futian district, Shenzhen	China

30 GROUP SUBSIDIARIES (CONTINUED

Partly owned businesses (50% or more) Organisation of conferences

Name	Registered office	Country of incorporation
Gaming Summits BV (95%)	Bisonpoor 6000, 3605LT, Maarssen	Netherlands
Slotacademy BV (95%)	Bisonpoor 6000, 3605LT, Maarssen	Netherlands

Share in Joint Venture or Associate (20-50%)

Name	Registered office	Country of incorporation
The Halloween and Party Show, LLC (45%)	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Play Fair, LLC (38.2%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
V111 GmbH (previously Premium Digital GmbH) (40.5%)	Luckenwalder Strasse 4-6, 10963, Berlin	Germany