COMET BIDCO LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st JANUARY 2023

COMPANY NO: 10866972

CONTENTS

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 2023.

Review of strategy

The Group is one of the world's leading event organisers, producing and delivering innovative and market-leading outcomes and experiences since 1947. The Group is an international business, with a portfolio of leading brands across a range of vertical markets. At 31st January 2023, the Group had over 1,700 employees based in 49 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, by making every connection count, whilst our stated vision is that every one of our brands is the recognised leader in customer satisfaction in its segment.

In order to deliver on our purpose and vision we have five core strategic pillars:

PEOPLE, CULTURE & VALUES

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

STRONG RESILIENT PORTFOLIO

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

BUSINESS MODEL

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

CUSTOMER CENTRICITY

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

OPERATING MODEL & TECHNOLOGY

Deliver customer value and grow our brands via an effective and progressive technology platform and operating model.

Our approach

We provide connectivity and business-critical insight across communities of buyers and sellers. We do this by focussing on our five pillars which create innovative products. Placing exceptional customer outcomes and experiences at the heart of our business model enables our customers to realise a return on their investment in our offerings.

Our approach (continued)

Customers have always used 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 attracted new customers. During previous financial years, the impact of COVID-19 on the Group allowed us to explore more of the online or "non-live" forms of connections between market participants which have become more significant over recent years – providing an exciting new avenue for growth and product development for both the Group and our 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

COVID-19 had a major impact on the events industry worldwide since the pandemic was declared on 12th March 2020. The previous financial year saw a phased return to our core business of live events in the US and European markets, which were fully reopened by 31st January 2022. We saw a return to normal in Asia with the region reopening throughout the year ended 31st January 2023, and although China and Hong Kong lagged behind, events have returned in the new financial year.

Consistent with the prior years, we continue to regularly model a number of possible forward-looking outcomes. These models take account of the current environment both macro and micro. Further information is contained in the going concern and post balance sheet events sections within the Directors' report which starts on page 20.

The results for the year ended 31st January 2023 demonstrate that the demand for our live events remains across the world and that we have successfully traded out of this extremely difficult period. We continue to be 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:

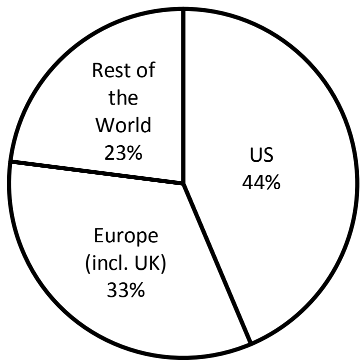
	2023	**2022 (Restated)**
	£000	**£000**
Group revenue	257,049	171,398
Administrative expenses	(107,188)	(109,393)

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

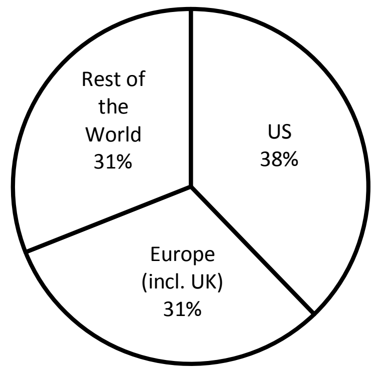
Key performance indicators (continued)

Revenue by geographical division

2023



2022



The key non-financial key performance indicators include the following:

Employees

The Group held its fifth employee engagement survey in February 2023, with results published to senior management in April. The survey continued to focus on well-being and inclusion, as well as looking at communcations.

The eNPS score, which measures employee advocacy was 16 in February 2023, which continues to measure well above the external benchmark. This remained strong relative to comparative cross-industry benchmarks. Management is committed to acting on feedback and implementing initiatives at a Group, regional and departmental level and are currently working to understand the movement in the score and formulate an action plan. This is in the early stages and will be implemented as we move through 2023.

Environment

We continue to look at greenhouse gas emissions per employee as an appropriate measure of our environmental impact (see Environmental matters on page 13) and will be monitored annually.

Review of the business and financial review

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 £257.0m (2022: £171.4m) and the gross profit was £131.5m (2022: £86.1m). The Group's operating loss for the year ended 31st January 2023 was £50.1m (2022 restated: £82.2m).

Review of the business and financial review (continued)

For the year ended 31st January	2023 £000	2022 Restated £000
Continuing operations		
Revenue	257,049	171,398
Cost of sales	(125,574)	(85,307)
Gross profit	**131,475**	**86,091**
Other income	1,120	1,893
Administrative expenses	(107,188)	(109,393)
Amortisation of acquired intangible assets	(35,971)	(34,605)
Impairment	(39,595)	(26,201)
Operating loss	**(50,159)**	**(82,215)**

Our revenue is derived from the organising of live events and digital products, databases and publications, with a small portion coming from non-digital databases and publications. Our ability to run live events during the whole financial year has driven the increase in revenue in the US, UK and Europe. In the prior year, revenue was a mix of live events and revenue generated from our digital events and online platforms as we returned to normal post the COVID period.

Administrative expenses have declined marginally during the year. We continued our focus on cost control and managing expenses as we returned to normal operations. Travel was limited in the early part of 2022. This and other overheads increased as we moved through the financial year.

As presented above, management have made a prior period adjustment to account for the change in accounting policy retrospectively policy as required by International Accounting Standards in relation to the capitalisation of cloud computing. As permitted, management took the time required to perform a full assessment and retrospectively apply the change in accounting policy to the comparative period. Full details are presented in note 3.

The Group's operating loss for the year ended 31st January 2023 was £50.1m (2022 restated: £82.2m). This is after taking account of an impairment charge of £39.6m (2022: £26.2m) in the financial year. Consistent with the prior year, the majority of the impairment charge was recognised as a result of the impact of the COVID-19 pandemic on certain operations and cashflows, across all portfolios, as well as the impact of disposals and discontinued events.

As at 31st January 2023, the Group's borrowing facilities were as follows:

	Facility	Maturity	Amount drawn down 31 January 2023	Amount drawn down 31 January 2022
Facility B1	£315.0m	29/09/2024	£315.0m	£315.0m
Facility B2	$420.0m	29/09/2024	$399.5m	$403.5m
Revolving credit facility (RCF)	£75.0m	30/06/2024	£75.0m	£75.0m
Additional facility	$156.4m	30/09/2024	$156.4m	$130.3m

Review of the business and financial review (continued)

The B2 facility has been fully drawn-down. The variance on this 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.

Post the balance sheet date, the Board has been in discussions with lenders to negotiate a 3-year extension of its senior credit facilities and certain other amendments to key terms including subordination of shareholder's debt, additional Payment in Kind interest across all debt and a single covenant requirement of a minimum monthly liquidity of £25m. This 3-year extension applies to the Group's senior term facilities as well as its £75m revolving credit facility, which otherwise expires on 30th June 2024, within the going concern period under consideration. For more information see going concern on page 23.

During the current financial year, on 22nd April 2022, $26.1m was borrowed on the additional facility. $26.3m was borrowed on the additional facility during the previous financial year.

A waiver was applied to the leverage covenants under the RCF facilities set out in the Senior Facilities Agreement (SFA) as at 21st July 2020 through to 31st July 2021, subject to a minimum liquidity requirement of £25m. An extention to the waiver of these covenants was agreed on 12th May 2021 extending these through to 31st October 2022 with an additional requirement to provide monthly financial information to the lender group. An agreement to extend this waiver was signed on 26th April 2022 extending this through to 31st March 2024.

At 14th April 2022, the terms of the RCF facilities agreement were amended and the maturity date extended to 30th June 2024. All other terms remained unchanged.

Further information on the Group's borrowings is available in note 18 of these accounts.

With respect to the company only, during the previous financial year, loan notes of $407.6m were issued by the company to a US Group subsidiary. These loan notes were listed on The International Stock Exchange to assist in the tax treatment of interest payments under HMRC's Eurobond exemption.

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. As we move through a period of potential recession, macro factors such as increases in interest rates and the risk of inflation could impact the Group. The conflict in Ukraine continued through the financial year.	To mitigate this risk, the Group operates in a wide variety of different sectors across a number of different countries. This allows us to minimize the exposure to one particular market or one particular region. 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. The Group also derives an element of revenue from digital and alternative opportunities which allows a level of diversification away from live events. With regard to interest rates and inflationary costs, and the impact of increases on global markets, we continue to be comfortable that our diverse product range and international presence mitigates specific risk at a portfolio level. Further, as part of our work on going concern, we have modelled scenarios in which, in the short to medium term, our revenues and collections are reduced and our interest rates increase. Further mitigation will be considered as the situation develops. Following the Russian invasion of Ukraine on 24th February 2022, the Group assessed its financial exposure the crisis. The Group had no commercial entities in Russia and Belarus and the revenues generated around the world from entities based in Russia or Belarus are highly immaterial. In the early part of the financial year, the Group took the decision to suspend Russian and Belarusian state entities, companies, and their representatives from participating within Clarion's events and digital products. These customers make up only a very small part of total Group revenues and operating profits and will not have a significant impact on the Group's overall trading position. The Group continues to monitor the situation; however, the current assessment is that the Group is not overly exposed and given the small scale of the customer base relative to the overall Group we do not consider this event to have any bearing on the Group's ability to continue as a going concern or the Group's longer- term viability.

Risk	Mitigation
B. Natural disasters, terrorism and other major incidents Terrorist incidents, extreme weather events and pandemics could negatively impact our employees and events. Climate change could increase the frequency of extreme weather 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. As part of our approach to the effective management of events, all employees receive health and safety training commensurate with their duties.
C. Coronavirus (COVID-19) COVID-19 created an unprecedented global situation and demonstrated the impact such a pandemic could have. There is also the potential for less transmissible occurrences which could have a significant impact locally but not be such a global incident.	The experience of COVID-19 demonstrated the ability for central functions to work from home, and for events that are cancelled to be reopened as soon as local government advice allows. Clarion have a Business Continuity Team in place that would manage any necessary response accordingly. Clarion also has the ability to run events with enhanced health and safety measures to protect our colleagues, exhibitors, visitors and delegates.
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. A large proportion of our overseas operations transact in US dollars. 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, and therefore interest commitments, in both GBP and USD, with the aim of mitigating its exposure to changes in the USD exchange rate affecting our trade and cash inflows as well as the carrying amount of net assets across our geographies.

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.	Under normal operations, cashflow forecasting is performed by the operating entities of the Group on a monthly basis and aggregated by Group Finance. This exercise is currently performed on a weekly basis as the Group navigates the end of the pandemic, with an increased focus on liquidity as we return to business as usual. 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. These cashflow models are presented to senior management on a regular basis. This approach stress tests the liquidity position to ensure that the Group can meet all obligations. Group Finance continue to present a cashflow forecast and operational update to senior management on a weekly basis. See Going concern section on page 23 for further information on the amend and extend of the debt facilities.
F. Systems, data privacy, cyber security Cyber risks through a lack of resilience, the availability and integrity of systems, mis-management of information, a security breach or a phishing attack could lead to damaged reputation, diminish our relationships with our customers, cause operational disruption or lead to substantial fines and loss.	To mitigate this risk, our IT systems have a number of preventative measures installed to reduce the risk of there being a security breach. As this is an evolving risk in a growing system landscape, we recognise the need to bolster our security position, and have a number of tactical and strategic initiatives ongoing to further improve our threat identification, response and mitigation. 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. There is compulsory training on data privacy with targeted training for local offices. A Cyber Security Steering Group is in place to address related risks and develop a Cyber Incident Response Plan. The purpose of the plan is to provide operational structure, processes and procedures to the business and support partners, so we can be aligned on effectively responding to incidents that may impact the function and security of digital assets, information resources, and business operations.

Risk	Mitigation
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.	In February 2023, the Group kicked off its fourth employee engagement survey (with an 86% response rate, consistent with 2022). As noted above, the focus again this year was on how the business can support employees to perform at work with an emphasis on well-being and diversity & inclusion, and communications. Consistent with prior years, following the results of the survey, Management will review and will set goals at Sector and Group level to address the areas of focus identified in the survey. During the year, we have hired an experienced HR and People Director to support our continued talent development plans.
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. All offices adhere to local health and safety legislation and all processes are reviewed regularly to ensure compliance. Regular training is provided to team members who are required to plan events, assess risks and sign off on health and safety decisions including budgets.
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 anti-bribery, corruption and sanctions policies in its Employee Handbook. The Group has a Code of Conduct which applies to all employees, to supplement the above policies and training.

Risk	Mitigation
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, supported by centralised specialist services across IT, Data, Marketing, Legal, Finance and Tax, which means that teams are able to develop a deep and rich sector expertise with close ties to industry stakeholders and influencers, whilst continuously seeking to improve the current product and service offerings across each of our divisions. This allows us to react quickly in response to customer demands, market fluctuations and developments. An ongoing programme of strategic customer-centric initiatives will continue to be implemented throughout the year with the focus on ensuring that the re-design and/or development of certain portfolio, product and service offerings result in verifiable leadership in customer metrics. In addition, continuing investment in the Group's data capabilities, including a new customer data platform and a security and data governance platform will enable us to amplify brand distinction and competitive advantage.

Trends and factors affecting future performance

We saw a return to normal levels of operation as we progressed through the financial year. Looking to the years ahead, we have confidence in our products and our people which will drive future value.

We are confident we have the strength in demand, quality brands and people, the strategy and the financial strength, to deliver for our stakeholders and reinforce our position as a recognised category leader.

Our message remains consistent with the prior year. The industry continues to evolve through advances in technology and modernisation. We build upon the work we have done to better understand our customers and improve the alignment of visitor and exhibitor requirements. We are shifting focus, where we see value, to opportunities for online or “non-live” forms of connections between market participants.

We are committed to continue to invest in new products and opportunites where we can see growth and where the investment is clearly focused on delivering positive impact for customers. These new products are more significant and higher profile than ever and we are building upon our successes in this area. We are in various stages of planning and executing on a number of development projects as we look at some exciting new opportunities for growth and product development across our markets.

Whether through live or digital formats, customer expectations are changing and becoming more sophisticated, with important implications for how we run the business. As we brought “live” back across Europe and the US, we developed our product offering to meet these emergent needs and behaviours, improving our products through technology use and complementary non-live services. We continue the work we are doing on transitioning our growing range of digital products generally into brands which deliver for our customers as a complement to our live events.

This is aligned with significant internal investment on transformation programmes to strengthen our central functions.

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.

Streamlined energy and carbon reporting (SECR)

We set out in the table below our report on the company's carbon dioxide emissions. Data has been collected in respect of the year ended 31st January 2023 and reported in accordance with the Corporate Greenhouse Gas Protocol reporting standards.

The methodology used for identifying the scope and categories of Streamlined Energy and Carbon Report (SECR) reportable emissions is the main SECR guidance, *Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance. March 2019 (Updated Introduction and Chapters 1 and 2).*

The methodology used for calculating emissions from the recorded energy consumptions is *Emissions calculation factors: the UK Government GHG Conversion Factors for Company Reporting 2020.*

Energy use and emissions	Emissions are reported in keeping with standard practice as tonnes of carbon dioxide equivalent (tCO2e). The SECR reportable emissions totals 34.1 tCO2e (2022: 40.9 tCO2e). The reported emissions are associated with energy use of 176,000 kWh (2022: 191,000 kWh).
Intensity ratio	The emissions intensity ratio is 0.101 tCO2e (2022: 0.126 tCO2e) per employee, based on recorded monthly headcount averaging at 337 (2022: 325) over the reporting year.
Energy efficiency actions undertaken	The following actions were taken to reduce emissions during the financial year: • Fully LED lighting through Clarion demise • New and improved maintenance plan for air-conditioning • All thermostats for air-conditioning on timers • Local company appointed for Confi-waste & The Waste Electrical and Electronic Equipment Regulations 2013, using electric vehicles

Climate change

Group ESG Committee

During the previous financial year, we formalised our commitment for greater focus, attention and consideration of environmental, social and governance (ESG) factors by establishing an ESG Committee.

The committee performed an initial assessment to determine the impact of climate change on the Group, committing to both industry-wide and internal initiatives to reduce the impact of our business on the environment. The nature of our business means the direct impact of our operations is limited but we recognise the reliance we have on our suppliers and the actions of our customers may have an impact on climate change.

During this financial year we partnered with a third party to support us on our ESG journey. Significant work has been performed in two phases.

Climate change (continued)

Group ESG Committee (continued)

Initially, the committee performed an assessment of our current sustainability state through internal stakeholder interviews, a materiality assessment and built a high-level action plan. Following this an exercise identified and summarised investors expectations, upcoming regulations and industry standards.

After performing a comparision, both against a set of peers and non-event industry companies, as well as other forms of detailed research, the committee is in the process of drafting a sustainability road-map for the short- and long-term and will focus on communicating this both internally and externally as we reach a conclusion.

Other actions

We signed up to the Net Zero Carbon Events (https://netzerocarbonevents.org) which was launched at COP26. This pledge aims to bring together a wide range of the events industry stakeholders including organisers, suppliers and venues to tackle climate change and drive towards our goal of net zero by 2050.

At a local level, specific considerations being taken into account include proposed actions such as powering events with clean, renewable energy, investing in sustainable, reusable and zero emission materials for venue fit out, stands and signage, serving sustainably grown food and eliminating food waste, the movement of goods and equipment efficiently and transition to zero emissions logistics, transition to zero emissions travel and accommodation, and implementing a systemic approach to measuring and reducing carbon emissions.

Risk

We acknowledge that climate change, including stakeholder approach to minimising environmental impact, could have an effect on our events going forward given a proportion of our live event revenue is derived from an international audience. Although in the short term, we do not consider there to be a significant risk given the strength of our return to live events and rebooks for events held in the second half of the financial year and subsequent, there is a recognition of the need for our industry to proactively demonstrate its potential as a driver of efficient travel behaviour by our customers.

Our initial conclusions have not changed and we continue to conclude that there is limited risk in the longer term as we are confident that the industry facilitates the most efficient use of business travel. Physical presence at events is beneficial for customers and their impact on the environment. This could be in terms of buyers being matched to volumes of physical products in one place at one time, or industry events where cohorts are gathered in one location annually, reducing the need for travel across the year for individual networking.

Whilst acknowledging there is a risk, Management have confidence that our business model is designed to mitigate risk in the short and longer term and are currently evaluating the impact that climate change may have on the Group given our diversity in terms of our portfolios of events, mix of revenue streams, markets, geographies and domestic and international product mix. In addition, we are progressing our work on other forms of connections which have less of a direct impact on the environment, such as digital offerings, virtual marketplaces and online networking.

On the basis of the work performed above, the Directors have currently assessed the impact of climate risk on the business and its financial reporting.

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.

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 2023 will be signed and published on our website: www.clarionevents.com within six months of the year-end.

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 2023, we have over 1,700 (2022: over 1,600) employees globally, with roughly 400 (2022: roughly 300) 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 equity settled share based compensation plan for senior management.

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

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. 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.

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 2023:

	Male Number	Male %	Female Number	Female %
Directors	3	75	1	25
Senior managers*	89	49	92	51
Employees	536	36	966	64
Total	**628**	**37**	**1,059**	**63**

The table below provides a breakdown of the gender of directors, senior managers and employees as at 31st January 2022:

	Male Number	Male %	Female Number	Female %
Directors	4	100	-	-
Senior managers*	93	44	118	56
Employees	462	32	970	68
Total	**559**	**34**	**1,088**	**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 Limited 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 jobs across our UK company.

The table below shows our median and mean hourly gender pay gap (as at 5th April 2022) and bonus gap (for the twelve months to 5th April 2022):

	Mean	Median
Hourly pay	34.26%	27.12%
Bonus	55.11%	66.68%

The median pay gap is the most commonly used metric when quoting gender pay statistics. The figure is arrived at by calculating the difference between what the mid-earning woman and the mid-earning man in our UK business is paid.

The pay gap is largely driven by a gender imbalance in the highest-paid roles in the company as the majority of the UK employees at Managing Director level and above are male.

The higher mean bonus gap is also influenced by the greater number of males than females in sales roles, which attract higher commissions and performance-related bonuses. Approximately two thirds of our UK sales-based roles are male.

Gender pay gap – UK only (continued)

Additionally, the bonus gap calculation looks at actual bonus paid and is not adjusted for part-time hours or an absence such as maternity leave. Therefore, a bonus for a part-time female employee which has been adjusted for part-time work, or for a female who has taken a period of maternity leave, is compared to that of a full-time male employee which results in a bonus gap. At 5th April 2022, the majority of our permanent part-time roles were held by women, as well as there being a number of women on maternity leave.
Over recent years, we have taken positive actions towards the gender pay gap as follows:

- introduced a number of Diversity, Equity and Inclusion (DE&I) initiatives including e-learning training on diversity and unconscious bias for all employees, DE&I network listening forums to help highlight issues, challenges and propose solutions, and introduced DE&I representatives to support and promote DE&I initiatives;
- we have reviewed our recruitment processes and introduced initiatives such as assessing blind CVs, using recruitment score cards and using inclusive interview panels;
- launched a mentor programme to assist new starters in successfully onboarding to achieve their full potential as well as supporting longer-serving employees to develop professionally; and
- maintained rigorous interrogation and approval process for annual pay review and bonus payments.

Consistent with prior years, we are committed to 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.

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 Board sees the fostering of good business relationships and maintaining a high degree of business integrity and stakeholder engagement as key to the continued success of the company. 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 2023. 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 28 to 31.

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. Principle decisions discussed and approved at board level during the financial year included the reorganisation of the board, production of the Group's five year business plan, disposal of the Brazilian business and the amend and extend of the groups debt facilities.

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 28 to 31.

Stakeholders	**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 communications with Investor Directors. This communication increased to weekly with our Investor Directors as the situation with COVID-19 developed and continued through this financial year, together with ad hoc meetings with our lenders to keep them appraised. Both Investor Directors and lenders remain supportive. Regular board meetings are held with shareholders who maintain a stake in our subsidiaries, with at least one member of the executive team present to discuss trading, strategy and ensure effective communication with shareholder partners.
Customers	Provision of high-quality product, tailored by portfolio and event, to meet customer expectations and generate value.	Customer engagement is directly through attending live and digital events. Significant investment continues in digital products to connect exhibitors and attendees and offer alternative solutions to attending live events. Inclusion of regular event-level metrics in Board reporting, to be able to review customer behaviour and adapt accordingly. Developing ‘Customer Centricity through Needs, Purpose, Value’ framework through regular feedback to develop a deeper understanding of customer needs and enable sustainable and purpose driven products.
Suppliers	Working together to deliver world-class events, both live and digital, considering environmental and social impacts of the whole supply chain.	Open and transparent relationships and communications with key suppliers and venues is encouraged as we move through the event cycles. Key suppliers remain venues.

Stakeholders	Objectives	Method of engagement
Employees	Appropriate recognition and reward in the short-term with development opportunities to build successful future careers.	Through regular HR reports to the Board including engagement initiatives and measures such as employee engagement surveys. Further initiatives were launched during the year to support employees. This included mental health training for leadership and line management as well as courses on communicating across differences. Work continued on the Diversity, Equity and Inclusion (DE&I) agenda as we continued our strategy of increasing understanding. Our forums continued through the year and we worked on collecting a robust data set from our employees to drive our future strategy of DE&I and embedding it in to our our culture; furthering the education, awareness and understanding of our employees and managing talent.
Community and environment	Positive impact on local communities and management of environmental footprint.	During the previous financial year, we formalised our commitment for greater focus, attention and consideration of environmental, social and governance (ESG) factors by establishing an ESG Committee. As well as the HoW days discussed on page 15, there are a number of initiatives at Group, regional, event and departmental levels designed to support the communities impacted by our events. The ESG Committee are working on collating information from all areas of the business to report on the impact that the Group has on communities and the environment. Please also refer to Climate Change section on page 13 for more information.

By order of the Board

L Hannant
Director
13th June 2023

The directors present their report together with the audited financial statements for the year ended 31st January 2023.

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 $991.3 billion as of 31st March 2023. 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
R S Wilcox
S R Kimble (resigned 22nd December 2022)
L A Hannant (appointed 20th December 2022)

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.

Directors indemnity
The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indenminity provisions were in force during the financial year and remains in force as at the date of approving the Directors' report.

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 Senior Managing Director in Blackstone's Private Equity Group based in Shanghai. Since joining Blackstone in 2013, he 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)

Russell Wilcox – Executive Chairman
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.

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 USA, and has experience across a wide range of formats and business models.

He has been a board member since 2010, and was Chief Executive Officer from 2013 to 2022. He was appointed Executive Chairman of the group in December 2022.

Lisa Hannant – Chief Executive Officer
Lisa Hannant was appointed Chief Executive Officer of Clarion Events in December 2022. Lisa has over 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.

Non-Executive Directors' biographies

Hein Pretorius – Non-Executive Director (Expo Holdings I Limited)
Hein is an experienced board member and joined the Clarion Board as an independent non-executive director in December 2018. In addition, he serves as Non-Executive Chairman of Twiga, the largest B2B supply platform in Kenya and provides advisory services to PE and VC 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 non-executive director positions on the boards of Wehkamp, one of the largest ecommerce platforms in The Netherlands, Hepsiburada, the largest e-commerce platform in 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.

Simon Kimble – Non-Executive Director
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. Simon served as a board director of Comet Bidco Limited from 2017 until December 2022.

Key management biographies

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

Richard has over 35 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.

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 focussed 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.

Corporate governance

Detailed corporate governance information is set out the Corporate governance report on page 28.

Dividends

No dividend was proposed or paid during the financial year (2022: £nil).

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 (page 15) and Corporate governance report (page 28).

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

The Group, like many others across the industry, was impacted by COVID-19 and the associated restrictions over international travel and mass gatherings through calendar 2020 and 2021. Our business returned to near normal across EMEA and the US throughout the financial year ended 31st January 2023. Although we have seen recovery in Asia since the year end, the return to normal lagged behind the rest of the world. The directors have confidence in the strength of the business across all geographies and our forward looking business plans.

As at 31st January 2023, the Group had cash balances of £44.1m. The annual budget and the detailed forward looking models, which were approved early in 2023 and cover the period through to 31st August 2024. This budget and cashflow forecast was used as a base case for the purposes of going concern and cashflow modelling.

As at 30th April 2023, the Group had cash balances of £67.8m. The business is performing significantly ahead of the original budget and cashflow forecast. Forward bookings are ahead of pre-COVID comparatives.

In making the going concern assessment, the directors have made current consideration of the potential impact of a number of macro and micro-factors on the cashflows and liquidity of the Group. This includes a review of the availability of the debt facilities and the related banking covenants consisting of minimum monthly liquidity of £25m until 31st March 2024 moving to quarterly leverage covenant from 30th April 2024, as well as the business activities of the Group over the period to 31st August 2024.

Amend and extend of debt facilities

Post the balance sheet date, the Board has been in discussions with lenders to negotiate a 3-year extension of its senior credit facilities and certain other amendments to key terms including subordination of shareholder's debt, additional Payment in Kind interest across all debt and a single covenant requirement of a minimum monthly liquidity of £25m. This 3-year extension applies to the Group's senior term facilities as well as its £75m revolving credit facility, which otherwise expires on 30th June 2024, within the going concern period under consideration.

As at 13th June 2023, lenders representing 100% of the Group's senior facilities (including revolving credit facility lenders) entered into a framework agreement under which they agreed to consent to the extension and support its implementation. As such, the Directors consider a fully consensual process as the most likely implementation route given the committed support received to date. The formal process is now being finalised and the extensions and amendments are expected to be complete by the end of June.

Despite having 100% commitment, if following this commitment to the framework agreement any of the Group's lenders do not consent to the extensions and amendments, the Group plans to implement the extensions and amendments by way of a Scheme of Arrangement under Part 26 of the Companies Act 2006. As of 13th June 2023, the Group believes that it has sufficient commitments from lenders under its framework agreement to support, approve and implement the extensions and amendments by way of a scheme. The Directors therefore believe the need for a Scheme of Arrangement is very remote, and have a very high level of confidence that if required, such Scheme of Arrangement would be successful. If required, this scheme is expected to be completed well in advance of the expiry of the revolving credit facility.

Base case scenario

As detailed above, the base case has been built using the Board approved budget for the period and other forward looking budget and cashflow information. Although the Board has confidence in the base case and the robust assumptions on which it is built, it has reviewed and challenged the modelling undertaken and stress-tested the model by sensitising revenue and margin for some of the weaker performing sectors.

Going concern (continued)

Base case scenario (continued)

In this base case scenario, it is assumed that the amend and extend of the debt facilities is completed by summer 2023. The model has been stressed by applying a reduction in the revenues and cash receipts for two of the weaker sectors in which we operate, reflecting the macro economic risks over which we have no direct control.

In addition, an uplift has been applied to the forward rate curves to increase interest costs in the going concern period.

The model shows headroom to meet all financial obligations throughout the period to 31st August 2024.

The Board consider this to be the most plausible of the scenarios

Downside scenario

Due to the points laid out above, the Board are confident that the amend and extend of the debt facilities will proceed without the need for a Scheme of Arrangement, given the progress as at 13th June 2023, as presented above, however further scenarios have been prepared.

In addition to the revenue and cashflow sensitivities included above, the downside scenario includes the impact of requiring a Scheme of Arrangement to complete the amend and extend of the debt facilities by autumn 2023 and therefore includes a delay in related cashflows, as well as increased professional fees.

In this scenario which the Board consider to be less plausible than the base case scenario, the model shows headroom to meet all financial obligations throughout the period to 31st August 2024.

Extreme downside scenario

The Board believes that this extreme scenario is highly unlikely, based on the information presented above.

In this model, which is considered highly unlikely, the amend and extend of the debt facilities is delayed beyond the RCF repayment date of 30th June 2024. In addition to the sensitivities applied in the downside scenario, we have applied extreme sensitives to cash receipts and interest with no mitigation factors.

When considering this extreme downside scenario, the assumptions and related cashflows, there are points at which, within the period to 31st August 2024, the Group would not have sufficient liquidity within its existing operating cash balances to satisfy all financial obligations including repayment of the revolving credit facility by 30th June 2024 and the minimum monthly liquidity of £25m when tested.

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 the period through to the earlier of 31st August 2024 or the execution of the amendments to the debt facilities described above, 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 scenario, the directors are satisfied that it is implausible that the Group will require more than the fixed amount of support to be provided.

Further, Blackstone Capital Partners (Cayman) VII, LP, has confirmed that for a period through to the earlier of either the 31st August 2024 or the execution of the amendments to the facilities described above, 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.

Going concern (continued)

Extreme downside scenario (continued)

At the time of approval of the financial statements for the year ended 31st January 2022, similar assurances were given by Blackstone Capital Partners (Cayman) VII, LP. The Directors note that the Group did not call upon the commitments made in this letter during the year to 31st January 2023 and to this date.

Accordingly, the directors continue to believe that it is appropriate to prepare the financial statements on a going concern basis.

Post balance sheet events

Financing

Post the balance sheet date, the Board has been in discussions with lenders to negotiate a 3-year extension of its senior credit facilities and certain other amendments to key terms including subordination of shareholder's debt, additional Payment in Kind interest across all debt and a single covenant requirement of a minimum monthly liquidity of £25m. This 3-year extension applies to the Group's senior term facilities as well as its £75m revolving credit facility, which otherwise expires on 30th June 2024, within the going concern period under consideration.

As at 13th June 2023, lenders representing 100% of the Group's senior facilities (including revolving credit facility lenders) entered into a framework agreement under which they agreed to consent to the extension and support its implementation. As such, the Directors consider a fully consensual process as the most likely implementation route given the committed support received to date. The formal process is now being finalised and the extensions and amendments are expected to be complete by the end of June.

Despite having 100% commitment, if following this commitment to the framework agreement any of the Group's lenders do not consent to the extensions and amendments, the Group plans to implement the extensions and amendments by way of a Scheme of Arrangement under Part 26 of the Companies Act 2006. As of 13th June 2023, the Group believes that it has sufficient commitments from lenders under its framework agreement to support, approve and implement the extensions and amendments by way of a scheme. The Directors therefore believe the need for a Scheme of Arrangement is very remote, and have a very high level of confidence that if required, such Scheme of Arrangement would be successful. If required, this scheme is expected to be completed well in advance of the expiry of the revolving credit facility.

Disposals

On 6th April 2023, the Group disposed of the assets relating to the US restaurant event business for a consideration of $500,000. $250,000 in cash has been received, with the balance due on or before 31st January 2024.

Acquisition of non-controlling interests

On 22nd February 2023, the Group acquired the 25% of Leftfield Media LLC not previously owned as per the terms of a put option between the Group and the non-controlling interest.

On 24th May 2023, the Group acquired the 10% of Premium Exhibitions GmbH not previously owned as per the terms of a put option between the Group and the non-controlling interest.

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

L Hannant
Director
13th June 2023

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 and the financial statements in accordance with applicable United Kingdom law and regulations.
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group financial statements in accordance with UK-adopted international accounting standards, and as regards the parent company financial statements, as applied 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.

In preparing these financial statements the directors are required to:

- select suitable accounting policies in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- in respect of the Group financial statements, state whether UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- in respect of the parent company financial statements, state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company and the group 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 the company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.
The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

For the year ended 31st January 2023, 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).

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 and digital 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, and updated in 2021, 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 or weaknesses which we need to do more of or support.

Principle 2 – Board composition

The board of directors, 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 board of directors, 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.

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 executive team and management board who meet regularly at meetings chaired by the Chief Executive Officer. The Executive team consists of Chief Executive Officer, the Executive Chairman, Group Chief Financial Officer and Chief Operating Officer and are responsible for the strategy and direction of the Group. Membership of the management board includes the Group Chief Financial Officer, the Chief Operating Officer, as well as the regional Chief Executive Officers and 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 board of directors 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 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 Legal, Compliance, 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 Group, on a revenue basis. Improvements have been made to the way Group Finance is structured and following the recruitment of key roles over the previous four years, the processes and controls over the Group's financial reporting continue to be improved. 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 management board has ultimate responsibility for the Group's system of internal controls 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 board of directors is given monthly updates on actual and potential strategic initiatives, including acquisitions, focusing on the long-term impact and value creation. At a portfolio level, detailed monthly forecast reviews are used to monitor and drive performance.

The Group's principal risks and uncertainties are presented in the Strategic report (page 2). 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.

Principle 4 – Opportunity and risk (continued)

The board of directors is 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.

With input from stakeholders from Finance, Legal, Company Secretarial, Treasury and Operations, the Directors take responsibility for the oversight of the enterprise risk management policies and practices of the Group's international operations and ownership of the risk-management framework. Work continues within the Group to review the approach to risk, and educate central business risk owners as to the importance of effective risk management. The Board views the implementation of an end-to-end risk-management approach and framework as an evolving process.

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 executive team.

The Group is committed to offering competitive remuneration packages, enhanced by employee benefits, bonus/incentive schemes and an equity settled share based compensation plan 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.

The Group reported 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 16.

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 during the financial year various initiatives launched in 2020 have been continued in order to drive positive change in this area. We continue to hold employee diversity forums.

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 shareholder, 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 pages 13 to 15.

Principle 6 – Stakeholders (continued)

We are committed to investing in engaging with our key stakeholders. Taking our employees as an example, we hold employment engagement surveys, as well as undertaking a number of Group, local departmental, portfolio and office initiatives.

By order of the Board

L Hannant
Director
13th June 2023

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

Opinion

In our opinion:

- Comet Bidco Limited's group financial statements and parent company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the parent company's affairs as at 31 January 2023 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Comet Bidco Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31st January 2023 which comprise:

Group	Parent company
Consolidated statement of financial position as at 31st January 2023	Statement of financial position as at 31st January 2023
Consolidated income statement for the year then ended	Statement of changes in equity for the year then ended
Consolidated statement of other comprehensive income for the year then ended	Cashflow statement for the year then ended
Consolidated statement of changes in equity for the year then ended	Related parent company notes within the financial statements including a summary of significant accounting policies
Consolidated cashflow statement for the year then ended	
Related notes 1 to 29 to the financial statements, including a summary of significant accounting policies	

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We 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 as applied to listed entities, 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- We obtained an understanding of the directors' approach to their going concern assessment and how relevant key factors were identified and considered in the assessment.

- We obtained management's going concern assessment, including forecast of EBITDA (Earnings before interest, taxes, depreciation and amortisation), cashflows and covenant calculations for the going concern assessment period which covers the period to 31 August 2024. The Group has modelled a downside stress scenario in the forecasts to incorporate plausible adverse changes to the trading performance of the Group.

- We understood and challenged the key assumptions including reductions in revenues for future events, cash receipts and management of working capital in the Group's downside stress scenario and assessed these in the context of historical and current trading performance outlook across the key trading regions, including the relevant financial covenants associated with the group's financing arrangements. We considered the appropriateness of the methods used to determine the forecasts, including assessing management's historical forecasting accuracy, and tested the calculations within them in order to determine that the forecasts were adequate to support the directors' going concern assessment.

- The Group's borrowing facilities contain financial covenants, notably a minimum monthly liquidity of £25m until 31 March 2024 and subsequently leverage covenants tested quarterly for the remaining going concern assessment period. We have assessed the appropriateness of the calculation of these covenants in management's base case and the downside stress scenario forecast.

- We performed our own reverse stress test on the group's cashflows forecast, including assessing the likelihood of breaching the financial covenants during the going concern period.

- The Group's revolving credit facility (RCF) matures on 30 June 2024. We obtained an understanding of the ongoing Amend and Extend process of the existing debt facilities, including the RCF, by having detailed discussions with management's advisors and involving our corporate finance specialist. We challenged management in relation to delays in the Amend and Extend process in case there is a need for a Scheme of Arrangement, following which management modelled this delay in their cashflow forecast, their extreme scenario. We have obtained independent confirmation from the brokers that 100% of the lenders have entered into a framework agreement to agree to consent to the extension of the facilities.

- As a result, we note that the Group is reliant upon the support from their indirect-controlling shareholder, who has provided a letter confirming that, for a period through to 31 August 2024, it will provide support to the group up to a fixed amount, if required. We have performed stress testing to determine the fixed amount is sufficient and that it is not plausible that the Group could need support in excess of the fixed amount. We considered the ability of the shareholder to provide the support as noted within the letter. This involved confirming the liquidity of the indirect-controlling shareholder fund holding the investment in the Group, ensuring there was no restriction on the amounts committed to in the letter and ensuring there was not a liquidity shortfall in the fund due to an over-commitment of funds to other external entities.

- We reviewed the company's going concern disclosures included in the financial statements in order to assess whether the disclosures were appropriate and in accordance with UK-adopted international accounting standards.

Going concern has also been determined to be a key audit matter.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and parent company's ability to continue as a going concern for a period until 31 August 2024.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group and parent company's ability to continue as a going concern.

Overview of our audit approach

Audit scope	• We performed an audit of the complete financial information of three components and audit procedures on specific balances for a further one component. • The components where we performed full or specific audit procedures accounted for 92% of operating expenses, 92% of Revenue and 93% of Total assets.
Key audit matters	• Revenue Recognition - this risk relates to early recognition of event revenue where the event has not yet traded. For non-event revenue, the risk relates to early recognition of online advertising revenue rather than on a straight-line basis over the advertisement period, and for print & media advertising which have not yet been published. • Impairment of Goodwill and Other Intangible Assets- given the uncertainties over future trading caused by the pandemic and possible economic downturn, brands and sectors may not achieve the anticipated business performance to support their carrying value. This could lead to an impairment charge that has not been recognised by management. • Going concern – this risk relates to the appropriateness of the financial statements being prepared on a going concern basis in light of the continuing impact from COVID-19 on the group's operations and liquidity position.
Materiality	• Overall group materiality of £3.0m which represents 3% of operating expenses.

An overview of the scope of the parent company and group audits

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account size, risk profile, the organisation of the group and effectiveness of group wide controls, changes in the business environment and other factors when assessing the level of work to be performed at each company.

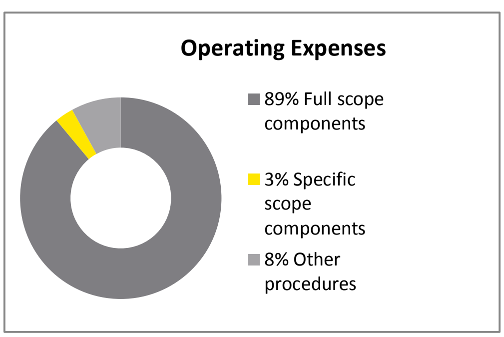
In assessing the risk of material misstatement to the Group financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, of the eight reporting components of the Group, we selected four components covering entities within United Kingdom, United States, Hong Kong and Germany, which represent the principal business units within the Group.

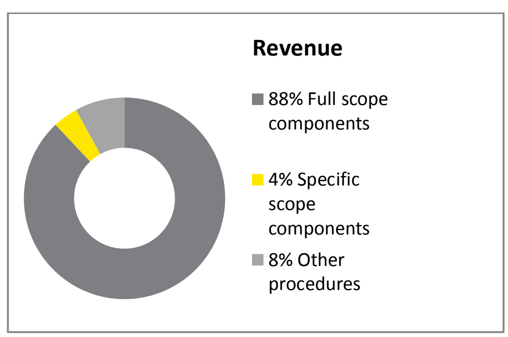
Of the four components selected, we performed an audit of the complete financial information of three components (“full scope components”) which were selected based on their size or risk characteristics. For the remaining one component (“specific scope components”), we performed audit procedures on specific accounts within that component that we considered had the potential for the greatest impact on the significant accounts in the financial statements either because of the size of these accounts or their risk profile.

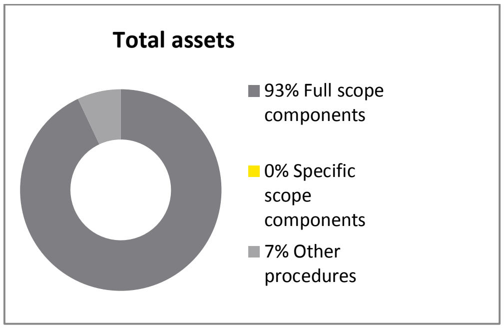
The reporting components where we performed audit procedures accounted for 92% (2022: 88%) of the Group’s operating expenses, 92% (2022: 85%) of the Group’s Revenue and 93% (2022: 97%) of the Group’s Total assets. For the current year, the full scope components contributed 89% (2022: 84%) of the Group’s operating expenses, 88% (2022: 75%) of the Group’s Revenue and 93% (2022: 97%) of the Group’s Total assets. The specific scope component contributed 3% (2022: 4%) of the Group’s operating expenses, 4% (2022: 14%) of the Group’s Revenue and 0% (2022: 1%) of the Group’s Total assets. The audit scope of these components may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant accounts tested for the Group.

Of the remaining 4 components that together represent 8% of the Group’s operating expenses, none are individually greater than 3% of the Group’s operating expenses. For these components, we performed other procedures, including analytical review, testing of consolidation journals and intercompany eliminations and foreign currency translation recalculations to respond to any potential risks of material misstatement to the Group financial statements.

The charts below illustrate the coverage obtained from the work performed by our audit teams.







Changes from the prior year

The key change compared to the prior year is that the US full scope component included that all US entities as compared to just Clarion Events Inc (full scope in 2022) and Insuretech LLC (specific scope in 2022) in the prior year. In addition, the UK full scope component included fourteen entities as compared to eight in 2022.

Involvement with component teams

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the primary audit engagement team, or by component auditors from other EY global network firms operating under our instruction. Of the three full scope components, audit procedures were performed on two of these by the component audit team, with the primary team performing the audit procedures on the UK full scope component. For the specific scope component, where the work was performed by component auditors, we determined the appropriate level of involvement to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the Group as a whole.

The Group audit team continued to follow a programme of planned visits that has been designed to ensure that the Senior Statutory Auditor visits during the audit cycle were appropriate. During the current year's audit cycle, visits were undertaken by the primary audit team to the component teams in the US, and Hong Kong. These visits involved discussing the audit approach with the component team and any issues arising from their work, meeting with local management, attending the local closing meetings and reviewing relevant audit working papers on risk areas and any other key audit matters disclosed in their interoffice opinions. The primary team interacted regularly with the component teams where appropriate during various stages of the audit, reviewed relevant working papers and were responsible for the scope and direction of the audit process. This, together with the additional procedures performed at Group level, gave us appropriate evidence for our opinion on the Group financial statements.

Climate change

There has been increasing interest from stakeholders as to how climate change will impact companies. The group has determined that in the short term they do not consider there to be a significant risk given the strength of the group's return to live events and rebooks for events to be held in the next financial year. The group have also noted they are in the process of evaluating the longer-term impact from climate change, with a current view of this having limited risk as the industry will continue to rely on physical presence at events which is beneficial for customers and their impact on the environment, and the mass gathering of buyers and sellers in a single location during large industry events. This is explained on page 13 in the strategic report which forms part of the "Other information," rather than the audited financial statements. Our procedures on these disclosures therefore consisted of considering whether they are materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated.

Our audit effort in considering climate change was focused on evaluating management's assessment that there is not a significant impact of climate change risk, and that no issues were identified that would impact the carrying values of intangible assets and goodwill or have any other impact on the financial statements as disclosed on page 84.

Whilst the group have stated their commitment to the aspirations of the Paris Agreement to achieve net zero emissions by 2050, the group are currently unable to determine the full future economic impact on their business model, operational plans, and customers to achieve this and therefore as set out above the potential impacts are not fully incorporated in these financial statements.
We also challenged the Directors' considerations of climate change risks in their assessment of going concern and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.
Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters. In addition to going concern, we have determined the matters described below to be the key audit matters to be communicated in our report:

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Revenue recognition (Revenue: £257.0m recorded in FY23, compared to £171.0m recorded in FY22) Revenue recognition is described in note 1 to the consolidated financial statements. The group recognises revenue from a variety of sources among the different business areas, including Live event organisation, Digital event organisation, databases and publications and also non-digital databases and publications. The nature of the risk associated with the accurate recording of revenue varies. For event revenue, this risk relates to the early recognition of event revenue where the event has not yet traded. For non-event revenue,	We performed full and specific scope audit procedures over revenue in four components, which covered 92% of revenue. We performed procedures to address the specific risk in each business area. Our procedures in this area included, among others: (i) We gained an understanding through a walkthrough of the process and controls management has in place over the revenue recognition process across each material category of revenue. (ii) Execution of data analytics procedures, to identify those revenue journals for which the corresponding entry was not	We reported no material adjustments to those charged with governance from the procedures performed to address this risk.

the risk relates to early recognition of online advertising revenue rather than on a straight-line basis over the advertisement period, and for print & media advertising which have not yet been published. We recognise that revenue is a key metric upon which the group is judged in terms of post COVID-19 event recovery targets. We have determined that there is a risk in each of the business areas related to the opportunity to commit fraud in the respective revenue streams through manual adjustments or override of controls by management.	deferred revenue, trade receivables and cash. (iii) Testing a sample of transactions around period end to test that revenue was recorded in the correct period; (iv) Testing a sample of cash receipts to: a) Bank statement b) sales invoice, c) customer contract d) event timetable/website, to ensure revenue is recognised in the correct year; and (v) Using data extracted from the accounting system, we tested the appropriateness of journal entries impacting revenue, as well as other adjustments made in the preparation of the financial statements. We considered the validity of unusual journals such as those posted outside of expected hours, or by unexpected individuals and for large or unusual amounts. (vi) Evaluating the adequacy of the revenue disclosures in line with the requirements of IFRS 15. The procedures we performed over the remaining 8% of revenue included analytical review of year over year movements in revenue, in addition to performing the same procedures listed above for 7%, comprising three additional components tested by the primary team.	

Impairment of Goodwill and Other Intangible Assets At 31 January 2023, the carrying value of Intangible assets including Goodwill pre-impairment is £802.9m (2022: £691.0m), recorded on business combinations in previous years. Impairment recognised in FY23 of £39.6m (2022: £26.2m) and £18.2m impairment due to discontinued shows (recognised as a loss on disposal). Goodwill must be tested annually for impairment, while for other intangible assets the continued uncertainties over the current economic environment caused by the ongoing impact of the Coronavirus pandemic and increased inflation, has been identified as an indicator of impairment. Impairment for Intangible assets (trade names and customer relationships) are tested on the basis of each individual cash generating unit (CGU) – an individual brand made up of various shows. For Goodwill the testing is performed at the relevant group of CGUs that benefit from the goodwill. There is a risk that, given the uncertainties over future trading caused by Coronavirus and possible economic downturn, brands may not achieve the anticipated business performance to support their carrying value. This could lead to an impairment charge that has not been recognised by management. Significant judgement is required in forecasting future cash flows of each brand, the long-term growth rate, and the rate at which cash flows are discounted.	Our procedures in this area included, among others: (i) We gained an understanding through a walkthrough of the process and controls management has in place over the impairment process. (ii) We obtained management's assessment and validated that the methodology of the impairment exercise is consistent with the requirements of IAS 36 Impairment of Assets, including appropriate identification of cash generating units. (iii) We confirmed the mathematical accuracy of the models. (iv) We performed procedures in relation to the key assumptions being reductions in revenues for future events and management of working capital, including cash receipts and refunds, for the intangible assets (goodwill) impairment review: (vi) We analysed management's forecasts underlying the impairment review against past and current performance and external future economic forecasts. (vii) We critically challenged and assessed the reasonableness of management's recovery assumptions and post COVID-19 assumptions with the assistance of our EY sector specialists to search for contradictory evidence. (viii) We also performed a sensitivity analysis based on reasonable possible changes to key assumptions determined by management being reductions in revenues for future events and management of working capital,	We reported to those charged with governance material adjustments in this risk area relating to the impairment of intangible assets, which has been corrected by management resulting in the impairment charge of £57.8m (including impairment for discontinued shows). We highlighted that a reasonably possible change in certain key assumptions including sales forecasts and risk adjustment factors could lead to material additional impairment charges. We concluded appropriate disclosures had been included by management for the above assumptions.

	including cash receipts and refunds. (ix) We engaged our EY internal specialists to independently calculate the discount rate in reference to industry and market benchmarks and compared it to the discount rate applied in the models by management. (x) We assessed the disclosures in notes to the financial statements against the requirements of IAS 36 Impairment of Assets, in particular the requirement to disclose further sensitivities for CGUs where a reasonably possible change in a key assumption would cause an impairment.	

These are consistent to the key audit matters reported in the prior year.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality
The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group to be £3.0 million (2012: £2.9 million), which is 3% (2012: 3%) of operating expenses. We believe that operating expenses provides us with the most relevant basis applicable to the group as the current indirect controlling shareholder focus during the downturn resulting from COVID-19 is on cash flow.

We determined materiality for the Parent Company to be £3.0 million (201x: £2.9 million), which is 3% (2012: 3%) of operating expenses.

Performance materiality
The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 50% (2022: 75%) of our planning materiality, namely £1.5m (2022: £2.2m). We have set performance materiality at this percentage taking into account the effectiveness of the control environment and other factors affecting the company and its financial reporting. The percentage has reduced from 2022 due to the results of our testing from the 2022 audit, and hence our expectation that there is a higher likelihood of misstatements.

Audit work at component locations for the purpose of obtaining audit coverage over significant financial statement accounts is undertaken based on a percentage of total performance materiality. The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was £0.3m to £1.0m (2022: £0.4m to £1.3m).

Reporting threshold
An amount below which identified misstatements are considered as being clearly trivial.

We agreed with those charged with governance that we would report to them all uncorrected audit differences in excess of £0.15m (2012: £0.15m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

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 contained within the annual report.

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.

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

- We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept 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 directors' responsibilities statement, 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 and 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and Company and determined that the most significant, which are directly relevant to specific assertions in the financial statements, are those that relate to the reporting framework (UK adopted International Accounting Standards, FRS 101 and the Companies Act 2006) and the relevant tax compliance regulations in the jurisdictions in which the Group operates. In addition, we concluded that there are certain significant laws and regulations in relation to health and safety, employee matters, environmental matters and anti-bribery and corruption practices across the various jurisdictions in which the Group operates.

- We understood how the Group and Company is complying with those frameworks by making enquiries of management including those responsible for legal and compliance procedures and the Company Secretary. We corroborated our enquiries through our review of papers provided to the Board, and consideration of the results of our audit and noted that there was no contradictory evidence.
- We assessed the susceptibility of the Group and Company's financial statements to material misstatement, including how fraud might occur by meeting with management and those charged with governance to understand where it considered there was susceptibility to fraud; discussing the matter with those charged with governance; reviewing documentation of the Group's policies and procedures including the Group Code of Conduct. We also considered performance targets and whether they might influence management to manipulate revenue and/or operating results. We also performed risk assessment analytical procedures and identified sources and types of journal entries in the company's financial processes. As a result, we identified fraud risks relating to manipulation of revenue and expense through management override of controls.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations identified above and respond to the identified risk. Our audit procedures involved: journal entry testing, with a focus on journals meeting our defined risk criteria based on our understanding of the business; enquiries of Group management, legal counsel, component management and those charged with governance; reviewing whistleblowing incidences for those with a financial reporting impact; and in relation to any suspected fraud or non-compliance with laws and regulations, we reviewed how management responded to this, including remediation actions, and reviewed relevant investigations undertaken with support from our internal specialists; and if any instances of potential non-compliance with laws and regulations were identified, these were communicated to the relevant local EY teams who performed audit procedures, supplemented by audit procedures performed at the group level.

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.

DocuSigned by:
Ernst & Young LLP
9C51FB1E996F4B3...

Cameron Cartmell (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
14 June 2023

CONSOLIDATED INCOME STATEMENT

For the year ended 31st January	Notes	2023 £000	2022 Restated* £000
Continuing operations			
Revenue	4	**257,049**	**171,398**
Cost of sales		(125,574)	(85,307)
Gross profit		**131,475**	**86,091**
Other income		1,120	1,893
Administrative expenses		(107,188)	(109,394)
Amortisation of acquired intangible assets	12	(35,971)	(34,605)
Impairment	12,14	(39,595)	(26,201)
Operating loss	5	**(50,159)**	**(82,216)**
Finance costs	7	(116,646)	(85,286)
Share of profit of joint ventures (before tax)	8	100	197
Loss before taxation		**(166,705)**	**(167,305)**
Taxation	9	18,245	11,056
Loss from continuing operations		**(148,460)**	**(156,249)**
(Loss)/profit from discontinued operations	10	(17,330)	408
Loss for the year		**(165,790)**	**(155,841)**
Attributable to:			
Equity shareholders of the parent company		(165,323)	(156,662)
Non-controlling interests	8	(467)	821
Loss for the year		**(165,790)**	**(155,841)**

* See note 3 for details regarding the restatement.

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

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

For the year ended 31st January	Notes	2023 £000	2022 Restated* £000
Loss for the year		**(165,790)**	**(155,841)**
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		19,117	(1,062)
Movement from translation reserve to P&L on disposal of foreign operation		674	(20)
Other comprehensive expense for the year		19,791	(1,082)
Total comprehensive expense for the year		**(145,999)**	**(156,923)**
Attributable to:			
Equity shareholders of the parent company		(145,982)	(157,246)
Non-controlling interests	8	(17)	323
		(145,999)	**(156,923)**

* See note 3 for details regarding the restatement.

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

COMPANY NO: 10866972

At 31st January	Notes	2023 £000	2022 Restated* £000
Goodwill	12	487,807	491,512
Other intangible assets	12	293,971	334,341
Property, plant and equipment	13	4,089	3,590
Right-of-use assets	14	11,706	13,964
Investments accounted for using the equity method	8	933	1,027
Trade and other receivables	17	2,762	4,939
Deferred tax assets	15	59,461	44,423
Non-current assets		**860,729**	**893,796**
Inventory		617	510
Trade and other receivables	17	63,832	48,239
Income tax receivable		1,509	2,739
Cash and cash equivalents		44,099	38,729
Current assets		**110,057**	**90,217**
Total assets		**970,786**	**984,013**
Financial liabilities - borrowings	18.2	(1,055,553)	(968,866)
Deferred tax liabilities	15	(67,876)	(66,123)
Lease liabilities	19	(9,159)	(12,107)
Provisions	20	-	(362)
Other financial liabilities	18.3	(5,016)	(12,761)
Non-current liabilities		**(1,137,604)**	**(1,060,219)**
Deferred revenue		(172,458)	(130,973)
Trade and other payables	21	(44,766)	(33,992)
Income tax payable		(2,934)	(2,536)
Financial liabilities - borrowings	18.2	(175,307)	(156,124)
Lease liabilities	19	(4,314)	(3,511)
Provisions	20	(884)	(848)
Other financial liabilities	18.3	(13,489)	(25,596)
Current liabilities		**(414,152)**	**(353,580)**
Total liabilities		**(1,551,756)**	**(1,413,799)**
Net liabilities		**(580,970)**	**(429,786)**

At 31st January	Notes	2023 £000	2022 Restated* £000
Equity			
Share capital	22	70,000	70,000
Share premium	22	9,098	9,098
Capital contribution reserve	22	73,688	73,688
Share based payments reserve	23	10,052	15,237
Translation reserve	22	20,508	1,167
Deficit in retained earnings	22	(765,921)	(600,598)
Equity attributable to shareholders of the parent company		**(582,575)**	**(431,408)**
Non-controlling interest	8	1,605	1,622
Total equity		**(580,970)**	**(429,786)**

* See note 3 for details regarding the restatement.

The financial statements on pages 45 to 113 were approved by the board of directors on 13th June 2023 and were signed on its behalf by:

L Hannant
Director

PARENT COMPANY STATEMENT OF FINANCIAL POSITION — COMPANY NO: 10866972

At 31st January	Notes	2023 £000	2022 Restated* £000
Investments	16	323,696	163,843
Trade and other receivables	17	702,201	634,147
Non-current assets		**1,025,897**	**797,990**
Trade and other receivables	17	13,493	18,201
Cash and cash equivalents		246	3,817
Current assets		**13,739**	**22,018**
Total assets		**1,039,636**	**820,008**
Financial liabilities - borrowings	18.2	(729,102)	(671,116)
Financial liabilities - borrowings due to Group undertakings	18.2	(362,664)	(316,690)
Non-current liabilities		**(1,091,766)**	**(987,806)**
Financial liabilities - borrowings	18.2	(172,076)	(150,017)
Trade and other payables	21	(9,417)	(14,925)
Current liabilities		**(181,493)**	**(164,942)**
Total liabilities		**(1,273,259)**	**(1,152,748)**
Net liabilities		**(233,623)**	**(332,740)**
Equity			
Share capital	22	70,000	70,000
Share premium	22	9,098	9,098
Capital contribution reserve	22	73,688	73,688
Share based payments reserve	23	2,000	6,619
Retained earnings	22	(388,409)	(492,145)
Total equity		**(233,623)**	**(332,740)**

PARENT COMPANY INCOME STATEMENT AT 31ST JANUARY 2023

No income statement is presented for Comet Bidco Limited as permitted under section 408 of the Companies Act 2006. The parent company's profit for the year ended 31st January 2023 is £103.7 million (2022 restated: loss of £134.2 million).

The financial statements on pages 45 to 113 were approved by the board of directors on 13th June 2023 and were signed on its behalf by:

L Hannant
Director

COMET BIDCO LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Notes	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 31st January 2021 (as previously reported)		**70,000**	**9,098**	**73,688**	**14,172**	**1,617**	**(436,750)**	**4,889**	**(263,286)**
Prior year restatement		-	-	-	-	86	(8,858)	-	(8,772)
At 31st January 2021 (restated)*		**70,000**	**9,098**	**73,688**	**14,712**	**1,703**	**(445,608)**	**4,889**	**272,058**
Loss for the year (restated)*		-	-	-	-	-	(156,662)	821	(155,841)
Exchange differences (restated)*		-	-	-	(48)	(516)	-	(498)	(1,062)
Movement from translation reserve to P&L on disposal of foreign operation		-	-	-	-	(20)	-	-	(20)
Total comprehensive income		-	-	-	(48)	(536)	(156,662)	323	(156,923)
Redemption/(grant) of put options over non-controlling interests		-	-	-	-	-	588	(2,506)	(1,918)
Share based payment expense	23	-	-	-	1,113	-	-	-	1,113
Other movements in non-controlling interests		-	-	-	-	-	1,031	(1,031)	-
Non-controlling interests acquired	11	-	-	-	-	-	53	(53)	-
At 31st January 2022 (restated)*		**70,000**	**9,098**	**73,688**	**15,237**	**1,167**	**(600,598)**	**1,622**	**(429,786)**
Loss for the year		-	-	-	-	-	(165,323)	(467)	(165,790)
Exchange differences		-	-	-	-	18,667	-	450	19,117
Movement from translation reserve to P&L on disposal of foreign operation		-	-	-	-	674	-	-	674
Total comprehensive income		-	-	-	-	19,341	(165,323)	(17)	(145,999)
Share based payment expense/(settlement)	23	-	-	-	(5,185)	-	-		(5,185)
At 31st January 2023		**70,000**	**9,098**	**73,688**	**10,052**	**20,508**	**(765,921)**	**1,605**	**(580,970)**

* See note 3 for details regarding the restatement.

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 31st January 2021 (as previously reported)		**70,000**	**9,098**	**73,688**	**6,176**	**(174,991)**	**(16,029)**
Prior year restatement						(182,913)	(182,983)
At 31st January 2021 (restated*)		70,000	9,098	73,688	6,176	(357,904)	(198,942)
Loss for the year (restated)*		-	-	-	-	(134,241)	(134,241)
Total Comprehensive Income		-	-	-	-	(134,241)	(134,241)
Share based payment expense		-	-	-	443	-	443
At 31st January 2022 (restated*)		**70,000**	**9,098**	**73,688**	**6,619**	**(492,145)**	**(332,740)**
Loss for the year		-	-	-	-	103,736	103,736
Total comprehensive expense		**-**	**-**	**-**	**-**	103,736	103,736
Share based payment expense	23	-	-	-	(4,619)	-	(4,619)
At 31st January 2023		**70,000**	**9,098**	**73,688**	**2,000**	**(388,409)**	**(233,623)**

* See note 3 for details regarding the restatement.

CONSOLIDATED CASHFLOW STATEMENT

For the year ended 31st January	Notes	2023 £000	2022 Restated* £000
Cashflow from operating activities			
Loss before tax		(166,705)	(167,305)
Adjusted for:			
Finance costs	7	116,646	85,286
Share of profit of joint ventures (before tax)	8	(100)	(197)
Operating loss from continuing operations		(50,159)	(82,216)
Operating loss from discontinued operations	10	(17,330)	606
Total operating loss		(67,489)	(81,610)
Adjusted for:			
Amortisation of intangible assets	12	35,971	34,605
Depreciation of property, plant and equipment	13	1,806	1,977
Depreciation of right-of-use assets	14	4,489	5,554
Impairment	12, 14	39,595	26,201
Change in fair value of financial instruments	18.4	(10,159)	4,240
Grant of put options over non-controlling interests	18.4	-	5,302
Share based payments	23	4,866	1,113
Loss on disposal of subsidiary		16,437	(325)
Distribution to non-controlling interests	8	1,736	-
Working capital movements:			
Change in inventories		(62)	45
Change in receivables		(12,132)	(4,125)
Change in payables		36,892	(21,254)
		51,950	(28,277)
Bank interest paid	18.7	(43,733)	(31,929)
Payment of lease liabilities - interest	19	(1,019)	(868)
Tax received - UK		1,179	702
Tax paid - overseas		(575)	(4,006)
Cash inflow/(outflow) from operating activities		**7,802**	**(64,378)**
Cashflow from investing activities			
Purchase of property, plant and equipment	13	(2,015)	(2,299)
Consideration in respect of prior period acquisitions		-	(838)
Disposal of subsidiaries, net of cash sold	10	500	(668)
Purchase of trade and assets		-	(434)
Cash outflow from investing activities		**(1,515)**	**(4,239)**

CONSOLIDATED CASHFLOW STATEMENT (CONTINUED)

For the year ended 31st January	Notes	2023 £000	2022 Restated* £000
Cashflow from financing activities			
Proceeds from borrowings	18.7	19,684	19,664
Proceeds from the related party	21	3,190	-
Repayment of borrowings	18.7	(3,321)	(2,975)
Payment of lease liabilities - principal	19	(4,006)	(5,116)
Acquisition of non-controlling interests	11	(17,112)	-
Distribution to non-controlling interests	8	(1,736)	-
Cash (outflow)/inflow from financing activities		**(3,301)**	**11,573**
Net increase/(decrease) in cash and cash equivalents		2,986	(57,044)
Exchange differences		2,384	741
Cash and cash equivalents brought forward		38,729	95,032
Cash and cash equivalents carried forward		**44,099**	**38,729**
Analysis of cash and cash equivalents			
Cash at bank and in hand		**44,099**	**38,729**

* See note 3 for details regarding the restatement.

COMET BIDCO LIMITED

PARENT COMPANY CASHFLOW STATEMENT

For the year ended 31st January	Notes	2023 £000	2022 restated £000
Cashflow from operating activities			
Loss before tax		101,851	(138,422)
Adjusted for:			
Finance costs		71,485	60,057
Operating loss		173,336	(78,365)
Share based payment expense	23	(4,619)	443
Impairment of investment	16	(159,853)	30,976
Impairment of intercompany loans receivable		(15,235)	52,372
Working capital movements:			
Change in receivables		12,507	(15,291)
Change in payables		(8,524)	10,711
		(2,388)	846
Bank interest paid	18.7	(21,932)	(23,427)
Tax paid		624	(6,782)
Cash (outflow) from operating activities		**(23,696)**	**(29,363)**
Cashflow from investing activities			
Cash outflow from investing activities		-	-
Cashflow from financing activities			
Proceeds from external borrowings	18.7	21,168	19,664
Proceeds from Group undertakings		23,689	3,758
Payments made to Group undertakings		(25,552)	(45,596)
Cash inflow from financing activities		**19,305**	**(22,174)**
Net (decrease)/increase in cash and cash equivalents		(4,391)	(51,537)
Cash and cash equivalents brought forward		3,817	55,707
Exchange differences		820	(353)
Cash and cash equivalents carried forward		**246**	**3,817**
Analysis of cash and cash equivalents			
Cash at bank and in hand		**246**	**3,817**

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 2023 were authorised for issue in accordance with a resolution of the directors on 13th June 2023. Comet Bidco Limited is a company limited by shares and 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 on page 2.

1.2 Basis of preparation

These consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards.

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. In these financial statements, the Company has applied exemptions available under FRS 101 including in respect of presenting the balance sheet as at 31st January 2021;

In preparing the financial statements, the management have considered the impact of the physical and transition risks of climate change and identified this as a an emerging risk as set out on page 14 but have concluded that it does not have a material impact on the carrying values of Intangible Assets and Goodwill in these financial statements as at 31st January 2023.

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

Going concern

The Group, like many others across the industry, was impacted by COVID-19 and the associated restrictions over international travel and mass gatherings through calendar 2020 and 2021. Our business returned to near normal across EMEA and the US throughout the financial year ended 31st January 2023. Although we have seen recovery in Asia since the year end, the return to normal lagged behind the rest of the world. The directors have confidence in the strength of the business across all geographies and our forward looking business plans.

As at 31st January 2023, the Group had cash balances of £44.1m. The annual budget and the detailed forward looking models, which were approved early in 2023 and cover the period through to 31st August 2024. This budget and cashflow forecast was used as a base case for the purposes of going concern and cashflow modelling.

As at 30th April 2023, the Group had cash balances of £67.8m. The business is performing significantly ahead of the original budget and cashflow forecast. Forward bookings are ahead of pre-COVID comparatives.

In making the going concern assessment, the directors have made current consideration of the potential impact of a number of macro and micro-factors on the cashflows and liquidity of the Group. This includes a review of the availability of the debt facilities and the related banking covenants consisting of minimum monthly liquidity of £25m until 31st March 2024 moving to quarterly leverage covenant from 30th April 2024, as well as the business activities of the Group over the period to 31st August 2024.

1. ACCOUNTING POLICIES (CONTINUED)

1.3 Going concern (continued)

Amend and extend of debt facilities

Post the balance sheet date, the Board has been in discussions with lenders to negotiate a 3-year extension of its senior credit facilities and certain other amendments to key terms including subordination of shareholder's debt, additional Payment in Kind interest across all debt and a single covenant requirement of a minimum monthly liquidity of £25m. This 3-year extension applies to the Group's senior term facilities as well as its £75m revolving credit facility, which otherwise expires on 30th June 2024, within the going concern period under consideration.

As at 13th June 2023, lenders representing 100% of the Group's senior facilities (including revolving credit facility lenders) entered into a framework agreement under which they agreed to consent to the extension and support its implementation. As such, the Directors consider a fully consensual process as the most likely implementation route given the committed support received to date. The formal process is now being finalised and the extensions and amendments are expected to be complete by the end of June.

Despite having 100% commitment, if following this commitment to the framework agreement any of the Group's lenders do not consent to the extensions and amendments, the Group plans to implement the extensions and amendments by way of a Scheme of Arrangement under Part 26 of the Companies Act 2006. As of 13th June 2023, the Group believes that it has sufficient commitments from lenders under its framework agreement to support, approve and implement the extensions and amendments by way of a scheme. The Directors therefore believe the need for a Scheme of Arrangement is very remote, and have a very high level of confidence that if required, such Scheme of Arrangement would be successful. If required, this scheme is expected to be completed well in advance of the expiry of the revolving credit facility.

Base case scenario

As detailed above, the base case has been built using the Board approved budget for the period and other forward looking budget and cashflow information. Although the Board has confidence in the base case and the robust assumptions on which it is built, it has reviewed and challenged the modelling undertaken and stress-tested the model by sensitising revenue and margin for some of the weaker performing sectors.

In this base case scenario, it is assumed that the amend and extend of the debt facilities is completed by summer 2023. The model has been stressed by applying a reduction in the revenues and cash receipts for two of the weaker sectors in which we operate, reflecting the macro economic risks over which we have no direct control.

In addition, an uplift has been applied to the forward rate curves to increase interest costs in the going concern period.

The model shows headroom to meet all financial obligations throughout the period to 31st August 2024.

The Board consider this to be the most plausible of the scenarios.

Downside scenario

Due to the points laid out above, the Board are confident that the amend and extend of the debt facilities will proceed without the need for a Scheme of Arrangement, given the progress as at 13th June 2023, as presented above, however further scenarios have been prepared.

In addition to the revenue and cashflow sensitivities included above, the downside scenario includes the impact of requiring a Scheme of Arrangement to complete the amend and extend of the debt facilities by autumn 2023 and therefore includes a delay in related cashflows, as well as increased professional fees.

In this scenario which the Board consider to be less plausible than the base case scenario, the model shows headroom to meet all financial obligations throughout the period to 31st August 2024.

2. ACCOUNTING POLICIES (CONTINUED)

1.3 Going concern (continued)

Extreme downside scenario

The Board believes that this extreme scenario is highly unlikely, based on the information presented above.

In this model, which is considered highly unlikely, the amend and extend of the debt facilities is delayed beyond the RCF repayment date of 30th June 2024. In addition to the sensitivities applied in the downside scenario, we have applied extreme sensitives to cash receipts and interest with no mitigation factors.

When considering this extreme downside scenario, the assumptions and related cashflows, there are points at which, within the period to 31st August 2024, the Group would not have sufficient liquidity within its existing operating cash balances to satisfy all financial obligations including repayment of the revolving credit facility by 30th June 2024 and the minimum monthly liquidity of £25m when tested.

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 the period through to the earlier of 31st August 2024 or the execution of the amendments to the debt facilities described above, 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 scenario, the directors are satisfied that it is implausible that the Group will require more than the fixed amount of support to be provided.

Further, Blackstone Capital Partners (Cayman) VII, LP, has confirmed that for a period through to the earlier of either the 31st August 2024 or the execution of the amendments to the facilities described above, 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.

At the time of approval of the financial statements for the year ended 31st January 2022, similar assurances were given by Blackstone Capital Partners (Cayman) VII, LP. The Directors note that the Group did not call upon the commitments made in this letter during the year to 31st January 2023 and to this date.

Accordingly, 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. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

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.

3. 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.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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 Discontinued operations

The Group classifies disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Disposal groups held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

A disposal group qualifies as a discontinued operation if it is a component of an entity that either has been disposed of or is classified as held for sale and:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

1. ACCOUNTING POLICIES (CONTINUED)

1.6 Discontinued operations (continued)

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss.

Additional disclosures are provided in note 10. All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

1.7 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.

1.8 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. All values are rounded to the nearest thousand (£000), except when otherwise indicated.

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 translation difference has been recognised.

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. ACCOUNTING POLICIES (CONTINUED)

1.9 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. Payment terms come into force once the relevant performance obligations have been satisfied.

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. Cancellation revenue is also included in “revenue”.

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.

Digital revenue is recognised when the performance obligations detailed in the associated contract have been fulfilled.

Revenue relating to barter transactions is recorded at stand-alone selling prices and material measured at fair value for services provided.

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.

Any advanced receipts from customers received prior to the performance obligation to which they relate are recognised as deferred income in the balance sheet until the related performance obligation is met. The timing difference here would be in line with IFRS 15’s (Revenue from customers with contracts) contract liability. Whereas in the instance of any cash received after the performance obligation has been met would be classified as a contract asset (accrued income). Contract liabilities will be derecognised from the statement of financial position as performance obligations are met. Contract assets are derecognised when cash is received from the customer after the recognition of revenue.

1.10 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Grants received are deducted against the related expense on a systematic basis over the periods that the costs, for which they are intended to compensate, are expensed.

1.11 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.

4. ACCOUNTING POLICIES (CONTINUED)

1.11 Taxes (Continued)

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.

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 relate 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.

1.12 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.

1.13 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. Inventory often consists of event related marketing materials.

1.14 Prepaid event costs

Prepaid event costs relating to future events are deferred and only expensed once the event has taken place. In an instance where the event does not take place, and there is no opportunity to recoup prepaid event costs, these will also be expensed, if it considered a sunk cost.

1. ACCOUNTING POLICIES (CONTINUED)

1.15 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 administrative 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.

The group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment and cars that are considered of low value.

Lease payments on short-term leases and leases of low-value assets (less than £5,000) are recognized as expense on a straight-line basis over the lease term.

1.16 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 groups of cash generating units (CGUs), refer to as Sectors, 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 Sectors.

1. ACCOUNTING POLICIES (CONTINUED)

1.16 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 Sector'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 Group's operating Sectors to which the goodwill has been allocated.

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

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. Impairment charges are recognised in administrative expenses in the consolidated income statement.

As discussed in Section 3 (page 70), due to a change in accounting policy, the Group's view on what is considered an intangible asset rather than a service contract in relation to software specific costs has changed. Each contract will be assessed as to whether the contract conforms with the definition of an intangible asset under IAS 38. If the criteria has been met, the contract will be capitalised at it's fair value and amortised over the life of the contract. If the definitions are not met, then the contract will be assessed as to whether it contains a lease under IFRS 16: *Leases*, and will be treated accordingly if so. Cloud computing contracts that do not meet the definition of either will be recognised through the income statement on a straight-line basis, with an accrual or prepayment recognised depending on the specifics of the cashflows in the contract.

1. ACCOUNTING POLICIES (CONTINUED)

1.17 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. Financial assets (note 18.1) for the group consist of cash and cash equivalents, trade receivables and receivable with related parties.

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. Financial liabilities (note 18.2 and note 18.3) for the group consist of borrowings, trade payable, lease liabilities as well as put option liabilities.

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 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 Group 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 losses and the company's forward-looking view of the economic conditions over the expected lives of the receivables.

Cash and cash equivalents
Cash and short-term deposits include liquid and available bank accounts subject to limited changes in fair value as well as short-term deposits whose initial maturity is less than three months.

For the needs of the consolidated statement of cash flows, cash and cash equivalents are composed of the cash and cash equivalent as defined above.

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 assets
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 rate method. Costs directly attributable to the issuance of debt are amortised over the life of the loan.

1. ACCOUNTING POLICIES (CONTINUED)

1.17 Financial instruments (continued)

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 18.4.

Derecognition of financial instruments

Financial instruments are derecognised depending on their initial recognition. Assets are derecognised when the the asset has been transferred. That is, most commonly for the group, once group has a right to the cash flows without material delay. Financial liabilities are derecognised once the liability has been extinguished. That is, when the obligation specified in the contract is either discharged or cancelled, or expires.

1.18 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 or previously recognised impairment losses may no longer exist or may have been decreased.

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. The Group considers brands as its CGU for the assessment of non-financial assets. Where the carrying value of an asset or brands 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.

If the assessment indicates that previously recognised impairment losses my no longer exist or may have been decreased, the Group estimates the asset's or brands recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the brands recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the assets does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined had no impairment loss been recognised for the brand in prior years. Such reversal is recognised in the Consolidated income statement.

1.19 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.

1.20 Pension and other employment benefits

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

1. ACCOUNTING POLICIES (CONTINUED)

1.21 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 ultimate parent). 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 23.

1.22 Current and non-current classification of assets and liabilities

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period

A liability is current when it is:

- Expected to be settled in the normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period

1.23 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 2023 (note 30).

Held by the company	**Registration number**
Clarion Conferences Limited	06404568
Clarion Connexa Limited	13861057
Clarion Defence and Security Limited	06567404
Clarion Defence (UK) Limited	01062758
Clarion Energy Limited	07098632
Clarion Events Limited	00454826
Clarion Events USA Limited	09700546
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

1. ACCOUNTING POLICIES (CONTINUED)

1.23 Subsidiaries exempt from audit under section 479A Companies Act 2006 (CONTINUED)

Held by company (continued)	**Registration number (continued)**
PennWell International Limited	02779246
PSPA Limited	09359116
Qualifa Holdings Limited	08230206
Qualifa Ltd	06854037

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

Management consider each brand to be a cash generating unit (CGU), being the lowest level at which we consider the cashflows in relation to intangible assets. Sectors are a group of CGUs.

For the purposes of impairment, significant judgement is required by management when allocating goodwill to each of the Group's Sectors 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 Sectors involves management's estimate of a number of key assumptions relating to the inputs, including those used to derive the expected future cashflows, such as future capital expenditure, discount rates, long-term growth rates and tax rates. In addition, management's judgement of short-term growth rates was required when considering the speed of recovery of each CGU subsequent to COVID-19 and the impact of this on future cashflows. Further analysis is done on each brand where relevant. These assumptions and a sensitivity analysis are disclosed in note 12.

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 (see note 15).

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 (see notes 14 and 19).

2 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Put option liability

Estimating the fair value of the put option liability requires determination of certain factors relating to the inputs, including those used to derive the expected future cashflows, such as discount rates. Changes to management's judgement of these factors could result in a materially different liability recognised (see note 18.4).

Impairment of trade receivables and amounts due from subsidiary undertakings

For the purposes of impairment of trade receivables, management is required to consider forward-looking estimates when determining an appropriate loss allowance based on lifetime ECLs at the reporting date. These estimates include future cash-collection, external market and other economic factors and both the geographic and market spread of the customer base (see note 17).

In the company accounts, ECLs relating to amounts due from subsidiary undertakings are a probability-weighted estimate of credit losses and are calculated on future cash generation by the borrower, external market and other economic factors.

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 (see note 23).

Consolidation of Group undertakings

For all entities in which the Group, directly or indirectly, owns equity, management's judgement is required when determining whether the Group controls the investee and therefore should consolidate it fully or not. Management considers control to be 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 (see note 11).

3 CHANGES IN ACCOUNTING POLICIES, NEW AND AMENDED ACCOUNTING STANDARDS AND ERRORS

New and amended standards and interpretations

No 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.

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 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*: 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.

Amendments to IAS 1 *Presentation of Financial Statements* – Classification of Liabilities as Current or Non-current

The amendments clarify the classification of liabilities as current or non-current. The amendments are applied for annual periods beginning on or after 1st January 2024.

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

Standards not yet effective (continued)

Amendments to IFRS 3 *Business Combinations* – Reference to the Conceptual Framework
The amendments update IFRS 3 to refer to the 2018 Conceptual Framework; they add a requirement that, for obligations within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and IFRIC 21 *Levies*, an acquirer determines whether at the acquisition date a present obligation exists as a result of past events; and they add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.
The amendments are applied for annual periods beginning on or after 1st January 2023. Management are in the process of assessing whether there is any material impact of these new standards for the financial year endeding 31st January 2024.

Amendments to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* – Onerous Contracts - Cost of Fulfilling a Contract
The amendments clarify the definition of the cost of fulfilling a contract and are effective for annual periods beginning on or after 1st January 2023.

Annual Improvements to IFRS Standards 2018-2020
The Annual Improvements include amendments to two standards that are relevant to the Group:
- IFRS 9 *Financial Instruments: t*he amendment clarifies the definition of fees when applying the '10 per cent' test for derecognition of financial liabilities. The amendment is effective for annual periods beginning on or after 1st January 2023.
- IFRS 16 *Leases:* the amendment removes the illustration of the reimbursement of leasehold improvements. The amendment is effective for annual periods beginning on or after 1st January 2023.

Disclosure of Accounting Policies – Amendments to IAS 1 *Presentation of Financial Statements* and IFRS Practice Statement 2 *Making Materiality Judgements*
The amendments replace the requirement for entities to disclose their 'significant' accounting policies with those that are 'material' and add guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments are effective for annual periods beginning on or after 1st January 2024.

Definition of Accounting Estimates – Amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*
The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual periods beginning on or after 1st January 2024.

Deferred Tax relating to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12 *Income Taxes*
The amendments narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments are effective for annual periods beginning on or after 1st January 2024.

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

Non-Current Liabilities with Covenants- Amendments to IAS 1 *Presentation of Financial Statements*
Non-current Liabilities with Covenants amends IAS 1 Presentation of Financial Statements. The amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants.

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

Software-as-a-service (SaaS arrangements) – IAS 38

In April 2021, an IFRIC agenda decision was issued in relation to the accounting treatment for configuration and customisation costs in cloud computing arrangements. This guidance clarified that in order for an intangible asset to be capitalised in relation to configuration and customisation costs in a software-as-aservice (SaaS) arrangement, it is necessary for there to be control of the underlying software asset or for there to be a separate intangible asset which meets the definition in IAS 38 'Intangible assets'.

Since 2017, the Group has undertaken numerous technology-based projects that utilise SaaS arrangements. The Group has completed its assessment of the financial reporting impact of this IFRIC agenda decision and has updated its accounting policy in the financial statements to align with the clarified guidance within the IFRIC agenda decision.

As a result, the Group has expensed all costs previously capitalised associated with both the configuration and customisation of these SaaS arrangements. Accordingly, the Group's consolidated statements of financial position as at 31 January 2021 and 31 January 2022 have both been retrospectively restated in accordance with IAS 8 'Accounting policies, changes in accounting estimates and errors'.

This change in accounting policy resulted in a an overstatement of equity as at 31 January 2021 of £8.7m, which has been corrected by reducing opening retained earning. In 2022, the net impact of increase in cost (£1.6m) and reversal of underlying accumulated amortisation (£3.7m) being a credit of £2.1m has been adjusted within administrative expenses for the period (see consolidated income statement). In addition, a credit of £0.5m has been adjusted within translation reserve (see consolidated statement of changes in equity).

Impact of change in accounting policy

The impact of the change in accounting policy for SaaS arrangements had the following impact on the statement of financial position as at 31 January 2021 and 31 January 2022:

		31 January 2022	
	Impacted line items as reported £000	**Change in accounting policy for cloud computing £000**	**Impacted line items as restated £000**
Software	6,146	(6,146)	-
Impact on net assets		**(6,146)**	
Translation reserve	583	584	**1,167**
Retained earnings	(593,868)	(6,730)	**(600,598)**
Impact on total equity		**6,146**	
Impact on administrative expenses	(111,522)	**2,128**	**(109,394)**

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

Software-as-a-service (SaaS arrangements) – IAS 38 (Continued)

	Impacted line items as reported £000	31 January 2021 Change in accounting policy for cloud computing £000	Impacted line items as restated £000
Software	8,772	(8,772)	-
Impact on net assets		**(8,772)**	
Translation reserve	(1,617)	(86)	**(1,703)**
Retained earnings	436,750	8,858	**445,608**
Impact on total equity		**8,772**	

There will be no impact to taxation as deferred tax assets relating to tax losses and other taxable temporary differences have not been recognised in prior years because of the remote probability that the future taxable profits will be available against which the Group can utilise these benefits.

Prior year adjustment (Company only)

During the year, management has identified that the prior year investment and intercompany receivable exceeded the Company's recoverable amount, indicating additional impairment. In correcting the impairment to be recorded management has revised the intercompany ECL methodology to consider the full balance of loans receivable and the risk of all being recalled as a possible scenario, whereas previously they had only considered individual loans being recalled.

The error resulted in an overstatement of equity as at 31st January 2021 by £182.9m which has been corrected by reducing the opening retained earnings. In 2022, the adjustment relating to the impairment was £60.1m and increased the retained loss for the year, with the resulting parent company loss in 2022 £134.2m.

In addition management does not expect to recall the intercompany receivables in the next 12 months, which is consistent with the revised intercompany ECL methodology. This resulted in a reclassification of all trade and other receivables being restated to non-current assets.

	Impacted line items as reported £'000	31 January 2022 Prior year adjustment Impairment £'000	Prior year adjustment Reclassification £'000	Impacted line items as restated £'000
Investment	339,701	(175,858)	-	163,843
Intercompany and trade receivables	701,284	(67,137)	-	634,147
Total		(242,995)	-	
Trade and other receivable				
Retained earnings	(249,150)	(242,995)	-	**(492,145)**
Impact on total equity		**(242,995)**	**-**	
Trade and other receivable				
Current	719,485	(67,137)	(634,147)	18,201
Non-current	-	-	634,147	634,147
				652,348

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

Prior year adjustment (Company only) (continued)

		31 January 2021	
	Impacted line items as reported £'000	**Prior year adjustment Impairment £'000**	**Impacted line items as restated £'000**
Investment	339,701	(144,882)	194,819
Intercompany and trade receivables	654,924	(38,031)	616,893
Total		(182,913)	
Retained earnings	(174,991)	(182,913)	**(357,904)**
Impact on total equity		**(182,913)**	

4 REVENUE

Analysis of revenue from contracts with customers:

	2023 £000	**2022 £000**
Type of service		
Live event organisation	213,106	126,409
Digital event organisation, databases and publications	38,518	42,431
Non-digital databases and publications	5,425	2,558
	257,049	**171,398**
Geographical markets		
United Kingdom	50,209	34,004
North and South America	110,931	64,976
Europe	36,398	19,351
Middle East	2,177	1,654
Asia	54,789	50,509
Africa	2,372	904
Australia and New Zealand	173	-
	257,049	**171,398**
Timing of revenue recognition		
Services transferred at a point in time	215,430	140,530
Services transferred over time	41,619	30,868
	257,049	**171,398**

No individual customer contributed more than 10% of the Group's revenue in the year ended 31st January 2023 or the prior year.

The Group uses the term "accrued income" for a contract asset and term "deferred income" for a contract liability.

Contract liabilities primarily reflect invoices due or payments received in advance of revenue recognition. Deferred income is unwound as related performance obligations are satisfied.

5 OPERATING LOSS

	2023 £000	2022 Restated* £000
Operating loss is stated after charging:		
Depreciation of property, plant and equipment (note 13) and right-of-use assets (note 14)	6,295	7,531
(Gain)/ loss on disposal of subsidiary	(1,760)	1,183
Loss on disposal of property, plant and equipment	84	-
Impairment of acquired intangibles (note 12)	39,595	26,201
Amortisation of other intangible assets (note 12)	35,971	34,605
Foreign exchange	(1,900)	(2,127)
Operating rentals of low-value and short-term leases	-	165
Disposal of software costs	-	(2,128)
Auditor's remuneration	2,134	2,443

* See note 3 for details regarding the restatement.

	2023 £000	2022 £000
The remuneration of the auditor is analysed as follows:		
Audit of Consolidated financial statements	768	869
Audit of financial statements of subsidiaries	817	460
Total audit fees	1,585	1,329
Taxation services	371	789
Corporate finance services	104	291
Other	74	34
Total non-audit services	549	1,114
Total auditor's remuneration	**2,134**	**2,443**

6 EMPLOYEES

Aggregate staff costs were as follows:

	2023 £000	2022 £000
Wages and salaries	78,510	65,111
Social security costs	9,289	7,572
Pension costs (note 25)	4,409	3,525
Share based payment charge (note 23)	(5,185)	1,113
	87,023	**77,321**

6 EMPLOYEES (CONTINUED)

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

	2023 Number	2022 Number
Exhibitions	915	913
Conferences	71	69
Administration	290	274
Publishing	388	354
Telemarketing	46	38
	1,710	**1,648**

Directors' emoluments during the year were:

	2023 £000	2022 £000
Wages and salaries	1,199	770
Defined contribution pension contributions	31	26
	1,230	**796**

The emoluments, excluding pension contributions of the highest paid director were £712,000 (2022: £687,000). Their pension cost was £nil (2022: £nil).

There were two (2022: one) directors accruing benefits in a defined contribution pension scheme.

Two directors are paid by a related party (2022: two). It is not practical to determine the proportion of emoluments which relate to their services as director of this Company

7 FINANCE COSTS

	2023 £000	2022 £000
Finance expense		
Interest payable on borrowings (note 18.7)	70,650	47,670
Commitment and monitoring fees	404	335
Unwinding of discounting (note 18.4 and note 18.7)	13,607	11,086
Loss on translation of financial liabilities denominated in foreign currency	29,264	16,826
Lease interest expense (note 19)	1,019	845
	114,944	76,762
Amortisation of debt issue costs (note 18.7)	1,702	8,524
	116,646	**85,286**

Total amortisation of debt issue costs in the previous financial year also included issue cost written off for £6,822,000 as a result of novation of facility B2 to another company within the group.

Unwinding of discounting includes discount unwinding on GBP loan for £10,528,000 (note 18.7) and on put option liability for £3,079,000 (note 18.4)

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 combinations of call and put options exercisable by both parties.

	Non-controlling interest %	**Call and put options**
Awesome Con, LLC	47.5	-
Clarion Connexa Limited	30.0	Yes
Gift Ventures, LLC	38.9	-
Huansheng Exhibition (Shenzhen) Co., Ltd.	30.0	-*
Huanxi Information Consulting (Shenzhen) Co., Ltd.	10.0	-*
Image Engine Pte. Ltd.	30.0	Yes
Inapex Pte. Ltd.	30.0	-
International Training Equipment Conference Limited	10.0	-
Leftfield Media LLC	25.0	Yes
Mobile Apps Unlocked LLC	6.0	Yes
National Grocers Association LLC	30.0	Yes
Premium Exhibitions GmbH	10.0	Yes
PT Adhouse Clarion Events	30.0	-
Shenzhen Huanyue Convention & Exhibition Co., Ltd.	10.0	-*
Shenzhen Xieguang Convention & Exhibition Co., Ltd.	28.0	-*
Traffic & Conversion Summit, LLC	20.0	Yes

* Put option only

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.

Joint Ventures and Associates

	Non-controlling Interest %
The Halloween and Party Show, LLC	55.0
Play Fair, LLC	61.8
Exhibit Freight Soloutions LLC	55

The Halloween and Party Show, LLC

Clarion Events, Inc. 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 2023 was £933,000 (2022: £1,027,000). The Group's share of the profit for the year before tax was £100,000 (2022: profit of £197,000). The Group's share of the distribution paid to the joint venture partners was £285,000 (2022: £nil).

The Halloween and Party Show, LLC had no contingent liabilities or commitments as at 31st January 2023. It cannot distribute its profits without the consent of the two venture partners.

8 JOINT VENTURES AND PARTLY OWNED SUBSIDIARIES (CONTINUED)

Other

The interests and balances relating to Associates are immaterial.

Reconciliation of movement in non-controlling interest

	Total
Non-controlling interest as at 1st February 2022	1,622
Non-controlling interest profit share for the year	(467)
Foreign exchange	450
	(17)
Non-controlling interest as at 31st January 2023	**1,605**

During the year the group paid out £1,736,000 to non-controlling interest as a distribution. This is recorded within group administrative expenses for the year.

9 TAXATION

(a) Tax credited in the Consolidated income statement

	2023 £000	2022 Restated* £000
Current tax		
United Kingdom corporation tax at 19%		
Current year	-	-
Payment for UK group relief	(6,993)	(5,514)
Adjustments in respect of prior years	619	1,148
Foreign tax		
Current year	625	1,100
Adjustments in respect of prior years	(229)	140
Total current tax	**(5,978)**	**(3,126)**
Deferred tax		
Origination and reversal of temporary differences	(13,501)	(9,907)
Derecognition of deferred tax assets	533	(732)
Impact of change in tax laws and rates	701	2,709
Total deferred tax	**(12,267)**	**(7,930)**
Tax credit on loss on ordinary activities	**(18,245)**	**(11,056)**

* See note 3 for details regarding the restatement.

9 TAXATION (CONTINUED)

(b) Factors affecting the tax credit 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% (2022: 19%). The differences are explained below:

	2023 £000	2022 Restated* £000
Loss on ordinary activities before tax from continuing operations	(166,705)	(169,433)
(Loss)/profit on ordinary activities before tax from discontinued operations	(17,330)	562
	(184,035)	(168,871)
Tax calculated at UK rate of 19% (2022: 19%)	(34,967)	(32,085)
Effect of:		
Income exempt from taxation	(143)	(287)
Expenses that are not deductible in determining taxable profit	9,551	9,478
Different tax rates of subsidiaries operating in other jurisdictions	3,462	(1,233)
Impact of changes in tax rate	701	2,709
Adjustments in respect of prior periods	923	709
Movement in unrecognised deferred tax assets relating to restricted corporate interest	10,280	-
Movement in unrecognised deferred tax assets	(8,052)	9,807
Total tax credit	**(18,245)**	**(10,902)**
Income tax credit reported in the consolidated income statement	(18,245)	(11,056)
Income tax credit attributable to discontinued operations	-	154
	(18,245)	**(10,902)**

Factors that may affect future tax charges

In March 2021, it was announced that the corporation tax rate will increase from 19% to 25% with effect from 1st April 2023.

As this rate was substantively enacted on 24th May 2021 the increased rate of 25% has been taken into account in the calculation of the net deferred tax liability provided at the balance sheet date where deferred tax liabilities are expected to reverse after 1st April 2023.

10 DISCONTINUED OPERATIONS

In April 2023 the group sold its restaurant event business in US for $500,000. As a result, current year performance from the restaurant event business is classified as discontinued operations for 31st January 2023 reporting.

In the prior years the Group committed to a management buyout of its South African operations (Spintelligent) and wind down of its Brazilian (Clarion Brasil) and Dubai branch operations (Clarion UK Dubai branch). The closure of Spintelligent was completed in July 2021, Clarion Brasil in April 2022 and Dubai branch in June 2022.

The trading results of the Clarion Restaurant Events businesses are presented below:

	Clarion Restaurant Events 2023 £000	**Clarion Brasil 2022 £000**	**Spintelligent 2022 £000**	**Clarion Dubai branch 2022 £000**	**Total 2022 £000**
Revenue	3,311	-	714	-	714
Cost of sales	(1,902)	-	(11)	-	(11)
Gross profit	1,409	-	703	-	703
Profit/(loss) on disposal of trade and assets	-		-	2,497	2,497
Administrative expenses	(18,739)	(237)	(1,003)	(1,354)	(2,594)
Operating profit/(loss)	(17,330)	(237)	(300)	1,143	606
Net interest expense	-	(11)	(31)	(2)	(44)
Profit/(loss) before tax	(17,330)	(248)	(331)	1,141	562
Taxation charge	-	-	-	(154)	(154)
Profit/(loss) for the year from discontinued operations, net of tax	**(17,330)**	**(248)**	**(331)**	**987**	**408**

There is no impact on the cashflows of the group in the current financial year, except for the £500,000 cash consideration received in relation to the disposal of the Brazil operation, and £391,000 relating to the Clarion Restaurant Events operation. The net cashflows attributable to the businesses during the prior period (FY22) were as follows:

	Clarion Brasil 2022 £000	**Spintelligent 2022 £000**	**Clarion Dubai branch 2022 £000**	**Total 2022 £000**
Operating	(942)	(1,369)	172	(2,139)
Investing	-	368	5	373
Financing	(21)	987	-	966
Foreign exchange	41	(5)	7	43
	(922)	(19)	184	(758)

11 BUSINESS COMBINATIONS

Acquisition of non-controlling interests during the year

During the year, the Group acquired the 30% of Insuretech Connect LLC not previously owned for $23,735,000, paid in cash $19,735,000 (£17,112,000) and deferred $ 4,000,000 as per the terms of a put option between the Group and the non-controlling interest. The amount previously recognised as a non-controlling interest prior to this acquisition was £18,340,643.

Acquisition of non-controlling interests during the prior year

During the year, the Group acquired the 5% of Slotacademy B.V. not previously owned for £1. The amount previously recognised as a non-controlling interest prior to this acquisition was £45,000.

Gaming Summits B.V. is 100% owned by Slotacademy B.V. therefore following the acquisition of the 5% of Slotacademy B.V. not previously owned, this entity is now fully owned by the Group. The amount previously recognised as a non-controlling was £8,000.

12 GOODWILL AND INTANGIBLE ASSETS

	Goodwill £000	Customer relationships £000	Trade names £000	Total (restated*) £000
Cost				
At 1st February 2022	509,140	195,955	292,819	997,914
Additions	-	-	434	434
Disposals	-	(132)	(95)	(227)
Impairment	(22,454)	(1,258)	(2,489)	(26,201)
Effect of movements in foreign exchange	4,826	3,250	11,304	19,380
At 1st February 2022	**491,512**	**197,815**	**301,973**	**991,300**
Reclassification	-	(1,420)	(9,162)	(10,582)
Impairment	(22,689)	(5,850)	(11,056)	(39,595)
Impairment – discontinued events	(10,947)	-	(7,250)	(18,197)
Effect of movements in foreign exchange	29,931	11,734	17,087	58,752
At 31st January 2023	**487,807**	**202,279**	**291,592**	**981,678**
Amortisation				
At 1st February 2021	-	66,048	52,269	118,317
Charge for the year	-	19,693	14,912	34,605
Disposals	-	-	(118)	(118)
Effect of movements in foreign exchange	-	2,474	10,169	12,643
At 1st February 2022	**-**	**88,215**	**77,232**	**165,447**
Reclassification	-	(1,420)	(9,162)	(10,582)
Charge for the year	-	20,472	15,499	35,971
Effect of movements in foreign exchange	-	4,667	4,397	9,064
At 31st January 2023	**-**	**111,934**	**87,966**	**199,900**
Net book value at 31st January 2023	**487,807**	**90,345**	**203,626**	**781,778**
Net book value at 31st January 2022	491,512	109,600	224,741	825,853

* See note 3 for details regarding the restatement.

The reclassification aligns the gross cost and amortisation to the underlying ledgers. Although this relates to prior years, management do not consider it material enough to record a prior year adjustment.

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

The Group holds a significant number of intangible assets in relation to acquisitions that it has made since the incorporation of Comet Bidco Limited on 14th July 2017. In the majority of cases, the Group recognises three types of intangible asset as part of a business combination: customer relationships, trade names, and goodwill.

Cash generating units (CGUs)

A cash-generating unit ('CGU') is defined as 'the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets'. [IAS 36.6]

The identification of CGUs reflects the way the business is managed and monitored, taking into account the generation of cashflows and the sharing of synergies. Intangible assets such as customer relationships and trade names are allocated across individual cash-generating units (CGU), whereas goodwill is allocated to sectors which are the collection of various CGU's.

Management consider each brand to be a cash generating unit (CGU), being the lowest level at which we consider the cashflows in relation to intangible assets. Sectors are a group of CGUs.

Impairment methodology

The carrying amount of the Group's goodwill and intangible assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. The Group's customer relationship and trade name assets are intangible assets with a definite useful economic life, and therefore not required to be tested on an annual basis for impairment. However, if any such indication exists as a result of review, the asset's recoverable amount is estimated. The goodwill held by the Group, meanwhile, is required to be tested annually for impairment.

The process of impairment testing is to estimate the recoverable amount of the assets concerned, and recognise an impairment loss whenever the carrying amount of those assets exceeds the recoverable amount. Impairment testing is performed first at the individual cash-generating unit (CGU) level without goodwill, with any impairment loss recognised in the income statement as required. Impairment testing for goodwill is then applied to the collection of CGU's, refer to Sectors, to which goodwill relates.

The level at which the assets concerned are reviewed varies as follows:

Goodwill:
Goodwill is reviewed at an Operating Sector level, being the relevant grouping of CGUs at which the benefit of such goodwill arises. A CGU is the smallest identifiable group of assets that generates largely independent cash inflows.

Other intangible assets
Other intangible assets consists of customer relationships and tradenames and are reviewed at an individual CGU level.

Impairment losses are recognised in the income statement. They are allocated first to reduce the carrying amount of other intangible assets, and then to reduce the carrying amount of goodwill.

Calculation of recoverable amount

The recoverable amount of a CGUs is higher of its value in use and its fair value less costs of disposal. Significant management judgment is required when assessing that the recoverable amount. To assess value in use, estimated future cash flows have been discounted to their present value using pre-tax discount rates, each appropriate to the sectors concerned. Management do not believe that fair value plus costs of disposal exceeds value in use.

The Group's internally approved 3-year business plans (FY24 to FY26), where the first year is based on latest budgets, are used as the basis for these calculations.

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Impairment methodology (continued)

The key assumptions and valuation approach

Cashflow projections:
Cash flow projections are based on Group's approved three-year budget plan covering from FY24-FY26. The projections are then extrapolated by another two years based on management's expectations before a terminal year assumption in FY28. The forecasts beyond the five-year outlook period then extrapolated using long term growth rate.

Central overhead costs:
Overheads are recorded and forecasted centrally. For impairment assessment work total overhead costs are allocated to each CGU based on its revenue as a proportion of Core Clarion/ Global Sources total revenues.

Long-term growth rates (LTGRs):
The split of each CGU's revenues by local market was assessed and a corresponding revenue-weighted long-term growth rate was calculated for each CGU that ranged from 1.9% to 2.6%. These were 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.

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 sectors and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity.

The capital asset pricing model was used to calculate the cost of equity of the business and is based on market-observed data. A cost of debt and cost of lease were calculated based on corporate bond expected returns. The debt margin was derived using external credit ratings, based on an analysis of debt coverage ratios with the level of target gearing assumed. A simplified approach was taken for the incremental borrowing rate by using a rate that provides a cost of lease equating to the cost of debt for each CGU.

The cost of equity, cost of debt and cost of lease were then weighted based on the debt gearing and lease gearing of a comparable peer set to derive a post-tax WACC. The discount rates applied to cashflow projections ranged from 10.6% to 13.8%.

Valuation date:
The valuation date is 31st October each year, in line with when forecast data for future periods required for the valuation model is available. Any significant changes in carrying values or recoverable amounts that occurred between the valuation date and the reporting date were captured as part of this assessment by comparing subsequent rolling forecast data to that used as at the valuation date.

Result of Impairment testing
To test any impairment of its other intangible assets carrying value, the group performed impairment testing at the individual cash-generating unit (CGU) level without goodwill. Impairment testing for goodwill then applied to the operating sectors (the collection of CGU's), to which goodwill relates.

As a result of this assessment, the group recognised an impairment loss of £39,595,000 (2022: £26,201,000), allocated to goodwill £22,689,000 (2022: £22,454,000) and to other intangible assets £16,906,000 (2022: £3,747,000). During the year, the management decided to discontinue its restaurant events business and a result recognised an impairment loss of £10,947,000 in goodwill and other intangible assets of £7,250,000.

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Impairment methodology (continued)

The below table shows the result by Sector as at 31st January 2023

CGU sector	Pre-impairment carrying value £000	Allocated to goodwill £000	Allocated to other intangible assets £000	Post-impairment carrying value £000	WACC pre - tax %	WACC post - tax %
Core						
Defence & Security	64,447	-	(523)	63,924	13.0%	10.6%
Energy & Resources	159,674	-	-	159,674	13.8%	12.1%
Enthusiast	37,692	-	(840)	36,852	15.8%	13.8%
Gaming	70,750	-	(1,535)	69,215	13.2%	11.3%
Retail & Home	82,389	-	-	82,389	16.0%	13.2%
Public Safety	72,463	-	-	72,463	13.3%	11.7%
Technology	47,572	-	(84)	47,488	14.8%	12.3%
Fashion	33,379	(17,343)	(14,502)	1,534	14.1%	12.1%
Other	59,210	(10,947)	(6,673)	41,590	16.0%	13.8%
Global Sources						
Electronics	157,441	-	-	157,441	13.2%	11.6%
Other	17,892	(5,345)	-	12,547	15.8%	12.9%
Total	**802,909**	**(33,635)**	**(24,157)**	**745,117**		

The below table shows the result by Sector as at 31st January 2022

CGU sector	Pre-impairment carrying value £000	Allocated to goodwill £000	Allocated to other intangible assets £000	Post-impairment carrying value £000	WACC %
Core					
Defence & Security	50,160	-	-	50,160	9.2%
Energy & Resources	142,161	-	-	142,161	9.8%
Enthusiast	35,397	(977)	-	34,420	9.3%
Gaming	70,897	-	-	70,897	9.1%
Retail & Home	76,216	-	-	76,216	9.4%
Public Safety	65,860	-	-	65,860	9.3%
Technology	32,289	-	-	32,289	9.2%
Fashion	36,704	(6,730)	-	29,974	9.3%
Other	59,466	(14,747)	-	44,719	9.2%
Global Sources					
Electronics	105,767	-	-	105,767	9.2%
Other	16,052	-	-	16,052	10.2%
Total	**690,969**	**(22,454)**	**-**	**668,515**	

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Impairment methodology (continued)

The carrying values in the table above include the allocation of goodwill, other intangible assets and central assets and associated liabilities. Goodwill and other intangible assets are allocated to the group of CGUs that are expected to benefit from the relevant acquisition, while central assets and associated liabilities are allocated to CGUs based on the revenue.

The current-year impairment charge was recognised as a result of market conditions and slower than expected recovery as well as the anticipated impact of macro-economic factors in certain sectors. The sectors impacted were Core Other, Fashion and Enthusiast.

The prior-year impairment charge was recognised as a result of the impact of COVID-19 on Group revenues and the cessation of certain events, in addition to the winding-down of operations in Brazil and continuing unfavourable market conditions in Global Sources' Lifestyle sector.

Sensitivity

The Group has carried out sensitivity analyses on the reasonably possible changes to 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 individually:

- a reduction of 5% in all cashflows FY24-FY26;
- an increase of 5% in costs;
- a reduction of 1% in the estimated LTGR; and
- an increase of 1% in the estimated WACC underlying the discount rates.

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

	Headroom/(Impairment)				
CGU sector	**Base case £000**	**Cashflow reduction £000**	**Increase of in costs £000**	**LTGR £000**	**WACC £000**
Core					
Defence & Security	8,034	4,296	740	(453)	906
Energy & Resources	21,222	12,177	6,305	(8,262)	4,178
Enthusiast	9,955	7,615	(3,025)	7,113	6,123
Gaming	24,339	19,661	16,696	17,410	15,392
Retail & Home	16,180	11,252	6,714	10,190	8,184
Public Safety	40,361	34,720	27,394	32,027	29,666
Technology	70,043	64,166	59,071	61,888	59,483
Fashion	(17,343)	(17,461)	(29,311)	(17,553)	(17,523)
Other	43,951	39,127	28,759	37,191	36,174
Global Sources					
Electronics	127,493	112,955	107,951	99,156	100,217
Other	(5,345)	(5,984)	(8,519)	(6,194)	(6,412)
Value in use	1,117,610	1,061,244	991,535	1,011,261	1,015,108
Additional impairment	-	(757)	(18,167)	(9,774)	(1,247)
Increase vs. prior year	12%	n/a	n/a	n/a	n/a
Decline vs. base case	-	(5%)	(11%)	(10%)	(9%)

12 GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Impairment methodology (continued)

Management have also considered a scenario specifically to reduce the growth rate from FY25 in the 'Energy & Resources' and 'Enthusiast' sectors to zero growth, i.e. to keep the gross margin the same as that forecast for FY24. This results in impairment recognised for both sectors.

As outlined in the Strategic report, Management has assessed the short-term and potential longer-term impact of climate change. In the short-term, we do not consider there to be a significant risk, given the strength of our return to live events in all geographies and rebooks for events. Management is still evaluating the longer-term impact with an initial conclusion is that there is limited risk owing to the factors disclosed on page 14, and hence conclude as at 31st January 2023 there are no material accounting impacts or changes to judgements relating to the carrying values of intangible assets and goodwill as at 31st January 2023. The group had previously assessed the impact on Global Sources (a subsidiary of the group) who may have previously been unable to generate revenue in the current year due to COVID-19. However, this has not been the case, and therefore the impact of their revenue stream has not been used as a sensitivity due to there being no further anticipated risk, now trading in Hong Kong and China has resumed.

The impact of worsening economic conditions and a global recession has been considered throughout this analysis.

13 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements £000	Fixtures and Fittings £000	Total £000
Cost			
At 1st February 2021	3,495	5,391	8,886
Additions	1,157	1,142	2,299
Disposals	(1,264)	(2,132)	(3,396)
Exchange differences	42	64	106
At 31st January 2022	3,430	4,465	7,895
Additions	189	1,826	2,015
Disposals	(452)	(542)	(994)
Exchange differences	109	142	251
At 31st January 2023	**3,276**	**5,891**	**9,167**
Depreciation			
At 1st February 2021	2,410	3,174	5,584
Charge for the year	784	1,193	1,977
Disposals	(1,269)	(1,914)	(3,183)
Exchange differences	(32)	(41)	(73)
At 31st January 2022	1,893	2,412	4,305
Charge for the year	540	1,265	1,806
Disposals	(452)	(529)	(981)
Exchange differences	(22)	(29)	(50)
At 31st January 2023	**1,959**	**3,119**	**5,078**
Net book value at 31st January 2023	**1,317**	**2,772**	**4,089**
Net book value at 31st January 2022	1,537	2,053	3,590

As at 31st January 2023, there was no property, plant and equipment relating to the parent company (2022: £nil).

14 RIGHT-OF-USE ASSETS

	Total
	£000
Cost	
At 1st February 2021	21,710
Additions	4,861
Remeasurement adjustments	6,486
Exchange differences	404
At 31st January 2022	33,461
Additions	581
Remeasurement adjustments	997
Exchange differences	1,313
At 31st January 2023	**36,352**
Accumulated depreciation	
At 1st February 2021	13,802
Charge in the period	5,554
Exchange differences	141
At 31st January 2022	19,497
Charge for the year	4,489
Exchange differences	660
At 31st January 2023	**24,646**
Net book value at 31st January 2023	**11,706**
Net book value at 31st January 2022	13,964

The Group leases various offices.

Additions in the year related to new offices lease contracts entered into that were assessed to contain a lease. The remeasurements also relate to office lease contracts that were extended

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:

	2023 £000	2022 Restated* £000
Deferred tax liability		
Accelerated capital allowances	(1)	-
Temporary differences	(28,930)	(22,089)
Fair value of intangible assets	(38,945)	(44,034)
	(67,876)	**(66,123)**
Deferred tax asset		
Accelerated depreciation	539	643
Other temporary differences	1,925	5,516
Tax losses carried forward	56,997	38,264
	59,461	**44,423**

* See note 3 for details regarding the restatement.

At the reporting date, deferred tax assets totalling £54m are recognised due to the fact that they are covered by deferred tax liabilities at the reporting date. Additional deferred tax assets of £5m are recognised due to the fact that it is probable that taxable profits will be available against which the tax losses can be utilised.

Deferred tax assets relating to tax losses of £6.2m (2022: £15.9m) and other taxable temporary differences of £27.9m (2022: £14.4m) 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

Company

	Subsidiary undertakings £000
At 1st February 2021 (Restated*)	194,819
Impairment	(30,976)
At 31st January 2022 (Restated*)	**163,843**
Impairment reversal	159,853
31st January 2023	**323,696**

* See note 3 for details regarding the restatement.

Refer to note 29 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 exists, 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.

In the years ended 31st January 2021 and 2022 (refer to note 3 for details of the prior year adjustment), the investments in subsidiary undertakings were impaired following the impact of COVID-19 on the Group and its results. The results for the year ended 31st January 2023 demonstrate that the demand for our live events remains strong across the world and that we have successfully traded out of this extremely difficult period. On this basis, the impairment booked in previous years has been partially reversed.

17 TRADE AND OTHER RECEIVABLES

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company Restated* 2022 £000
Trade receivables	11,217	8,905	-	-
Less: allowance for expected credit losses	(1,904)	(1,033)	-	-
Trade receivables - net	9,313	7,872	-	-
Amounts due from related parties	14,353	9,935	3,807	7,445
Amounts due from Group undertakings	-	-	9,471	10,602
Intercompany loans receivable	-	-	702,201	634,147
Prepaid event costs	16,025	17,130	-	-
Other prepayments	3,717	4,384	55	112
Accrued income	1,335	119	-	-
Other taxes and social security	2,087	1,735	7	8
Other receivables	13,120	10,152	153	34
Other financial receivables	6,644	1,851	-	-
Total trade and other receivables	**66,594**	**53,178**	**715,694**	**652,348**
Analysed as:				
Current	63,832	48,239	13,493	18,201
Non-current	2,762	4,939	702,201	634,147
	66,594	**53,178**	**715,694**	**652,348**

* See note 3 for details regarding the restatement.

Other prepayments primarily consists of prepayments for software maintenance, property rates, and building management fees. Other receivables primarily consists of security and other deposits and receivables.

The only non-current receivables relate to prepaid events costs due to be utilised in over one year

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

	2023 £000	2022 £000
Current	4,239	1,856
Past due less than 30 days	2,437	1,259
Past due 30-60 days	1,115	711
Past due 61-90 days	1,093	2,010
Past due 91-120 days	1,307	544
Past due more than 120 days	1,026	2,525
	11,217	**8,905**

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:

	2023 £000	2022 £000
At 1st February	1,033	1,908
Charge to profit or loss	5,501	3,158
Allowance utilised during the year	(1,418)	(1,253)
Allowance released during the year	(3,320)	(2,628)
Exchange movement	108	(152)
At 31st January	**1,904**	**1,033**

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

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

	2023 £000	2022 £000
Current	4,231	1,839
Past due less than 30 days	2,230	1,123
Past due 30-60 days	883	519
Past due 61-90 days	842	1,846
Past due 91-120 days	495	486
Past due more than 120 days	632	2,059
	9,313	**7,872**

The Group's management of customer credit risk is described in note 18.5.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A financial asset is either cash, an equity instrument of another entity or a contractual right to receive cash or to exchange assets or liabilities with another entity on terms favourable to the group. The Group's principal financial assets include trade receivables, receivables from the related parties, other financial receivables and cash and cash equivalents that derive directly from its operations.

A financial liability is a contractual right to deliver cash, exchange assets or liabilities with conditions that may be unfavourable to the entity or a contract that may be settled in the entity's own equity instruments. The Group's principal financial liabilities comprise loans and borrowings, deferred consideration payables, put options liabilities, lease liabilities, trade payables, and payables to the related parties. The main purpose of these financial liabilities is to finance the Group's operations and support growth by acquisition.

18.1 Financial assets at amortised cost

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 Restated* £000
Cash and cash equivalents	44,099	38,729	246	3,817
Trade receivables - net (note 17)	9,313	7,872	-	-
Amounts due from related parties (note 17)	14,353	9,935	3,807	7,445
Amounts due from Group undertakings (note 17)	-	-	9,471	10,602
Intercompany loans receivable (note 17)	-	-	702,201	634,147
Other financial receivables (note 17)	6,644	1,851	-	-
Total current financial assets at amortised cost	**74,410**	**58,387**	**715,725**	**656,011**

* See note 3 for details regarding the restatement.

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.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.2 Financial liabilities: borrowings at amortised cost

	Interest rate	Maturity date	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
GBP term loan (facility B1)	SONIA +525	**29 Sep 2024**	320,796	316,252	320,796	316,252
USD term loan (facility B2)	LIBOR +500	**29 Sep 2024**	329,682	303,857	-	-
Revolving credit facility (RCF)	SONIA +350	**30 Jun 2024**	76,843	75,862	76,843	75,862
GBP loan note due to immediate parent company	-	**28 Feb 2025**	185,994	175,466	185,994	175,466
USD loan note due to intermediate parent company	-	**29 Sep 2024**	155,888	143,349	155,888	143,349
USD loan note due to related party (additional facility)	LIBOR +1200	**30 Sep 2024**	161,657	110,204	161,657	110,204
USD loan note due to Group undertaking	LIBOR +520	**29 Sep 2024**	-	-	362,664	316,690
Total borrowings			**1,230,860**	**1,124,990**	**1,263,842**	**1,137,823**
Analysed as:						
Current			175,307	156,124	169,610	150,017
Non-current			1,055,553	968,866	1,094,232	987,806
			1,230,860	**1,124,990**	**1,263,842**	**1,137,823**

Group and company

Total Group borrowings includes accrued interest of £23,867,000 (2022: £13,242,000).

At the reporting date, the term loans (excluding facility B2) are stated net of unamortised loan issue costs of £2,851,000 (2022: £4,553,000).

A waiver was applied to the leverage covenants under the RCF facility set out in the Senior Facilities Agreement (SFA) as at 21st July 2020 through to 31st July 2021, subject to a minimum liquidity requirement of £25m. An extension to the waiver of these covenants was agreed on 12th May 2021 extending these through to 31st October 2022 with an additional requirement to provide monthly financial information to the lender group. An agreement to extend this waiver was signed on 26th April 2022 extending this through to 31st March 2024. The Group has adhered to the minimum liquidity requirement throughout this period.

Following the recent discontinuation of the sterling London Inter-Bank Offered Rate (LIBOR), the GBP term loan and the revolving credit facility transitioned from the use of LIBOR as an interest rate benchmark to the Sterling Overnight Index Average rate (SONIA). The new interest rates became effective at the start of new interest periods commencing during the year ending ended 31st January 2023.

The revolving credit facility was fully drawn at 31st January 2023 and 31st January 2022.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.2 Financial liabilities: borrowings at amortised cost (continued)

Company

Total Company borrowings includes accrued interest of £56,833,000 (2022: £23,044,000)

Loan notes due by the company to Group undertakings are loan notes issued during the year to a US Group undertaking. The principal on the loan notes is £323,984,000 and the interest accrued is £38,663,000. The loan notes are listed on the International Stock Exchange to assist in the tax treatment of interest payments against the USD term loan under HMRC's Eurobond exemption.

At 31st January 2023, there exists a charge over £1,036,913,000 (2022: £928,719,000) of the company's assets and an additional £271,591,000 (2022: £255,843,000) over certain Group undertakings' assets, all measured at fair value, as continuing security for the repayment on their maturity date of the term loans and the revolving credit facility due to third parties (see note 25).

18.3 Other financial liabilities

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Other financial liabilities at amotised cost				
Lease liabilities (note 19)	13,473	15,618	-	-
Trade payables (note 21)	23,429	15,506	11	50
Amounts owed to related parties (note 21)	10,309	207	-	87
Amounts owed to group undertakings (note 21)	-	-	7,700	8,944
Inercompany loans payable (note 21)	-	-	-	3,643
Total	**47,211**	**31,331**	**7,711**	**12,724**
Analysed as:				
Current	38,563	19,224	7,711	12,724
Non-current	8,648	12,107	-	-
	47,211	**31,331**	**7,711**	**12,724**
Other financial liabilities at fair value through profit or loss				
Deferred consideration payable	3,244	-	-	-
Put option liabilities	15,261	38,357	-	-
Total	**18,505**	**38,357**	**-**	**-**
Analysed as:				
Current	13,489	25,596	-	-
Non-current	5,016	12,761	-	-
	18,505	**38,357**	**-**	**-**

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. Details are in 18.4.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.4 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 2023 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 2023 was assessed to be insignificant. The change in fair value is recognised in administrative expenses.

All financial liabilities are considered at level 1. Management concluded that deferred consideration and put option liabilities 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.

	2023	2022
Fair value of put option liabilities	**£000**	**£000**
At 1st February 2022	38,357	26,534
Grant of put options over non-controlling interests	-	5,302
Cash settled	(17,112)	-
Deferred consideration payable	(3,244)	-
Change in fair value	(10,159)	4,381
Unwind of discount	3,079	1,850
Exchange differences	4,340	290
At 31st January 2023	**15,261**	**38,357**

All contingent consideration was fully repaid during the previous financial year.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.4 Fair value of financial instruments (continued)

The sensitivity of the Group's put option liabilities to fluctuations in discount rates is as shown in the table below.

	Impact of 1.0% on put option liability		Impact of 0.5% on put option liability	
	Increase in discount rates	Decrease in discount rates	Increase in discount rates	Decrease in discount rates
Year ended	£000	£000	£000	£000
31st January 2023	(217)	119	(134)	34
31st January 2022	(29)	626	131	459

18.5 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.

Following the recent discontinuation of the sterling London Inter-Bank Offered Rate (LIBOR), the GBP term loan and the revolving credit facility will transition from the use of LIBOR as an interest rate benchmark to the Sterling Overnight Index Average rate (SONIA). On transition, these facilities' interest rates will be determined by SONIA plus both a margin and a fixed credit adjustment spread. The new interest rates will become effective at the start of new interest periods commencing during the year ending 31st January 2023.

LIBOR remains the interest-rate benchmark for the USD-term loan, the USD-loan note due to a related party and for the company, the USD-loan note due to Group undertakings (see note 18.2).

The Group continues to manage its interest-rate risk by closely monitoring sensitivities around rate changes. The transition to SONIA will have no impact on this process.

The sensitivity of the Group's and the company's loans to a +/-1% and +/- 0.5% in interest rate is as shown in the table below.

Group	Impact of 1.0% on profit/(loss)		Impact of 0.5% on profit/(loss)	
	Increase in interest rates	Decrease in interest rates	Increase in interest rates	Decrease in interest rates
Year ended	£000	£000	£000	£000
31st January 2023	(8,756)	8,756	(4,378)	4,378
31st January 2022	(8,010)	8,010	(4,005)	4,005

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.5 Risk Management (continued)

Market risk (continued)

Interest-rate risk (continued)

Company	Impact of 1.0% on profit/(loss)		Impact of 0.5% on profit/(loss)	
	Increase in interest rates £000	Decrease in interest rates £000	Increase in interest rates £000	Decrease in interest rates £000
Year ended				
31st January 2023	(8,756)	8,756	(4,378)	4,378
31st January 2022	(8,040)	8,040	4,020	(4,020)

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.

The following significant exchange rates applied during the year:

	Average rate		Closing rate	
Year ended	**2023**	**2022**	**2023**	**2022**
US Dollar	1.22	1.38	1.23	1.34

The Group has performed a sensitivity analysis to determine the impact of a +/- 1c (one US cent) movement in GBP:USD cross rates on the carrying value of significant USD-denominated balance sheet items, which comprise cash and specific loans and borrowings. The results of this sensitivity analysis are shown below:

Year ended	**31st January 2023**		**31st January 2022**	
	1.24 (+1c)	**1.22 (-1c)**	**1.38 (+1c)**	**1.36 (-1c)**
Cash	(133)	136	(216)	219
Interest-bearing loans and borrowings	5,161	(5,246)	4,101	(4,163)
Decrease/(increase) in net debt	**5,028**	**(5,110)**	**3,885**	**(3,944)**

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 assessing 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.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.5 Risk Management (continued)

Market risk (continued)

The Group's maximum exposure to credit risk is the carrying amounts recorded in notes 18.1-18.3 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.

Group	**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 2023						
Interest-bearing term loans (B1,B2 and RCF)	-	32,981	53,612	755,315	-	841,908
GBP loan note due to immediate parent company	-	-	-	210,000	-	210,000
USD loan notes due to intermediate parent company*	155,888	-	-	-	-	155,888
USD loan note due to related party (additional facility)	-	-	-	206,583	-	206,583
Total borrowings	**155,888**	**32,981**	**53,612**	**1,171,898**	**-**	**1,414,379**
Lease liabilities (note 19)	-	1,206	3,618	8,350	484	13,658
Trade payables (note 21)	-	23,429	-	-	-	23,429
Total other financial liabilities	**-**	**24,635**	**3,618**	**8,350**	**484**	**37,087**
Total borrowings and other financial liabilities	**155,888**	**57,616**	**57,230**	**1,180,248**	**484**	**1,451,466**

Company	**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 2023						
Interest-bearing term loans (B1 and RCF)	-	19,014	25,570	412,729	-	457,313
GBP loan note due to immediate parent company	-	-	-	210,000	-	210,000
USD loan note due to intermediate parent company*	155,888	-	-	-	-	155,888
USD loan note due to related party (additional facility)	-	-	-	206,583	-	206,583
USD loan note due to a Group undertaking	-	-	3,232	461,020	-	464,252
Total borrowings	**155,888**	**19,014**	**28,802**	**1,290,332**	**-**	**1,494,036**
Trade payables (note 21)	-	11	-	-	-	11
Total other financial liabilities	**-**	**11**	**-**	**-**	**-**	**11**

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.5 Risk Management (continued)

Market risk (continued)

Liquidity risk (continued)

Group	**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 2022						
Interest-bearing term loans (B1, B2 and RCF)	-	9,492	31,475	748,193	-	789,160
GBP loan note due to immediate parent company	-	-	-	210,000	-	210,000
USD loan note due to intermediate parent company*	143,350	-	-	-	-	143,350
USD loan note due to related party (additional facility)	-	3,356	10,069	132,579	-	146,004
Total borrowings	**143,350**	**12,848**	**41,544**	**1,090,772**	**-**	**1,288,514**
Lease liabilities (note 19)	-	1,263	3,061	13,307	297	17,928
Trade payables (note 21)	-	15,506	-	-	-	15,506
Total other financial liabilities	**-**	**16,769**	**3,061**	**13,307**	**297**	**33,434**
Total borrowings and other financial liabilities	**143,350**	**29,617**	**44,605**	**1,104,079**	**297**	**1,321,948**

Company	**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 2022						
Interest-bearing term loans (B1 and RCF)	-	4980	14,941	420,369	-	440,290
GBP loan note due to immediate parent company	-	-	-	210,000	-	210,000
USD loan note due to intermediate parent company*	143,350	-	-	-	-	143,350
USD loan note due to related party (additional facility)	-	3,356	10,069	132,579	-	146,004
USD loan note due to Group undertaking	-	4,709	14,126	335,170	-	354,004
Total borrowings	**143,350**	**13,045**	**39,136**	**1,098,118**	**-**	**1,293,649**
Trade payables (note 21)	-	50	-	-	-	-
Total other financial liabilities	**-**	**50**	**-**	**-**	**-**	**-**
Total borrowings and other financial liabilities	**143,350**	**13,095**	**39,136**	**1,098,118**	**-**	**1,293,699**

* USD loan note due to intermediate parent company matures 30 June 2024, with ability for lender to call on balance on demand

18.6 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 cashflows, bank borrowings, loan notes from the immediate parent company, a loan from a related party and share capital.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.7 Changes in liabilities arising from financing activities

Group	1 February 2022 £000	Cash flows £000	Foreign exchange movement £000	Interest charges £000	Other £000	31 January 2023 £000
GBP term loan (Facility B1)	316,252	(18,708)	-	21,551	1,702	320,797
USD term loan (Facility B2)	303,857	(25,122)	26,708	24,238	-	329,681
Revolving credit facility (RCF)	75,862	(3,224)	-	4,205	-	76,843
GBP loan note due to immediate parent company	175,466	-	-	-	10,528	185,994
USD loan note due to intermediate parent company	143,350	-	12,538	-	-	155,888
USD loan note due to related party (additional facility)	110,204	21,168	9,629	20,656	-	161,657
Total borrowings	**1,124,991**	**(25,886)**	**48,875**	**70,650**	**12,230**	**1,230,860**
Lease liabilities	15,618	(5,025)	527	1,019	1,334	13,473
Total other financial liabilities	**15,618**	**(5,025)**	**527**	**1,019**	**1,334**	**13,473**
Total borrowings and other financial liabilities	**1,140,609**	**(30,911)**	**49,402**	**71,669**	**13,564**	**1,244,333**

Total cash outflow from borrowings £27,370,000 includes interest paid £43,733,000, repayment of principal on facility B2 £3,321,000 offset by additional interest-bearing facility provided by the related party £21,168,000 during the year.

The borrowings - other includes the amortisation of loan issue costs £1,702,000 and unwinding of discount on GBP loan for £10,528,000.

Company	1 February 2022 £000	Cash flows £000	Foreign exchange movement £000	Interest charges £000	Other £000	31 January 2023 £000
GBP term loan (Facility B1)	316,252	(18,708)	-	21,551	1,702	320,797
Revolving credit facility (RCF)	75,862	(3,224)	-	4,205	-	76,843
GBP loan note due to immediate parent company	175,466	-	-	-	10,528	185,994
USD loan note due to immediate parent company	143,350	-	12,538	-	-	155,888
USD loan note due to related party (additional facility)	110,204	21,168	9,629	20,656	-	161,657
USD loan note due to Group undertaking	316,689	(3,264)	27,440	24,812	(3,014)	362,663
Total borrowings	**1,137,823**	**(4,028)**	**49,607**	**71,224**	**9,216**	**1,263,842**

Total cash outflow from borrowings £5,512,000 includes interest paid £21,932,000 (2022: £19,547,000) offset by additional borrowing of interest-bearing facility £21,168,000 (2022: £19, 664,000) during the year.

18 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

18.7 Changes in liabilities arising from financing activities (continued)

Group	1 February 2021 £000	Cash flows £000	Foreign exchange movement £000	Interest charges £000	Other £000	31 January 2022 £000
GBP term loan (Facility B1)	314,457	(16,853)	-	16,946	1,702	316,252
USD term loan (Facility B2)	292,843	(15,357)	7,434	17,779	1,158	303,857
Revolving credit facility (RCF)	75,816	(2,694)	-	2,740	-	75,862
GBP loan note due to immediate parent company	165,534	-	-	-	9,932	175,466
USD loan note due to immediate parent company	140,062	-	3,288	-	-	143,350
USD loan note due to related party (additional facility)	78,180	19,664	2,026	10,205	129	110,204
Total borrowings	**1,066,892**	**(15,240)**	**12,748**	**47,670**	**12,921**	**1,124,991**
Lease liabilities	9,132	(5,984)	312	868	11,290	15,618
Total other financial liabilities	**9,132**	**(5,984)**	**312**	**868**	**11,290**	**15,618**
Total borrowings and other financial liabilities	**1,076,024**	**(21,224)**	**13,060**	**48,538**	**24,211**	**1,140,609**

FY22 table has been presented differently to show more details. Total of interest and other column agrees to total of new leases and other column in FY22.

Total cash outflow from borrowings £15,240,000 includes interest paid £31,929,000, repayment of principal on facility B2 £2,975,000) offset by additional interest-bearing facility provided by the related party £19,664,000 during the year.

The borrowings - other includes the amortisation of loan issue costs £1,702,000 and unwinding of discount on GBP loan for £10,528,000.

Company	1 February 2021 £000	Cash flows £000	Foreign exchange movement £000	Interest charges £000	Other £000	31 January 2022 £000
GBP term loan (Facility B1)	314,457	(16,853)	-	16,946	1,702	316,252
USD term loan (Facility B2)	292,843	(3,811)	(9,488)	17,779	(297,323)	-
Revolving credit facility (RCF)	75,816	(2,694)	-	2,740	-	75,862
GBP loan note due to immediate parent company	165,534	-	-	9,932	-	175,466
USD loan note due to immediate parent company	140,062	-	3,288	-	-	143,350
USD loan note due to related party (additional facility)	78,180	19,664	2,026	10,334	-	110,204
USD loan note due to Group undertaking	-	-	17,831	-	298,859	316,690
Total borrowings	**1,066,892**	**(3,694)**	**13,657**	**57,731**	**3,238**	**1,137,824**

The prior year table has been represented to give more detail. The total Interest charges plus Other reconcile to the Other balances in the prior year accounts.

19 LEASE LIABILITIES

	Total
	£000
At 1st February 2021	9,132
Interest charge in the year	868
Payment of lease liabilities	(5,984)
Additions	4,861
Remeasurement adjustments	6,428
Exchange differences	313
At 31st January 2022	15,618
Interest charge in the year	1,019
Payment of lease liabilities	(5,025)
Additions	581
Remeasurement adjustments	997
Termination of leases	(244)
Exchange differences	527
At 31st January 2023	**13,473**
Analysed at 31st January 2023 as:	
Current lease liabilities	4,314
Non-current lease liabilities	9,159
	13,473
Analysed at 31st January 2022 as:	
Current lease liabilities	3,511
Non-current lease liabilities	12,107
	15,618

The Group had total cash outflows for leases of £5,025,000 during the year (2022: £5,984,000). As at 31st January 2023, potential future cash outflows of £4,632,000 undiscounted, (2022: £6,406,000, undiscounted) have not been included in the lease liability because it is not reasonably certain that extension options in certain leases will be exercised.

20 PROVISIONS

	Levies on revenue £000	**Lease dilapidations £000**	**Other £000**	**Total £000**
At 1st February 2022	1,079	829	-	1,908
Charged during the year	-	63	82	145
Utilised during the year	-	(132)	-	(132)
Amounts written back	(471)	(286)	-	(757)
Effect of discounting	-	(1)	-	(1)
Exchange differences	36	11	-	47
At 31st January 2022	644	484	82	1,210
Charge for the year	-	-	491	491
Amounts written back	(705)	(51)	(80)	(836)
Effect of discounting	-	(71)	-	(71)
Exchange differences	61	31	(2)	90
At 31st January 2023	**-**	**393**	**491**	**884**
Analysed at 31st January 2023 as:				
Current	-	393	491	884
Non-current	-	-	-	-
	-	**393**	**491**	**884**

20 PROVISIONS (CONTINUED)

Analysed at 31st January 2022 as:				
Current	644	122	82	848
Non-current	-	362	-	362
	644	**484**	**-**	**1,210**

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 March 2022 and September 2024.

Other
Other provisions include amounts related to potential litigation and legal matters.

21 TRADE AND OTHER PAYABLES

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Trade payables (note 18.3)	23,429	15,506	11	50
Amounts owed to related parties (note 18.3)	10,309	207	-	87
Amounts owed to Group undertakings	-	-	7,700	8,944
Intercompany loans payable	-	-	-	3,643
Accruals and other payables	11,028	16,713	1,706	914
Other taxes and social security	-	1,566	-	1,287
	44,766	**33,992**	**9,417**	**14,295**

Management considers that the carrying value of the Group's trade and other payables approximates fair value. Accruals relate to expenses recognised where the invoice has not yet been received. Accruals and other payables mainly includes events related, central overhead related and other miscellaneous costs.

During the year the group received £3,190,000 from the related party outside the group.

22 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 2022 and 2023	**700,000**	**70,000**

	Share premium £000
At 31st January 2022 and 2023	**9,098**

The share premium reflects the amount by which equity acquired in historical transactions exceeded the value of the consideration received.

	Capital contribution reserve £000
At 31st January 2022 and 2023	**73,688**

An historical interest-free loan was discounted to present value at the date of receipt and the discount treated as a capital contribution.

Dividends paid in the year

No dividend was proposed or paid during the financial year (2022: £nil).

23 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 ordinary shares and B1-B6 shares. These shares are fully vested and employees are expected to remain employed at the vesting date. Settlement will be made in the event of an exit.

Further to the preference shares, A2 ordinary shares and B1-B6 shares in issue, during the year, an additional class of shares, the C shares, were issued under the Management Incentive Plan to a small number of senior managers. Half the shares vested upon issue in December 2022 and a further quarter at the end of each of the two years following.

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 net impact after exchange of shares recognised for employee services received during the year for equity-settled share based payment transactions for a group is credit of £5,185,000 (2022: expenses £1,113,000) and for the Company credit of £4,619,000 (2022: expenses £443,000).

At 31st January 2023, the total shares granted were 374,527 (2022: 623,431) 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.

23 SHARE BASED PAYMENTS (CONTINUED)

Movement during the year:

	No of shares
Shares outstanding - 1st February 2022	623,431
Forfeited during the year	(149,979)
Shares exchanged	(303,405)
New shares issued	204,480
Shares outstanding - 31st January 2023	374,527

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	C
Expected volatility	20%	20%	30.2%
Risk-free interest rate	0.53%	0.53%	3.60%
Expected term	n/a	4 years	3.1 years

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

Share class	A	B1-B5	B6	C
Fair value per share	£18.90	£18.90	£13.60	£53.05

24 FINANCIAL COMMITMENTS, CONTINGENT ASSETS AND CONTINGENT LIABILITIES

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

	2023	2022
	£000	£000
Within one year	28	38
Between two and five years	54	24
After five years	-	-
	82	**62**

At 31st January 2023, there exists a charge over £1,036,913,000 (2022: £928,719,000) of the company's assets and an additional £271,591,000 (2022: £255,843,000) over certain Group undertakings' assets, all measured at fair value, as continuing security for the repayment on their maturity date of the term loans and the revolving credit facility due to third parties (see note 18.2).

At 31st January 2023, the Group had no other 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 £nil at 31st January 2023 (2022: £107,000).

25 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 2023 was £4,409,000 (2022: £3,525,000).

26 TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT

Related party transactions

Digital Marketer Labs, LLC is minority shareholder in Traffic and Conversion Summit, LLC. During the year ended 31st January 2023, Digital Marketer Labs, LLC invoiced £6,846 regarding event-related costs. No balance was outstanding as at 31st January 2023.

Toy Industry Association, is minority shareholder in Play Fair, LLC. At 31st January 2023, they owed £163,650 to the Group.

Greg Topalian, a director of Leftfield Media LLC, had a loan payable to the Group of £655,750 which is owed to the Group as at 31st January 2023. Interest accrued at 2% on the principal amount and was included in the loan and 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 ended 21st January 2023, £12,263 of interest was paid by Greg Topalian and received £6,131 in bonuses.

During the year, Quartz Holdings LLC and its subsidiaries (“Quartz”) which is majority owned by Expo Holding I Limited (a parent of the Group) had recharges of £306,154 to the Group. At the year end, a balance of £378,152 was due to Quartz.

Adam Lovallo, a director of Mobile Apps Unlocked LLC, charged the Group £99,113 for the year ended 31st January 2023 for consultancy services with no balance outstanding at the year-end. In addition, Adam Lovallo holds a promissory note of £189,019 which is owed to the Group as at 31st January 2023. Interest accrued at 7% on the principal amount and was included in the loan.

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 January 2023, China Shenzhen Machinery Association charged the Group £88,829 for consultancy costs and membership fees. At 31st January 2023, there was £194,857 outstanding, due to China Shenzhen Machinery Association.

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 2023, Yao Jiguang was paid a salary and bonus of £195,534 as an employee of Global Sources and consultancy fees of £45,643. No balance was outstanding as at 31st January 2023.

National Grocers Association is minority shareholder in Independent Grocers Show Management, LLC. During the year ended 31st January 2023, National Grocers Association received £268,361 regarding its profit share and event-related costs. At 31st January 2023, they owe £5,596 to the Group.

Julian Grave is a minority shareholder in Slotacademy BV. Graves and Company Limited, in which Julian Graves is a director, charged the Group £32,400 for the year ended 31st January 2023 for consultancy services.
See note 18.2 for details of the loans due to related parties.

Benjamin Penrod, a director of Awesome Con, LLC, charged the Group £17,168 for the year ended 31st January 2023 for consultancy services with a £7,979 balance owed to the Group at the year-end.

26 TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT (CONTINUED)
Related party transactions (continued)

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

	Sales £	Purchases £	Year-end balances £
Articulate Global, LLC	-	2,255	(1,513)
Ascend Learning	-	175	-
HH Global Interactive Limited	-	31,356	-
Irth Solutions	28,041	-	(17,417)
NEC Group Birmingham	-	3,652,227	(913,216)
Paysafe	-	-	(5,677)
Paysafe Holdings UK Limited	188,171	-	(5,645)
Precision Medicine Group, LLC	134,000	-	-
Prodege, LLC	-	-	(20,276)
Qualus Power Services	9,300	-	(7,543)
West Monroe Partners	-	-	(3,727)
Xpansiv Limited	15,312	-	-

There are no other related party transactions for the year ended 31st January 2023.

Prior year related party transactions

Digital Marketer Labs, LLC is minority shareholder in Traffic and Conversion Summit, LLC. During the year ended 31st January 2023, Digital Marketer Labs, LLC invoiced £162,111 regarding a hold-back payment for the Traffic and Conversion Summit, LLC acquisition and also received £51,784 regarding its profit share, offset by event-related costs. At 31st January 2022, they were owed £7,826 by the Group.

Toy Industry Association, is minority shareholder in Play Fair, LLC. At 31st January 2022, they owed £150,398 to the Group.

At 31st January 2022, Greg Topalian, a director of Leftfield Media LLC, had a loan payable to the Group of £608,965. 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. In addition, at 31st January 2022 £11,906 was owed by the Group to Greg Topalian.

Adam Lovallo, a director of Mobile Apps Unlocked LLC, charged the Group £87,263 for the year ended 31st January 2022 for consultancy services with no balance outstanding at the year-end. In addition, Adam Lovallo holds a promissory note of £162,066 which was owed to the Group as at 31st January 2022. Interest accrued at 7% on the principal amount and was included in the loan.

Jay Weintraub, a director of Insuretech Connect LLC, charged the Group £199,979 for the year ended 31st January 2022 for consultancy services, of which £79,195 was outstanding at the year-end. At 31st January 2022, the Group also owed Jay Weintraub £372,675 in respect of profit share from Insuretech Connect LLC. Additionally, Jay Weintraub is a director of NextCustomer LLC. During the year ended 31st January 2022, NextCustomer LLC charged the Group £318,422 for management services, offset by re-charges. At 31st January 2022, the Group was owed £5,874.

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 January 2022, China Shenzhen Machinery Association charged the Group £89,914 for consultancy costs and membership fees. At 31st January 2022, there was £355,191 outstanding, due to China Shenzhen Machinery Association.

26 TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT (CONTINUED)

Prior year related party transactions (continued)

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 2022, Yao Jiguang was paid a salary and bonus of £209,804 as an employee of Global Sources and consultancy fees of £14,085. No balance was outstanding as at 31st January 2022.

During the year, income arising from a related party operating agreement with Quartz Holdings LLC and its subsidiaries (Quartz), which is majority owned by Expo Holding I Limited (a parent of the Group), was £572,832. Further distributions of £493,559 were received by Group companies in relation to collaboration events with Quartz. At the year end, a balance of £1,317,119 was due from Quartz.

See note 18.2 for details of the loans due to related parties.

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

	Sales £	Purchases £	Year-end balances £
Alight Solutions LLC	7,456	32,996	(4,735)
Articulate Global, LLC	-	3,014	-
Ascend Learning	-	48,387	-
Compass Well Services	46,727	-	8,179
Change Healthcare	-	-	(3,727)
Cryoport, Inc	3,999	-	-
Diligent Boardbooks Limited	-	7,776	-
HH Global Interactive Limited	-	11,569	(12,401)
International DATA Services Cape (Pty) Ltd	-	2,072	-
Irth Solutions	-	-	(12,448)
Micross	24,363	-	-
NEC Group Birmingham	-	2,277,987	(1,391,899)
Paysafe	5,500	-	(4,100)
Paysafe Holdings UK Limited	47,345	-	39,614
Paysafe Prepaid Services Limited	3,728	-	-
Prodege, LLC	-	-	(18,634)
Qualus Power Services	9,300	-	(6,932)
Tailwind Smith Cooper Intermediate Corp.	20,400	-	-
Trinity International LLP	8,942	-	21,394
West Monroe Partners	-	-	(3,425)

There were no other related party transactions for the year ended 31st January 2022.

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:

	2023 £000	2022 £000
Pension cost of defined-contribution scheme	46	52
Share based payments (credit)/charge	(916)	405
Wages and salaries	1,574	1,461
Total compensation paid to key management personnel	**704**	**1,918**

27 POST BALANCE SHEET EVENTS

Financing

Post the balance sheet date, the Board has been in discussions with lenders to negotiate a 3-year extension of its senior credit facilities and certain other amendments to key terms including subordination of shareholder's debt, additional Payment in Kind interest across all debt and a single covenant requirement of a minimum monthly liquidity of £25m. This 3-year extension applies to the Group's senior term facilities as well as its £75m revolving credit facility, which otherwise expires on 30th June 2024, within the going concern period under consideration.

As at 13th June 2023, lenders representing 100% of the Group's senior facilities (including revolving credit facility lenders) entered into a framework agreement under which they agreed to consent to the extension and support its implementation. As such, the Directors consider a fully consensual process as the most likely implementation route given the committed support received to date. The formal process is now being finalised and the extensions and amendments are expected to be complete by the end of June.

Despite having 100% commitment, if following this commitment to the framework agreement any of the Group's lenders do not consent to the extensions and amendments, the Group plans to implement the extensions and amendments by way of a Scheme of Arrangement under Part 26 of the Companies Act 2006. As of 13th June 2023, the Group believes that it has sufficient commitments from lenders under its framework agreement to support, approve and implement the extensions and amendments by way of a scheme. The Directors therefore believe the need for a Scheme of Arrangement is very remote, and have a very high level of confidence that if required, such Scheme of Arrangement would be successful. If required, this scheme is expected to be completed well in advance of the expiry of the revolving credit facility.

Disposals

On 6th April 2023, the Group disposed of the assets relating to the US restaurant event business for a consideration of $500,000. $250,000 in cash has been received, with the balance due on or before 31st January 2024.

Acquisition of non-controlling interests

On 22nd February 2023, the Group acquired the 25% of Leftfield Media LLC not previously owned as per the terms of a put option between the Group and the non-controlling interest.

On 24th May 2023, the Group acquired the 10% of Premium Exhibitions GmbH not previously owned as per the terms of a put option between the Group and the non-controlling interest.

28 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.

29 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 2023 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)	1410 DAMAC Executive Heights, Barsha Heights/Tecom, Dubai	UAE
Clarion Events Limited (South Africa branch)	2nd Floor, North Wing, Great Westerford, 240 Main Road, Rondebosch, Cape Town, 7700	South Africa
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
Global Sources Direct (Shenzhen) Co., Ltd.	Room 15F2, Media Financial Center, Southwest of Intersection of Fuzhong 3rd and Pengcheng 1st Road, Fuxin Community, Lianhua Sub-district, Futian District, Shenzhen	China
Global Sources Exhibition (Shanghai) Co., Ltd.	Units 03B/04/05/06, 27F, No.666 West Huaihai Road, Changning District, Shanghai	China
iGaming Business Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
iGaming Business North America, Inc.	1209 Orange Street, Wilmington, Delaware, 19801	USA
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
Synergy B.V.	Bisonspoor 3002 C601, 3605 LT, Maarssen	Netherlands

29 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
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.	Room 15CDEF1, Media Financial Center, Southwest of Intersection of Fuzhong 3rd and Pengcheng 1st Road, Fuxin Community, Lianhua Sub-district, Futian District, Shenzhen	China
Global Sources Exhibitions & Events (India) Private Limited	Office No. 4, Shilpa, 7^{th} Road, Prabhat Colony, Santacruz (E), Mumbai, 400055, Maharashtra	India
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.	Room 10, 10F, No. 181 Yanjiang West Road, Yuexiu District, Guangzhou	China
Magic Exhibitions Hong Kong Limited - Korea Branch	5F, 248 Gangnam-daero, Gangnam-gu, Seoul, 06266	South Korea
Publishers Representatives Limited Taiwan Branch	2F, No. 16, Section 4, Nan Jing East Road, Songshan District, 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
Zhuoyu Advertising & Exhibition (Shenzhen) Co., Ltd.	Room 15AB, Media Financial Center, Southwest of Intersection of Fuzhong 3rd and Pengcheng 1st Road, Fuxin Community, Lianhua Sub-district, Futian District, Shenzhen	China

29 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
Gaming Summits B.V.	Bisonpoor 6000, 3605 LT, Maarssen	Netherlands
Pennwell International Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Slotacademy B.V.	Bisonpoor 6000, 3605 LT, Maarssen	Netherlands

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	6 Research Drive, Suite 350, Shelton, Connecticut, 06484	USA

100% wholly owned companies – publishing company

Name	Registered office	Country of incorporation
Media Data Systems Pte Ltd	24 Raffles Place, #07-07 Clifford Centre, 048621	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
Trade Media Marketing Service Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong

29 GROUP SUBSIDIARIES (CONTINUED)

100% wholly owned companies - 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 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
Comet US LLC	200 Bellevue Parkway, Suite 210, Wilmington, New Castle County, Delaware, 19809	USA
Fertile Valley Pte Ltd	24 Raffles Place, #07-07 Clifford Centre, 048621	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
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

29 GROUP SUBSIDIARIES (CONTINUED)

100% wholly owned companies - 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
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 Group 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
Clarion UK Topco 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

29 GROUP SUBSIDIARIES (CONTINUED)

100% wholly owned companies - dormant companies (continued)

Name	Registered office	Country of incorporation
Global Sources Direct Limited	Vistra (BVI) Limited, Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110	British Virgin Islands
Global Sources Limited	30th Floor, 41 Heung Yip Road, Wong Chuk Hang	Hong Kong
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 Finance 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 Midco 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
Revo Media Partners Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
SAM Media LLC	701 S. Carson Street, Suite 200, Carson City, Nevada, 89701	USA
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 companies(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
Clarion Connexa Limited (70%)	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Gift Ventures, LLC (61.1%)	2016 Goldleaf Parkway, Canton, Georgia, 30114	USA

29 GROUP SUBSIDIARIES (CONTINUED)

Partly owned companies (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
Huansheng Exhibition (Shenzhen) Co., Ltd. (70%)	Unit 1204, Block A, Xinian Center, No. 6021 Shennan Road, Tian'an Community, Shatou Sub-district, Futian District, Shenzhen	China
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
Premium Exhibitions GmbH (90%)	Tempelhofer Ufer 36, 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. (90%)	Unit 417, Block A4, Fuhai Information Port, Qiaotou Community, Fuhai Sub-district, Bao'an District, Shenzhen	China
Traffic & Conversion Summit, LLC (80%)	1209 Orange Street, Wilmington, Delaware, 19801	USA

Partly owned companies (50% or more) - organisation of exhibitions and conferences

Name	Registered office	Country of incorporation
Huanxi Information Consulting (Shenzhen) Co., Ltd. (90%)	Unit 1203, Block A, Xinian Center, No. 6021 Shennan Road, Tian'an Community, Shatou Sub-district, 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. (72%)	Unit 1215, Block A, Xinian Center, No. 6021 Shennan Road, Tian'an Community, Shatou Sub-district, Futian District, Shenzhen	China

29GROUP SUBSIDIARIES (CONTINUED)

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%)	Tempelhofer Ufer 36, 10963, Berlin	Germany

Company only subsidiaries

The subsidiaries directly held by the company is PSPA Topco Limited and Global Sources, which are 100% owned.