Ascential

Annual Report 2023

Enter the *heart of it*

Ascential takes the world's leading brands to the heart of what's next for their industries. We do this through our events, intelligence products and advisory services.

Strategic report

Governance report

Financial statements

More information online:
Our website gives you fast, direct access to a wide range of Company information.

ascential.com

"This is an important and exciting time for Ascential. As we look forward, we clearly see the opportunities that our newly focussed business offers our customers to further connect, learn and innovate, helping them succeed, shape and lead their industries."

Philip Thomas
Chief Executive

Financial highlights
(continuing operations)

Revenue
£206.4m

Organic revenue growth[1]
13%

Adjusted EBITDA[1]
£56.4m

Organic Adjusted EBITDA growth[1]
17%

Reported operating profit
£30.7m

Adjusted operating profit[1]
£51.5m

Diluted EPS
1.3p

Adjusted diluted EPS[1]
5.0p

(from discontinued operations)

Loss after tax
£195.5m

1 Refer to the glossary of Alternative Performance Measures on page 195

Strategic and segmental highlights

- Positioned as a premium, global, events-led business
  - Long-term growth strategy: opportunities, both organically and via acquisition, for growth and returns
  - Proven track record through the cycle: +8% revenue CAGR over the last four years
  - Diverse, sustainable revenue streams: spanning live events, digital subscriptions and advisory
- Strategic actions to create value for shareholders
  - Disposal of Digital Commerce and WGSN completed post year-end: total cash proceeds of £1.2bn
  - Plan to return £850m to shareholders through a combination of tender offer, special dividend and on-market buyback programmes
  - Hudson MX sale: process underway and expected to conclude in Q2 2024
- Strong organic growth: revenue up 13% to £206.4m, Adjusted EBITDA up 17% to £56.4m
  - Strong growth in Marketing segment, revenue up 22%
  - Financial Technology segment revenue up 1%

Strategic Report

Company overview

Who we are

We help the world's leading brands navigate what's next through events, intelligence and advisory. As a trusted partner, we help our customers achieve success. We do this through:

- industry-leading events that offer unique opportunities to connect, learn, and innovate;
- data, analytics and insights platforms that provide actionable intelligence to drive informed strategic decisions;
- expert advisory and training that help customers lead the way in industry trends and best practice.

We are organised into two divisions: Lions, serving the Marketing industry, and Money20/20, serving the Financial Technology industry. At the heart of each division are tentpole events for the industries we serve, with Cannes Lions awarding the best creative work since 1954, and Money20/20 driving progress in the Financial Technology industry from 2012 onwards. Now, with our digital intelligence products and advisory services, we can take customers to the heart of what's next all year round.

Our customers

Through our two divisions we serve two distinct industries: Marketing and Financial Technology. Our customer base spans the core industries we serve and the broader ecosystem that exists around them.

Our Marketing division, Lions, benefits from a strong mixture of different customers including brands, agencies, technology companies and media platforms. Money20/20, our Financial Technology division, serves the entire Financial Technology community, including payments, banks, technology companies, VCs, startups and regulators, as well as merchants, retailers and brands that have payments at their core.

Our people

We strive for the highest standards in everything we do, for our customers, and for our people. We work hard to attract and retain the best people in the industry so we can deliver our exceptional products and services. We aim to be a destination employer in each of our key operating territories and markets.

Group revenue

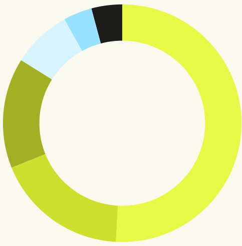
£206.4m

Countries we serve

120+

Revenue by geography[1]

North America	51%
Other Europe	18%
United Kingdom	15%
Asia Pacific	8%
Middle East and Africa	4%
South America	4%



1 Revenue by location of customer (continuing operations)

Customers we serve

>8,000

Number of people

700

Our divisions

Marketing

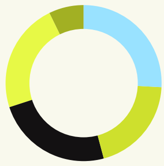
Marketing Segmental review
▶ Page 15

What we do
In the LIONS division, LIONS, WARC, Contagious and Acuity Pricing come together to champion creative marketing that matters.

LIONS	Lions is the destination for those in the pursuit of creative excellence, encapsulating Cannes Lions International Festival of Creativity, The Work, and Lions Advisory.
WARC	WARC is the global authority on marketing effectiveness, providing rigorous and unbiased evidence, expertise and guidance to help marketers navigate any challenges effectively.
CONTAGIOUS	Contagious is a creative and strategic intelligence firm that helps agencies and brands supercharge their marketing by learning from the world's most creative and effective companies and campaigns.
acuitypricing	Acuity Pricing helps the UK's largest retailers and brands to create pricing and proposition strategies that win market share, using real-time price, promotion and product data.

Revenue by type

Sponsorship	26%
Delegates	20%
Awards	24%
Subscriptions	23%
Advisory	7%



Financial Technology

Financial Technology Segmental review
▶ Page 19

What we do
Money20/20's regional events provide a distinctive focus on what's next across the world of payments, fintech and financial services.

MONEY 20/20	Money20/20 is the world's leading premium content, sales and networking platform for the global money ecosystem.
TWENTYFOLD* POWERED BY MONEY20/20	Launching in 2024, Twentyfold is a fintech intelligence platform.

Revenue by type

Sponsorship	60%
Delegates	40%

Chief Executive's review

Philip Thomas
Chief Executive

Revenue

£206.4m

Adjusted EBITDA

£56.4m

"We have many opportunities to strengthen the position of our global events – events which are truly distinctive, and which play an important role in the industries they serve."

This has been a pivotal year for Ascential. In January 2023, we announced the conclusion of our strategic review: our decision to separate the WGSN and Digital Commerce businesses from Ascential, with the events-led business remaining listed on the UK public market. It had become very clear through the review that the three divisions each had strong competitive positions and growing but distinct end markets. Nevertheless, the Board concluded, and it was ultimately proven, that the diverse nature of their operating models, financial profiles and capital requirements had suppressed shareholder value.

The sales of Digital Commerce and WGSN announced in October 2023 have given us the opportunity to return to our shareholders a value equivalent to almost 90% of Ascential's market capitalisation prior to the announcement date and our shareholders now own a business that has our world-leading events firmly at its heart and sole focus.

I am fortunate enough to experience the energy of our global team every day, and as we start this next chapter, I am happy to see our teams galvanised and energised by our new streamlined focus as an events-led business. I would like to take this opportunity to thank all our people for working so hard during these last months that have been dominated by change. I continue to be impressed by the focus and dedication of our teams, in particular those who were directly involved in delivering the outcome of the strategic review, and including some who have now left or are shortly to leave the business.

We are a business focussed on dynamic, growing, global markets where disruption creates clear opportunities: Marketing and Financial Technology. Our events are distinct, sitting at the heart of the industries they bring together, and so attracting commercial participation from both attendees and corporate partners across a wide range of revenue channels. As we look ahead, we see clear opportunities for growth, both through the proven organic levers that have driven revenue successfully for many years and through expansion deeper into our existing markets, and into similarly disrupted, multifaceted industries.

2023 performance

Our operational execution in the year has been strong, with overall revenue growth of 13% and Adjusted EBITDA growth of 17% (on a continuing, organic basis), as our events continue to outstrip their 2019 pre-Covid benchmark levels of performance.

Our Marketing segment grew revenue by 22%, with the Cannes Lions Festival of Creativity, in particular, growing strongly. This was a performance led by outstanding record levels of sponsorship engagement from global businesses who clearly see the value the event can deliver for them. There was good growth across all other revenue lines, including the awards benchmark (which saw the successful launch of the Entertainment Lion for Gaming), delegate revenues (with attendees reaching c.12,000) and from our subscription and advisory revenue streams. In August we acquired Contagious, a creative insights business serving our Marketing customer set, through event, subscription and advisory revenues, for which integration and the realisation of revenue synergies is progressing well.

Our Financial Technology segment grew revenue by 1% overall. Money20/20 Europe saw very strong growth of 19%, driven by the expansion of both delegate and sponsorship revenue streams. This was offset by an 8% drop in revenue from the US event, following growth of over 60% in 2022, with delegate numbers impacted by a steep decline of the early-stage funding environment impacting our customers. Despite this decline, Money20/20 US in 2023 was still 50% larger than its pre-Covid 2019 edition.

Throughout 2023 we owned the Digital Commerce and Product Design businesses which, following their sales agreed in October 2023, have now been treated as discontinued operations in these financial statements. Furthermore, as part of the arrangements for the ongoing disposal of Hudson MX, we acquired accounting control of that business and consolidated their results from October 2023, with that business also treated as a discontinued operation. Consolidated revenue and Adjusted EBITDA from these discontinued operations was £380m and £66m respectively with Digital Commerce delivering a 20% growth in revenue and Product Design a 7% growth in revenue. In 2023 these discontinued operations delivered a loss after tax of £195.5m driven by the costs of the strategic review and the disposal processes to optimise shareholder value (and driving of a net cash inflow of £1.2 billion and a profit of approximately £0.5bn to be recognised in 2024) as well as the revaluation of our investment in Hudson.

Operating responsibly

The main focus for our ESG work in 2023 was environment and climate change resilience, with a particular focus on carbon emissions data collection. I am pleased to report that this year, for the first time, we have measured our carbon footprint across our events portfolio including data from all of the scope 1 - 3 categories, and implemented a new carbon measurement tool and methodology for Ascential's carbon emissions. We also maintained our strong position across a range of ESG indexes and developed a revised Sustainability Strategy for the restructured business. This is outlined in more detail in our ESG report from page 56.

In line with our ambition to become one of the industry's most sustainable events-led businesses, we strive to mitigate any negative impact on the environment, community and society in which we operate, and to ensure the conditions in which our business can thrive. In my new role as ESG Board Sponsor, I will oversee and champion this new strategy, establishing governance and empowering the leadership team to identify and manage ESG risks and opportunities.

2024 priorities

In our first full year as a standalone events-led business, we have three key priorities:

Return of value to shareholders

- returning £850m to shareholders through a combination of tender offer, special dividend and on-market share buyback programmes.

Hudson MX sale

- concluding the sale process which is underway.

Delivering our medium-term growth targets and ambitions

- expanding our addressable market in Marketing and Financial Technology – both of which benefit from long-term structural growth drivers – as a focussed, premium, events-led business.

Outlook

This is an important and exciting time for Ascential. As we look forward we clearly see the opportunities that our newly focussed business offers our customers to further connect, learn and innovate, helping them succeed, shape and lead their industries.

We have many opportunities to strengthen the position of our global events – events which are truly distinctive, and which play an important role in the industries they serve. We have the opportunity to build on the diversity of our revenue streams and continue to innovate and grow our digital propositions, across both our divisions. Ascential has events at its heart – but our digital products and advisory services are what enable us to deepen our relationships with customers and ultimately serve them better. That balance is crucial for our success as a company.

In 2024 our focus in the early part of the year is for a successful launch of Money20/20 Asia in April, where preparations continue to go well. We continue to see positive customer engagement, with booking levels for our events tracking in line with prior year indicators overall. Notwithstanding ongoing disruption to the Fintech funding environment, we are excited by the continued expansion of our end market and global footprint through the launch of Money20/20 Asia. This continuing momentum, following on from our strong post-pandemic bounce back, supports our confidence in our medium-term growth targets and ambitions.

Philip Thomas
Chief Executive
25 March 2024

Investment case

1

Large and fast-growing addressable markets

The global markets in which we operate provide clear opportunities for continued growth across our business.

The Marketing industry is forecast to maintain robust levels of growth in the medium term at 6% CAGR[1] supported by structural trends such as the growing importance of direct-to-consumer relationships, the increasing appeal of shared live experiences in sports and entertainment, as well as the clear opportunities for greater scaling and reach offered by generative AI.

The Financial Technology industry, following a period of robust growth, currently operates within a challenging landscape shaped by higher interest rates and inflation, and their impact on investment decisions. Nevertheless, the ongoing technological revolution continues to create additional avenues for value creation in the sector, suggesting that the industry's medium-term growth, currently estimated at 15% CAGR to 2028[2], is set to continue to outstrip that of its traditional banking counterpart.

1 Group M, This Year, Next Year, December 2023
2 McKinsey & Co., Fintechs: A new paradigm of growth, October 2023

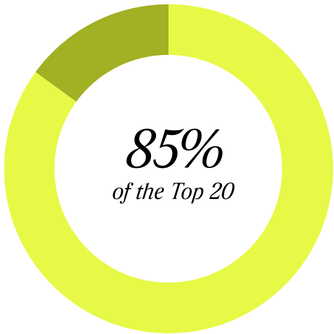
2

Market-leading businesses

We set the benchmark for product quality and are regarded as market leaders in our industries. We serve over 80% of the world's most valuable brands.

Our brands are number one in their industries by a considerable margin. This strong position enables us to bring new ideas to market more quickly, as well as providing clear pricing growth options.

Kantar BrandZ, 2023 most valuable global brands



3

Significant competitive moats

Our market leadership is underpinned by significant competitive moats, which reinforce our competitive advantage and create high barriers for new entrants:

World class, scalable platforms
- We have established wide-reaching event platforms, which we continue to develop, providing our customers with unrivalled access to key industry content and deal-making opportunities that generate a powerful network effect.

Global coverage
- We serve over 8,000 customers, in over 120 countries across five continents

Leading Market Expertise
- Our teams are recognised and valued as the leading experts in their industries, excelling in innovation, market insights and event delivery.

4

Diverse revenue streams

We have a diverse mix of revenue streams, which is particularly notable in an events-led business.

Our revenue mix is distributed between event driven and non-event driven revenues, which account for over a third of all revenues.

2023 Revenue by type

Event Revenue

Sponsorship	38%
Delegates	28%

Non-Event Revenue

Subscriptions	15%
Benchmark Awards	15%
Advisory	4%

5

Multiple levers for revenue growth

We have many levers to organic growth at our disposal:

Organic
- Penetration of existing markets
- Expansion into new geographies
- Growth in higher value-add products
- Product innovation

Other
- Bolt-on acquisitions
- Opportunities in new markets

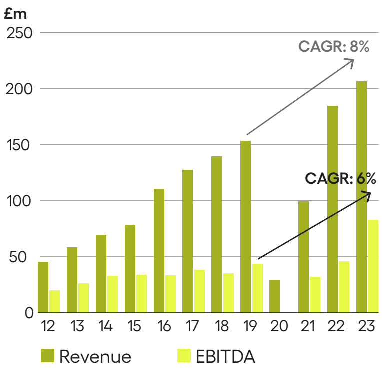
6

Highly attractive financial profile

We have delivered a strong financial performance over the past 10 years, with annual compound revenue growth of 8% and Adjusted EBITDA growth of 6% since 2019, looking through the pandemic period.

This has been achieved through a rigorous focus on the strength of our world-leading events.

Revenue and Adjusted EBITDA*



* including the pro forma results of acquisitions and disposals to date

Business model

What we do

Ascential provides customers with event-led products and services, creating value for stakeholders underpinned by:

1. Market-leading brands
- Our brands are at the heart of the industries they serve.

2. Global ecosystems
- We serve large and growing Marketing and Financial Technology sectors.

3. Diverse revenue streams
- We generate diverse revenue streams from events, intelligence and advisory services.

4. Global workforce
- We have a global workforce of around 700 people.

5. Sustainability
- We have a sustainable and responsible focus to our business.

Four key value streams

Multiple customer touch points, building upon our events platform.

Benchmarking awards
Awards benchmark for industry excellence.

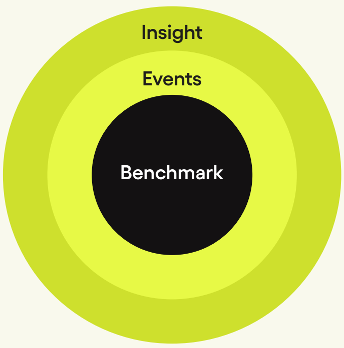
Revenue
£31m

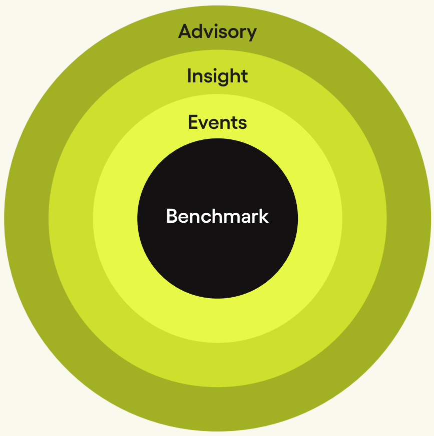
Proportion of revenue
15%

Events
Delivering premium global events that sit at the heart of their industry and fuel connection, business and learning.

Revenue
£136m

Proportion of Revenue
66%





Subscriptions
Setting the bar through benchmarking and unlocking data and insight to raise it, accessed through subscriptions.

Revenue
£30m

Proportion of revenue
15%

Advisory
Providing expert advisory services to create the conditions for creative transformation and maximum marketing effectiveness.

Revenue
£9m

Proportion of revenue
4%

Our value

We have aligned our business to best serve the needs of our stakeholders, ensuring that we are uniquely positioned to deliver value.

1. For our shareholders
- We aim to deliver long-term sustainable returns, measured by Total Shareholder Return.

2. For our customers
- We take our customers to the heart of their industries to enable them to do business, network and learn.
- We track our performance through a range of customer engagement statistics including net promoter scores, retention rates and growth from existing customers.

3. For our colleagues
- We are a destination employer for global talent, with hubs in London, New York and Singapore.
- We measure the engagement of our people through survey data, tracked at regular points throughout the year.

4. For our communities
- We are focussed on maintaining a sustainable business model and making a positive impact on the communities in which we operate.

More information
Pages 48 to 55

KPIs

Key Performance Indicators (KPIs) are used to measure both the progress and success of our strategy implementation.

The KPIs are set out below, with a measure of our performance to date. Adjusted profit measures are used to assist readers in understanding underlying operational performance. These measures exclude income statement items arising from portfolio investment and divestment decisions, and from changes to capital structure.

Financial Review
Page 24

Risks
Page 32

Revenue

£206.4m

2023	**£206.4m**
2022	£191.2m

Description
Revenue generated from continuing business operations.

Performance in 2023
Growth of +13% reflects, primarily, the strong performance of the Marketing segment.

Organic Revenue Growth[1]

+13%

2023	**+13%**
2022	+70%

Description
Change in revenue from continuing operations on a like-for-like basis.

Performance in 2023
See Revenue.

Adjusted EBITDA[1]

£56.4m

2023	**£56.4m**
2022	£49.9m

Description
Adjusted operating profit, from continuing operations, excluding depreciation and amortisation.

Performance in 2023
Growth of +17% reflects revenue growth, together with the return of the Marketing segment profitability towards pre-pandemic levels.

Organic Adjusted EBITDA Growth[1]

+17%

2023	**17%**
2022	83%

Description
Change in adjusted operating profit, from continuing operations, excluding depreciation and amortisation, on a like-for-like basis.

Performance in 2023
See Adjusted EBITDA

Operating cash conversion[1]

112%

2023	**112%**
2022	114%

Description
Adjusted cash generated from continuing operations expressed as a percentage of Adjusted EBITDA.

Performance in 2023
Favourable working capital movements increased the cashflow generated from operations compared to EBITDA.

Free cash flow conversion[1]

96%

2023	**96%**
2022	107%

Description
Net cash generated from operating activities including capital expenditure expressed as a percentage of Adjusted EBITDA.

Performance in 2023
Capital expenditure and tax payments offset the impact of favourable working capital movements on the cashflow generated from operations compared to EBITDA.

1 Refer to the glossary of Alternative Performance Measures page 195


THIS IS YOUR MOMENT. MAKE HISTORY.
CANNES LIONS

Marketing

The Marketing segment comprises Lions and WARC, Contagious and Acuity. Lions, through its awards and festival, as well as its subscription and advisory products, is the global benchmark for creativity in the branded communications industry. WARC is the global authority on marketing effectiveness for brands, agencies and media platforms. In August 2023, we acquired Contagious, a provider of creative trends insights to brands and agencies. The Marketing segment now also includes Acuity which was transferred from the Financial Technology segment in 2023.

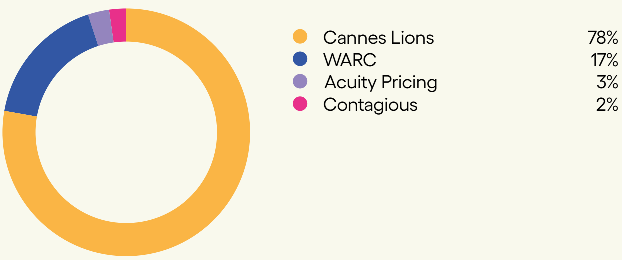
Revenue

£130.5m

Organic revenue growth

22%

Revenue streams by business (%)



Our Marketing segment empowers marketing professionals with the tools, insights and data to advocate for prioritising capital allocation towards marketing, especially creative marketing. We're confident this approach fuels growth and provides our customers with a measurable competitive advantage.

The Marketing segment performed very strongly in 2023. Organic revenue growth of 22% in the year was especially notable given that Lions had already returned to pre-COVID levels of revenue in 2022. We were also pleased to see Adjusted EBITDA growth of 37% with margins growing to 43% despite the increasing proportion of lower margin sponsorship revenue.

Lions provides opportunities to network, learn and do business at the Cannes Lions International Festival of Creativity. The festival celebrated its 70th edition in Cannes in June 2023, growing very strongly compared to 2022. The event enjoyed record levels of customer engagement, through physical sponsorship activations, up 68%, as demand for onsite activations, particularly with major media and technology partners, grew strongly even compared to 2022's record levels. Overall, we welcomed 110 sponsorship customers with an average order value of £260,000.

The other major event revenue stream, revenue from delegate participation, was up 17%. Attendee volumes at Cannes Lions saw good growth, with more than 12,000 attendees representing growth of 9% on the 2022 event. Asia Pacific attendees grew by over 30%, with delegates now able to travel outside their countries due to the lifting of pandemic restrictions.

In terms of the Lions benchmark awards, entry volumes were just under 27,000, up 6% on the prior year. This included an 18% increase in submissions directly from brand customers, with strong engagement in categories representing emerging channels such as B2B, Gaming, Commerce and Business Transformation. This year also saw the launch of the Entertainment Lion for Gaming, where strong participation highlighted the increased collaboration between brands and this significant industry. Lions' regional awards (Dubai Lynx, Spikes and Eurobest) also saw overall growth in revenue, demonstrating the importance of the Middle East and Asian markets within the industry.

Overall, subscriptions and advisory services accounted for around 30% of Marketing's revenue base in 2023. Subscriptions grew by 5%, as WARC, the largest subscription product saw good growth, with renewal rates continuing to exceed 95%, building on the launch of the Marketing Effectiveness Platform last year. June also saw the launch, at the Lions Festival, of the Lions & WARC Creative Impact track, a joint content stream, examining what it takes to drive business performance through commercial creativity in 2023. Lions subscription products also continued to grow well, with annual renewal rates for the latter remaining strong, at over 90%.

	Year ended 31 December (£m)		Growth (%)	
	2023	2022	Reported	Organic
Revenue	**130.5**	99.2	32%	22%
Adjusted EBITDA	**55.6**	40.1	39%	37%
Adjusted EBITDA margin	**43%**	40%		

The Retail Price & Promotion business, Acuity Pricing, was transferred to Marketing from the Financial Technology segment in 2023. The subscription-based business saw a slight decline in revenue, although billings grew modestly, supported by product enhancements and renewed marketing efforts including a rebranding to "Acuity".

Advisory services, which include insights using Lions' awards intelligence and respected creative excellence training programmes, grew by 36% vs 2022, with projects for major brands such as Colgate, Pepsi, Heineken and Instacart.

Acquired in August, Contagious, a multi-format creative insights business, brings to the Marketing segment deep expertise in the analysis of creative trends. The business, which provides forward-looking creative inspiration and trend analysis for agency and brand customers, is highly complementary to the offerings of Lions and WARC and further strengthens our product set across the industry. Contagious saw good revenue growth of 6% in 2023.

Current market conditions
The advertising industry continues to evolve, with the disruption of media planning by new platform tools from Alphabet and Meta, and the rise of AI, as generative AI platforms are beginning to disrupt workflows within marketing services agencies. Digital advertising continues to grow, in particular emerging categories such as retail media and connected TV.

Market outlook
Our industry experts at WARC point to several key trends that will shape the Marketing industry over the coming year.

Firstly, the digital media landscape is set to maintain strong growth, driven by increased digital media consumption and e-commerce expansion. Global digital ad spend is forecasted to grow by 10.3% in 2024 to reach $770 billion. While traditional display growth slows, emerging digital categories like connected TV and retail media will continue to show rapid expansion, growing 12.1% and 10.5% respectively over 2024. Social spend is expected to grow by a 12.8% CAGR, driven by new platforms and short-form video content.[1]

Secondly, the rise of addressable media. Advertisers are leveraging addressable media, characterised by data-driven, technology-enabled, and real-time measurable campaigns. The growth in spaces like retail media, connected TV, and programmatic reflects this trend.

Thirdly, linear TV ad spend, the third biggest advertising category (after social and search), which declined 5.4% p.a. over 2022 and 2023, will improve somewhat, growing 3.5% in 2024, on the back of political spending to coincide with elections in many markets, and sporting events such as the Olympics. Other areas to watch include the impact of AI on search, a focus on carbon efficiency in media consumption, and the scaling challenges and operation considerations of retail media.

1 WARC, Global Ad Spend Outlook 2023/24

Case study

Unlocking the city of Cannes

"Our work with LIONS has proven to be truly strategic, has driven tangible results for our businesses and fostered mutual success. In 2023, our partnership reached new heights with the Carlton rooftop takeover, where together we brought a unique space to the festival including learning programs, thought leadership, exclusive events and networking for B2B professionals. Together, we are shaping the future of B2B innovation and creativity, and we are excited for what lies ahead."

Keith Browning
Director, Global Brand Marketing, LinkedIn

LIONS

> Collaborating with Cannes Lions has been a transformative journey. All initiatives conducted at the Carlton Cannes, notably our Penthouse rooftop takeover, exemplified the power of partnership, where creativity, innovation, and strategic vision converged to deliver an unparalleled experience."

Matthias Kaesweber
Director of Sales and Marketing,
Carlton Cannes

Objective
In the lead-up to the 2023 festival, the Cannes Lions team focussed on deepening relationships with partners and sponsors to ultimately drive value and growth. This included our partnerships that activate on the "fringe" of the festival: the physical footprint of the festival beyond the Palais.

2022 had been a strong year for Cannes Lions, with record sponsorship activity. Amazon came on board as a partner, launching their now iconic activation the Amazon Port, which transformed the marina car park into a fully branded space, complete with a pool and multiple stages.

Our ambition for 2023 was to grow partnership revenues through innovation, ensuring that we were part of the conversation between venues and partners and so able to offer unique activations and a higher-value experience for our customers.

Solution
We focussed on deepening our relationships with the City of Cannes and its venues to enable us to deliver better value and better experiences. We worked closely with the Cannes Mayor's office, hotel partners and independent venues to unlock new inventory and find new and creative uses for spaces that fulfilled an unmet need.

The Carlton Hotel, built in 1913, was undergoing an extensive refurbishment to expand the hotel significantly. Following a period of closure for the hotel, Cannes Lions partnered exclusively with The Carlton prior to the 2022 festival to jointly envisage how the newly built hotel spaces could be used to house unique partner headquarters during the festival week. In response, our partners rose to the creative challenge and built some of the most unique HQs to date: from a penthouse B2B stage with LinkedIn, to the TikTok Creator House in the Carlton Gardens, to the Pinterest 'Manifestival' on the Carlton Beach. The Carlton team worked tirelessly to bring these activations to life, providing four partners with premium and first-of-their-kind activations for the 2023 festival.

In order to bring new brands to the festival, and new experiences to our delegate audience, we also built deeper, strategic relationships with beach owners and the Cannes Mayor's office, delivering new beach activations for a number of high-profile customers.

In short, we successfully demonstrated that, by working through Cannes Lions exclusively, our customers were able to engage fully with the festival experience and deliver activations – and ultimately business outcomes – that they simply couldn't achieve on their own.

Outcome
In 2023, LIONS Sponsorship revenues grew by more than 60% (vs 2022) driven by a combination of new inventory and increases in average order value and customer volume.

There remains substantial headroom for continued innovative new spaces in Cannes. For 2024 we are continuing our strategy of unlocking new venues to ensure future growth. That includes building partnerships with existing venues, as well as creating new venues and spaces to offer to our customers, including a number of new spaces for 2024. This will ensure we can continue to enable our customers to achieve their business outcomes through long-term partnership with Cannes Lions.


.MONEY
20/20

Financial Technology

The payments ecosystem has grown increasingly complex due to technology and regulation, challenging organisations that move money globally at scale. Money20/20 helps customers navigate this by offering access to a diverse ecosystem where businesses can buy and sell products, form partnerships, and showcase their brands on a unified platform. In 2023, Acuity was transferred to the Marketing segment.

MONEY 20/20

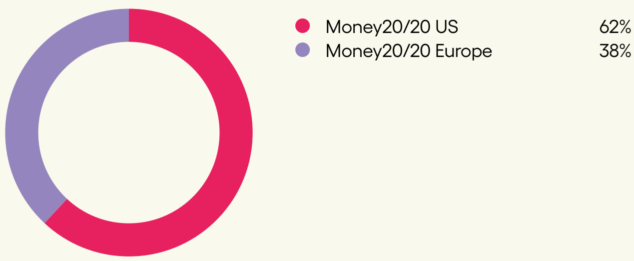
Revenue

£75.9m

Organic revenue growth

1%

Revenue streams by business (%)



Organic revenue growth of 1% in the year reflects the very strong performance of Money20/20 Europe, with growth of 19%, combined with an 8% decline in revenue from the larger US event, which faced significant headwinds from the reduction in global Fintech spending (down 50% in 2023 to $39.2bn). Adjusted EBITDA reduced by £4.9m, reflecting the investment in the launch of Money20/20 Asia and TwentyFold, the strengthening of Pounds Sterling versus the US Dollar relative to 2022 levels and the decline in the US edition.

Money20/20 is the leading platform for the global Fintech community, driving progress, growth and success for customers, by creating connections, enabling deals and generating fresh insights. The brand's European event, held in Amsterdam in June 2023, delivered growth of 19% compared to the 2022 edition (and 55% compared to 2019), driven by increases in both attendees (now over 8,500), where revenue grew 11% and sponsorship business where revenue grew 23%. The event saw attendees from over 2,300 companies attend, representing over 100 countries, with over 18,000 customer meetings booked via the Money20/20 app (an increase of over 20%). An increase in the Net Promoter Score illustrates continued strong customer engagement.

The flagship US show, following its exceptional growth in 2022 (where revenue was up over 60% vs 2019), saw the impact of disruption to the funding environment for the early-stage financial technology sector, in particular payments, which impacted our customer behaviour. The 2023 edition, held in Las Vegas in October, saw revenue decline by 8%, driven by lower delegate volumes, with attendees of over 11,500 and more than 3,200 companies participating. As with the European edition, an increase in the Net Promoter Score for the US edition illustrates continued strong customer engagement, combined with sponsorship average order value that grew by 20%, while revenue for the US event, despite being lower than in 2022, nevertheless stood 50% higher than the 2019 pre-Covid benchmark.

Preparations for the launch of the Asian show, in Bangkok in April 2024 continue to progress well, with good engagement from key regional players and a compelling programme of content. Over 200 speakers, representing banks, payment companies and other industry leaders from across the region, will explore how integration, regulation and technology are transforming the Asian Fintech landscape.

	Year ended 31 December (£m)		Growth (%)	
	2023	2022*	Reported	Organic
Revenue	**75.9**	92.0	(18%)	1%
Adjusted EBITDA	**26.7**	31.6	(15%)	(7%)
Adjusted EBITDA Margin	**35%**	34%		

* 2022 results include £7.4m of revenue and £0.1m EBITDA loss from Retail Week World Retail Congress which was sold in December 2022 and £4.6m of revenue (nil profit) from Acuity, which was transferred to the Marketing segment in 2023.

In October 2023, we announced the launch, in early 2024, of TwentyFold, a new digital intelligence subscription product. This product helps Fintech professionals find the ideal investment and partnership opportunities, through its extensive set of market connections and data. The product is available via annual subscription, designed to help members optimise their deal and partnership sourcing, reducing the overall cycle time and cost. This is a long-term investment for the brand, and is not expected to deliver significant revenues in 2024.

Following a period of robust growth, the Fintech industry, in common with all tech sectors, currently operates within a challenging landscape shaped by higher interest rates and inflation, and their impact on investment decisions. Recently, this has seen some significant reductions in funding and valuations of companies in certain sub-segments of the customer base from their 2021 highs. Nevertheless, the ongoing technological revolution continues to create additional avenues for value creation in the sector, which, combined with some early indications of renewed investor confidence, suggest that the Fintech industry's growth is set to continue to outstrip that of its traditional banking counterpart in the medium term.

Current market conditions
2023 represented a low point in terms of the financial services M&A deal-making, with the market depressed by macroeconomic factors such as high inflation, rising interest rates and lower economic growth projections. Data from PwC, for example, shows global deal-making in the sector during 2023 was down 12% by volume and 40% by value from 2022, while EY analysis indicates UK deal activity during 2023 was at a nine-year low. However, while macroeconomic conditions and geopolitical tensions remain challenging, improvements in financial markets, supported by positive signals the central banks may soon lower interest rates, is slowly translating to a rise of investor confidence.

The financial technology (fintech) sector has undergone its own significant transformations. Technological advancements and innovation have propelled fintech to the forefront of financial services, adapting to the rapidly changing landscape shaped by factors such as the evolving banking sector, accelerated digitisation, shifting customer preferences, and regulatory support.

As of January 2024, publicly traded fintechs had a market capitalisation of $650 billion, while the fintech unicorn landscape has expanded to 300 companies, collectively valued at $1.2 trillion, a six-fold increase over five years.

Looking ahead, the fintech industry confronts a challenging yet opportunity-rich landscape shaped by evolving market dynamics. Investors are adapting to a new financial paradigm marked by higher interest rates and inflation, influencing their risk and reward evaluations. Simultaneously, an ongoing technology revolution, is creating additional avenues for value creation. According to research from McKinsey[1] , the fintech industry is poised for nearly three times faster revenue growth than its traditional banking counterpart from 2022 to 2028. While traditional banking anticipates a six percent annual revenue growth, fintechs could experience a robust 15 percent annual revenue growth over the next five years.

Future trends
These trends align with and, in many cases, drive the maturation of the fintech sector. McKinsey research identifies three overarching themes that will define the forthcoming phase of fintech growth. Firstly, fintechs will continue benefiting from the radical transformation of the banking industry, rapid digital adoption, and the expanding landscape of e-commerce globally, particularly in developing economies. Secondly, despite short-term challenges, fintechs possess untapped potential for further growth within an expanding financial services ecosystem. Lastly, not all fintechs are equally affected by the current market correction; those in specific verticals and at particular stages of growth demonstrate greater resilience compared to their counterparts.

1 McKinsey & Co., Fintechs: A new paradigm of growth, October 2023

Case study

Smart Money Moves

> We chose Money20/20 to launch Convera's new brand proposition because of the power of the Money20/20 platform and the quality of attendees. Our multi-channel approach to brand activation at Money20/20 – via content, branded spaces and media engagement – gave us unparalleled reach and awareness."

Jennifer Parker
Chief Commercial Officer, Convera

Objective
Convera is a global B2B payments company with more than 30,000 customers and a financial network spanning more than 200 countries and territories. Formerly a part of Western Union (a long-time partner of Money20/20) and now operating as a standalone business, Convera needed to launch their new brand quickly: they had the scale but lacked brand recognition.

Solution
As the world's fintech platform for companies to grow their brands, Money20/20 provided the perfect place for Convera to launch their new proposition and brand in 2023. Convera's global partnership with Money20/20 focussed on delivering clear business outcomes, with the primary goal of enhanced brand awareness through thought leadership, access to media, and beyond. Money20/20 was able to deliver this for Convera as our platform brings together the entire collective ecosystem of fintech, attracting senior industry executives and offering our customers hugely valuable opportunities to interact with media and gain press exposure.

The Convera Money20/20 partnership started in Amsterdam, in June 2023, where Convera focussed on establishing brand equity in the industry through a combination of activations. The Convera lounge was open to all delegates and also housed a podcast booth where they launched their Currency Convos podcast (now called Converge), which brings traditional banking and legacy payments providers together with fintech disruptors to challenge the narrative (and each other) on the future of finance. The podcast featured experts from the space including the Money20/20 content team, with ten episodes recorded on-site in Amsterdam. Convera then used our platform to promote their Future of Trade and B2B Payments report, ranging from government policies shaping commerce to five-year trade forecasts and expected payment trends. For maximum exposure, Convera took part in an invite-only, live press conference with Europe's top financial media to cement their brand story at scale resulting in +212% increase in media engagement and coverage month on month.

Building off of the brand equity established in Amsterdam, our partnership extended to Las Vegas, where the show provided a platform to build on the brand activation in Europe and add in key thought leadership through content. Convera established their presence on Sunday night, taking over a restaurant in MoneyRow – a new sponsored space for 2023 – to host VIPs and be officially included in our opening night kick-off. This activation provided a foundation of increased brand awareness and a solid foundation for the content that followed throughout the show. Convera also sponsored Money20/20's Converge stage as an exclusive partner, further establishing brand credibility by association with our editorial content and providing a central hub for the team to take meetings. Members of Convera's senior leadership team joined different discussions on stage on topics such as cloud ecosystems and infrastructure, including Convera's Chief Technology Officer, Chief Commercial Officer and Chief Operating Officer. Convera scanned 2,000+ attendees from over 1,000 companies demonstrating a strong interest in the quality of the stage content. For continuity, they continued with their "Smart Money Moves" theme and key messaging, having previously launched this in Amsterdam.

Outcome
Convera saw a strong result following engagement with Money20/20 in 2023, running over 200 meetings with customers and partners and generating over 1,000 new leads. They are planning to replicate and expand on activations at both shows for 2024, including a similar lounge and an additional Partner stage sponsorship opportunity at our US show.

The **power** of

connection

Financial review

Mandy Gradden
Chief Financial Officer

> The Company benefits from diverse revenue streams across its two segments ranging from digital subscriptions to live events to advisory. Most of these revenue streams have recurring or repeat characteristics benefitting from our focus on customer retention. 34% of revenue (2022: 34%) was derived from non-events sources, namely our Benchmarking Awards, Subscriptions and Advisory service lines."

Overview

Following the agreement to sell the Digital Commerce and WGSN businesses during 2023 and the expected sale of Hudson in the first half of 2024, our financial results for 2023 and 2022 have been restated to classify these three businesses as discontinued operations. The commentary within this report is therefore mainly focussed upon our continuing operations.

Our consolidated statement of profit or loss from continuing operations shows revenue of £206.4m (2022: £191.2m) and an operating profit of £30.7m (2022: £27.2m profit). Adjusted EBITDA from continuing operations was £56.4m (2022: £49.9m) with the growth primarily driven by the very strong performance of the Marketing segment in which the Cannes Lions festival in particular grew revenue by 30% versus 2022 as a result of across-the-board increases in delegates, sponsorship and awards.

Adjusting items in 2023 included the amortisation of acquired intangibles, share-based payments and other Non-trading items as set out in more detail below. The sale of the Digital Commerce and WGSN businesses completed shortly after the year end for total net cash proceeds of £1.2bn, delivering an anticipated profit on disposal in the 2024 financial year of approximately £500m subject to finalisation of customary completion mechanics with the buyers.

We delivered strong operating cash flow performance for the year in the continuing business with Adjusted cash generated from operations of £62.9m (2022: £56.9m), an operating cash flow conversion of 112% (2022: 114%) and a free cash flow conversion of 96% (2022: 107%).

Alternative Performance Measures

A core KPI and strategic goal of the Company is Organic revenue growth rate. We believe that this is the most efficient method of growth, measures the underlying health of the business and is a key driver of shareholder value creation. Organic revenue growth rate eliminates the impact of acquisitions and disposals and that element of growth which is driven by changes in foreign exchange rates.

Adjusted EBITDA is also an Alternative Performance Measure and is used in the day-to-day management of the business to aid comparisons with peer companies, manage banking covenants and provide a reference point for assessing our operational cash generation. It eliminates items arising from portfolio investment and divestment decisions, and from changes to capital structure. Such items arise from non-trading activities, intermittent or non-recurring events, and while they may generate substantial income statement amounts, do not relate to the ongoing operational performance that underpins long-term value generation.

Further details on Alternative Performance Measures are set out at the end of this annual report.

Continuing operations

The results for the year ended 31 December 2023 are summarised in the table below.

£'m	2023	2022[1]	Growth rate Reported	Growth rate Organic
Revenue	**206.4**	191.2	8%	13%
Adjusted EBITDA	**56.4**	49.9	13%	17%
Operating profit	**30.7**	27.2	13%	21%
Adjusted operating profit	**51.5**	45.3	14%	18%

1 Restated for discontinued operations.

Segmental results

Following the announcement of the sales of the Digital Commerce and WGSN businesses, and the determination that these, along with Hudson, were discontinued and held for sale, the Group has two continuing reportable segments. These are Marketing and Financial Technology. Information regarding the results, growth rates and margins of each is included below.

£'m	Marketing	Financial Technology	*Subtotal*	Corporate costs	Continuing operations
2023					
Revenue	**130.5**	**75.9**	**206.4**	–	**206.4**
Organic growth	*22%*	1%	13%	–	*13%*
Adjusted EBITDA	**55.6**	**26.7**	**82.3**	**(25.9)**	**56.4**
Organic growth	*37%*	(7%)	19%	(23%)	*17%*
Adjusted EBITDA margin	*43%*	*35%*	*40%*	–	*27%*
Depreciation and software amortisation	(2.8)	(0.1)	(2.9)	(2.0)	(4.9)
Adjusted operating profit	**52.8**	**26.6**	**79.4**	**(27.9)**	**51.5**
2022[1]					
Revenue	99.2	92.0	191.2	–	191.2
Adjusted EBITDA	40.1	31.6	71.7	(21.8)	49.9
Depreciation and software amortisation	(2.6)	(0.9)	(3.5)	(1.1)	(4.6)
Adjusted operating profit	37.5	30.7	68.2	(22.9)	45.3

1 Restated for discontinued operations.

Corporate Costs

Corporate costs grew by 23%, to £25.9m reflecting the higher level of resources required to implement the strategic review and its conclusions, including the separation and ultimate sales of the Digital Commerce and WGSN businesses. We have carefully evaluated the appropriate size of the Corporate function to efficiently support the continuing business and in 2023 initiated a restructuring of both the staff and supplier cost base. As a result Corporate costs are expected to reduce by a half to approximately £13m from 2024 onwards.

In addition, we will maintain a Transition, TSA and Separation team for the first half of 2024 to ensure that our obligations under the disposal agreements are serviced and that all residual issues relating to the discontinued operations are completed. The costs of this team of approximately £7m will be recorded as a Non-trading item.

Revenue

The Company benefits from diverse revenue streams across its two segments ranging from digital subscriptions to live events to advisory. Most of these revenue streams have recurring or repeat characteristics benefiting from our focus on customer retention. 34% of revenue (2022: 34%) was derived from non-events sources, namely our Benchmarking Awards, Subscriptions and Advisory service lines.

£'m	2023	2022
Events	**136.0**	125.7
Delegates	***56.7***	*58.3*
Sponsorship	***79.3***	*67.4*
Non-events	**70.4**	65.5
Benchmarking Awards	***30.9***	*27.8*
Subscriptions	***30.2***	*30.2*
Advisory	***9.3***	*7.5*
Revenue from continuing operations	**206.4**	191.2

Revenue from continuing operations grew to £206.4m (2022: £191.2m), a reported increase of £15.2m or 8%, driven by the performance of the Marketing segment. Adjusting for currency impacts, the acquisition of Contagious in 2023 and the disposal of RWRC at the end of 2022, revenue increased by 13% on an Organic basis.

Adjusted EBITDA

Adjusted EBITDA from continuing operations grew to £56.4m (2022: £49.9m), an increase of £6.5m or 13%. This represented growth of 17% on an Organic basis. Adjusted EBITDA margin increased from the prior year to 27.3% (2022: 26.1%). This reflected a combination of very strong revenue growth offset by investment ahead of the launch of Money20/20 Asia in Bangkok, in April 2024, and TwentyFold, together with an increase in Corporate costs reflecting resource levels required to complete the conclusions of the strategic review, separation and ultimate sales of the Digital Commerce and WGSN businesses. In 2023, we initiated the resizing of our corporate costs to match the continuing business through staff and supplier cost base restructuring and expect that corporate costs will reduce by a half to approximately £13m going forward.

Reconciliation between Adjusted EBITDA and statutory operating profit
Adjusted EBITDA from continuing operations is reconciled to statutory operating profit as shown in the table below.

£'m	2023	2022[1]
Adjusted EBITDA	**56.4**	49.9
Depreciation	**(4.9)**	(4.6)
Adjusted operating profit	**51.5**	45.3
Non-trading items	**(4.4)**	(3.6)
Amortisation of acquired intangibles	**(9.0)**	(8.9)
Share-based payments	**(7.4)**	(5.6)
Statutory operating profit	**30.7**	27.2

1 Restated for discontinued operations.

Non-trading items

In light of the level of corporate activity, significant Non-trading items were incurred in 2023 – especially in relation to the discontinued operations. These have been treated on a basis consistent with our policy and with previous years, as set out in the table below and further explained in Note 6.

£'m	2023	2022[1]
Strategic review costs	**(1.5)**	–
Transaction and integration costs	**(0.7)**	(0.7)
(Loss)/profit on disposal of RWRC	**(0.3)**	1.0
Property impairments and provisions	**(1.9)**	(3.9)
Non-trading items relating to continuing operations	**(4.4)**	(3.6)
Strategic review costs	**(83.5)**	(15.0)
Transaction and integration costs	**(17.3)**	(15.5)
Acquisition-related employment costs and deferred consideration	**1.8**	(31.4)
ERP and Salesforce implementation	**(7.1)**	(21.6)
Profit on disposal of businesses	**0.2**	4.1
Non-trading items relating to discontinued operations	**(105.9)**	(79.4)
Non-trading items relating to total operations	**(110.3)**	(83.0)

1 Restated for discontinued operations.

Continuing Operations
Strategic review costs relate to costs incurred to set up the continuing Events-led business as a standalone business, as a result of the separation, such as investor relations and rebranding costs. Transaction and integration costs comprise legal and professional fees for the acquisition and integration of Contagious. Property impairments and provisions relate to a reassessment of the Group's property requirements as part of the strategic review and the impact of onerous lease obligations that remain with the continuing business following the disposals.

Discontinued Operations
Strategic review costs of £83.5m (2022: £15.0m) relate to the sales of the Digital Commerce and WGSN businesses as part of our optimisation of shareholder value, as well as the necessary restructuring and reduction of Ascential's central corporate function as a result of the disposal of such a large proportion of the Group. These costs related to resources and professional fees for project management, tax and legal structuring, activities relating to the aborted US listing, legal and professional advisor support as well as severance and retention incentives for key personnel impacted by the separation of the Group. Fees also include success fees paid to the banks managing the disposal processes. The vast majority of these costs have been recognised in 2023 either as services have been provided or, for contingent success fees, on shareholder approval of the disposals which occurred in December 2023. The significant scale of Non-trading items across both 2022 and 2023 should be viewed in the context of the expected distribution to shareholders of £850m and the 2024 preliminary pre-tax profit on disposal of approximately £500m (subject to finalisation of completion accounts).

Transaction and integration costs of £17.3m (2022: £15.5m) comprise professional fees for diligence and legal costs for acquisitions and investments as well as the costs of integrating acquisitions, such as the acquisitions of Sellics and Intrepid by the Digital Commerce business in 2022 and their subsequent integration. It also includes the execution of a significant staff reduction in the second half of 2023 following the product integration and launch of the Digital Commerce combined product Flywheel Commerce Cloud.

Amortisation of acquired intangibles

The amortisation of acquired intangibles of £9.0m (2022: £8.9m) primarily relates to brand and trade names of Lions, WARC and Money20/20. We expect a step down in amortisation over the next two years as certain assets are fully written down.

Share-based payments

The charge for share-based payments in continuing operations of £7.4m (2022: £5.6m) was higher in 2023 than in 2022 due to the acceleration of vesting for good leavers from the continuing business in the period. The charge for discontinued operations likewise increased from £10.3m to £16.4m.

Net finance costs

The total net finance costs for the year ended December 2023 were £132.7m (2022: £18.7m) as set out in the table below:

£'m	2023	2022
Interest income on deposits and investments	5.6	0.5
Interest payable on external borrowings	(21.3)	(7.4)
Fair value (loss)/gain on derivative financial instruments	(4.3)	4.3
Amortisation of arrangement fees	(0.8)	(0.8)
Discount unwind on lease liabilities and provisions	(0.2)	-
Foreign exchange gain	-	1.0
Adjusted net finance costs relating to continuing operations	**(21.0)**	(2.4)
Remeasurement of trade investments to fair value	0.9	-
Net finance costs relating to continuing operations	**(20.1)**	(2.4)
Net finance costs relating to discontinued operations	**(112.6)**	(16.3)
Net finance costs relating to total operations	**(132.7)**	(18.7)

The Group's net finance costs from continuing operations have increased from £2.4m in 2022 to £20.1m in 2023 due mainly to the significantly higher interest expense payable on external borrowings since the second half of 2022. This reflects the higher underlying interest rates for both our USD and Euro borrowings, combined with a higher average level of net debt in 2023 compared to the prior year, particularly in the second half as we funded Digital Commerce to accelerate the payment of deferred consideration and the repayment of its factoring facility ahead of its sale.

Net finance costs relating to discontinued operations include fair value adjustments in respect of Hudson of £116.7m arising following the decision in October 2023 to sell the business in order to complete the final elements of our strategic review. The agreements we entered into with Hudson's major shareholder relating to this resulted in a transition from Hudson being an equity-accounted associate to a fully consolidated subsidiary as described further below.

Profit before tax

Adjusted profit before tax on continuing operations of £30.5m reduced compared to 2022's £42.9m. This reflects the growth in net finance costs, which more than offset the higher level of Adjusted EBITDA and operating profit. Total profit before tax for the year of £10.6m, compared to the profit in the prior year of £24.8m.

Taxation

A tax charge on continuing operations of £4.8m (2022: £8.0m) was incurred on the reported profit before tax of £10.6m (2022: £24.8m) due to lower levels of tax deductibility of Adjusting items, such as disposal costs and share-based payment costs in respect of non-UK staff. A tax charge of £8.1m (2022: £10.9m) was incurred on Adjusted profit before tax of £30.5m (2022: £42.9m) resulting in an Adjusted effective tax rate for the period of 27% (2022: 25%) broadly in line with the underlying UK and US corporate tax rates.

The composition of the tax charge on continuing operations is summarised in the table below.

Analysis of tax charge (£'m)	2023	2022
Adjusted profit before tax	30.5	42.9
Tax charge on Adjusted profit before tax	(8.1)	(10.9)
Effective tax rate (%)	27%	25%
Adjusting items	(19.9)	(18.1)
Tax credit on Adjusting items	3.3	2.9
Effective tax rate on Adjusting items (%)	17%	16%
Reported profit before tax	10.6	24.8
Tax charge on reported profit before tax	(4.8)	(8.0)
Effective tax rate on reported profit before tax (%)	46%	32%

The Group has a recognised net deferred tax asset of £84.6m (2022: £51.7m) comprising a £7.6m (2022: £8.6m) deferred tax liability on non-deductible intangibles and an asset of £92.2m (2022: £60.3m) relating to UK and US losses, accelerated capital allowances and US acquired intangibles.

The vast majority of this net deferred tax asset, amounting to approximately £91m, was utilised shortly after the year end in January 2024 against gains arising on the disposal of Digital Commerce and restructuring of the US corporate structure. This 2024 restructuring also resulted in the recognition of a new deferred tax asset relating to Money20/20 USA and WARC USA of approximately £45m that will be realised in cash over the next 15 years.

Discontinued operations

The results of the discontinued Digital Commerce, WGSN and Hudson businesses are included as a single line item within Profit After Tax but are set out in detail in Note 11. They can be summarised as follows:

Total Discontinued Operations

	2023			2022		
£'m	**Adjusted results**	**Adjusting items**	**Total**	Adjusted results	Adjusting items	Total
Revenue	**379.9**	**–**	**379.9**	333.2	–	333.2
Adjusted EBITDA	**65.6**	**–**	**65.6**	71.2	–	71.2
Depreciation, amortisation and impairment	**(17.3)**	**(30.3)**	**(47.6)**	(21.1)	(82.7)	(103.8)
Non-trading items	**–**	**(105.9)**	**(105.9)**	–	(79.4)	(79.4)
Share-based payments	**–**	**(16.4)**	**(16.4)**	–	(10.3)	(10.3)
Operating profit/(loss)	**48.3**	**(152.6)**	**(104.3)**	50.1	(172.4)	(122.3)
Share of the loss of associates	**(12.4)**	**(0.9)**	**(13.3)**	(2.6)	(0.6)	(3.2)
Net finance income/(costs)	**3.3**	**(115.9)**	**(112.6)**	(11.0)	(5.3)	(16.3)
Profit/(loss) before tax	**39.2**	**(269.4)**	**(230.2)**	36.5	(178.3)	(141.8)
Taxation (charge)/credit	**(14.5)**	**49.2**	**34.7**	(10.1)	29.4	19.3
Profit/(loss) after tax	**24.7**	**(220.2)**	**(195.5)**	26.4	(148.9)	(122.5)

Foreign currency translation impact

The Group's reported performance is sensitive to movements in both the Euro and US Dollar against Pounds Sterling with significant events revenues in Euro and US Dollars. As can be seen from the table below, Pounds Sterling was particularly weak against the US Dollar in 2022, which has negatively impacted the reported growth rates in our financial performance in 2023.

	Weighted average rate			Year-end rate		
Currency	**2023**	2022	Change	**2023**	2022	Change
Euro	**1.17**	1.17	0.5%	**1.15**	1.13	(2.0%)
US Dollar	**1.22**	1.10	(10.8%)	**1.27**	1.21	(5.2%)

When comparing 2023 and 2022, changes in currency exchange rates had an adverse impact on revenue and EBITDA from continuing operations of £3.6m and £2.2m respectively. On a segmental basis, the impact of changes in foreign currency exchange rates was as follows:

- Marketing: a £0.9m impact on revenue and a £0.2m impact on Adjusted EBITDA;
- Financial Technology: a (£4.5m) impact on revenue and (£3.1m) on Adjusted EBITDA; and
- Corporate costs: a £0.7m impact on Adjusted EBITDA.

For illustrative purposes, the table below provides details of the impact on revenue and Adjusted EBITDA from continuing operations if the results were restated for Pounds Sterling weakening by 1% against the US Dollar and Euro in isolation.

	2023		2022	
£'m	**Revenue**	**Adjusted EBITDA**	Revenue	Adjusted EBITDA
Euro	**1.3**	**0.9**	1.0	0.8
US Dollar	**0.7**	**0.4**	0.7	0.4

Earnings per share

Adjusted diluted earnings per share for continuing operations were 5.0p per share (2022: 7.2p). Total diluted loss per share for continuing operations was 1.3p (2022: profit of 3.8p) with 2023 impacted by higher levels of Adjusting items to effect the strategic review and consequent disposals of Digital Commerce and WGSN.

Acquisition of Contagious

In August 2023, the Group acquired 100% of Steel River Media Limited ("Contagious") for a cash consideration on a cash and debt-free basis of £8.0m. Contagious is a multi-format creative insights and trend analysis business, serving agency and brand customers. The business delivers a mix of subscription, advisory and events revenue streams and has been integrated into the Marketing segment with synergies expected from both Lions and WARC.

Disposal of Digital Commerce and WGSN businesses

On 2 January 2024, the Group completed the sale of its Digital Commerce business to Omnicom Group Inc. and on 1 February 2024, the Group completed the sale of the Product Design business, WGSN, to Wind UK Bidco 3 Limited (a newly formed company established by funds advised by Apax Partners). Proceeds for both transactions totalled £1.2 billion and the pre-tax profit on disposal from the two transactions arising in early 2024 is expected to be approximately £500m (subject to customary closing adjustments) with a tax charge of approximately £50m (£9m current cash tax and the balance from using deferred tax assets such as brought-forward losses) arising on the disposals and associated corporate restructuring. The tax charge has been reduced by the utilisation of £23m of capital losses resulting from the revaluation and transfer of Hudson MX and the recognition of £45m of deferred tax assets on the transfer of Money20/20 LLC and WARC LLC as part of the corporate restructuring.

Investments

The Group has a material investment in Hudson MX ("Hudson"), an advertising software business providing media buying and media accounting solutions through a cloud-based software as a service ("SaaS") platform and which was held for sale as of December 2023.

There were two material corporate transactions that affected the accounting for Hudson during 2023. Hudson completed a new financing and capital restructuring resulting in MT II Holdings LLP ("MTII") becoming Hudson's majority shareholder in February 2023. Ascential and MTII modified the February 2023 financing and capital agreements in October 2023 as part of the decision to initiate the ongoing process to sell Hudson.

As part of the February 2023 financing and capital restructuring, new investor MTII provided £24.9m of fresh investment to the Hudson business and purchased part of Ascential's holding of preference shares for £24.9m while Ascential agreed to provide a further £17.9m of funding to Hudson. As a result, MTII held 51% of Hudson's common stock, Ascential held 36.5% and Hudson's management team and pre-existing shareholders held 12.5%. Ascential also agreed arrangements to provide a potential path to a majority stake in the future, including granting a put option to MTII, exercisable from 1 April 2024 to 31 December 2025, which if exercised would result in Ascential holding a 79% common equity interest in Hudson with Ascential then having the right to call the remaining shares owned by MTII in the two years following any exercise of their put option. Additionally, both Ascential and Hudson's management team, along with other existing investors, agreed on options exercisable between February 2026 and December 2028, with a total consideration ceiling of $40m that would, if executed, increase the Group's equity stake in Hudson to 49%.

In October 2023, following the Board's decision that Hudson was not core to the ongoing business of Ascential following the sale of Digital Commerce, Ascential agreed with MTII to proceed with the sale of Hudson and entered into new arrangements with MTII in order to ensure that MTII will receive at least the same consideration for its stake in Hudson when the business is sold as it would have done if: (i) the existing put option and the call option with MTII had been exercised in April 2024; and (ii) Hudson's debt obligations to MTII on such exercise had been honoured.

The value of the consideration due to MTII if the existing put option and the call option are exercised is approximately $85.1m (£66.9m), being the combined purchase price for the equity and debt instruments held by MTII. Ascential will fund any shortfall between this amount and proceeds received by MTII on the sale of Hudson. In the event that the sale process for Hudson does not complete by 15 April 2024, MTII's and Ascential's existing put and call options will be automatically exercised and the full amount would be payable to MTII by Ascential.

From October 2023, when Ascential entered into these new arrangements with MTII, Ascential's ability to take control (due to Ascential being able to exercise its call option from that point) meant that the investment ceased to be considered an equity-accounted associate and was consolidated on a line-by-line basis with our investments eliminated and replaced (subject to fair value adjustments and additional consideration) with acquired intangibles and the assets of the business. The announced intention of Ascential to sell the business and likelihood of success means that the Hudson business is presented as held for sale and as a discontinued operation.

In the 10 months to October 2023, within discontinued operations we recorded our share of the losses of Hudson totalling £13.2m (2022: £2.8m loss) and recognised interest receivable of £10.2m (2022: £3.1m) relating to the preference shares held. On the transition between classification as associate and full consolidation, Finance costs of £116.7m were expensed, representing a reduction in the value of our existing investment including the valuation of the call and put options and the amount payable for the assets acquired relative to the deemed value of the business acquired. The valuation used was completed by an independent expert from a general market participant standpoint at the time and reflects the early-stage profile of the business, with limited proof points from a peer group perspective or of the expected future high growth of such a disruptive business. Due to the sensitivity of valuation inputs, the sale process may conclude with a materially different business valuation. For the two months of consolidation in the year, we included revenue of £1.5m as well as Adjusted EBITDA and Adjusted operating losses of £1.6m within discontinued operations.

Further details of the restructuring and the accounting for Hudson can be found in Note 30.

Cash flow

Continuing operations

The Company generated Adjusted operating cash flow from continuing operations of £62.9m (2022: £56.9m), being a 112% (2022: 114%) operating cash flow conversion in the year. The Group's Adjusted EBITDA increased by £6.5m to £56.4m but this was partially offset by a £4.2m increase in tax payments. As a result, the Company generated free cash flow of £54.2m (2022: £53.2m) as shown in the table below:

£'m	2023	2022
Adjusted EBITDA	**56.4**	49.9
Working capital movements	**6.5**	7.0
Adjusted operating cash flow from continuing operations	**62.9**	56.9
Operating cash flow conversion (%)	**112%**	114%
Capital expenditure	**(5.3)**	(4.5)
Tax (paid)/refunded	**(3.4)**	0.8
Free cash flow from continuing operations	**54.2**	53.2
Free cash flow conversion (%)	**96%**	107%

Discontinued operations

The Company generated free cash flow from discontinued operations of £5.3m (2022: £35.9m) with the outflow from working capital movements primarily driven by the £26.6m repayment of the Digital Commerce working capital factoring facility in preparation for the disposal.

£'m	2023	2022
Adjusted EBITDA	**65.6**	71.2
Working capital movements	**(23.5)**	(2.9)
Adjusted operating cash flow from discontinued operations	**42.1**	68.3
Operating cash flow conversion (%)	**64%**	96%
Capital expenditure	**(35.9)**	(31.4)
Tax paid	**(0.9)**	(1.0)
Free cash flow from discontinued operations	**5.3**	35.9
Free cash flow conversion (%)	**8%**	50%

Total operations

The cash flow statement and net debt position are summarised as follows.

£'m	2023	2022
Free cash flow from continuing operations	**54.2**	53.2
Free cash flow from discontinued operations	**5.3**	35.9
Free cash flow from total operations	**59.5**	89.1
Acquisition of businesses net of cash acquired	**(6.8)**	(60.8)
Deferred contingent consideration including contingent employment cost	**(69.6)**	(57.4)
Acquisition of investments and loan to associate	**(23.1)**	(34.6)
Proceeds from sale of equity-accounted investments	**24.9**	5.9
Non-trading costs paid	**(66.4)**	(52.3)
Cash flow before financing activities	**(81.5)**	(110.1)
Proceeds from external borrowings	**170.1**	176.8
Repayment of external borrowings	**(47.5)**	(53.8)
Net interest paid	**(15.7)**	(9.0)
Net lease liabilities paid	**(8.1)**	(7.3)
Share purchases	**(5.7)**	(3.7)
Proceeds of issue or sale of shares net of expenses	**0.5**	0.3
Dividends paid to non-controlling interest	**(2.2)**	(2.8)
Net cash flow	**9.9**	(9.6)
Opening cash balance	**80.0**	84.1
FX movements	**(3.4)**	5.5
Closing cash balance	**86.5**	80.0
Borrowings	**(412.4)**	(302.8)
Capitalised arrangement fees	**0.8**	1.6
Derivative financial instruments	**7.0**	4.5
Net debt	**(318.1)**	(216.7)

Returns to shareholders

Following completion of the disposals of Digital Commerce and WGSN and extensive consultation with shareholders, we have announced our intention to return £850m to shareholders by way of:

- a tender offer to acquire up to £300m of Ascential shares;
- a special dividend of at least £450m, accompanied by a share consolidation; and
- on-market share buyback programmes to acquire £100m of Ascential shares.

Going forward, the Company intends to return to the policy of paying an annual dividend.

Strong balance sheet and access to liquidity

Ascential manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to shareholders through the optimisation of the debt-to-equity balance. The capital structure of the Group consists of debt, cash and cash equivalents and equity attributable to equity holders of the parent comprising capital, reserves and retained earnings. The Group's policy is to borrow centrally to meet anticipated funding requirements. These borrowings, together with cash generated from operations, are on-lent at market-based interest rates and on commercial terms and conditions or contributed as equity to subsidiaries.

In December 2023, the Group signed a new four-year multi-currency revolving credit facility ("RCF") of £225m with an accordion of up to a further £75m or 100% of EBITDA. These facilities became effective on completion following the sale of Digital Commerce in January 2024. The proceeds received as a result of this sale were used in part to repay the net debt of the Group of £318.1m at 31 December 2023. The balance of the Digital Commerce sale proceeds, the proceeds from the sale of WGSN and the new RCF will fund the proposed £850m return to shareholders with the balance expected to provide ample future liquidity.

The more sensitive aspects of the Company's financing are the application of certain covenant limit tests to these facilities and the most sensitive covenant limit is Net Debt Leverage (broadly, the ratio of Net Debt to Adjusted pre-IFRS 16 EBITDA). The new facility covenants are tested semi-annually and include (i) a maximum Net Debt leverage of 3.00x and, (ii) a minimum interest cover of 3.00x. At 31 December 2023, our leverage ratio was 2.7x compared to the old facility limit of 3.25x prior to the repayment of the facility from the proceeds of the disposal of Digital Commerce in January 2024. Ascential aims to operate with net leverage of between 1-2x Adjusted EBITDA, although may operate above these levels temporarily following acquisitions.

Going concern

The Board is required to assess going concern at each reporting period. These assessments require judgement to determine the impact of future economic conditions on the Group, including the impact of downward recessionary pressures. After considering the current financial projections and the bank facilities available and then applying a severe but plausible sensitivity, the Directors of the Company are satisfied that the Group has sufficient resources for its operational needs and will remain in compliance with the financial covenants in its bank facilities for at least the next 12 months from the date of approving these financial statements.

The process and key judgements the Directors have considered in reaching their conclusions on going concern relate to liquidity, covenants and scenario planning and are set out in Note 1.

Mandy Gradden
Chief Financial Officer
25 March 2024

Risk management and principal risks

Identifying and managing risk is an integral part of our corporate governance as it helps us deliver long-term shareholder value and protect our business, people, assets, capital and reputation. In order to achieve our strategic objectives and seize market opportunities, risk must be both accepted to a reasonable degree within our risk appetite and balanced by proportionate reward.

Risk governance
It is the responsibility of all of our colleagues to manage risks within their domain. Ultimately, accountability for risk management resides with the Board which is responsible for ensuring that there is an adequate and appropriate risk management framework and culture in place.

Our risk governance framework is set out below. At the top of the structure is our Board, which holds overall responsibility for our risk management and internal control systems. The Board sets risk appetite and the tone of risk management, as well as completing assessments of our principal risks.

The Audit Committee assists the Board by monitoring the adequacy and effectiveness of internal control and risk management systems, as well as the effectiveness of Internal Audit. Our Operational Risk Committees identify risks and risk owners, controls and mitigations to manage risks, target risks and agree action plans to strengthen controls and address deficiencies, review progress with action plans and identify emerging risks.

Enterprise Risk Management Framework
We have a formal Enterprise Risk Management Framework which documents our risk management policy, risk management approach, risk appetite and tolerance, risk response options, and risk management process. This framework was updated in January 2024 to reflect the disposals of Digital Commerce and WGSN.

An out-of-cadence reporting and escalation process has also been defined to ensure that risks are effectively managed on a more urgent basis where necessary.

Risk assurance
Internal Audit provides assurance as to the effectiveness of the internal control environment through its primary responsibilities whereby it:

- reviews and assesses the internal control environment with a focus on control effectiveness, quality and continuous improvement;
- determines whether controls are appropriate to provide financial, managerial and operating information that is accurate, reliable and timely;
- determines whether risks are appropriately identified and managed;
- assesses whether assets are appropriately safeguarded; and
- evaluates the systems established to ensure compliance with those policies, plans, procedures, laws and regulations which could have a significant impact on Ascential.

The Audit Committee receives and analyses regular reports from management and Internal Audit on matters relating to risk and control and reviews the timeliness and effectiveness of corrective action taken by management. The Audit Committee also considers the findings and recommendations of the External Auditor throughout the year in relation to the design and implementation of effective financial controls. Further detail on these activities is included within the Audit Committee report on page 94.

Risk governance framework

We have a bottom-up and top-down approach to manage risk at Ascential:

The Board
- Holds overall responsibility for Ascential's risk management and internal control systems
- Defines risk appetite taking into account Ascential's strategic objectives
- Sets the tone and influences the culture of risk management
- Assesses the principal risks, including emerging risks, and their alignment with risk appetite

Audit Committee
- Monitors the adequacy and effectiveness of internal control and risk management systems
- Monitors and reviews the effectiveness of Internal Audit

Operational Risk Committees
- Identify risks and risk owners (including emerging risks)
- Score impact of risk on an inherent and residual basis according to risk scoring methodology
- Sets target risks
- Identify controls and mitigations to manage risk
- Agree action plans to strengthen controls or address deficiencies
- Review progress with action plans and current risks
- Membership includes senior management

Internal controls and compliance

Internal and external audit activities

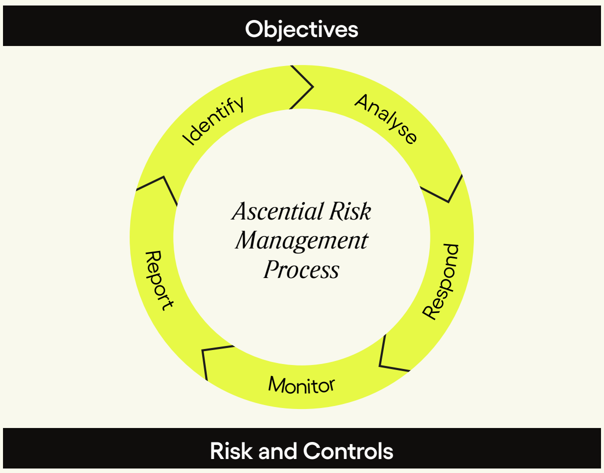
The Operational Risk Committees during 2023 were structured to align to a business unit, brand or central function as appropriate:

Digital Commerce
Digital Commerce – China
Product Design
WARC
Lions
Money20/20
Finance and Taxation
M&A
Technology

Following the disposals of Digital Commerce and WGSN, the business facing Operational Risk Committees have been restructured to align to the ongoing business:

Lions Division (Lions, WARC and Contagious)
Money20/20
Acuity Pricing
Finance and Taxation
Technology
M&A

The Operational Risk Committees use the following process to manage risk:



1. **Identify** key risks, including emerging risks
2. **Analyse** the potential impact and likelihood of risks
3. **Respond** to risks by considering existing controls as well as selecting, prioritising and implementing appropriate actions
4. **Monitor** the internal and external environment for potential changes to risks and ensure that risk responses continue to operate effectively
5. **Report** on risks and the status of risk responses adopted

We recognise that there were different levels of risk management maturity across our Operational Risk Committees during 2023, reflecting the maturity of the underlying products and capabilities within Digital Commerce as well as the rate of change within them. Risks identified through pre-acquisition due diligence are initially managed through the post-acquisition integration programme, with any longer-term risks integrated into the Operational Risk Committee process. Due to the ongoing work to position the Digital Commerce business for separation during 2023, the Digital Commerce Operational Risk Committees' meetings were suspended after Q1 2023 and risk management was instead controlled through a separate process designed to ready the business for listing on a US stock exchange. A dedicated VP of Internal Controls and SOX was in place throughout the year.

Long-term viability statement

The Directors have assessed the prospects and viability of the Group in accordance with Provision 31 of the UK Corporate Governance Code.

By their nature, forecasts inherently become less accurate and more uncertain as the planning horizon extends. While we prepare a five-year plan, the plan's focus is mainly on the first three years with the outer two years relying more on expected trends and extrapolations. Detailed business planning focusses on this near-term three-year horizon and is based on the information available to the Group for the markets and operating environments in which the Group operates. Decisions on future funding and capital allocations are focused on this period. In this context, the long-term viability assessment has been based on a three-year time frame, covering the period to 31 December 2026. Furthermore, we have not identified any significant foreseeable risk events relating to the principal risks that are likely to materialise only within the three- to five-year period.

The Company's prospects have been assessed mainly with reference to the Company's strategic planning and associated long-range financial forecast. This incorporates a detailed bottom-up budget for each division of the business. The budgeting and planning process is thorough and includes input from most operating line managers, as well as senior management, and forms the basis for most variable compensation targets. The Board participates in strategic planning and reviews the detailed bottom-up budgets. The outputs from this process include full financial forecasts of revenue, EBITDA, Adjusted and statutory earnings, cash flow, working capital and net debt. The Directors consider that the planning process and monthly forecast updates provide a sound underpinning to management's expectations of the Group's prospects.

The Directors carried out a robust assessment of the principal and emerging risks facing the Group, including those that could threaten its business model, future performance, solvency or liquidity. This assessment was made with reference to the Company's current position and prospects, strategy and principal risks, including how these are managed.

The Directors then assessed the potential impact on the Company's prospects should certain risks to the business materialise. This was done by considering specific scenarios aligned to the principal risks identified on pages 35 to 41, applied to stress test the long-range financial forecast. Of these, the four scenarios considered to have the most serious impact on the financial viability of the Company were modelled in detail.

The specific scenarios were:

1. the cancellation of a major event at short notice;
2. recession;
3. a serious safety and security incident at a major event; and
4. the loss of a major customer.

All of the scenarios have been run in conjunction with the scenario of closure of Hudson if no sale is concluded.

The Directors have considered the effect of compounding the cancellation of a major event at short notice and the loss of a major customer and concluded that the Group would be expected to be able to continue to fund its operations and comply with debt covenant requirements.

For each scenario, the modelling captured the impact on key measures of profitability, cash flow, liquidity and debt covenant headroom. Scenarios included the effects of plausible mitigation plans where available including decisions on future capital allocation and a review of discretionary spending. In all cases modelled, the Group was able to demonstrate covenant headroom.

Based on this assessment of prospects and stress-test scenarios, together with its review of principal risks and the effectiveness of risk management procedures, the Directors confirm that they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period to 31 December 2026.

Principal and emerging risks and uncertainties

We define risk as any potential event which could prevent the achievement of an objective. Risks can arise from the likelihood that an opportunity will not happen, as well as from the threat or uncertainty that something with a negative impact will happen.

The Board has assessed the principal risks facing the business including those related to its business model, future performance, solvency or liquidity and considered them in the formulation of the Long-Term Viability Statement set out on the previous page. This review of principal risks includes any emerging risks identified during the year.

The following pages summarise our principal risks and uncertainties with mitigating actions, as identified by the Board for the year ended 31 December 2023 in respect of continuing operations. The list is not exhaustive and may change during 2024 as the risk landscape evolves.

We remain conscious of the continued economic uncertainty in which we operate. Whilst interest rate increases have been paused by the US, UK and eurozone central banks and the risk of a hard recession in the US appears to have lessened, the effects of the higher interest rates and the uncertainty around how long they will last continue to impact the global economy. The Russia-Ukraine and Middle East conflicts continue to pose a significant geopolitical risk in 2024 and whilst not considered to present a direct, material impact to Ascential, the uncertainty presented by increasing geopolitical tensions remains. We therefore consider the risks associated with economic and geopolitical uncertainty to be unchanged from 31 December 2022. We continue to incorporate recession modelling and scenario planning into our budget and medium-term planning process and this is kept under review as economic conditions change.

The completion of the strategic review and disposals of Digital Commerce and WGSN has alleviated the strategic uncertainty that some of our people experienced during 2023. The focus of the ongoing business as an events-led business enables us to simplify and refine our people and reward strategy to ensure that we can continue to attract and retain key talent. We therefore consider that our people-related risk has reduced since the prior year.

Delivering long-term sustainable success is a core objective for Ascential. Following the disposals of Digital Commerce and WGSN, we re-evaluated our assessment of climate related risks and opportunities and confirmed our ambition to be one of the most sustainable events-led businesses in the world. We know that environmental responsibility is a critical issue for our people, our customers, our shareholders and our planet and we have therefore identified climate change and sustainability as one of the Company's principal risks for the first time. You can read more about our plans in this area and the way that we manage climate-related risks on pages 62 to 67.

Our risk-scoring methodology for our principal risks takes into account the likelihood and impact of an identified risk at a Group level. Following the disposals of Digital Commerce and WGSN, we consider that whilst the likelihood of our event related risks has not changed materially, the impact at a Group level has increased. We therefore consider the unmitigated risk relating to live events to be increased compared to the prior year.

In the prior year, our acquisitions and disposal-related risk was primarily driven by the early stage and number of acquisitions we made to build out our digital commerce capability set. Whilst we will continue to identify bolt-on and adjacent acquisitions which complement our ongoing brands and products, we have multiple levers for organic revenue growth and we therefore consider the risk relating to acquisitions and disposals to be reduced from the prior year.

We have removed the data access, data scraping and platform risks from our principal risk register as this risk related primarily to our Digital Commerce business.

The Board considers the following to be the Company's principal risks in respect of its continuing business as at 31 December 2023:

Risk	Change since December 2022	
	Unmitigated	**Mitigated**
1. Economic/geopolitical	Unchanged	Unchanged
2. Customers and competition	Unchanged	Unchanged
3. Climate Change and Sustainability	New	New
4. Cyber threat and information security	Unchanged	Unchanged
5. People risk	Reduced	Reduced
6. Live events	Increased	Unchanged
7. Acquisitions and disposals (including integration)	Reduced	Reduced
8. Business resilience	Unchanged	Unchanged
9. Financial risk	Unchanged	Unchanged
10. Regulation and compliance	Unchanged	Unchanged

Business and strategic

1. Economic/geopolitical

Description
Across our business we are exposed to the effects of political and economic risks. These include the likelihood of global recession, international conflicts and the impact of international trade policy and sanctions.

Examples of risks
- Global recession or high inflation (or recession/high inflation in key geographies) could lead to reduction in customer spending, increased supplier costs and increased wage expectations
- A tougher macroeconomic climate could lead to tightening of funding to the fintech sector resulting in reduction of marketing spend by Money20/20 US customers
- International conflicts may lead to reduced delegate attendance

How we manage risk
- Recession modelling and scenario planning is a key part of the Budget process and is kept under review as economic conditions change
- The procurement team monitor relationships with suppliers to ensure we receive value in accordance with agreed terms and negotiate prices acceptable to the business during renewal
- Annual pricing strategy reflects economic environment
- Subscription products are subject to auto renewal including fee increase
- Focussed cost control measures can mitigate short-term impact on margin

Risk movement from 2022
Unchanged

2. Customers and competition

Description
Customer behaviour, needs and preferences can change as well as the competitive environment for our products and services.

Examples of risks
- Customer concentration increases financial impact if key customers are lost
- Competitor show dates could move closer to Ascential event dates
- Geographical expansion leads to operating in higher competition markets
- AI enables content to be taken and replicated

How we manage risk
- Increased diversification of revenue streams to reduce concentration of event-driven revenue
- Broadening of customer types through increased engagement with brands
- Continuous development of products to maintain competitive advantage
- Competitive intensity considered as part of geographic expansion strategy
- Strong brand value drives customer loyalty

Risk movement from 2022
Unchanged

3. Climate change and sustainability

Description
Effectively managing the impact of climate change underpins our ability to deliver long-term sustainable success.

Examples of risks
- Customers perceive emissions associated with attending events or waste generated at events to be a barrier to attendance
- Inability to meet customers' sustainability expectations
- Poor corporate responsibility practices could reduce Ascential's attractiveness as an employer to key talent
- Supply chain is disrupted through extreme weather events

How we manage risk
- Sustainability strategy and net zero transition plan being developed (see pages 59 to 60 for more detail)
- Procurement team assess suppliers to understand their sustainability status and reduce reliance on single suppliers
- Carbon footprinting of events undertaken and events sustainability standards developed

Risk movement from 2022
New

Operational

4. Cyber threat and information security

Description
An external cyber attack, insider threat or supplier breach could cause services interruption, the loss of confidential data, reputational impact and regulatory censure.

Examples of risks
- False payment instructions are processed
- Targeted cyber attacks by hostile states
- Ransomware attack by hostile actors
- Major data privacy breach

How we manage risk
- Maintenance and testing of network security, network resilience and business continuity plans
- Monitoring of emerging threats to ensure our preparations and responses are current
- Regular, comprehensive training programme for our employees on information security practices
- Implementation of Data Loss Prevention software
- Adoption of additional authentication tools to reduce the likelihood of remote attacks
- Regular penetration and vulnerability testing
- Focus on cloud governance and logging
- We purchase cyber insurance to mitigate any losses arising from a cyber security incident

Risk movement from 2022
Unchanged

Operational continued

5. People Risk

Description
People management, effective succession planning and the ability to attract and retain talent are critical to our ability to execute our strategy and achieve our objectives.

Examples of risks
- Loss of key talent, high attrition and/or lack of appropriate succession planning could lead to a strategic skills shortage and or senior management
- Loss of intellectual capital due to poor retention of talent
- Inability to attract and retain employees

How we manage risk
- Succession planning for Executive Directors and Senior Leadership Team
- Reward benchmarking conducted for key talent and adjustments made where warranted
- Monthly pulse engagement surveys to monitor employee engagement and wellbeing
- Launched clear People Plan for 2023 including target Peakon scores across Engagement, Health & Wellbeing and Diversity & Inclusion
- Launched a People Committee for the UK and US teams

Risk movement from 2022
Reduced

6. Live Events

Description
Our events are held at specific locations which may become unavailable for use. Travel disruption or safety risks from a variety of causes including natural disasters, communicable diseases, civil disorder, political instability or terrorism may prevent both customers and our employees from reaching the event location or being unwilling to travel.

Examples of risks
- Terrorist attacks during or shortly before events could result in fatalities, injuries, reputational damage and loss of revenue
- Civil disorder or organised protests disrupt an event or make accessing the venue difficult
- Government restrictions prohibit people from attending large-scale events
- A global pandemic means that people are unable or unwilling to travel and attend large-scale events
- Single third-party technology supplier fails to deliver, causing disruption or negatively impacting delegate experience
- Travel disruption prevents staff, delegates and sponsors from attending an event
- Health & safety incidents occur during the event
- Inability to secure large enough venues

Actions taken to manage risk
- Global threat monitoring throughout the year to identify any significant risks and to inform Safety and Security plan for each event
- Protective intelligence monitoring prior to and during an event with appropriate measures and contingency plans developed and agreed with the venue and local government
- Development of virtual content for events
- Safety Risk Assessment and Event Safety & Security Plan completed prior to each event
- Insurance cover in respect of certain event cancellation risks

Risk movement from 2022
Increased

7. Acquisitions and Disposals (including integration)

Description
Whilst we continue to invest in organic growth and product development, acquisition of bolt-on and adjacent capabilities remains part of our strategy. Acquisitions which do not deliver anticipated value, are a poor strategic fit or are not integrated effectively risk financial loss/loss of market share/reputation damage.

Examples of risks
- Overestimation of synergies or growth potential
- Unknown issues and matters arise during integration not detected in diligence
- Earnout structure not aligned with Ascential's long-term objectives
- Disposed businesses may not realise their optimum valuation due to timing of disposal or failure of the sale process. There may be retained liabilities relating to disposed businesses which could impact the cash flows of the Company.

How we manage risk
- We take a disciplined approach to identifying and testing acquisitions to ensure they are aligned to our strategy and present an acceptable rate of return.
- We carry out detailed synergy diligence and modelling
- Detailed cross-functional due diligence is undertaken prior to acquisition
- We include appropriate warranties to cover any liabilities arising from pre-completion conduct
- Post-closing covenants are in place to ensure local team meet Ascential conduct standards
- We run a formal integration programme with longer-term risks integrated into the risk management process

Risk movement from 2022
Reduced

8. Business Resilience

Description
Our operations may be disrupted by an adverse event whether that be IT service interruption, disruption to physical locations or interruption in the provision of service from our key suppliers.

Examples of risks
- Website receiving payments (e.g. Lions awards and delegate passes) is inaccessible
- Pandemic leads to enforced extended working from home
- Natural disaster impacts key operational location
- Key supplier failure, for example, insolvency of a key supplier that we had been unprepared for

How we manage risk
- Cloud Architectures are built in a resilient fashion and all architectures are documented to identify and understand risk
- Proven ability to perform effectively over extended remote working periods
- The nature of Ascential's business being asset light and diversified across different sectors and regions minimises potential impact of localised weather events
- Group crisis management plan to manage how the Senior Leadership Team directs the business through any major incident or crisis which may severely disrupt operations, threaten business performance or damage reputation
- Technical incident response process in place
- Long-term contacts in place with key suppliers, professionally procured and with rigorous Service Level Agreements and due diligence as part of RFP process
- Financial security of key suppliers under continuous review. Alerting set up for all key suppliers so Ascential Procurement are notified of any change in circumstance

Risk movement from 2022
Unchanged

Financial

9. Financial Risk

Description
Insufficient balance sheet strength and liquidity may prevent the Company's ability to execute its strategy or ability to trade as a going concern. Material exposures to different currencies and fluctuations in those currencies affect the reported financial results. Tax law and administration is complex and tax authorities may challenge our application of tax law, potentially leading to lengthy and costly disputes and material tax charges. Financial reporting requirements are complex and errors in the Company's financial statements could lead to reputational damage and censure from regulators.

Examples of risks
- Significant loss of revenue and/or profit causes breach of banking covenants
- Uncertain macroeconomic environment could lead to increased complexity in accounting judgements
- Change in tax legislation could lead to significantly higher Effective Tax Rate
- Material fluctuations in currency (particularly US Dollar, Sterling and Euro) affect reported profitability
- Challenge by tax authority on application of tax law

Actions taken to manage risk
- Debt facilities refinanced to provide additional headroom and covenant ratios monitored monthly
- Access to capital markets
- Robust stress testing and sensitivity analysis when valuations and assessments for financial reporting are reliant on uncertain macroeconomic environment
- Financial control framework in place and oversight of brand financial reporting at Group level
- Debt is borrowed in various currencies to mitigate FX cashflow and leverage covenant risk
- The impact of movements in US Dollar and Euro currencies is calculated and reported to investors for transparency
- Approach to foreign exchange risk is set out in Note 29 to the financial statements on page 180.
- Full, accurate and timely disclosures made in submissions to tax authorities who we work with collaboratively to achieve early agreement and certainty on complex matters wherever possible
- Engagement of experts for complex valuation and accounting advice

Risk movement from 2022
Unchanged

Legal and Compliance

10. Regulation and Compliance

Description
As a global business, we are subject to different regulations across multiple jurisdictions. Operating across this increasingly complex and dynamic legal and compliance environment can lead to fines, penalties, reputation risk and competitive disadvantage. The regulatory landscape can change, leading to our current business model becoming less profitable or unsustainable.

Examples of risks
- Compliance failures could lead to breach of Market Abuse Regulations, GDPR, anti-bribery or other key legislation
- Breach of data privacy policy
- Evolving sanctions law prohibits transactions with some existing or potential customers
- Employment law breaches

How we manage risk
- Experienced legal team supported by professional advisers monitor changes in regulation and emerging best practice in the sector and in key policy areas
- Formal compliance framework including formal code of conduct and refreshed compliance training
- Group monitoring and auditing programmes in place

Risk movement from 2022
Unchanged

Our people

2023 was a year of great change for our business and our people, as we navigated the run-up to the divestments of Digital Commerce and WGSN. Our priority through the year from a People perspective was to guide teams through this change using clear, transparent communications from leaders, whilst increasing the visibility of our benefits offer and our investment in our people.

As an organisation, we strove for continued stability and focus for our people, whilst behind the scenes our management teams and colleagues in central teams were working tirelessly on delivering all the requirements related to the transactions. The achievement here should not be underestimated and we are thankful for all of the hard work and commitment demonstrated by those involved.

Attracting and retaining talent

Recruitment and onboarding
2023 saw further expansion of our workforce through the acquisition of UK-based Contagious. To help new joiners feel welcome, we introduced a 'buddy' scheme – pairing an existing employee with a new joiner to enable them to get to know the business through a peer companion. We are looking to roll this out in 2024 with any further acquisitions.

We continue to strive to create fair and inclusive recruitment processes. This year, we included new wording in our adverts to encourage applicants who may not meet every requirement to broaden our applicant pool. We held new interview training for managers, which supported interview best practice and ensured that they kept diversity, equity and inclusion front of mind through the hiring process. These initiatives have helped reduce our time to hire by over half across all hires at Lions and WARC in 2023 compared to 2022, enabling us to reduce candidate journey time and hire the best people more efficiently.

We continued to develop our work on entry-level talent, with four 'Creativity in Business' paid internships and an Apprentice into the Marketing team. Both these schemes created an immersive entry-level programme for people wanting to work in the business of creativity. In both brands, we also hosted 15 work experience placements and four interns globally, as well as offering professional study support to new colleagues. We will look at how we can expand on this in 2024.

> In a year of great change, strong leadership voices are essential."

Learning and development
We are committed to embedding a learning culture at Ascential. To do this we offer all staff access to a variety of training opportunities through a combination of online learning and tailored on-demand training. 2023 saw an expansion in both of these areas, with a marked increase in instances of face-to-face training as well as securing investment in a new content library and upgraded online training offer.

We supported our people leaders at all levels through our company-wide Manager Training Series, scoring 100% on "effectiveness" from attendees across the sessions. Requests for professional skills training across Ascential resulted in a series of webinars, reaching over 850 staff globally.

In 2023, we delivered presentation training to 200 colleagues to maximise the impact our colleagues have on stage – both at our events and partner events. We delivered tailored 1-1 media training to increase key staff's confidence in communicating effectively with journalists and delivered team building training to 10 teams. Investment in a sales training programme meant that we supported over 100 sales colleagues globally with brand-specific sales training days.

Communication and engagement

Strong leadership communication
In a year of great change, strong leadership voices are essential. In 2023, we guided our people through the ongoing strategic review with clear and consistent communication from leadership. We empowered our divisional leaders to speak to company-wide changes, such as separating our technology platforms, and other key touchpoints related to the separation activity throughout the year.

We continued to cultivate our company community through video, email, our key collaboration tool Slack, in-office activations, and global in-person celebrations at the company Awards. We also put particular emphasis on our people communication, sharing quarterly feedback newsletters, and raising awareness of our benefits offers.

Feedback
We have been using Peakon since July 2022 to allow us to get feedback from our people on a monthly basis. The survey covers employee engagement, diversity & inclusion and health & wellbeing. Our overall engagement score (from Peakon) for 2023 was 7.5/10 compared to 7.9/10 in 2022. We believe the year-on-year dip was mainly due to uncertainty about separation and activities around this which had an impact on how engaged people felt at the organisation. We also saw a decrease in the amount of people completing the survey over 2023 which has an impact on our overall score. We are taking necessary action to ensure that both of these areas will be improved upon in 2024.

Each quarter we provide our people a round-up of what we are hearing from Peakon. This feedback from our colleagues has helped with a number of our people-based decisions such as help shaping the selection criteria for the new New York and London offices. We have continued our current hybrid working model (mixing in-office and at home working) as our people have continually expressed the importance of being able to work remotely when they want. In 2024 we will be introducing new reward and recognition incentives to all employees which we hope will be received positively and increase our scores.

In 2023 we have also continued with the Ascential Forum, which is chaired by Rita Clifton, Senior Independent Director. The purpose of the Forum is to allow employees to share their views and ideas directly with a Board member across three issues: strategy, performance and culture. The Forum met twice in 2023, with the second forum being refocused on discussing people recognition at Ascential in 2024. Rita Clifton reports to the Board following each Forum meeting to share employee feedback with all Board members, giving all Directors better context on how their decisions might impact our people. We plan to continue with these forums in 2024.

In Q4 Philip Thomas led a series of listening groups with employees to hear their feedback first hand, to understand their experiences of Ascential, what they feel we do right, what could be improved, and what they would like Ascential to communicate to our people. The key themes from these sessions were colleagues' appreciation of flexible and hybrid working, wanting to connect regularly with colleagues at events, the opportunity to do more cross-brand collaboration and their enthusiasm for being involved in creating the future of the Company.

Recognising talent
In March 2023, we held annual awards to celebrate the great work our colleagues achieved in the prior year across Lions, WARC, Money20/20, WGSN and our central teams. Celebrations were held in each of our major locations, with 28 individuals and 31 teams recognised across 16 categories.

Our Elite Awards recognition programme also continued in the first half of 2023, recognising performance on a quarterly basis. We paused the progress in the second half of the year as we focussed on separating the businesses and reviewing how we recognise colleagues in the future.

Building culture

Values & actions

Our four values underpin everything we do as an organisation. They act as a north star for our people and a lens through which we make decisions:

Creativity – We value and reward innovation, providing new products and services to our customers, and finding new ways of working within our business.

Fairness – We build strong, ethical relationships based on mutual respect and trust.

Empowerment – We trust our teams to act swiftly and independently to meet our customers' needs.

Focus – We prioritise clarity and focus to deliver high quality outcomes. We are content to do a few things exceptionally well.

They come together with our four brand actions to form a clear articulation of our culture. Our actions indicate clearly how we operate, how we deliver for customers and, simply, how we get things done at Ascential.

- **We never miss a beat** – We stay alert to the world. We are inquisitive, curious and aware.
- **We get to the heart** – We bring clarity to every situation by focussing on what matters most. Always with warmth and a human touch.
- **We raise the bar** – We strive for the highest standards and integrity in everything we do.
- **We make magic happen** – With creativity, innovation and adaptability, we pull off the incredible.


CANNES LIONS 70
HERE TO
HELP

Valuing the diversity of our people

As an employer, we understand the immense value in embracing a wide spectrum of perspectives and life experiences, benefiting both our workforce and customers. At Ascential, we prioritise attracting, retaining, and developing talents from all walks of life, ensuring an environment where each individual feels empowered to authentically express themselves. We firmly believe that this approach not only secures a sustainable future for our organisation but also generates a positive ripple effect, benefiting our people, customers and society at large.

Establishing structure and governance
In 2023, we empowered each division to institute and implement governance frameworks dedicated to Diversity, Equity and inclusion (DEI). These frameworks are specifically crafted to align with the distinct structures of each division, aiming to address the priorities of both our colleagues and customers. In addition to division-specific delivery structures, we also make certain that our plans are tailored to our various regions, recognising and accommodating the unique nuances and priorities inherent in the cultures we operate within.

This work is supported by our Equal Opportunities Policy. This policy serves as a steadfast guideline, explicitly prohibiting any form of discrimination based on race, colour, religion or belief, pregnancy or maternity, marriage or civil partnership status, gender or gender reassignment status, sexual orientation or sexuality, sex, ethnic or national origin, genetics, disability, or age. At Ascential, we are dedicated to creating an environment where diversity is celebrated and discrimination has no place.

Our annual report on diversity, equity and inclusion outlines our vision, initiatives, and commitments for the forthcoming year, underscoring the progress achieved to date. 2024's report will be published in Spring 2024.

Providing the right tools and support
We are continually working to create a safe, inclusive culture at Ascential, aligned with our Code of Conduct. This year we partnered with Catalyse, a leading non-profit organisation focussed on inclusion and safety in the workplace, to roll out "Respect@Ascential" training for senior leaders and managers. The interactive workshops resulted in an increase in confidence for our participants in dealing with potentially challenging situations in the workplace around the area of sexual harassment and bullying. The language and tools from these sessions are regularly used in further communication to managers.

In addition, we held brand-led training on psychological safety for managers and leaders and regularly conducted mitigating bias and inclusive hiring training.

Alongside our training, policies and overall vision and commitments we set centrally, we also support our Employee Resource Groups (ERGs). We currently have three ERGs: Black in Business, EmPower (Women's Network) and Ascential Pride. These groups are run by volunteers across the business who represent and advocate for a particular community of people within the company. Following the separation of the business, we will be relaunching the ERGs in 2024, including a new group 'Able to Thrive', which focusses on enablement & wellbeing for people with disabilities, including long-term health conditions and mental health conditions and neurodivergence. Alongside our ERGs we also have Network Groups Latinx, Shalom Ascential and Christian Network who come together to share and celebrate culture and meet like-minded colleagues across the business. Our ERGs have organised events throughout the year to engage colleagues including Empower hosting Shola Kaye's "Empathy Talk" and sessions focussed on Future Leaders Career Advice for woman at Ascential on International Women's Day, Spotlight Stories from colleagues across Ascential for Pride Month and Black in Business hosting an in-person event celebrating Black History Month UK in October 2023. This was attended by over 60 colleagues in our London office.

Measuring our progress
Our yearly report on Diversity, Equity & Inclusion details the advancements made towards our 2030 targets.

Our overall Inclusion score within our people engagement score is in line with our benchmark. We monitor this score closely, assessing scores for different demographic groups to ensure consistency of experience for all our people, regardless of race, colour, religion or belief, pregnancy or maternity, marriage or civil partnership status, gender or gender reassignment status, sexual orientation or sexuality, sec, ethnic or national origin, genetics, disability or age.

DEI data
We continue to monitor our colleague diversity data whilst remaining compliant with the GDPR requirements. Our employee diversity demographic data is analysed on a quarterly basis. HR representatives from each brand/division are provided with this data at an aggregated level to benchmark their progress towards a representative workforce within their brand. We have seen increased disclosure rates since the analysis was first undertaken. Due to the 100% disclosure rate of gender, we are able to perform Gender Pay Gap analysis to assess any potential pay gap within our business. The most recent pay gap analysis from 2023 is available in our Gender Pay Gap Report to be published in April 2024.

As at 31 December 2023, Ascential's overall gender split was 58% women , 41% men and 1% non-binary or transgender. As a comparison this data for Ascential's continuing operations (as at 28 February 2024) is a gender split of 60% women and 40% men. This is consistent with prior years. The figures below show that we need to continue to focus on gender diversity within our teams. You can view further details on our plans for this in our 2024 Diversity, Equity and Inclusion report, which will be published later this year.

Board
As at 31st December 2023
(10 people)

- 60% women
- 40% men

Board
As at 28 February 2024
(7 people)

- 71% women
- 29% men

Executive
As at 31st December 2023
(12 people)

- 25% women
- 75% men

Executive
As at 28 February 2024
(7 people)

- 43% women
- 57% men

Senior Leadership
As at 31st December 2023
(78 people)

- 32% women
- 68% men

Senior Leadership
As at 28 February 2024
(31 people)

- 38% women
- 62% men

Health and safety

Ascential's Health & Safety Policy was updated and republished in January 2023 and our safety governance structure has continued to work effectively throughout the year. The Safety Committee meets quarterly, as well as providing oversight throughout the year, and our Safety and Wellbeing Champions have been actively involved with the management of local issues. Newly acquired businesses are integrated into our health and safety 'duty of care' framework.

We safely delivered our live events in Amsterdam, Cannes and Las Vegas with no major health & safety incidents. Preparations are well underway in relation to our newest event in Bangkok in April 2024.

In 2023, we launched revised DSE (display screen equipment) training via iHasco which is easily accessed by existing employees and new starters. We also conducted a Resilience Audit as part of our internal audit plan (carried out by a specialised team from EY). The final recommendations arising from the audit will be in place in advance of the Bangkok event. We have over 24 Mental Health First Aiders across the business who have been trained by the official Mental Health First Aid body to spot the signs and symptoms of mental ill health, provide first aid and act as a confidante for their colleagues across the business.

Adapting for the future

As we move into 2024, Ascential has clear plans in place to build on our strong heritage and to continue to be an employer of choice. We were pleased to be able to bring people together at the end of January 2024 to talk about 'What's Next' and reinforce our vision, strategy and plans for the future as a standalone events-led business. This was an important moment for all of our colleagues but particularly for those who joined the business in 2023, our Contagious colleagues who joined in August 2023 and our international colleagues. We value these moments where we all come together as a company and the power of human connection is strongest.

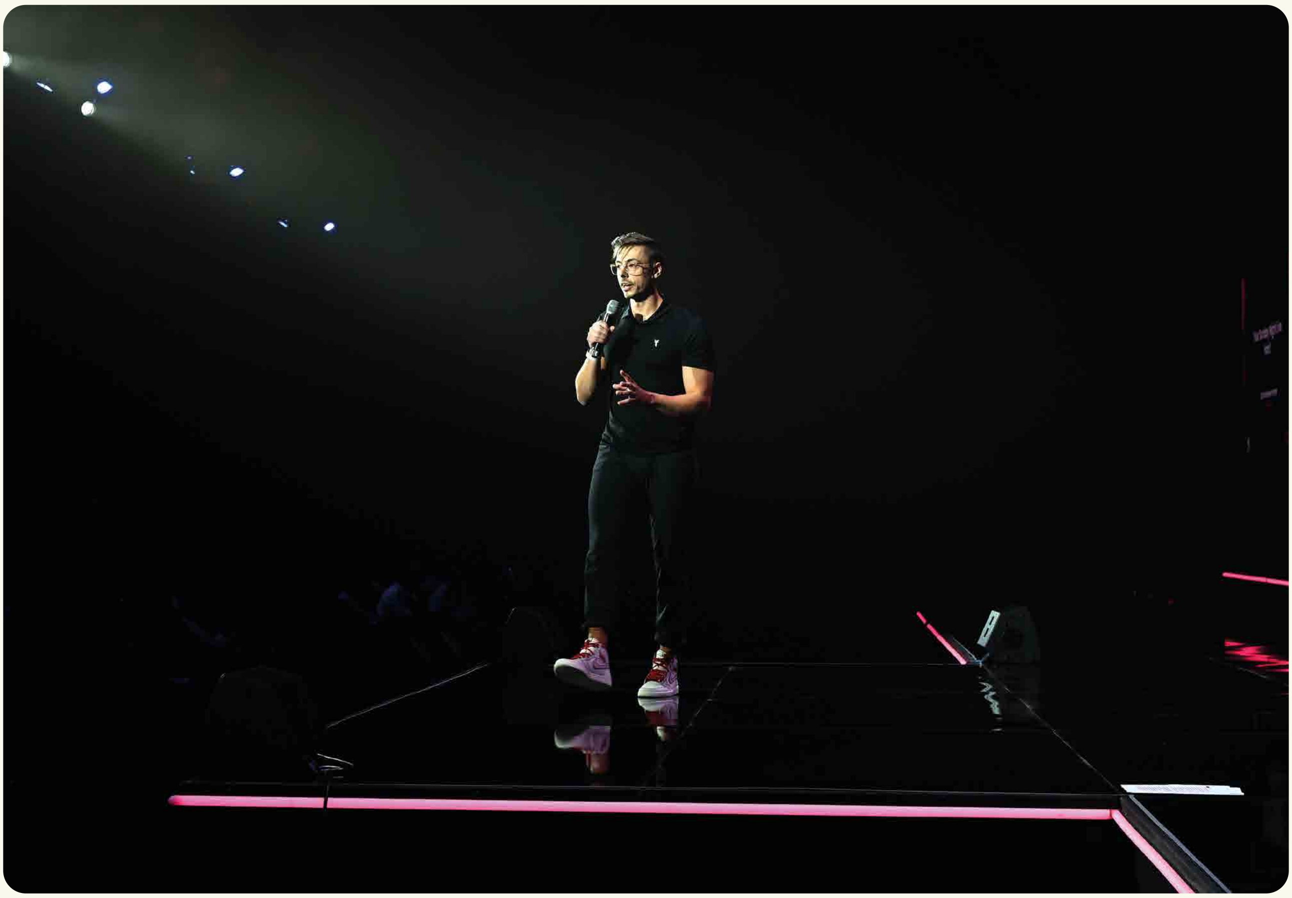
Section S172 Statement

Section 172 of the Companies Act 2006 requires Directors to act in a way that promotes the success of the company for the benefit of shareholders as a whole, whilst having regard to the interests of its other stakeholders.

Effective stakeholder engagement helps us gain a better understanding of the impact of our decisions on stakeholder interests as well as understanding their needs and concerns. By understanding our stakeholders, we can factor into Board discussions the potential impact of our decisions on each stakeholder group and consider how best to act fairly between members as a whole.

We consider our key stakeholders to be our customers, our people, our suppliers and business partners, our investors and wider society.

Our values, set out on page 44 are closely aligned with the principles underpinning Section 172, ensuring that the way we do business is consistent with the matters the Directors must consider as part of their Section 172 duties. The Board recognises that the interests of stakeholders are sometimes conflicted and at times, certain interests may have to be prioritised. As part of the Board's decision-making process, the differing interests of stakeholders are considered by the Board and an assessment is made of the impact and consequences on stakeholders of decisions in the long term.



During 2023, the Directors have considered the matters set out in Section 172. Further detail on how the Board has considered each factor can be found in the following sections:

A	B	C	D	E	F
The likely consequence of any decision in the long term	**The interests of the Company's employees**	**The need to foster business relationships with suppliers, customers and others**	**The impact of the Company's operations on the community and the environment**	**The desirability of the Company maintaining a reputation for high standards of business conduct**	**The need to act fairly as between members of the Company**
Relevant disclosures					
Chief Executive's review **Page 6**	Our people **Page 42**	Business model **Page 10**	ESG – social impact **Page 71**	ESG Strategy **Page 56**	Chief Executive's Review **Page 4**
Strategic priorities **Page 7**	Diversity, equity and inclusion **Page 46**	Third party code of conduct **Page 75**	Climate change resilience **Page 59**	ESG – Compliance Framework **Page 73**	Chair's Introduction **Page 82**
Principal risk disclosure **Page 32**	ESG – social impact **Page 71**	Modern slavery **Page 77**	TCFD statement **Page 61**	Internal Controls statement **Page 99**	Annual General Meeting **Page 128**
ESG – Environmental Climate Resilience **Page 59**	Whistleblowing policy **Page 77**	Whistleblowing policy **Page 77**			Stakeholder engagement **Page 48**

Section 172 in Focus

Below we have set out an example of how the Board has taken into account Section 172 factors in key decisions in 2023.

Sales of WGSN and Digital Commerce

S.172 criteria considered: A, B, C, E, F

Relevant stakeholders: customers, our people, suppliers and business partners, and investors

- The sale of WGSN to funds advised by Apax Partners and Digital Commerce to Omnicom Group Inc (the "Sales") were key agenda items of the Board this year.
- The Board oversaw a comprehensive and competitive sale process for WGSN and considered the merits of different strategic options for Digital Commerce. The Board concluded that the Sales would realise an attractive valuation for Digital Commerce and WGSN, unlocking the sum of the parts valuation discount applied to Ascential's portfolio businesses.
- The Board further concluded that the Sales would benefit the customers, employees and partners of each business as the new owners would enable each business to flourish and better position them to achieve their growth ambitions.
- The Board consulted the Company's largest shareholders in reaching a decision to return a significant proportion of the proceeds of the Sales to Shareholders.
- Shareholders will also continue to own Ascential's market-leading Events business which will be positioned to capitalise on strategic growth opportunities in the markets that it serves, driving significant long-term value for shareholders.
- The Board reviewed and was satisfied that there would be no material adverse effect on the retained Group as a result of the Sales to ensure sufficient protection for the Company's key stakeholders.
- The Board approved the Sales and considered that they were in the long-term interest of all its stakeholders.

Stakeholder engagement

Our key stakeholders

Our customers

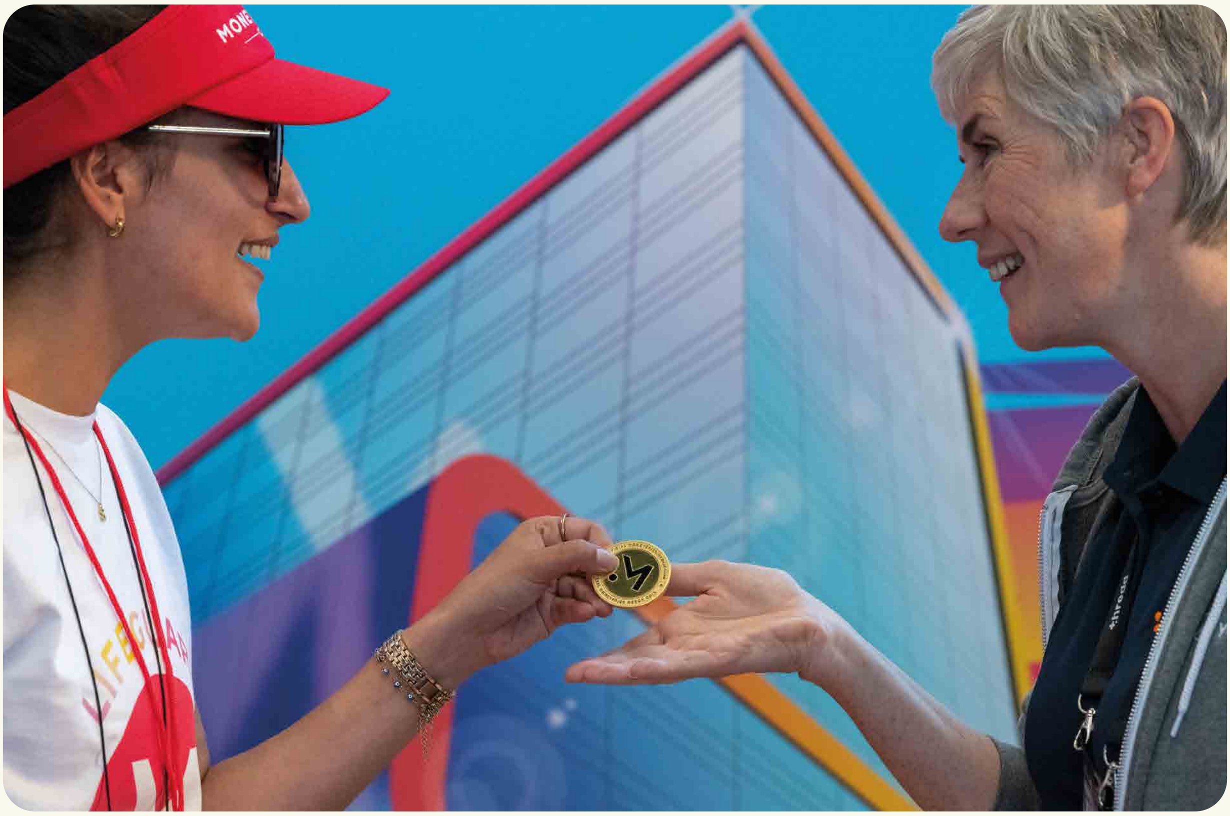
We help our customers to make smart strategic decisions that improve performance now and in the future, enabling them to outperform their competitors.

Customer forums & feedback

How we engage
- We regularly engage with customers across our product brands and geographies. Our account management and client service functions are in regular contact with customers to ensure they get the best value from our services.
- We run Net Promoter Score ("NPS") surveys across the majority of our brands.
- We conduct research on a project basis in advance of major product developments.

Outcomes from engagement
NPS scores are shared across the business, leading to the ongoing development of marketing, product and content strategies that take into account customer feedback.

At our events, the content topics and themes have been directly informed by qualitative and quantitative research and NPS surveys.



Our people

We have an experienced and dedicated workforce which we recognise as a key asset of our business.

Key tenets of making Ascential a great working environment include an emphasis on personal wellbeing, investment in learning and development, support for flexible working, a focus on diversity and inclusion in everything we do, and open and honest leadership communications.

Health and Safety

How we engage
We have a wide range of formal and informal communication channels on safety issues:

- Any employee can report a safety concern or incident via their line manager.
- Anyone can report in person or anonymously via the 'Speak-Up' function.
- Safety Champions are nominated across every brand to represent any local issues on behalf of their colleagues.

Internal communications support the delivery of information campaigns on specific topics.

For health & wellbeing we have specific questions in our engagement survey that relate to this and we actively look to act upon the feedback we receive.

In 2023 we have embedded new health and safety training via a recognised provider.

Outcomes from engagement
Our colleagues continue to value our flexible working arrangements as demonstrated by our engagement feedback, along with positive scores in relation to employee wellbeing.

- We score 8.5/10 for the statement 'I have the option to work remotely when I'd like to.'
- We score 7.6/10 for the statement 'Employee health and wellbeing is a priority at Ascential.'

Feedback has also helped to inform our new office strategy and define the space that we require.

Our new training platform has meant that colleagues have access to the right information to work safely in any home or office location.

Internal communications

How we engage

- We guided our people through the strategic review changes with clear and consistent communication, sharing leadership updates for each division at all major transaction milestones, and ensuring that our people were kept up to date with the strategic review process. All communications were stored on an internal site, the 'Change Hub', so our people could easily access key information.
- We ran Town Halls for each division, with Q&A sessions, to ensure a two-way dialogue between our people and our senior leadership, ensuring that all voices had the opportunity to be heard.
- We have regular internal communication with our people via email, Slack and video, updating our people on company-wide news, sharing leadership updates and running internal events, such as annual awards and end-of-year parties.

Outcomes from engagement
We create surveys after all of our key internal events. The survey results and verbatim feedback that we get from our people informs the planning of our future events, ensuring that our people feel that their opinions are valued and acted upon.

Building a dialogue with our people

How we engage

- We use employment engagement surveys, which, along with face-to-face feedback help us understand what people think, any issues they may be having and what they want to achieve in their careers. Our HR business partnering team is embedded in each of our two Divisions ensuring that the People agenda is focussed on the unique needs of each of our brands. This has enabled us to provide targeted HR support and build People plans aligned to the strategy of each Division.
- We use an instant messaging and collaboration tool, Slack, which is used for one-to-one messaging, company announcements and team projects.
- We track engagement on internal communications emails and global announcement Slack channels to provide insight into message activity and open rates.
- Internal interviews with our senior leadership team frequently include an open Q&A session, with sessions recorded and shared thereafter.
- The Ascential Forum is chaired by our Senior Independent Non-Executive Director, Rita Clifton, and gives employees the opportunity to share their views and ideas directly with a Board member.

Outcomes from engagement

- We continue to use Peakon on a regular basis to gather data and insight on how our employees are feeling across a wide range of questions enabling more direct action to address any concerns or issues. Our engagement scores remain in line with benchmark scores.
- Rita Clifton, our Senior Independent Director, updates the Board following each Ascential Forum meeting to provide a direct route for the employee voice into the Boardroom.

Diversity & Inclusion

How we engage

- Since the start of 2021 we have published an annual Diversity and Inclusion report which includes a clear vision for our work in this space, a set of 2030 global commitments and annual objectives, along with a progress report against the previous year's objectives. These reports provide an update on where work is going well and where further effort is required, demonstrating our commitment to being honest and open in order to share learning.
- Following the departure of our Chief Operating Officer, Paul Harrison, Philip Thomas steps into the role of Board-level representative on Diversity and Inclusion, as part of ESG overall. Nancy Parks, Chief People Officer, is the Executive Sponsor for DEI. These roles are supported by our Head of Employee Experience and Culture who leads on DEI across the Company. This role is then supported by a wide range of colleagues across the Company who take the lead on DEI projects where required. The Ascential Forum also serves as a valuable feedback mechanism on DEI initiatives when required.
- Our regular engagement survey includes a standard set of DEI questions. The functionality of the survey tool enables us to analyse inclusion scores through a range of demographic lenses.

Outcomes from engagement

Our average score throughout the year indicates that our inclusion scores remain within sector expectations.

Our overall inclusion score is 8.0/10 which includes the question 'I'm satisfied with Ascential's efforts to support Diversity and Inclusion, (for example in terms of gender, ethnicity, disability and social-economic status).

Our Diversity & Inclusion report sets out our ambitions in this space: we have work to do in a number of areas of representation with a particular focus being on diversifying our leadership teams. The report sets out our specific targets and objectives.

Colleague networks & forum

How we engage

- We have three Employee Resource Groups: Ascential Pride, Black in Business and Empower, our women's network. All are colleague initiated and led, supported by a central toolkit, budget and the HR team. In addition they all have Executive sponsors to ensure they have a voice of influence at Senior Leadership level.
- Lions appointed a VP, DEI to drive progress in this critical area for their business, externally and internally.

Outcomes from engagement

We continue to support our networks and use them as counsel for projects including HR policy review and overall strategy design. This engagement strategy has contributed to the following scores from our engagement surveys:

- We score 8.3/10 for the statement 'I believe Ascential would respond appropriately to instances of discrimination'.
- We score 7.8/10 for the statement 'People of all backgrounds have the same opportunities at Ascential'.
- We score 7.7/10 for the statement 'Recruitment processes at Ascential attract and select a diverse workforce, (for example in terms of gender, ethnicity, disability and socio-economic status.)

Our investors

Our investors value sustainable growth, responsible capital allocation and investment decisions, and clear communication of strategy, supported by robust financial reports.

How we engage

- We hold a range of Investor meetings throughout the year including post-results roadshows, investment conferences and on-demand individual meetings, totalling over 200 engagements in 2023 covering over 100 institutions (both holders and non-holders).
- We deliver twice-yearly analyst results presentations, as well as holding additional meetings and calls throughout the year, totalling around 100 interactions in 2023, across our coverage base of seven analysts.
- We hold an Annual Capital Markets Day for our coverage analysts and major holders, to provide more granular detail on our progress with strategy, performance and future plans. In 2023 this focussed on the continuing businesses, their capabilities, business models and addressable markets.

We hold an Annual General Meeting which all shareholders are welcome to attend and ask questions of the Board.

In 2023, following the announcement of the sale of the Digital Commerce and WGSN businesses, we consulted extensively with shareholders on the optimal mechanism for the return of £850m of value from these sales.

Outcomes from engagement

We provide the investor community with clear updates on our trading performance and strategic direction. Analysts and investors have the opportunity to give feedback to management on the above and engage in Q&A.

Our partners and suppliers

Our partners want us to work with them to develop productive and fair working relationships, with fair terms of business and fair payment terms.

How we engage

- We hold Quarterly Business Reviews with all key suppliers to review progress on key activity as well as sharing business updates and strategy.
- We operate and publish a Third Party Code of Conduct which sets out the key ethical and business principles we look for in all third parties we work with.
- We operate a prompt payment policy and disclose our payment practices and performance via the UK Government payment practices reporting portal.

Outcomes from engagement

We listen to feedback from suppliers about any challenges in engaging with us to continuously improve the way Ascential operates with its supply chain.

We are implementing a Carbon Data Capture Policy – Environmental Policy in our Events supply chain. This sets out the expectations and requirements for suppliers to our live events to provide accurate and detailed environmental data, to support Ascential in measuring the carbon footprints of our live events.

Wider society

We believe that it is important to adhere to evolving ESG best practice. A crucial aspect of this is having a realistic understanding of the impact our business has, the issues our customers care about, and therefore where we can play our part in delivering positive change. Once we understand this we can prioritise resources and activity accordingly.

How we engage
- Our brands are enabled to engage and support charities, community groups and third sector organisations which align with colleague and customer values and priorities. You can read more about this and the specific example of our partnership between Lions and the Sustainable Development Goals on page 71.
- Both Money20/20 and Lions continue to deliver programmes which seek to improve the diversity of the industries in which they operate. These programmes include Money20/20's Rise Up Programme and Lions 'See it Be it'.
- We continue to work with partners on our Early Talent opportunities. These include Multiverse who are our Apprenticeship provider and Creative Access who support Internship recruitment in the UK. Creating opportunities for Early Talent creates opportunities for engagement in the local communities in which our offices are based and creates a diverse pipeline of talent.
- Our global policy gives all employees one day per year to volunteer at local community projects. Over the past two years we've moved from a central theme for those volunteering days to encouraging brands to deliver the opportunities that most resonate for them. This means that our colleagues are now supporting a range of projects around the world.
- We have had a long-standing relationship with The Prince's Trust, fundraising as part of the Million Makers competition, and sponsoring the Educational Achiever award for the sixth year of the annual Prince's Trust Awards.

Outcomes from engagement:
- We have raised over £2.5 million for The Prince's Trust in the past 11 years.
- Both the Glass Lion and the Sustainable Development Goal Lion, as part of our Lions Awards have raised awareness in our industry of core issues for the sectors in which we operate and championed positive behaviour change.
- You can read more about the outcomes from our engagement work in our ESG section on page 71.

Amount raised in 2023 for The Prince's Trust

£0.4m

Money20/20 USA's 2023 Rise Up & Amplify cohort

ESG strategy

"As I take on the role of Chief Executive for Ascential, I also take on the role of Board ESG Sponsor. Delivering long-term, sustainable success is my core objective for the Company and I am confident that our focus on ESG will set us up well for the future."

My ambition is that we can be one of the most sustainable events-led businesses in the world.

Our ESG approach at Ascential has always been to consider the way we do business and the impact we have on the environment, community and society. We reviewed this again in 2023 in light of the disposals of Digital Commerce and WGSN and updated our materiality assessment. While our social and governance work remains material, it is increasingly embedded in our operations. Therefore our main focus in 2023 and going forward into 2024 is our environmental strategy, as we know it is a critical issue for our people, our customers, our shareholders and our planet.

Our commitment is to minimise our carbon emissions and maximise the opportunities to raise awareness of the climate crisis with our people and our customers, through our events, digital and advisory products.

We acknowledge that this is an ongoing journey to make each of our events the most sustainable they've ever been. We will only achieve this through establishing long-term goals and intentions and taking consistent and deliberate action. This is the same approach that we have used in our diversity, equity and inclusion work, which has resulted in progress in representation on stage, in our content and in our business. It's this approach which will see us launch our Sustainable Event Standards in 2024. A set of long-term ambitions, with near-term metrics, which will significantly reduce the carbon emissions and waste at our events.

Underpinning progress in all areas of ESG is a culture of constant learning, with our core internal team bringing in the experts where needed to establish a solid foundation for action. You can read more about the long-term goals that we are developing, along with the targets for immediate next steps in the following section.

I look forward to keeping you updated on progress.

Philip Thomas
Chief Executive
ESG Board Sponsor
25 March 2024

ESG Overview

Aim

To do business without negatively impacting the environment, community, or society

Environmental	Social	Governance
Ascential Sustainable Events Standards	DEI Strategy	Employee Code of Conduct
Carbon Transition Plan	Charity Partnerships	Third Party Code of Conduct
Carbon Emissions Measurement	Community Engagement	Compliance Framework Policies

Employee Engagement: retention and productivity

Client Engagement: retention and acquisition

Investment and investor engagement

Sustainable Operations

Materiality

Following the disposals of Digital Commerce and WGSN in early 2024, we updated our materiality assessment to identify the ESG topics that are most important to our ongoing business. This assessment has informed the ESG priorities for Ascential moving forwards.

We identified 24 topics that are most relevant to Ascential. Key stakeholders from across the business provided input on the severity and likelihood of the impact as well as their assessment of Ascential's current operational ability to manage each topic.

Topics that were rated an average of over 4 out of 5 in either severity or likelihood were considered material. Further analysis was completed to assess the timeframe in which the impact is expected and the confidence in our business operations to deal with these impacts.

Many of the topics remained material since our previous assessment. However, as we transition to an events-led business, event waste and emissions have received a higher score.

Our material topics are listed below, along with details of where further information is provided about them throughout this report.

We will continue to review our material topics annually to ensure our priorities align with the changing landscape of the markets we operate within and the wider community we serve. We commit to conducting a full re-evaluation of the materiality assessment every two years, or in the event of substantial change to the business.

SUSTAINALYTICS **Sustainalytics ESG risk rating**

NEGL	**LOW**	MED	HIGH	SEVERE

ecovadis **Sustainability score**

INSUFFICIENT	PARTIAL	**GOOD**	ADVANCED	OUTSTANDING

MSCI **ESG rating**

CCC	B	BB	BBB	A	**AA**	AAA

CDP **Score**

D-	D	C-	**C**	B-	B	A-	A

ESG Area	Material Topics	Further Information within reporting
Environment (page 59)	• Carbon Emission Reporting and Reductions	• SECR (Page 68, TCFD (Page 61),
	• Event Waste and Emissions	• Sustainability at our events (Page 60)
	• Adaptability to changing market needs	• Sustainability at our events (page 60) • Sustainability in our content (page 60)
	• Sustainable Supply Chain	• TCFD (page 61), Supplier Code of Conduct (Page 75)
Social (page 71)	• Diversity, Equity and Inclusion (DEI) in – our workforce – our content	• Gender Pay Gap Report 2024, DEI Report 2024 Our People (page 42) • Content and Speaker Audit (page 72)
	• Employee Satisfaction and Retention	• Our People (page 42) • Charity Partnerships (page 71)
Governance (page 73)	• Risk Management	• TCFD (Page 61), Risk Management (Page 32)
	• Data Security, Protection and Privacy	• ESG Compliance (page 76)
	• Compliance with ESG regulations	• ESG Compliance (page 76)
	• Compliance & Business Ethics	• Code of Conduct, Third Party Code of Conduct, Modern Slavery, Health & Safety Policy, Compliance Framework, ESG Policies (all found on pages 73 to 79) • Audit Committee Report (page 94)

Environment: Climate Resilience

In 2023 we improved our carbon measurement methodology and implemented a new data management tool for measuring our emissions. The environmental material topics identified as part of the materiality assessment, along with the results of our carbon measurement resulted in the development of our environmental strategy and the identification of four key goals; Carbon Reduction, Waste Reduction, Sustainable Supply Chain and Renewable Energy.

Aim
To do business without negatively impacting the environment. Supporting the environment in which we operate to thrive, ensuring the conditions in which our business can also thrive.

Strategy
Our current Sustainability Strategy will develop into our Carbon Transition Plan over the next two years.

Goals	Enablers currently in place	Enablers to be established in 2024
Carbon Reduction	• Leadership Accountability • Carbon Measurement • Upskilled and equipped team	• Ascential Sustainable Events Standards • Science-Based Targets (for verification in 2025) • Costed Transition Plan (for completion in 2025) • Increased proportion of activity-based Scope 3 carbon measurement
Waste Reduction	• Leadership Accountability • Waste measurement	• Ascential Sustainable Events Standards • Upskilled and equipped team
Sustainable Supply Chain	• Supplier Environmental Policy	• Upskilled and effectively resourced procurement team • Responsible sourcing policy
Renewable Energy		• Ascential Sustainable Events Standards • All new offices to be supplied with renewable energy

Progress made in 2023:
- Increased carbon measurement to include spend-based scope 3 emissions reporting, alongside the scope 1 and 2 measurement we have conducted for the past seven years. For details related to our carbon emissions, reduction targets and progress for 2023, see our TCFD report on page 61, and our SECR report on page 68.
- Measured the carbon and waste footprints of our Cannes Lions Festival of Creativity, as well as our Money20/20 events in Amsterdam and Las Vegas. For further details on the actions we've taken at our events see page 60.
- Sustainability continues to be a focus within our content, both at our events, and accessed through our digital platforms and advisory services.
- Increased the sustainability awareness of our workforce through engagement and training opportunities.

Looking forward to 2024:

- Launch the Ascential Events Sustainable Standards. The standards, developed during 2023, are a roadmap for significantly reducing the carbon emissions and waste generated at our events year on year. It sets us on a pathway to collaborate across our industries, and with our supply chains, to deliver some of the most sustainable events.
- Set carbon reduction targets for scope 1 & 2 which are aligned with the science-based target initiative (SBTi).
- Continue to maximise the opportunities to raise awareness of the climate crisis with our people and our customers, through our events, digital and advisory products.
- Begin developing a costed Climate Transition Plan to outline our roadmap to net zero in line with UK Government guidelines.
- Continue to increase the level of supplier-specific scope 3 data available in order to set further emissions reduction targets.
- Continue to measure the carbon footprint across all our events, adding in Money 20/20 Asia and Contagious events to the existing measurement cycle.
- Achieve targets set out in the TCFD statement on page 61.
- Continue to upskill and equip our colleagues to enable further progress on meeting our sustainability goals.

Event sustainability

Sustainability in our event operations is a priority for the business moving forwards. We consider our positive impact in three ways: how we run our event, the impact of our content, and how we work with suppliers and partners.

How we run our event
A key enabler to running a more sustainable event is to calculate the carbon and waste footprint of each event. This enables us to set targets for carbon reduction and measure our progress against those reduction goals. In 2023, we improved the methodology to measure the carbon footprint of the Cannes Lions Festival of Creativity, as well as footprinting our Money20/20 events in Amsterdam and Las Vegas for the first time.

In 2023 we appointed a new partner, isla, a non-profit organisation founded by event professionals and industry leaders focussing on a sustainable future for events. Together we have measured the carbon emissions of our event operations, created meaningful targets and developed our sustainable standards that establishes the roadmap for sustainable event operations across our portfolio. We also engaged with our top-contributing suppliers to capture the emissions related to our event activities including energy, built production, graphics, food and drink, waste management, event transport, and staff travel and accommodation.

In 2023, suppliers were selected based on the materiality of their contribution to the events. We intend to increase the coverage of suppliers each year in order to increase the accuracy of our footprints.

We will continue to footprint our events, including our new Asia event in Bangkok in April 2024, which will allow us to measure our progress towards our reduction targets. For further information on our targets, see page 66.

Actions taken to reduce the footprint of the 2023 Cannes Lions event included offsetting all staff and jury flights and implementing measures to reduce waste and energy consumption, including solar charging stations, placing water fountains around the venue, and reducing the use of single-use plastic.

The impact of our content on stage
On the Cannes Lions stages in June, highlights of the scheduled sustainability content included Patagonia's Tyler LaMotte on how to drive the sustainability agenda in practice not theory and Edelman, with Randi Kronthal-Sacco of NYU Stern Center for Sustainable Business and The North Face's Sophie Bambuck, looking at the business case for sustainability.

Sustainability was also on stage at Money20/20 Europe. These included a panel with Visa, Grover, Twig and the Ellen McArthur Foundation called 'Recommerce or Rubbish' and a fireside chat with Zumo and the World Economic Forum on nurturing a more climate-conscious crypto sector. In addition the event held a competition for startups to win a $100,000 SAFE note for Europe's Got Access; the winner was Zero Labs, a company which focusses on renewable energy made digital.

In addition to the content on our own stages, we provide space for industry partners to raise awareness of the positive actions our industries can take. ACT Responsible has partnered with Cannes Lions for over 20 years to showcase the work the advertising industry has done to create positive change. In 2023 they shared their space with Ad Net Zero who provide a framework for the advertising industry to achieve net zero

How we work with Partners and Suppliers
Our Environmental Data Reporting Policy requires our core event suppliers to provide the data needed to carbon footprint our events. Working in partnership with our suppliers to gather this data enables us to work with our supply chain to achieve the carbon reductions we all require.

Our Green Guide for partners and suppliers supports them to make sustainable decisions for their activities at our events. Our partnership with GreenBee Event Upcycling, a not-for-profit association based in Cannes, aims to promote the reduction of various waste materials linked to the event industry.

Taskforce for Climate-Related Financial Disclosures Statement

The following statement includes climate-related financial disclosures consistent with the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD). Climate Change is widely recognised to be one of the main global risks affecting business. We know that transparency regarding climate-related risks and opportunities is critical to maintaining the trust of all our stakeholders and allows our investors to better understand the implications of climate change for our Company.

Last year marked a pivotal moment for Ascential. In December 2023, our shareholders voted in favour of selling Digital Commerce and WGSN with both transactions completing in the first quarter of 2024. Ascential is now an events-led company, with a focus on two significant markets: marketing and financial technology. This transition has necessitated a re-evaluation of our risk profile, including climate-related issues.

We know that sustainability is a key theme for our customers and for our people, and we consider that the materiality of climate change and sustainability-related risks has increased for Ascential as an events-led company. We have therefore identified climate change and sustainability as a principal risk (see page 37 for more detail). As such, we have also committed to an increase in Board engagement going forward and appointed Philip Thomas, Chief Executive, as the new Board Sponsor for ESG matters.

We still have further work to do to be fully compliant with all the TCFD recommendations. We have continued to prioritise climate-related risks over climate-related opportunities and while we have identified some new opportunities this year, we need to continue to develop these opportunities over the short, medium and long term. We believe that the work planned for 2024 and 2025 to complete our Climate Transition Plan will result in full compliance with TCFD within the next two years. As part of developing our Climate Transition Plan, we will be modelling the resilience of the Company's strategy both qualitatively and quantitatively against a range of climate-related scenarios. To date this work has only been done on a qualitative 2°C warming scenario.

We began work in early 2023 to develop our Climate Transition Plan. However, completion of this work was delayed following the announcement in January of the Board's strategic review, the outcome of which could substantially impact the Company's material risks and opportunities. Additionally, it became apparent that in order to set a realistic net zero target and quantify the cost and implications of achieving that target, the spend-based scope 3 data we collected in 2023 was not sufficient to set ambitious yet achievable targets. We intend to increase the number of scope 3 categories for which we collect activity-based data in 2024 to inform our Climate Transition Plan. We have made good progress during the year with strengthening the methodology for collecting our emissions data enabling increased transparency and disclosure. Page 59 provides more details on our progress in this area. We intend to continue this work in 2024 with a view to completing our Climate Transition Plan in 2025.

To support the above, and ensure we continue to align with best practice, we will be working towards assurance of our TCFD statement and carbon emissions reporting in 2025, likely in the first instance with our outsource partner for Internal Audit.

Governance:

a. Board oversight of climate-related risks and opportunities
The Board and the Audit Committee have reviewed and approved the following statement.

The Board has primary oversight and ultimate accountability for our ESG performance, including the approach and actions taken in relation to climate-related risks and opportunities. Philip Thomas, Chief Executive Officer, is the executive sponsor of Ascential's ESG policy and we also benefit from the experience of our Senior Independent Director, Rita Clifton CBE, whose non-profit board experience includes WWF, the UK Sustainable Development Commission and Green Alliance. Rita is currently serving as Chair at Forum for the Future, the leading international sustainability organisation.

In 2023, the Board received its annual update on ESG and approved the ESG-related priorities for 2024. At the end of 2023, the Board determined that it will review quarterly ESG dashboards of key metrics and receive twice-yearly updates from the Head of Sustainability. The Board also approved the plan to be fully compliant with TCFD recommendations and to have completed the Climate Transition Plan by the end of 2025.

The Board reviews climate-related risks and mitigating activity as an integrated part of its review of principal risks. The Audit Committee reviews the work management conduct to quantify the financial impact of climate-related risk and the way it is reflected in the Group's long-range financial forecast. The Audit Committee also annually reviews the effectiveness of the Company's risk management processes, which includes the management of climate-related risks.

b. Management's role in assessing and managing climate-related risks and opportunities.

We have a formal enterprise risk management policy which governs how we manage risk, including climate-related risks. The risk management framework includes divisional operating risk committees, whose membership includes the divisional Chief Executive Officer and Chief Financial Officer as well as the Chief People Officer and Chief Technology Officer. See page 32 for more information on our risk management framework.

We reviewed our assessment of material climate-related risks and opportunities in December 2023, which included input from the Executive Directors and the senior leadership team.

Our Head of Sustainability works across both divisions to identify climate-related risks and opportunities, set company-wide goals, align activity with identified goals, measure company-wide impact and also report on progress.

Representatives from across the Company participate in a cross-company Sustainability Forum, led by our Head of Sustainability, which meets quarterly and aims to raise awareness and upskill our colleagues on climate change and sustainability.

Risks and opportunities identified through the Sustainability Forum and the work of the Head of Sustainability are fed back to the senior leadership team for consideration and allocation of relevant resources to realise opportunities and mitigate risks where relevant.

In 2023, we conducted a thorough review of our risk framework considering the anticipated disposals and the transformation of our business model. Moving forward into 2024, as we embark on our next chapter as an events-led business, we will maintain a vigilant approach to reviewing and adapting our stance on climate-related risk. This ongoing process will ensure that our risk management strategies remain relevant and responsive to the changing business environment.

Strategy

a. Climate-related risks and opportunities in the short, medium, and long term

Unless stated in the description, all of the following risks and opportunities have been deemed applicable across both the Marketing and Financial Technology sectors in which we operate, and across all of our geographical regions.

Short-Term Risks: <3 years

Risk	Category	Description	Impact	Mitigating activity
Waste	Transition: Technology/ Reputation	There is a risk that… avoidable waste from events becomes unacceptable for customers due to its cumulative impact. • Timeframe: Short • Likelihood: High • Impact: Medium	Increased cost or scrutiny surrounding the waste generated as part of business operations, including event merchandise. Some customers may become unwilling to be associated with our flagship events because of environmental impact.	The amount and type of waste produced at all major events has been measured in 2023, with a view to setting a baseline and reduction targets in 2024. The development of the Ascential Sustainable Events Standard. Both Cannes Lions and Money20/20 continue to review and reduce the volume of single-use products and waste generated from events.
Associated Opportunity:	The Ascential Sustainable Events Standard has been developed and will be rolled out in 2024. This Standard sets out the roadmap for both waste and carbon emissions reduction across all of our events, with measurable annual targets. It presents opportunities for cost saving in certain areas, innovation in the way we produce our events and over time the ambition is that it provides a blueprint for the wider industry on best practice in operating sustainable events.			
Carbon emissions measurement and reduction	Transition	There is a risk that… as a company we are unable to measure and then reduce carbon emissions in line with EU and UK Government reporting requirements. • Timeframe: Short • Likelihood: Medium • Impact: Medium	Inability to measure carbon emissions data means we are unable to set and demonstrate reduction in those carbon emissions and complete the required ESG reporting in line with UK and EU Government requirements. Relevant regions: UK & EU	Effectively resourced internal Sustainability Team composed of a Head of Sustainability and a Data & Information specialist manage carbon emissions measurement and reporting. The team works in partnership with a well-established technology platform to measure emissions, as well as with an expert consultancy on reduction plans. Progress against measurement and reduction plans is monitored by both the ESG Exec Sponsor and the Board.

Risk	Category	Description	Impact	Mitigating activity
Supply Chain	Transition/Physical	There is a risk that… our supply chain isn't equipped to manage climate-related risk. • Timeframe: Short • Likelihood: Medium • Impact: High	Without a supply chain resilient to climate change there is a risk that key suppliers become unavailable to deliver required products or services.	Our Supplier Code of Conduct includes a requirement for our suppliers to adhere to all applicable environmental laws and regulations, and to appropriately mitigate climate change risk and contribute to reducing the environmental impact of their products and services. In addition we monitor suppliers to identify those in regions identified through the ND-GAIN Country Index as high risk and consider that as part of the contracting process.
Changing business model/innovation	Transition: Market	There is a risk that… Ascential is unable to adapt and respond to changing market needs as our customers work to improve their own sustainability performance. • Timeframe: Medium • Likelihood: Medium • Impact: High	Customers experience climate-related regulatory increases, and their budget prioritisation may change as they experience climate-related cost increases (such as fuel, energy licensing, etc.). Some customers may be lost if Ascential lacks the skills to market its sustainability credentials effectively.	Continue market scanning to inform Ascential strategy and ensure that we develop our proposition to respond to customers' needs. Maintain a close dialogue with customers to monitor changes in demand for climate-related products and capabilities.
Associated Opportunity:	New products and services have been created across our business which address our customers' requirements on sustainability. These include the WARC Sustainability Hub, the Lions Sustainable Development Goal Category as part of our Awards, and increased content on ESG at both Money20/20 and Lions events to address customer demand.			
Event attendance	Transition: Market/ Reputation	There is a risk that… customers perceive emissions associated with attending events to be a barrier to attendance. • Timeframe: Medium • Likelihood: Medium • Impact: Medium	Event-organising services need to adapt to a changing market where flights are expensive, and participants are increasingly conscious of the climate-related impacts associated with travel.	Demonstrate our credentials as an industry leader in sustainable events. Leverage hybrid event offerings. Reduce or offset emissions associated with delegate travel.

Medium-Term Risks: 3-15 years

Risk	Category	Description	Impact	Mitigating activity
Business disruption	Physical: Acute/ Chronic	There is a risk that… Ascential faces business disruption, due to global factors (e.g. large-scale social unrest) or local incidents (e.g. property damage from extreme weather events). • Timeframe: Medium • Likelihood: Medium • Impact: Medium	Compromised ability to deliver customer services, resulting in a loss of revenue.	Continue to maintain Ascential's business continuity planning. Climate Change risk is considered when looking at venue contracts for events to ensure long-term contracts are not signed in high-risk areas. Employees are equipped to work remotely and from home, should the office site be unavailable.

b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning;
We continued to consider the materiality of the defined climate-related risks over FY24 to FY28, which is the period used by the Board for medium-term planning. The climate- related financial impact modelling conducted in 2022 continued to be relevant in 2023. For that exercise, we concluded that only some of the material climate-related risks identified as part of the materiality assessment would have a material financial impact in the five-year review period. For climate-related risks considered material, we identified drivers of the financial impact associated with each risk, the required mitigating activity and considered in more detail whether there would be a material impact in a five-year period. In these cases, costs were incorporated into business plans (e.g. Cannes Lions) and we continue to manage the information required to increase the incorporation of this risk into the financial planning process.

We have been upskilling our divisional Chief Financial Officers in order for them to gain further working knowledge of what is required in climate-related reporting and modelling, both in compliance with TCFD and as part of our Transition Planning. This will enable the Divisional Finance Teams and the Sustainability Team to work together to effectively assess the financial impact of climate-change-related risks and opportunities on an ongoing basis and build the required modelling into our 'business as usual' processes.

c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.
As explained in our introduction, this is an area where we have further work to do to achieve compliance with the full TCFD recommendations. To date, we have conducted qualitative analysis only on a 2°C warming scenario. As we develop our Transition plan over the next 12-24 months, we will be conducting quantitative analysis against the same 2°C warming scenario to fully understand the financial implications of climate change over the short, medium and long term.

Overall, however, we consider that the Company remains resilient to climate change risk and the impact of a 2-degree warming scenario is low.

For the qualitative scenario analysis exercise we created a single pathway to the year 2040 that allowed us to explore how the material risks and opportunities may develop in the short (<3 years), medium (3-15 years) and long term (>15 years). Our scenario was based on 2°C average global warming by 2100 as the most likely warming scenario, using a combination of projected physical changes (informed by the Representative Concentration Pathways) and socioeconomic changes needed to tackle climate change (informed by the Shared Socio-economic Pathways). The scenario analysis was designed to explore one potential future and the results of our scenario analysis have been used to validate our risk identification and mitigation approach based on this 'middle of the road' future scenario.

Risk management:

a. Describe the organisation's processes for identifying and assessing climate related risks
In 2023 a materiality assessment was carried out with input from across the Group and Brand Leadership teams, the Sustainability Team and key business leads e.g. Event Directors. The topics provided for consideration as part of the materiality assessment covered both transition and physical risks as well as existing and emerging regulatory requirements related to climate change.

The sections of the scenario analysis mentioned above, which related to our events portfolio, remain relevant to our ongoing business. This analysis combined with the results of the materiality assessment conducted in 2023 informs the identification of climate-related risk and opportunities. These risks have been integrated into our enterprise risk management process (please see page 32 for more detail). Through this process there is the opportunity to identify both division specific risks and opportunities as well as those which impact across Ascential.

b and c: Describe the organisation's processes for managing climate-related risks and how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.
The overall process for managing risks, including climate-related risks, is explained in detail on page 32.

An overview of Ascential's approach to assessing and managing climate risk and opportunities:

Ascential plc Board

- Oversees all aspects of ESG, including climate change resilience, people, equity, diversity and inclusion and overall governance structures. Ultimately responsible for determining strategy and prioritisation of key focus areas.
- Supports and challenges management on both setting and monitoring progress against goals and targets.
- Ensures Ascential maintains an effective risk management framework, including over climate-related risks and opportunities. Holds overall responsibility for Ascential's risk management and internal control systems.

Reporting ↕ Informing ↕

Delegated responsibilities to Group Committees

Audit Committee:
- Oversees the Group's financial statements and non-financial disclosures, including climate-related disclosures.

Operational Risk Committees:
- Identify risks (including emerging risks) and risk owners, and scores risk.
- Identify controls and mitigations to manage risk, setting relevant targets.
- Agree action plans to strengthen controls or address deficiencies. Review progress with action plans and current risks.

Reporting ↕ Informing ↕

Chief Executive & Executive Team

CEO – ESG Board Sponsor & COO ESG Executive Sponsor:
- Oversee and champion the Company's ESG strategy – including operational, financial, and environmental aspects.
- Empower leaders to identify and manage climate-related risks and opportunities.
- Ensure compliance with all applicable ESG regulations e.g. TCFD, Transition Plans, ISSB.
- Implement an accountability framework for ESG success metrics with leadership.
- Oversee the setting of carbon emissions reduction targets which see the Company align with regulatory requirements and match the ambition of the Company.
- *Overall Executive Team:*
- Support the above by identifying and managing climate-related risks and opportunities.
- Empower Operational Leads and Teams to deliver required action to mitigate risks and realise opportunities.

Reporting ↕ Informing ↕ Reporting ↕ Informing ↕

Sustainability Team:
- Identify climate related risks and opportunities.
- Set company-wide goals.
- Align activity with identified goals.
- Gather data and manage reporting required to monitor progress.

Sustainability Forum:
- Identify climate related risks and opportunities.
- Enable delivery of company-wide goals.
- Provide data required for reporting.

Reporting ↕ Informing ↕

Brands Teams:
- The Brand Teams support the implementation of the Group's ESG strategy, including climate change risks and opportunities.

Metrics and targets:

The following metrics and targets are used to assess and manage relevant climate-related risks and opportunities. We continue to focus on improving the methodology for measuring emissions as well as increasing the scope and accuracy of emissions data that we are collecting. We consider this to be fundamental to our ability to develop a meaningful net-zero target, in line with UK Government regulations, as part of our Climate Transition Plan.

In our 2022 Annual Report we set a target to complete our Transition Plan in 2023, however, as explained in the introduction on page 61, we now intend to complete our Transition Plan by the end of 2025.

In 2023, we made significant progress with meaningfully measuring our carbon emissions by conducting a cost-based analysis of our entire scope 3 emissions and the results are published as part of our SECR disclosure along with details of our methodology. We intend to extend this progress in 2024 by increasing the number of scope 3 emissions categories we measure on an activity basis (currently only employee travel). As a result of this achievement, we have been able to set our first carbon reduction targets shown below. We will continue to set carbon reduction targets each year, developing them as part of our Climate Transition Plan over the next two years.

In addition to the targets listed below, we have been measuring and reporting our direct energy consumption and carbon emissions since 2016 and our Streamlined Energy Carbon-Related (SECR) disclosure is set out on page 68. We do not apply a materiality assessment to our Scope 1 and 2 emissions and therefore disclose in full.

Risk	Metric	Target	Progress to date
Carbon reporting	% Reduction (scope 1 and 2)	Develop a Climate Transition Plan by 2025 which sets out a roadmap to Net Zero in line with UK Government guidelines.	As outlined in the introduction, development of the Climate Transition Plan has been delayed due to changes in the business and requirement for further data gathering to set a baseline.
Carbon reporting	tCO_2e per attendee	Carbon footprint all major events in order to set baseline data and develop targets for emissions reduction as part of the transition plan, to be completed by the end of 2025.	We completed the carbon footprinting of all major events in 2023. New events to be footprinted in 2024 include Money20/20 Asia and Contagious Live. These footprints form the baseline for our event emissions reduction strategy which will be finalised in 2024 and included in our Climate Transition Plan.
Carbon reporting and emissions reduction*	% of activity-based scope 3 data collected	To have a scope 3 carbon footprint which includes a minimum of 80% activity-based data.	Implemented carbon measurement platform to measure the whole company's carbon emissions. For the first time we have conducted a full scope 3 emissions measurement, based on spend data. The priority for 2024 is to move to a supplier specific and activity-based carbon measurement for scope 3.
Carbon reporting and emissions reduction*	% of energy sourced from renewable sources.	To increase the amount of scope 1 and 2 renewable energy used to 80%.	As new offices are leased or acquired for the business going forward, renewable energy availability will be a decision-making factor in order to increase the amount of renewable energy used across the portfolio.
Waste	Tonnes of waste per attendee	Waste footprint calculated for all major events in order to set baseline data and develop targets for reduction. Supplier engagement in place re. Waste disposal at events.	We completed the waste footprint of all major events in 2023. New events to be footprinted in 2024 include Money20/20 Asia and Contagious Live. A reduction target for waste going to landfill has been set for both Cannes Lions and Money20/20 Amsterdam in 2024. Supplier engagement on both waste and carbon footprinting was high with further engagement and support planned for 2024.

Risk	Metric	Target	Progress to date
Waste	% of office waste recycled	Audit all offices by the end of 2023 in order to assess current and future capabilities for waste disposal and recycling. Set targets for recycling and reducing waste to landfill.	We conducted the waste disposal audit for all our offices and all offices have facilities to recycle paper, plastic and cans as a minimum. Due to the disposal of Digital Commerce and WGSN, the office base has changed significantly and this has delayed the setting of targets for recycling v landfill to 2024.
Business disruption	% Suppliers with carbon reduction targets	100% of suppliers with spend over £50,000 per annum signed up to climate change statement in RFP.	Our Supplier Code of Conduct includes a requirement for our suppliers to adhere to all applicable environmental laws and regulations, and to appropriately mitigate climate change risk and contribute to reducing the environmental impact of their products and services. All new suppliers signing contracts with us sign up to the new code of conduct.
Business disruption	# Sole suppliers/key dependencies in geographies at high risk from physical effects of Climate Change	Assess supply chain to understand the risk related to sole suppliers or key dependency suppliers. Set targets regarding management of sole suppliers or key dependency suppliers at high risk from physical effects of Climate Change.	Supply chain risk continues to be managed by our Procurement team. Climate change risk is considered through this process, with a focus on regions identified through the ND-GAIN Country Index as high risk.
Event attendance	% score against Ascential sustainable events indicators	Develop Ascential sustainable events indicators (e.g. net zero emissions, no single-use plastic, maximum % of waste to landfill) by the end of 2023. Set minimum % Ascential events must obtain against the Ascential sustainable events indicators by the end of 2024.	The 'Ascential Sustainable Events Standards' were developed in 2023 which set out the blueprint for event operations going forward. We intend that all events in our portfolio fully meet these standards by 2030, with an increasing % of standards met each year until full compliance.

* New targets for 2024

Streamlined Energy and Carbon Reporting

This carbon report is for Ascential to meet the reporting requirements under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 to implement the UK Government's policy on Streamlined Energy and Carbon Reporting (SECR).

This report includes the global carbon emissions data from the current and previous two years. All entities within the Group are included in the scope of emissions reporting, along with a breakdown of both continuing and disposed of assets.

You can read more about our plans for reducing our emissions in the previous sections on Climate Change Resilience and in our 'Task Force on Climate Related Disclosures' statement.

The adopted methodology used is based on the Greenhouse Gas Protocol Corporate Reporting Standard reporting on equivalent CO_2 emissions from organisational boundaries. Information has been gathered in a format which is compliant with the ESOS Regulations.

For Scope 1 and 2 emissions, data is collated into kWh for all corresponding UK and global-based operations, directly owned or operated by Ascential (i.e. the organisational boundary). The kWh or equivalent usage, has been converted to equivalent tonnes of carbon dioxide (tCO_2e) using the most appropriate emission factor for the activity and location.

Methodology and scope for Carbon Reporting

<table>
<tr><td>Scope 1 and 2</td><td>→
Regional Office Managers work with landlords and leaseholders to obtain records of energy and gas usage in our offices throughout the year.</td><td>→
Office Managers submit site energy usage to our data management tool.
Any unavailable data from offices is estimated based on square footage of the facility.</td><td rowspan="2">→
Data is quality checked by the Corporate Responsibility Team and analysed by external consultants as part of our data management tool.</td><td rowspan="2">→
The relevant emissions factors are applied to calculate the tCO_2e associated.
Emissions factors are used from a range of sources including the US EPA, Ecoinvent, DEFRA. Electricity emission factors are chosen based on geography to reflect the emissions intensities of the facilities' local grid.</td><td rowspan="2">SECR report is produced and assessed internally and relevant commentary added to provide additional information on any data changes.</td></tr>
<tr><td>Scope 3</td><td>Relevant activity-based Travel and employee data, and spend-based Financial data is provided by internal teams to assess our scope 3 emissions.</td><td>Corporate Responsibility Team sense checks the data and submits it to data management tool.</td></tr>
</table>

In 2023 we updated the methodology used to calculate our carbon emissions, resulting in us recalculating our 2022 emissions to enable a meaningful comparison to 2023. We measure scope 1, 2 and scope 3 travel data at an activity level. Monitoring this data at a brand level enables us to manage reduction targets in line with business operations. Over the course of 2024, we will be able to baseline our emissions data for the continuing operations and understand where the opportunity is for reduction targets including employee travel. This year we have also conducted a spend-based analysis of all our material scope 3 emissions. We have used a best estimate for any data that is unavailable to ensure that our emissions are as representative as possible.

The adoption of a data management tool to directly collate the data from the office contacts has resulted in more detailed information being provided, such as data on the gas heating of buildings (scope 1), and increased the accuracy of the electricity of the data provided for scope 2. The expansion to cover the material scope 3 categories has increased our visibility of the carbon emissions throughout our value chain and increased the overall emissions reported for that scope. As we develop our activity-based assessment of all scope 3 categories we will be able publish a further breakdown of these emissions.

Global greenhouse gas (GHG) emissions summary:

The table below includes combustion of fuels (Scope 1), purchase of energy including electricity, heat and cooling (Scope 2) and relevant upstream and downstream business activities (Scope 3). We have not been able to accurately allocate Scope 1 and 2 emissions data, along with total office area by continuing and discontinued operations as most of our office spaces were shared between brands in 2023.

	2022	**2022 (Revised)**	**2023**			
			Continuing	Discontinued	**Total**	Unit
Emissions Type						
Scope 1[1]	-	**106.9**	n/a	n/a	**129**	Tonnes of CO_2e
Scope 2[2]	758.1	**981.3**	n/a	n/a	**900**	Tonnes of CO_2e
Total 1 & 2	758.1	**1,088.2**	n/a	n/a	**1,029**	Tonnes of CO_2e
	2,322,710	**2,570,406**	n/a	n/a	**2,482,271**	kWh
	18%	**17 %**	n/a	n/a	**9%**	% from the UK
Intensity Factors (scope 1 & 2)						
1. Turnover	£526.8m	**£524.4m**	£206.4m	£379.9m	**£586.3m**	Turnover in GBP
2. Total area[3]	26,344	**26,344**	n/a	n/a	**31,107**	Square metres
3. Total headcount	3,347	**3,588**	703	3,293	**3,996**	Average monthly number of employees
Carbon intensity 1	1.5	**2.1**	n/a	n/a	**1.8**	Total tCO_2e/£million
Carbon intensity 2	28.78	**41.30**	n/a	n/a	**33.08**	Total $kgCO_2e/m^2$
Carbon intensity 3	226.50	**325.07**	n/a	n/a	**258.67**	Total $kgCO_2e$/FTE
Scope 3 Travel						
Global Car travel	7.7	**10.0**	1.4	12.8	**14.2**	Tonnes of CO_2e
	45,256	**44,707**	n/a	n/a	**68,938 km**	Kilometres
Global Air travel	2,289.3	**3,196.0**	3,340	3,250	**6,590**	Tonnes of CO_2e
	13,721,410	**14,810,505**	11,396,402	14,210,067	**25,606,469**	Kilometres
Global Hotel Nights	79.2	**159.0**	77.0	102.4	**179.4**	Tonnes of CO_2e
	4,778	**4,619**	2,908	5,233	**8,141**	Nights
Total reported Scope 3	2,408.36	**34,020.00**	20,183	26,383	**46,566**	Tonnes of CO_2e
Total scope 1, 2 and 3	3,166.46	**35,108.20**	20,286	27,309	**47,595**	Tonnes of CO_2e

1 Scope 1 emissions from natural gas only.
2 Scope 2 emissions data includes some pro rata data on landlord-supplied energy including an average kWh/m2 rate for offices without metered billing.
3 Total area is unavailable to split by continuing and discontinuing operations due to the number of office spaces shared between different brands.

Materiality of scope 3 emissions:

The table below outlines the scope 3 emissions areas material to our business activities. This assessment was based on our business in 2023 including assets disposed of at the start of 2024, and therefore demonstrates the scope 3 emissions relevant to our SECR report. An updated assessment of this will be completed in 2024 to determine how this may change for our ongoing business.

Scope 3 Category	Materiality
Category 1 – Purchased goods and services	Relevant and emissions reported
Category 2 – Capital Goods	Relevant and emissions reported
Category 3 – Fuel and energy-related activities (not included in scopes 1 & 2)	Relevant and emissions reported
Category 4 – Upstream transportation and distribution	Currently assessed not relevant
Category 5 – Waste generated in operations	Relevant and emissions reported
Category 6 – Business Travel	Relevant and emissions reported
Category 7 – Employee commuting	Relevant and emissions reported
Category 8 – Upstream leased assets	Relevant and emissions reported
Category 9 – Downstream transportation and distribution	Currently assessed not relevant
Category 10 – Processing of sold products	Currently assessed not relevant
Category 11 – Use of sold products	Currently assessed not relevant
Category 12 – End-of-Life treatment of sold products	Currently assessed not relevant
Category 13 – Downstream leased assets	Relevant and emissions reported
Category 14 – Franchises	Currently assessed not relevant
Category 15 – Investments	Currently assessed not relevant

Social

Our aim is to support the community and society in which we operate, whether that be through charitable partnership in society or increased diversity within our workforce and content.

Our assessment of material ESG topics for the ongoing business identified DEI in relation to both our content and workforce as a high priority along with talent attraction and retention, which all remain at the core of our social ESG strategy. This section provides an overview of the work we're doing to support the wider community in relation to our charity partnerships and supporting Diversity, Equity and Inclusion in the sectors we operate within. For information on our DEI work in relation to our colleagues please see page 46 of the Our People section.

Charity partnerships

Progress made in 2023:

- We have maintained our partnership with The Prince's Trust for the 11th year and continued to sponsor the 'Education Achievers Award'. In 2023 our Million Maker's team raised over £378,000, taking our total amount raised over the 11 years to over £2.5 million. The Trust is a charity that helps young people aged 11 to 30 get into jobs, education and training. The Million Maker's competition sees a team of colleagues volunteering for six months to raise as much money as possible for the charity.
- We have also continued to support The Media Trust, whose mission is to help under-represented talent enter the media and creative industries.
- Our brands have continued to support charities that align with the brand's values and colleagues' interests.
- Lions has continued to donate all profits from the Sustainable Development Goals (SDG) Lion to a range of charities or Not-for-Profit organisations who had won an SDG Lion. The Sustainable Development Goals Lion celebrates creative problem solving, solutions or other initiatives that harness creativity and seek to positively impact the world. Entrants have to demonstrate how they have advanced or contributed to the SDG 2030 goals. This year the SDG Lion raised over €267,000, in addition to the €73,000 also raised by the Glass Lion which goes to charities supporting gender equality, taking the total raised by both Lion awards to over €2 million since 2015.

Looking forward to 2024:

- Our company-wide charity partnership will continue to align with our core values and provide opportunities for colleague engagement.
- Brands will be encouraged to further develop charity partnerships at a brand level that align with their colleagues, communities and customers' priorities.

Diversity, equity and inclusion

Diversity, Equity and Inclusion remains a crucial part of our ESG work. We are not only committed to ensure that we attract, retain, develop and maintain a diverse workforce to ensure our workforce reflects the diversity experienced in our society, but we also aim to deliver cultural richness for our customers and to help progress to a more equal society.

Raised for The Prince's Trust

£0.4m

Raised by Lions awards

£0.4m

Commitments

Vision	Commitments	Objectives
For Ascential, diversity is at our core. Our value as an employer and to our customers is greater when we draw on the full range of our collective perspectives and experiences. We continue to be committed to attract, retain, develop and engage a diverse workforce, and we will work constantly to ensure that everyone at Ascential feels comfortable to be themselves. This is the right thing to do to ensure a sustainable future for our organisation and to make a positive impact for our people, customers and society.	**To employees** We will co-create an inclusive culture with equitable systems throughout our workforce, so that people are comfortable in bringing their authentic selves to Ascential, to thrive and progress their career. **To customers** We will deliver the ideas, perspectives and cultural richness that our customers – and their customers – need to future-proof their products and services. **To society** We will play our part in imagining and developing a brighter, more equal society, starting with our own company and the industries we work in. We will report openly and regularly on our progress to enable others to learn from us and hold us to account.	**Employees** • We aim to create a workforce that fully reflects, at all levels, the ethnic diversity of our major markets before 2030. • We aim to ensure our senior leadership represents an equal gender split before 2030. • We commit to measuring and assessing any possible gender and ethnicity pay gap. **Customers** • Each of our major brands will develop specific, measurable and public ways of championing diversity in their respective industries and track progress systematically. **Society** • We will report honestly on our workforce diversity data and initiatives on an annual basis to create accountability, show progress and share our lessons. • We will continue to manage and seek appropriate charity partners in line with our ambitions to support young people to succeed in the digital world.

Progress made in 2023:
- We continued to conduct our Inclusive Content Audit, part of a programme of activities which measures and delivers representative content and marketing, extending this to the analysis of speakers partaking in our events.
- DEI programme design and delivery largely sits at brand and division level, allowing it to represent the priorities of their colleagues, customers and communities.
- We have continued our programmes for internships and apprenticeships for early opportunities within our brands.

Activity in detail:
- Since our first Inclusive Representation Content Audit in 2021, our Content and Marketing teams have implemented action plans to ensure their content represents the diversity of the communities we serve. Through the audits we assess the perceived gender and race and ethnicity of all quoted individuals, contributors and imagery used. Our most recent audit of a week in July 2023, identified that we have increased representation of women by 12% and minority race/ethnicity by 19% across all our brands' content, meaning that our content is representative of the markets we serve.
- In addition to the content audit this year, we analysed the perceived gender and race and ethnicity of our speakers at our Cannes Lions Festival of Creativity and Money20/20 Europe event. Our speaker line-up at both events represents the diversity of our markets. We will continue to keep a focus on this area to ensure we're fully representative.
- Our brands continue to run a range of programmes which provide skills and opportunities for those under-represented in their industries. The Rise Up programme in Money20/20 is an annual programme for women and non-binary leaders. 250+ women have been through the programme since its launch in 2018. See It Be It, run by Lions, has had 100+ women and non-binary people from over 40 countries through the programme since its launch in 2014.
- Since the transfer of the delivery of DEI at brand level, Lions has made significant progress towards its DEI strategy, including hiring a new Chief DEI Officer who is responsible for Lion's DEI strategy moving forwards. Key DEI initiatives implemented include Psychological Safety training for all managers and leaders, and an accessibility and inclusion framework developed to measure progress at the festival.
- In 2023, we continued to deliver a range of internships within our brands which included four placements within WARC, and four within Lions. The Lions internships include rotations across a range of teams as well as the opportunity to attend Cannes Lions Festival of Creativity.

Looking forward to 2024:
- Brands will continue to lead on activity which matches the priorities of their colleagues, customers and communities.
- Our 2024 DEI report will be published later in the year and will set out ambitions for the years ahead and progress against existing commitments.

Governance

This section relates specifically to how we govern our Corporate Responsibility and ESG work. For information on Corporate Governance of the Group and compliance with the UK Corporate Governance Code, please see page 88.

Overview

Progress made in 2023:

- To reflect the increased importance of our ESG work, we have established a new governance structure in relation to our ESG strategy.
- Completed an updated Materiality Assessment for Ascential to determine our material ESG topics.

Activity in detail:

- Philip Thomas, Chief Executive Ascential, has been appointed as ESG Board Sponsor and Kent Dreadon, Chief Operating Officer Ascential, as ESG Executive Sponsor. Both these roles will oversee and champion the Company's ESG strategy, ensuring compliance and accountability.
- An updated Materiality Assessment was conducted to determine our material topics for Ascential. This included input from our key stakeholders within the business. The results of the assessment can be found on page 57.
- Our ESG and Environmental priorities have been approved by the Board, which set out an ambitious plan for 2024. For more details see page 60.

Looking forward to 2024:

- We will increase Board engagement and updates on ESG. A dashboard update on the key ESG metrics will be delivered to the Board quarterly, with in person updates delivered by our Head of Sustainability twice a year.

Compliance framework

Our formal compliance framework enables a structured and consistent approach to managing our ESG policies and compliance more generally. The framework is structured around 12 Compliance Pillars under which we focus our priorities. Where appropriate we have policies governing each area and further information is provided below.

	People	Acting with integrity	Good operational governance
Code of Conduct	●	○	○
Whistleblowing	●	○	○
Competition Law	○	●	○
Anti-Bribery and Corruption	○	●	○
Financial Crime	○	●	○
Listing Requirements (inc. Market Abuse Regulations)	○	●	○
Economic Sanctions	○	●	○
Third Party Code of Conduct	○	●	○
Data Security	○	○	●
Data Privacy	○	○	●
Health and Safety	○	○	●
Physical Security	○	○	●

Employee code of conduct ("the Code")

The Code sets out our key compliance commitments and expectations in terms of ethical and lawful conduct for our people and our external partners. It is available in English, Simplified Chinese and Brazilian Portuguese for our colleagues.

In January 2023 we launched the training window for the Code training programme which achieved 100% completion rate. New starters are required to complete this training as part of their onboarding process to ensure that all of our people understand their obligations and our expectations of them under the Code.

The Code is broken down into four sections:

About the Code	Details how the Code is applicable to all colleagues and partners who act as an extension of our business including consultants, suppliers and joint venture partners. Details of our 'Speak Up' service are included which is our whistleblowing system – further details on page 77.
We are committed to ethical and safe working	The policies included in this section are: • Whistleblowing policy • Equal Opportunities policy • Health and Safety policy • Conflict of Interest policy The section sets out how we respect others, promote well-being and safety and avoid conflicts of interest.
We act with integrity	The policies included in this section are: • Records retention policy • Anti-facilitation of tax evasion policy • Anti-bribery and corruption policy • Gifts and hospitality policy • Expenses policy • Sanctions policy • Employee Share Dealing code The section sets out how we keep accurate records, actively prevent illegal transactions, do not tolerate any form of bribery and corruption and the approach we take to gifts and hospitality. We follow trade sanctions and explain the prohibition on insider dealing. We compete honestly and fairly.
We operate responsibly	The policies included in this section are: • Cyber Incident Policy • Acceptable Use Policy • Data Classification Policy • Guide to Working with Procurement • Third Party Code of Conduct (see more detail on page 75) • Global Data Protection (see more detail on page 76) • Standards and Procedures This section sets out how we protect our assets and information and the personal information and data from our colleagues, customers and clients. We value and respect our partners and source responsibly, ethically and lawfully.

Third party code of conduct

To best serve our customers we require a truly global supply chain. We also recognise that responsible and ethical sourcing is key to our success. Our Third Party Code outlines our ethical approach to doing business. These are the standards we also hold ourselves to and explain the behaviours and attributes we expect from all of our suppliers and their subcontractors.

Main principles of Third Party Code of Conduct:

No forced, involuntary or child labour
- There is no forced, involuntary or debt- bonded labour in any form including slavery or trafficking of persons. There are no workers under the age of 15, or where it is higher, the mandatory school leaving age in the local country. The use of legitimate workplace apprenticeship programmes, which comply with all laws and regulations, is supported.

Freedom of association
- Workers, without distinction, have the right to associate freely, join or not join labour unions, seek representation and join workers' councils as well as the right of collective bargaining in accordance with local laws.

Diversity and equality
- There is equality of opportunity and treatment regardless of physical attributes or condition (including pregnancy), gender, religion (or absence of such beliefs), political opinion, nationality, sexual orientation, age or ethnic background. Equal pay for work of equal value is supported. Discrimination or intimidation towards and between employees is opposed, including all forms or threats of physical and psychological abuse.

Business integrity
- There is no tolerance of any form of corruption, bribery, fraud, extortion or embezzlement and business is conducted in a manner that avoids conflicts of interest.

Fair competition
- Fair business, advertising and competition are supported.

Intellectual property, privacy and data security
- There is respect for and protection of intellectual property rights, data and confidential information to safeguard it against and prohibit loss and unauthorised use, disclosure, alteration or access. Our intellectual property and confidential information are handled and data processed on our behalf only for the purposes for which they were made available, received or collected in accordance with the reasonable directions provided by us.

Business continuity
- Any disruptions of business are prepared for (including but not limited to natural disasters, pandemic, terrorism or cyber attacks). Risks are frequently assessed, and appropriate controls put in place and regularly tested.

Quality, health, safety and environment
- All required quality, health, safety and environment-related permits, licences and registrations are obtained, maintained and kept up to date and their operational and reporting requirements are followed. Proper provision is made for the health, safety and welfare of employees, visitors, contractors, the community and the environment.
- Health, safety and environmental risks are regularly assessed, and appropriate controls are put in place bearing in mind the prevailing knowledge of the industry and of any specific hazards.

Climate Change risk:
- We require adherence to all applicable environmental laws and regulations to appropriately mitigate climate change risk. We assess environmental impact in our supply chain with respect to any or all of the following: carbon emissions, energy consumption, travel, water consumption, single-use plastics, paper usage and operational waste. Our expectation is that our suppliers and supply chain cooperate and contribute to reducing the environmental impact of their products and services.

Read more:

The full Third Party Code of Conduct is available on our website: ascential.com

ESG policies:

Compliance – Audit Committee Oversight
The Director of Compliance reports to the Audit Committee at least annually with ratings for group-wide compliance across each of our eleven identified compliance pillars, which include data security, data privacy, bribery and corruption and health and safety.

Data privacy, personal data and cyber security
Overall approach:
Data is integral to Ascential and our colleagues analyse and share data every day in providing services to customers. It is critical to our business that we protect this data, manage it responsibly, and ensure we are collecting and storing it in the most compliant, secure and effective way.

Our global cyber security, data privacy and data protection policies are standardised across our brands and apply across our whole technology estate. We keep these policies updated by undertaking regular audits, the results of which are shared annually with the Audit Committee.

Our suppliers commit to following our data security and privacy controls. We manage this process through our initial supplier due diligence and ongoing through contract management.

Data Privacy
Our Data Privacy Hub provides policies, processes and information to help support the business to manage and maintain data privacy compliance across the organisation. Housing this information in one place has helped embed the approach across the business and enable quick onboarding with new acquisitions into our data privacy and safety approach.

Our eight commitments to data privacy and protection are:

- Being lawful
- Being fair and transparent
- Respecting individual rights
- Minimising data collection, keeping accurate and up-to-date data, and following retention policies
- Protecting personal data
- Appropriate safeguards for cross-border data transfers
- Good governance
- Accountability

Ascential has in place a governance structure to ensure that there is appropriate senior management responsibility and oversight. This includes:

- Data Privacy Steering Committee which is attended by senior business executives. The minutes from the Committee meetings are distributed to the CEO, CFO and COO.
- Ascential's Legal and Compliance Team evaluate, test and report on the Ascential group entities' compliance with the policy to the Audit Committee annually.
- Independent audits are conducted regularly: Ernst and Young conducted an audit in 2023, and reported its findings directly to the Audit Committee.

Personal Data
The nature of our business means that we hold very limited quantities of personal data, outside of employee data. We have in place group-wide privacy policies which apply to all personal data processed by the Ascential group as a data controller for our own purposes.

Ascential takes steps to ensure it only processes personal data for specific and lawful purposes which are defined and explained to individuals when we process their data. Our use of such personal data is limited to those purposes and if this changes, we make sure the new purposes are provided to individuals prior to the commencement of such processing.

We respect the rights that individuals have in relation to their personal data and have processes in place to recognise and respond to individuals wishing to exercise these rights.

We ensure that personal data is kept up to date and not retained for longer than the purposes for which it was collected. Individuals may request deletion of their personal data which is actioned at a Brand level by our Privacy Champions.

Data Collection Guidelines
Data underpins our ability to provide our customers with the highest quality service. While delivering our valued and trusted products, it is important to us that we do business responsibly, ethically and lawfully.

We have created a set of guidelines for relevant internal teams and third-party suppliers which set out our standards with regards to data harvesting. The guidelines have a clear set of 'do's and don'ts' with regards to data collection. We have a policy on handling and using anonymised data, which everyone adheres to.

Staff Training
All employees are required to undertake data privacy and security training as part of Ascential's Code of Conduct annual awareness training, which is also provided to new employees as part of their induction. Specific security training is required to be completed by all employees on a yearly basis thereafter.

Targeted data privacy training is delivered annually to those areas of the business assessed as higher risk and to subject-matter experts (including Privacy Champions).

Cyber Security
We have global information security policies and procedures to manage and maintain data security breaches.

We are committed to implementing leading data security safeguards and continue to deploy technical solutions to strengthen the management of data security and data privacy risk. These include:

- multi-factor authentication
- data loss prevention
- access and controls to systems and regular auditing of account access
- monitoring of compliance with our cloud security framework.

The results of the 2023 Cyber Security Audit were shared with the Audit Committee and progress against any recommended actions arising from the audit is tracked by Internal Audit.

The cyber security team delivered face-to-face awareness training to over 3,000 employees during 2023, and all Ascential employees completed the cyber security eLearning training.

Data Security Incidents
15 data security incidents were logged in 2023, none of the incidents were classified as high risk, and all personal data incidents were minor.

Whistleblowing Policy
We have a formal whistleblowing policy which encourages all staff to report suspected wrongdoing, in the knowledge that their concerns will be taken seriously and investigated appropriately and that their confidentiality will be respected.

Wrongdoing includes failure to comply with legal obligations or regulations, including bribery and corruption.

The policy also aims to reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

Our 'Speak Up' whistleblowing tool was in place throughout the year and colleagues can access details via the Code of Conduct on both the website and Intranet. We also have in place a confidential helpline operated by an independent third party. All incidents that are reported to us uploaded into our case tracking and monitoring system, are investigated, managed and tracked to completion.

The Audit Committee receives a report of all such incidents, together with the actions taken to investigate and resolve the complaint.

In 2023, we received five complaints through our whistleblowing tool, none of which were identified as formal whistleblowing concerns. Each of these cases have been investigated, and dealt with appropriately.

Modern Slavery
We have a zero-tolerance approach to Modern Slavery of any kind.

Our work to eliminate Modern Slavery is supported by customers, suppliers and Ascential employees.

We assess the risk of Modern Slavery in our internal operations and our external supply chain against criteria including: (i) geography (countries where bonded labour is more prevalent); (ii) sectors (the nature of product or service procured or supplied and whether it is typically associated with unfair labour practices); and (iii) the nature of our business operations. Our assessments are informed by sources such as the Walk Free Foundation.

High and medium-risk suppliers are required to adopt our Third Party Code of Conduct and to complete a questionnaire designed to identify any areas of non-compliance with that code, as well as confirm that our supply chain is slavery and human-trafficking free.

We reserve the right to terminate the business supplier relationship without consequence or liability if a supplier fails to fulfil the minimum standards we expect.

In 2023, we did not identify any instances of modern slavery either in our company or our supply chain.

Our full Modern Slavery Statement, which has been approved by the Board of Ascential, is available on our website ascential.com/about-us

Anti-bribery and corruption
We have a formal anti-bribery and corruption policy which applies to all Ascential companies, Ascential employees and associated third parties.

We define a bribe as anything of value given in an attempt to affect a person's actions or decisions in order to gain or retain a business advantage. We define corruption as the misuse of a public office or power for private gain or the misuse of private power in relation to business outside the realm of government.

Our anti-corruption policy prohibits offering, promising or giving a bribe; requesting, agreeing to receive, or accepting a bribe; and bribing a foreign public official to obtain or retain business or a business-related advantage.

The policy highlights areas where there is a higher risk of corruption:

- **Journalists and editorial staff:** specific risks that certain conduct may amount to bribes, for example the use of payments to improperly receive information, influence editorial decisions, write or publish an article with a particular focus not in keeping with journalistic integrity or reveal source information.
- **Operations and procurement:** employees who contract with associated third parties to supply services are required to be transparent about gifts or free services offered to incentivise staff to pick that supplier or venue over another and must comply with the Gifts and Hospitality policy.
- **Facilitation payments:** these are unofficial payments made to public officials to secure or expedite the performance of a duty or function. Facilitation payments are specifically prohibited.
- **Due diligence and contract terms:** all written contracts with third parties should include anti-bribery and corruption representations and warranties allowing for immediate termination of the contract if another contracting party or their agent pays or accepts bribes in connection with our business.
- **Gifts and Hospitality:** our Gifts and Hospitality policy is communicated to all employees, along with annual and new employee induction training to raise awareness. The policy and training communicate to employees: (i) that gifts or entertainment given or received must not give a feeling of an obligation or an incentive to behave in a certain way, (ii) the value limits of gifts and hospitality that employees may give and receive, and (iii) the requirement, prior to giving or receiving above certain limits, to declare on a centrally maintained register and obtain approval.

The policy also provides details of how employees can ask advice or report any suspected bribery or corruption to an independent third-party helpline, and explicitly confirms that no employee will be penalised for losing business by refusing to accept or offer a bribe.

Additional focus and training have been given in this area, with clear training and guidance given to the legal team and focussed training and support given to the geographies and businesses with the heightened risk.

The Ascential Board has appointed the Audit Committee to review this policy and the Audit Committee periodically monitors and audits compliance.

Tax Strategy
The Board is ultimately responsible for Ascential's tax strategy and we are committed to maintaining full compliance with all relevant laws and regulations in the countries in which we operate.

We take a low-risk approach to tax planning and we have a strategic objective to achieve a low-risk status as determined by HMRC's Business Risk Review process.

We seek to obtain this status through:

- Paying the right amount of tax on time
- Submitting all tax returns on a timely basis
- Ensuring that tax returns include sufficient detail to enable the tax authorities to form an accurate view of the affairs of the company filing the return with an adequate supporting audit trail and sign-off process
- Maintaining tax accounting arrangements which are robust and accurate and comply with local regulations as well as with the Senior Accounting Officer provisions in the UK.

Working closely with the tax authorities at all times we seek to ensure that our tax affairs are transparent and sustainable for the long term. We publish our tax strategy on our website to allow stakeholders, including shareholders, governments, colleagues and the communities in which Ascential operates, to understand our approach to taxation.

Equal opportunities
We are committed to maintaining a working environment underpinned by decency and fairness and where equality and diversity are recognised, encouraged and valued.

We actively encourage equality of opportunity for all employees and job applicants. We have a formal equal opportunities policy which prohibits discrimination against anyone on the basis of the protected characteristics of: disability; gender reassignment; marriage or civil partnership status; pregnancy or maternity; race, colour, nationality, ethnic or national origin; religion or belief; sex; sexual orientation; and age. The policy also applies to the recruitment, promotion and remuneration of employees.

The policy defines different forms of discrimination including direct discrimination, indirect discrimination, harassment, victimisation and failure to make reasonable adjustments.

During the year, we published an updated Diversity, Equity and Inclusion report which explains our progress against our commitments and goals for the year ahead.

Read more:
For more information on our Diversity & Inclusion initiatives, please see page 46.

Health & Safety
We commit to the care we take for the health, safety and wellbeing of employees and others we work with including contractors, those participating in our events and visitors to our offices. We have a comprehensive risk management process, and through this we identify risks to people's health, safety and wellbeing and put in place measures to manage them appropriately.

The main features of the Ascential safety organisation are:

- **Safety Committee** – which reports to the Group Executive Leadership Team, and
- **Safety Working Group** – which reports to the Safety Committee and includes Safety & Wellbeing Champions representing all business areas, brands and locations.

The Safety Committee is chaired by the Chief People Officer. It meets quarterly and includes representation from each division and corporate functions. All accidents and near miss incidents are reported to the Safety Committee, with safety performance statistics collated quarterly.

The Safety Committee reports to:

- Group Executive Leadership Team
- Group and Divisional Risk Committees
- Audit & Risk Committee

Our objective is to ensure that everyone in Ascential is fully aware of potential safety risks and of everyone's role in ensuring that we take appropriate care of the safety, health and welfare of people in our offices, attending our events or travelling for business. We follow the Plan-Do-Check-Act management system:

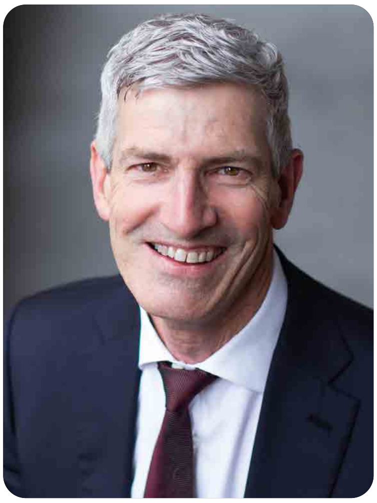
- **Plan** – publishing on the intranet our Health & Safety Policy and internal safety management structure;
- **Do** – assessing risk and holding regular reviews to ensure we are complying with our policy;
- **Check** – investigating all accidents, incidents and near miss events to identify areas for improvement or non-compliance; and
- **Act** – training and educating our people and taking corrective action where necessary.

"We are committed to maintaining a working environment underpinned by decency and fairness and where equality and diversity are recognised, encouraged and valued."

Governance Report


0:00
Time Expired
will.i.am
Founder/CEO, FYI

Chair's introduction



Scott Forbes
Chair

"The successful sales of Digital Commerce and WGSN provides clear evidence of the Board's commitment to act boldly in the best interests of shareholders and deliver substantial value. We clearly see the opportunities that our newly focussed business offers."

Dear Shareholder,

We have demonstrated our commitment to corporate governance through our full compliance with the UK Corporate Governance Code ("the Code") throughout 2023. The requirements of the Code are summarised on page 88, along with a reference to where we set out in detail how we have complied with its various provisions.

Our operational execution in the year has been strong as our events continue to outstrip their pre-Covid 2019 benchmark levels of performance. You can read more about our 2023 performance in the Financial Review on pages 24 to 31 and our business priorities for 2024 in the Chief Executive's Review on pages 6 to 7.

Strategic Review
As previously announced, we completed the disposals of our Digital Commerce and WGSN businesses to Omnicom and Wind UKBidco 3 Limited (a newly formed company established by funds advised by Apax Partners) respectively, in the first quarter of 2024. The ongoing Hudson MX sale process contemplates a target completion date in the second quarter of 2024.

The successful sales of Digital Commerce and WGSN provides clear evidence of the Board's commitment to act boldly in the best interests of shareholders and deliver substantial value. The £850m return of value represents one of the largest capital returns by a UK plc as a percentage of market capitalisation. The transactions generated net cash proceeds of £1.2bn and a profit of approximately £0.5bn in 2024. We recorded a corresponding loss after tax for discontinued operations of £196m in 2023 ahead of the disposals' completion date in 2024.

After continuous review of our evolving share register following the announcement of these disposals, as well as extensive consultation with shareholders, the Board considers that the most appropriate form of return of value is a combination of up to £400m of share repurchases, primarily through a tender offer, and a special dividend of £450m. The special dividend will be accompanied by a share consolidation subject to approval at Ascential's 2024 AGM. Further detail in relation to this return of value will be set out in the notice of meeting.

Leadership
On completion of the Digital Commerce Sale, Duncan Painter, formerly Chief Executive Officer of Ascential, joined Omnicom and stepped down from the Board of Ascential plc. On behalf of the Board, I thank Duncan for his visionary leadership and stewardship of Ascential over the past 12 years. Philip Thomas, formerly Chief Executive Officer of Ascential Intelligence and Events, was appointed as Chief Executive of Ascential plc.

Independent Non-Executive Directors Joanne Harris and Charles Song also stepped down from the Board of Ascential on completion of the Digital Commerce Sale. On behalf of the Board, I thank Joanne and Charles for their significant contributions to Ascential as Non-Executive Directors, especially with respect to their guidance around the development of our ecommerce proposition.

The Nomination Committee led by Senior Independent Director Rita Clifton has engaged a globally recognised search firm to review the capabilities and experience required on the Board that will best position a focussed, high-quality events-led business to achieve its strategic objectives. Four of our Non-Executive Directors will have completed nine years of service in 2025 and are ordinarily expected to resign at the May 2025 AGM in accordance with best practice. The Company is actively recruiting directors to both replace these outgoing directors and ensure that the Board composition reflects the capabilities, experience and diversity that reflect the Company's business, industry, organisation and geographies where the Company conducts its business.

Effectiveness
It is a key part of good governance that the Board and its Committees undertake an annual evaluation to ensure that it continues to operate effectively. In accordance with the Code and our three-year performance evaluation cycle, this evaluation was conducted internally for the year to 31 December 2023. The Board evaluation process confirmed that the Board has worked effectively during the year, with the diversity of experience, knowledge and background providing a good breadth of skills. The Board demonstrated its ability to take bold decisions that resulted in generating significant shareholder value, whilst maintaining robust governance standards and an informed, risk-considered approach. Directors confirmed that they felt there was a good balance of discussion and challenge, with strong engagement and a constructive and objective mindset. All Directors will offer themselves for re-election at the forthcoming AGM. Full details of the evaluation methodology and its outcome are set out on page 103.

Details of the Board's engagement with the business are set out on page 91.

Accountability
The Board considers principal and emerging risks throughout the year, as well as formally reviewing the Company's principal risks. The Audit Committee reviews the system of internal controls and risk management, and reports this work to the Board which then confirms the effectiveness of internal controls in place throughout the year.

You can read more about our principal risks and risk management framework on page 32, and on the work of the Audit Committee on page 90.

Diversity
Our practice of conducting periodic internal and externally facilitated Board reviews has become a proven way of ensuring that our Board is comprised of Directors with a diversified range of capabilities as well as business, board and life experience. We believe that Directors with diverse experience best position the Board to assist the Company to achieve its evolving business strategy and success. A board that is diversified is better prepared to respond to evolving industry trends and act upon new business opportunities.

As at 31 December 2023, Board composition was 66% female and 11% under-represented minority ethnic groups, which also satisfies the targets set by the Hampton Alexander and Parker reviews respectively.

Following Joanne Harris and Charles Song stepping down from the Board following the completion of the sale of Digital Commerce, the Board is comprised of 71% female directors and no directors from under-represented minority ethnic groups prior to the recruitment and appointment of new directors in 2024. We will continue to take into account the capabilities, experience and diversity that reflect our business, ethos and stakeholders as we conduct our search for additional Non-Executive Directors in 2024.

Our annual Diversity, Equity & Inclusion report outlines the progress against the targets we set for 2023 and will be published in April 2024. You can read more about our diversity and inclusion statistics and commitments on page 46.

Relations with shareholders
As Chair, I am responsible for effective communication with shareholders and for ensuring that the Board understands the views of major shareholders. Our extensive investor programme is active throughout the year and is set forth on page 92. The Board receives feedback from investor meetings from me and the Executive Directors, and is further informed by the Company's brokers who report extensive feedback from investors on an unattributed basis. You can read more about how we engage with our investors on page 54.

Conclusion
I hope you find this report useful in understanding the arrangements and processes we have in place, and what we have done to comply with the recommendations of the Code. I believe that your Board remains effective and continues to work well.

We have the right balance of skills, expertise and professionalism to continue to deliver strong governance whilst supporting the Executive Directors to execute the strategy we have designed to continue to maximise value for shareholders.

Scott Forbes
Chair
25 March 2024

Governance at a glance

Highlights 2023

- Concluded its strategic review and announced the disposals of Digital Commerce and WGSN for total cash proceeds of £1.2 billion.
- Agreed the post-separation Ascential strategy and investment case.
- Reviewed progress against 2023 ESG priorities and approved the 2024 ESG-related priorities.

Priorities 2024

- Complete the return of value to shareholders of £850m announced in connection with the disposals.
- Commence recruitment of directors to both replace outgoing directors completing nine years of service in 2025 and ensure that Board compositions reflects the capabilities, experience and diversity that reflect the Company's business, industry, organisation and geographies where the Company conducts its business.

Attendance

During 2023, there were five scheduled Board meetings and an additional nine ad hoc meetings to consider items relating to the separation and ultimately sale of Digital Commerce and WGSN. Due to the nature of the transaction process, these meetings are often called at relatively short notice and inevitably there are some occasions where not all Directors are able to attend. Where this is the case, all Directors unable to attend receive the relevant supporting documents, have sufficient time to ask questions and receive answers, and provide their comments and/or proxy vote in respect of the matter being considered to the Chair.

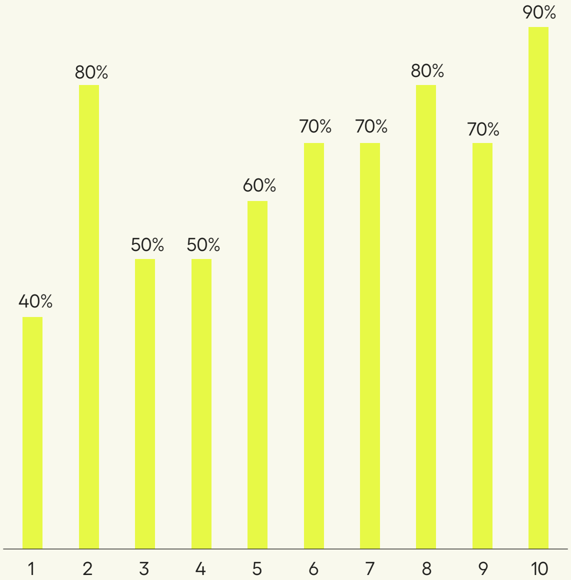
The attendance by Directors at Board meetings during 2023 was:

Director	Meetings attended – scheduled	%	Meetings attended – ad hoc	%
Scott Forbes (Chair)	5/5	100	9/9	100
Duncan Painter (CEO)	5/5	100	9/9	100
Mandy Gradden (CFO)	5/5	100	9/9	100
Paul Harrison (COO)[1]	4/4	100	8/8	100
Rita Clifton (NED)	5/5	100	8/9	89
Suzanne Baxter (NED)	5/5	100	6/9	67
Joanne Harris (NED)	5/5	100	6/9	67
Gillian Kent (NED)	5/5	100	8/9	89
Charles Song (NED)	4/5	80	6/9	67
Judy Vezmar (NED)	4/5	80	7/9	78

1 Stepped down from the Board on 30 September 2023

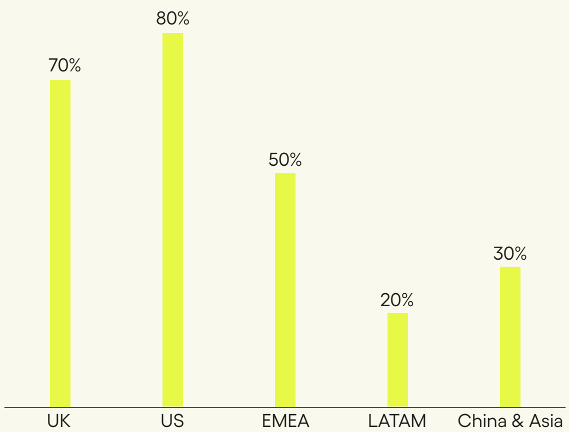
Experience

The Board has a wide range of experience and capabilities aligned to the Board's strategic and operational agenda and geographical spread of the business:



1 Audit and Finance
2 Business Integration/operational transformation
3 Consumer Packaged Goods Experience
4 ESG
5 Global Account Consultancy Sales
6 Human Resources and Talent Management
7 Investor Relations
8 Listed Environment
9 Remuneration
10 Strategy and risk

Geographical experience

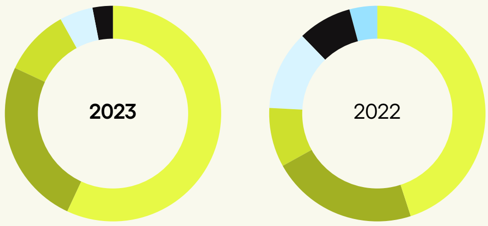


Time

The Board has a rolling 12- month forward agenda to ensure that appropriate time is allocated to all aspects of its remit, including sufficient capacity for forward looking strategy discussions:

	As at 31 December	
	2023	2022
Strategy	**57%**	45%
Performance, operations & risk	**25%**	22%
Corporate governance	**10%**	9%
Acquisitions	**5%**	12%
Capital allocation and budget	**3%**	8%
Investor relations*	**0%**	4%

* Investor relations was included in the strategy category for 2023 as it was closely intertwined with the strategic review.



Independent Director tenure

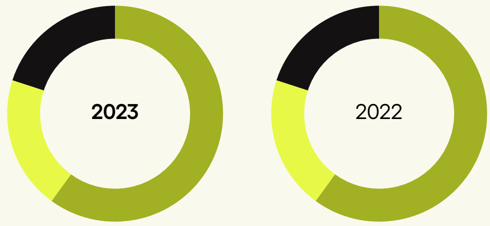
Whilst we had a balance of the length of tenure amongst our Independent Non-Executive Directors as at 31 December 2023, the balance after the stepping down of Joanne Harris and Charles Song in January 2024 is weighted to Non-Executive Directors with a tenure of seven or more years (three out of four). See the Nomination Committee report on page 102 for more information on Non-Executive Director rotation plans:

	As at 31 December			
	2023		2022	
	Number	**%**	Number	%
0-3 years	**3**	**50%**	3	50%
7-9 years	**3**	**50%**	3	50%

Composition

The Board comprises a majority of Independent Non-Executive Directors:

	As at 31 December	
	2023	2022
Independent NEDs	**66%**	60%
Chair & Chief Executive	**22%**	20%
Other Executive Directors	**11%**	20%

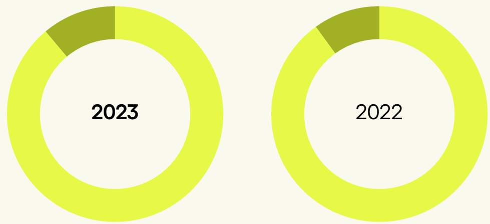


Diversity

The diversity of our Board composition, both in terms of gender and ethnicity, is shown below:

	As at 31 December	
Gender	**2023**	2022
Female	**6**	6
Male	**3**	4

	As at 31 December	
Ethnicity	**2023**	2022
White	**8**	9
Black, Asian or Minority Ethnic*	**1**	1



* We understand BAME is an imperfect term. We have used it here, as when comparing race data across regions it's the most commonly used aggregate term.

Our experienced and effective leadership[1]

The Board continues to be committed to maintaining the highest standards of corporate governance and ensuring purpose, values and behaviours are consistent across the business.

[1] As at 29 February 2024

Scott Forbes
Chair

Appointed to the Board
January 2016

Independent
Yes
(on appointment)

Meetings attended
14/14

Committees
N

Nationality British

Key areas of prior experience
Board and committee chairing, business strategy, digital marketplaces, operations, finance, mergers & acquisitions, capital markets.

Current external appointments
- Chair, Cars.com
- Senior Independent Director and Remuneration Chair, Auction Technology Group plc

Previous experience
- Chair, Rightmove plc
- Chair, Orbitz Worldwide
- Non-Executive Director, Travelport Worldwide
- Group Managing Director, Cendant Europe

Philip Thomas
Chief Executive

Appointed to the Board
January 2024

Independent
No

Meetings attended
N/A

Committees
–

Nationality British

Key areas of prior experience
Digital transformation, media products & platforms, scaling event operations, global business expansion, marketing effectiveness, creative excellence.

Current external appointments
- Chair of Media Trust
- Member, BBC Advisory Board on AI Personalised Content

Previous experience
- President, Ascential Futures
- Chief Executive, Cannes Lions
- Managing Director, EMAP Australia & SE Asia
- Managing Director, FHM

Suzanne Baxter
Non-Executive Director

Appointed to the Board
January 2021

Independent
Yes

Meetings attended
11/14

Committees
A N

Nationality British

Key areas of prior experience
Chartered accountant, corporate finance, mergers & acquisitions, business services, audit, transformation.

Current external appointments
- Non-Executive Director and Audit Committee Chair, Auction Technology Group plc
- External Board member and Audit Committee Chair, Pinsent Masons International LLP
- Member of Audit Partner Remuneration and Admissions Committee and Independent Non-Executive, Public Interest Body of PricewaterhouseCoopers

Previous experience
- Audit Committee Chair, WH Smith plc
- CFO, Mitie Group plc

Gillian Kent
Non-Executive Director

Appointed to the Board
January 2016

Independent
Yes

Meetings attended
13/14

Committees
A N R

Nationality British

Key areas of prior experience
Digital media, marketing, brands, remuneration, transformation, technology, strategy and voice of the consumer & customer

Current external appointments
- Non-Executive Director, Mothercare plc
- Non-Executive Director, SIG plc
- Non-Executive Director, Marlowe plc
- Non-Executive Director, THG plc

Previous experience
- Non-Executive Director, Pendragon plc
- Non-Executive Director, NAHL Group plc
- Non-Executive Director, Dignity plc

Key to committees

Committee Chair

A Audit page 94

N Nomination page 102

R Remuneration page 104

Mandy Gradden
Chief Financial Officer

Appointed to the Board
January 2013

Independent
No

Meetings attended
14/14

Committees
–

Nationality British

Key areas of experience
Chartered accountant, corporate finance, mergers & acquisitions, financial restructuring, transformation.

Current external appointments
- Chair, Listing Authority Advisory Panel, FCA
- Non-Executive Director, Spectris plc

Previous experience
- Non-Executive Director, and Chair of Audit Committee, SDL plc
- CFO, Torex Retail Holdings Limited
- CFO, Detica Group plc
- Telewest plc
- Dalgety plc
- Price Waterhouse

Rita Clifton
Senior Independent Director

Appointed to the Board
May 2016

Independent
Yes

Meetings attended
13/14

Committees
N A R

Nationality British

Key areas of prior experience
Brands, brand strategy, business leadership, global account sales, CPG voice of consumer.

Current external appointments
- Deputy Chair and Non-Executive Director, John Lewis Partnership
- Chair, Forum for the Future
- Trustee, Green Alliance

Previous experience
- Non-Executive Director, Nationwide Building Society
- Non-Executive Director, Asos plc
- Vice Chair and Strategy Director, Saatchi & Saatchi
- CEO and Chair, Interbrand
- NED, Sustainable Development Commission
- Trustee and Fellow, WWF

Judy Vezmar
Non-Executive Director

Appointed to the Board
January 2016

Independent
Yes

Meetings attended
11/14

Committees
R

Nationality American

Key areas of prior experience
Global portfolio leadership, talent management, remuneration, voice of the consumer, global account management

Current external appointments
- Engagement Non-Executive Director, SSP Group plc

Previous experience
- CEO, LexisNexis International
- Executive, Xerox Corporation
- Non-Executive Director, Rightmove plc

Governance framework

How we comply with the UK Corporate Governance Code

The UK Corporate Governance Code 2018 applied to Ascential for the year ending 31 December 2023. This section of the report explains how we have complied with the Code by summarising the provisions of the Code and linking to where we describe how we have complied in more detail.

Section 1: Board Leadership and Company Purpose

A successful company is led by an effective and entrepreneurial board, whose role it is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society. (See the Directors' biographies on pages 86 to 87 for more information).

The Board should establish the company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All Directors must act with integrity, lead by example and promote the desired culture. (See the governance framework on pages 88 to 93 for more information).

In order for the company to meet its responsibilities to shareholders and stakeholders, the Board should ensure effective engagement with, and encourage participation from, these parties. (See the stakeholder engagement section on pages 48 to 55 for more information).

The Board should ensure that workforce policies and practices are consistent with the company's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern. (See the sections on ESG on page 77 and the Whistleblowing section of the Audit Committee Report on page 101 for more information).

Section 2: Division of Responsibilities

The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the Chair facilitates constructive Board relations and the effective contribution of all Non-Executive Directors, and ensures that Directors receive accurate, timely and clear information (See the governance framework on page 89 for more information).

The Board should include an appropriate combination of Executive and Non-Executive (and in particular, Independent Non-Executive) Directors, such that no one individual or small group of individuals dominates the Board's decision-making. There should be a clear division of responsibilities between the leadership of the Board and the executive leadership of the Company's business. (See the governance framework on page 89 for more information).

Non-Executive Directors should have sufficient time to meet their Board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account. (See the governance framework on page 89 for more information).

The Board, supported by the Company Secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently. (See the governance framework on page 91 for more information).

Section 3: Composition, Succession and Evaluation

Appointments to the Board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for Board and senior management. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths. (See the Nomination Committee report on page 102 for more information).

The Board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed. (See the Nomination Committee report on page 102 for more information).

Annual evaluation of the Board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively. (See the Chair's introduction to governance on page 83 and the Nomination Committee report on page 103 for more information).

Section 4: Audit, Risk and Internal Control

The Board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements. (See the Audit Committee Report on page 95 for more information).

The Board should present a fair, balanced and understandable assessment of the Company's position and prospects. (See the Audit Committee Report on page 98 for more information).

The Board should establish procedures to manage risk, oversee the internal control framework and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives. (See the Risk Management section on page 32 for more information).

Section 5: Remuneration

Remuneration policies and practices should be designed to support the strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company's long-term strategy. (See the Annual Statement from the Chair of the Remuneration Committee on page 104).

A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome. (See the Directors' Remuneration Report on pages 104 for more information).

Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances. (See the Remuneration Report on page 104 for more information).

A strong governance framework

Role and operation of the Board
The Board has ultimate responsibility for the overall leadership of Ascential. It oversees the development of a clear strategy, monitors operational and financial performance against agreed goals and objectives, and ensures that appropriate controls and risk systems exist to manage risk.

The Board has agreed a schedule of matters reserved for its decision or approval:

- Strategy, annual budgets and medium-term plans
- Annual and interim results
- Material acquisitions and disposals and contracts
- Establishment of risk appetite, review of principal risks and approval of both
- Ensuring that a sound system of internal control and risk management is maintained
- Changes relating to the Company's capital structure
- Approval of dividend policy

Changes to Board composition
At the date of this report, the Board comprises seven Directors; the Chair, the Chief Executive, the Chief Financial Officer and four independent Non-Executive Directors. Paul Harrison resigned from his position as Executive Director and Chief Operating Officer with effect from 30 September 2023. Duncan Painter resigned from his position as Executive Director and Chief Executive Officer and Philip Thomas was appointed as Executive Director and Chief Executive with effect from 2 January 2024. On the same date, Charles Song and Joanne Harris resigned from their positions as Independent Non-Executive Directors.

The biographies and experience of all of our Directors are set out on page 86. With support from the Company Secretary, the Chair sets the annual Board calendar and Board meeting agendas. He ensures that enough time is devoted, both during formal meetings and throughout the year, to discuss all material matters including strategic, financial, operational, risk, people and governance. The Directors indicated as part of the Board evaluation process that the board materials are relevant, clearly presented and contribute to a constructive debate and strong Board engagement.

In addition to the schedule of formal Board meetings, the Chair and the Non-Executive Directors meet periodically without the Executive Directors present, and the Senior Independent Director meets with the other Non-Executive Directors without the Chair present.

Board roles

Chair
The Chair provides leadership to the Board, setting its agenda, style and tone to promote constructive debate and challenge between the Executive and Non-Executive Directors. He ensures that there are good information flows from the Executive to the Board, and from the Board to the Company's key stakeholders.

The Chair leads an annual Board effectiveness review and is responsible for ensuring all new Directors have an appropriate tailored induction programme.

Chief Executive
The Chief Executive has day-to-day responsibility for the effective management of the business and for ensuring that the Board's decisions are implemented. He leads the development of strategy for approval by the Board, as well as working with the Chief Financial Officer to develop budgets and medium-term plans to deliver the agreed strategy.

The Chief Executive is responsible for providing regular reports to the Board on all matters of significance, to ensure that the Board has accurate, clear and timely information on all key matters.

Chief Financial Officer
The Chief Financial Officer supports the Chief Executive in developing and implementing strategy, as well as overseeing the financial performance of the Group. She leads the development of the finance function to provide insightful financial analysis that informs key decision-making.

The Chief Financial Officer works with the Chief Executive to develop budgets and medium-term plans to deliver the agreed strategy.

The Chief Financial Officer also leads investor relations activities and communication with investors alongside the Chief Executive.

Senior Independent Director
The Senior Independent Director acts as an adviser for the Chair and is available to the other Non-Executive Directors, including acting as an intermediary where necessary. She is also available as an intermediary to shareholders if they have concerns which the normal channels through the Chair or Chief Executive have failed to resolve or would be inappropriate. She is also the nominated director to engage with the Ascential Employee Forum and report employee feedback to the Board.

Independent Non-Executive Directors
The Non-Executive Directors scrutinise and monitor the performance of management, including the constructive challenge of the Executive Directors. They bring independence and a different perspective to the Board and oversee the integrity of financial information, financial controls and systems of risk management.

Governance structure

Principal Board Committees

Audit Committee
Chaired by
Suzanne Baxter

Roles and responsibilities
- Reviews the Group's financial reporting and recommends to the Board that the Reports and Accounts be approved
- Reviews and reports to the Board on the effectiveness of internal controls
- Assesses the independence and effectiveness of the internal and external auditors.

Audit Committee Report
Page 94

Remuneration Committee
Chaired by Judy Vezmar

Roles and responsibilities
- Sets the Remuneration Policy for the Group
- Sets the individual remuneration of the Executive Directors and senior management
- Engages and consults with shareholders on proposed material changes to Remuneration Policy
- Approves awards under the Group's share-based incentive plans.

Remuneration Committee Report
Page 104

Nomination Committee
Chaired by
Rita Clifton

Roles and responsibilities
- Reviews the composition of the Board and its Committees
- Ensures that appropriate procedures are in place for the nomination, selection, training and evaluation of Directors
- Reviews Executive Directors and Senior Management succession planning.

Nomination Committee Report
Page 102

Reinforcing a Healthy Culture

Established reporting mechanisms within the corporate governance framework are key to Board oversight of cultural matters, which are underpinned by our beliefs and behaviours: focus, facts, all in, no silos, be creative, transparency, trust & openness, and empathy. Culture is established by leadership and by example but this also needs to be underpinned by clear policies and codes of conduct.

Ethics, Whistleblowing, Fraud, Bribery
There is a full suite of formal compliance and legal policies which all employees are subject to, including Anti-Bribery, Privacy, Data Protection and Sanctions. Employees can report incidents of wrongdoing through both internal and external mechanisms, including an anonymous 'speak up' tool. The Audit Committee monitors and reviews the Company policies, incidents and trends arising from any such incidents and reports its findings to the Board.

Risk Management
Risk management is an integral component of our corporate governance. We have a formal risk management framework to manage risks in accordance with the Board-set risk appetite. The Audit Committee receives regular updates on risk management and the Board reviews the principal and emerging risks for the Group.

Our People's opinions
We hold regular updates to both inform our employees on business progress and answer any questions they may have. We conduct regular engagement surveys which help us understand what people think so we can take appropriate actions in a timely way. We have also established the Ascential Employee Forum which is Chaired by the Senior Independent Director to ensure there is a direct route for employee voice in the Boardroom.

How the Board monitors culture

Aligning remuneration and culture
The Ascential Beliefs and Behaviours are directly incorporated into key people processes such as performance appraisal and development reviews. Both of these processes focus not just on what has been achieved, but how our people act and demonstrate alignment to our values.

Measuring our culture
We measure compliance with our key policies and procedures, as well as Health & Safety incidents. Our employee engagement surveys include specific questions that help us measure our culture such as 'if I experienced serious misconduct at work, I'm confident Ascential would take action to rectify the situation'. We believe that this framework is an important contributing factor to the high scores we have measured in these areas.

Promoting the success of the Company
The Directors are fully aware of their duty to promote the success of the Company for the benefit of the members as a whole, having regard to the interests of employees, the impact of the Company's operations on the community and the environment, and maintaining a reputation for high standards of business conduct. The need to balance the interests of sometimes conflicting stakeholders is an inherent part of the Board's decision-making processes. See page 48 for more details on how the interests of different stakeholders are managed.

Company Secretary
The Company Secretary supports the Chair and is available to all Directors to provide governance advice and assistance. She works with the Chair and the Chairs of the Board Committees to develop agendas and ensures that the Board receives sufficient, pertinent, timely and clear information. She also ensures compliance with the Board's procedures as well as applicable rules and regulations.

The management and day-to-day running of the Group, including the development and implementation of strategy, monitoring the operating and financial performance, and the prioritisation and allocation of resources, has been delegated to executive management. Certain Board responsibilities are delegated to formal Board Committees, which play an important governance role through the work they carry out. Louise Meads stepped down as Company Secretary with effect from 1 February 2024 and was succeeded by Naomi Howden, who was previously the Deputy Company Secretary.

Board activity during the year

The Board spent its time during the formal meetings held in 2023 on the following activities:

Strategy
- Concluded the strategic reviewed announced in April 2022 resulting in the disposals of Digital Commerce and WGSN in January 2024 and February 2024 respectively, and a return of value of £850m to shareholders to be delivered through a combination of special dividend and on-market share buy-back programmes.
- Approved the 2023 annual budget and, capital allocation policy, and updated medium-term plans in the context of the agreed strategy.
- Approved the strategy and investment case for Ascential as a pure-play, events-led business.

For more information on our strategy see page 7.

People
- Met with a range of senior management from across the business.
- The Chair participated as Chair of the jury for the annual Ascential awards, designed to recognise performance across the organisation and every geography.
- Received updates from the Chief Executive on engagement and morale.

For more information on Our People see page 42.

ESG
- Received updates from the Head of Sustainability on progress against the Company's ESG priorities and targets.
- Approved Philip Thomas, Chief Executive, as the new Board ESG sponsor and Kent Dreadon, COO, as the new ESG executive sponsor.
- Approved ESG priorities for 2024.

For more information on our ESG strategy and performance see page 56.

Risk
- Reviewed and approved the principal risk register.
- Reviewed the Group's annual insurance programme and arrangements for tail D&O cover in relation to the disposed companies.
- Reviewed the effectiveness of internal controls, including receiving a report from the Audit Committee on its work to assess internal control effectiveness.

For more information on risk management see page 32.

Shareholder engagement
- Reviewed reports from the Company's brokers and advisers on shareholder and analyst feedback following results presentations.
- Reviewed reports from the Company's brokers, advisers and executive management on shareholder feedback following consultation on proposed methods of return of value.
- Reviewed regular investor relations reports relating to share price, trading activity and movements in institutional investor shareholdings.
- Received reports from the Executive Directors following meetings with investors.
- Approved the shareholder circular and Notice of General Meeting in relation to the disposal of Digital Commerce and WGSN.
- Approved the Notice of 2023 Annual General Meeting. For more information on our investor relations programme see page 92.

Performance

- Approved the 2023 budget and refreshed five-year plan.
- Monitored operating and financial performance against plans.
- Approved the year end and interim results.
- Approved the 2022 Annual Report.

For more information on our performance, see the Chief Executive's statement on pages 6 to 7, the Financial Review on pages 24 to 31 and the KPIs on page 12.

Board attendance during the year

We expect all Directors to attend the majority of meetings in person except where a meeting is called at short notice. Due to the volume of additional Board meetings held in 2023 in connection with the strategic review and disposal of Digital Commerce and WGSN, Board meetings during the year were a combination of in-person, hybrid and virtual meetings depending on the content and duration of meetings. In the unusual circumstances when a Director is unable to attend a meeting, he or she is provided with the same information as the other Directors in advance of the meeting and a meeting is arranged for that Director to express their views before the meeting, usually to the Chair who will share feedback with the other Directors at the meeting.

There were five scheduled meetings during the year plus an additional 13 meetings which were called primarily to consider items relation to the separation and sale of Digital Commerce and WGSN. Directors' attendance at these meetings is set out on page 86.

Induction and development

There is an agreed induction programme that takes into account any previous experience that a Director may already have and typically includes meetings with senior executives across the Group as well as information on the Group's structure, business segments and operations, and policies to develop each Director's understanding of the Group, its strategy, key risks and challenges.

The Board's forward agenda is designed to include deep-dive reviews on all material aspects of the Group to develop Directors' understanding of the business and ensure they meet with a range of senior management.

In preparation for his appointment as Chief Executive in January 2024, the Board initiated its transition plan during 2023 which included, amongst other things, Philip's attendance at Board and Committee meetings as well as briefings from the Company's brokers and legal advisers. Philip was formerly the Chief Executive Officer of Ascential Intelligence and Events and so has an existing in-depth understanding of the Company's business.

Directors' conflicts of interest

The Board has a procedure in place for Directors to declare conflicts of interest and for such conflicts to be considered for authorisation. A Director may be required to leave a Board meeting if a matter upon which a conflict has been declared is discussed. External appointments or other significant commitments of the Directors require prior approval by the Chair.

The current external appointments of the Directors are set out on pages 86 and 87.

Internal Control Statement

The Board acknowledges its responsibility for establishing and maintaining the Group's system of internal controls and it receives reports identifying, evaluating and managing significant risks within the business. The system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against misstatement or loss.

The Board, assisted by the Audit Committee, has carried out a review of the effectiveness of the system of internal controls during the year ended 31 December 2023 and the period up to the date of approval of the consolidated financial statements contained in the Annual Report.

For more information on the system of internal controls in place please see page 99 of the Audit Committee report.

Investor Relations

In addition to the activities explained on page 91, there is an ongoing investor relations programme of meetings with institutional investors and analysts, and participation in conferences covering a wide range of issues within the constraints of publicly available information including strategy, performance and governance.

Institutional shareholders and analysts have regular contact with the Executive Directors and the Head of Investor Relations. All shareholders are kept informed of significant developments by announcements and other publications on our website ascential.com/investors. There are defined procedures in place to ensure that the requirements of the Market Abuse Regulations are met.

The Board receives regular reports from the Head of Investor Relations, covering movements in the holdings of institutional shareholders and other trading activity. The Board is also provided with current analyst opinions and forecasts, as well as feedback from FTI and from its joint corporate brokers Numis and JP Morgan. This includes direct feedback from investors and analysts on a non-attributed basis. All of the Directors are available to meet with shareholders although contact with the Non-Executive Directors would normally be through the Chair (Scott Forbes) or the Senior Independent Director (Rita Clifton) in the first instance.

Annual General Meeting ("AGM")

The AGM of the Company will take place at 9am on Thursday 9 May 2024 at the Rosewood Hotel, London, 252 High Holborn WC1V 7EN. All shareholders have the opportunity to attend and vote, in person or by proxy, at the AGM.

All proxy votes received in respect of each resolution at the AGM are counted and the balance for and against, and any votes withheld, are indicated. At the meeting itself, voting on all the proposed resolutions is conducted on a poll rather than a show of hands, in line with recommended best practice.

All Directors will be in attendance at the AGM and available to answer shareholders' questions. The Notice of the AGM can be found in a separate booklet which is posted to shareholders at the same time as this report and is also available on the Ascential website. The Notice of AGM sets out the business of the meeting and an explanatory note on all resolutions. Separate resolutions are proposed in respect of each substantive issue. Results of resolutions proposed at the AGM will be published on the Ascential website after the meeting.

UK Corporate Governance Code Compliance Statement

We have complied with all principles and provisions of the 2018 UK Corporate Governance Code ("the Code") throughout the financial year ended 31 December 2023.

This Corporate Governance Statement and the cross-referenced reports within set out our approach to applying the Code.

Naomi Howden
Company Secretary
25 March 2024

Report of the Audit Committee

Suzanne Baxter
Chair of the Audit Committee

> The accounting and governance implications of the Company's strategic review have been a particular area of focus for the Committee and have made for a busy and interesting year."

Dear Shareholder,

As Chair of the Audit Committee, I am pleased to present the report of the Committee for the year ended 31 December 2023. In this year of significant strategic change for Ascential, the Committee has provided considerable oversight and input on the preparation of financial information required for the divestment of WGSN and the Digital Commerce businesses alongside fulfilling its wider corporate governance responsibilities. As part of Ascential's preparation to position itself to execute the conclusions of its strategic review, our Finance team has had additional areas of focus this year, undertaking substantial legal entity restructuring, a programme of intercompany rationalisation and analysis of distributable reserves to prepare for the return of value to shareholders. These transactions and analysis require specific technical accounting expertise and the Committee has met with and challenged external advisers, overseen the procedures and analysed and challenged the judgements that have been taken. In addition, given the early phase of the strategic review contemplated the listing of the Digital Commerce business on a US regulated financial market, the Committee considered the implied governance and audit requirements and took account of the considerable PCAOB audit work being undertaken by the external auditor within that business.

The Committee has continued to review the development of the control environment across the Group and has been cognisant of the impact of the disposals to ensure no adverse impact on the control environment for the retained events-led business. The Committee will monitor the implementation of the UK Corporate Governance Code 2024 and the changing ESG reporting requirements and will ensure Ascential's accounting and compliance frameworks evolve to meet the new requirements.

To assist with internal resourcing allocation during the year and to ensure the continuity of the internal audit programme to complement the activities of the strategic review, the Committee made the decision to move from a co-sourcing arrangement to a fully out-sourced internal audit function, provided by EY. The Committee sets the internal auditor's plan for the year, and monitors and reviews its work and its assessment of the effectiveness of controls.

I would like to thank my fellow Committee members, Gillian Kent and Rita Clifton, for their continued support, considered input into our meetings and market practice insight which is greatly appreciated. My thanks also to those members of the senior management team who attend Committee meetings and bring us closer to key points of operational control in the business.

The Committee's core duties comprise:

- the oversight of the Company's financial and narrative reporting processes, including consideration of the annual and half-yearly reports and assessment of the Company's accounting policies and whether its annual report is fair, balanced and understandable;
- consideration and monitoring of the effectiveness of the Company's internal controls and risk management systems;

- oversight of procedures to assure Compliance, to report instances of whistleblowing and to detect fraud;
- monitoring and assessing the effectiveness of the internal audit function; and
- oversight and approval of the engagement of the external auditor, and evaluation of the quality and effectiveness of its work.

The Committee's terms of reference were reviewed and approved by the Board during the year and are available on the Company's website ascential.com/investors/governance.

Committee membership

All current members of the Committee are independent Non-Executive Directors who bring a wide knowledge and business experience in financial reporting, risk management, internal control and strategic management. You can read more about the experience of the Committee members in their biographies on pages 86 and 87. I fulfil the requirement to bring recent and relevant financial experience to the Committee having significant financial experience in several sectors. The Board is satisfied that the Committee members as a whole have knowledge and competence relevant to Ascential's business. The Committee members' financial and business experience allows for effective discussion, challenge where appropriate and oversight of critical financial matters. All other Non-Executive Directors have an open invitation to attend Committee meetings.

Meetings and attendance

All Committee members were present at the 12 meetings held in 2023. The Committee has met three times since 31 December 2023 and all Committee members attended those meetings. At the invitation of the Committee, the Chief Financial Officer, Chief Executive Officer, Chief Operating Officer and senior representatives of the finance and management teams also attend meetings, as do representatives of both internal and external audit. The Committee holds regular meetings with the external auditor and Internal Audit representatives without management present, and these discussions assist in ensuring that reporting, and risk management processes are subject to rigorous review throughout the year. The Committee also meets with management without the external auditor present when discussing external auditor effectiveness. In addition, I held private meetings with the external audit partner and separately with management to discuss key agenda matters and the status of audit work.

Risk management

The principal and emerging risks facing the Company are robustly assessed by the Board as a whole. More detail on these risks and the risk management framework is set out on page 32. The ongoing monitoring and effectiveness review of the Company's risk management and internal control systems are described on page 99. The assessment of risk and the review of the risk management systems feeds into the process for assessing the longer-term viability of the Group, which is described further on page 34.

Evaluation of Committee performance

The Committee conducts an annual evaluation of its performance as part of the wider Board effectiveness review. The review of performance in 2023 was conducted internally and confirmed that the Committee is working effectively. More detail on the evaluation process can be found in the Corporate Governance Report on page 103.

Key areas of focus for the Committee in 2023

The key focus areas for the Committee are set out below and reflect its planned and recurring activities and areas of specific focus during the year.

a. Financial reporting
- Received and considered reports from management on the key estimates and judgements made in the half-yearly report and in the annual consolidated financial statements. The Committee challenged the assumptions made, discussed alternative treatments, reviewed proposed disclosures, and considered the opinion and work performed by the external auditor and other professional advisors.
- Reviewed and challenged management's forecasts, stress tests and assumptions in support of the use of the going concern basis for preparation of the Annual Report and Accounts and half-yearly report.
- Reviewed the quality of accounting policies and disclosure rules and considered if those were applied consistently during the reporting and comparative periods.
- Reviewed the integrity of the Company's Annual Report and Accounts and half-yearly report and advised the Board whether, in the Committee's view, the Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess Ascential's position and performance, business model and strategy.
- Recommended to the Board the Company's viability statement included in the Annual Report.

b. Internal audit
- Approved the internal audit function's remit and the annual internal audit plan, which includes a focus on intercompany transactions, IT general controls and cyber security, aligning it with the Company's strategic objectives and risks.
- Reviewed the significant matters arising from internal audits and assessed management's response to significant internal audit findings and notable control observations. This includes discussing with management potential improvements and agreed actions.
- Assessed internal audit's performance and effectiveness.

c. Risk management and Internal control
- Reviewed the effectiveness of the systems of internal control and risk management, including the integration of those controls into the recently acquired Contagious businesses.
- Recommended to the Board the disclosures included in the Group's Annual Report in relation to internal control and risk management.

- Received progress updates on the implementation of the Group's finance transformation plan of enhancing the control and reporting environment through the replacement of its existing suite of financial accounting systems with a new ERP system in the Digital Commerce business.
- Considered the progress made and financial implications of the acquisition of Contagious during the year.

d. Compliance and governance

- Received an update from the Director of Compliance setting out compliance priorities for 2023 and discussing the effectiveness of the Compliance Framework, Speak Up Tool and The Ascential Code during 2023.
- Reviewed the Group's reporting on climate change including compliance with the updated TCFD disclosure requirements and guidance, and receipt of the auditor's observations on climate change reporting. The Committee noted the enhanced disclosures on climate change in the 2023 annual report and the Group's commitment to continue to focus on this area.
- Reviewed the Committee's terms of reference and its annual schedule of work.

e. External audit

- Reviewed and monitored the qualifications, expertise, resources, independence and objectivity of the external auditor.
- Reviewed the plans and received the reports of the external auditor at the half year and year end.
- Considered the annual external audit plan and approved related remuneration, including fees for audit and non-audit services.
- Considered the impact of the strategic review on work undertaken by the auditor.
- Approved the appointment and remuneration of KPMG as reporting accountant for the Class I circular and reviewed their work, opinions and fee levels.
- Held private meetings with the Company's external auditor without the presence of management.
- Assessed the performance and effectiveness of the external auditor and the audit process, including an assessment of the quality of the audit.
- Recommended to the Board that resolutions to reappoint the external auditor and for the Board to determine the external auditor's remuneration be put to shareholders for approval at the next Annual General Meeting.

This year, additional focus was applied in the following areas:

- Received and considered management's working capital memorandum supporting the statements made in the Class 1 Circular, with particular focus on the key assumptions made and mitigating factors applicable in downside scenarios. The Committee also considered KPMG's working capital report, which focussed on the regulatory requirements, and sought legal advice on the standard of comfort required to support management's statement.
- Reviewed the historical and pro forma Class 1 financial information prepared by management including the allocation of costs and presentation of deferred tax assets.
- Reviewed the processes and conclusions drawn by management in assessing the distributable reserves available to enable a return of value to shareholders to be made.
- Reviewed the process and advice taken by management as part of the intercompany reorganisation including the controls and procedures undertaken to ensure legal compliance and tax optimisation.
- Considered the restructuring of the Company's investment in Hudson and the implications on the assessment of whether the Group has control or significant influence over the investment.
- Reviewed the group acquisition accounting for Hudson following the determination of control, including the appropriateness of associated valuations.
- Reviewed management's assessment of whether Hudson met the requirements to be disclosed as held for sale and a discontinued operation in the annual consolidated financial statements.
- Considered the impact of the new criminal offence of failure to prevent fraud and the adjustments needed to the Group's compliance framework to ensure full compliance and requested and received a briefing on that from EY.

Significant financial judgements and estimates considered by the Committee in 2023

Over the course of the year, the Committee received management papers setting out judgements and estimates made in preparing the annual report and accounts. The most significant judgements on which the Committee spent its time during the year are detailed below. Other areas of judgement and estimation considered by the Committee included going concern and viability, accounting for the sales of the Digital Commerce and WGSN businesses, the carrying value of goodwill and intangible assets, taxation and the presentation of the financial statements including the use and disclosure of Alternative Performance Measures. In the course of its review, the Audit Committee considered the approach adopted by management, requested and received clarifications from management and sought and discussed papers from the external auditor. Following its review and after due consideration, the Audit Committee was satisfied with the accounting treatment and disclosures adopted for each of the matters below.

Issue	Committee's activity and outcome
Accounting for the Company's investment in Hudson MX	**Classification of the investment as a controlled subsidiary or equity accounted associate** ***Context:*** Due to the nature of the Company's investments in Hudson and the transactions completed in February and October 2023, management has been required to assess whether the Group had control of the Hudson business under IFRS 10 "Consolidated Financial Statements" or else significant influence over that business under IAS 28 "Investments in Associates and Joint Ventures" at a number of points during the year. Management has been assisted by external experts in determining the valuation of Hudson, the valuation of financial instruments relating to Ascential's investment in Hudson and in the application of accounting standards. ***What we did:*** The Committee reviewed management's technical accounting assessments for key Hudson-related events and commercial arrangements in order to understand the key facts, relevant events and technical accounting judgment areas relating to the classification of the Company's investments in Hudson during the year. ***Where we challenged:*** The key judgements and challenges from the Audit Committee related to the changing nature and effect of the rights and obligations relating to the Company's investments in Hudson following the February 2023 refinancing and in entering into new investment arrangements in October 2023. The Committee interrogated management's presentation which considered whether the February instruments were substantive and therefore conveyed potential voting or other rights with the ability to provide Ascential with power over the relevant operating activities and governance of Hudson. The analysis of power in respect of the October 2023 instruments was less nuanced, with clear potential majority voting power conveyed by these substantive instruments. ***What other options were considered:*** The Committee considered whether Hudson could be considered to be controlled by Ascential during the year through the potential exercise of power from its other rights and obligations connected to Hudson. For example, its financing interests, protective investor rights and Board seats. It also considered whether there had been any weakening of Ascential's influence over Hudson that would undermine the presentation of the Company's investment as an equity accounted associate. ***What happened as a result:*** Having considered management's responses, and having consulted with the Group's external auditor, the Committee agreed with management's assessment that Hudson should be accounted for as an equity-accounted associate from the period from 1 January to 30 October 2023 and as a consolidated subsidiary thereafter. **Presentation of Hudson as a discontinued operation and as held for sale** ***Context:*** On 30 October 2023, it was announced that the Board of Hudson had initiated a sale of the Hudson business. Management was required to review the relevant fact pattern for the proposed sale of the business against the criteria within IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" and to consider its impact on the presentation of the results of Hudson in the Company's accounts. ***What we did:*** The Committee inquired of management on the status of the sale process and the expected timetable for sale, reviewed technical accounting papers setting out the basis for the treatment of the results of Hudson in the Company's accounts. The Committee also reviewed management's proposed disclosure and considered whether the presentation and disclosure of the financial impact of accounting for Hudson within the financial statements was appropriate. ***Where we challenged:*** Key challenges considered by the Committee were whether completion of the sale of Hudson within the next twelve months was highly probable and whether the business had been acquired with an exclusive view to sell. Further to this, given the concurrent held for sale and discontinued operation presentations of Digital Commerce and WGSN, the Committee challenged precisely which items should be shown in these categories in order to apply the relevant accounting standards and present financial statements that were balanced and relevant to the user. ***What other options were considered:*** The Committee challenged management whether the decision to hold for sale crystallised at the point of acquisition or whether it crystallised later in the year. ***What happened as a result:*** The Committee, having challenged management, considered the facts relating to the Company's interests in Hudson and their planned disposal, and consulted with the Group's external auditor, agreed with management's assessment that Hudson should be classified as held for sale and as a discontinued operation from 30 October 2023.

Issue	Committee's activity and outcome
Accounting for the Company's investment in Hudson MX continued	**Carrying value of the Company's investment in Hudson** ***Context:*** The accounting that establishes the carrying value of the Company's investments in Hudson requires, and relies on, the valuation of a number of assets and liabilities for which there is no actively traded market or over the counter pricing, and for which inputs to the valuation techniques applied are not readily observable. Therefore, there is a high degree of subjectivity over estimates made in concluding on the valuation of the Hudson investments and the amounts at which they are held in the Company's balance sheet. To establish the carrying value of the Company's investment in Hudson over the course of the year, management considered valuations of the Hudson business at relevant transaction and reporting dates as well as the valuations of the financial instruments granted to and impacting Ascential's investments structures, such as the options over Hudson common stock. ***What we did:*** The Committee sought to understand the basis of the valuations used by management to establish and assess the carrying value of the Company's investments in Hudson at relevant points during the year and at the year end. Management engaged third party specialists to prepare the relevant valuations. The Committee reviewed management's report on the key assumptions, valuation techniques and sensitivity analysis conducted and consulted with the Group's external auditors to understand their technical perspective on the conclusion of the valuation work and on the valuation methodology. The Committee reviewed the acquisition accounting outputs, underlying estimates and assumptions for Hudson when it was reclassified as a subsidiary after control was acquired during the year and the impact of applying the relevant business and financial instrument valuations at the year end. It also considered the impact of the decision to both acquire and dispose of interests in Hudson on the same day on the Company's accounting and its disclosures. The Committee considered the judgements made and the advice provided to management by third party experts in reaching their conclusions and the proposed disclosures. ***Where we challenged:*** The Committee challenged management on the key inputs, valuation methodology and the overarching commercial rationale for the valuations including whether alternative inputs were appropriate. The Committee questioned the Company's approach to the relevant valuations, the timing, impact and ordering of events on the carrying values adopted in the accounts and the financial drivers of the loss in investment carrying value that occurred in October 2023. The Committee also considered the ability of the user of the financial statements to understand the impact of the transactions, judgements and valuation estimates made and the appropriateness of management's proposed disclosures. ***What other options were considered:*** The inputs into the valuations and draft disclosures were considered for appropriateness in order to consider and highlight the sensitivity of the valuation to an investor. ***What happened as a result:*** After challenging management on their judgements and methodology and receiving reports from the Group's external auditor, the Committee was satisfied with the positions, disclosure and valuations adopted in respect of the Company's investments in Hudson.

Viability Statement

The Committee reviewed the process undertaken and conclusions reached to support the Company's Viability Statement which can be found in full on page 34.

Our review included:

- challenging management on whether the three-year time period adopted remained appropriate and aligned with the long-term forecasting of the Group;
- challenging whether management's assessment of the principal and emerging risks facing the Group and their potential impact was appropriate;
- considering whether there were any additional risks which could impair solvency or which, whilst not necessarily principal risks in themselves, could become severe if they occur in conjunction with other risks;
- considering the likelihood of the risks occurring in the time period selected and the impact severity in the event that they did occur;
- challenging management as to the appropriateness of the assumptions used in stress testing and modelling scenarios;
- reviewing the disclosure to ensure it was sufficiently fulsome and transparent.

Fair, balanced and understandable

The Board asked the Committee to consider whether the 2023 Annual Report is fair, balanced and provides the necessary information for shareholders to assess the Company's position and prospects, business model and strategy. In performing this review, the Committee received a report from management and considered if it meets the requirements of 2018 UK Corporate Governance code including the following considerations:

- Is the Annual Report open and honest with the whole story being presented?
- Have any sensitive areas been omitted that are material?
- Is there consistency between different sections of the Annual Report, including between the narrative and the financial statements, and does the reader get the same message from reading the two sections independently?
- Is there a clear explanation of key performance indicators and their linkage to strategy?
- Is there a clear and cohesive framework for the Annual Report with key messages drawn out and written in accessible language?

- Specifically for 2023, have the rationale, implications and components of the strategic review been clearly communicated and can the reader understand the risks and trading performance of the continuing business?
- Is there an appropriate balance between the use of statutory accounting measures and the use of APMs, and are APMs clearly explained?

Following this review, and the incorporation of the Committee's comments, we were pleased to advise the Board that, in our view, the Annual Report is fair, balanced and understandable in accordance with the requirements of the UK Corporate Governance Code.

Internal controls

The Board, with the assistance of the Audit Committee, regularly monitors and reviews the policies and procedures making up the Group's internal control and risk management system. To support this monitoring, the Audit Committee reviewed reports from senior management, Internal Audit and KPMG.

The major components of the internal controls systems include:

- clearly defined operational structure, accountabilities and authority limits;
- detailed operational planning and forecasting;
- thorough monitoring of performance and changes in outlook; and
- established risk management processes.

Specific matters considered in relation to controls effectiveness included:

- controls self-assessment process and findings;
- internal audit reports;
- regular compliance reports;
- review of tax risks and compliance issues;
- review of treasury controls;
- review of tax controls;
- the Corporate Criminal Offences risk assessment;
- review of integration of acquisitions and the implications of disposals;
- key developments in IT controls;
- monitoring of the Finance Transformation programme;
- fraud, ethical issues and whistleblowing occurrence;
- health & safety governance; and
- management of legal claims.

A formal control self-assessment process was in place throughout the year in relation to financial controls for the continuing businesses. This process describes each control objective, the controls required to meet the objective, the frequency of operating the control and the evidence to be retained by management to demonstrate the control exists. Management teams across the Group self-assess and provide formal sign-off of their compliance with this framework twice a year and the results are reviewed in detail by Internal Audit.

Alternative, targeted controls assessment and improvement initiatives were adopted in respect of discontinued operations, with a detailed paper from management setting out the nature and effectiveness of those activities.

Progress towards completion of actions identified to improve internal control is regularly monitored by management and the Audit Committee, who provide assurance to the Board. The Board considers that none of the areas of improvement identified constitute a significant weakness.

Following the disposals of WGSN and Digital Commerce businesses, it is acknowledged that adjustments may be needed to the systems of control to adapt to the new risk profile of the retained events-led business. The Committee is supportive of the steps being taken by management to address this, including a review of the relevant risks going forwards, and will continue to monitor progress in this area. The internal audit programme for 2024 includes a focus on the key cost areas together with risks related to IT general controls and fraud.

External audit

The Committee is responsible for ensuring that the external auditor provides an effective source of assurance for the Group's financial reporting and controls, including that the necessary independence and objectivity is maintained. It is also responsible for recommending the appointment, reappointment or removal of the external auditor, and agreeing the external audit fees.

The proposed audit fee for the year ended 31 December 2023 was debated between the Committee Chair, the CFO and the KPMG audit partner, before being presented to the Committee.

The total fee paid to the Auditor in 2023 increased from £4.5m to £7.9m:

	2023 (£m)	2022 (£m)
Audit of consolidated financial statements	**3.4**	1.3
Audit of the Group's subsidiaries – Digital Commerce separation	**3.2**	2.8
Audit of the Group's subsidiaries – other	**0.4**	0.2
Audit-related assurance services	**0.9**	0.2
Total	**7.9**	4.5

The work to support the separation of WGSN and Digital Commerce is classified as audit work and approval to engage KPMG for this purpose was sought and obtained from the Committee in 2022 after due consideration of matters of independence. The Committee was satisfied that KPMG's appointment did not compromise their independence with respect to their appointment as the external auditor to Ascential plc. This year, the Committee has also been consulted on, and approved, the appointment of KPMG as reporting accountants for the Class 1 circular and demerger of Digital Commerce and WGSN.

The Committee approved the selection of KPMG to conduct the PCAOB audit work in advance of a potential listing of the Digital Commerce business on a US regulated exchange. With its international presence, experience of both the business and the transaction envisaged, it was felt KPMG was best placed to provide the relevant services.

The Group last undertook a formal tender of external audit services in 2019 after which KPMG were reappointed for a second term. Christopher Hearn was appointed as Senior Statutory Auditor with effect from the 2022 audit onwards. KPMG attends each scheduled meeting of the Committee and presents their reports on our half-year and full-year financial results, as well as their planning reports in advance of each audit. The Committee met with KPMG without management present at each physical Committee meeting held during the year. These sessions provide an opportunity for open dialogue and the Committee typically discusses KPMG's relationship with executive management and particular audit risks identified. The Committee Chair also met regularly with the Audit Partner on a one to one basis. The Committee also meets with management without KPMG present to discuss their view of KPMG's effectiveness and quality of work delivered.

As part of the Committee's work to manage the external auditor relationship, and the annual effectiveness review, the Committee considers whether there are adequate safeguards to protect auditor objectivity and independence. In conducting our annual assessment, the Committee considers feedback from the Chief Financial Officer, the level and nature of non-audit fees accruing to the external auditor, fees in respect of KPMG's PCAOB audit work, KPMG's formal letter of independence, and the length and tenure of the external auditor and of the audit engagement partner. The Committee concluded that the external auditor remained independent within the meaning of regulatory and professional requirements and the objectivity of the partner and audit staff is not impaired.

The Committee specifically considered the classification of KPMG's work as either audit or non-audit work, the related fees of each piece of work and the total fees being paid to the external auditor relative to the regulatory cap that requires that permissible non audit fees should not, in the ordinary course, exceed 70% of the average of statutory audit fees for the past 3 years. The Committee also sought KPMG's assurance that its work and fees properly complied with independence requirements and were within the limits of the cap.

The Committee has approved a formal non-audit services policy to mitigate any risks threatening, or appearing to threaten, the external audit firm's independence and objectivity arising through the provision of non-audit services.

The non-audit services policy sets out which services are permitted, subject to relevant approvals, and which services are prohibited and cannot be provided by the external auditor. Permitted non-audit services include services required by law or regulation, or where it is probable that an objective, reasonable and informed third party would conclude that the auditor's understanding of the Group is relevant to the service, and the nature of the service would not compromise independence.

Permitted non-audit services must be pre-approved subject to the following limits:

Value of non-audit services	Approval required prior to engagement of the external auditor
Up to £25,000	EVP, Group Finance or Chief Financial Officer
£25,001 – £50,000	Chair of the Audit Committee
Above £50,000	The Audit Committee

When reviewing requests for permitted non-audit services, the person approving the engagement will assess:

- Whether the provision of such services impairs the auditor's independence or objectivity and any safeguards in place to eliminate or reduce such threats;
- The nature of the non-audit services;
- Whether the skills and experience make the auditor the most suitable supplier of the non-audit services;
- The fee to be incurred for non-audit services, both for individual non-audit services and in aggregate, relative to the Group audit fee; and

The criteria which govern the compensation of the individuals performing the audit.

A breakdown of total audit and non-audit fees paid to KPMG during 2023 is set out in Note 5 to the financial statements. These non-audit services were pre-approved in accordance with the non-audit services policy.

Internal Audit

A formal Internal Audit function was in place during the year, initially utilising a co-sourcing arrangement supported by EY as the Group's externally appointed service partner and later in the year moving to a fully out-sourced function, provided by EY.

The purpose of the Internal Audit function is to consider whether the system of internal control is adequately designed and operating effectively to respond to the Group's principal risks, and to provide independent objective assurance to senior management and to the Board through the Audit Committee. Internal Audit accomplishes its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. In order to provide a greater level of independence for Internal Audit, the function reports to the Chief Operating Officer who is accountable to the Committee in respect of that role. The Chief Operating Officer is invited to attend all Audit Committee meetings and also meet independently with the Chair of the Audit Committee.

The Committee approves the annual Internal Audit Plan and receives a report on Internal Audit activity and progress against that Plan. It monitors the status of internal audit recommendations and management's responsiveness to their implementation. It also challenges management where appropriate to provide us with assurance that the Group's control environment is robust and effective.

Compliance Framework

Ascential has in place a group-wide compliance framework which facilitates a structured and consistent approach to managing compliance across the group. The Director of Compliance reports formally to the Committee on this compliance framework at least annually. The framework is structured upon key areas of compliance with appropriate policies governing each area.

The Ascential Code is core to the group-wide compliance framework as it encourages all colleagues to operate in the context of ethics and compliance, empowers employees to thoughtfully handle any ethical dilemmas they may encounter, and provides contact points and other resources related to compliance. Employees are required to undertake a mandatory training module on the Ascential Code to embed knowledge and understanding of the Code as well as to track engagement.

The Speak Up tool enables anonymous disclosures, where this is permitted by local laws. The tool also serves as an effective business intelligence tool allowing the tracking, allocation and investigation of cases and incidents effectively and consistently. The Speak Up process also provides a confidential third-party helpline should employees prefer to speak to someone rather than use the online tool.

The Committee receives reports on the Ascential code, speak up tool and on any whistleblowing incidents that are reported during the year. Any significant issues relating to potential fraud would be escalated to me as the Audit Committee Chair immediately.

Despite the backdrop of significant strategic change this year, the compliance assessment results for this year showed further incremental improvements in Ascential's overall compliance effectiveness scores demonstrating the positive impact of the compliance framework that was implemented into the organisation in 2019. The Committee recognises that following the conclusion of the strategic review, management will need to review the compliance concerns of the retained events-led business and adjust the compliance framework to manage the ongoing compliance risk.

I will be available at the Company's AGM to answer any questions on the work of the Committee.

Suzanne Baxter
Chair of the Audit Committee
25 March 2024

Report of the Nomination Committee

Rita Clifton
Chair of the Nomination Committee

"The role of the Nomination Committee is primarily to keep the structure, size and composition of the Board and Committees under review with the primary objective of matching the skills, knowledge and experience of Directors to our business strategy and requirements."

Dear Shareholder,

I am pleased to introduce the Report of the Nomination Committee for 2023.

The role of the Nomination Committee is primarily to maintain and evolve the structure, size and composition of the Board and Committees with the primary objective of matching the skills, knowledge and experience of Directors to our business strategy and other requirements.

Board composition and succession planning

During 2023, it was agreed that Joanne Harris and Charles Song would step down from the Board upon completion of the sale of Digital Commerce as their initial appointments and primary areas of expertise related to commerce, retail and Asian businesses. Duncan Painter stepped down as Chief Executive on 2 January 2024 to join Omnicom and lead the Flywheel business. Through the Board's investment in career development as part of its programme of organisation and succession planning, the Board appointed Philip Thomas with confidence as Duncan's successor as Chief Executive of Ascential post the sales of Digital Commerce and WGSN. The Board initiated its transition plan and oversaw an orderly transition of leadership responsibilities. Philip was formerly the Chief Executive Officer of Ascential Intelligence and Events and is well placed to lead Ascential as an events-led business.

With the support of a globally recognised search firm, the Committee evaluated the diversified array of capabilities, experience and background relevant to a focussed, high-quality events-led business. The Committee is also cognisant of the need to replace four long-tenured directors who would typically resign at the May 2025 AGM after completing their ninth year of board services in accordance with best practice. The Committee is seeking to appoint several directors in 2024 to enable a smooth transition of outgoing and incoming directors.

Board appointments policy

The most important priority of the Committee has been, and will continue to be, ensuring that members of the Board should collectively possess the broad range of skills, expertise and industry knowledge, and business and other experience, necessary for the effective oversight of the Group. The Committee takes account of a number of factors before recommending any new appointments to the Board, including relevant skills to perform the role, experience, knowledge and diversity.

It will continue to be the Board's policy to engage an independent search consultant to assist with the identification of suitable candidates based on a comprehensive role description and candidate attributes brief. Shortlisted candidates will then meet with members of the Board on a one-to-one basis before the Committee makes its recommendation of the preferred candidate to the Board.

Non-Executive Director appointments to the Board are for an initial term of up to three years. Non-Executive Directors are typically expected to serve two three-year terms, although the Board may invite the Director to serve for an additional period on the recommendation of the Committee. Non-Executive Directors are appointed under formal appointment letters which are available for inspection at the registered office of the Company during normal business hours and at the AGM.

External Directorships

The Committee keeps under review the number of external directorships held by each Director and performance evaluation is used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties. Any external appointments or other significant commitments of the Directors require the prior approval of the Chair, or, in the case of the Chair, the Senior Independent Director. The Chair takes into account investors' published voting policies on the number of board mandates considered appropriate for directors when considering directors' proposed appointment to additional boards.

Board effectiveness

The policy on Board effectiveness reviews is that an externally led evaluation of the Board, Committees and individual Directors will be conducted every third year. This was conducted in respect of the year to 31 December 2022 and accordingly an internal Board evaluation was conducted in respect of 2023.

The themes from the review were that the Board was led by a strong Chair, who sets the right tone for positive debate and effectively involves the Board, leadership team and advisors at appropriate times between formal Board meetings. The strategic review and subsequent transactions required significant additional time and engagement from Non-Executive Directors who demonstrated their commitment and flexibility during the year.

The Executive Directors and leadership team maintained very high quality of information provided to the Board to inform its debate and decision-making, notwithstanding the inevitable complexity and time demands generated by the strategic review and subsequent divestments.

Confirmation of Independence

In accordance with the UK Corporate Governance Code, the Committee is chaired by the Senior Independent Director, Rita Clifton, and the other members of the Committee are the Board Chair, Scott Forbes, and Suzanne Baxter and Judy Vezmar who are both independent Non-Executive Directors.

Rita Clifton
Chair of the Nomination Committee
25 March 2024

Report of the Remuneration Committee

Judy Vezmar
Chair of the Remuneration Committee

“We are proud of the entire team for delivering excellent results and growth this year. Our focus in rewarding this performance continued to be through clear and simple remuneration plans.”

Dear Shareholder,

On behalf of the Board, I am pleased to present the Remuneration Committee’s report for the year ended 31 December 2023.

What does this report include?

In addition to my annual statement as Chair of the Remuneration Committee, this report contains:

- A summary of the Directors’ Remuneration Policy which was approved by shareholders at the 2023 AGM; and
- The Annual Report on Remuneration, which sets out payments made to the Directors for the year ended 31 December 2023 and how our Remuneration Policy is intended to be implemented in 2024.

This annual statement and the annual report on remuneration (set out on pages 115 to 125) will be subject to an advisory vote at the 2024 AGM.

Business context

As set out in the Strategic Report, 2023 was a pivotal year for Ascential as we implemented our strategic plan to deliver a managed separation of our businesses, including the Digital Commerce business and WGSN. The sale of these businesses was approved by shareholders on 18 December 2023 and completed in January 2024 and February 2024 respectively.

With regard to in-year business performance, our events continued to outstrip their pre-Covid 2019 record levels of performance generating strong organic growth both in revenue and EBITDA, as well as reported operating profit.

Looking ahead to 2024, we continue to see positive customer engagement, with booking levels for our events tracking in line with prior year indicators overall. For more information on the Company’s performance, priorities and outlook please see the Chief Executive’s statement from page 6.

Leadership changes during 2023-24

The separation and sales of the Digital Commerce and WGSN businesses required a reshaping of Ascential’s leadership team. Philip Thomas was appointed as an Executive Director and Chief Executive of Ascential on 2 January 2024 following the completion of the sale of our Digital Commerce business. Details of his remuneration are set out on page 106. Duncan Painter, the former Chief Executive of Ascential, stepped down from the Board and left the Company as part of the sale of the Digital Commerce business to serve as Chief Executive Officer of Flywheel Digital, a new practice area within Omnicom Group Inc.

In addition, independent Non-Executive Directors Joanne Harris and Charles Song also stepped down from the Board on 2 January 2024.

As set out in last year’s Directors’ Remuneration Report, the three-way separation of the Group’s businesses significantly reduced the scope of the Chief Operating Officer role previously held by Paul Harrison and so this role effectively became redundant during the year as the individual businesses were restructured internally in preparation for the sale process. As a result, Paul Harrison left the business on 30 September 2023.

Given the circumstances of the cessations of employment of Duncan Painter and Paul Harrison, both were treated as good leavers by the Remuneration Committee in relation to their participation in the Company's incentive plans. This meant both were eligible to receive 2023 annual bonus awards (subject to performance and prorated for Paul Harrison) and to retain their outstanding long-term incentive awards (also subject to pro rata reductions to reflect their periods of employment relative to their awards' vesting periods with performance to be tested at the end of the relevant performance periods). Full details of the payments in connection with their cessation of employment are set out on page 121.

Impact of Business Separation on Remuneration

The Committee's approach when assessing the impact of separation on remuneration was to ensure employees were treated fairly and individual contribution was recognised as part of the performance assessment process for employees leaving the Group and those remaining in employment. With regards to Executive Directors, in applying these principles, the Committee determined that performance conditions would continue to apply until normal vesting dates and that where adjustments were necessary (i.e. as a result of the structure of the Group changing through the performance periods), that conditions needed to be adjusted and/or restated so that the revised performance conditions were no more or less challenging than when they were originally set. Details of how these principles were implemented are set out on page 121.

2023 Remuneration highlights

Directors Remuneration Policy
The Directors' Remuneration Policy was approved at the 2023 AGM with 92% support. This Policy was a rollover of the previous policy in light of the planned reshaping of the business over 2023. The Committee will keep the operation of the Policy under review in 2024 to ensure it remains fit for purpose for the Ascential Group going forward.

The 2023 Policy therefore provides the framework for how the Committee implemented remuneration arrangements during 2023 and how Directors' pay is intended to be structured in 2024.

Remuneration Outcomes
The 2023 bonus was based on Revenue growth and Adjusted EBITDA targets. Given the strong performance in both Revenue and Adjusted EBITDA, this resulted in bonus achievement of 174.6% of target, or 87.3% of maximum, in respect of 2023 performance. The Committee considers this outcome to be appropriate in the context of the business performance and bonus outcome for the wider employee population and no discretion was therefore applied to the bonus outcome. These payments will be delivered half in cash with half deferred into shares for three years.

With regards to our 2021 LTIP, vesting was assessed over a three-year performance period to 31 December 2023 based on a challenging EPS target accounting for 75% of the award, with the remainder linked to Digital Commerce revenue. EPS performance over the period did not reach the threshold performance target and as a result 0% of this portion of the award vested. The vesting outcome for the Digital Commerce revenue target was 53%, resulting in an overall vesting for the 2021 PSP of 13%. Full details of this performance assessment are set out on page 117.

As noted in previous reports, the 2020 PSP grant was delayed from the normal grant time of March until October in response to the uncertainty presented by Covid and the consequent challenges with establishing appropriate performance conditions. Given the challenges of setting financial targets at that time, the performance condition was set based on Ascential's total shareholder return performance relative to the FTSE 250 Index (excluding investment trusts). The performance period for that award was due to end on 30 September 2023. However, given Ascential was in an extended close period than ran beyond 30 September 2023 that was caused by the sale processes for the Digital Commerce and WGSN businesses, the Committee concluded that it would not be appropriate to test the performance condition at that time. This was because the share price at that time did not reflect the terms of the business separation and subsequent return of value to shareholders which had yet to be announced to the market.

With the precise timing of the terms of the business separation and return of value yet to be defined, the Committee concluded that, subject to shareholder approval, the performance condition should be extended to enable the testing of the performance condition to take into account the shareholder value created through the separation process which had been ongoing since April 2022. The Committee determined that, in what were considered exceptional circumstances, this approach would enable the performance condition to fulfil its original intent in aligning the recipients of the award with the shareholder experience through the period once the market had full information in relation to the business separation and subsequent return of value. As a result, subject to shareholder approval at the 2024 AGM, the performance period will be extended to the conclusion of the return of value to shareholders and the value of any vesting set out in next year's Directors' Remuneration Report.

Further details of the amendment to the 2020 PSP performance period are set out in our 2024 Notice of AGM.

2023 Performance Share Plan Awards
In February 2023, the Committee granted Performance Share awards consistent with our Remuneration Policy. The incumbent CEO, Duncan Painter, and the CFO, Mandy Gradden, were granted awards to the value of 200% of salary, with the performance assessed based on Adjusted EPS growth and Digital Commerce business unit Revenue targets. Whilst at the time of setting the targets work was underway to achieve a successful separation of the Company, the Committee resolved that it was appropriate to set targets on a business-as-usual basis until such time as the terms of any separation were finalised and then to adjust the targets as necessary to ensure they remained similarly challenging and appropriate once the separation was completed. With regard to the degree of stretch in the targets, this was consistent with targets set in prior years with reference to the combined Group's internal business plans and market expectations for the Company's performance over the performance period. The COO did not receive an award given his announced departure during 2023.

The Committee granted a further award in December 2023 in connection with Philip Thomas' upcoming appointment as CEO. This award also had terms consistent with the Company's Remuneration Policy with the award granted at a value of 200% of salary and it included the same financial performance targets, subject to adjustment as a result of the separation of the Company, for 80% of the award as per the awards granted in February. For the balancing 20% of the award, it also included strategic targets aligned with maximising the benefits and value from the separation for the continuing Ascential business. These targets included three key areas linked to the long-term success of the newly separated business covering: (i) diversification of growth; (ii) shareholder experience and value creation ; and (iii) strategic projects. With different incentives having operated in different parts of Ascential in prior years, this was the first equity award granted to Philip Thomas since 2021 and so in granting the award the Committee ensured alignment of long-term objectives between the current CEO and CFO. In light of the exceptional circumstances of the separation, and to achieve full alignment between the CEO and CFO, the Committee also approved the grant of an additional exceptional 2023 top-up award to the CFO with a value of 50% of salary so that she would also be subject to the same strategic targets included in Philip Thomas' award. The overall impact of granting the top-up to the CFO was to align both the CEO and CFO such that they both had awards with common financial targets applying to 80% of their 2023 awards with the balancing 20% of their awards applying to common strategic goals to be delivered by the end of 2025. Full details of all awards granted during the year are set out on page 118.

Remuneration within Ascential
Rita Clifton, Senior Independent Non-Executive Director, is the Chair of The Ascential Forum which meets regularly and provides employees with the opportunity to discuss business issues with an Independent Non-Executive Director. The Forum is designed to cover a broad range of topics, including our approach to governance and remuneration. The feedback received by Rita Clifton is presented to the Board and its committees for consideration.

With regard to the impact of the separation on employees, the same principles detailed earlier applied to all employees. Given the nature of Ascential's businesses, and the geographies that the Company has historically operated in, there were a number of tailored pay structures in operation. In all cases, employees were treated fairly in relation to the separation and both Company and individual performance was taken into account when determining the incentive awards due to those leaving and remaining with the Group.

Implementation of Remuneration Policy in 2024

On appointment as Executive Director and Chief Executive on 2 January 2024, Philip Thomas had his salary set at £580,000. The salary was set having had regard to market rates of pay in other similar sized businesses and the salaries within the Senior Leadership Team to ensure an appropriate relativity between roles.

Our usual practice is to review Executive Directors' salaries with effect from 1 April each year. With our UK salary budget set at 4% of salary, the Committee awarded a salary increase of 3% of salary to the CFO resulting in a salary of £450,043 effective 1 April 2024. Given the timing of the CEO's appointment, he will not be eligible for a salary increase in April 2024.

The 2024 annual bonus will continue to operate on similar terms as in prior years with a maximum opportunity of 125% of salary. The bonus will be assessed against challenging Revenue and Operating Profit targets. Operating Profit has replaced the Adjusted EBITDA metric used in 2023 as it is a broader measure of profitability and a key performance metric for the Ascential business post separation. In line with the Policy, 50% of any bonus earned will be the subject of deferral into Ascential shares for a period of three years.

The 2024 Performance Share Plan will also operate on similar terms to prior years, with awards of 200% of salary to be granted to the CEO and CFO. The performance targets have been reviewed, and in line with the key long-term financial priorities and reflecting a renewed objective of aligning the full leadership team on the common objectives of delivering profitable growth, will be based on challenging Adjusted EPS, Adjusted Operating Profit and Revenue targets for the continuing Ascential operations.

Committee composition, skills and experience

Gillian Kent and Rita Clifton remained in their positions as Committee members throughout the year. The Committee has solely comprised Independent Non-Executive Directors throughout the year, in compliance with the UK Corporate Governance Code.

Role of the Committee

The Committee's primary role is to determine the remuneration of the Executive Directors and the Senior Leadership Team and to determine the Remuneration Policy for the Executive Directors, as well as monitoring its ongoing appropriateness and relevance. The key responsibilities of the Committee are summarised on page 90 of the Corporate Governance Report and further details on the Committee's roles and responsibilities can be found in our Terms of Reference on our website ascential.com.

The Committee met four times during 2023. All members of the Committee attended all meetings and, by invitation, were joined by the EVP, People and other members of the senior management team where it was deemed appropriate. The Committee continued to receive independent external advice from Korn Ferry.

I am satisfied that the Committee received information on a timely basis and that the meetings were scheduled adequately to enable members to have an informed discussion and debate.

Committee effectiveness

The Committee's effectiveness was included in the annual review of Board effectiveness which confirmed that the Committee has operated effectively throughout 2023.

Conclusion

2023 has been a transformational year for the Group and this report provides the context for the decisions we have taken during the year. I hope you understand the rationale for our approach and look forward to receiving your support at our 2024 AGM, where I will be available to respond to any questions shareholders may have on this report in relation to any of the Committee's activities.

Judy Vezmar
Chair of the Remuneration Committee
25 March 2024

Directors' remuneration policy

Approved by shareholders at the 2023 AGM with 92% support.

This part of the Remuneration Report sets out Ascential's Remuneration Policy for its Executive and Non-Executive Directors. The policy was developed considering the principles of the 2018 UK Corporate Governance Code and guidelines from major investors.

What is the role of the Remuneration Committee?

The Remuneration Committee ("the Committee") has responsibility for determining the overall pay policy for Ascential. In particular, the Committee is responsible for:

- determining the framework or broad policy for the fair remuneration of Ascential's Executive Directors, and certain other senior management including the direct reports of the Chief Executive Officer;
- approving their remuneration packages and service contracts, giving due regard to the UK Corporate Governance Code as well as the Financial Conduct Authority's rules and associated guidance;
- ensuring that the Remuneration Policy is adequate and appropriate to attract, motivate and retain personnel of high calibre and provides, in a fair and responsible manner, reward for their individual contributions;
- reviewing the ongoing appropriateness and relevance of the Remuneration Policy, overseeing any major changes in remuneration and employee benefits structures throughout Ascential;
- consulting with shareholders and their advisory bodies in advance of significant changes to Remuneration Policy;
- approving the design of, and determining targets for, performance-related pay schemes operated by Ascential and approving the total annual payments made under such schemes; and
- reviewing the design of all share incentive plans for approval by the Board and shareholders. For any such plans, the Committee determines each year whether awards will be made and, if so, the overall amount of such awards, the individual awards to Executive Directors and other senior management, and the performance targets to be used.

Policy Overview

When setting the policy for Directors' remuneration, the Committee takes into account the overall business strategy and risk tolerance, considering the long-term interest of the Company with a view to adequately attracting, retaining and rewarding skilled individuals and delivering rewards to shareholders. Consistent with these principles, the Committee has agreed a Remuneration Policy which will:

- provide a simple remuneration structure which is easily understood by all stakeholders;
- attract, retain and motivate executives and senior management in order to deliver the Company's strategic goals and business outputs;
- promote the long-term success of the business;
- provide an appropriate balance between fixed and performance-related, and immediate and deferred remuneration to support a high-performance culture;
- adhere to the principles of good corporate governance and best practice;
- align executives with the interests of shareholders and other external stakeholders; and
- consider the wider pay environment, both internally and externally.

Furthermore, the Committee is satisfied that the Remuneration Policy and its application takes due account of the six factors listed in the UK Corporate Governance Code:

Clarity – our policy is well understood by our management team and has been clearly articulated to our shareholders.
A key part of our Chief People Officer's role is engaging with our wider employee base on all our "People Matters" (including remuneration) and we monitor the effectiveness of this process through the feedback received.

Simplicity – the Committee is very mindful of the need to avoid overly complex remuneration structures which can be misunderstood and/or deliver unintended outcomes. Therefore, one of the Committee's objectives is to ensure that our executive remuneration policies and practices are as simple to communicate and operate as possible, while also supporting our strategy.

Risk – our Remuneration Policy is designed to ensure that inappropriate risk-taking is not encouraged and will not be rewarded via (i) the balanced use of both short- and long-term incentive plans and (ii) malus/clawback provisions.

Predictability – our incentive plans are subject to individual caps, with our share plans also subject to market standard dilution limits. The scenario charts on page 112 illustrate how the rewards potentially receivable by our Executive Directors vary based on performance delivered and share price growth.

Proportionality – there is a clear link between individual awards, delivery of strategy and our long-term performance. In addition, the significant role played by the value of reward through equity with post-employment holding requirements, together with the structure of the Executive Directors' service contracts, ensures that poor performance is not rewarded.

Alignment to culture – Ascential has a relentless focus on delivering for our customers and this is fully aligned with our Remuneration Policy in that employee personal success is directly linked to our values through the short-term incentive plans and targets we operate. This is especially the case at the most senior levels within our business.

How are wider employment conditions considered?

The Committee seeks to ensure that the underlying principles which form the basis for decisions on Executive Directors' pay are consistent with those on which pay decisions for the rest of the workforce are taken. For example, the Committee takes into account the general salary increase for the broader employee population when conducting the salary review for the Executive Directors. With effect from 1 April 2023, the salary increases awarded to the Executive Directors were at 3.5% of salary which was at a discount to the UK salary budget of 4.5%. The lower rate of executive increase enabled higher increases to be awarded to the wider workforce at a time of historically high rates of general inflation.

The Company operates UK and International Sharesave and US Stock Purchase saving plans for employees wishing to invest in the Company's shares. A formal employee consultation on remuneration is not operated; however, employees are able to provide feedback on the Company's remuneration policies to their managers or the People Team informally, as well as through the employee engagement survey and formal performance review process.

The Ascential Employee Forum was established in 2020 and continued to provide an additional channel for consulting with employees on issues affecting them, including Remuneration Policy. Fixed ratios between the total remuneration levels of different roles in Ascential are not applied, as this may prevent us from recruiting and retaining the necessary talent in competitive employment markets. We do operate a formal job banding framework, which helps to ensure that remuneration is appropriate and consistent across the organisation.

The Executive Directors' Remuneration Policy (as set out on pages 107 to 114) reflects differences compared to the broader employee base that are appropriate to leadership to ensure alignment with shareholder interests. A greater weight is placed on performance-based pay through the quantum and participation levels in incentive schemes. Different incentive structures operate below Board that are tailored in recognition of market practice in each business and its geographical footprint.

What changes are we making to the Directors' Remuneration Policy?

The Committee reviewed the Policy and its operation in the context of the separation of the Digital Commerce and WGSN businesses and concluded that it remained appropriate for 2024. As a result, no changes are being made to the current policy.

Are the views of shareholders considered?

The Committee values and is committed to dialogue with shareholders. We will continue to carefully consider any shareholder feedback received in relation to the AGM this year and in future. As with the Directors' Remuneration Policy proposed for approval at the 2023 AGM, the Committee will continue to engage proactively with shareholders and ensure that shareholders are consulted in advance where any material changes to the Directors' Remuneration Policy are proposed.

What are the elements of Executive Directors' Pay?

Element	Purpose and link to strategy	Operation	Opportunity
Base Salary	Provides a competitive and appropriate level of basic fixed pay appropriate to recruit, retain and reward Directors of a suitable calibre to deliver the Company's strategic goals and business outputs. Reflects an individual's experience, performance and responsibilities within Ascential.	Set at a level which provides a fair reward for the role and which is competitive amongst relevant peers. Normally reviewed annually with any changes taking effect from 1 April each year. Set taking into consideration individual and Company performance, the responsibilities and accountabilities of each role, the experience of each individual, his or her marketability and Ascential's key dependencies on the individual. Reference is also made to salary levels amongst relevant peers and other companies of equivalent size and complexity. The Committee considers the impact of any base salary increase on the total remuneration package.	Increases will normally be in line with the general increase for the broader employee population, considering factors such as performance of the Company and external factors such as inflation. More significant increases than standard may be awarded from time to time to recognise, for example, development in role and change in position or responsibility, as are also considered for the wider workforce for the same reasons. Current salary levels are disclosed in the Annual Report on Remuneration.
Benefits	Provides market competitive and appropriate benefits package.	Benefits provided may include private medical insurance, life assurance and income protection insurance. The benefits provided may be subject to minor amendment from time to time by the Committee within this policy. In addition, Executive Directors are eligible for other benefits which are introduced for the wider workforce on broadly similar terms. The Company may reimburse any reasonable business-related expenses incurred in connection with their role (including tax thereon if these are determined to be taxable benefits).	There is no overall maximum level of benefits provided to Executive Directors, and the level of some of these benefits is not pre-determined but may vary from year to year based on the overall cost to the Company. However, the Committee monitors annually the overall cost of the benefits provided to ensure that it remains appropriate.

Element	Purpose and link to strategy	Operation	Opportunity
Pension	Provides a competitive and appropriate pension package.	Each Executive Director has the right to participate in the pension scheme operated by the Company either via a contribution into the Company's defined contribution plan, or via an alternative cash allowance.	Pension contributions and/or cash allowances are set at 9% of base salary for Executive Directors appointed prior to 2020 taking into account their service in post and the approach to pensions applied to the wider UK workforce. For Executive Directors who joined after the 2020 policy was approved, the Company contribution will align with the pension provision to the wider UK workforce with executives eligible to receive a maximum Company contribution to a pension scheme or a cash payment on the following scale: 5% of salary: less than 5 years' service; 7% of salary: less than 10 years' service; and 9% of salary: greater than 10 years' service.
All-employee share plans	Encourages employee share ownership and therefore increases alignment with shareholders.	Ascential may from time to time operate tax-approved share plans (such as HMRC approved Save As You Earn Option Plan and Share Incentive Plan) for which Executive Directors could be eligible.	The schemes are subject to the limits set by HMRC or appropriate tax authority from time to time.
Annual bonus	Incentivises the execution of key annual goals by rewarding performance against targets aligned to delivery of strategy. Compulsory deferral of a portion of bonus into Ascential shares provides alignment with shareholders.	Paid annually, bonuses will be subject to achievement of stretching financial performance measures. The Committee also has discretion to introduce non-financial and/or strategic measures in future years. It is intended, however, that financial measures will determine the majority of the annual bonus opportunity. 50% of the bonus will normally be deferred into awards over shares under the Deferred Annual Bonus Plan ("DABP"), with awards normally vesting after a three-year period. Executive Directors have the flexibility to voluntarily elect to defer up to 100% of any bonus earned into shares for three years. Recovery and withholding provisions are in operation across the annual bonus and the DABP in certain circumstances, including where there has been a misstatement of accounts, an error in assessing any applicable performance conditions, or in the event of misconduct on the part of the participant. The Committee has discretion to adjust bonus outcomes having had regard to overall corporate performance.	The maximum bonus payable to Executive Directors is 125% of base salary with 50% of maximum payable for on-target performance (62.5% of salary). 0% of salary is paid for threshold performance. Dividends may accrue on DABP awards over the vesting period and be paid out either as cash or as shares on vesting.

Element	Purpose and link to strategy	Operation	Opportunity
Performance Share Plan ("PSP")	Rewards the achievement of sustained long-term performance that is aligned with shareholder interest. Facilitates share ownership to provide further alignment with shareholders.	Annual awards of performance shares that normally vest after three years subject to performance conditions and continued service. Performance is normally tested over a period of at least three financial years. For the awards to be granted in 2024, awards will be subject to targets based on growth in Adjusted EPS, Operating Profit and Revenue. Different performance measures and/or weightings may be applied for future awards as appropriate. At least 50% of future awards will be subject to financial measures which will normally be a profit measure. The Committee will consult in advance with major shareholders prior to any significant changes being made. Following vesting, a further two-year holding period will apply to the awards whereby Executive Directors will be restricted from selling the net-of-tax shares which vest. Recovery and withholding provisions operate in certain circumstances, including where there has been a misstatement of accounts, an error in assessing any applicable performance conditions, or in the event of misconduct on the part of the participant. These provisions apply for at least three years from the date on which an award vests.	The normal maximum opportunity is 200% of base salary. In exceptional circumstances this may be increased to 250% of salary. Subject to the Remuneration Committee's discretion to amend formulaic outputs, for achievement of the threshold level of performance (the minimum level of performance for vesting to occur), up to 25% of the maximum opportunity will vest for each element, rising on a graduated scale up to 100% of each element vesting for achieving the maximum level of performance. Dividends may accrue on PSP awards over the vesting period and be paid out either as cash or as shares on vesting in respect of the number of shares that have vested.
Shareholding guideline	Encourages Executive Directors to build a meaningful shareholding in Ascential so as to further align interests with shareholders.	Each Executive Director must build up and maintain a shareholding in Ascential equivalent to 200% of base salary. If an Executive Director does not meet the guideline, they will be expected to retain at least half of the net shares vesting under the Company's discretionary share-based employee incentive schemes until the guideline is met.	Not applicable
Post-employment share ownership requirements	Ensures there is an appropriate amount of 'tail risk' for executives post cessation of employment.	Executives leaving employment as good leavers (e.g. due to retirement) will continue to hold share awards until the later of their original vesting date or the conclusion of a holding period on the vested shares. Deferred share bonus awards and PSP awards will only be eligible to vest at the normal vesting date (i.e. three years from grant and subject to performance in the case of the PSP) and vested PSP shares subject to a holding period will remain subject to the holding period (i.e. vesting and release will not be brought forward from year 5 to year 3). An exceptional circumstances provision will apply so that these provisions could be overridden (e.g. in the event of death). Bad leavers' share awards will lapse on cessation of employment.	Not applicable

What discretion does the Committee retain in operating the incentive plans?

The Committee operates Ascential's various incentive plans according to their respective rules. To ensure the efficient operation and administration of these plans, the Committee retains discretion in relation to a number of areas. Consistent with market practice, these include (but are not limited to) the following:

- Selecting the participants;
- The timing of grant and/or payments;
- The size of grants and/or payments (within the limits set out in the policy table above);
- The extent of vesting based on the assessment of performance;
- Determination of good leaver and, where relevant, the extent of vesting in the case of the share-based plans;
- Treatment in exceptional circumstances such as change of control, in which the Committee would act in the best interests of Ascential and its shareholders;
- Making the appropriate adjustments required in certain circumstances (e.g. rights issues, corporate restructuring events, variation of capital and special dividend);
- Cash settling awards; and
- The annual review of performance measures, weightings and setting targets for the discretionary incentive plans from year to year.

Any performance conditions may be amended or substituted if one or more events occur which cause the Committee to reasonably consider that the performance condition would not without alteration achieve its original purpose. Any varied performance condition would not be materially less difficult to satisfy in the circumstances.

How does the Committee choose performance measures and set targets?

The performance metrics used for the annual bonus plan and PSP have been selected to reflect Ascential's key performance indicators.

The annual bonus is based on performance against a stretching combination of financial measures, with the flexibility to include non-financial performance measures if considered to be appropriate. The financial measures are set taking account of Ascential's key operational objectives but will typically include a measure of profitability such as Operating Profit (which is also closely correlated with the generation of cash) and/or revenue (which reflects the Company's growth focus) as these are key performance indicators. In 2024, the annual bonus will be measured on revenue (50%) and profit (50%) targets.

The performance conditions for the PSP will be weighted towards financial performance and include metrics weighted towards long-term value creation (e.g. a combination of Adjusted EPS and revenue performance). Revenue growth is as an appropriate metric as it is a key long-term strategic priority.

A sliding scale of challenging performance targets is set for both of these measures and further details of the targets applied are set out in the Annual Report on Remuneration.

The Committee will review the choice of performance measures and the appropriateness of the performance targets prior to each PSP grant.

Different performance measures and/or weightings may be applied for future awards as appropriate. However, the Committee will consult in advance with major shareholders prior to any significant changes being made.

What about pre-existing arrangements?

In approving this Directors' Remuneration Policy, authority is given to the Remuneration Committee to honour any commitments entered into with current Directors that pre-date the approval of the policy. Details of any payments to current or former Directors will be set out in the Annual Report on Remuneration if and when they arise.

How does the executive pay policy differ from that for other Ascential employees?

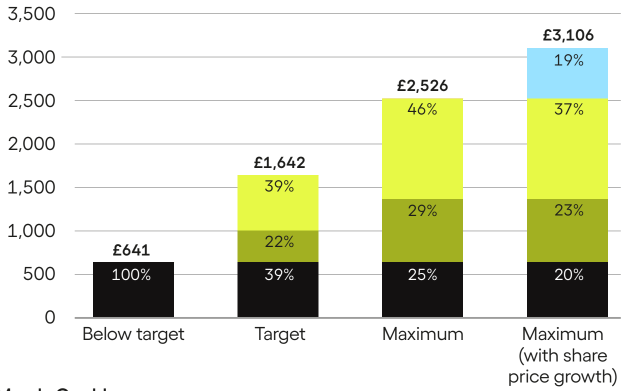
The Remuneration Committee considers the Executive Directors' remuneration in the context of the wider employee population. All of the Company's employees have the opportunity to participate in share-based rewards such as SAYE, and the wider leadership team of the Company participate in annual bonus arrangements. The Remuneration Policy for the Executive Directors is more heavily weighted towards variable pay than for other employees, to make a greater part of their pay conditional on the successful delivery of business strategy. This aims to create a clear link between the value created for shareholders and the remuneration received by the Executive Directors. Different incentive structures operate below the Board that are tailored in recognition of market practice in each business and its geographical footprint.

How much could an Executive Director earn under the Remuneration Policy?

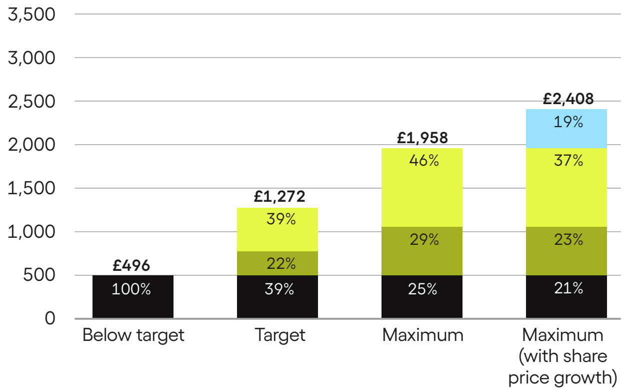
A significant proportion of total remuneration is linked to Company performance, particularly at maximum performance levels.

The chart below illustrates how the Executive Directors' potential reward opportunity varies under three different performance scenarios: fixed pay only, on-target and at maximum. Illustrations are intended to provide further information to shareholders regarding the pay for performance relationship. Actual pay delivered will be influenced by changes in share price and the vesting levels of awards.

Philip Thomas
CEO £'000



Mandy Gradden
CFO £'000



Fixed Pay Annual Bonus LTIP 50% share price growth on LTIP

The Executive Directors can participate in all-employee share schemes on the same basis as other employees. The value that may be received under these schemes is subject to tax-approved limits. For simplicity, the value that may be received from participating in these schemes has been excluded from the above charts.

What would a new Executive Director be paid?

The ongoing remuneration package for a new Executive Director would be set in accordance with the terms of Ascential's shareholder-approved Remuneration Policy at the time of appointment and the maximum limits set out therein. It is the Remuneration Committee's policy that no ongoing special arrangements will be made, and in the event that any deviation from standard policy is required to recruit a new hire on an ongoing basis, approval would be sought at the Annual General Meeting.

Base salary levels will be set in accordance with Ascential's Remuneration Policy, taking into account the experience and calibre of the individual. Salaries may be set at a below-market level initially with a view to increasing them to the market rate subject to individual performance and developing into the role by making phased above-inflation increases.

Benefits will be provided in line with those offered to the other Executive Directors, taking account of local market practice.

What would the ongoing incentive arrangements be for a newly appointed Executive Director?

Currently, for an Executive Director, annual bonus payments will not exceed 125% of base salary and PSP awards would not normally exceed 200% of base salary (not including any arrangements to replace forfeited entitlements).

Where necessary, specific annual bonus and PSP targets and different vesting and/or holding periods may be used for an individual for the first year of appointment if it is appropriate to do so to reflect the individual's responsibilities and the point in the year in which they joined the Board. A PSP award can be made shortly following an appointment (assuming the Company is not in a close period).

What payments could a newly appointed Executive Director receive beyond the policy?

The Committee retains flexibility to offer additional cash and/or share-based awards on appointment to take account of remuneration or benefit arrangements forfeited by an Executive on leaving their previous employer. If shares are used, such awards may be made under the terms of the PSP or as permitted under the Listing Rules.

Such payments would take into account the nature of awards forfeited and would reflect (as far as possible) performance conditions, the values foregone and the time over which they would have vested or been paid. Awards may be made in cash if the Company is in a prohibited period at the time an Executive joins the Company.

The Committee may also agree that the Company will meet certain relocation, legal, tax equalisation and any other incidental expenses as appropriate so as to enable the recruitment of the best people including those who would need to relocate.

What about an internal appointment?

In the case of an internal Executive Director appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its terms, and adjusted as relevant to take into account the appointment. In addition, any other ongoing remuneration obligations existing prior to appointment may continue. Where a temporary internal promotion occurs, base salary may be subject to an adjustment to better reflect the temporary role or an additional allowance may be payable to reflect the additional responsibilities for the period they operate.

Are the Executive Directors allowed to hold external appointments?

Executive Directors are permitted to accept external appointments with the prior approval of the Board and where there is no impact on their role with Ascential. The Board will determine on a case-by-case basis whether the Executive Directors will be permitted to retain any fees arising from such appointments.

What are the Executive Directors' terms of employment? What are their notice periods?

The Executive Directors have entered into service agreements with an indefinite term that may be terminated by either party on 12 months' written notice. Contracts for new appointments will be terminable by either party on a maximum of 12 months' written notice.

What payments will an Executive Director receive when they leave the Company?

An Executive Director's service contract may be terminated summarily without notice and without any further payment or compensation, except for sums accrued up to the date of termination, if they are deemed to be guilty of gross misconduct or for any other material breach of the obligations under their service agreements.

The Company may suspend the Executive Directors or put them on a period of garden leave during which they will be entitled to salary, benefits and pension only.

If the employment of an Executive Director is terminated in other circumstances, compensation may include base salary due for any unexpired notice period, pro rata bonus (normally based on performance assessed after the year end), and any amount assessed by the Committee as representing the value of other contractual benefits which would have been received during the period. The Company may choose to continue providing some benefits instead of paying a cash sum, representing their cost. The cash element of any annual bonus paid to a departing Executive Director would normally be paid at the normal payment date, and reduced pro rata to reflect the actual period worked.

Any statutory entitlements or sums to settle or compromise claims in connection with a termination (including, at the discretion of the Committee, reimbursement for tax or legal advice and provision of outplacement services) would be paid as necessary.

Executive Directors' service contracts are available for inspection at Ascential's registered office during normal business hours and will be available for inspection at the AGM.

How are outstanding share awards treated when an Executive Director leaves Ascential?

Any share-based entitlements granted to an Executive Director under Ascential's share plans will be treated in accordance with the relevant plan rules. Usually, any outstanding awards lapse on cessation of employment. However, in certain prescribed circumstances, such as death, injury, disability, retirement with the consent of the Committee, the sale of the entity that employs him/her out of Ascential or any other circumstances at the discretion of the Committee, "good leaver" status may be applied.

For good leavers under the PSP, outstanding awards will normally vest at the original vesting date to the extent that the performance condition has been satisfied, and would normally be reduced on a pro-rata basis to reflect the period of time which has elapsed between the grant date and the date on which the participant ceases to be employed by the Company. The Committee retains the discretion to vest awards (and measure performance accordingly) on cessation and/or to disapply time prorating. However, it is envisaged that this would only be applied in exceptional circumstances in line with the Company "post cessation of employment share ownership guideline". For good leavers under the DABP, unvested awards will vest at the original vesting date unless the Committee exercises its discretion and allows the award to vest in full on, or shortly following, the date of cessation. However, in line with the Company "post cessation of employment share ownership guideline" it is envisaged this would only be applied in exceptional circumstances.

In determining whether a departing Executive Director should be treated as a "good leaver", the Committee will take into account the performance of the individual and the reasons for their departure.

What happens to their outstanding share awards if there is a takeover or other corporate event?

Outstanding awards on a takeover or winding up of the Company will vest early to the extent that the performance condition has been satisfied, and would normally be reduced on a pro rata basis to reflect the period of time which has elapsed between the grant date and the date of the takeover or other corporate event, although the Committee would retain discretion to waive time pro-rating of an award if it regards it as appropriate to do so in the particular circumstances.

In the event of a demerger, special dividend or other event which, in the opinion of the Committee, may affect the current or future value of shares, the Committee may decide that awards will vest on a basis which would apply in the case of takeover. In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company, unless the Committee decides that awards should vest on a basis which would apply in the case of a takeover.

How are the Non-Executive Directors paid?

Element	Purpose and link to strategy	Operation	Opportunity
Non-Executive Director fees	To attract and retain a high-calibre Chair and Non-Executive Directors by offering market competitive fee levels.	The Company Chair is paid an annual fee. The Non-Executives (including the Senior Independent Director) are paid a basic fee, with the Chairs of the main Board Committees, the Senior Independent Director and the Non-Executive Director designated as the employee representative, being paid additional fees to reflect the extra responsibilities and time commitments. If there is a temporary yet material increase in the time commitments for Non-Executive Directors, the Board may pay extra fees on a pro rata basis to recognise the additional workload. The level of fees is reviewed periodically by the Committee and CEO for the Company Chair, and by the Company Chair and Executive Directors for the Non-Executive Directors, and is set taking into consideration market levels in comparably sized FTSE companies, the time commitment and responsibilities of the role and to reflect the experience and expertise required. The Company Chair and the Non-Executive Directors are not eligible to participate in incentive arrangements or to receive benefits save that they are entitled to reimbursement of reasonable business expenses and any tax thereon.	The fees are subject to maximum aggregate limits as set out in the Company's Articles of Association (£2,000,000). The Committee is guided by the general increase for the broader employee population, but on occasions may need to recognise, for example, changes in responsibility, and/or time commitments. Current fee levels are disclosed in the Annual Report on Remuneration.

What would a new Chair or Non-Executive Director be paid?

For a new Chair or Non-Executive Director, the fee arrangement would be set in accordance with the approved Remuneration Policy in force at that time.

What are the terms of appointment for the Chair and Non-Executive Directors?

All Non-Executive Directors have letters of appointment with the Company for an initial period of three years (save for the Chair who is appointed for a nine-year term), subject to annual re-election by the Company at a general meeting.

The appointment of each Chair and Non-Executive Director may be terminated by either party with three months' notice. The appointment of each may also be terminated at any time if they are removed as a Director by resolution at a general meeting or pursuant to the Articles, provided that in such circumstances the Company will (except where the removal is by reason of their misconduct) pay the Chair or Non-Executive an amount in lieu of their fees for the unexpired portion of his or their notice period.

Directors' letters of appointment are available for inspection at the registered office of Ascential during normal business hours and will be available for inspection at the AGM.

Dates of Directors' service contracts/letters of appointment

	Date of service contract/appointment	Unexpired term of contract
Executive Directors		
Duncan Painter[1]	4 January 2016	Rolling contract
Mandy Gradden	4 January 2016	Rolling contract
Paul Harrison[2]	11 January 2021	Rolling contract
Philip Thomas	2 January 2024	Rolling contract
Non-Executive Directors		
Scott Forbes	11 January 2016	n/a
Suzanne Baxter	5 January 2021	n/a
Rita Clifton	12 May 2016	n/a
Joanne Harris[1]	1 April 2021	n/a
Gillian Kent	21 January 2016	n/a
Charles Song[1]	1 October 2020	n/a
Judy Vezmar	21 January 2016	n/a

1 Stepped down from the Board on 2 January 2024
2 Stepped down from the Board on 30 September 2023

Annual report on remuneration

Subject to an advisory vote at the 2024 AGM.

This report has been prepared in accordance with the provisions of the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). This report has also been prepared in line with the recommendations of the 2018 UK Corporate Governance Code.

This part of the Directors' Remuneration Report sets out a summary of how the Directors' Remuneration Policy was applied during 2023. The policy in place for the year was approved by shareholders at the 2023 AGM. This Annual Report on Remuneration will be subject to an advisory vote at the 2024 AGM. Various disclosures in this report about the Directors' remuneration have been audited by Ascential's independent auditor, KPMG LLP. Where information has been audited, this has been clearly indicated.

What is the composition of the Remuneration Committee?

The Committee is made up of independent Non-Executive Directors and there is cross-membership with the Audit Committee, whose remit includes review of risk management, to ensure that there is alignment between the Group's key risks and its Remuneration Policy. Regular attendees include the external remuneration adviser, Chief Executive, EVP, People and the VP, Reward. No attendee is present when their own individual remuneration is being discussed.

Committee attendance during the year

The Committee held four formal meetings during the year, and additionally met informally several times to discuss any matters arising. All members attended all meetings.

Key activities of the Committee

The Committee's key activities during the 2023 financial year were:

- discussion and approval of the approach to executive and senior management remuneration for 2023 in light of the planned separation of the Digital Commerce and WGSN businesses;
- reviewing base salaries for Executive Directors and senior management;
- approving the 2022 bonus outcome for Executive Directors and senior management;
- setting 2023 bonus targets for Executive Directors and approving them for senior management;
- approving awards under the Company's share plans, including associated performance conditions;
- approving the 2022 Remuneration Committee Report;
- setting the appointment terms of Philip Thomas, appointed Executive Director and Chief Executive on 2 January 2024; and
- approving the treatment of the former CEO's remuneration in connection with his departure to lead the Flywheel Digital business which was sold to Omnicom Group Inc in January 2024, and the treatment of the COO's remuneration following his departure in September 2023.

Total remuneration for the financial year to 31 December 2023 (Audited)

The following table reports the total remuneration receivable in respect of qualifying services by each Director for the year ended 31 December 2023.

£'000		Salary & fees	Taxable benefits[1]	Pension[2]	Total Fixed Pay	Annual Bonus[3]	Long-Term Incentive[4,8]	Total Variable Pay	Total Remuneration
Executive									
Duncan Painter	2023	585	13	53	651	637	70	707	1,358
	2022	566	9	51	626	322	–	322	948
Mandy Gradden	2023	433	5	39	477	473	67	540	1,017
	2022	420	5	38	463	239	–	239	702
Paul Harrison[5]	2023	361	5	17	383	377	44	421	804
	2022	459	6	23	488	261	–	261	749
Non-Executive									
Scott Forbes (Chair)	2023	231	–	–	231	–	–	–	231
	2022	220	–	–	220	–	–	–	220
Suzanne Baxter	2023	77	–	–	77	–	–	–	77
	2022	65	–	–	65	–	–	–	65
Rita Clifton	2023	67	–	–	67	–	–	–	67
	2022	65	–	–	65	–	–	–	65
Joanne Harris[6]	2023	63	–	–	63	–	–	–	63
	2022	63	–	–	63	–	–	–	63
Funke Ighodaro[7]	2023	–	–	–	–	–	–	–	–
	2022	41	–	–	41	–	–	–	41
Gillian Kent	2023	57	–	–	57	–	–	–	57
	2022	55	–	–	55	–	–	–	55
Charles Song[6]	2023	61	–	–	61	–	–	–	61
	2022	59	–	–	59	–	–	–	59
Judy Vezmar	2023	75	–	–	75	–	–	–	75
	2022	65	–	–	65	–	–	–	65
Total	**2023**	**2,010**	**23**	**109**	**2,142**	**1,487**	**181**	**1,668**	**3,810**
Total	2022	**2,078**	20	**112**	**2,210**	822	–	822	**3,032**

1 Benefits include private medical insurance, life assurance, income protection insurance and, in the case of the Chief Executive, use of a company driver.
2 Pension amounts are the cash allowance paid in lieu of pension contributions which are calculated as 9% of salary for the CEO and CFO, and 5% for the COO.
3 Bonus was calculated as a percentage of annual salary received during the year – i.e. prorated for salary increase in April each year. Any bonus amounts to be deferred under the Deferred Annual Bonus Plan are shown in the bonus figure for the year in which they were awarded.
4 The PSP award granted in September 2021 has a performance period ended 31 December 2023 and will vest in September 2024 at a level of 13%. As vesting is post the year end, an average share price for Q4 2023 has been used to calculate the long-term incentive value in the above table. See page 117 for details of the performance conditions.
5 Paul Harrison ceased to be a director of Ascential plc with effect from 30 September 2023.
6 Charles Song and Joanne Harris' fees are paid in local currency (Hong Kong dollar and US dollar respectively). Their fees were fixed in local currency on their appointment and therefore the GBP amount of their fees varies according to movement in the GBP exchange rate.
7 Funke Ighodaro resigned from the Board with effect from 9 September 2022.
8 The 2020 LTIP has a vesting date that is the later of 1 October 2023 and the date of testing the performance conditions. As set out in the Remuneration Committee Chair's Annual Statement, subject to shareholder approval, the performance period is to be extended and as a result any value attributable to the 2020 LTIP will be included in next year's Annual Report on Remuneration.

The aggregate gain for Duncan Painter in the year from the exercise of options under the DABP was £113,906 based on the market price on the date of exercise of £2.68. There were no gains made in 2023 by Mandy Gradden or Paul Harrison.

Duncan Painter was also a Non-Executive Director of ITV plc until 30 November 2023 and received fees totalling £66,941 in 2023 (2022: £70,425) from that external appointment. Paul Harrison was a Non-Executive Director of Darktrace plc and received fees totalling £71,316 in 2023 (2022: USD 114,992) from that external appointment. Mandy Gradden was appointed as a Non-Executive Director of Spectris plc in October 2023 and received fees totalling £13,408 from that external appointment (2022: £nil).

How was the annual bonus payment determined? (Audited)

The bonus targets for the year, performance against these targets, and the resulting payouts are set out below. At the time of setting the targets, the Committee considered the target ranges to provide an appropriate balance between being achievable at the bottom end of the performance ranges and providing a stretch target at the top end of the ranges. The targets were considered similarly demanding to those set for 2022 allowing for changes to the Company's portfolio of businesses. The targets were subject to an appropriate adjustment to reflect material M&A activity during the year with this approach ensuring that the targets were no less challenging than when originally set.

	Weighting	Threshold		Target		Maximum		Actual		
Target	%	Required result	Payout as % of maximum	Required result	Payout as a % of maximum	Required result	Payout as a % of maximum	Actual result	Payout as a % of maximum	Payout as % of target
Revenue (£'m)	50	521.4	0	579.3	50	585.1	100	584.8	97.4	194.7
EBITDA (£'m)	50	109.7	0	121.9	50	124.9	100	123.5	77.2	154.4
Total	**100**								**87.3**	**174.6**

The Committee confirmed that this payout level was appropriate in the overall context of the Company's financial performance in 2023. In approving bonus awards the Committee noted that the Company delivered strong performance during the year, and realised the strategic plan to separate the Digital Commerce and WGSN businesses. No discretion to adjust payouts was therefore required. Half of the bonus will be deferred into shares for three years under the Deferred Annual Bonus Plan.

What equity awards have been included in the single figure table? (Audited)

The Executive Directors received an award in 2021 under the Performance Share Plan ("PSP") which vests to the extent performance conditions are met over the period to 31 December 2023, with targets based on EPS and Digital Commerce Business Unit performance. Details of the performance assessment and the vesting are summarised below.

Performance metric	Weighting	Threshold performance	Threshold vesting	Maximum performance	Actual performance	Proportion of award to vest
Adjusted EPS (FY23)	75%	14.3p	25%	18.9p	10.2p	0%
Digital Commerce Business Unit Revenue	25%	£246m	25%	£307m	270.0m	53%
Total						**13%**

With regards to the EPS performance target, the Committee considered whether any adjustments were necessary to ensure that material events during the measurement period had not made the performance conditions materially more or less difficult to satisfy. Consistent with historic methodology, the Committee considered the impact on the performance condition, and subsequent vesting, if it increased the targets for material M&A through the period and reduced the targets for divested bushiness through the period. Making these adjustments would ensure that the targets were no more or less challenging than when they were originally set. However, having considered the impact, the vesting result was the same as on the basis of the original targets set out above and there was no vesting for this part of the award.

With regards to the Digital Commerce Business Revenue target, consistent with the principles detailed above for EPS, and the intent when the target was set, the targets were increased to take account of the acquisitions of OneSpace, Sellics, WhyteSpyder, Intrepid and 4K Miles. This resulted in the targets being increased with reference to the acquisition cases so that the threshold target was increased from £179m to £246m and the maximum target from to £224m to £307m. The Committee was comfortable that these adjustments resulted in the target being similarly challenging to the original target allowing for the acquisitions made through the period and were comfortable that the vesting outcome was a fair reflection of the performance delivered.

Based on this performance assessment, the table below illustrates the value receivable under the 2021 Awards. Any shares vesting will be subject to a two-year holding period.

Award holder	Number of awards granted	Number of shares to lapse due to proration	Payout (% of maximum)	Number of shares due to vest	Value from share price increase[1]	Value of dividend equivalents[2,3]	Total value vesting[3]
Duncan Painter	267,748	59,364	13%	27,090	Nil	Nil	70,339
Mandy Gradden	198,583	-	13%	25,816	Nil	Nil	67,031
Paul Harrison	189,850	58,375	13%	17,092	Nil	Nil	44,379

1 There was no share price appreciation from the date of grant (£4.148) to the three-month average share price to 31 December 2023 (£2.60).
2 There were no dividends paid between the date of grant and 31 December 2023.
3 Value of shares based on a three-month average share price of £2.60 to 31 December 2023. This value will be restated next year based on the actual share price on the date of vesting.

What equity awards have been granted during the year? (Audited)

The Executive Directors received the following awards under the Performance Share Plan ("PSP") and the Deferred Annual Bonus Plan during the year.

	Type of award	Number of shares	Face value (£)[1]	Face value as a % of salary	Threshold vesting	End of performance period
Duncan Painter	PSP (Feb)	421,624	1,138,386	200%	25%	31 December 2025
Duncan Painter	DABP (Apr)	67,224	161,231	40%	n/a	n/a
Mandy Gradden	PSP (Feb)	312,710	844,319	200%	25%	31 December 2025
Mandy Gradden	PSP (Dec)	74,349	218,467	50%	25%	31 December 2025
Mandy Gradden	DABP (Apr)	49,859	119,582	40%	n/a	n/a
Paul Harrison	DABP (Feb)	54,475	130,654	40%	n/a	n/a
Philip Thomas	PSP (Dec)	320,072	940,500	200%	25%	31 December 2025

1 The 2023 PSP and DABP awards were granted as conditional awards. Face value has been calculated using the average closing share price for the five business days immediately preceding the date of grant of the award which was £2.70 in February 2023, £2.40 in April 2023 and £2.93 in December 2023.

February 2023 PSP Awards

In February 2023, the Committee granted Performance Share awards with a face value of 200% of salary to the incumbent CEO and the CFO. With regard to the award's performance targets, the Committee agreed that as in prior years the awards should be based on EPS (75% weighting) and a Digital Commerce Revenue target (25% weighting). These metrics remained core medium to long-term targets to support sustained profitable growth and better alignment with the Board's business strategy objectives of expanding our global leadership as a provider of specialist information, analytics and ecommerce optimisation, with a special focus in digital commerce. While at the time of setting the targets the potential for separation was understood, the Committee resolved that it was appropriate to set targets on a business-as-usual basis until such time as the terms of separation were finalised.

The performance criteria attaching to the PSP awards granted in February were therefore as follows:

Performance criteria	Weighting	Threshold (25% vesting)	Stretch (100%)	Measurement period
Adjusted EPS growth	75%	16.2p	22.2p	1 January 2023 – 31 December 2025
Digital Commerce Business Unit Revenue	25%	£321m	£374.5m	1 January 2023 – 31 December 2025

Both the EPS and Digital Commerce Revenue targets were set having taken into account internal planning and external market expectations for future performance as at the date of the award in February 2023. To ensure the EPS target is a realistic incentive, it was set and will be tested using constant tax rates in light of the prevailing uncertainties around future corporate tax rates, particularly in the US which has and continues to represent an increasing proportion of Ascential's business. In terms of the degree of stretch in the targets, they were set with a view to striking the right balance between being realistic at the threshold performance levels and stretching at the top end of the range set and, most importantly, aligning with the expected growth through to the end of 2025. The Committee will consider the overall vesting result in the context of broader Company performance on vesting, as well as making any adjustments required to reflect material M&A activity that takes place during the performance period.

With regard to the Adjusted EPS target, the Committee intends to restate it so that it can be measured consistently using the continuing operations of the Company once the form of the return of value is determined and any associated impact on Ascential's ongoing capital structure. This will result in the target fulfilling its original intent and being similarly challenging to when set. This approach is consistent with adjustments made for divestments in prior years. With regard to the Digital Commerce Business Unit Revenue target that applied to the award on grant, the Committee approved the replacement of these with Ascential plc revenue targets set based on the same assumptions as the original targets but reflecting the continuing operations of the Company. This ensures that the targets will be similarly challenging but reflect the post-separation business. The same approach was also taken in relation to the 2022 Adjusted EPS and Digital Commerce Business Unit Revenue targets (disclosed in the 2022 Directors' Remuneration Report). Having had regard to the balance of the time period for each award and commercial sensitivity, the targets will be disclosed, along with performance against them, no later than at the time of vesting of each award.

December 2023 PSP Awards
As detailed above, and in the Chair's introductory statement, a Performance Share Plan award was granted in the year to the current CEO, Philip Thomas.

Given the differing nature of the businesses within the Group, the December award was the first Performance Share award granted to Philip Thomas since 2021 and so from 2023, without the December award, he would not have held an ongoing long-term incentive award. As a result, to ensure that there would be continuity of incentives and targets between the Executive Directors, and to directly incentivise him to drive the forecast benefits from Ascential post separation, the Committee granted him an award in December 2023.

The current CEO's award had a face value of 200% of salary which is in line with the normal award policy for the role of CEO at Ascential. The award was subject the EPS targets (60% of the award) and revenue targets (20% of the award), adjusted to take account of the separation, as set out above. In addition, 20% of the award was also subject to strategic targets aligned with maximising the benefits and value from the post-separation Ascential business. With the specific targets being commercially sensitive, a summary is set out below with full disclosure of the targets and the performance against them to be disclosed at vesting:

Strategic targets to be met by the end of the Performance Period (31 December 2025)		Vesting
Diversified growth	Growth in Money20/20 product into adjacent markets and geographies	• Achieve <1 target: 0% vests
Shareholder value creation	Deliver on post-separation shareholder returns.	• Achieve 1 target: 25% vesting
Strategic projects	Delivered with reference to separation plans	• Achieve 2 targets: 62.5% vests
		• Achieve 3 targets: 100% vests

Given the importance of delivering the Board's strategy post separation, and to ensure full alignment between the CEO and CFO, the CFO was granted a top-up award of Performance Shares with a face value of 50% of salary at the same time as the award was made to the current CEO. The top-up recognised the exceptional circumstances of the separation and ensured that both Directors had the same proportion of their awards subject to EPS, revenue and strategic targets (i.e. both Executive Directors were fully aligned in their incentives post separation).

To the extent awards vest in 2026, any shares delivered will be subject to a two-year holding period.

What other interests do the Directors have in Ascential share plans?

The tables below summarise the interests the Executive Directors have in Ascential share plans.

Duncan Painter

Scheme	Interests at 1 Jan 2023	Granted in year	Lapsed in year	Exercised in year	Interests at 31 Dec 2023	Date of grant	Exercise price (£)	Vesting date	Expiry date
PSP	381,626	-	-	-	381,626	1-Oct-20	nil	1-Oct-23	30-Sep-30
PSP	267,748	-	240,658	-	27,090	1-Sep-21	nil	1-Sep-24	31-Aug-31
PSP	329,717	-	-	-	329,717	6-Apr-22	nil	6-Apr-25	5-Apr-32
PSP	-	421,624	-	-	421,624	23-Feb-23	nil	23-Feb-26	22-Feb-33
DABP	19,201	-	-	19,201	-	7-Mar-17	nil	7-Mar-20	6-Mar-27
DABP	61,409	-	-	61,409	-	1-Oct-20	nil	1-Oct-23	30-Sep-30
DABP	205,715	-	-	-	205,715	6-Apr-22	nil	6-Apr-25	5-Apr-32
DABP	-	67,224	-	-	67,224	15-Apr-23	nil	15-Apr-25	14-Apr-33
SAYE	5,921	-	5,921	-	-	26-Sep-19	3.04	1-Nov-22	30-Apr-23
SAYE	9,944	-	-	-	9,944	7-Oct-22	1.81	1-Nov-25	30-Apr-26
Total	**1,281,281**	**488,848**	**246,579**	**80,610**	**1,442,940**				

Mandy Gradden

Scheme	Interests at 1 Jan 2023	Granted in year	Lapsed in year	Exercised in year	Interests at 31 Dec 2023	Date of grant	Exercise price (£)	Vesting date	Expiry date
PSP	225,229	-	-	-	225,229	1-Oct-20	nil	1-Oct-23	30-Sep-30
PSP	198,583	-	172,767	-	25,816	1-Sep-21	nil	1-Sep-24	31-Aug-21
PSP	244,545	-	-	-	244,545	6-Apr-22	nil	6-Apr-25	5-Apr-32
PSP	-	312,710	-	-	312,710	23-Feb-23	nil	23-Feb-26	22-Feb-22
PSP	-	74,349	-	-	74,349	28-Dec-23	nil	28-Dec-26	27-Dec-33
DABP	20,709	-	-	-	20,709	1-Oct-20	nil	1-Oct-23	30-Sep-30
DABP	76,287	-	-	-	76,287	6-Apr-22	nil	6-Apr-25	5-Apr32
DABP	-	49,859	-	-	49,859	15-Apr-23	nil	15-Apr-26	14-Apr-33
SAYE	5,921	-	5,921	-	-	1-Nov-19	3.04	1-Nov-22	30-Apr-23
SAYE	9,944	-	-	-	9,944	7-Oct-22	1.81	1-Nov-25	30-Apr-26
Total	**781,218**	**436,918**	**178,688**	**-**	**1,039,448**				

Paul Harrison

Scheme	Interests at 1 Jan 2023	Granted in year	Lapsed in year	Exercised in year	Interests at 31 Dec 2023	Date of grant	Exercise price (£)	Vesting date	Expiry date
PSP	189,850	-	172,758	-	17,092	1-Sep-21	nil	1-Sep-24	31-Aug-31
PSP	233,790	-	118,175	-	115,615	6-Apr-22	nil	6-Apr-25	5-Apr-32
DABP	83,496	-	-	-	83,496	6-Apr-22	nil	6-Apr-25	5-Apr-32
DABP	-	54,475	-	-	54,475	15-Apr-23	nil	15-Apr-26	14-Apr-33
SAYE	5,405	-	5,405	-	-	24-Sep-01	£3.33	1-Nov-24	30-Apr-24
Total	**512,541**	**54,475**	**296,338**	**-**	**270,678**				

The closing share price of Ascential's ordinary shares at 31 December 2023 was £2.93 and the closing price range from 1 January 2023 to 31 December 2023 was £1.88 to £2.95.

The Executive Directors can participate in the Ascential Save As You Earn scheme on the same terms as those open to the wider workforce. Share options are granted at an option price which is a 20% discount on the share price on the date of offer. Options normally vest following the conclusion of a three-year savings contract and will ordinarily be exercisable for a period of six months after the vesting date.

Ordinary shares required to fulfil entitlements under the PSP, RSP, DABP and SIP may be provided by Ascential's Employee Benefit Trusts ("EBT"). As beneficiaries under the EBT, the Executive Directors are deemed to be interested in the Ordinary Shares held by the EBT which, at 31 December 2023, amounted to 3,156,022 shares. Assuming that all outstanding awards made under Ascential's share plans vest in full, Ascential has utilised 4.9% of the 10% in ten years and 3.9% of the 5% in five years' dilution limits.

What pension payments were made in 2023? (Audited)

The table below provides details of the Executive Directors' pension benefits:

	Cash in lieu of contributions to DC type pension plan (£'000s)
Duncan Painter	53
Mandy Gradden	39
Paul Harrison*	17

* Paul Harrison stepped down as a Director with effect from 30 September 2023.

Each Executive Director has the right to participate in Ascential's defined contribution pension plan or to elect to be paid some or all of their contribution in cash. Pension contributions and/or cash allowances are capped at 9% of salary for the CEO and CFO, and 5% of salary for the COO.

Were there any payments made to past Directors during 2023? (Audited)

Remuneration arrangements for Paul Harrison (September 2023)
As set out in last year's Directors' Remuneration Report, the three-way separation of the Group's businesses significantly reduced the scope of the COO role and so this role effectively became redundant during the year as the individual businesses were restructured internally in preparation of the sale process. As a result, Paul Harrison stepped down from the Board and ceased employment with the Company on 30 September 2023. With regard to the remuneration payments made or to be made in connection with his cessation of employment they are set out below:

- Salary, pension and contractual benefits continued to be paid and received for the period to 30 September 2023. These values are included in the Single Figure Table above. There was no payment in lieu of any notice.
- In line with the Directors' Remuneration Policy and the relevant plan Rules, with his cessation of employment being considered redundancy by the Committee, he was treated as good leaver in relation to his incentives. This resulted in the following treatment:
  - He was eligible to receive a pro rata bonus for the part year of his employment. The bonus, as detailed in the Single Figure Table, was £377,000. In line with the Remuneration Policy, 50% will be paid in cash and 50% deferred into shares for three years.
  - The deferred share awards held in relation to prior year bonuses earned remained eligible to vest on their normal vesting date. This included his 2022 award over 83,496 shares and his 2023 award over 54,475 shares.
  - His 2021 PSP award over 189,850 shares and his 2022 PSP award over 233,790 shares remained eligible to vest on their normal vesting dates subject to a pro rata reduction to reflect the proportion of the full three-year period he was in employment and the performance conditions applying to the awards. No award was granted to the COO in 2023. The Single Figure table also includes amounts in respect of the 2021 PSP Award, prorated as applicable. Any awards that vest will be subject to a two-year holding period.
- In line with the Company's share ownership guidelines, all awards must be retained until the end of their vesting and holding periods.

Remuneration arrangements for Duncan Painter (January 2024)
Duncan Painter, the former Chief Executive of Ascential, stepped down from the Board and left the Company on 2 January 2024 as part of the sale of the Digital Commerce business to serve as Chief Executive Officer of Flywheel Digital, a new practice area within Omnicom Group Inc. The remuneration payments made or to be made in connection with his cessation of his employment are set out below:

- Salary, pension and contractual benefits continued to be paid until his cessation of employment on 2 January 2024. The amounts paid in relation to 2023 are included in the Single Figure Table. There was no payment in lieu of any notice.
- In line with the Directors' Remuneration Policy and the relevant plan Rules, with his cessation of employment as a result of the sale of Digital Commerce, he was treated as good leaver in relation to his incentives. This resulted in the following treatment:
  - He was eligible to receive a full year bonus for 2023 given he was in employment for the full financial year. The bonus, as detailed in the Single Figure Table, was £637,000. In line with the Remuneration Policy, 50% will be paid in cash and 50% deferred into shares for three years.
  - The deferred share awards held in relation to prior year bonuses earned remained eligible to vest on their normal vesting date. This included his 2022 award over 205,715 shares and his 2023 award over 67,224 shares.
  - His 2020 381,626 PSP award over 2021 PSP award over 267,748 shares, his 2022 PSP award over 329,717 shares and his 2023 award over 421,627 shares remained eligible to vest on their normal vesting dates subject to a pro rata reduction to reflect the proportion of the full three-year period he was in employment and the performance conditions applying to the awards. The Single Figure table also includes amounts in respect of the 2021 PSP Award, prorated as applicable. Any awards that vest will be subject to a two-year holding period.
- In line with the Company's share ownership guidelines, all awards must be retained until the end of their vesting and holding periods.

What are the Directors' shareholdings and is there a guideline? (Audited)

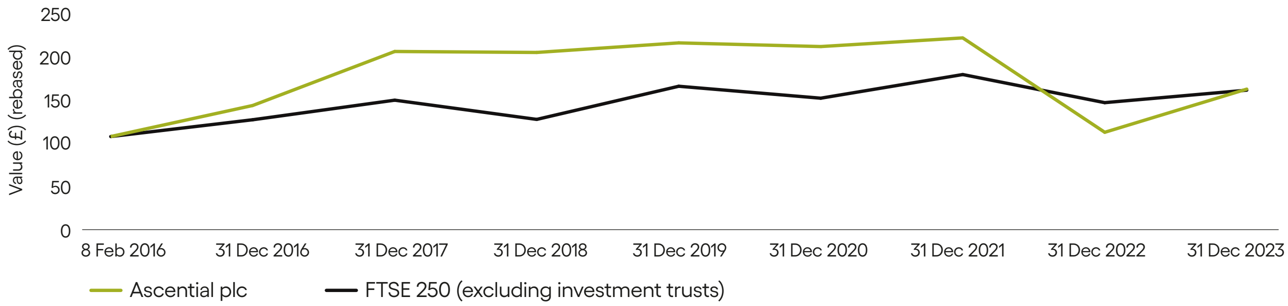
To align the interests of the Executive Directors with shareholders, each Executive Director must build up and maintain a shareholding in Ascential equivalent to 200% of base salary. Until the guideline is met, Executive Directors are required to retain 50% of any share awards that vest (or are exercised) net of tax. Details of the Directors' interests in shares (including those of their connected persons) are shown in the table below:

Director	Beneficially owned at 31 Dec 2023	Beneficially owned at 31 Dec 2022	Shareholder guideline achieved?	PSP	DABP[3]		SAYE[3]
				Not vested[2]	Vested but not exercised	Not vested	Not vested
Duncan Painter	3,856,685	4,156,685	Yes	1,019,089	–	272,939	9,944
Mandy Gradden	1,274,962	1,274,962	Yes	830,187	20,709	126,146	9,944
Paul Harrison[1]	174,244	174,244	No	240,090	–	137,971	–
Scott Forbes	224,203	224,203	n/a	–	–	–	–
Suzanne Baxter	5,000	5,000	n/a	–	–	–	–
Rita Clifton	11,000	–	n/a	–	–	–	–
Joanne Harris	–	–	n/a	–	–	–	–
Judy Vezmar	50,000	50,000	n/a	–	–	–	–
Gillian Kent	–	–	n/a	–	–	–	–
Charles Song	–	–	n/a	–	–	–	–
Total	**5,596,094**	**5,885,094**		**2,089,366**	**20,709**	**537,056**	**19,888**

1 Paul Harrison was appointed as COO with effect from 11 January 2021 and ceased employment on 30 September 2023.
2 All outstanding PSP awards are subject to performance conditions.
3 Awards under the DABP and SAYE are not subject to performance conditions, other than service-based conditions.

How does the CEO's pay compare to Ascential's performance?

This graph shows a comparison of Ascential's total shareholder return (share price growth plus dividends paid) with that of the FTSE 250 (excluding investment trusts) since Admission. This index has been selected as it comprises companies of a comparable size and provides an indication of Ascential's relative performance.



This graph shows the value, by 31 December 2023, of £100 invested in Ascential plc at the IPO Offer Price on 08 February 2016, compared with the value of £100 invested in the FTSE 250 (excluding investment trusts). Source: Datastream (Refinitiv)

The total remuneration figure for the CEO for each year since IPO is shown below. The total remuneration figure includes the annual bonus in the performance year to which it relates (included any amount deferred into shares).

	2017	2018	2019	2020	2021	2022	**2023**
Total Remuneration (£'000)	856	2,167	1,681	647	1,301	948	**1,364**
Annual bonus (% of maximum)	48	20	26	0	100	46	**87**
Long-Term Incentive Plan (% of maximum vesting)	n/a	100	83	12	0	n/a	**13**

How does the change in Director's pay and benefits compare to that for Ascential employees?

The historic movement in the salary, taxable benefits and annual bonus for the Directors compared to the UK employee average is shown below.

	Average percentage change 2019-2020			Average percentage change 2020-2021			Average percentage change 2021-2022			Average percentage change 2022-2023		
	Salary/ Fee	Taxable benefits	Annual bonus	Salary / Fee	Taxable benefits	Annual bonus	Salary/ Fee	Taxable benefits	Annual bonus	Salary/ Fee	Taxable benefits	Annual bonus
Executive Directors:												
Duncan Painter	(12%)	(30%)	(100%)	1%	42%	nm	2%	2%	(54%)	3%	15	98%
Mandy Gradden	(10%)	0%	(100%)	3%	0%	nm	2%	1%	(54%)	3%	(13%)	98%
Paul Harrison[1]	n/a	n/a	n/a	n/a	n/a	n/a	2%	(6%)	(54%)	nm	nm	nm
Non-Executive Directors:												
Scott Forbes	(6%)	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	5%	n/a	n/a
Suzanne Baxter	n/a	n/a	n/a	n/a	n/a	n/a	0%	n/a	n/a	19%	n/a	n/a
Rita Clifton	(9%)	n/a	n/a	n/a	n/a	n/a	0%	n/a	n/a	4%	n/a	n/a
Gillian Kent	(10%)	n/a	n/a	n/a	n/a	n/a	0%	n/a	n/a	4%	n/a	n/a
Joanne Harris	n/a	n/a	n/a	n/a	n/a	n/a	nm	n/a	n/a	nm	n/a	n/a
Paul Harrison	(12%)	n/a	n/a	n/a	n/a	n/a	0%	n/a	n/a	n/a	n/a	n/a
Charles Song[2]	n/a	n/a	n/a	n/a	n/a	n/a	7%	n/a	n/a	nm	n/a	n/a
Judy Vezmar	(10%)	n/a	n/a	n/a	n/a	n/a	0%	n/a	n/a	15%	n/a	n/a
All employees[3]	(5%)	nm	nm	3%	nm	nm	4%	nm	nm	3%	nm	nm

1 Paul Harrison stepped down from the Board on 30 September 2023 and therefore a full year comparison is not meaningful.
2 Charles Song is paid in Hong Kong dollars and there was no increase in his fee in local currency. The change above reflects FX movement between HKD and GBP.
3 Only senior employees are eligible for an annual bonus and therefore the change in bonus for the average UK employee is not meaningful.

What is the ratio of CEO pay to the average UK employee?

The below table sets out the CEO's total remuneration as a ratio to UK employees' total remuneration on the 25th, 50th and 75th percentile.

Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
1 January to 31 December 2023	Option A	31	22	15
1 January to 31 December 2022	Option A	42	23	14
1 January to 31 December 2021	Option A	64	32	19
1 January to 31 December 2020	Option A	31	18	11
1 January to 31 December 2019	Option A	48	33	22

The salary and total pay of the UK employee on each of the 25th, 50th and 75th percentiles are shown below:

Percentile	Total Salary (£000)	Total Pay (£000)
25th	40	43
Median	58	61
75th	85	90

We have adopted Method A to calculate the above ratios as it is the most statistically accurate. This means that we have calculated total pay for all UK employees, using the same methodology that is used to calculate the CEO's single figure, using 31 December 2023 as the reference date. Underpinning our pay and progression principles is a need to provide a competitive total reward so as to enable the attraction and retention of high calibre individuals without overpaying, and providing the opportunity for individual development and career progression. The pay ratios reflect the changes in individual accountability which is recognised through our pay structures, which include greater variable pay opportunity for more senior positions. This is reflected in the fact that the CEO's variable pay opportunity is higher than those employees noted in the table, reflecting the weighting towards long-term value creation and alignment with shareholder interests inherent in his role. We are satisfied that the median pay ratio is consistent with our wider pay, reward and progression policies for employees. All our employees have the opportunity for annual pay increases, career progression and development opportunities.

How much does Ascential spend on pay and dividends? (Audited)

	2023	2022
Total employee costs	£300.4m	£271.0m
Dividend per ordinary share	0p	0p

What advice did the Committee receive?

Korn Ferry are the appointed advisers to the Remuneration Committee and provide advice and information on market practice, the governance of executive pay and the operation of employee share plans. The total fees paid to Korn Ferry in respect of their services for the 2023 financial year were £169,000 plus VAT. This included £102,000 plus VAT in relation to the separation and sale of Digital Commerce and WGSN. Korn Ferry provides other consulting services to the Board in relation to its recruitment of Non-Executive Directors which is provided by an entirely separate team independent from the team advising the Committee. As a result, the advice to the Committee is therefore considered independent. Korn Ferry are signatories to the Remuneration Consultant's Code of Conduct, which requires that advice to be objective and impartial.

What votes were received at the AGM in relation to the Directors' Remuneration Policy and the Annual Report on Remuneration?

	Remuneration Policy at the 2023 AGM	%	Annual Report on Remuneration at the 2023 AGM	%
Votes cast in favour	362,835,042	92.3	384,046,954	97.7
Votes cast against	30,266,677	7.7	9,054,633	2.3
Total votes cast	393,101,719		393,101,587	
Abstentions	14,828		14,960	

How will the Directors' Remuneration Policy be used in the 2024 financial year?

Base salary
Our usual practice is to review Executive Directors' salaries with effect from 1 April each year. With our UK salary budget set at 4% of salary, the Committee awarded salary increases of 3% of salary to the CFO. Given the CEO's appointment on 2 January 2024, he will not be eligible for a salary increase in April 2024. Therefore, the salaries effective from 1 April 2024 are £580,000 for the CEO, and £450,043 for the CFO.

Annual bonus plan
The annual bonus plan will continue to be subject to a maximum of 125% of base salary and measured against stretching financial targets. 50% of the bonus will be based on Operating Profit and 50% will be based on Revenue. Half of any bonus earned will be deferred into shares which vest after a three-year period.

The Committee has chosen not to disclose, in advance, the performance targets for the forthcoming year as these include items which the Committee considers commercially sensitive. An explanation of bonus payouts and performance achieved, along with the targets set, will be provided in next year's Annual Report on Remuneration.

Performance Share Plan
In line with the Policy, the Committee intend to grant Philip Thomas, the Chief Executive, and Mandy Gradden, the Chief Financial Officer, awards over shares with a value at grant of 200% of salary.

The performance will be measured against Adjusted EPS, Adjusted Operating Profit and Revenue targets. Each element will be assessed independently, with EPS determining 50% of the award vesting, and Adjusted Operating Profit 25% and Revenue 25%.

The targets will assess the performance of the group over the period to 31 December 2026, and therefore exclude the divested Digital Commerce and WGSN businesses. Adjusted Operating Profit has been introduced for the FY 2024 award given organic growth in operating profit is a key focus for the next three years and its inclusion also reflects the Committee's objective of setting balanced targets. Given the return of value will impact the capital structure of the Company, and its impact cannot be fully determined at the time of setting the award's targets, including Operating Profit in the targets results in participants having a clear understanding of the profitable growth being targeted by Company. This provides a cleaner line of sight at the start of the performance period than the EPS targets given these will need to be adjusted following the return of value to reflect the capital structure at that time. However, it was considered important to retain EPS as the primary target given it is the most comprehensive measure of financial performance and provides the greatest alignment with shareholders. Revenue remains a key performance indicator for the Company and core to our delivery of shareholder value creation. The 2024 award will be the first year at Ascential where the same performance metrics and targets will apply to all recipients of awards so that there is full alignment across the executive leadership team. This was a consideration when selecting both the performance metrics and their respective weightings.

It is the Committee's intention to review the choice of performance metrics and their weightings in advance of granting awards in 2025.

In light of current commercial circumstances, the Committee remains in the process of finalising the specific targets to apply to the 2024 PSP awards. The targets are being set to be similarly challenging to those set in prior years.

What are the current and future Non-Executive Director fees?

The fees of the Chair and Non-Executive Directors were reviewed in January 2023, taking into account both past and future expected time commitment for the roles, and typical fee levels in FTSE 250 companies. The Conclusion of the review was that the fees should be increased to better reflect the increased time commitment of the roles. There are no changes proposed to these fees for 2024. Rita Clifton, Senior Independent Director, has been appointed as Chair of the Nomination Committee (previously Scott Forbes) and will be paid an additional fee of £10,000 per annum in respect of this appointment.

	2024	**2023**	% Change
Board Chair	235,000	235,000	-
Basic fee	58,000	58,000	-
Additional fee for Senior Independent Director	10,000	10,000	-
Additional fee for Nomination Committee Chair	10,000	-	nm
Additional fee for Audit Committee Chair	20,000	20,000	-
Additional fee for Remuneration Committee Chair	20,000	20,000	-

Directors' Report

Index to principal Directors' Report and Listing Rule disclosures

Relevant information required to be disclosed in the Directors' Report may be found in the following sections:

The above information is incorporated by reference and together with the information in the Corporate Governance Framework on pages 88 to 93 forms the Directors' Report in accordance with section 415 of the Companies Act 2006.

Strategic Report
The Strategic Report is set out on pages 4 to 79 and was approved by the Board on 25 March 2024. It is signed on behalf of the Board by Philip Thomas, Chief Executive.

Cautionary statement
The review of the business and its future development in the Annual Report has been prepared solely to provide additional information to shareholders to assess the Group's strategies and the potential for these strategies to succeed. It should not be relied on by any other party for any other purpose. The review contains forward-looking statements which are made by the Directors in good faith based on information available to them at the time of the approval of these reports and should be treated with caution due to inherent uncertainties associated with such statements. The Directors, in preparing the Strategic Report, have complied with s417 of the Companies Act 2006.

Directors' indemnities
The Company maintained appropriate insurance to cover Directors' and Officers' liability for itself and its subsidiaries and such insurance was in force for the whole of the year ended 31 December 2023.

The Company also indemnifies the Directors under deeds of indemnity for the purposes of section 236 of the Companies Act 2006. Such indemnities contain provisions that are permitted by the director liability provisions of the Companies Act 2006 and the Company's Articles of Association.

Share capital and rights attaching to shares
Details of the Company's share capital and movements during the year are set out in Note 24 to the financial statements, which is incorporated by reference into this report. This includes the rights and obligations attaching to shares and restrictions on the transfer of shares. The ordinary shares of £0.01 each are listed on the London Stock Exchange (LSE: ASCL.L). The ISIN of the shares is GB00BYM8GJ06.

All ordinary shares (this being the only share class of the Company) have the same rights (including voting and dividend rights and rights on a return of capital) and restrictions as set out in the Articles.

Without prejudice to any rights attached to any existing shares and subject to relevant legislation, the Company may issue shares with such rights or restrictions as determined by either the Company by ordinary resolution or, if the Company passes a resolution to so authorise them, the Directors.

Subject to legislation, the Articles and any resolution of the Company, the Directors may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise deal with or dispose of any shares to such persons, at such times and generally on such terms as the Directors may decide. The Company may issue any shares which are to be redeemed, or are liable to be redeemed, at the option of the Company or the holder, on such terms and in such manner as the Company may determine by ordinary resolution and the Directors may determine the terms, conditions and manner of redemption of any such shares. No such resolutions are currently in effect.

Subject to recommendation of the Board, shareholders may receive a dividend. Shareholders may share in the assets of the Company on liquidation.

Voting rights
Each ordinary share entitles the holder to attend, speak and vote at general meetings of the Company. A resolution put to the vote of the meeting shall be decided on a poll rather than a show of hands in line with recommended best practice.

On a poll, every member who is present in person or by proxy shall have one vote for every share of which they are a holder. The Articles provide a deadline for submission of proxy forms of not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting. No member shall be entitled to vote at any general meeting either in person or by proxy, in respect of any share held by him, unless all amounts presently payable by him in respect of that share have been paid. Save as noted, there are no restrictions on voting rights nor any agreement that may result in such restrictions.

Shares held by the Employee Benefit Trust ("EBT")
The Group has an Employee Benefit Trust which can hold shares to satisfy awards under employee share schemes. At 31 December 2023, the EBT held 3,156,022 shares. Voting rights in relation to any shares held in the EBT are exercisable by the trustee; however, in accordance with best practice guidance, the trustee abstains from voting.

The Group additionally has a UK SIP Trust which can hold shares to satisfy awards under the Ascential UK Share Incentive Plan. At 31 December 2023, the SIP Trust held 604,189 shares. Voting rights in relation to any shares held in the SIP Trust are exercisable by the trustee; however, in accordance with best practice guidance, the trustee abstains from voting.

Restrictions on transfers of securities
The Articles do not contain any restrictions on the transfer of ordinary shares in the Company other than the restrictions imposed by laws and regulations.

Changes to the Company's Articles
The Company's Articles of Association may only be amended by a special resolution at a general meeting of shareholders.

Political contributions
The Company has not made any political donations or incurred any political expenditure during the year in line with the Company's policy.

Interest in voting rights
Details of the share capital of the Company are set out in Note 24 to the financial statements.

As at 31 December 2023 and 20 March 2024, the Company had received notifications in accordance with the FCA's Disclosure and Transparency Rule 5.1.2 of the following interests in the voting rights of the Company.

Shareholder	As at 31 December 2023 Percentage of voting rights over ordinary shares of £0.01 each	As at 20 March 2024 Percentage of voting rights over ordinary shares of £0.01 each
J.P. Morgan Securities plc	n/a	7.78%
Black Rock Inc	5.61%	5.79%
Blacksheep Master Fund Ltd.	5.27%	5.27%
FIL Limited	2.03%	5.17%
JNE Partners LLP	n/a	5.16%
Majedie Asset Management Limited	5.05%	5.05%
T Rowe Price Associates, Inc	5.05%	5.05%
Ameriprise Financial, Inc	4.99%	4.99%
Franklin Templeton Institutional, LLC	4.99%	4.99%
Janus Henderson Group Plc	4.98%	4.98%
AXA Investment Managers	4.95%	4.95%
Ninety One UK Ltd	4.95%	4.95%
Jupiter Fund Management Plc	4.91%	4.91%
Royal London Asset Management	4.90%	4.90%

Significant contracts
The only significant contract to which the Company is a party that takes effect, alters or terminates upon a change of control of the Company is the Revolving Credit Facility dated 8 January 2024, which contains customary prepayment, cancellation and default provisions including repayment of all loans provided on a change of control.

Employment practices
All employment decisions are made irrespective of colour, race, age, nationality, ethnic or national origin, sex, gender identity, mental or physical disabilities, marital status or sexual orientation. For employees who may have a disability, the Group ensures proper procedures and equipment are in place to aid them. When it comes to training, career development and promotion, all employees are treated equally and job applications are always judged on aptitude. Further details on the Group's policies on engagement and employment practices are set out on page 42 to 47.

Auditor
Each of the Directors has confirmed that:

a. so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
b. the Director has taken all reasonable steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with section 418 of the Companies Act 2006.

Post balance sheet events
The reportable events after the reporting date of 31 December 2023 are set out in Note 31 to the financial statements on page 186.

Other information
An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report on pages 7 and 186.

Annual General Meeting
The AGM of the Company will take place at 9am on 9 May 2024 at The Rosewood Hotel, 252 High Holborn, London WC1V 7EN. All shareholders have the opportunity to attend and vote, in person or by proxy, at the AGM.

The Notice of AGM can be found in a separate booklet which is being mailed out at the same time as this report. It is also available at ascential.com. The Notice sets out the resolutions to be proposed at the AGM and an explanation of each resolution. The Directors consider that all of the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. To that end, the Directors unanimously recommend that shareholders vote in favour of each of them.

Directors' Responsibilities Statement
The Directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the parent Company financial statements in accordance with UK accounting standards, including FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent Company and of their profit or loss for that period. In preparing each of the Group and parent Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards;
- for the parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the parent Company financial statements;
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent 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, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement 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.

Responsibility Statement of the Directors in respect of the annual financial report
We confirm to the best of our knowledge:

The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the performance of the business, its financial position, assets, liabilities, and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and

The Strategic Report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with description of the principal risks and uncertainties that they face.

We consider the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

In accordance with Disclosure Guidance and Transparency Rule ("DTR") 4.1.16R, the financial statements will form part of the annual financial report prepared under DTR 4.1.17R and 4.1.18R. The auditor's report on these financial statements provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

The Directors' Report of Ascential plc was approved by the Board and signed on its behalf by

Naomi Howden
Company Secretary
25 March 2024

Ascential plc
Registered in England and Wales
Number 09934451

Independent auditor's report

to the members of Ascential plc

1. Our opinion is unmodified

We have audited the financial statements of Ascential plc ("the Company") for the year ended 31 December 2023 which comprise the Consolidated Statement of Profit or Loss, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, and Consolidated Statement of Cash Flows, Parent Company Balance Sheet, Parent Company Statement of Changes in Equity, and the related notes, including the accounting policies in note 2 to the Group financial statements and note 2 to the Parent Company financial statements.

In our opinion:

- 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 December 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 UK accounting standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were first appointed as auditor by the shareholders on 16 July 2016. The period of total uninterrupted engagement is for the 8 financial years ended 31 December 2023. We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Overview

Materiality: Group financial statements as a whole	£3.8m (2022: £4.0m*) 1.8% (2022: 0.8%*) of benchmark	
Coverage	86% (2022: 74%*) of revenue from continuing operations	
Key audit matters	**vs 2022**	
Event driven	**New:** Accounting for the Group's interest in Hudson	↑
Parent Company recurring risk	Recoverability of cost of investment in subsidiary and intra-Group debtors	↔

* Group revenue in 2022 included significant amounts from components that, in 2023, have been classified as discontinued. In the 2023 financial statements, total revenue from continuing operations for the year 2022 has been restated for discontinued operations. The comparative information in relation to audit materiality and coverage noted here has not been restated.

2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including 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. We summarise below the key audit matters, in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
Accounting for the Group's interest in Hudson MX, Inc. ('Hudson') (Net assets held for sale relating to subsidiary acquired exclusively with a view to resale £59.2m, Deferred and contingent consideration £65.7m, Finance costs £116.7m; 2022: Total investment £73.8m). Refer to page 97 (Audit Committee Report), page 149 (accounting policy) and page 184 (financial disclosures).	**Accounting judgments** The Group has made additional investments in Hudson and entered into new agreements with other Hudson shareholders in the current year which requires judgment in accounting. The Group's equity and debt interests and other arrangements (including the existence of Put and Call options) in Hudson are complex and there are multiple steps required to reflect the changes in the Group's interest due to these pre-existing relationships and other arrangements. Judgment is required over the assessment of whether the Group has control or significant influence over Hudson. In addition, given the proposed sale of Hudson, judgment is required to determine whether, and which, balances relating to Hudson should be presented as held for sale and/or discontinued operations. **Valuation and forecast-based assessment** The Group has acquired control of Hudson during the year resulting in the need for a fair value exercise for the business. This is also of heightened complexity due to the existence of pre-existing relationships and other arrangements that exist both pre and post-acquisition. The identification and measurement of the acquired identifiable intangible assets acquired at fair value, and the valuation of pre-existing relationships and other arrangements, is inherently judgmental with assumptions and estimates involved in forecasting the future performance of Hudson such as revenue growth. Auditor judgment is required to assess whether the Group's estimates of the valuations fall within an acceptable range. The effect of these matters is that, as part of our risk assessment, we determined that the valuations have a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole, and possibly many times that amount. The financial statements (Note 30) disclose the sensitivities estimated by the Group.	**Our procedures included:** • **Accounting analysis:** We inspected the legal agreements and other arrangements in place, including the structure of the Hudson related transactions in the year, terms of equity and debt instruments, and the relevant options to evaluate the entity's accounting conclusions of whether the Group has control of Hudson; • **Accounting analysis:** We considered the status of the sale process and evaluated the entity's accounting conclusions in respect of the relevant accounting standards for the presentation of Hudson and related balances as discontinued operations and held for sale; • **Our valuation expertise:** Using our sector experience, we assessed, with the assistance of our own valuation specialists, the value of Hudson, the valuation methodology applied and the assumptions considered, including the valuation of the significant option arrangements (both pre and post-acquiring control of Hudson) that exist. We assessed the principles and integrity of the models used to value the investment values recognised by the Group for Hudson; • **Benchmarking assumptions:** With the assistance of our own valuation specialists, we compared the Group's assumptions, where it was possible, to externally derived data and to other similar acquisitions. To assess whether the Group's discount rates fell within a reasonable range, we assessed a range of reasonable discount rates based on market data. Additionally, we inspected independent evidence to consider corroborative and contradictory evidence to challenge and assess the reasonableness of management's assumptions; • **Sensitivity analysis:** We performed sensitivities over the Group's assumptions for key inputs, such as revenue growth and discount rates, to determine if reasonably possible changes in the assumptions would result in material changes to the valuation individually and in aggregate; • **Assessing transparency:** We assessed whether the Group's disclosures reflected the inherent estimation uncertainty in the valuation of Hudson, pre-existing relationships and other arrangements, and the adequacy of the Group's disclosures of the judgments involved in accounting for Hudson, including exercising judgment on the extent of detail disclosed. We further assessed whether expenses presented as discontinued were only those that were expected to cease on disposal of Hudson. We performed the above tests rather than seeking to rely on any of the Group's controls because the nature of this matter is such that we would expect to obtain audit evidence primarily through the detailed procedures described. **Our results** We found the Group's: • treatment of Hudson as an associate until October 2023 and as a controlled subsidiary thereafter, as well as the presentation and disclosures as a discontinued operation and held for sale to be acceptable; and • valuation and disclosures of the acquisition, equity and debt instruments and other arrangements to be acceptable.

2. Key audit matters: our assessment of risks of material misstatement (continued)

	The risk	Our response
Recoverability of cost of investment in subsidiary and intra-Group debtors Investment (£653.0m; 2022 £652.8m) Intra-Group debtors (£94.5m; 2022 £93.5m). Refer to page 189 (accounting policy) and pages 190 and 193 (financial disclosures).	**Low risk, high value** The amount of the Parent Company's investment in its subsidiary, which acts as an intermediate holding company for the rest of the Parent Company's subsidiaries, represents 87% (2022: 87%) of the Parent Company's assets. The carrying amount of the intra-Group debtors balance comprises substantially the remaining 13% (2022: 13%). Their recoverability is not at a high risk of significant misstatement or subject to a significant level of judgment. However, due to their materiality in the context of the Parent Company financial statements, this is considered to be the area that had the greatest effect on our overall Parent Company audit.	**Our procedures included:** • **Tests of detail:** We compared the carrying amount of the Parent Company's only investment with the subsidiary's draft balance sheet to identify whether its net assets, being an approximation of its minimum recoverable amount, were in excess of its carrying amount. We also assessed whether the Group headed by the subsidiary has historically been profit-making. We further inspected legal documents relating to legal entity restructuring undertaken in the year in order to effect the disposals of discontinued operations; • **Tests of detail:** We assessed 100% of intra-Group debtors to identify, with reference to the relevant debtors' draft balance sheet, whether they have a positive net asset value and therefore coverage of the debt owed, as well as assessing whether those debtor companies have historically been profit-making. We performed the tests above rather than seeking to rely on any of the Parent Company's controls because the nature of the balance meant that detailed testing is inherently the most effective means of obtaining audit evidence. **Our results** We found the Directors' conclusion that there is no impairment to the carrying amounts of the investment in the subsidiary and the intra-Group debtors to be acceptable (2022: acceptable).

A Key Audit Matter in the prior year related to the valuation of contingent consideration liabilities in certain of the Group's entities within the Digital Commerce business. We continued to perform procedures over the valuation of contingent consideration liabilities. However, following the settlement of some of these liabilities, and the post year-end contractual agreement with the purchaser on disposal of those entities where contingent consideration liabilities were applicable, we have not assessed this as one of the most significant risks in our current year audit.

In addition, a separate prior year Key Audit Matter related to the identification and valuation of acquired intangible assets for in-year acquisitions. With the exception of Hudson, which is subject to a separate Key Audit Matter, there was only one acquisition in the current year, hence this was not considered to be one of the most significant risks in our current year audit.

Consequently, neither of these matters were separately identified in our audit report this year.

3. Our application of materiality and an overview of the scope of our audit

Materiality for the Group financial statements as a whole was set at £3.8m (2022: £4.0m*), determined with reference to a benchmark of Group revenue from continuing operations, of which it represents 1.8% (2022: 0.8%*). We consider Group revenue from continuing operations to be the most appropriate benchmark as it provides a more stable measure year on year than Group profit before tax from continuing operations.

Materiality for the Parent Company financial statements as a whole was set at £3.7m (2022: £3.9m), determined with reference to a benchmark of Parent Company total assets, of which it represents 0.5% (2022: 0.5%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 75% (2022: 75%) of materiality for the financial statements as a whole, which equates to £2.9m (2022: £3.0m*) for the Group and £2.8m (2022: £2.9m*) for the Parent Company. We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £0.2m (2022: £0.2m), in addition to other identified misstatements that warranted reporting on qualitative grounds.

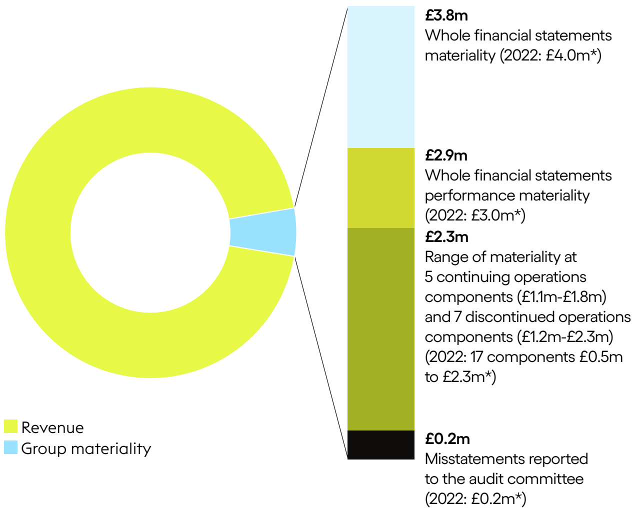
Of the Group's 23 continuing operations reporting components, we subjected 5 to full scope audits for Group purposes. Of the Group's 69 discontinued operations reporting components, we performed full scope audits for 4 components and performed specified risk-focused audit procedures over revenue and revenue related accounts over 3 components. Those subject to specified risk-focused procedures were not individually financially significant enough to require a full scope audit for group purposes, but were included in the scope of our Group reporting work in order to provide further coverage over the Group's results. In 2022*, of the Group's 93 reporting components, we subjected 11 to full scope audits for group purposes, 5 to specified risk-focused audit procedures over revenue and revenue related accounts and 1 to specified risk-focused audit procedures over expenses.

The remaining 14% (2022: 26%*) of Group revenue from continuing operations, 12% (2022: 11%*) of Group profit before tax from continuing operations and 10% (2022: 13%) of Group total assets is represented by 80 (2022: 76) reporting components, none of which individually represented more than 5% (2022: 2%*) of any of Group total revenue, Group total loss before tax or Group total assets. For these components, we performed analysis at an aggregated Group level to re-examine our assessment that there were no significant risks of material misstatement within these.

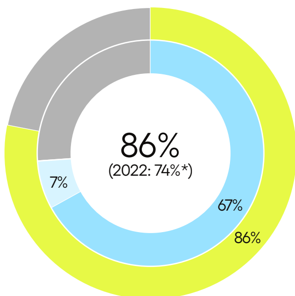
The work on all components, including the Parent Company, was performed by the Group team (2022: 13 of 17*).

Revenue benchmark from continuing operations
£206m (2022: £524m*)

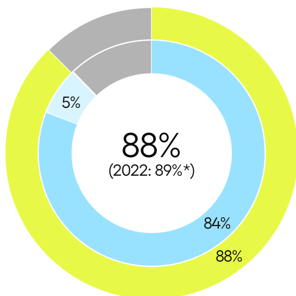
Group Materiality
£3.8m (2022: £4.0m*)



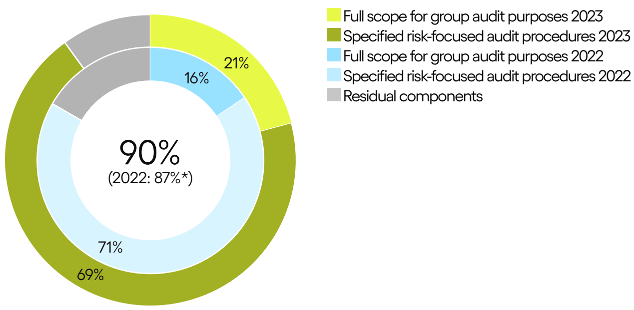
Group revenue from continuing operations



Total profits and losses that made up group loss before tax from continuing operations



Group total assets



* Group revenue, profit and assets in 2022 included significant amounts from components that, in 2023, have been classified as discontinued and held for sale. In the 2023 financial statements, total revenue and profit before tax from continuing operations for the year 2022 has been restated for discontinued operations. The comparative information in relation to audit materiality, coverage and scoping noted here has not been restated.

3. Our application of materiality and an overview of the scope of our audit (cont.)

The scope of the audit work performed was predominantly substantive as we placed limited reliance upon the Group's internal control over financial reporting.

4. The impact of climate change on our audit

We have considered the potential impacts of climate change on the financial statements as part of planning our audit. As identified on page 62, the Group has identified climate risks that could impact the Group. These include changing customer behaviour and the potential impacts on event attendance. We have performed a risk assessment of how the impact of climate change may affect the financial statements and our audit. The areas of financial statements that could be primarily potentially exposed to climate risk in the form of uncertainty is forward-looking assessments related to long-life assets, such as goodwill impairment. Taking into account the nature of the Group's business, the size and composition of the Group, and the level of headroom in the impairment testing (see Note 16), we assessed that there was no significant impact on the financial statements or our audit approach this year from climate change. We have read the disclosure of climate related information in the front half of the annual report and considered consistency with the financial statements and our audit knowledge.

5. Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We used our knowledge of the Group, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Group's and the Company's financial resources or ability to continue operations over the going concern period. The risk that we considered most likely to adversely affect the Group's and the Company's available financial resources and metrics relevant to debt covenants over the period was the cancellation of major events at short notice due to any unforeseeable incident and the failure to sell Hudson.

We also considered less predictable but realistic second order impacts, such as a significantly worse than expected change in the macro-economic environment.

We considered whether these risks could plausibly affect the liquidity or covenant compliance in the going concern period by assessing the directors' sensitivities over the level of available financial resources and covenant thresholds indicated by the Group's financial forecasts taking account of severe, but plausible adverse effects that could arise from these risks.

Our procedures also included:

- Critically assessing key assumptions in the Group's forecast using our knowledge of the business and knowledge of the entity and the sector in which it operates;
- Considering sensitivities over the level of available financial resources indicated by the Group's financial forecasts taking account of reasonably possible (but not realistic) adverse effects that could arise from these risks individually and collectively;
- Assessing the current and available committed facilities to understand the financial resources available to the Group during the forecast period and any related covenant requirements;
- Assessing the Group's historical forecasting accuracy by comparing forecasts from prior years with actual results in those years; and
- Assessing the completeness of the going concern disclosure.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for the going concern period;
- we have nothing material to add or draw attention to in relation to the directors' statement in note 1 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Group and Company's use of that basis for the going concern period, and we found the going concern disclosure in note 1 to be acceptable; and
- the related statement under the Listing Rules set out on page 31 is materially consistent with the financial statements and our audit knowledge.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgments that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

6. Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiry of Directors, the Audit Committee, operational managers and the Group's in-house legal counsel, as well as inspection of minutes meetings of the Board, Audit Committee and Renumeration Committee;
- Inspections of the Group's policies and procedures to prevent, detect and respond to the risks of fraud, internal audit reports issued during the year and reports to the Group's whistleblowing hotline;

- Consideration of remuneration incentive schemes and performance targets for management, Directors and sales staff, including the adjusted earnings per share target for management remuneration;
- Analytical procedures to identify any unusual or unexpected relationships; and
- Consultation with our forensic specialists to assist us identifying fraud risk based on their experience of comparable businesses, with similar circumstances, as well as geographies in which the Group and the Company operate. The forensic specialists participated in the initial fraud risk assessment discussions.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls, in particular the risk that Group and component management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgments. On this audit we do not believe there is a fraud risk related to revenue recognition based on the following assessment:

- The accounting for the majority of the Group's sales is not complex, and subject to limited levels of judgement in the sales process to fraudulently manipulate revenue.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying and testing journal entries for all full scope and specified risk-focused components to address the risk of inappropriate journal entries being posted;
- Evaluating the business purpose of significant unusual transactions; and
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations
We identified areas of law and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the Directors and other management (as required by auditing standards), and discussed with the Directors and other management the policies and procedures regarding compliance with laws and regulations.

As the Group is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations through our team and remained alert to any indicators of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery employment law, and certain aspects of company legislation recognising the nature of the Group's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management, and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation
Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the venues and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

7. We have nothing to report on the other information in the Annual Report

The Directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and Directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' remuneration report

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the directors' disclosures in respect of emerging and principal risks and the viability statement, and the financial statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the Directors' confirmation within the Director's Long-term viability statement on page 34 that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the Principal Risks disclosures describing these risks and how emerging risks are identified, and explaining how they are being managed and mitigated; and
- the Directors' explanation in the Long-term viability statement of how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the Long-term viability statement, set out on page 34, under the Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and Company's longer-term viability.

Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the Directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the financial statements and our audit knowledge:

- the Directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy;
- the section of the annual report describing the work of the Audit Committee, including the significant issues that the Audit Committee considered in relation to the financial statements, and how these issues were addressed; and
- the section of the annual report that describes the review of the effectiveness of the Group's risk management and internal control systems.

We are required to review the part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review.

We have nothing to report in this respect.

8. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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 and the part of the Directors' Remuneration Report to be audited 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.

We have nothing to report in these respects.

9. Respective responsibilities

Directors' responsibilities
As explained more fully in their statement set out on page 128, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; 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; 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 they 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
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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The Company is required to include these financial statements in an annual financial report prepared under Disclosure Guidance and Transparency Rule 4.1.17R and 4.1.18R. This auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with that format.

10. The purpose of our audit work and to whom we owe our responsibilities

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.

Christopher Hearn (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London, E14 5GL
United Kingdom

25 March 2024

Consolidated Statement of Profit or Loss

For the year ended 31 December 2023

		2023			2022 (Restated)*		
(£ million)	Note	Adjusted results	Adjusting items	Total	Adjusted results	Adjusting items	Total
Continuing operations							
Revenue	4	**206.4**	**–**	**206.4**	191.2	–	191.2
Cost of sales		**(74.2)**	**–**	**(74.2)**	(65.3)	–	(65.3)
Sales, marketing and administrative expenses		**(80.7)**	**(20.8)**	**(101.5)**	(80.6)	(18.1)	(98.7)
Operating profit/(loss)	5	**51.5**	**(20.8)**	**30.7**	45.3	(18.1)	27.2
Adjusted EBITDA	4	**56.4**	**–**	**56.4**	49.9	–	49.9
Depreciation, amortisation and impairment	4	**(4.9)**	**(9.0)**	**(13.9)**	(4.6)	(8.9)	(13.5)
Non-trading items	6	**–**	**(4.4)**	**(4.4)**	–	(3.6)	(3.6)
Share-based payments	8	**–**	**(7.4)**	**(7.4)**	–	(5.6)	(5.6)
Operating profit/(loss)	5	**51.5**	**(20.8)**	**30.7**	45.3	(18.1)	27.2
Finance costs	9	**(26.6)**	**–**	**(26.6)**	(8.2)	–	(8.2)
Finance income	9	**5.6**	**0.9**	**6.5**	5.8	–	5.8
Profit/(loss) before taxation		**30.5**	**(19.9)**	**10.6**	42.9	(18.1)	24.8
Taxation (charge)/credit	10	**(8.1)**	**3.3**	**(4.8)**	(10.9)	2.9	(8.0)
Profit/(loss) from continuing operations		**22.4**	**(16.6)**	**5.8**	32.0	(15.2)	16.8
Discontinued operations							
Profit/(loss) from discontinued operations, net of tax	11	**24.7**	**(220.2)**	**(195.5)**	26.4	(148.9)	(122.5)
Profit/(loss) for the year		**47.1**	**(236.8)**	**(189.7)**	58.4	(164.1)	(105.7)
Profit/(loss) attributable to:							
Owners of the Company		**44.6**	**(235.9)**	**(191.3)**	56.6	(153.0)	(96.4)
Non-controlling interests (NCI)	14	**2.5**	**(0.9)**	**1.6**	1.8	(11.1)	(9.3)
Earnings/(loss) per share (Basic and Diluted, pence)							
Continuing operations							
– Basic EPS	12	**5.1**	**(3.8)**	**1.3**	7.3	(3.5)	3.8
– Diluted EPS	12	**5.0**	**(3.7)**	**1.3**	7.2	(3.4)	3.8
Continuing and discontinued operations							
– Basic EPS	12	**10.2**	**(53.8)**	**(43.6)**	12.9	(34.8)	(21.9)
– Diluted EPS	12	**10.0**	**(52.9)**	**(42.9)**	12.7	(34.3)	(21.6)

* Restated for discontinued operations, refer to Note 11 for further detail.

The accompanying notes on pages 143 to 186 are an integral part of these consolidated financial statements. Adjusting items are detailed in Note 6.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2023

(£ million)	2023 Adjusted results	2023 Adjusting items	2023 Total	2022 (Restated)* Adjusted results	2022 (Restated)* Adjusting items	2022 (Restated)* Total
Profit/(loss) for the year from:						
Continuing operations	**22.4**	**(16.6)**	**5.8**	32.0	(15.2)	16.8
Discontinued operations	**24.7**	**(220.2)**	**(195.5)**	26.4	(148.9)	(122.5)
Profit/(loss) for the year	**47.1**	**(236.8)**	**(189.7)**	58.4	(164.1)	(105.7)
Other Comprehensive income						
Items that have been or may be reclassified subsequently to profit or loss (net of tax):						
Exchange translation differences recognised in equity on translation of foreign operations	**(28.8)**	**–**	**(28.8)**	40.2	–	40.2
Gain on net investment hedge	**–**	**4.6**	**4.6**	–	–	–
Other comprehensive income, net of tax	**(28.8)**	**4.6**	**(24.2)**	40.2	–	40.2
Total comprehensive income/(expense) for the year, net of tax	**18.3**	**(232.2)**	**(213.9)**	98.6	(164.1)	(65.5)
Total comprehensive income/(expense) attributable to:						
Owners of the Company	**15.8**	**(231.3)**	**(215.5)**	96.8	(153.0)	(56.2)
Non-controlling interests	**2.5**	**(0.9)**	**1.6**	1.8	(11.1)	(9.3)

* Restated for discontinued operations, refer to Note 11 for further detail.

The accompanying notes on pages 143 to 186 are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 December 2023

(£ million)	Note	2023	2022
Assets			
Non-current assets			
Goodwill	16	**134.8**	711.1
Intangible assets	16	**69.6**	242.4
Property, plant and equipment	17	**0.6**	5.7
Right-of-use assets	27	**5.9**	20.7
Investments	18	**1.7**	88.5
Other receivables	19	**–**	42.7
Deferred tax assets	10	**92.2**	60.3
		304.8	1,171.4
Current assets			
Inventories		**0.3**	3.3
Trade and other receivables	19	**49.2**	344.9
Derivatives	29	**7.0**	4.5
Cash and cash equivalents	22	**39.4**	80.0
Assets held for sale	11	**1,205.6**	–
		1,301.5	432.7
Total assets		**1,606.3**	1,604.1
Liabilities			
Current liabilities			
Trade and other payables	20	**80.5**	277.6
Deferred income		**54.1**	116.3
Deferred and contingent consideration	21	**65.7**	43.2
Lease liabilities	27	**2.0**	7.3
Current tax liabilities	10	**5.2**	8.6
Provisions	23	**5.4**	2.0
Liabilities held for sale	11	**413.9**	–
		626.8	455.0
Non-current liabilities			
Deferred income		**–**	1.0
Deferred and contingent consideration	21	**–**	64.9
Lease liabilities	27	**8.9**	19.5
External borrowings	22	**411.6**	301.2
Deferred tax liabilities	10	**7.6**	8.6
Provisions	23	**1.9**	2.0
		430.0	397.2
Total liabilities		**1,056.8**	852.2
Net assets		**549.5**	751.9
Equity			
Share capital	24	**4.4**	4.4
Share premium	24	**154.1**	153.6
Translation reserve		**(4.5)**	19.7
Other reserves	24	**165.8**	166.0
Retained earnings		**209.7**	386.5
Shareholders' equity		**529.5**	730.2
Non-controlling interests	14	**20.0**	21.7
Total equity		**549.5**	751.9
Total liabilities and equity		**1,606.3**	1,604.1

The accompanying notes on pages 143 to 186 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 138 to 142 were approved by the Board of Directors on 25 March 2024 and were signed on its behalf by Directors:

Philip Thomas and Mandy Gradden.
Company number: 09934451

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

(£ million)	Share capital	Share premium	Translation reserve	Other reserves	Retained earnings	Shareholders' equity	Non-controlling interests	Total equity
At 1 January 2022	**4.4**	**153.3**	**(20.5)**	**167.0**	**471.7**	**775.9**	**29.7**	**805.6**
Loss for the year	–	–	–	–	(96.4)	(96.4)	(9.3)	(105.7)
Other comprehensive income	–	–	40.2	–	–	40.2	–	40.2
Total comprehensive income	–	–	40.2	–	(96.4)	(56.2)	(9.3)	(65.5)
Issue of shares	–	0.3	–	–	–	0.3	–	0.3
Share purchases	–	–	–	(3.7)	–	(3.7)	–	(3.7)
Shares issued to employees	–	–	–	2.7	(2.7)	–	–	–
Foreign exchange movements	–	–	–	–	–	–	3.4	3.4
Share-based payments	–	–	–	–	16.7	16.7	–	16.7
Taxation on share-based payments	–	–	–	–	(2.8)	(2.8)	–	(2.8)
Dividends paid to non-controlling interest	–	–	–	–	–	–	(2.1)	(2.1)
At 31 December 2022	**4.4**	**153.6**	**19.7**	**166.0**	**386.5**	**730.2**	**21.7**	**751.9**
Loss for the year	**–**	**–**	**–**	**–**	**(191.3)**	**(191.3)**	**1.6**	**(189.7)**
Other comprehensive (expense)/income	**–**	**–**	**(24.2)**	**–**	**–**	**(24.2)**	**–**	**(24.2)**
Total comprehensive (expense)/income	**–**	**–**	**(24.2)**	**–**	**(191.3)**	**(215.5)**	**1.6**	**(213.9)**
Issue of shares	**–**	**0.5**	**–**	**–**	**–**	**0.5**	**–**	**0.5**
Share purchases	**–**	**–**	**–**	**(6.7)**	**–**	**(6.7)**	**–**	**(6.7)**
Shares issued to employees	**–**	**–**	**–**	**6.5**	**(6.5)**	**–**	**–**	**–**
Foreign exchange movements	**–**	**–**	**–**	**–**	**–**	**–**	**(1.2)**	**(1.2)**
Share-based payments	**–**	**–**	**–**	**–**	**22.8**	**22.8**	**–**	**22.8**
Taxation on share-based payments	**–**	**–**	**–**	**–**	**(1.8)**	**(1.8)**	**–**	**(1.8)**
Acquisition of non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**0.1**	**0.1**
Dividends paid to non-controlling interest	**–**	**–**	**–**	**–**	**–**	**–**	**(2.2)**	**(2.2)**
At 31 December 2023	**4.4**	**154.1**	**(4.5)**	**165.8**	**209.7**	**529.5**	**20.0**	**549.5**

The accompanying notes on pages 143 to 186 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

(£ million)	Note	2023	2022 (Restated)*
Cash flow from operating activities			
Profit before taxation from continuing operations		**10.6**	24.8
Loss before taxation from discontinued operations	11	**(230.2)**	(141.8)
Loss before tax		**(219.6)**	(117.0)
Adjustments for:			
Depreciation and amortisation	16, 17, 27	**49.8**	60.3
Impairment of assets	16, 27	**12.8**	59.9
Deferred contingent consideration	21	**(1.8)**	31.5
Loss/(gain) on disposal of businesses		**0.1**	(6.0)
Loss on disposal of intangible assets and property, plant and equipment		**0.6**	–
Share-based payments	8	**23.8**	15.9
Share of the loss of equity-accounted investees, net of tax	18	**13.3**	3.2
Net finance costs		**132.7**	18.7
Cash generated from operations before changes in working capital, provisions and deferred and contingent consideration		**11.7**	66.5
Deferred and contingent consideration paid	21	**(42.5)**	(19.5)
Changes in:			
Inventories		**(4.5)**	(1.2)
Trade and other receivables		**(67.5)**	(50.7)
Trade and other payables		**94.0**	58.2
Provisions		**4.9**	0.1
Cash (used in)/generated from operations		**(3.9)**	53.4
Adjusted cash generated from operations		**62.9**	56.9
Cash inflows for discontinued operations		**42.1**	68.3
Cash outflows for acquisition-related contingent employment costs**	21	**(42.5)**	(19.5)
Cash outflows for other Non-trading items		**(66.4)**	(52.3)
Cash (used in)/generated from operations		**(3.9)**	53.4
Tax paid		**(4.3)**	(0.2)
Net cash (used in)/generated from operating activities		**(8.2)**	53.2
Cash flow from investing activities			
Acquisition of subsidiaries, net of cash acquired	13	**(6.8)**	(60.8)
Deferred and contingent consideration paid**	21	**(27.1)**	(37.9)
Acquisition of investments	18	**(3.6)**	(4.0)
Proceeds from sale of equity-accounted investments	18	**24.9**	5.3
Loan to associate		**(19.5)**	(30.6)
Acquisition of software intangibles and property, plant and equipment		**(41.2)**	(35.9)
Disposal of businesses, net of cash disposed		**–**	0.6
Net cash used in investing activities		**(73.3)**	(163.3)
Cash flow from financing activities			
Proceeds from external borrowings	22	**170.1**	176.8
Repayment of external borrowings	22	**(47.5)**	(53.8)
Proceeds from issue of shares		**0.5**	0.3
Share repurchase		**(5.7)**	(3.7)
Net interest and arrangement fees paid		**(15.7)**	(9.0)
Net lease liabilities paid		**(8.1)**	(7.3)
Dividends paid to non-controlling interests		**(2.2)**	(2.8)
Net cash generated from financing activities		**91.4**	100.5
Net increase/(decrease) in cash and cash equivalents		**9.9**	(9.6)
Cash and cash equivalents at 1 January		**80.0**	84.1
Effect of exchange rate changes		**(3.4)**	5.5
Cash and cash equivalents (including cash held in disposal groups) at 31 December		**86.5**	80.0
Cash and cash equivalents held in disposal group presented as held for sale at 31 December		**47.1**	–
Cash and cash equivalents at 31 December		**39.4**	80.0

* Restated for discontinued operations, refer to Note 11 for further detail.
** Includes payments for both deferred and contingent consideration recognised on initial acquisition as well as any subsequent remeasurements. Payments linked to ongoing employment in addition to business performance are shown within cash generated from operations.

The accompanying notes on pages 143 to 186 are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

1. Basis of preparation

These consolidated financial statements of Ascential plc (the "Company") and its subsidiaries (the "Group") have been prepared in accordance with Companies Act 2006 and UK-adopted international accounting standards ("UK-adopted IFRS").

Ascential plc is a public company, which is listed on the London Stock Exchange, registered in England and Wales, incorporated and domiciled in the United Kingdom. The registered office is located at 2nd Floor, 81-87 High Holborn, London WC1V 6DF. The Company is principally engaged in the provision of industry-specific events, intelligence and advisory services. The principal activities in the year were information services for digital commerce, product design, marketing, and retail & financial services. Following the disposal of the Digital Commerce and Product Design businesses in early 2024 (see Note 11), the principal activities are events, intelligence and advisory services for the Marketing and Financial Technology industries.

The consolidated financial statements are presented in Pounds Sterling ("GBP"), which is the Company's functional currency, and have been rounded to millions to the nearest one decimal place except where otherwise indicated.

The consolidated financial statements have been prepared on a going concern basis (see further details below) and under the historical cost convention, with the exception of items that are required by IFRS to be measured at fair value.

Going concern

After considering the current financial projections and the bank facilities available and then applying a severe but plausible sensitivity, the Directors of the Company are satisfied that the Group has sufficient resources for its operational needs and will remain in compliance with the financial covenants in its bank facilities for at least the next 12 months from the date of approving these financial statements. The process and key judgements in coming to this conclusion are set out below.

The Board is required to assess going concern at each reporting period. These assessments require judgement to determine the impact of future economic conditions on the Group, including the impact of any downward recessionary pressures. The Directors have considered three main factors in reaching their conclusions on going concern – liquidity, covenants and scenario planning – as set out below.

Liquidity

In December 2023, the Group entered into a new four-year multi-currency revolving credit facility ("RCF") of £225m with an accordion of up to a further £75m or 100% of EBITDA. The RCF became effective on completion of the Digital Commerce disposal in January 2024. These facilities provide ample liquidity when judged against the operational requirements of the continuing Group following the disposals of Digital Commerce and WGSN.

Covenants

The more sensitive aspects of the Group's financing are the application of certain covenant limit tests to these facilities and the most sensitive covenant limit is Net Debt Leverage (broadly, the ratio of Net Debt to Adjusted pre-IFRS 16 EBITDA). The facility covenants are tested semi-annually and include (i) a maximum Net Debt leverage of 3.00x and, (ii) a minimum interest cover of 3.00x. The first covenant testing period under the new RCF will be 30 June 2024.

Scenario planning

In assessing going concern, the Directors considered the most severe but plausible scenario that could impact the business to be the cancellation of a major event at short notice in conjunction with the closure of Hudson if no sale is concluded. This scenario is not a forecast of the Group and is designed to stress test liquidity and covenant compliance. The key assumption of this scenario is that Cannes Lions is cancelled in June 2024 with minimal notice due to an unforeseen event and only a smaller version of the in-person event can be rescheduled for later in 2024. Furthermore, this downside scenario assumes that the ongoing sale process for Hudson does not complete successfully and incremental costs are incurred to close the operations. This scenario results in a 2.0x increase to our leverage ratio at the 31 December 2024 testing point but remains within the covenant limits.

In their review of the downside scenario, the Directors have also considered a number of mitigations that would reduce the leverage ratio and are at their discretion, including but not limited to cost savings and the postponement of any dividend payments.

In this downside scenario there is sufficient headroom against all banking covenant tests. Accordingly, the Directors continue to adopt the going concern basis for the preparation of the financial statements.

Notes to the Consolidated Financial Statements continued

2. Accounting policies

The principal accounting policies in the preparation of the consolidated financial statements have been applied consistently to both periods presented.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the parent Company, its subsidiaries and share of the results of its associates and joint ventures drawn up to 31 December 2023 using consistent accounting policies throughout the current and preceding years.

The trading results of business operations are included in profit or loss from continuing operations from the date of acquisition on which control was obtained or up to the date of disposal. Intra-group balances and transactions are eliminated in full on consolidation. 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.

Climate change

In preparing the financial statements management has considered the impact on climate change, specifically with reference to disclosures in the strategic report and sustainability strategy. These factors have not had a significant effect on the Group's accounting estimate and judgements with respect to the current year.

Foreign currency translation

The functional currency of subsidiaries and associates is the currency of the primary economic environment in which they operate. The consolidated financial statements are presented in Pounds Sterling, which is the presentational currency of the Group and the functional currency of the parent Company.

Foreign currency transactions are recorded at the exchange rate ruling at the date of transaction. Foreign currency monetary assets and liabilities are translated at the rates of exchange ruling at the reporting date. All differences are taken to the consolidated statement of profit or loss except for those on foreign currency borrowings that provide a hedge against an investment in a foreign entity. These are taken directly to equity until the disposal of the investment, at which time a cumulative amount is recognised in the consolidated statement of profit or loss. Tax charges and credits attributable to exchange differences on those borrowings are also dealt with in equity. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate in force at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

As at the reporting date, the assets and liabilities of overseas subsidiaries are translated into Pounds Sterling at the rate of exchange applicable at the reporting date and their consolidated statement of profit or loss are translated at the monthly average exchange rates for the period. The exchange differences arising from the retranslation of foreign operations are taken directly to a separate component of equity. On disposal of a foreign operation, the cumulative amount recognised in equity relating to that operation is recognised in the consolidated statement of profit or loss as part of the gain or loss on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate at the reporting date.

Changes in fair value of derivative financial instruments entered into to hedge foreign currency net assets, and that satisfy the hedging conditions of IFRS 9 "Financial Instruments", are recognised in the currency translation reserve.

Discontinued operations

The Group classifies an operation as discontinued when it has disposed of or intends to dispose of a business component that represents a separate major line of business or geographical area of operations. The post-tax profit or loss of the discontinued operations is shown as a single line on the face of the consolidated statement of profit or loss, separate from the continuing operating results of the Group. When an operation is classified as a discontinued operation, the comparative consolidated statement of profit or loss is represented as if the operation had been discontinued from the start of the comparative year. Expenses are presented as discontinued if they will cease to be incurred on disposal of the discontinued operation.

Assets and liabilities held for sale

Where the Group expects to recover the carrying amount of a group of assets through a sale transaction rather than through continuing use, and a sale is considered to be highly probable at the reporting date, the assets are classified as held for sale and measured at the lower of cost and fair value less costs to sell. No depreciation or amortisation is charged in respect of non-current assets classified as held for sale once the classification has been made.

Revenue

Revenue is measured based on the consideration specified in a contract with a customer. If multiple performance obligations exist within a contract, the revenue is allocated to the obligations based on the standalone selling price, with any discounts allocated accordingly across the obligations. For contracts with rebates and therefore variable consideration, revenue is recognised based on the best estimate of the revenue net of the rebated amount. Revenue is recognised when the Group satisfies the performance obligations, the timing of which is set out in Note 4.

Digital Subscriptions & Platforms revenue is generally recognised systematically over the period the services are provided as the customer simultaneously receives and consumes the economic benefit of the service. Advisory revenue is recognised over time where we have the right to payment for performance completed to date. Revenue is recognised based on an input method of measurement using either internal timesheets as the measurement of the level of time worked as a percentage of the total expected time worked on the contract as this is commensurate with the pattern of transfer of service to the customer, or other appropriate cost measures.

The Group provided services arising from the purchase of media, arranged on behalf of customers, through its technology platforms. In most of these cases, we were acting as an agent as we did not control the relevant services before it was transferred to the client and no revenue, or cost, was recognised for the pass-through whereby the Group purchased media and charged clients.

Events and benchmarking awards revenue is recognised at the point in time that the relevant events and awards take place.

Pre-paid subscription and event revenues are shown as deferred income and released to the income statement in accordance with the revenue recognition criteria above. There is no significant financing component for these contracts considering the length of time between the customers' payment and the satisfaction of the respective performance obligation.

Transactional revenue is recognised when control of the product is passed to the customer. For such sales, this generally occurs when the product is delivered to the customer, depending on contractual conditions.

Barter transactions are those where goods and services, rather than cash, are exchanged between two third parties and revenue is recognised at fair value for the goods or services provided. Where goods or services are provided at a discount and dissimilar to the goods or services received, the discounted price is recorded as revenue with the corresponding amount included in operating costs.

Alternative Performance Measures

The consolidated financial statements include Alternative Performance Measures, including Adjusted EBITDA, as an additional measure of profitability of the trading performance of the continuing operations of the Group. Adjusted EBITDA is a non-IFRS measure, defined as the Group's operating profit before expensing depreciation of tangible fixed assets and amortisation of software, Non-trading items, amortisation of acquired intangible assets, impairment of tangible fixed assets and software intangibles, share-based payments and one-off finance costs. Refer to pages 195 to 198 for further details on Alternative Performance Measures.

Non-trading items

Non-trading items are those which meet the Group's policy for those costs which are considered significant or unusual by virtue of their nature, size or incidence; or directly incurred as a result of either an acquisition, divestiture or relate to a major business change or restructuring programme. The presentation and policy are applied consistently year on year with items presented separately within their relevant income statement category to assist in the understanding of the performance and financial results of the Group.

Examples of items that are considered by the Directors for designation as Non-trading items include, but are not limited to:

- significant capital structuring costs as these can be material and are not a reflection of the underlying business;
- costs incurred as part of the acquisition and integration of acquired businesses as these can be material. Acquisition-related employment costs, which, absent the link to continued employment, would have been treated as consideration are designated as Non-trading items (revenues related to acquisitions are recorded within the Adjusted results of the Group);
- gains or losses on disposals of businesses are considered to be non-trading in nature as these do not reflect the performance of the Group;
- material restructuring and separation costs within a segment incurred as part of a significant change in strategy as these are not expected to be repeated on a regular basis; and
- significant one-off items, such as the impairment of intangible assets, the recognition of provisions for onerous contracts and substantial system implementations, that do not reflect underlying performance.

If provisions have been made for Non-trading items in previous years, then any reversal of these provisions is treated within Non-trading items.

Finance costs and income

Finance cost or income is recognised using the effective interest method. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset, or the amortised cost of the financial liability.

Income tax

The Group is primarily subject to corporation tax in the UK, the US and China.

Income tax on the profit or loss for the period comprises current tax and deferred tax. Income tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is tax payable based on taxable profits for the period, using tax rates that have been enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income, along with any adjustment relating to tax payable in previous years. Taxable profit differs from net profit in the consolidated statement of profit or loss in that income or expense items that are taxable or deductible in other years are excluded, as are items that are never taxable or deductible.

Using the liability method, deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except for certain temporary differences, such as goodwill that is not deductible for tax purposes.

Notes to the Consolidated Financial Statements continued

2. Accounting policies continued

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year in which the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognised to the extent that is probable that taxable profit will be available against the deductible temporary differences, and the carry forward of unused tax credits and tax losses can be utilised, except:

- when the deferred tax asset relating to 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; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and that taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

The deferred tax assets and liabilities are only offset where they relate to the same taxing authority and the Group has a legal right to offset.

Business combinations

The fair value of consideration paid for a business combination is measured as the aggregate of the fair values at the date of exchange of assets given and liabilities incurred or assumed in exchange for control. The assets, liabilities and contingent liabilities of the acquired entity are measured at fair value as at the acquisition date. When the initial accounting for a business combination is determined, it is done so on a provisional basis with any adjustments to these provisional values made within 12 months of the acquisition date and are effective as at the acquisition date. To the extent that deferred consideration is payable as part of the acquisition cost and is payable after one year from the acquisition date, the deferred consideration is discounted at an appropriate interest rate and, accordingly, carried at fair value in the consolidated statement of financial position and accounted for in accordance with IFRS 9 'Financial Instruments'. The discounting is then recognised in the consolidated statement of profit or loss over the life of the obligation. Where a business combination agreement provides for an adjustment to the cost of a business acquired contingent on future events, the Group accrues the fair value of the additional consideration payable as a liability at acquisition date. This amount is reassessed at each subsequent reporting date with any adjustments recognised in the consolidated statement of profit or loss. If the business combination is achieved in stages, the fair value of the acquirer's previously held equity interest in the acquiree is re-measured at the acquisition date through the consolidated statement of profit or loss. Transaction costs are expensed to the consolidated statement of profit or loss as incurred.

Acquisition-related expenses include contingent consideration payments agreed as part of the acquisition and contractually linked to ongoing employment as well as business performance (acquisition-related employment costs). Acquisition-related employment costs are accrued over the period in which the related services are received and are recorded as Non-trading items and accounted for in accordance with IAS 19 'Employee Benefits'. We have made a judgement that payments related to this type of contingent consideration are reported within operating activities within the consolidated statement of cash flows and other consideration payments are reported within investing activities in line with how management consider these payments.

The non-controlling interest at acquisition date is measured either at fair value or the non-controlling interest's share of the identifiable assets purchased and liabilities assumed. This election is made on an individual transaction basis.

Intangible assets

Goodwill

Goodwill arises where the fair value of the consideration given for a business exceeds the fair value of net identifiable assets of the business at the date of acquisition. Goodwill is allocated or grouped at the lowest levels, for which there are identifiable cash flows, known as cash generating units or CGUs.

Goodwill arising on acquisition is capitalised and subject to impairment review, both annually and when there are indications that the carrying value may not be recoverable. For goodwill impairment purposes, no CGU is larger than the reporting segments determined in accordance with IFRS 8 "Operating Segments". The recoverable amount of goodwill is assessed on the basis of the value-in-use estimate for CGUs to which the goodwill relates. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where the carrying value exceeds the recoverable amount the goodwill is considered impaired and written down to its recoverable amount. Any impairment is recognised in the consolidated statement of profit or loss.

Other intangibles

Intangible assets other than goodwill are those that are distinct and can be sold separately or arise from legal rights. Intangible assets acquired as part of a business combination are capitalised at fair value at the date of acquisition. Intangible assets purchased separately are capitalised at cost.

The cost of intangible assets is amortised and charged to the consolidated statement of profit or loss on a straight-line basis over their estimated useful lives as follows:

Brands	5-20 years
Customer relationships	5-12 years
Technology	5-10 years
Software & content	2-5 years

Useful lives are examined every year and adjustments are made, where applicable, on a prospective basis.

Website development costs relating to websites we control and which are revenue generating are capitalised when they meet the intangible asset recognition criteria and amortised over two to five years. Development costs relating to websites which are not revenue generating are taken immediately to the consolidated statement of profit or loss. Other operating expenses related to website functioning such as selling, administrative and other general overhead expenditure are recognised as an expense as incurred.

Where no internally generated intangible asset can be recognised, development expenditure is charged to the consolidated statement of profit or loss in the period in which it is incurred. The Group only capitalises internally generated costs from the configuration and capitalisation of software as a service ("SaaS") projects when it is able to obtain economic benefits from the activities independent from the SaaS solution itself.

Impairment reviews

Goodwill and acquired intangible assets with an indefinite life are allocated to cash-generating units and tested for impairment at least annually or when there is an indicator that the asset may be impaired. Finite life intangible assets are assessed for impairment triggers and where an indicator exists a test for impairment is performed. The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the terminal year.

Impairment losses are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset. Previously recognised impairment losses are only reversed if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal must not exceed the carrying amount, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost comprises expenditure directly attributable to the purchase of the asset. Assets are depreciated to their estimated residual value, on a straight-line basis, over their estimated useful life as follows:

Short leasehold property	over the period of the lease
Hardware, fixtures & fittings	2-5 years

Estimated useful lives and residual values are reviewed at each reporting date. An item of property, plant or equipment is written off either on disposal or when there is no expected future economic benefit from its continued use. Any gain or loss on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the consolidated statement of profit or loss in the year the item is derecognised.

Share-based payments

Certain employees of the Group receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares. The cost of equity-settled transactions with employees is measured at fair value at the date at which they are granted. The fair value of share awards with market-related vesting conditions is determined by an external consultant and the fair value at the grant date is expensed on a straight-line basis over the vesting period based on the Group's estimate of shares that will eventually vest. The estimate of the number of awards likely to vest is reviewed at each reporting date up to the vesting date, at which point the estimate is adjusted to reflect the actual outcome of awards which have vested. No adjustment is made to the fair value after the vesting date even if the awards are forfeited or not exercised.

Shares held by the Employee Benefit Trust

The Employee Benefit Trust ("EBT") provides for the issue of shares to Group employees under share incentive schemes. The Company controls the EBT and accounts for the EBT as an extension to the Company in the consolidated financial statements. Accordingly, shares in the Company held by the EBT are included in the consolidated statement of financial position at cost as a deduction from equity.

Financial instruments

Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments, such as forward contracts to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation
- At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

Net investment hedging

The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income in the net investment hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The Group discontinues hedge accounting when a hedging instrument expires or no longer qualifies for hedge accounting. Gains or losses on hedging instruments relating to an underlying exposure that no longer exists are taken to the income statement.

Notes to the Consolidated Financial Statements continued

2. Accounting policies continued

Trade investments
Investments in equity instruments are measured at fair value through profit or loss unless or until such time as the Group is deemed to have significant influence or control over the investee, or they are derecognised. When significant influence is obtained, the Group determines its investment in the equity-accounted associate using the fair value approach. Accordingly, the initial valuation includes the sum of the fair value of the initial interest at the date of obtaining significant influence plus the consideration paid for any additional interest.

Trade and other receivables
Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less loss allowances. Loss allowances are calculated for lifetime-expected credit losses. Expected credit losses are a probability weighted estimate of credit losses and are calculated based on actual historical credit losses over the past three years and adjusted to reflect differences between the historical credit losses and the Group's view of the economic conditions over the expected lives of the receivables. The amount of the loss is recognised in the consolidated statement of profit or loss. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to the consolidated statement of profit or loss.

Other receivables include amounts due from Digital Commerce customers for pass-through costs principally in relation to the purchase of media on their behalf. These costs comprise amounts paid to external suppliers which are charged directly to clients. The amounts due to external suppliers in these relationships are recognised in other payables.

The Group undertakes the sale of trade receivables, without recourse, to banks to manage the working capital impact of media reimbursables in the Digital Commerce business. Sold trade receivables are derecognised in the consolidated statement of financial position when substantially all of the risks and rewards associated with the assigned receivables are transferred to the bank.

Borrowings
Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Cash and cash equivalents
Cash and cash equivalents include cash, cash in transit, short-term deposits and other short-term highly liquid investments with an original maturity of three months or less. For the purpose of the consolidated cash flow statement, cash and cash equivalents are as defined, net of outstanding bank overdrafts.

Investments in associates
Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, and the results are updated to align the accounting policies with the Group. Where the Group's share of losses in an associate exceeds its net investment, the Group ceases to recognise further losses unless an obligation exists for the Group to fund those losses.

Inventories
Inventories are stated at the lower of cost or net realisable value. Cost represents purchase cost net of rebates, including attributable overheads, and is determined using either a weighted average cost method or a first-in, first-out method. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs necessary to make the sale.

Provisions
Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised only when it is virtually certain. The expense relating to any provision is presented in the consolidated statement of profit or loss net of any reimbursement. If the time value of money has a material effect on quantifying the provision, the provision is determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance charge.

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan and the restructuring either has commenced or has been announced publicly. Future operating losses are not provided for.

Leases
Definition of a lease
At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee
The Group leases commercial office space and photocopiers. The Group has elected not to recognise right-of-use assets and lease liabilities for some leases of low-value assets (including photocopiers). The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group recognises a right-of-use asset and lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation, which is recorded using the straight-line method from the commencement date to the end of the lease term, and impairment losses and adjusted for certain remeasurements of the lease liability. Right-of-use assets are impaired when there is no expected future economic benefit from its continued use due to the property being vacant, or where the anticipated sublease income is less than the contractual lease payments. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised. The Group has applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term.

As a lessor

The Group sub-leases certain of its properties. The right-of-use assets recognised from the head lease are presented in investment property and measured at fair value. The sub-lease contracts are classified as operating leases under IFRS 16 "Leases". No depreciation is recognised for the right-of-use assets that meet the definition of investment property.

New and amended accounting standards effective during the year

The amended standards and interpretations to IFRS effective during the year have not had a significant impact on the Group's accounting policies or reporting.

New and amended accounting standards that have been issued but are not yet effective

The Group has early adopted Amendments to IAS 1 Classification of Liabilities as Current or Non-current. A number of other new or amended standards and interpretations are applicable in future periods but are not expected to have a significant impact on the Group's accounting policies or reporting.

3. Critical accounting judgements and estimates

The preparation of these financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The actual future outcomes may differ from these estimates and give rise to material adjustments to the reported results and financial position of the Group. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the year in which the estimates are revised and in any future periods affected.

The areas involving a significant degree of judgement or estimation are set out below and in more detail in the related notes.

Critical accounting judgements

In the process of applying the Group's accounting policies, management has made the following accounting judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Hudson (Note 30)

Ascential has a significant investment in Hudson MX, Inc. ("Hudson"), an advertising software business providing media buying and media accounting solutions through a cloud-based software as a service ("SaaS") platform. Critical accounting judgements in respect of Hudson include:

- Whether we exercised significant influence or control over the relevant activities of Hudson and therefore over what periods we should equity account or consolidate Hudson into Ascential's financial statements;
- The treatment of options, common stock and preference share investments, including whether the potential voting rights conferred gave us significant influence or control and if they had substance from an ability to exercise standpoint;
- Classification of liabilities and equity, whether they are extinguished on step accounting, classification and what value to take as part of consideration or net assets acquired upon step accounting between equity accounting and acquisition;
- Whether Hudson should be treated as held for sale;
- Whether Hudson should be treated as a discontinued operation.

We have disclosed our detailed considerations in respect to these matters in Note 30 to the accounts.

Key sources of estimation uncertainty

Hudson (Note 30)

We have been required to make a number of significant estimates in respect to our investment in Hudson, including:

- Upon our assumption of control for accounting purposes, the values of consideration and the identification and fair values of the assets and liabilities acquired;
- The fair value less costs to sell of assets classified as held for sale.

We have disclosed our detailed considerations in respect to these matters in Note 30 to the accounts.

Notes to the Consolidated Financial Statements continued

4. Operating Segments

The Group has two continuing reportable segments that are used to present information to the Board (Chief Operating Decision Maker). End-market risks and opportunities vary, and capital allocation decisions are made on the basis of those two reportable segments, namely Marketing and Financial Technology. The reportable segments offer different products and services and are managed separately as a result of different capabilities, technology, marketing strategies and end market risks and opportunities.

The following summary describes the operations in each of the Group's continuing reportable segments:

- Marketing: events, intelligence and advisory that champion creative marketing that matters through improving creative impact and marketing effectiveness.
- Financial Technology: events and intelligence that improve performance and drive innovation for the global money ecosystem.

In 2023, Acuity was transferred from the Financial Technology segment into the Marketing segment. The 2022 comparatives have not been restated and so the Financial Technology segment includes revenue of £4.6m and an Adjusted EBITDA of £nil in relation to this business.

Discontinued operations consists of the Digital Commerce and Product Design segments, disposed of subsequent to the year end, and Hudson MX which is expected to be disposed of in 2024 (refer to Note 11 and Note 30 for further detail).

Information regarding the results of each reportable segment is included below and prior periods are represented to reflect discontinued operations to provide comparability. Reportable segment profits are measured at an Adjusted operating profit level, representing reportable segment Adjusted EBITDA, less depreciation costs and amortisation in respect of software intangibles, without allocation of Corporate costs as reported in the internal management reports that are reviewed by the Board. Reportable segment Adjusted EBITDA and reportable segment Adjusted operating profit are used to measure performance as management believes that such information is the most relevant in evaluating the results of the reportable segments relative to other comparable entities. Total assets and liabilities for each reportable segment are not disclosed because they are not provided to the Board on a regular basis. Total assets and liabilities are internally reviewed on a Group basis.

Year ended 31 December 2023

(£ million)	Marketing	Financial Technology	Corporate costs	Continuing operations total	Discontinued operations	Total
Revenue	130.5	75.9	–	206.4	379.9	586.3
Adjusted EBITDA	55.6	26.7	(25.9)	56.4	65.6	122.0
Depreciation and software amortisation	(2.8)	(0.1)	(2.0)	(4.9)	(17.3)	(22.2)
Adjusted operating profit/(loss)	52.8	26.6	(27.9)	51.5	48.3	99.8
Amortisation of acquired intangible assets and impairment				(9.0)	(30.3)	(39.3)
Non-trading items				(4.4)	(105.9)	(110.3)
Share-based payments				(7.4)	(16.4)	(23.8)
Operating profit/(loss)				30.7	(104.3)	(73.6)
Share of net loss in equity-accounted investee				–	(13.3)	(13.3)
Finance costs				(26.6)	(124.7)	(151.3)
Finance income				6.5	12.1	18.6
Profit/(loss) before tax				10.6	(230.2)	(219.6)

Year ended 31 December 2022 (Restated)*

(£ million)	Marketing	Financial Technology	Corporate costs	Continuing operations total	Discontinued operations	Total
Revenue	99.2	92.0	–	191.2	333.2	524.4
Adjusted EBITDA	40.1	31.6	(21.8)	49.9	71.2	121.1
Depreciation and software amortisation	(2.6)	(0.9)	(1.1)	(4.6)	(21.1)	(25.7)
Adjusted operating profit/(loss)	37.5	30.7	(22.9)	45.3	50.1	95.4
Amortisation of acquired intangible assets and impairment				(8.9)	(82.7)	(91.6)
Non-trading items				(4.6)	(83.5)	(88.1)
Profit on disposal of business				1.0	4.1	5.1
Share-based payments				(5.6)	(10.3)	(15.9)
Operating profit/(loss)				27.2	(122.3)	(95.1)
Share of net loss in equity-accounted investee				–	(3.2)	(3.2)
Finance costs				(8.2)	(19.4)	(27.6)
Finance income				5.8	3.1	8.9
Profit/(loss) before tax				24.8	(141.8)	(117.0)

* Restated for discontinued operations (refer to Note 11).

Non-trading items within continuing operations of £4.4m (2022: £4.6m) include costs attributable to Marketing of £0.7m (2022: £nil), Financial Technology of £0.3m (2022: £nil) and Corporate of £3.4m (2022: £4.6m).

Revenue and non-current assets by location

The revenue analysis is based on the location of customers. Non-current assets analysis is based on the geographical location of the business.

	Revenue		Non-current assets **	
(£ million)	**2023**	2022 (Restated)*	**2023**	2022
United Kingdom	**29.7**	34.7	**166.1**	323.1
Other Europe	**36.1**	32.9	**0.1**	89.6
United States and Canada	**107.5**	97.1	**44.7**	557.8
China	**1.1**	–	**–**	77.8
Asia Pacific excluding China	**15.1**	13.3	**1.7**	52.2
Middle East and Africa	**7.8**	6.0	**–**	–
Latin America	**9.1**	7.2	**–**	10.6
Total	**206.4**	191.2	**212.6**	1,111.1

* Restated for discontinued operations (refer to Note 11)
** Non-current assets exclude deferred tax assets of £92.2m (2022: £60.3m).

Notes to the Consolidated Financial Statements continued

4. Operating Segments continued

Additional segmental information on revenue

The Group's revenue is derived from contracts with customers.

The Group does not have any customers from whom revenue exceeds 10% of total revenue. Included in revenue is barter revenue arising from the exchange of goods or services of £0.4m for the year ended 31 December 2023 (2022: £0.9m).

Disaggregation of revenue

The following table shows revenue disaggregated by major service lines, and the timing of revenue recognition:

(£ million)	Timing of revenue recognition	2023	2022 (Restated)*
Delegates	Point in time	56.7	58.3
Sponsorship	Point in time	79.3	67.4
Events		**136.0**	125.7
Benchmarking awards	Point in time	30.9	27.8
Subscriptions	Over time	30.2	30.2
Advisory	Over time	9.3	7.5
Non-events		**70.4**	65.5
Revenue from continuing operations		**206.4**	191.2

* Restated for discontinued operations (refer to Note 11).

(£ million)	Timing of revenue recognition	2023	2022 (Restated)*
Events	Point in time	60.1	42.3
Benchmarking Awards	Point in time	30.9	27.8
Subscriptions	Over time	30.2	23.9
Advisory	Over time	9.3	5.2
Marketing		**130.5**	99.2
Events	Point in time	75.9	83.4
Subscriptions	Over time	–	6.3
Advisory	Over time	–	2.3
Financial Technology		**75.9**	92.0
Revenue from continuing operations		**206.4**	191.2

* Restated for discontinued operations (refer to Note 11).

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

(£ million)	2023	2022
Receivables, which are included in trade and other receivables	31.9	112.1
Contract assets – accrued income	0.6	18.4
Contract liabilities – deferred income	54.1	117.3

Out of the £117.3m included in contract liabilities at 31 December 2022 (2021: £101.0m), £117.2m (2022: £100.3m) has been recognised as revenue in the current year.

5. Operating profit

Amounts charged in arriving at continuing operating profit include:

(£ million)	Note	2023	2022 (Restated)*
Employee costs	7	**77.7**	77.8
Depreciation and software amortisation		**4.9**	4.6
Amortisation of acquired intangible assets and impairment		**9.0**	8.9
Impairment losses on trade receivables and contract assets		**–**	0.2

* Restated for discontinued operations (refer to Note 11).

Fees paid to the auditor were as follows:

(£ million)	2023	2022
Included in Adjusted results		
Fees paid to auditor for audit of the parent and the consolidated financial statements	**3.2**	1.3
Fees paid to auditor for audit of the Group's subsidiaries – other	**0.4**	0.2
Fees paid to auditor for audit-related assurance services**	**0.1**	0.1
Total	**3.7**	1.6
Included in Adjusting items		
Fees paid to auditor for audit of the parent and the consolidated financial statements	**0.2**	–
Fees paid to auditor for audit of the Group's subsidiaries – Digital Commerce separation*	**3.2**	2.8
Fees paid to auditor for audit-related assurance services**	**0.8**	0.1
Total	**4.2**	2.9
Total		
Fees paid to auditor for audit of the parent and the consolidated financial statements	**3.4**	1.3
Fees paid to auditor for audit of the Group's subsidiaries – Digital Commerce separation*	**3.2**	2.8
Fees paid to auditor for audit of the Group's subsidiaries – other	**0.4**	0.2
Fees paid to auditor for audit-related assurance services**	**0.9**	0.2
Total	**7.9**	4.5

* Fees include costs for the PCAOB audit of the standalone US GAAP Digital Commerce business for 2021 (£1.5m), 2022 (£1.1m) and 2023 (£nil).

** Audit-related assurance services relate to the review of the half-year interim statements £0.1 (2022: £0.1m), Digital Commerce separation-related other costs £nil (2022: £0.1m) and Ascential's Class 1 transaction costs of £0.8m (2022: £nil).

Details of the Company's policy on the use of the auditor for non-audit related services, the reason why the auditor was used and how the auditor's independence was safeguarded are set out on page 99.

Notes to the Consolidated Financial Statements continued

6. Adjusting items

Adjusting items are those which are considered significant by virtue of their nature, size or incidence and are presented separately in the consolidated statement of profit and loss to provide a greater insight into the Group's financial performance. Adjusting items are not a defined term under IFRS, so may not be comparable to similar terminology used in other companies' financial statements and should not be viewed in isolation but as supplementary information. Adjusting items aim to facilitate a comparative understanding of the Group's financial performance from period to period by removing the effect of share-based payment charges, amortisation of intangibles acquired through business combinations, impairment and Non-trading items such as costs incurred for acquisitions and disposals, integration, non-recurring business restructuring and capital restructuring. The tax effect of Adjusting items is also included within Adjusting items (see Note 10).

Adjusting items included in continuing operating profit/(loss) are:

(£ million)	Note	2023	2022 (Restated)*
Strategic review costs		**(1.5)**	–
Transaction and integration costs		**(0.7)**	(0.7)
Profit/(loss) on disposal of businesses		**(0.3)**	1.0
Property impairments and provisions		**(1.9)**	(3.9)
Non-trading items		**(4.4)**	(3.6)
Amortisation of acquired intangible assets		**(9.0)**	(8.9)
Share-based payments	8	**(7.4)**	(5.6)
Adjusting items included within operating profit/(loss)		**(20.8)**	(18.1)

* Restated for discontinued operations (refer to Note 11).

Strategic review costs totalling £1.5m (2022: £nil) relate to costs incurred to set up the continuing Events business, as a result of the separation, such as investor relations and rebranding costs. The related net tax impact is a credit of £0.3m.

Transaction and integration costs totalling £0.7m (2022: £0.7m) comprise professional fees for diligence as well as the costs of integrating acquisitions which in 2023 related to the acquisition of Contagious. Transaction costs are generally non-deductible for tax purposes, whilst integration costs of £0.1m give rise to a tax credit of £nil.

The loss on disposal of businesses of £0.3m (2022: profit of £1.0m) within continuing operations relates to the additional costs on disposal of Retail Week World Retail Congress ("RWRC").

Costs in relation to property impairments and provisions in 2023 of £1.9m (2022: £3.9m) reflect impairments of right-of-use assets and leasehold improvements and the creation of provisions for operating expenses that were onerous following a reassessment of the Group's property requirements. These costs are non-deductible for tax accounting purposes.

The charge for share-based payments of £7.4m (2022: £5.6m) incorporates the Share Incentive Plan, the SAYE and the Performance Share Plan. As explained in the Alternative Performance Measures section, the Group treats share-based payments as an Adjusting item because they are a significant non-cash charge driven by a valuation model that references Ascential's share price and so is subject to volatility rather than referencing operational activity. Share-based payment expenses give rise to a tax credit of £1.1m to income statement net of a £1.4m charge through equity.

7. Employee information and Directors' remuneration

a. Employee costs including Directors

(£ million)	Note	2023	2022
Wages and salaries		**243.5**	224.4
Social security costs		**26.1**	24.6
Defined contribution pension cost		**6.0**	5.3
Redundancy costs*		**1.0**	0.8
Share-based payments and associated employment taxes	8	**23.8**	15.9
Total		**300.4**	271.0
Continuing operations (Restated)**		**77.7**	77.8
Discontinued operations (Restated)**		**222.7**	193.2

* Certain redundancy costs relating either to integration or to the sale of WGSN and Digital Commerce have been included within Non-trading items.
** Restated for discontinued operations (refer to Note 11).

Average employee cost per employee for continuing operations was £110,000 (2022 (Restated): £106,000).

b. Retirement benefits

The Group operates a defined contribution pension scheme in the United Kingdom and in certain other countries. The assets of the scheme are held by independent custodians and are kept entirely separate from the assets of the Group. The pension charge represents contributions due from the employer. During 2023 the total Group charge amounted to £6.0m (2022: £5.3m). At 31 December 2023 there were £1.2m of contributions outstanding (2022: £0.9m) of which £0.9m relate to continuing operations.

The pension charge for continuing operations amounted to £2.1m (2022: £1.9m). The pension charge for discontinued operations amounted to £3.9m (2022: £3.4m).

c. Average monthly number of employees including Directors

i. By geographical region

	2023		2022 (Restated)*	
	Continuing	**Discontinued**	Continuing	Discontinued
United Kingdom	**565**	**479**	590	391
United States and Canada	**88**	**1,209**	90	963
China	**6**	**640**	24	792
Asia Pacific excluding China	**35**	**605**	19	330
Rest of the world	**9**	**360**	14	375
Total	**703**	**3,293**	737	2,851

* Restated for discontinued operations (refer to Note 11).

ii. By segment

	2023		2022 (Restated)*	
	Continuing	**Discontinued**	Continuing	Discontinued
Product Design	**–**	**590**	–	508
Marketing	**347**	**–**	301	–
Financial Technology	**117**	**–**	162	–
Digital Commerce	**–**	**2,685**	–	2,343
Hudson	**–**	**18**	–	–
Corporate	**239**	**–**	274	–
Total	**703**	**3,293**	737	2,851

* Restated for discontinued operations (refer to Note 11).

d. Remuneration of Directors and key management personnel

The aggregate emoluments for key management are set out below:

(£ million)	**2023**	2022
Salaries, bonus and other short-term employee benefits	**3.6**	3.0
Share-based payments	**0.2**	–
Total	**3.8**	3.0

During the years ended 31 December 2023 and 2022, no Directors were members of the Group's defined contribution pension scheme and no retirement benefits were accrued for any Director at 31 December 2023 or 2022. The total gains on the exercise of share options by the Directors amounted to £0.2m (2022: £1.3m).

Total remuneration of Directors and key management personnel for continuing operations amounted to £2.3m (2022: £2.0m). Total remuneration of Directors and key management personnel for discontinued operations amounted to £1.5m (2022: £1.0m).

Further details of the Directors' remuneration and share options are set out in the Remuneration Report on pages 115 to 125. Key management personnel during the year comprised the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and the Non-Executive Directors of the Group.

Notes to the Consolidated Financial Statements continued

8. Share-based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (equity-settled transactions).

Analysis of charge to the consolidated statement of profit or loss:

(£ million)	2023	2022
Share Incentive Plans ("SIP")	2.2	1.4
Sharesave Scheme ("Sharesave")	0.2	0.8
Deferred Annual Bonus Plan ("DABP")	1.4	0.3
Performance Share Plans ("PSP")	14.4	7.9
Restricted Share Plan ("RSP")	5.6	5.5
Total charge for the year	23.8	15.9
Continuing operations (Restated)*	7.4	5.6
Discontinued operations (Restated)*	16.4	10.3

* Restated for discontinued operations (refer to Note 11).

The total share-based payment charge including discontinued operations for the year ending 31 December 2023 was £23.8m (2022: £15.9m) of which £7.4m relates to continuing operations (2022 (Restated): £5.6m).

In 2023, the share-based payment charge includes a charge of £1.0m (2022: credit of £0.8m) which is not reflected in the Consolidated Statement of Changes in Equity. This relates to the movement in provision for employment taxes as a result of the increase in share price from the prior year.

The number and weighted average exercise price of outstanding and exercisable share options and share awards are detailed below:

	2023		2022	
	Number of shares/options 000s	Weighted average exercise price £	Number of shares/options 000s	Weighted average exercise price £
Outstanding at 1 January	17,055	0.40	17,334	0.31
Granted	4,221	–	5,722	0.72
Options exercised or shares vested	(4,502)	0.11	(2,167)	0.11
Surrendered or expired	(696)	2.42	(1,023)	2.63
Lapsed	(1,604)	–	(2,811)	–
At 31 December	14,474	0.30	17,055	0.40

	2023	2022
Weighted average fair value per share/option granted during the year (£)	2.65	1.99

At 31 December 2023 the market price of an Ascential share was £2.93 (2022: £2.02) and the average share price for 2023 was £2.40 (2022: £2.75).

At 31 December 2023 of the 14,474,329 outstanding shares awards and options, 14,253,929 either had no exercise cost or an exercise price below market price; the remaining 220,400 (2022: 922,000) share options had an exercise price above market price.

The shares awarded under the SIP do not require additional payment from the participant to vest. For the Sharesave plan, the range of exercise prices for share options outstanding at 31 December 2023 was £1.69 to £3.33 (2022: £1.69 to £3.33). For the DABP, PSP and RSP plans, all share options outstanding at 31 December 2023 had an exercise price of £nil (2022: £nil) or were conditional share awards which do not require additional payment from the participant to vest.

For share awards and options outstanding at 31 December 2023, the weighted average remaining contractual life was 1.29 years (2022: 1.65 years).

Measurement of fair values

The SIP, Sharesave, DABP, PSP, RSP awards are equity-settled plans, the fair value of which is determined at the date of grant and is not subsequently remeasured unless conditions on which the award was granted are modified.

The fair value of the Sharesave options has been measured using the Black-Scholes model. Expected volatility is usually measured over a three-year period immediately prior to the date of the grant. There were no Sharesave options granted in 2023. The DABP, PSP and RSP awards granted in the year have no market performance conditions associated with them and so fair value is deemed to be the share price at the date of grant.

During the year, Ascential's strategic review triggered modifications to the existing share plans. These modifications represented changes in non-market based terms, and therefore there was no impact on the fair value of the awards and options. An incremental charge of £6.5m (2022: £nil) was incurred by these modifications which included the acceleration of vesting for good leavers.

Additional information about share-based payments

a. Share Incentive Plan

In 2016, the Group established the Employee Share Incentive Plan and International Employee Free Share Plan (collectively known as the "SIP") which enables employees to acquire shares of the Company, subject to service conditions. Free shares awarded to UK employees are held by an Employee Benefit Trust for the maturity period of three years. Conditional awards and cash equivalent awards granted to international employees also have a three-year maturity period. In 2023, the Group did not make any awards under the SIP (2022: none).

b. Sharesave Plan

In 2016, the Group established the Employee Savings Related Share Option Plan, the International Savings Related Share Option Plan and the US Stock Purchase Plan (collectively known as the "Sharesave Plan") under which employees enter into a savings contract and are granted options to acquire shares of the Company, subject to service conditions. In 2023, the Group did not grant any award options under the Sharesave Plan (2022: 2,281,000). Under the UK and International plans, the options vest after three years and are exercisable for a six-month period. Under the US plan, they vest after two years and are exercisable for a three-month period.

c. Deferred Annual Bonus Plan

Under the Deferred Annual Bonus Plan ("DABP") a portion of Executive Directors' annual bonus earned is deferred mandatorily into a share award, vesting after a three-year period. Awards are structured either as a nil-cost option or a conditional share award. In 2023, the Group granted conditional share awards over 171,558 shares under the DABP (2022: 365,000).

d. Performance Share Plan

In 2016, the Group established the Executive Performance Share Plan ("PSP"), under which key management personnel and other senior employees can be granted conditional awards, share options or a cash alternative. Awards can be granted with or without performance conditions. Where performance conditions have been set, they are either subject to a Total Shareholder Return ("TSR") market performance condition, a revenue or profit non-market performance condition or a combination of both. Executive Directors are required to hold their shares (net of taxes) for a further two-year period after vesting.

In 2023, the Group granted conditional share awards over 2,730,396 (2022: 2,585,000) shares under the PSP. None of the share awards granted during the year are subject to a market performance condition. 1,304,170 (2022: 1,060,000) shares are subject to a revenue or non-market profit performance condition and 1,426,226 (2022: 1,525,000) shares are not subject to additional performance criteria beyond service conditions.

e. Restricted Share Plan

In 2019, the Group established the Ascential Restricted Share Plan ("RSP"), under which certain employees can be granted nil-cost option awards and/or contingent share awards. Executive Directors are not eligible to receive awards under the RSP. Awards under the RSP are satisfied with market purchased shares and can be granted with or without performance conditions. Awards that have been issued to date are not subject to performance conditions. During the year ended 31 December 2023, the Group granted conditional share awards over 1,319,521 shares under the RSP (2022: 490,000).

Notes to the Consolidated Financial Statements continued

9. Finance costs and finance income

(£ million)	Note	2023	2022 (Restated)*
Interest on deposits and derivatives		5.6	0.5
Fair value gain on derivative financial instruments		–	4.3
Foreign exchange gain		–	1.0
Adjusted finance income		**5.6**	**5.8**
Remeasurement of trade investments to fair value	18	0.9	–
Adjusting finance income		**0.9**	**–**
Total finance income		**6.5**	**5.8**
Interest payable on external borrowings		(21.3)	(7.4)
Amortisation of arrangement fees	22	(0.8)	(0.8)
Discount unwind of lease liability		(0.1)	–
Discount unwind on provisions	23	(0.1)	–
Fair value loss on derivative financial instruments		(4.3)	–
Adjusted finance costs		**(26.6)**	**(8.2)**
Net finance costs from continuing operations		**(20.1)**	**(2.4)**

* Restated for discontinued operations (refer to Note 11).

10. Taxation

Current tax

The tax charge for the year on continuing operations comprises:

(£ million)	2023	2022 (Restated)*
Current tax		
UK current tax charge on income for the year	5.5	–
Overseas current tax (credit)/charge on income for the year	(1.1)	1.5
Adjustments in respect of prior years	(2.1)	0.1
Total current tax charge	**2.3**	**1.6**
Deferred tax		
Current year (credit)/charge	(0.7)	6.8
Adjustments in respect of prior years	3.2	(0.2)
Impact of rate changes on opening balances	–	(0.2)
Total deferred tax charge	**2.5**	**6.4**
Total tax charge from continuing operations	**4.8**	**8.0**
Total effective tax rate	**46%**	**32%**

* Restated for discontinued operations (refer to Note 11).

The difference between the tax as charged in the consolidated statement of profit or loss and tax at the UK standard rate on continuing operations is reconciled below:

	2023			2022 (Restated)*		
(£ million)	**Adjusted results/tax**	**Adjusting items/tax**	**Total results/tax**	Adjusted results/tax	Adjusting items/tax	Total results/tax
Profit/(loss) before tax	**30.5**	**(19.9)**	**10.6**	42.9	(18.1)	24.8
Expected tax charge/(credit) at the UK standard rate of 23.5% (2022: 19%)	**7.2**	**(4.7)**	**2.5**	8.2	(3.4)	4.8
Tax effects of:						
Higher overseas tax rates	**0.2**	**–**	**0.2**	2.8	–	2.8
Non-deductible expenditure	**(0.1)**	**0.7**	**0.6**	0.1	0.8	0.9
UK enhanced capital allowances	**–**	**–**	**–**	(0.1)	–	(0.1)
Taxable disposals	**–**	**–**	**–**	–	0.3	0.3
Rates changes	**–**	**0.4**	**0.4**	(0.1)	(0.5)	(0.6)
Adjustments in respect of prior years	**0.8**	**0.3**	**1.1**	–	(0.1)	(0.1)
Total tax charge/(credit) for the year	**8.1**	**(3.3)**	**4.8**	10.9	(2.9)	8.0
Effective tax rate	**27%**	**17%**	**46%**	25%	16%	32%

* Restated for discontinued operations (refer to Note 11).

Note 6 includes further details on the tax treatment of costs treated as Adjusting items.

During the year the following amounts were recognised in other comprehensive income and equity relating to share-based payments and foreign exchange movements:

(£ million)	**2023**	2022
Deferred tax charge related to share-based payments	**1.8**	2.8
Deferred tax charge related to net investment hedge	**1.4**	–
Tax (credit)/charge related to foreign exchange movements	**(4.8)**	14.4
Total (credit)/charge recognised in equity	**(1.6)**	17.2

The Group is subject to many different forms of taxation including, but not limited to, income and corporation tax, withholding tax and value added and sales taxes. The Group had operations in 22 countries and multiple states in the US and sold its products and services into more than 100 countries in the year. Furthermore, the Group renders and receives cross-border supplies and services in respect of affiliated entities which exposes the Group to tax risk due to transfer pricing rules that apply in many jurisdictions.

Deferred tax

The deferred tax balances shown in the consolidated statement of financial position are analysed as follows:

(£ million)	**2023**	2022
Deferred tax assets	**92.2**	60.3
Deferred tax liabilities	**(7.6)**	(8.6)
Total	**84.6**	51.7

In presenting its deferred tax balances, the Group offsets assets and liabilities to the extent it has a legally enforceable right to set off the arising current tax liabilities and assets when those deferred tax balances reverse and income taxes are levied by the same tax authorities.

Notes to the Consolidated Financial Statements continued

10. **Taxation** continued

The major deferred tax assets and liabilities recognised by the Group, and the movements in the year, are set out below:

(£ million)	Non-deductible intangible assets	US deductible intangible assets	Share-based payments	Property, plant and equipment	Tax losses	Other	Total
At 1 January 2022	(26.1)	30.9	2.5	6.3	33.5	4.1	51.2
Credit/(charge) to the consolidated statement of profit or loss	6.5	6.1	2.0	(2.8)	(7.0)	1.1	5.9
Charge to equity	–	–	(2.8)	–	–	–	(2.8)
Tax effect of items charged directly to equity	–	–	–	–	(3.3)	(1.6)	(4.9)
Reclassification	–	–	–	–	1.1	(1.1)	–
Impact of rate changes	–	–	–	0.2	–	–	0.2
Adjustments in respect of prior years	–	0.4	–	1.6	(0.1)	(1.2)	0.7
Foreign exchange movements	(1.5)	4.1	–	0.6	2.3	(0.1)	5.4
Acquisitions	(8.3)	–	–	–	4.0	–	(4.3)
Held for sale	–	–	–	0.3	–	–	0.3
At 1 January 2023	**(29.4)**	**41.5**	**1.7**	**6.2**	**30.5**	**1.2**	**51.7**
Credit/(charge) to the consolidated statement of profit or loss	**5.4**	**(13.4)**	**1.5**	**(0.8)**	**47.3**	**–**	**40.0**
Charge to equity	**–**	**–**	**(1.8)**	**–**	**–**	**–**	**(1.8)**
Tax effect of items charged directly to equity	**–**	**–**	**–**	**–**	**–**	**(0.9)**	**(0.9)**
Adjustments in respect of prior years	**(0.3)**	**–**	**–**	**–**	**(2.9)**	**–**	**(3.2)**
Foreign exchange movements	**0.7**	**(0.3)**	**–**	**–**	**(0.6)**	**–**	**(0.2)**
Acquisitions	**(2.0)**	**–**	**–**	**–**	**0.9**	**–**	**(1.1)**
Held for sale	**10.3**	**–**	**(0.1)**	**(1.1)**	**(9.0)**	**–**	**0.1**
At 31 December 2023	**(15.3)**	**27.8**	**1.3**	**4.3**	**66.2**	**0.3**	**84.6**

The above deferred tax balances are expected to reverse as follows:

(£ million)	Non-deductible intangible assets	US deductible intangible assets	Share-based payments	Property plant and equipment	Tax losses	Other	Total
Within 12 months	(4.2)	7.6	(1.5)	–	7.8	–	9.7
After 12 months	(25.2)	33.9	3.2	6.2	22.7	1.2	42.0
At 31 December 2022	**(29.4)**	**41.5**	**1.7**	**6.2**	**30.5**	**1.2**	**51.7**
Within 12 months	**(1.5)**	**27.8**	**–**	**–**	**66.2**	**(2.7)**	**89.8**
After 12 months	**(13.8)**	**–**	**1.3**	**4.3**	**–**	**3.0**	**(5.2)**
At 31 December 2023	**(15.3)**	**27.8**	**1.3**	**4.3**	**66.2**	**0.3**	**84.6**

No deferred tax liability has been recognised in respect of temporary differences associated with investments in subsidiaries as, where tax would arise on the realisation of those temporary differences, the Group is in a position to control the timing of their reversal and it is probable that such differences will not reverse in the foreseeable future.

Non-deductible intangibles represent the value of the deferred tax liability which arises on the fair value of acquired intangibles which are not deductible for tax purposes. The liability is valued at the tax rate applicable to the jurisdiction where the intangibles are located.

US deductible intangible assets represent the value of deferred tax assets on US tax deductible intangibles and deferred consideration. These deferred tax assets are recognised at a blended US Federal and State tax rate of 26%.

As explained in Note 11, after the balance sheet date, the Group disposed of the Digital Commerce and WGSN businesses in January 2024 which has significant tax implications. The disposals of shares in the UK benefit from the UK substantial shareholdings exemption and, as such, no UK tax is expected to arise on the disposals. However, the disposal of US assets will result in a material taxable gain in the US. The US gains arise on the sale of shares in the US Digital Commerce business as well as the structuring steps required to transfer our remaining US businesses from our main US holding company to facilitate the sale of the WGSN US business.

We estimate that the tax charge arising on the gains will be approximately £100m, comprising a current tax charge (and cash tax payment) of £9m and a deferred tax charge of £91m. The deferred tax charge represents the utilisation of deferred tax assets totalling £40.4m and £23.1m in respect of US net operating losses and of US capital losses respectively, as well as the full £27.8m of deferred tax asset in respect of US deductible intangible assets. This supports the recognition of these deferred tax assets at the balance sheet date.

Partly offsetting the above tax charge on disposal, we expect the transfer of our remaining US businesses to new US companies to give rise to tax amortisation on US acquired intangibles going forward. This will create a temporary difference (an increase in tax basis with no equivalent change in book basis) on which a deferred tax asset is recognised. The deferred tax asset is expected to be approximately £45m, generating cash tax savings of approximately £3m per annum. Based on our forecasts for the US businesses, we would have sufficient profit capacity in each year to utilise this asset and so would expect to recognise the deferred tax asset of £45m in full in 2024.

The Group has the following tax losses:

(£ million)	**Recognised 2023**	Recognised 2022	**Unrecognised 2023**	Unrecognised 2022	**Total 2023**	Total 2022
US net operating losses	**147.1**	80.8	**9.7**	9.7	**156.8**	90.5
US capital losses	**88.8**	–	**–**	–	**88.8**	–
UK net operating losses	**9.5**	26.3	**–**	–	**9.5**	26.3
UK capital losses	**–**	–	**114.9**	114.9	**114.9**	114.9
Other Rest of World losses	**3.8**	6.4	**–**	23.4	**3.8**	29.8
Total	**249.2**	113.5	**124.6**	148.0	**373.8**	261.5

The above losses represent the following value at tax rates applicable at the reporting date:

(£ million)	**Recognised 2023**	Recognised 2022	**Unrecognised 2023**	Unrecognised 2022	**Total 2023**	Total 2022
US net operating losses	**40.4**	23.1	**2.0**	2.0	**42.4**	25.1
US capital losses	**23.1**	–	**–**	–	**23.1**	–
UK net operating losses	**2.1**	6.1	**–**	–	**2.1**	6.1
UK capital losses	**–**	–	**28.7**	28.7	**28.7**	28.7
Other Rest of World losses	**0.6**	1.3	**–**	7.2	**0.6**	8.5
Total	**66.2**	30.5	**30.7**	37.9	**96.9**	68.4

The Group has recognised net operating tax losses in the US totalling £147.1m (2022: £80.8m) none of which are subject to expiry. Our ability to utilise losses in future years is driven by the level of taxable profits arising in the relevant taxing jurisdictions. For losses arising in the US, the recognition of these is supported by the expected taxable profits arising on the gains on disposal of the WGSN and Digital Commerce businesses in 2024.

We recognise for the first time this year US capital losses which arise as a result of the consolidation of Hudson. We expect these tax assets to be fully utilised against the disposal gains made after year end.

We do not expect to make gains in the future against which our UK capital losses could be utilised as the Group does not typically hold assets which would give rise to UK capital gains. Therefore these losses are unrecognised for deferred tax purposes.

The reduction in Rest of World unrecognised losses from the prior year arises as these losses arose in companies now held for sale and so are excluded from the closing balance.

Notes to the Consolidated Financial Statements continued

11. Discontinued operations

On 30 October 2023, the Group announced that it had entered into agreements to sell its Digital Commerce and WGSN businesses. Although these agreements were subject to shareholder approval, which was obtained on 18 December 2023, the Group believed that it was highly probable that the transactions would complete within 12 months of the date of the announcement and so were classified as disposal groups held for sale and discontinued operations from that date. The Digital Commerce transaction completed on 2 January 2024, the WGSN transaction completed on 1 February 2024 and the Hudson transaction is expected in the first half of 2024.

The results of Digital Commerce, WGSN and Hudson for the year are presented below. For further details of the investment in Hudson see Note 30.

a. Digital Commerce:

	2023			2022		
(£ million)	**Adjusted results**	**Adjusting items**	**Total**	Adjusted results	Adjusting items	Total
Revenue	**263.5**	**–**	**263.5**	226.1	–	226.1
Cost of sales	**(158.4)**	**–**	**(158.4)**	(126.1)	–	(126.1)
Sales, marketing and administrative expenses	**(105.9)**	**(112.9)**	**(218.8)**	(94.6)	(166.2)	(260.8)
Impairment loss on trade receivables and contract assets	**(4.6)**	**–**	**(4.6)**	(5.3)	–	(5.3)
Operating profit/(loss)	**(5.4)**	**(112.9)**	**(118.3)**	0.1	(166.2)	(166.1)
Adjusted EBITDA	**8.9**	**–**	**8.9**	17.9	–	17.9
Depreciation, amortisation and impairment	**(14.3)**	**(30.1)**	**(44.4)**	(17.8)	(82.5)	(100.3)
Non-trading items	**–**	**(69.9)**	**(69.9)**	–	(75.5)	(75.5)
Share-based payments	**–**	**(12.9)**	**(12.9)**	–	(8.2)	(8.2)
Operating profit/(loss)	**(5.4)**	**(112.9)**	**(118.3)**	0.1	(166.2)	(166.1)
Finance costs	**(6.8)**	**–**	**(6.8)**	(13.6)	(5.3)	(18.9)
Finance income	**0.1**	**1.7**	**1.8**	–	–	–
Loss before tax from discontinued operations	**(12.1)**	**(111.2)**	**(123.3)**	(13.5)	(171.5)	(185.0)
Tax credit/(charge)	**(0.1)**	**22.1**	**22.0**	1.1	28.9	30.0
Loss from discontinued operations, net of tax	**(12.2)**	**(89.1)**	**(101.3)**	(12.4)	(142.6)	(155.0)

b. WGSN:

	2023			2022		
(£ million)	**Adjusted results**	**Adjusting items**	**Total**	Adjusted results	Adjusting items	Total
Revenue	**114.9**	**–**	**114.9**	107.1	–	107.1
Cost of sales	**(20.1)**	**–**	**(20.1)**	(20.6)	–	(20.6)
Sales, marketing and administrative expenses	**(38.2)**	**(37.7)**	**(75.9)**	(35.5)	(4.4)	(39.9)
Impairment loss on trade receivables and contract assets	**(1.3)**	**–**	**(1.3)**	(1.2)	–	(1.2)
Operating profit/(loss)	**55.3**	**(37.7)**	**17.6**	49.8	(4.4)	45.4
Adjusted EBITDA	**58.3**	**–**	**58.3**	53.1	–	53.1
Depreciation, amortisation and impairment	**(3.0)**	**(0.2)**	**(3.2)**	(3.3)	(0.2)	(3.5)
Non-trading items	**–**	**(34.0)**	**(34.0)**	–	(2.1)	(2.1)
Share-based payments	**–**	**(3.5)**	**(3.5)**	–	(2.1)	(2.1)
Operating profit/(loss)	**55.3**	**(37.7)**	**17.6**	49.8	(4.4)	45.4
Share of the loss of associates	**(0.1)**	**–**	**(0.1)**	(0.4)	–	(0.4)
Finance costs	**(0.3)**	**–**	**(0.3)**	(0.5)	–	(0.5)
Finance income	**0.1**	**–**	**0.1**	–	–	–
Profit/(loss) before tax from discontinued operations	**55.0**	**(37.7)**	**17.3**	48.9	(4.4)	44.5
Tax credit/(charge)	**(14.4)**	**4.0**	**(10.4)**	(11.2)	0.5	(10.7)
Profit/(loss) from discontinued operations, net of tax	**40.6**	**(33.7)**	**6.9**	37.7	(3.9)	33.8

c. Hudson:

(£ million)	2023 Adjusted results	2023 Adjusting items	2023 Total	2022 Adjusted results	2022 Adjusting items	2022 Total
Revenue	1.5	–	1.5	–	–	–
Cost of sales	(1.8)	–	(1.8)	–	–	–
Sales, marketing and administrative expenses	(1.3)	(2.0)	(3.3)	0.2	(0.9)	(0.7)
Operating profit/(loss)	(1.6)	(2.0)	(3.6)	0.2	(0.9)	(0.7)
Adjusted EBITDA	(1.6)	–	(1.6)	0.2	–	0.2
Depreciation, amortisation and impairment	–	–	–	–	–	–
Non-trading items	–	(2.0)	(2.0)	–	(0.9)	(0.9)
Operating profit/(loss)	(1.6)	(2.0)	(3.6)	0.2	(0.9)	(0.7)
Share of the loss of associates	(12.3)	(0.9)	(13.2)	(2.2)	(0.6)	(2.8)
Finance costs	–	(117.6)	(117.6)	–	–	–
Finance income	10.2	–	10.2	3.1	–	3.1
Profit/(loss) before tax from discontinued operations	(3.7)	(120.5)	(124.2)	1.1	(1.5)	(0.4)
Tax credit/(charge)	–	23.1	23.1	–	–	–
Profit/(loss) from discontinued operations, net of tax	(3.7)	(97.4)	(101.1)	1.1	(1.5)	(0.4)

d. Total discontinued operations

(£ million)	2023 Adjusted results	2023 Adjusting items	2023 Total	2022 Adjusted results	2022 Adjusting items	2022 Total
Revenue	379.9	–	379.9	333.2	–	333.2
Cost of sales	(180.3)	–	(180.3)	(146.7)	–	(146.7)
Sales, marketing and administrative expenses	(145.4)	(152.6)	(298.0)	(129.9)	(172.4)	(302.3)
Impairment loss on trade receivables and contract assets	(5.9)	–	(5.9)	(6.5)	–	(6.5)
Operating profit/(loss)	48.3	(152.6)	(104.3)	50.1	(172.4)	(122.3)
Adjusted EBITDA	65.6	–	65.6	71.2	–	71.2
Depreciation, amortisation and impairment	(17.3)	(30.3)	(47.6)	(21.1)	(82.7)	(103.8)
Non-trading items	–	(105.9)	(105.9)	–	(79.4)	(79.4)
Share-based payments	–	(16.4)	(16.4)	–	(10.3)	(10.3)
Operating profit/(loss)	48.3	(152.6)	(104.3)	50.1	(172.4)	(122.3)
Share of the loss of associates	(12.4)	(0.9)	(13.3)	(2.6)	(0.6)	(3.2)
Finance costs	(7.1)	(117.6)	(124.7)	(14.1)	(5.3)	(19.4)
Finance income	10.4	1.7	12.1	3.1	–	3.1
Loss before tax from discontinued operations	39.2	(269.4)	(230.2)	36.5	(178.3)	(141.8)
Tax credit/(charge)	(14.5)	49.2	34.7	(10.1)	29.4	19.3
Profit/(loss) from discontinued operations, net of tax	24.7	(220.2)	(195.5)	26.4	(148.9)	(122.5)

Notes to the Consolidated Financial Statements continued

11. Discontinued operations continued

e. Adjusting items:

Adjusting items included within discontinued operations include Non-trading items as follows:

(£ million)	2023	2022 (Restated)*
Strategic review costs	**(83.5)**	(15.0)
Transaction and integration costs	**(17.3)**	(15.5)
ERP and Salesforce implementation	**(7.1)**	(21.6)
Profit on disposal of businesses	**0.2**	4.1
Acquisition-related employment costs and earnout revaluations	**1.8**	(31.4)
Non-trading items	**(105.9)**	(79.4)

Strategic review costs of £83.5m (2022: £15.0m) related to resources and professional fees incurred specifically in respect of the sales of the Digital Commerce and WGSN businesses, as well as the necessary restructuring and reduction of Ascential's central corporate function as a result of the disposal of such a large proportion of the Group. These costs related to resources and professional fees for project management, tax and legal structuring, activities relating to the aborted US listing, legal and professional advisor support as well as severance and retention incentives for key personnel impacted by the separation of the Group. Fees also include success fees paid to the banks managing the disposal processes. The vast majority of these costs have been recognised in 2023 either as services have been provided or, for contingent success fees, on shareholder approval of the disposals which occurred in December 2023. These costs generate a tax credit of £11.5m (2022: £0.9m).

Transaction and integration costs of £17.3m (2022: £15.5m) comprise professional fees for diligence and legal costs for acquisitions and investments as well as the costs of integrating acquisitions, such as the acquisitions of Sellics and Intrepid by the Digital Commerce business in 2022 and their subsequent integration. It also includes the execution of a significant staff reduction in the second half of 2023 following the product integration and launch of the Digital Commerce combined product Flywheel Commerce Cloud. These costs generate a tax credit of £4.4m (2022: £2.3m).

Acquisition-related employment costs and revaluations of £1.8m credit (2022: £31.4m debit) relates to the revaluation of deferred contingent consideration as a result of updates to actual or expected performance along with costs associated with the element of purchase consideration connected directly not only with the performance of the acquiree, but on the continuing employment of the founder. These costs generate a tax credit of £2.7m (2022: £5.8m).

The ERP and Salesforce implementation fees of £7.1m (2022: £21.6m) are in respect of the final year of a multi-year programme to implement a new ERP in Digital Commerce to replace the Oracle system introduced in 2007 and a new instance of Salesforce, both of which are cloud-based. The implementation costs are subject to the IFRIC agenda decision relating to IAS 38 taken after initiation of the project and accordingly were required to be expensed. Given the materiality and once-in-a-decade nature, these costs were recorded as Non-trading items. These costs generate a tax credit of £1.7m (2022: £4.1m).

2022 includes a £5.0m profit on the sale of our trade investment Analytic Index which was previously accounted for as an associate.

Depreciation, amortisation and impairment included in Adjusting items within discontinued operations for the year of £30.3m (2022: £82.7m) include a £11.7m impairment in respect to Flywheel brand intangibles within Digital Commerce as a result of the decision to move to a single brand "Flywheel Digital". 2022 includes £57.0m impairment in respect to ASR (£25.6m) and Edge (£31.4m) brand assets.

Finance costs include fair value adjustments relating to the transition of Hudson between an equity-accounted associate and full consolidation in the period of £116.7m (2022: £nil) (see Note 30 for further details). We recognise a deferred tax asset of £23.1m (2022: £nil) in respect of these fair value adjustments.

Exchange translation differences recognised between the date of classification as held for sale and 31 December 2023 are reflected in other comprehensive income.

The major classes of assets and liabilities classified as held for sale as at 31 December are, as follows:

(£ million)	Digital Commerce 2023	WGSN 2023	Total 2023
Assets			
Goodwill	398.1	154.4	552.5
Intangible assets	145.8	5.0	150.8
Property, plant and equipment	5.7	0.4	6.1
Right-of-use assets	8.3	0.5	8.8
Investments	11.6	3.6	15.2
Inventories	6.4	1.0	7.4
Trade and other receivables	323.5	27.7	351.2
Cash and cash equivalents	33.8	11.8	45.6
Deferred tax assets	–	5.5	5.5
Assets held for sale	933.2	209.9	1,143.1
Assets held for sale relating to subsidiary acquired exclusively with a view to resale			62.5
Total assets held for sale			1,205.6
Liabilities			
Trade and other payables	280.2	9.7	289.9
Deferred income	12.5	55.7	68.2
Deferred and contingent consideration	36.0	–	36.0
Lease liabilities	8.7	0.4	9.1
Deferred tax liabilities	5.6	–	5.6
Provisions	1.7	0.1	1.8
Liabilities held for sale	344.7	65.9	410.6
Liabilities held for sale relating to subsidiary acquired exclusively with a view to resale			3.3
Total liabilities held for sale			413.9
Net assets directly associated with disposal group			791.7
Amounts included in reserves directly associated with disposal group			
Non-controlling interest			20.0
Translation reserve			28.0
Reserve of disposal group classified as held for sale			48.0

The net cash flows generated/(incurred) by discontinued operations were as follows:

(£ million)	2023	2022
Operating	(63.5)	5.4
Investing	(60.4)	(159.4)
Financing	139.6	154.6
Net cash inflow/(outflow)	15.7	0.6

Notes to the Consolidated Financial Statements continued

12. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares. Earnings per share has been calculated with respect to total net profit or loss for the year for the Group, including both continuing and discontinued operations (see Note 11).

The weighted average number of ordinary shares in issue during the year, excluding those held by Employee Benefit Trusts, was 439.2m (2022: 440.0m). There is no dilutive impact from potential ordinary shares as potential ordinary shares can only be considered dilutive when their inclusion would decrease earnings or increase loss per share.

	2023			2022 (Restated)*		
	Adjusted results	**Adjusting items**	**Total**	Adjusted results	Adjusting items	Total
Profit/(loss) for the year attributable to owners of the Company (£ million)						
Continuing operations	**22.4**	**(16.6)**	**5.8**	32.0	(15.2)	16.8
Discontinued operations	**22.2**	**(219.3)**	**(197.1)**	24.6	(137.8)	(113.2)
Profit/(loss) for the year	**44.6**	**(235.9)**	**(191.3)**	56.6	(153.0)	(96.4)
Share number (million)						
Basic weighted average number of shares	**439.2**	**439.2**	**439.2**	440.0	440.0	440.0
Dilutive potential ordinary shares	**7.2**	**7.2**	**7.2**	6.2	6.2	6.2
Diluted weighted average number of shares	**446.4**	**446.4**	**446.4**	446.2	446.2	446.2
Earnings/(loss) per share (pence)						
– Basic earnings per share	**10.2**	**(53.8)**	**(43.6)**	12.9	(34.8)	(21.9)
– Diluted earnings per share	**10.0**	**(52.9)**	**(42.9)**	12.7	(34.3)	(21.6)
Continuing operations						
– Basic earnings per share	**5.1**	**(3.8)**	**1.3**	7.3	(3.5)	3.8
– Diluted earnings per share	**5.0**	**(3.7)**	**1.3**	7.2	(3.4)	3.8
Discontinued operations						
– Basic earnings per share	**5.1**	**(50.0)**	**(44.9)**	5.6	(31.3)	(25.7)
– Diluted earnings per share	**5.0**	**(49.2)**	**(44.2)**	5.5	(30.9)	(25.4)

* Restated for discontinued operations (refer to Note 11).

13. Business combinations

In 2023, Ascential made the following acquisition in the Marketing segment. Further to this, the Group undertook a series of transactions in the year that resulted in the deemed control and acquisition of Hudson. Details of this are presented in Note 30.

Contagious

In August 2023, the Group acquired 100% of Steel River Media Limited ("Contagious") for a cash consideration of £9.4m. Contagious is a creative and strategic intelligence firm that helps agencies and brands supercharge their marketing by learning from the world's most creative and effective companies and campaigns via their IQ intelligence platform, consulting services, training and events.

In addition to £0.6m of transaction costs, the Group incurred £0.1m of integration costs.

The goodwill of £5.4m comprises earnings attributable to growth through new customer relationships and new content developed, opportunities for expansion into new geographies and the assembled workforce. This goodwill is not expected to be deductible for tax purposes and is allocated entirely to the Contagious CGU. The valuation of intangible assets acquired in business combinations is based on a number of estimates made by management. No reasonable change to the accounting estimates would result in a material change to the valuation of intangible assets acquired.

The provisional fair values of the identifiable assets purchased and liabilities assumed as at the date of acquisition were as follows:

(£ million)	Note	Contagious
Customer relationships	16	2.7
Brands	16	0.3
Content	16	1.6
Intangible assets	16	0.1
Trade and other receivables		1.4
Cash		2.6
Trade and other payables		(1.9)
Provisions		(0.2)
Deferred income		(1.5)
Deferred tax liability	10	(1.1)
Total identifiable net assets at fair value		**4.0**
Total consideration		**9.4**
Goodwill on acquisition	16	5.4
Acquisition of business (net of cash acquired)		**6.8**

2022 Acquisitions

The details of the prior year acquisitions are set out in the 2022 Annual Report and Accounts.

Notes to the Consolidated Financial Statements continued

14. Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has material Non-controlling interests ("NCI"):

	2023		
(£ million)	ASR	CTIC WGSN China	Total
NCI percentage	49%	51%	
Non-current assets	35.9	0.7	36.6
Current assets	6.4	5.5	11.9
Non-current liabilities	(0.2)	–	(0.2)
Current liabilities	(3.3)	(4.2)	(7.5)
Net assets	38.8	2.0	40.8
Net assets attributable to NCI	19.0	1.0	20.0
Profit/(loss) for the year and total comprehensive income	2.0	1.5	3.5
Profit/(loss) allocated to NCI	1.0	0.8	1.8

	2022		
(£ million)	ASR	CTIC WGSN China	Total
NCI percentage	49%	51%	
Non-current assets	39.1	–	39.1
Current assets	4.5	6.4	10.9
Non-current liabilities	(0.1)	–	(0.1)
Current liabilities	(1.7)	(4.0)	(5.7)
Net assets	41.8	2.4	44.2
Net assets attributable to NCI	20.5	1.2	21.7
Profit/(loss) for the year and total comprehensive income	(22.7)	3.6	(19.1)
Profit/(loss) allocated to NCI	(11.1)	1.8	(9.3)

As at 31 December 2023, all assets and liabilities with a non-controlling interest are designated as held for sale (Note 11). Due to the availability of a valuation completed by independent external experts, non-controlling interest for Hudson was stated at fair value on acquisition (30 October 2023). After initial recognition, the option of measuring non-controlling interest at fair value is no longer available. All other non-controlling interests are measured at the non-controlling interest's share of the identifiable assets purchased and liabilities assumed.

15. Disposals

There were no disposals in the year ended 31 December 2023.

In the year ended 31 December 2022, the Group disposed of its investment in its associate Analytic Index, resulting in a gain on disposal within discontinued operations of £5.0m, and of the assets and liabilities of Retail Week and World Retail Congress ("RWRC") resulting in a gain on disposal within continuing operations of £1.0m, included in Non-trading items within Adjusting items (Note 6).

16. Intangible assets and goodwill

(£ million)	Goodwill	Acquired Intangibles: Brands	Acquired Intangibles: Customer relationships	Acquired Intangibles: Content	Acquired Intangibles: Technology	Software	Total
Cost							
At 1 January 2022	**844.3**	**131.1**	**210.3**	**59.0**	**51.9**	**87.0**	**1,383.6**
Additions	–	–	–	–	–	33.3	33.3
Acquisitions of businesses	59.7	2.3	9.9	–	7.5	–	79.4
Disposals	–	–	–	–	–	(8.1)	(8.1)
Exchange rate differences	47.8	2.3	14.3	–	2.6	6.1	73.1
At 1 January 2023	**951.8**	**135.7**	**234.5**	**59.0**	**62.0**	**118.3**	**1,561.3**
Additions	**–**	**–**	**–**	**–**	**–**	**33.1**	**33.1**
Acquisitions of businesses	**5.4**	**0.3**	**2.7**	**1.6**	**–**	**0.1**	**10.1**
Disposals	**–**	**–**	**–**	**–**	**–**	**(0.6)**	**(0.6)**
Transfer to assets held for sale	**(744.8)**	**(41.9)**	**(211.3)**	**(36.9)**	**(60.5)**	**(125.6)**	**(1,221.0)**
Exchange rate differences	**(11.0)**	**(1.2)**	**(1.9)**	**–**	**(0.4)**	**(3.8)**	**(18.3)**
At 31 December 2023	**201.4**	**92.9**	**24.0**	**23.7**	**1.1**	**21.5**	**364.6**
Accumulated amortisation & impairment							
At 1 January 2022	(240.7)	(55.0)	(65.2)	(56.2)	(33.7)	(53.9)	(504.7)
Amortisation	–	(7.7)	(20.1)	(1.9)	(4.9)	(15.5)	(50.1)
Disposals	–	–	–	–	–	7.7	7.7
Impairment	–	–	(43.6)	–	–	(13.4)	(57.0)
Exchange rate differences	–	(0.3)	(0.9)	–	(0.7)	(1.8)	(3.7)
At 1 January 2023	**(240.7)**	**(63.0)**	**(129.8)**	**(58.1)**	**(39.3)**	**(76.9)**	**(607.8)**
Amortisation	**–**	**(6.9)**	**(14.1)**	**(1.1)**	**(5.5)**	**(13.7)**	**(41.3)**
Disposals	**–**	**–**	**–**	**–**	**–**	**0.6**	**0.6**
Transfer to assets held for sale	**174.1**	**36.0**	**131.5**	**36.9**	**42.6**	**73.9**	**495.0**
Impairment	**–**	**(7.5)**	**(4.2)**	**–**	**–**	**–**	**(11.7)**
Exchange rate differences	**–**	**1.1**	**1.1**	**–**	**1.1**	**1.7**	**5.0**
At 31 December 2023	**(66.6)**	**(40.3)**	**(15.5)**	**(22.3)**	**(1.1)**	**(14.4)**	**(160.2)**
Net book value							
At 31 December 2023	**134.8**	**52.6**	**8.5**	**1.4**	**–**	**7.1**	**204.4**
At 31 December 2022	711.1	72.7	104.7	0.9	22.7	41.4	953.5

Included within software intangible assets at 31 December 2023 is £1.4m (2022: £16.2m) of assets under construction which were not yet being amortised at the year end.

Impairment review

During the year, the Group recognised an impairment charge of £11.7m which was primarily driven by the impairment of brand intangibles assets within the Digital Commerce segment, following the decision to rebrand Digital Commerce entities under the Flywheel brand.

At 31 December 2023, the Group had £197.3m of goodwill and intangible assets acquired through acquisitions (2022: £912.1m). Where each of the Group's cash-generating units (CGUs) contain goodwill, indefinite life intangible assets or assets not yet available for use, these are assessed for impairment annually and more frequently where there are indicators of impairment. Where a CGU only contains finite life intangible assets a test for impairment is only performed when an impairment trigger is deemed to exist. In assessing for impairment, an estimate of the CGU's recoverable amount is determined. The recoverable amount is the higher of value-in-use or fair value less costs of disposal.

Notes to the Consolidated Financial Statements continued

16. Intangible assets and goodwill continued

CGUs

As of 31 December 2023, the continuing operations consisted of five individual CGUs: Lions, WARC, Money20/20, Acuity and Contagious. As outlined in Note 11, the Product Design CGU and Digital Commerce group of CGUs were reclassified as held for sale during the year. No impairment indicators were identified on classifying these CGUs as held for sale and profits on disposal were subsequently recognised for each disposal (see Note 31).

No CGU or group of CGUs is larger than an operating segment as defined by IFRS 8 "Operating Segments" before aggregation.

Determination of recoverable amount

When testing for impairment, recoverable amounts for all of the Group's continuing CGUs are measured at their value-in-use by discounting the future expected cash flows from the assets in the CGUs. These calculations use cash flow projections based on Board-approved budgets and approved plans, which have been prepared after considering the expected market, economic conditions and territories in which each business operates, as well as taking account of the Group's historic performance. Five-year cash flow forecasts have been used for all CGUs.

Fair value less costs of disposal is also considered as an alternative measure of recoverable amount based on revenue or EBITDA multiples compared to recent market transactions. This is a Level 3 measurement, based on inputs which are normally unobservable to market participants.

The key assumptions and estimates used for value-in-use calculations are as follows:

Long-term growth rate

In calculating the terminal value, cash flows beyond the plan period were extrapolated using a long-term growth rate of 2.1% (2022: 3.0%). This is in line with the IMF World Economic Outlook published in October 2023, which represents the long-term rates of inflation expected in the economies in which we operate and the Group's best estimate of cash flow growth beyond the relevant plan period.

Discount rates

Inputs include risk-adjusted, pre-tax discount rates, calculated by reference to the weighted average cost of capital for each CGU, weighted to the country, or countries, in which the CGU operates. Movements in the pre-tax discount rates for CGUs since the year ended 31 December 2022 are primarily driven by increases to the risk-free rate in 2023.

The pre-tax discount rates applied to the risk-adjusted cash flow forecasts and the carrying values of goodwill and other acquired intangible assets allocated to the CGUs tested for impairment at 31 December 2023 are set out below:

	2023			2022		
CGU	**Pre-tax discount rate %**	**Goodwill**	**Acquired Intangibles**	Pre-tax discount rate %	Goodwill	Acquired Intangibles
Marketing						
Lions	**13.8%**	**81.1**	**50.2**	12.8%	81.4	53.6
WARC	**13.8%**	**10.6**	**4.8**	13.2%	10.6	6.9
Acuity	**13.9%**	**–**	**1.9**	13.9%	–	2.4
Contagious	**n/a**	**5.4**	**4.3**	–	–	–
Financial Technology						
Money20/20	**14.6%**	**37.7**	**1.3**	16.0%	39.7	3.5
Digital Commerce	**n/a**	**n/a**	**n/a**	14.9%	423.4	132.0
Product Design	**n/a**	**n/a**	**n/a**	13.4%	156.0	2.6
Total		**134.8**	**62.5**		711.1	201.0

Sensitivity to changes in assumptions

The calculation of value-in-use is most sensitive to the discount rate and long-term growth rates used. The Group has concluded that the headroom calculated was not significantly impacted by a reasonably possible change in these inputs.

17. Property, plant and equipment

(£ million)	Leasehold	Hardware and Fixtures & Fittings	Total
Cost			
At 1 January 2022	9.9	13.5	23.4
Additions	1.2	1.6	2.8
Acquisitions of businesses	–	0.3	0.3
Disposals	–	(0.3)	(0.3)
Movements in exchange rates	0.4	0.5	0.9
At 1 January 2023	**11.5**	**15.6**	**27.1**
Additions	**1.1**	**3.5**	**4.6**
Transfer to assets held for sale	**(7.4)**	**(14.3)**	**(21.7)**
Disposals	**(0.4)**	**(1.5)**	**(1.9)**
Movements in exchange rates	**(0.3)**	**(0.5)**	**(0.8)**
At 31 December 2023	**4.5**	**2.8**	**7.3**
Depreciation			
At 1 January 2022	(8.3)	(9.8)	(18.1)
Depreciation	(1.4)	(1.8)	(3.2)
Disposals	–	0.3	0.3
Movements in exchange rates	(0.2)	(0.2)	(0.4)
At 1 January 2023	**(9.9)**	**(11.5)**	**(21.4)**
Depreciation	**(0.8)**	**(2.4)**	**(3.2)**
Transfer to assets held for sale	**5.3**	**10.9**	**16.2**
Disposals	**0.7**	**0.7**	**1.4**
Movements in exchange rates	**0.2**	**0.1**	**0.3**
At 31 December 2023	**(4.5)**	**(2.2)**	**(6.7)**
Net book value			
At 31 December 2023	**–**	**0.6**	**0.6**
At 31 December 2022	1.6	4.1	5.7

Notes to the Consolidated Financial Statements continued

18. Investments

(£ million)	2023	2022
At 1 January	**88.5**	82.2
Acquisition of investments	**3.6**	4.0
Remeasurement of trade investments to fair value	**0.9**	(4.0)
Share of the loss of associates	**(13.3)**	(3.2)
Disposal of investments in Hudson to MTII February 2023 (Note 30)	**(24.9)**	–
Conversion of investment in Hudson to debt instruments February 2023 (Note 30)	**(33.2)**	–
Derecognition of investment in Hudson upon recognition as subsidiary October 2023 (Note 30)	**(4.0)**	–
Movement in exchange rates	**(0.7)**	(0.4)
Transfers to assets held for sale (Note 11)	**(15.2)**	9.9
At 31 December	**1.7**	88.5

Investments as at 31 December were made up as follows:

(£ million)	2023	2022
Trade investments and preference shares measured at fair value through profit or loss	**1.7**	85.1
Associates accounted for using the equity method	**–**	3.4
At 31 December	**1.7**	88.5

19. Trade and other receivables

(£ million)	2023	2022
Non-current		
Other receivables	**–**	42.7
Total non-current	**–**	42.7
Current		
Trade receivables, net of the allowance for doubtful debts	**29.6**	112.1
Other receivables	**2.8**	204.8
Prepayments	**16.2**	9.6
Contract assets – accrued income	**0.6**	18.4
Total current	**49.2**	344.9
Total	**49.2**	387.6

The Directors consider that the carrying amount of receivables and prepayments approximates their fair value.

Trade receivables are non-interest bearing and are shown net of an allowance for doubtful debts. As at 31 December 2023, the allowance for doubtful debts was £0.2m (2022: £7.9m). Movements in the allowance for doubtful debts were as follows:

(£ million)	2023	2022
At 1 January	**7.9**	4.4
Provided in the year	**3.6**	7.6
Released in the year	**(1.1)**	(1.8)
Utilised in the year	**(1.5)**	(3.4)
FX movements	**–**	1.0
Business acquisitions	**–**	0.1
Transfer to held for sale	**(8.7)**	–
At 31 December	**0.2**	7.9

Continuing operations net impairment loss on trade receivables and contract assets recognised in the year of £nil (2022: £0.2m) is the net of the total amounts provided in the year of £0.2m (2022: £0.4m) in trade receivables, offset by the amount released in the year of £0.2m (2022: £0.2m) in trade receivables.

Trade receivables and contract assets of continuing operations, net of the allowance for doubtful debts, are aged as follows:

(£ million)	Loss rate	Gross carrying amount	Loss allowance	Credit note allowance	Net trade receivables and contract assets
Current (not past due)	**0.0%**	**14.5**	**–**	**–**	**14.5**
1-30 days past due	**0.0%**	**13.7**	**–**	**–**	**13.7**
31–90 days overdue	**0.0%**	**1.6**	**–**	**–**	**1.6**
More than 90 days past due	**15.1%**	**0.6**	**(0.2)**	**–**	**0.4**
At 31 December 2023		**30.4**	**(0.2)**	**–**	**30.2**
Current (not past due)	0.8%	103.9	(0.8)	(1.6)	101.5
1-30 days past due	2.9%	16.0	(0.5)	–	15.5
31–90 days overdue	7.8%	8.3	(0.7)	–	7.6
More than 90 days past due	49.9%	11.8	(5.9)	–	5.9
At 31 December 2022		140.0	(7.9)	(1.6)	130.5

Loss rates are calculated based on actual credit losses over the past three years and adjusted to reflect differences between the historical credit losses and the Group's view of the economic conditions over the expected lives of the receivables. In addition to the loss allowance, there is a credit note allowance of £nil (2022: £1.6m) in the net trade receivables balance.

The maximum exposure to credit risk for trade receivables and contract assets by geographical region was:

(£ million)	**2023**	2022
United Kingdom	**5.7**	11.6
Other Europe	**5.1**	17.3
United States and Canada	**16.8**	69.3
China	**0.1**	13.9
Asia Pacific excluding China	**1.6**	11.8
Middle East and Africa	**0.5**	1.3
Latin America	**0.4**	5.3
Total	**30.2**	130.5

As at 31 December 2023, the allowance for doubtful debts was £nil (2022: £0.8m) for other receivables. In 2023 the amounts due from external suppliers in relation to pass-through costs were transferred to held for sale (Note 11). Other receivables, net of the allowance for doubtful debts, are aged as follows:

	2023			2022		
(£ million)	**Non-current**	**Current**	**Total**	Non-current	Current	Total
Not past due	**–**	**2.8**	**2.8**	42.7	146.9	189.6
1-30 days past due	**–**	**–**	**–**	–	22.3	22.3
31–90 days overdue	**–**	**–**	**–**	–	19.3	19.3
More than 90 days past due	**–**	**–**	**–**	–	16.3	16.3
Total	**–**	**2.8**	**2.8**	42.7	204.8	247.5

Notes to the Consolidated Financial Statements continued

20. Trade and other payables

(£ million)	2023	2022
Current		
Trade payables	**11.8**	18.0
Other payables	**4.9**	203.5
Accruals	**56.8**	48.1
Interest accruals	**1.1**	0.9
Taxes and social security costs	**5.9**	7.1
Total	**80.5**	277.6

In 2022, other payables included amounts due to external suppliers in relation to pass-through costs of £193.7m. Pass-through costs comprise amounts paid to external media suppliers which are charged directly to clients. The amounts due from customers in these relationships were recognised in other receivables (see Note 19). In 2023 the amounts due to external suppliers in relation to pass-through costs were transferred to held for sale (Note 11).

As at 31 December 2023, £34.1m of accruals were for services incurred for separation activities.

21. Deferred and contingent consideration

The Group has liabilities in respect of deferred and contingent consideration payments under various business acquisition contracts as set out in the table below:

(£ million)	Note	Total	Level 3
At 1 January 2022		102.9	72.0
Additions		12.3	12.3
Acquisition–related employment costs accrued in the year		30.5	–
Revaluation of contingent consideration recognised		1.0	0.7
Discounting of contingent and deferred consideration		10.3	10.3
Acquisition–related employment costs cash paid in year		(19.5)	–
Deferred and contingent consideration cash paid in the year		(37.9)	(35.5)
Movements in exchange rates		8.5	7.0
At 1 January 2023		**108.1**	**66.8**
Additions	**30**	**67.9**	**67.9**
Acquisition–related employment costs accrued in the year		**14.2**	**–**
Revaluation of contingent consideration recognised		**(16.0)**	**(16.2)**
Discounting of contingent and deferred consideration		**5.4**	**5.4**
Acquisition–related employment costs cash paid in year		**(42.5)**	**–**
Deferred and contingent consideration cash paid in the year		**(27.1)**	**(27.1)**
Movements in exchange rates		**(8.5)**	**(5.8)**
Transfer to held for sale		**(35.8)**	**(25.3)**
At 31 December 2023		**65.7**	**65.7**

Deferred and contingent consideration additions in the year related to Hudson MX and arose on the anticipated exercise of the MTII put option over their common stock in April 2024 and the expected assumption by Ascential of the series A preference shares (Note 30).

22. Borrowings

During the year, the Group had a multi-currency revolving credit facility ('RCF') of £450m with a syndicate of lenders, plus an accordion to raise further debt amounts, at the options of the lenders, of up to the greater of £120m or 150% of EBITDA. This facility was available until January 2025 and the RCF could be drawn in tranches for each interest rate period. These tranches of debt could be rolled over at the end of the interest period subject to covenant compliance on the request date. The Group was in compliance with covenants throughout the year.

At 31 December 2023, the borrowings were subject to interest at a margin of 1.60% over the relevant currency interest rate benchmarks. The facility covenants included a maximum net leverage of 3.25x with the benefit of additional 0.5x leverage spikes for relevant acquisitions and a minimum interest cover of 3.00x and were tested semi-annually.

At 31 December 2023, the maturity profile of the Group's borrowings, which consisted entirely of the RCF, was as follows:

(£ million)	2023	2022
Non-current		
One to two years	**411.6**	–
Two to five years	**–**	301.2
Total borrowings	**411.6**	301.2

Borrowings are shown net of unamortised issue costs of £0.8m (2022: £1.6m). The carrying amounts of borrowings approximate their fair value as detailed in Note 29. The Group's borrowings at 31 December 2023 were denominated in Pounds Sterling, US Dollars and Euros amounting to £77.0m, $311.0m and €105.0m respectively (2022: $233.0m and €124.5m).

On 19 December 2023, the Group signed a new four-year multi-currency revolving credit facility ("RCF") of £225.0m with an accordion of up to a further £75.0m or 100% of EBITDA. The Group can request a further one-year extension to the facility at the option of individual lenders. The RCF became effective on 8 January 2024 following the repayment of the previous RCF Facility and the disposal of the Digital Commerce business on 2 January 2024. The new RCF is subject to interest of between 2.05% and 3.25% per annum over SONIA, EURIBOR or US Dollar SOFR. The margin increases over a range of 1.00x to 3.00x net debt to EBITDA. The facility covenants include a maximum net leverage of 3.00x and a minimum interest cover of 3.00x and are tested semi-annually. Upon completion of the new agreement, capitalised arrangement fees of £0.8m relating to the previous facility will be written off in 2024 as an Adjusting finance cost. We expect fees of £2.9m to be capitalised as part of the new arrangements and these shall be amortised over the expected life of the facility.

Reconciliation of movement in Net Debt

(£ million)	Cash**	Cash in transit	Short-term deposits	Derivatives	Borrowings	Net debt*
At 1 January 2022	55.7	0.4	28.0	0.2	(158.1)	(73.8)
Exchange differences	5.5	–	–	–	(19.3)	(13.8)
Proceeds from external borrowings	–	–	–	–	(176.8)	(176.8)
Repayment of external borrowings	–	–	–	–	53.8	53.8
Fair value movement	–	–	–	4.3	–	4.3
Amortisation of debt arrangement fees	–	–	–	–	(0.8)	(0.8)
Net cash movement	(2.2)	0.5	(7.9)	–	–	(9.6)
At 1 January 2023	**59.0**	**0.9**	**20.1**	**4.5**	**(301.2)**	**(216.7)**
Exchange differences	**(2.6)**	**–**	**–**	**–**	**13.0**	**10.4**
Proceeds from external borrowings	**–**	**–**	**–**	**–**	**(170.1)**	**(170.1)**
Repayment of external borrowings	**–**	**–**	**–**	**–**	**47.5**	**47.5**
Fair value movement	**–**	**–**	**–**	**1.5**	**–**	**1.5**
Net interest accrued	**–**	**–**	**–**	**4.0**	**–**	**4.0**
Amortisation of debt arrangement fees	**–**	**–**	**–**	**–**	**(0.8)**	**(0.8)**
Net cash movement	**16.1**	**(0.3)**	**(6.7)**	**(3.0)**	**–**	**6.1**
At 31 December 2023	**72.5**	**0.6**	**13.4**	**7.0**	**(411.6)**	**(318.1)**

* Refer to the Glossary of Alternative Performance Measures for the definition of Net Debt
** Includes £47.1m of cash classified as held for sale (including restricted cash) as at 31 December 2023

Cash and cash equivalents at 31 December 2023 of £86.5m (2022: £80.0m) relate to bank balances, including short-term deposits with an original maturity date of less than three months, and cash in transit.

Notes to the Consolidated Financial Statements continued

23. Provisions

(£ million)	Property provisions	Restructuring provisions	Legal and Other	Total provisions
At 1 January 2022	3.0	–	0.9	3.9
Provided in the year	3.5	–	–	3.5
Released in the year	(2.6)	–	(0.2)	(2.8)
Utilised in the year	(0.4)	–	(0.2)	(0.6)
At 1 January 2023	**3.5**	**–**	**0.5**	**4.0**
Provided in the year	**1.8**	**4.2**	**0.1**	**6.1**
Released in the year	**(0.7)**	**–**	**(0.4)**	**(1.1)**
Utilised in the year	**(1.5)**	**–**	**–**	**(1.5)**
Discounting of provisions	**0.1**	**–**	**–**	**0.1**
Transfer to held for sale	**(0.3)**	**–**	**–**	**(0.3)**
At 31 December 2023	**2.9**	**4.2**	**0.2**	**7.3**

Provisions have been analysed between current and non-current as follows:

	2023				2022			
(£ million)	**Property provisions**	**Restructuring provisions**	**Legal and other**	**Total provisions**	Property provisions	Restructuring provisions	Legal and other	Total provisions
Current	**1.0**	**4.2**	**0.2**	**5.4**	1.5	–	0.5	2.0
Non-current	**1.9**	**–**	**–**	**1.9**	2.0	–	–	2.0
Total	**2.9**	**4.2**	**0.2**	**7.3**	3.5	–	0.5	4.0

The property provisions recognised relate to dilapidation costs on property leases in the United Kingdom and Republic of Ireland and to onerous property costs on property leases in the United Kingdom, Republic of Ireland and United States. The restructuring provisions relate to redundancy costs for the restructuring of the corporate centre.

Legal and other provisions mainly comprise amounts provided against open legal and contractual disputes arising in the normal course of business. Provisions are made for the expected costs associated with such matters, taking into account professional advice received, and represent management's best estimate of the most likely outcome. No provision is made for proceedings which have been or might be brought by other parties against the Group unless management, taking into account professional advice received, assesses that it is probable that such proceedings may be successful. Contingent liabilities associated with such proceedings have been identified, but the Directors are of the opinion that any associated claims that might be brought can be defeated successfully and, therefore, the possibility of any material settlement outflow is assessed as remote.

The weighted average maturity of property provisions is approximately four years. The average weighted maturity of restructuring and legal and other provisions is approximately one year.

24. Share capital and reserves

Share capital

(£ million)	**2023**	2022
444,765,441 Ordinary shares of £0.01 each (2022: 440,212,104)	**4.4**	4.4
Total	**4.4**	4.4

During the year, 4,553,337 new shares were issued; 4,303,500 (2022: 921,655) and 249,837 (2022: 75,748) ordinary £0.01 shares were issued to Employee Benefit Trusts (Offshore EBT and UK SIP EBT) and employees respectively under employee share schemes. This results in an increase in share premium of £0.5m (2022: £0.3m).

Share premium

The share premium account comprises the premium on allotment of shares.

Translation reserve

The translation reserve arises on the translation into Pounds Sterling of the net assets of the Group's foreign operations.

Other reserves

(£ million)	Group restructure reserve	Merger reserve	Treasury share reserve	Total
	Attributable to owners of the Company			
At 1 January 2022	157.9	9.2	(0.1)	167.0
Shares purchased	–	–	(3.7)	(3.7)
Shares issued to employees	–	–	2.7	2.7
At 1 January 2023	**157.9**	**9.2**	**(1.1)**	**166.0**
Shares purchased	**–**	**–**	**(6.7)**	**(6.7)**
Shares issued to employees	**–**	**–**	**6.5**	**6.5**
At 31 December 2023	**157.9**	**9.2**	**(1.3)**	**165.8**

The group restructure reserve arose from the IPO restructuring of the Group between 8 and 12 February 2016. A merger reserve was recognised, reflecting the difference between the share capital and share premium of the Company on 8 February 2016, and the share capital, share premium and non-distributable reserves of the previous Parent of the Group at the same date.

Shares held by Employee Benefit Trusts (UK SIP EBT and Offshore EBT) established for settlement of awards granted under employee share schemes are classified as Treasury shares and held within the Treasury Share Reserve. As at 31 December 2023 3,760,211 shares (2022: 1,073,519) were held in the Employee Benefit Trusts at a cost of £1.3m (2022: £1.1m). The market value of these shares was £11.0m (2022: £2.2m).

During the year, the Offshore EBT purchased 2,671,777 (2022: 1,432,000) shares at a cost of £6.7m, with an average price of £2.48 per share, to issue employees free of cost shares under PSP, RSP, DABP, and International SIP.

25. Subsidiary and related undertakings

Full details of the subsidiaries and joint ventures of Ascential plc at 31 December 2023 are set out in Note 6 to the parent Company financial statements.

26. Related party transactions

The aggregate value of transactions and outstanding balances with related party entities are as follows:

	Transaction value		Balance outstanding at 31–Dec	
(£ million)	**2023**	2022	**2023**	2022
Asian Advertising Festival (Spikes Asia) Pte Limited (50% owned)				
Profit share	**0.6**	0.7	**–**	–
Recharged costs	**0.3**	0.1	**–**	–
Shanghai Coloro Technology Co. Limited (27% owned)				
Share of profit/(loss)	**(0.1)**	0.4	**–**	–
Purchase of inventories	**(1.2)**	(1.5)	**(0.3)**	(0.1)
Hudson MX Inc (36.8% owned)*				
Share of losses	**(13.2)**	(2.7)	**–**	–
Loan receivable	**–**	–	**–**	39.7
Interest receivable	**–**	3.1	**–**	3.0
Provision of other secondee services	**0.3**	2.7	**–**	0.7
Payroll services	**2.0**	–	**–**	–

* Is a related party during the first 10 months of the year.

Other than the compensation of key management personnel, set out in Note 7, there are no other related party transactions requiring disclosure under IAS 24 "Related Party Disclosures". All related party transactions occurring during the year were made on market terms.

Notes to the Consolidated Financial Statements continued

27. Leases

A. Leases as lessee

The Group leases commercial office space.

a. Right-of-use assets

Right-of-use assets are presented as a separate line item on the statement of financial position and tabulated below.

(£ million)	Right of use assets
Cost	
At 1 January 2022	56.1
Additions	5.5
Derecognition of right-of-use assets	(24.8)
Movements in exchange rates	2.5
At 1 January 2023	**39.3**
Additions	**1.9**
Derecognition of right-of-use assets	**(8.6)**
Transferred to held for sale	**(21.0)**
Movements in exchange rates	**0.5**
At 31 December 2023	**12.1**
Depreciation	
At 1 January 2022	(34.3)
Depreciation	(7.0)
Impairment	(2.9)
Derecognition of right-of-use assets	24.8
Movements in exchange rates	0.1
At 1 January 2023	**(19.3)**
Depreciation	**(5.3)**
Impairment	**(1.1)**
Derecognition of right-of-use assets	**4.4**
Transferred to held for sale	**12.1**
Movements in exchange rates	**(1.3)**
At 31 December 2023	**(10.5)**
Net book value	
At 31 December 2023	**1.6**
At 31 December 2022	20.0

b. Extension options

Some property leases contain extension options after the non-cancellable contract period. The Group assesses at lease commencement date whether it is reasonably certain to exercise these options, and if so, the optional period is included within the lease term and therefore the calculation of the lease liability. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The Group has estimated that the potential future lease payments, should it exercise all the extension options, would result in an increase in lease liability of £9.5m (2022: £18.3m).

c. Short-term leases

The total cost of short-term leases, where the initial term of the lease was 12 months or less, was £264,000 (2022: £48,000).

B. Leases as lessor

The Group recognises the net investment in sub-leases within right-of-use assets. The following table sets out a maturity analysis of the lease receivables, showing the undiscounted lease payments to be received after the reporting date:

(£ million)	2023	2022
Less than one year	**1.0**	0.5
One to two years	**2.0**	0.3
Three to five years	**2.0**	–
More than five years	**0.1**	–
Total undiscounted leases receivable	**5.1**	0.8
Unearned finance income	**(0.8)**	(0.1)
Net investment in the leases	**4.3**	0.7

The net investment in the lease is presented within investment property in the statement of financial position. The following presents the reconciliation of the investment property:

(£ million)	2023	2022
Balance at 1 January	**0.7**	0.6
Additions	**4.2**	0.7
Payments	**(0.6)**	(0.7)
Interest	**0.1**	0.1
FX	**(0.1)**	–
Balance at 31 December	**4.3**	**0.7**

C. Lease liabilities

The Group has lease liabilities of £10.9m (2022: £26.8m) with movements comprising as follows:

(£ million)	Lease liabilities
At 1 January 2022	25.2
Payments	(8.0)
Additions	5.5
Discount unwind	1.1
De-recognition of lease liability	(0.1)
Movements in exchange rates	3.1
At 1 January 2023	**26.8**
Payments	**(8.8)**
Additions	**3.5**
Discount unwind	**1.0**
Movements in exchange rates	**(1.2)**
Transferred to held for sale	**(10.4)**
At 31 December 2023	**10.9**

28. Commitments and contingencies

Capital and contractual commitments for event space at 31 December are detailed below.

(£ million)	2023	2022
Assets under construction	**0.1**	0.3
Contractual commitments for event space	**19.7**	9.9
Balance at 31 December	**19.8**	10.2

Notes to the Consolidated Financial Statements continued

29. Financial instruments and financial risk management

Information about the Group's objectives, policies and processes for measuring and managing risk, the Group's exposure to the risks arising from financial instruments, and the Group's management of capital is disclosed below.

A. Market risk

a. Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US Dollar and the Euro. Foreign exchange risk arises from future commercial transactions to which the Group is already committed, recognised assets and liabilities and net investments in foreign operations.

Foreign currency movements impact on the consolidated statement of profit or loss together with its cash flow profile and leverage ratio position. The impact depends on whether there is a surplus or deficit in each currency from operating activities together with the interest and finance charge in those currencies. The Group's policy is to protect its cash flow and leverage ratio position by maintaining a proportion of currency debt in proportion to its currency earnings to obtain natural offsets.

Net Debt by currency was as follows:

	2023			2022		
	Derivatives	**Cash and borrowings**	**Total**	Derivatives	Cash and borrowings	Total
Pounds Sterling	**–**	**(62.3)**	**(62.3)**	–	12.2	12.2
US Dollars	**6.2**	**(200.5)**	**(194.3)**	1.8	(152.7)	(150.9)
Euros	**0.8**	**(79.7)**	**(78.9)**	2.7	(100.0)	(97.3)
Other currencies	**–**	**17.4**	**17.4**	–	19.3	19.3
Total	**7.0**	**(325.1)**	**(318.1)**	4.5	(221.2)	(216.7)

The Group's cash is subject to foreign exchange movements, a 1% movement in the US Dollar to Pounds Sterling exchange rate would give rise to a £0.4m increase/decrease in the carrying value of cash balances, a 1% movement in the Euro to Pounds Sterling exchange rate would give rise to a £0.1m increase/decrease in the carrying value of the cash balance and a 1% movement in Chinese Yuan to Pounds Sterling exchange rate would give rise to a £0.1m increase/decrease in the carrying value of the cash balances.

Each 1% movement in the Euro to Pounds Sterling exchange rate has a circa £0.9m (2022: £1.1m) impact on the carrying value of borrowings. Each 1% movement in the US Dollar to Pounds Sterling exchange rate has a circa £2.4m (2022: £1.9m) impact on the carrying value of borrowings.

For illustrative purposes, the table below provides details of the impact on revenue and Adjusted EBITDA, from continued operations, if the actual reported results were restated for Pounds Sterling weakening by 1% against the US Dollar and Euro rates in isolation:

(£ million)	**2023 Revenue**	**2023 Adjusted EBITDA**	2022 Revenue (restated*)	2022 Adjusted EBITDA (restated*)
Increase in revenue/Adjusted EBITDA if:				
Pounds Sterling weakens by 1% against US Dollar in isolation	**0.7**	**0.4**	0.7	0.4
Pounds Sterling weakens by 1% against Euro in isolation	**1.3**	**0.9**	1.0	0.8

* restated to show amounts relating to continued operations

The Group has entered into a net investment hedge to hedge $390m from USD to GBP against the net assets of US subsidiaries held for sale to mitigate foreign exchange risk. The fair value of the net investment hedge as at 31 December 2023 was £5.8m (2022: £nil).

These net investment hedge derivatives are measured at fair value through other comprehensive income and are Level 2 financial instruments. These derivative instruments were not traded in an active market and the fair value is determined by using third-party valuations based on forward yield curves. This technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates. All significant inputs required to fair value an instrument are observable.

The net investment hedge was assessed to be highly effective at 31 December 2023.

b. Cash flow and interest rate risk

Interest rate risk arises from borrowings to the extent that the underlying debt instruments are not at fixed rates of interest.

The Group has entered into interest rate caps to convert a portion of its bank borrowings from fully floating to capped rates to mitigate this risk. As at 31 December 2023, the total notional amount of outstanding interest rate caps to which the Group is committed is £208.7m (2022: £215.4m). The fair value of the interest rate caps as at 31 December 2023 was £1.2m (2022: £4.5m).

These interest rate caps are measured at fair value through profit or loss and are Level 2 financial instruments. These derivative instruments were not traded in an active market and the fair value is determined by using third-party valuations based on forward yield curves. This technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates. All significant inputs required to fair value an instrument are observable.

In the year ended 31 December 2023, if interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group's finance costs for the year ended 31 December 2023 would have increased or decreased by £1.7m (2022: £1.5m).

The effective annual interest rate for the year ended 31 December 2023 was 6.5% (2022: 3.9%).

B. Credit risk

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions. The maximum exposure to credit risk at the reporting date is the fair value of the financial assets in the consolidated statement of financial position as disclosed below.

a. Treasury-related credit risk

The Group has treasury policies in place which manage the concentration of risk with individual bank counterparties. Each counterparty has an individual limit determined by their long-term and short-term ratings by Standard & Poor's or Moody's. As at 31 December 2023, cash and cash equivalents totalled £86.5m (2022: £80.0m), of which 91% (2022: 86%) was held with banks or financial institutions with long-term ratings of A-/A3 or better or short-term ratings of A-1/P-1.

In accordance with the Group's treasury policies and exposure management practices, counterparty credit exposure limits are monitored and no individual exposure is considered significant in the ordinary course of treasury management activity. The Group does not expect any significant losses from non-performance by these counterparties.

b. Trading risk

Risk arises principally from payment default by customers. The general policy of the Group is not to risk assess all new customers and so retail credit risk information has not been included in these consolidated financial statements. The Group does not, however, expect any significant losses in respect of receivables that have not been provided for as shown in Note 19.

C. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity in the form of sufficient cash or funding from adequate credit facilities to meet such liabilities under both normal and stressed conditions. The Group's major banking facilities in place as of 31 December 2023 consisted of a £450m 5-year multi-currency revolving credit facility drawn in a combination of Pounds Sterling, Euro and US Dollar currencies that carried interest rates of IBOR +1.60% (2022: IBOR +1.6%) and matured in January 2025. At 31 December 2023, the Group had drawn £412.4m of the facility across the following currencies: £77.0m, €105.1m (£91.1m) and $311.0m (£244.3m) of the facility (2022: drawn down £302.8m across €233.0 (£192.6m) and $124.5m (£110.2m)). These facilities were repaid with the proceeds of the sale of our Digital Commerce business in January 2024 and replaced with a new facility (see Notes 22 and 31).

The Group's external borrowings presented in Note 22 of £411.6m (2022: £301.2m) are shown net of unamortised issue costs of £0.8m (2022: £1.6m).

The Group's undrawn borrowings total £37.6m (2022: £147.2m) and represented the unutilised balance on the revolving credit facility which was repaid in January 2024.

The Group assessed the concentration of risk with respect to refinancing its newly arranged debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and ability to roll over debt with its existing syndicate of lenders.

Notes to the Consolidated Financial Statements continued

29. Financial instruments and financial risk management continued

The following is an analysis of the contractual undiscounted cash flows payable under financial and derivative assets/(liabilities). Amounts classified as held for sale are expected to be transferred out of the Group within one year and as such are not included in the below analysis:

(£ million)	Less than one month	Between one and three months	Between three and 12 months	In one to two years	In two to five years	In more than five years	Total
At 31 December 2023							
Non-derivative financial liabilities							
Borrowings	**–**	**–**	**–**	**(412.4)**	**–**	**–**	**(412.4)**
Interest payments on borrowings	**(2.2)**	**(4.6)**	**(20.6)**	**–**	**–**	**–**	**(27.4)**
Trade payables and other payables	**(80.5)**	**–**	**–**	**–**	**–**	**–**	**(80.5)**
Lease liabilities	**(0.1)**	**(0.4)**	**(1.9)**	**(2.5)**	**(6.7)**	**(0.6)**	**(12.2)**
Deferred and contingent consideration	**–**	**–**	**(66.9)**	**–**	**–**	**–**	**(66.9)**
Derivative financial assets							
Derivative contracts – receipts	**7.0**	**–**	**–**	**–**	**–**	**–**	**7.0**
Total	**(75.8)**	**(5.0)**	**(89.4)**	**(414.9)**	**(6.7)**	**(0.6)**	**(592.4)**
At 31 December 2022 (restated*)							
Non-derivative financial liabilities							
Borrowings	–	–	–	–	(302.8)	–	(302.8)
Interest payments on borrowings	(1.3)	(2.6)	(11.6)	(15.4)	–	–	(30.9)
Trade payables and other payables	(39.7)	–	–	–	–	–	(39.7)
Lease liabilities	(0.2)	(0.7)	(2.5)	(2.6)	(6.9)	(2.8)	(15.7)
Deferred and contingent consideration	–	–	–	–	–	–	–
Derivative financial assets							–
Derivative contracts – receipts	0.5	–	3.0	1.0	–	–	4.5
Total	(40.7)	(3.3)	(11.1)	(17.0)	(309.7)	(2.8)	(384.6)

* Restated for held for sale assets and liabilities, refer to Note 11 for further detail.

The financial and derivative instruments are shown in the period in which they are due to be repaid. The interest payments on borrowings due in less than one month represents the actual interest due, while the interest due greater than one month is an estimate based on current interest rates and exchange rates. Cash flows in respect of borrowings represent contractual payments under the Group's lending facilities in place as at 31 December 2023. Borrowings, as disclosed in Note 22, are stated net of unamortised arrangement fees of £0.8m as at 31 December 2023 (2022: £1.6m).

Contingent consideration is based on the future performance of the acquired business to which they relate. Performance is assessed using forecast revenue and profits from the current five-year plan which is updated annually. Forecasts are inherently a source of management estimation, resulting in a range of outcomes. Contingent consideration related to the Digital Commerce segment and the outstanding liability is classified as held for sale as at 31 December 2023. Deferred consideration of £65.7m arising in the year relates to the anticipated exercise of the MTII put option over their common stock in April 2024 and the expected transfer to Ascential of the series A preference shares (see Note 30).

Undiscounted future payments (£ million)	**2023**	2022
Contingent consideration	**–**	80.4
Acquisition-related employment costs to the extent to which they are accrued at 31 December	**–**	40.4
Deferred consideration which is not impacted by performance	**66.9**	1.2
Deferred and contingent consideration	**66.9**	122.0
Anticipated future payments on acquisition-related employment costs	**–**	24.5
Deferred and contingent consideration including anticipated future payments on acquisition-related employment costs	**66.9**	146.5

D. Capital risk management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt-to-equity balance. The capital structure of the Group consists of debt, cash and cash equivalents and equity attributable to equity holders of the parent comprising capital, reserves and retained earnings. The Group's policy is to borrow centrally to meet anticipated funding requirements. These borrowings, together with cash generated from the operations, are contributed as equity to subsidiaries or on-lent at market-based interest rates and on commercial terms and conditions.

Financial Instruments

The carrying amount of financial instruments by category is as follows:

		2023		2022	
(£ million)	Note	**Carrying Value**	**Fair Value**	Carrying Value	Fair Value
Financial assets					
Interest in trade investments and preference shares designated at fair value through profit or loss on initial recognition	18	**1.7**	**1.7**	85.1	85.1
Derivatives	22	**7.0**	**7.0**	4.5	4.5
Total		**8.7**	**8.7**	89.6	89.6
Financial liabilities					
Deferred and contingent consideration	21	**65.7**	**65.7**	66.8	66.8
Borrowings	22	**412.4**	**412.4**	302.8	302.8
Total		**478.1**	**478.1**	369.6	369.6

The fair value of each category of the Group's financial instruments approximates their carrying value in the consolidated statement of financial position. Financial instruments in the category "fair value through profit or loss" are measured in the consolidated statement of financial position at fair value. Fair value measurements can be classified in the following hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2023:

	2023				2022			
(£ million)	**Level 1**	**Level 2**	**Level 3**	**Total**	Level 1	Level 2	Level 3	Total
Other investments, including derivatives	**–**	**7.0**	**–**	**7.0**	–	4.5	–	4.5
Trade investments and preference shares (Note 18)	**–**	**–**	**1.7**	**1.7**	–	–	85.1	85.1
Deferred and contingent consideration (Note 21)	**–**	**–**	**65.7**	**65.7**	–	–	66.8	66.8
Borrowings (Note 22)	**–**	**412.4**	**–**	**412.4**	–	302.8	–	302.8

Level 3 trade investments are valued based on the assumed transaction pricing or the most available sources of information. There were no movements between different levels of the fair value hierarchy in the year.

Notes to the Consolidated Financial Statements continued

30. Hudson

A. Summary

Ascential has a significant investment in Hudson MX, Inc. ("Hudson"). Two corporate transactions affected the accounting for Hudson during 2023: a new financing round and capital restructuring in February 2023 and an agreement between Ascential and Hudson's major shareholder, MT II Holdings, LP ("MTII"), in October 2023. Prior to these transactions we equity-accounted for our 8% share of common stock, recording our share of the results of Hudson MX in proportion to our holding.

These corporate transactions resulted in the following accounting outcomes:

- *6 February 2023 to 30 October 2023:* We equity-accounted for our 36.5% share of common stock, offsetting any share of losses against the increased value of the equity-accounted balance arising from the February transaction. Preference stock was classified as a debt instrument and consequently held at amortised cost and recorded in non-current other receivables.
- *30 October 2023:* We judged that we controlled Hudson in accordance with IFRS 10 "Consolidated Financial Statements" and therefore consolidated our investment. Since Hudson had been acquired exclusively with a view to sell, we immediately presented Hudson as held for sale and as a discontinued operation.

B. Background

February 2023 financing and capital restructuring

In February 2023, Hudson completed a new financing round and executed a capital restructuring. It resulted in MTII becoming the majority shareholder in Hudson, holding 51.0% of the fully diluted common equity and Ascential holding a 36.5% interest. The remaining 12.5% was held by Hudson's management team and existing shareholders and did not carry voting rights. As part of this transaction, Ascential received £24.9m in cash from MTII for a portion of its preference stock investment (which MTII then converted into common stock) and we converted our remaining £51.0m of preference stock investment into debt-like instruments (£33.2m) and into common stock (£17.8m). At the same time, the promissory notes that we previously held were also converted into these debt-like preference shares and we agreed to provide an additional £17.9m of funding, all of which was provided prior to October 2023. Ascential also agreed arrangements that provided a potential path to a majority stake in the future. These arrangements included providing MTII with a put option over 42.5% of their 51.0% stockholding, exercisable by MTII from 1 April 2024 to 31 December 2025 and, if exercised, subject to a maximum consideration payable by Ascential of US$52m and minimum consideration of between US$38m and US$52m depending on the time period the option is held for. If the put option was exercised, then Ascential could call the remaining 8.5% equity shares held by MTII at any time in the subsequent two years. Separately, Ascential established put and call options to potentially acquire the remaining management and external investors' shareholdings, totalling 12.5%, exercisable between 2026 and 2028, with the consideration in respect of exercise of these put options subject to a maximum consideration of US$40m.

October 2023 agreement with MTII

On 30 October 2023, following the Board's decision that Hudson was not core to the ongoing business of Ascential after the sale of Digital Commerce, Ascential entered into an agreement with MTII whereby both parties formally agreed to initiate the early sale of Hudson and, if the business were not sold by April 2024, then Ascential would acquire the business. This included terms where if Hudson is sold on or prior to 15 April 2024, Ascential would reimburse MTII any difference between MTII's share of the sales proceeds and the minimum put and call option exercise price agreed in February 2023 over the sale of MTII common stock (calculated as if this had been exercised on 1 April 2024 and completed 15 April 2024 and equivalent to £35.5m). If such a sale were to complete, then the MTII preferred stock would also be purchased at the face value of the financial instrument plus any unpaid interest arising. MTII further agreed that it would not exercise its put option to sell its common stock to Ascential if a sale of Hudson has been agreed as of 1 April 2024 and likely to consummate by 15 April 2024.

A new Early Call option was granted to Ascential by this agreement which gives Ascential the right to purchase MTII's stake in Hudson for the minimum put and call option consideration amount at any point from 30 October 2023 until 1 April 2024. In the event that this option remains unexercised or a sale is not completed by 15 April 2024, the put and call options with MTII stipulated in the February 2023 agreement are deemed to be exercised. Ascential would then acquire the MTII common stock and preference shares. In the event that Hudson requires additional funding in advance of April 2024, and MTII is unable to identify a reasonable source of additional funding to meet their commitments, Ascential agreed to exercise its new Early Call option.

C. Critical accounting judgements

Assessment of control

We have considered whether the nature of the relationship with Hudson, including rights under the terms of the common and preference stock investments and any other agreements, gave Ascential significant influence or control over the activities of Hudson. Control exists when an investor is exposed to variable returns from their involvement with an investee and has the ability to affect those returns through their power over that investee.

Power over the investee

As a result of the February 2023 financing and capital restructuring, we assessed Ascential could not exercise power over Hudson due to the lack of ability to direct the relevant activities of Hudson because its entitlement to two board seats and 41.1% voting rights did not give it majority power. We judged that our customary protective veto rights over significant changes to Hudson, including actions which could change the credit risk of the business, were protective in nature and related to fundamental changes to Hudson that only apply in exceptional circumstances. We further concluded that while Ascential may acquire control of Hudson in the future if a put option held by MTII were exercised, this was not within the control of Ascential and therefore did not indicate control. Ascential had two call options neither of which would result in it holding a majority of the voting rights of Hudson and neither were considered to be substantive at that date because neither were exercisable until a later date. As part of Hudson's February 2023 refinancing, we increased our funding to Hudson. The funding was provided in a form of investment in preference shares on an arm's length basis, without conversion or equity rights, repayable by a maturity date and at a market rate of interest. The increase in funding did not change our determination of control under IFRS 10 "Consolidated Financial Statements" as the terms were comparable to those that Hudson would be able to obtain from an institutional lender given the risk profile and life cycle of the business. Our continued funding in 2023 to Hudson had helped to protect the underlying investment in the business. We therefore determined that we continued to have significant influence over Hudson and accounted for our investment using the equity method under IAS 28 "Investments in Associates and Joint Ventures".

The 30 October 2023 agreement gave Ascential potential voting rights in Hudson that could be currently exercised by introducing the Early Call option that allows Ascential to acquire majority voting rights immediately and until 1 April 2024. With no significant financial or other encumbrances to prevent exercise from October 2023, from an accounting perspective, the potential voting rights granted by the new Early Call option give Ascential power over the operational decisions of Hudson at any time from 30 October 2023. In making this determination, we have considered that the new Early Call option is substantive given the agreement to purchase MTII's common stock by 15 April 2024.

Exposure or rights to variable returns from its involvement with the investee

The Group is exposed to variable returns from its involvement with Hudson through the participation in any profit or loss from ownership of common stock and preference shares. We have therefore concluded that the Group exercised control over Hudson from 30 October 2023 onwards and have ceased equity accounting for our investment and consolidated Hudson into Ascential's financial statements from that point.

Classification of Hudson as held for sale and as a discontinued operation

On 30 October 2023, MTII and Ascential agreed to the initiation of the sale process for Hudson. Hudson is available for immediate sale, is being actively marketed and can be sold in its current condition. We believe that the sale is highly probable and will complete within 12 months. Accordingly, Hudson was classified as a disposal group held for sale and discontinued operation from that date as it has been acquired exclusively with a view to resale. The fair value loss, which is disclosed below in section E) has been shown within discontinued operations in order to provide a more relevant picture of continuing operations.

D. Key sources of estimation uncertainty – Acquisition of subsidiary

Following the acquisition of control, we derecognised our existing investments in common stock and preference shares and, adjusting these to fair value, these formed part of our acquisition consideration. Consideration also included the fair value of liabilities payable of £67.9m, representing both the deferred payment to MTII for acquiring their 51% common stock holding in Hudson, which will become due on 16 April 2024 at the latest, and the fair value of preference shares held by MTII. In addition, the consideration included the fair value of the put and call options held over MTII's common stock. Under the anticipated-acquisition method, the Group accounted for the non-controlling interests of MTII and certain other minority shareholders as if the put and call options had been exercised already.

The valuation of consideration and the resultant net held for sale assets (see Note 11) of £59.2m have been supported by an external valuation conducted by an independent expert who relied primarily on a discounted cash flow methodology based on management forecasts. Key inputs included compound annual revenue growth of c.45% over the forecast period, the discount factor and a terminal growth rate of 3.5% thereafter. We see no significant change in the valuation between the acquisition date and the year end. The key inputs are considered significant estimates in the preparation of the financial statements. There is a significant range of possible outcomes in these estimates due to the start-up and high growth potential nature of the business. However, the following sensitivities provide an indication of how sensitive the valuation is to changes in these estimates. A 1% increase in the discount rate would reduce the valuation by £8.5m, a 1% decrease in the terminal growth rate would reduce the valuation by £3.0m and a 1% reduction in compound annual revenue growth over the forecast period would reduce the valuation by £8.1m.

Notes to the Consolidated Financial Statements continued

30. **Hudson** continued

E. Fair value loss

We recognised finance costs of £116.7m, or £93.6m post tax (see Note 11), to reflect the loss in value of our preference shares and common stock, the fair value movement of the MTII put and call options, and future deferred consideration of £65.7m (see Note 21). This aligns with a valuation by an independent external expert representing fair value less costs to sell. This is partially offset by a £9.0m recycling of exchange gains from equity upon the change in accounting. This fair value loss reflected the change in both internal and external factors around the time of the strategic decision in October 2023, including the early stage profile of Hudson, with limited proof points of the expected future high growth in the current high discount rate environment from which a third-party market participant valuation would be derived. Also, given the early stage of the sale process for Hudson as of the balance sheet date, there was an absence of definitive external third-party market evidence of value for the business. A future acquirer may have a number of factors specific to them that may value Hudson differently from a general market participant, a different cost of capital or synergies. The sale process may therefore conclude with a materially different business valuation.

F. Results and balance sheet

The results of Hudson for the year, as included within Ascential's financial statements, and the major classes of assets and liabilities of Hudson classified as held for sale as at 31 December 2023 are presented within Note 11. In accordance with IFRS 5, "Non-current Assets Held for Sale and Discontinued Operations", we have not disaggregated balance sheet or profit or loss disclosure relating to subsidiaries acquired exclusively with a view to resale.

31. Events after the reporting date

Disposals of Digital Commerce and Product Design businesses

On 2 January 2024 the Group completed the sale of its Digital Commerce business to Omnicom Group Inc and on 1 February 2024 the Group announced the completion of the sale of its Product Design business to Wind UK Bidco 3 Limited (a newly formed company established by funds advised by Apax Partners). The consideration for both transactions totalled £1.2 billion. The provisional pre-tax profit on disposal of these businesses is expected to be approximately £0.5 billion with a tax charge of approximately £50m. These profits are subject to the finalisation of the completion balance sheets with the buyers in 2024.

Refinancing

On 19 December 2023, the Group signed a new four-year multi-currency revolving credit facility ("RCF") of £225.0m with an accordion of up to a further £75.0m or 100% of EBITDA (see Note 22).

Parent Company Balance Sheet

As at 31 December 2023

(£ million)	Note	2023	2022
Assets			
Non-current assets			
Investments	6	**653.0**	652.8
Deferred tax	7	**0.6**	0.5
Trade and other receivables	7	**–**	93.5
		653.6	746.8
Current assets			
Trade and other receivables	7	**95.2**	0.5
		95.2	0.5
Liabilities			
Current liabilities			
Trade and other payables	8	**3.5**	2.0
		3.5	2.0
Net assets		**745.3**	745.3
Equity			
Called-up share capital	9	**4.4**	4.4
Share premium	9	**154.1**	153.6
Group restructure reserve	9	**157.9**	157.9
Reserves	9	**428.9**	429.4
Total equity		**745.3**	745.3

The Company has taken advantage of the exemption offered by Section 408 of the Companies Act 2006 not to present its income statement. The loss for the year ended 31 December 2023 was £16.6m (2022: £9.8m).

The accompanying notes on pages 189 to 194 are an integral part of these financial statements. The financial statements on pages 187 to 188 were approved by the Board of Directors on 25 March 2024 and were signed on its behalf by Directors: Philip Thomas and Mandy Gradden.

Parent Company Statement of Changes in Equity

For the year ended 31 December 2023

(£ million)	Share capital	Share premium	Reserves: Group restructure reserve	Reserves: Own shares	Reserves: Retained earnings	Total equity
At 1 January 2022	4.4	153.3	157.9	(0.1)	426.9	742.4
Loss for the year	–	–	–	–	(9.8)	(9.8)
Issue of new shares	–	0.3	–	–	–	0.3
Share purchases	–	–	–	(3.7)	–	(3.7)
Shares issued to employees	–	–	–	2.7	(2.7)	–
Share-based payments	–	–	–	–	16.7	16.7
Taxation of share-based payments	–	–	–	–	(0.6)	(0.6)
At 31 December 2022	**4.4**	**153.6**	**157.9**	**(1.1)**	**430.5**	**745.3**
Loss for the year	**–**	**–**	**–**	**–**	**(16.6)**	**(16.6)**
Issue of new shares	**–**	**0.5**	**–**	**–**	**–**	**0.5**
Share purchases	**–**	**–**	**–**	**(6.7)**	**–**	**(6.7)**
Shares issued to employees	**–**	**–**	**–**	**6.5**	**(6.5)**	**–**
Share-based payments	**–**	**–**	**–**	**–**	**22.8**	**22.8**
Taxation of share-based payments	**–**	**–**	**–**	**–**	**–**	**–**
At 31 December 2023	**4.4**	**154.1**	**157.9**	**(1.3)**	**430.2**	**745.3**

The accompanying notes on pages 189 to 194 are an integral part of these financial statements.

Notes to the Company Financial Statements

For the year ended 31 December 2023

1. Corporate information

Ascential plc (the "Company") is a company incorporated in the United Kingdom under the Companies Act 2006 and listed on the London Stock Exchange. The registered office is located at 2nd Floor, 81-87 High Holborn, London, WC1V 6DF. The registered company number is 09934451. Ascential plc is the parent Company of the Ascential Group (the "Group") and its principal activity is to act as the ultimate holding company of the Group.

2. Company accounting policies

Basis of accounting

The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 ("FRS 100") issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with Financial Reporting Standard 102 ("FRS 102"), the Financial Reporting Standard applicable in the UK and Republic of Ireland as issued by the Financial Reporting Council.

As permitted by FRS 102, the Company has taken advantage of the disclosure exemptions for the presentation of a statement of cash flows; disclosure of key management personnel compensation; disclosure of related party transactions between wholly-owned subsidiaries and parents within a group; disclosures required under IFRS 2 "Share-Based Payments" in respect of Group settled share-based payments; disclosures required by IFRS 7 "Financial Instruments: Disclosures"; certain disclosures required under IFRS 13 "Fair Value Measurement"; and disclosure of information in relation to new standards not yet applied.

The financial statements are presented in Pounds Sterling being the Company's functional currency and have been prepared on a historical cost and going concern basis.

Going Concern

A principal objective of the Group (of which the "Company" is the holding company), is to manage cash and debt to safeguard the Group's ability to continue as a going concern for the foreseeable future and for at least the next 12 months from the date of approving these financial statements. The Group retains sufficient resources to remain in compliance with the financial covenants of its bank facilities. The Directors have also assessed the Group's prospects and viability over a three-year period. The Directors therefore consider it appropriate to adopt the going concern basis in preparing the financial statements. Refer to Note 1 of the consolidated financial statements.

3. Income statement

Fees paid to the auditor during the year for the audit of the Company accounts were £23,100 (2022: £23,100). Fees paid by the Company to the auditor for other services were £nil (2022: £nil).

4. Principal accounting policies

Investments in subsidiaries

Subsidiaries are entities that are directly or indirectly controlled by the Company. Control exists where the Company has the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities. The investment in the Company's subsidiaries is recorded at cost less provisions for impairment. Carrying values are reviewed for impairment either annually, or more frequently if events or changes in circumstances indicate a possible decline in carrying values. The Company uses forecast cash flow information and estimates of future growth to assess whether investments are impaired. If the results of operations in a future period are adverse to the estimates used for impairment testing, an impairment may be triggered at that point.

Income tax

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Timing differences are not provided for differences relating to investments in subsidiaries to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes to the Company Financial Statements continued

4. Principal accounting policies continued

Share-based payments

Certain employees of the Company receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares. The cost of equity-settled transactions with employees is measured at fair value at the date at which they are granted. The fair value of share awards with market-related vesting conditions is determined by an external consultant and the fair value at the grant date is expensed on a straight-line basis over the vesting period based on the Company's estimate of shares that will eventually vest. The estimate of the number of awards likely to vest is reviewed at each balance sheet reporting date up to the vesting date, at which point the estimate is adjusted to reflect the actual outcome of awards which have vested. No adjustment is made to the fair value after the vesting date even if the awards are forfeited or not exercised.

Where the Company grants options over its own shares to the employees of its subsidiaries, it recognises an increase in the cost of investment in its subsidiaries equivalent to the equity-settled share-based payment charge recognised in the subsidiary's financial statements with the corresponding credit being recognised directly in equity. In cases where a subsidiary is recharged for the share-based payment expense, no such increase in investment is recognised.

Shares held by the Employee Benefit Trust ("EBT")

The EBT provides for the issue of shares to Group employees under share incentive schemes. The Company has control of the EBT and accounts for the EBT as an extension to the Company in the financial statements. Accordingly, shares in the Company held by the EBT are included in the balance sheet at cost as a deduction from equity.

5. Directors' emoluments

During the years ended 31 December 2023 and 31 December 2022, the Company had no employees other than the Directors. Full details of the Directors' remuneration and interests are set out in the Directors' Remuneration Report on pages 115 to 125.

6. Investments

(£ million)	**2023**	2022
At 1 January	**652.8**	652.8
Additions	**0.2**	–
At 31 December 2023	**653.0**	652.8

On 23 November 2023, the Company transferred its shares in Flywheel Digital Holdings Limited (two ordinary shares of USD 0.01 each) to Ascential Financing Limited in exchange for the issuance of additional shares in Ascential Financing Limited. The additions of £0.2m represent this additional investment in Ascential Financing Limited.

The Company assessed the carrying value of its investments and concluded that there was no indication that an investment may be impaired.

The Company's subsidiaries, joint ventures and associates are listed below, split below by those pertaining to continuing and discontinued operations. Unless otherwise stated, all subsidiaries were indirectly and wholly owned as at 31 December 2023. Ascential Financing Limited was directly and wholly owned by Ascential plc as at 31 December 2023, (2022: Flywheel Digital Holdings Limited and Ascential Financing Limited).

Continuing operations

Name	Key
United Kingdom	
Ascential America Holdings Limited	UK1
Ascential Events (Europe) Limited	UK1
Ascential Financing Limited	UK1
Ascential Group Limited	UK1
Ascential Information Services Limited	UK1
Ascential Operations Limited	UK1
Ascential P&P Limited	UK1
Ascential Radio Financing Limited	UK1
Ascential UK Holdings Limited	UK1
Contagious Communications Limited	UK1
Rembrandt Technology Limited	UK1
Siberia Europe Limited	UK1
Steel River Media Limited	UK1
WGSN Group Limited	UK1
China	
WARC Business Information Consulting (Shanghai) Co., Ltd.	CH1
France	
Ascential Events France SAS	FR1
Jersey	
Ascential Jersey Financing Limited	JE1
Singapore	
Ascential (Singapore) Pte. Limited	SG1
Asian Advertising Festival (Spikes Asia) Pte Limited (50%)	SG2
United States	
Contagious Communications Inc.	US1
Money2020 LLC	US1
WARC LLC	US1

Discontinued operations

Digital Commerce[1]

Name	Key
United Kingdom	
Digital Commerce Holdings Limited	UK1
Edge by Ascential Limited	UK1
Flywheel Digital Limited	UK1
Flywheel Digital International Holdings Limited	UK1
Perpetua Labs Limited	UK1
Spotlight an Ascential Company Limited	UK1
Brazil	
Era Serviços de Inteligência em Software Ltda	BR2
Canada	
Perpetua Labs Ltd	CN1
Cayman Islands	
Flywheel Digital Holdings Limited	CI1
China	
Ascential Data Services (Shanghai) Company Limited	CH2
Clavis Information Technology (Shanghai) Limited	CH3
Hangzhou Duozhun Data Technology Co. Limited	CH4
Flywheel Digital Shenzhen Co., Ltd	CH5
Shenzhen 4KMiles Technologies, Limited.	CH6
Guangzhou 4KMiles Data Technologies, Limited.	CH7
Hangzhou Qianli Chuanyin Data Technology Co. Limited.	CH8
Germany	
Perpetua Labs GmbH	GE2
Hong Kong	
Flywheel Digital Limited	HK3
Intrepid E-commerce Hong Kong Limited	HK2
HongKong 4KMiles Technology Limited	HK3
HongKong 4K Miles Information Technology Limited	HK3
Indonesia	
PT Flywheel Digital Indonesia	IN1
Ireland	
Clavis Technology Limited	IR1

Name	Key
Japan	
Ascential Japan Kabushiki-Kaisha	JP1
Malaysia	
Flywheel Digital Malaysia Sdn. Bhd.	MY1
Philippines	
Flywheel Digital Philippines Inc.	PH1
Singapore	
Datamart Solutions Pte. Ltd.	SG3
Flywheel Digital Singapore Pte. Ltd.	SG3
Intrepid E-Commerce Services Pte. Ltd.	SG3
Thailand	
Flywheel Digital Thailand Co., Ltd	TH1
Intrepid Trading (Thailand) Co., Ltd. (49%)	TH1
United States	
Edge by Ascential, LLC	US1
Flywheel Digital LLC (Maryland)	US2
Flywheel Digital LLC (Washington)	US3
Perpetua Labs, Inc.	US1
OneSpace Inc.	US1
Spotlight Digital Commerce LLC	US1
WhyteSpyder LLC	US4
4KMiles Tec Limited	US3
ASR Group Holdings LLC (51% owned)	US1
Hyperdrive LLC (51% owned)	US5
Pet Gear LLC (51% owned)	US6
We Love Best LLC (51% owned)	US6
Recon Commerce LLC (51% owned)	US7
HBW Commerce LLC (51% owned)	US6
Market Bound LLC (51% owned)	US8
Fascam LLC (51% owned)	US9
Vietnam	
Datamart Viet Nam Company Limited (99.98%)	VT1
Intrepid Vietnam Company Limited (99.96%)	VT2

1 The sale of the Digital Commerce ("Flywheel") entities was completed on 2 January 2024. This represents the address at 31 December 2023.

Notes to the Company Financial Statements continued

Product Design[2]

Name	Key
United Kingdom	
CLR Code Limited	UK1
WGSN Limited	UK1
Worth Global Style Network Ltd	UK1
Brazil	
Ascential Serviços de Informação Ltda	BR1
Sistema Use Fashion Comércio de Informações Ltda	BR1
China	
CTIC WGSN China Limited (51% Joint Venture)	CH10
Shanghai Coloro Co., Limited (27% Joint Venture)	CH11
WGSN Business Information Consulting (Shanghai) Company Limited	CH9
Germany	
WGSN GmbH	GE2
Hong Kong	
WGSN (Asia Pacific) Ltd	HK1
Spain	
WGSN Intelligence España SL	SP1
South Africa	
WGSN (Pty) Limited	SA1
Turkey	
WGSN Group Trend Forecasting Moda Danişmanlik Hizmetleri Limited Şirketi	TR1
United States	
Ascential Inc.	US1
CLR Code LLC	US1

2 The sale of the Product Design ("WGSN") entities was completed on 1 February 2024. This represents the address at 31 December 2023

Hudson

Name	Key
United Kingdom	
Hudson MX Limited (36.8%)	UK1
United States	
Hudson MX Holdings, Inc (36.8%)	US1
Hudson MX, Inc. (36.8%)	US1
Global Media Payments, Inc. (36.8%)	US10

Key	Address
UK1	2nd Floor, 81-87 High Holborn, London, WC1V 6DF, United Kingdom
US1	251 Little Falls Drive, Wilmington, New Castle, Delaware, 19808, United States
US2	7 St. Paul Street, Suite 820, Baltimore, Maryland, 21202, United States
US3	300 Deschutes Way SW, Suite 304, Tumwater, Washington, 98501, United States
US4	300 Spring Building, Suite 900, 300 S. Spring Street, Little Rock, Arkansas, 72201, United States
US5	55614 Cardinal Drive, South Bend, Indiana, 46619, United States
US6	6605 Longshore Street, Suite 240 #107, Deblin, Ohio, 43017, United States
US7	7877 MeadowHaven BLVD. Columbus, Ohio, 43235, United States
US8	15 West South Temple, Suite 600 Salt Lake City, Utah, 84101, United States
US9	1221 College Park Drive Ste 116, Dover, Delaware, 19904, United States
US10	1209 Orange Street, Wilmington, New Castle County, Delaware, 19801 United States
US11	Corporate Creations Networks Inc. 3411 Silverside Road, Tatnall Building STE 104, Wilmington, Delaware, 19810, United States
BR1	Rua Tabapuã, 841, 1st floor, Itaim Bibi, São Paulo-SP,04533-01, Brazil
BR2	Alameda Jaú, 1754 – 10º andar – Jardim Paulista, São Paulo – SP, Brazil
CN1	1133 Melville Street, Suite 3500, The Stack, Vancouver, BC V6E 4E5, Canada
CI1	Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands
CH1	Room101, No.852 Kangning Road, Jingan District, Shanghai, People's Republic of China
CH2	Unit 3106/3107, No.968, West Beijing Road, Jing'an District, Shanghai, People's Republic of China
CH3	Unit 3105/3108, No.968, West Beijing Road, Jing'an District, Shanghai, People's Republic of China
CH4	Building 9, 998 Wenyi West Road, Wuchang Avenue, Yuhang District, Hangzhou, Zhejiang, People's Republic of China
CH5	Unit 547, Building 6, 16 Zhuantang Science and Technology Economic Zone, Xihu District, Hangzhou, Zhejiang, People's Republic of China
CH5	Unit 4701, China Energy Storage Building, 3099 KeYuan South Road, Nanshan District, Shenzhen, Guangdong, People's Republic of China
CH6	Room 2005H, Tower B, Zhongshen Park, 2010 Caitian Road, Fushan Community, Futian District, Shenzhen, People's Republic of China
CH7	Room 302, Building 4, 6 Bohui Street, Tianhe District, Guangzhou, People's Republic of China

Key	Address
CH8	Room 1102, Floor 11, Hui He Xi Fu Hui Building 3, Jianggan District, Hangzhou, People's Republic of China
CH9	Room 617, 28 Tan Jia Du Road, Putuo District, Shanghai,People's Republic of China
CH10	Unit 502, Floor 5, Building 4, No.300, Dingyuan Road, Songjiang District, Shanghai, People's Republic of China
CH11	Floor 2-4, Building 4, No. 300, Dingyuan Road, Songjian District, Shanghai, People's Republic of China
FR1	43-47 avenue de la Grande Armée, 75116 Paris, France
GE1	Linienstrasse 214, 10119, Berlin, Germany
GE2	Speditionstraße 15a, 40221, Düsseldorf, NRW, Germany
HK1	23rd Floor, Lee Garden Six, 111 Leighton Road, Causeway Bay, Hong Kong
HK2	RM 302, 3/F Malaysia Bldg, 47-50 Gloucester Rd, Hong Kong
HK3	16th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong
IN1	GOWORK – Sopo Del Tower : Tower B, 22nd Floor, Ruangan No. 2235-2236 Jl. Mega Kuningan Barat III Lot 10. 1-6, Jl. Mega Kuningan Barat, Kuningan, Daerah Khusus Ibukota Jakarta 12950
IR1	9th floor, O'Connell Bridge House, D'Olier Street, Dublin 2, Ireland
JP1	Kamiyacho Trust Tower 22nd floor, 4-1-1 Toranomon, Minato-ku, Tokyo Postal Code 105-6923, Japan
JE1	44 Esplanade, St Helier, Jersey, JE4 9WG, Channel Islands
MY1	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3 Bangsar South, No 8 Jalan Kerinchi, Kuala Lumpur, Wilayah Persekutuan, 59200, Malaysia
PH1	Unit 2803, 28th Floor, Trade and Financial Tower, 7th Avenue corner 32nd Street, Bonifacio Global City, Taguig, 1630, Philippines
SG1	133 New Bridge Road, Chinatown Point #08-03, 059413, Singapore
SG2	182 Cecil Street, Level 17 Frasers Tower, 069547, Singapore
SG3	9 Raffles Place, #26-01 Republic Plaza, Singapore 048619, Singapore
SA1	Workshop17, 32 Kloof Street Gardens, Cape Town 8000, South Africa
SP1	C/ San Elías 29-35, 5°, 08006 Barcelona, Spain
TH1	518/5 Floor No. 11, Maneeya Center Tower, Phloen Chit Road, Lumpini Sub-District, Phatumwan District, Bangkok, Thailand
TR1	Esentepe Mh. Talatpaşa Cd. No:5 iç kapi no:1, Şişli, Istanbul / P.K.: 34394, Turkey
VT1	Floor 5, B&L Building, 119-121 Ung Van Khiem, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam
VT2	9th Floor, No. 208 Nguyen Trai, Pham Ngu Lao Ward, District 1, Ho Chi Minh City, Vietnam

For the year ended 31 December 2023, the below companies were exempt from the requirement for audit of individual financial statements in accordance with section 479A of the Companies Act 2006:

- WGSN Group Limited, registration number 8256689
- Rembrandt Technology Limited, registration number 11120186
- Ascential Operations Limited, registration number 08255890

7. Trade and other receivables

(£ million)	2023	2022
Debtors – due within one year		
Prepayments	**0.7**	0.5
Amounts due from Group undertakings	**94.5**	–
	95.2	0.5
Debtors – due after more than one year		
Deferred tax asset	**0.6**	0.5
Amounts due from Group undertakings	**–**	93.5
	0.6	94.0
Total	**95.8**	94.5

Amounts due from Group undertakings accrue interest at various rates, are unsecured and are repayable on demand. There are no material expected credit loss provisions.

Deferred tax asset

(£ million)	2023	2022
At 1 January	**0.5**	0.5
Deferred tax credit in equity	**–**	(0.6)
Deferred tax credit in income statement for the year	**0.1**	0.6
At 31 December	**0.6**	0.5

8. Trade and other payables – due within one year

(£ million)	2023	2022
Trade payables	**–**	0.3
Accruals	**1.8**	0.8
Other taxation and social security	**1.7**	0.9
Total	**3.5**	2.0

9. Share capital and reserves

Refer to Note 24 of the consolidated Group financial statements.

Notes to the Company Financial Statements continued

10. Related party transactions

The Company has taken advantage of the exemption under FRS 102 and therefore has not disclosed related party transactions with wholly owned subsidiaries. The Company has no other related party transactions other than the compensation of key management personnel, set out in Note 26 of the consolidated Group financial statements.

11. Commitments and contingencies

The Company is a guarantor to the facilities described in Note 22 of the consolidated Group financial statements.

During the year the Company was a member of the Group cash pooling arrangement. This allows the Group to combine the liquidity of companies within the Group in order to distribute such cash centrally as required.

The Company is registered with H.M. Revenue & Customs as a member of the Ascential Group Limited group for Value Added Tax and Pay As You Earn purposes and is therefore jointly and severally liable on a continuing basis for amounts owing by other members of the Group in respect of their value added tax, income tax and national insurance contributions liabilities.

During the year, the Company agreed to guarantee certain obligations of Ascential Financing Limited in the sale of both WGSN and Digital Commerce. Together with Ascential Financing Limited, it also provided certain customary warranties, indemnities and contractual protections to the purchaser of Digital Commerce. Both purchasers obtained buy-side warranty and indemnity insurance which is their key form of recourse (save in respect of certain limited matters) in the event of any claim.

12. Events after the reporting date

Refer to Note 31 of the consolidated Group financial statements.

In addition, on 20 March 2024 following the sale of Digital Commerce and WGSN, a dividend of £758.4m was declared by Ascential Financing Limited and approved by the Company on the same day, increasing the Company's profits available for distribution in 2024.

There were no other reportable events after 31 December 2023.

Alternative performance measures

Ascential aims to maximise shareholder value by optimising the potential for return on capital through strategic investment and divestment, by ensuring the Company's capital structure is managed to support both strategic and operational requirements, and by delivering returns through a focus on organic growth and operational discipline. The Board considers it helpful to provide, where practicable, additional performance measures that distinguish between these different factors – these are also the measures that the Board uses itself to assess the performance of the Company, on which the strategic planning process is founded and on which management incentives are based. Accordingly, this report presents the following non-GAAP measures alongside standard accounting terms as prescribed by IFRS and the Companies Act, in order to provide this useful and additional information.

Adjusted profit measures

The Group uses Adjusted profit measures to assist readers in understanding underlying operational performance. These measures exclude income statement items relating to items arising from portfolio investment and divestment decisions, and from changes to capital structure. Such items arise from events which are non-recurring or intermittent, and while they may generate substantial income statement amounts, do not relate to the ongoing operational performance that underpins long-term value generation. The income statement items that are excluded from Adjusted profit measures are referred to as Adjusting items. Both Adjusted profit measures and Adjusting items are presented together with statutory measures on the face of the profit and loss statement.

The Group presents a non-GAAP profit measure, Adjusted EBITDA, in order to aid, where possible, comparisons with peer group companies and provide a reference point for assessing the operational cash generation of the Group. Adjusted EBITDA is defined as Adjusted Operating Profit before depreciation and amortisation. The Group measures operational profit margins with reference to Adjusted EBITDA. As Adjusted results include the benefits of portfolio investment and divestment decisions but exclude significant costs (such as amortisation of acquired intangibles and Non-trading items), they should not be regarded as a complete picture of the Group's financial performance, which is presented in its Total results. The exclusion of other Adjusting items may result in Adjusted results being materially higher or lower than Total results.

Adjusting items are not a defined term under IFRS, so may not be comparable to similar terminology used in other companies' financial statements and should not be viewed in isolation but as supplementary information. Details of the charges and credits presented as Adjusting items are set out in Note 6 to the financial statements. The basis for treating these items as Adjusting is as follows:

Non-trading items
Non-trading items are recorded in accordance with the Group's policy set out in Note 2 to the financial statements. They arise from portfolio investment and divestment decisions, from changes to the Group's capital structure, as well as material events that are expected to be outside the course of ordinary operating activities, (e.g. deferred consideration, integration costs and professional fees on acquisitions). They do not reflect underlying operational performance.

Amortisation of intangible assets acquired through business combinations
Charges for amortisation of acquired intangibles arise from the purchase consideration of a number of separate acquisitions. These acquisitions are portfolio investment decisions that took place at different times over many years, so the associated amortisation does not reflect current performance.

Share-based payments
Ascential operates several employee share schemes. Income statement charges or credits relating to such schemes are a significant non-cash charge or credit and are driven by a valuation model which references the Ascential share price and future performance expectations. The income statement charge or credit is consequently subject to volatility and does not fully reflect current operational performance.

Gains and losses on disposal
Gains and losses on disposal of businesses arise from divestment decisions that are part of strategic portfolio management and do not reflect current operational performance.

Tax related to Adjusting items
The elements of the overall Group tax charge relating to the Adjusting items are also, for consistency, treated as Adjusting. These elements of the tax charge are calculated with reference to the specific tax treatment of each Adjusting item, taking into account its tax deductibility, the tax jurisdiction concerned, and any previously recognised tax assets or liabilities.

Adjusted cash flow measures

The Group uses Adjusted cash flow measures for the same purpose as Adjusted profit measures. The two measures used are Adjusted Cash Generated from operations, and Free Cash Flow. The Group monitors its operational efficiency with reference to operational cash conversion. These are reconciled to IFRS measures as follows:

£'m	2023	2022
Cash (outflow)/generated from total operations	(3.9)	53.4
Less: cash outflow from discontinued operations	(42.1)	(68.3)
Add back: acquisition-related contingent consideration cash flow	42.5	19.5
Add back: other non-trading cash flow	66.4	52.3
Adjusted cash generated from continuing operations	62.9	56.9
Adjusted EBITDA from continuing operations	56.4	49.9
Operating cash flow conversion from continuing operations	112%	114%
Net cash (outflow)/generated from operating activities	(8.2)	53.2
Less: cash outflow from discontinued operations	(42.1)	(68.3)
Less: capital expenditure from continuing operations	(5.3)	(4.5)
Add back: tax paid by discontinued operations	0.9	1.0
Add back: acquisition-related contingent consideration cash flow	42.5	19.5
Add back: other non-trading cash flow	66.4	52.3
Free cash flow from continuing operations	54.2	53.2
Adjusted EBITDA from continuing operations	56.4	49.9
Free cash flow conversion from continuing operations	96%	107%

Leverage

The ratio of net debt to EBITDA is calculated as follows:

£'m	2023
Adjusted EBITDA – Total Operations	122.0
Less: Rent expense	(6.1)
Adjusted EBITDA (pre-IFRS 16)	115.9
Net debt	318.1
Leverage ratio	2.7x

Pro forma net debt

Pro forma net debt is calculated as follows:

£'m	Pro forma for strategic actions and return of value
Net debt at December 2023 – as reported	(318)
Net adjustment for:	1,062
Proceeds from sales of Digital Commerce and WGSN Costs of the sales and other strategic review costs	
Cash set aside to acquire the remaining stake in Hudson	
Cash tax	
Return of value	(850)
Net debt – pro forma basis	(106)

Organic growth measures

To assess whether the Company is achieving its strategic goal of driving organic growth, it is helpful to compare like-for-like operational results between periods. Income statement measures, both Adjusted and reported, can be significantly affected by the following factors which mask like-for-like comparability:

- acquisitions and disposals of businesses lead to a lack of comparability between periods due to consolidation of only part of a year's results for these companies;
- discontinuation or curtailment of products or the move of event products between different periods; and
- changes in exchange rates used to record the results of non-Sterling businesses result in a lack of comparability between periods as equivalent local currency amounts are recorded at different Sterling amounts in different periods.

Ascential therefore defines Organic growth measures, which are calculated with the following adjustments:

- results of acquired and disposed businesses are excluded where the consolidated results include only part-year results in either current or prior periods;
- results of specific product lines are excluded if are being wholly or partly discontinued; and
- prior year and current year consolidated results are restated at constant currency for non-Sterling businesses.

Organic growth is calculated as follows:

2023 £'m	Marketing	Financial Technology	Corporate Costs	Total – continuing operations
Revenue				
2023 – reported	130.5	75.9	–	206.4
Acquisition of Contagious	(2.5)	–	–	(2.5)
2023 – Organic basis	**128.0**	**75.9**	**–**	**203.9**
Organic revenue growth	*22%*	*1%*	–	*13%*
2022 – restated*	99.2	92.0	–	191.2
Disposal of RWRC	–	(7.4)	–	(7.4)
Transfer of Acuity	4.6	(4.6)	–	–
Currency adjustment	0.9	(4.5)	–	(3.6)
2022 – Organic basis	104.7	75.5	–	180.2
Adjusted EBITDA				
2023 – restated*	55.6	26.7	(25.9)	56.4
Acquisition of Contagious	(0.5)	–	–	(0.5)
2023 – Organic basis	**55.1**	**26.7**	**(25.9)**	**55.9**
Organic EBITDA growth	*37%*	*(7%)*	*(23%)*	*17%*
2022 – restated*	40.1	31.6	(21.8)	49.9
Disposal of RWRC	–	0.1	–	0.1
Transfer of Acuity	–	–	–	–
Currency adjustment	0.2	(3.1)	0.7	(2.2)
2022 – Organic basis	40.3	28.6	(21.1)	47.8

* Restated for discontinued operations (refer to Note 11).

Glossary of alternative performance measures

Term	Description
Organic revenue growth	Revenue growth on a like-for-like basis
Organic EBITDA growth	Adjusted EBITDA growth on a like-for-like basis
Non-trading items	Items within Operating profit/(loss) separately identified in accordance with Group accounting policies
Adjusting items	Non-trading items, Amortisation and impairment of intangible assets acquired through business combinations, Share-based payments, Gains and losses on acquisition and disposals, Write-off of unamortised arrangement fees on refinancing, Covenant amendment fees and Tax related thereto
Adjusted operating profit/(loss)	Operating profit/(loss) excluding Adjusting items
Adjusted EBITDA	Adjusted operating profit/(loss) excluding depreciation and amortisation
Adjusted EBITDA margin	Adjusted EBITDA as a percentage of Revenue
Adjusted profit/(loss) before tax	Profit/(loss) before tax excluding Adjusting items
Adjusted tax charge	Tax charge excluding Adjusting items
Adjusted effective tax rate	Adjusted tax charge expressed as a percentage of Adjusted profit before tax
Adjusted EPS	EPS calculated with reference to Adjusted Profit/(loss) for the year
Adjusted diluted EPS	Diluted EPS calculated with reference to Adjusted Profit/(loss) for the year
Adjusted cash generated from operations	Cash generated from operations with cash generated from discontinued operations acquisition-related contingent consideration and other non-trading cash flows excluded
Operating cash flow conversion	Adjusted cash generated from operations expressed as a percentage of Adjusted EBITDA
Free cash flow	Net cash generated from operating activities including capital expenditure. Net cash generated from discontinued operations, acquisition-related contingent consideration and other non-trading cash flow are excluded
Leverage	The ratio of Net debt to Adjusted EBITDA before, in both cases, accounting for the impact of IFRS 16
Net debt	Net debt comprises external borrowings net of arrangement fees, cash and cash equivalents and derivative financial instruments. Net debt excludes lease liabilities in line with how net debt is considered for the Group's banking covenants
Pro forma net debt	Net debt adjusted for (a) the proceeds, net of cash disposed, from the 2024 disposals of Digital Commerce and WGSN (b) the cash costs of the disposals and associated strategic review actions (c) the cash payable to acquire Hudson (d) the forthcoming £850m return of value to shareholders and (e) cash taxes

MIX
Paper from responsible sources
FSC® C022913

Printed by **Pureprint Ltd.**

This report is printed on paper certified in accordance with the FSC® (Forest Stewardship Council®) and is recyclable and acid-free.

Pureprint Ltd is FSC certified and ISO 14001 certified showing that it is committed to all round excellence and improving environmental performance is an important part of this strategy. Pureprint Ltd aims to reduce at source the effect its operations have on the environment and is committed to continual improvement, prevention of pollution and compliance with any legislation or industry standards.

Pureprint Ltd is a Carbon / Neutral® Printing Company.

Designed and produced by **SampsonMay**
Telephone: 020 7403 4099
www.sampsonmay.com

Ascential plc
2nd Floor,
81-87 High Holborn,
London WC1V 6DF
UK

ascential.com