

Strategic report – Wilmington plc 30 June 2023

Resilient portfolio in large and expanding Governance, Risk and Compliance (“GRC”) market

Purpose driven

We empower our customers to do the right business in the right way, by providing them with a complementary range of information, and data and training and education solutions via single technology platforms. Our unique offering is underpinned by a set of core competencies that, in combination, drive sustainable value creation for our shareholders.

Investment Case

Unique GRC platform

Powerful combination of well-recognised brands in intelligence, training and education, serving the resilient and growing Governance, Risk and Compliance market.

More than 28 years experience

High conversion of operating profit into cash

Strongly cash generative business reflected by
138% conversion of operating profit into cash

Agile and customer led

Strong customer-led product management culture, reinforced by agile approach to hybrid delivery formats.

Responsible business culture

Commitment to customers echoed by the responsible business culture embedded across the Group.

Diverse and resilient

The resilience of our portfolio is enhanced by a diverse customer base and low customer concentration.

Single technology platforms and digital innovation

Attractive portfolio of digital-first data and information assets and innovative digital learning solutions delivered via single technology platforms.

High proportion of recurring revenues

Consistent and sustainable revenue streams, with a focus on recurring subscription and membership revenues with high renewal rates.

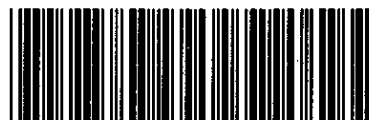
39% subscription and membership revenue

Commitment to dividends

10.0p total dividend

In this annual report reference is made to adjusted results as well as the equivalent statutory measures. The Directors make use of adjusted results, which are not considered to be a substitute for or superior to IFRS measures, to provide stakeholders with a clearer understanding of the group's performance, additional relevant information and enable an alternative comparison of performance over time. Adjusted results exclude amortisation of intangible assets (excluding computer software), impairments, other income (when material or of a significant nature) and other adjusting items. Adjusted results are reconciled to statutory measures in note 2 to the financial statements. Reference is also made to variances described as 'organic': these are calculated by adjusting the revenue change achieved year-on-year to exclude the impact of changes in foreign currency exchange rates and also to exclude the impact of changes in the portfolio from acquisitions and disposals – many shareholders ask about these effects and while this measure is not required by applicable accounting standards, it makes the figures more understandable to readers. Finally, we use the term 'continuing' to describe our businesses, their revenues and profits, this term means we are excluding the impact of disposals to show performance of, and to describe, the businesses we still have – again this is at investors' request.

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Financial performance

	2023	2022	Change
Continuing results¹			
Revenue	£122.1m	£111.9m	9%
Adjusted PBT ²	£24.1m	£18.6m	30%
Adjusted PBT margin	19.7%	16.6%	19%
Adjusted basic EPS ³	21.27p	16.72p	27.2%
Net cash⁴	£42.2m	£20.5m	
Total dividend	10.0p	8.20p	22.0%
Statutory results			
Revenue	£123.5m	£121.0m	
PBT incl. disposals	£24.0m	£36.1m	
Basic EPS	22.94p	37.46p	

- 9% revenue growth from continuing businesses. Organic growth of 7%¹.
 - Training & Education division delivered 15% organic growth
 - Intelligence division delivered 3% organic growth
- Annual recurring revenues up 7%, now 39% (2022: 37%) of Group revenues
- Adjusted profit before tax from continuing businesses up 30% to £24.1m (2022: £18.6m) reflecting continuing efficiencies of digital-first model
- Operating profit margins continue to increase with Intelligence division reaching 23% (2022: 19%)
- Net cash at 30 June 2023 £42.2m (2022: £20.5m) reflecting strong trading performance and cash conversion
- Continued to streamline and enhance portfolio with disposal of Inese
- Investment in the development of single technology platforms in each division

Mark Milner, Chief Executive Officer, commented:

"Since the strategic review we have delivered two years of quarter-on-quarter profits growth, despite the challenging macro-economic backdrop. Last year's results were our strongest to date with continuing revenues up by 9% and profits up 30%. Other notable developments have been the growth in our recurring revenues and strong cash conversion of profits, further strengthening our balance sheet, which are a result of improvement in our overall operational performance.

"We help our customers to do the right business, in the right way. As Governments, Regulators, businesses and individuals respond to increasing Governance, Risk and Compliance requirements, they are globally becoming increasingly aware of the need to ensure the data they rely on for themselves and their customers is credible, accurate and current; and the training to ensure they are knowledgeable and meet current standards - all must be relevant, measurable and independently assessed.

"We now transact with over 8,000 customers and gather data from around 250 geographies. We have increased our geographic presence and now operate in the UK, Ireland, USA, France, Singapore, Hong Kong, Malaysia, Indonesia, India, and the MENA region. Our increasing global reach provides us with opportunities to develop and provide our services across a broader international customer base, whilst our single technology platforms will be instrumental in helping us scale in both existing markets and in new territories.

"The current financial year has started in line with our expectations with continued organic revenue growth and improved profits and cash."

¹ Continuing – eliminating the effects of the impact of disposals. Organic – Continuing eliminating exchange rate fluctuations.

² Continuing adjusted profit before tax – see note 2.

³ Continuing adjusted basic earnings per share – see page 25. Adjusted basic earnings per share – see note 9.

⁴ Net cash includes cash and cash equivalents, bank loans (excluding capitalised loan arrangement fees) and bank overdrafts but excludes lease liabilities.

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At a glance

Effectively navigating the Regulatory Compliance landscape

Wilmington is a scalable platform operating in the resilient and expanding GRC market, providing solutions to enterprise customers and professionals from a broad range of industries.

Our customers operate within a complex array of legal, political, and regulatory frameworks, all dictated by the ever-evolving compliance landscape. We help them to navigate this complexity and respond to emerging areas of risk by providing a complementary range of solutions which are delivered via single technology platforms. Our intelligence gives customers the detailed insight they need to understand the regulatory landscape, and our specialist training equips them to navigate it successfully.

Our solutions are focussed on real-world outcomes and are based on significant and defensible intellectual property built up over many years. Our teams of experienced industry practitioners and talented subject matter experts are central to our unique offering. We are proud to be recognised by our customers as a trusted and valued partner as we help them navigate their business challenges.

Wilmington is a digital-first business with strong capabilities in online and hybrid learning, and in the management and provision of mission-critical information and data. The strength of our portfolio is underpinned by an operating model which allows our portfolio of brands to leverage the value of the Group's technology platforms to deliver unique solutions to their customers. We invest in the core competencies that drive quality in our products to enable our brands to exhibit a unique set of characteristics that define our competitive advantage.

The products that Wilmington's two divisions offer focus on three main sub-categories of Governance, Risk and Compliance:

Governance	Risk
<ul style="list-style-type: none"> • Conduct • Ethics • Corporate Governance • Risk Management Architecture • Operational Resilience 	<ul style="list-style-type: none"> • Prudential • Information Sharing • Risk Management • Reputational Risk
Compliance	
<ul style="list-style-type: none"> • Financial Crime Prevention • AML & CTF • Sanctions • Anti-bribery & Corruption • Fraud • Information & Data Security • Market Abuse/Insider Trading • Cyber-crime • Conduct of Business • Healthcare Regulations • Diversity, Equity & Inclusion 	

The GRC markets are underpinned by strong macro drivers, which are closely aligned to the Group's core offering and inform our strategy to increase brand presence in this market:

- Increasing volume of regulation;
- Increasing fraud and cyber risk;
- Evolving role of compliance;
- Escalating regulatory enforcement;
- Increasing importance of responsible business practice;
- Increasing adoption of technology solutions; and
- Complex geopolitical landscape.

One business, two divisions

We are operating as one business, with two divisions that each have a single technology platform, supporting multiple market-facing brands.

Revenue analysis

Revenue can be analysed by segment as follows:

Total Revenue		
% of Group revenue	2023	2022
Intelligence	47%	49%
Training & Education	53%	51%

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Revenue can be analysed by geography as follows:

Total Revenue			
% of Group revenue	2023	2022	
UK	57%	53%	
USA	20%	18%	
Europe (excluding the UK)	16%	21%	
Rest of the World	7%	8%	

Intelligence

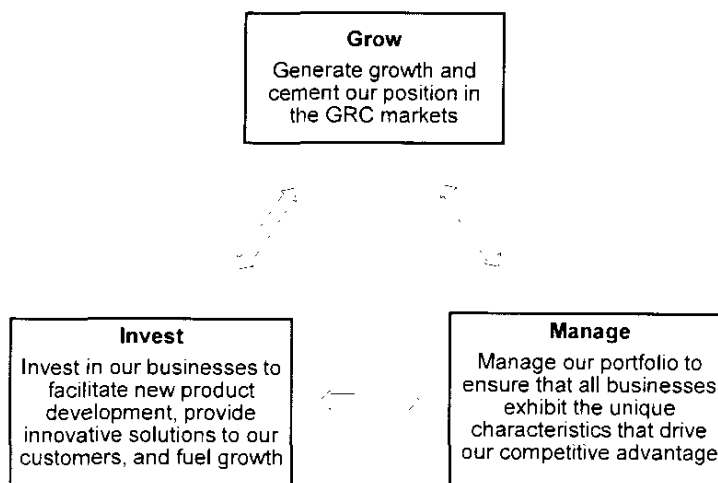
Wilmington's Intelligence division consists of businesses which provide must-have, authoritative risk and compliance data to a range of industries globally, including insurance, pensions, and healthcare. The information and data solutions provided by our brands in this division represent the gold standard in accuracy and timeliness, and this capability is enhanced by the expertise of our research analysts and industry practitioners, to ensure that we provide actionable insight to customers. Much of our data is developed by our own teams, and we own the associated intellectual property. Our Intelligence brands/businesses are: Axco, Pendragon and Compliance Week in Financial Services, Wilmington Healthcare/HSJ and APM in Healthcare and MiExact. Please see the Divisional Review for further details.

Training & Education

This division provides compliance training and technical support for customers across a range of industries including financial services, accountancy, and healthcare. We offer a wide product range, including formal qualifications, continuing education, and mandatory training, through instructor-led and self-guided formats. Our excellence in this area is underpinned by world-class and engaging course content, developed in house by our team of experienced subject matter experts, and enhanced by Wilmington's strong digital subscription management and dynamic delivery platform. Our Training & Education brands/businesses are: ICA and CLTi in Global, Mercia and Bond Solon in UK & Ireland and FRA in North America. Please see the Divisional Review for further details.

Strategy

Wilmington's streamlined operating model is increasingly underpinned by single technology platforms across each division, and its success is driven by the synergistic potential of its unique portfolio of brands. We are continuing to achieve our strategic objective of delivering organic growth, and to cement our position in the large and growing GRC markets by investing in operational efficiencies and in the core competencies that drive our competitive advantage.



By drawing on our core competencies we have embedded a set of defining characteristics into all of our brands which, in combination, drive progress against our three integrated strategic objectives.

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Wilmington characteristics: what makes us unique	
<p>Digital capabilities and data enabled</p> <p>Our digital-first model demonstrates best in class digital capabilities including:</p> <ul style="list-style-type: none"> • Delivery platform agnostic • Excellence in User Experience ('UX') and User Interface ('UI') solutions <p>Our businesses are data enabled, allowing them to provide unique insight and innovative solutions to their customers, driven by:</p> <ul style="list-style-type: none"> • Efficient data collection, accurate measurement, integration and analysis, supported by dynamic user interfaces • Proprietary data and bespoke services 	<p>A focus on the GRC sector</p> <p>Following our strategy review two years ago, all our businesses now operate in the Governance, Risk and Compliance sector, providing data and training in areas focussed on:</p> <ul style="list-style-type: none"> • Financial services, including retail banking, investment banking, private equity, insurance, accountancy • Legal services, providing training in areas of law to non-lawyers, including Expert Witness training, Witness Familiarisation, Health & Social Care regulatory training, Investigations training • Healthcare data and information, currently focussed on French and UK markets, and the US Medicare Advantage sector
<p>Differentiated offering</p> <p>Our businesses occupy strong positions in the markets they serve, exhibited via the following credentials:</p> <ul style="list-style-type: none"> • Market leaders – within the top three • Unique products with owned IP • Strong brands valued highly by customers 	<p>Attractive markets</p> <p>The markets in which we operate present opportunities for sustained growth:</p> <ul style="list-style-type: none"> • Macro fit with Wilmington's core markets • Micro fit with a growing end-user base in which our solutions are integrated into customer systems
<p>Strong product and revenue model</p> <p>Our product and revenue model drives value by targeting the following actions:</p> <ul style="list-style-type: none"> • Identifying attractive economics • Prioritising repeatable revenue streams • Leveraging success across the portfolio to maximise the benefit of synergistic potential 	<p>Strong leadership</p> <p>Our businesses are led by individuals who are best placed to accelerate their growth, evidenced by their core competencies:</p> <ul style="list-style-type: none"> • Experts in their field, aligning sector specific knowledge to product development and delivery • Innovators seeking to embrace change to deliver bespoke customer solutions

Delivering growth

Our organic growth strategy has continued to deliver by embedding the unique combination of characteristics that define our competitive advantage in each of our brands. Applying a common framework across the Group, we have focused our investment efforts in two main areas: operational excellence and single technology platforms. These efforts have continued to be informed by our commitment to a responsible business culture across the Group, supporting our people to make decisions in a way that delivers long term value. Full details of the progress we have made against our sustainability strategy objectives during the year are outlined in the Sustainability report on pages 15 to 23.

Investment focus: Operational excellence

Over the past three years we have invested heavily in operational excellence to accelerate our growth ambitions. We have sought to apply a best-in-class approach to managing technology and data, sales and marketing, talent, and product development across our Group. This work includes the investments we have made across all aspects of employee experience and helps ensure that we are attracting and developing the diverse, talented workforce that is central to our ongoing success.

Investment focus: Developing single technology platforms

In addition to our People strategy, the investments we made in operational excellence focussed heavily on enhancing our product, technology, and data capabilities, as the key mechanisms to deliver high quality solutions to our customers. This year has seen very strong progress towards our goal of establishing single technology platforms for each division.

Training & Education division – single Digital Learning Platform

The Platform integrates cloud-based technologies to a single solution, creating a personalised ecosystem in which customers can sign up to programmes, consume course materials through multi-media formats, complete assignments, and tasks, and repeat visits to access additional content.

Intelligence division – single Data Connect Platform

Our Data Connect Platform is a single, common data platform, deploying Snowflake® technology to bring together all our assets, allowing us to offer a greater data set to our clients delivered through intuitive data dashboards. We are offering APIs as standard to our clients to enable the use of our data as an integral part of their business processes.

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Investment focus; Future progress

Our ongoing investment in operational excellence and single technology platforms is at the heart of our plan to ensure that Wilmington continues to demonstrate the agility to adapt and grow, both organically and through acquisition, as customer demands evolve and new market opportunities arise. By embedding common infrastructure and processes, the Group is well placed to effectively enhance and expand its unique offering.

Chair's statement

I am pleased to present the Annual Report for the year ended 30 June 2023. Once again, we have performed in line with our strategy which has resulted in strong underlying revenue growth and margin expansion. Building on the benefits of our digital-first model, we are now realising additional efficiencies as we move to single platforms.

The Group has achieved revenue growth from its continuing businesses of 9%, with recurring revenue up 7%, demonstrating the strength of our product offering and customer relationships.

This revenue growth, continued focus on cost management and improvement in operational performance generally resulted in profit increases at all levels. We have continued to strengthen our balance sheet, with an increase in our net cash position as a result of the conversion to cash of these higher profits and the strategic disposal of Inese in late 2022.

We have increased our dividend payments this year by 22% with a final dividend of 7.3p, resulting in a total dividend for FY23 higher than at any time in our history as a listed company..

In June 2021 we put in place a new group structure and operating model to focus the business on the resilient and growing GRC markets. This Annual Report therefore represents the second year of this strategy, and we report here on our excellent progress and on the success of our investment in the business and the technology supporting it.

We have the hard work and dedication of our talented teams to thank for our strong financial results and the good progress we made in delivering our strategy. I am proud of the outstanding quality of work delivered by our people, as well as their commitment to customer service and their ingenuity and resilience in managing change. I would like to take this opportunity to thank all of them for their hard work over the past financial year.

Current trading and outlook

Trading has been encouraging in the first quarter, with good demand in all areas generating revenues and profits in line with expectation.

Martin Morgan
Chair
22 September 2023

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CEO's review

Introduction

In 2021, Wilmington completed its strategic review and we took the decisive steps to refocus the Group on the Governance, Risk and Compliance markets. We invested in our digital first activities. We restructured to operate as two divisions in one company, committing to investment in our operational growth levers of sales, marketing and product. We outlined the decisive steps needed to improve our technology capabilities to accelerate our shift to single technology platforms and tackled our legacy technology debt. We committed to maturing our measures assessing and improving customer satisfaction and employee engagement, designing and investing in a new people programme and committing to meaningful ESG commitments.

Since 2021, Wilmington has delivered against each of these strategic aims. This structured, measured and progressive transformation programme is delivering results, changing the shape of our business, increasing value for our customers, delivering growth for our shareholders and creating growth momentum across the Group.

Results

For the year ending 30 June 2023, the Group saw overall organic revenue growth of 9%, with growth across all parts of our business except our healthcare unit. Our training and education division achieved a particularly impressive 15% growth in organic revenue, while our intelligence brands reported 3% growth, with strong performance from our Axco, Pendragon and APM businesses offset by the UK healthcare business' decline. We have also achieved a 7% growth in recurring revenue¹, which now represents 39% of total revenue. Currency movement had a minimal impact on the Group's overall results.

The increased revenues and a continued focus on operational efficiency and cost management resulted in adjusted PBT growth from continuing businesses of 30% to £24.1m (2022: £18.6m) and a corresponding improvement in adjusted PBT margin to 19.7% (2022: 16.6%). This resulted in adjusted basic earnings per share being up 27.0%. We also are proposing a final dividend of 7.3p (total of 10.0p). The Group strengthened its balance sheet, increasing its net cash position (excluding lease liabilities) to £42.2m (2022: £20.5m) after a strong year of converting profits to cash.

Strategy

We continued to focus on consolidating our already strong presence in the large, growing and rapidly evolving GRC markets, following the 2021 strategic review. These markets are underpinned by strong macro drivers, particularly the increasing volume and enforcement of regulation, complex geopolitical landscape, increased importance of ESG and widespread adoption of technological and data-driven compliance solutions, all of which align strongly to Wilmington's core offering.

At the heart of this focus on the GRC markets is our ambition to help our customers to do the right business in the right way, by providing a complementary range of information & data and training & education solutions. Our operating model mirrors this core purpose. Our Intelligence division provides specialist data and analytics that give customers the detailed insight they need to understand the regulatory landscape, and our Training & Education division delivers specialist training that equips them to navigate it successfully. As planned, we completed the disposal of our non-core Spanish insurance information business in the first half of the financial year.

¹ Recurring revenues – those contracted at least one year ahead.

Investment programme

Our investment approach across the Group continues to be targeted at embedding the unique characteristics that define our competitive advantage into each of our brands. I am pleased with the progress we have made in developing single technology platforms in each of our divisions, providing the foundation to accelerate our growth ambitions and enabling us to provide an improved user experience to our customers, resulting in an increased competitive advantage. It will also give us the agility to respond to their ever-changing needs in the rapidly evolving GRC markets, enhancing our growth potential. The implementation of single platforms in each division will also allow us to efficiently expand our offering by creating a scalable portfolio to enhance our growth potential.

Version 1.0 of the Digital Learning Platform was successfully released at the end of FY22. We are taking the learnings from this version to improve both the design and product features, with version 2.0 on track to be delivered by June 2024. A new technology leader has joined the Group to spearhead the version 2.0 design and delivery, and increase the speed of development.

We continue to invest organically in new products and strengthen our existing product offerings, with the scope to monetise our solutions greatly enhanced by our single platform approach. This strategy for maximising the value of our technology and data assets, combined with our streamlined operating model, provides the strong base to actively consider acquisition targets which complement and/or extend our capabilities.

Artificial Intelligence

The advent of artificial intelligence (AI) has created immense potential for efficiency and AI enhanced products within the GRC domain. The realm of AI, wherein machines strive to replicate intricate human cognitive functions, holds the promise of overhauling

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industries and reshaping entire work processes and value streams. The disruptive prowess of AI technology is rooted in its ability to mechanise tasks, optimise decision-making protocols and unlock uncharted pathways across an array of sectors.

By orchestrating the automation of repetitive tasks and routine processes, AI holds the potential to fine-tune operations, curtail expenditures and strategically allocate resources to endeavours of higher value. Furthermore, the analytical capabilities of AI can bestow invaluable insights, paving the way for informed, data-driven decision-making and astute strategic optimisation.

Within the strategic framework of Wilmington, deliberate measures are being put into action to navigate the risks that accompany AI technology while simultaneously harnessing its opportunities.

A working group has been created to take a risk and opportunity-based approach to AI. This group has meticulously crafted a series of recommendations encompassing risk mitigation strategies, operational efficiency enhancements and augmentation of products. Diligent actions to mitigate risks are already underway, encompassing fortifying our digital assets with robust protective layers to thwart unauthorised scraping by external entities.

Simultaneously, revised policies governing the utilisation of AI technology have been devised, covering both our internal staff and the interactions with our valued customers. Given AI's remarkable capacity to generate content from vast reservoirs of data, inadvertent infringement of copyrighted material looms as a notable concern. The implementation of comprehensive protective protocols and mechanisms becomes imperative in safeguarding the sanctity of intellectual property rights.

Beyond these operational facets, AI stands as a catalyst for elevated product development, providing the capability for predictive analytics, tailored recommendations, and intelligent automation. This transformative potential empowers us to furnish clients with products that are not only more personalised, but also more resourceful and innovative. For example, in our Training and Education division we will be exploring course recommendation, automated grading and feedback and translation services, and in our Intelligence Division the enhancement of our proprietary data, which is protected within our secure environment.

Scale

Wilmington is helping our customers to do the right business, in the right way. Governments, Regulators, businesses, and individuals are globally becoming increasingly aware of the requirements and benefits of implementing appropriate Governance, Risk and Compliance training and of ensuring data and intelligence sources are as current and accurate as possible.

This global market movement provides Wilmington with an increasing opportunity to develop and provide services across a broader international customer base. Alongside existing core operation centres in the UK, Ireland, USA, France, Singapore, Hong Kong, and Malaysia, we are also building an increasing presence in Indonesia. We now have a commercial presence in India and have invested further in the MENA region. We expect soon to expand our offering, through partners, in China.

Operating efficiency is maintained by our product offering in these new territories being built on our existing capabilities and content, with a small degree of customisation of materials to reflect the differing characteristics of each domestic market.

The investment in commercial and customer service functions was made in FY23, enabling us to measure performance and fine-tune our offering throughout FY24. No further significant investment in this area is expected throughout FY24. Our development of single technology platforms will be instrumental in helping us scale in both existing markets and in new territories.

A growth mindset

We began the process of pivoting the Group to a digital first strategy in FY20 and FY21 and this has enabled us to deliver two years of quarter-on-quarter organic revenue and profit growth. Our revised strategic focus, consolidating our strong presence in the large, growing and rapidly evolving GRC markets, provides the Group with many growth opportunities.

Wilmington now transacts with over 8,000 customers and gathers data from around 250 geographies, and has new opportunities in new markets. Whilst Wilmington cannot claim to be a global business, we are certainly well on the way to becoming a truly international business.

Key to this organic and geographic progress is developing and maintaining a strong growth mindset across all parts of our Group. We invested in new leaders for many of our businesses and our shared services in FY22, specifically recruiting or promoting individuals with a proven track record of implementing and delivering growth strategies. The changes and expertise these individuals have brought have been one of the reasons why we have reported another strong set of results.

A key part of our growth mindset is to focus on the many drivers of employee engagement, which increased year on year as measured by our annual engagement survey. Development is actioned by activities such as regular Town Halls, the building and support of communities, and development of Working Groups to focus on key areas such as diversity and inclusion, reward strategies, talent development and others.

Instrumental in the development of our people culture was the recruitment of a Chief People Officer in November 2021, who has significantly developed our people activities across a very broad spectrum of activities including, but not limited to, a refreshed wellbeing strategy and services, a complete review of our reward and benefits strategy, the creation of job families across selected disciplines, investment in our learning and development services, and development of diversity and inclusion policies, practices and initiatives. More details can be found in our Sustainability report.

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Responsible business

We are committed to investing in the initiatives that support our own responsible business culture. We have achieved progress against our targets in all four areas of our sustainability strategy, and this work continues to underpin our broader strategic objectives and risk management processes. Full details of this work can be found in our Sustainability report.

We implemented the Taskforce for Climate-related Financial Disclosures (TCFD) recommendations in full last year. We concluded that we must continue to monitor the impacts of climate change on the Group's risk profile, but that the potential opportunities that may arise from the transition to a low-carbon economy are well aligned to our core offering. We have committed to net-zero carbon targets, with an ambition of absolute zero, producing no greenhouse gas emissions, in respect of Scope 1 and 2 emissions by 2028, and net zero in respect of Scope 3 emissions by 2045.

Portfolio update

In December 2022, we completed the disposal of Inese, a media and event business based in Madrid, Spain. We had flagged the business as held for sale from February 2020, with the disposal process significantly hampered by the Covid-19 pandemic.

We continue to review all parts of the Group assessing businesses against six key characteristics: organic growth opportunities; attractive markets; digital and data capabilities; strong leadership; strategic fit to the GRC marketplaces; and attractive product, revenue, and profitability characteristics.

We continue to seek businesses to join the Wilmington Group, with a highly active M&A function exploring many options. To date, whilst we have identified numerous businesses which meet our required characteristics, valuation expectations continue to remain high and we continue with our disciplined approach. We will continue to explore inorganic opportunities, whilst remaining focussed on our organic growth.

Summary

Wilmington has transformed over the last four years to become a digital first business, focussed on the attractive GRC sector, reinvigorating and innovating our products and services to develop deeper and longer-term relationships with clients, focussed on the Intelligence and Training & Education markets, with a growth mindset at our core.

This new strategy is delivering, and key to this transformation are our people and supporting businesses who work tirelessly to constantly develop and improve many aspects of what we do, how we do it, and deliver increasing value to our customers.

The current financial year has started in line with our expectations with continued organic revenue growth and improved profits and cash.

Thank you to each and every one of my colleagues for their commitment to Wilmington, for their passion and expertise in their chosen areas, and for the energy they bring to our many growth projects. Our recently launched company values of Inclusivity, Ambition, Curiosity, and Integrity resonate well with our strategic ambitions and, with a mindful eye on the geopolitical and economic uncertainty, we look forward to delivering our plans for FY24 and beyond.

Mark Milner

Mark Milner
Chief Executive
22 September 2023

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Review of operations

Training & Education

	2023 £'m	2022 £'m	Absolute variance %	Organic variance ¹ %
Revenue				
Global ²	24.5	23.2	6%	4%
UK and Ireland ³	24.7	22.1	12%	12%
North America ⁴	15.7	11.0	43%	31%
Continuing¹ revenue	64.9	56.3	15%	12%
Continuing operating profit	16.1	14.4	11%	8%
Margin %	25%	26%		
Statutory revenue	64.9	61.4	6%	12%
Statutory operating profit	16.1	16.0	0%	8%

The revenue split shown in this table is not a geographic split of revenues, the split shows revenues of our business groupings within Training and Education which are described below.

Business model and markets

The Global business comprises two units that operate in Compliance markets. The largest business, which was developed organically within Wilmington, is the International Compliance Association ('ICA'). It is an industry body and training business that was created in 2002 which offers professional development and support to compliance officers predominantly in the financial services sector. It has offices in the UK, Singapore, Malaysia and Dubai, and a new presence in India. ICA primarily serves the financial services industry. The material for ICA courses is developed by our own internal R&D team, and external specialists. We own the associated intellectual property.

Revenue earned by ICA is primarily training income complemented by subscriptions paid by the professional members for their ICA accreditations. The courses ICA run usually extend over several weeks or even months. They traditionally mix distance learning with face-to-face sessions. The distance learning element has transitioned to online and digital variants, and virtual programmes have been offered in place of face-to-face sessions. To support the move to virtual training in ICA a new Digital Learning Platform ('hub') is being built – it was launched at the start of 2021 and further developments are due for release in the coming months.

The other Global business, CLTi, earns revenue from running professional development programmes for wealth managers. Wilmington has an international presence, with centres in the UK, Europe, and Asia Pacific. Our consistent investment programme in content and technology is maintaining our competitive positioning.

The UK and Ireland business predominantly provides training for accountants in practice and in business, and individuals involved in the legal system, including lawyers. It runs a mix of face-to-face, online, and blended learning for these communities. It provides training at various levels including providing continuing professional development for existing qualified accountants and, in the case of the legal profession, helping them train their clients for interaction with the legal system. Additionally, it provides technical support to accountancy firms which enables them to keep abreast of technical developments and changes to regulation, as well as supporting them to promote the services they then offer to their clients.

Mercia (accountancy) and Bond Solon (legal) are predominantly UK and Ireland based, reflecting the country specific laws and accounting standards that govern their profession. Revenue in the unit is earned through clients subscribing for ongoing training support and other related activities over a period of time (usually twelve months), with the rest through one off course attendance fees. Courses are typically single or half day events, and content is a mix of owned and third-party intellectual property. Courses are delivered either by in-house experts or a network of independent tutors who are paid per course that they deliver.

The Law for Non-Lawyers market is strong, with good ongoing demand for existing products as well as successful launches of new training courses. The Accountancy market has returned to growth following a dip due to Covid-19 and demand is expected to benefit from upcoming regulation change in the UK.

The North America business, FRA, is predominantly events based. It serves the US Healthcare and Health Insurance markets and, to a lesser extent, the US financial and legal service communities. The prime brand is the RISE series of events that addresses the Medicare and Medicaid markets and is attended by health plans, physician groups and solution partners. The flagship event is RISE National which normally takes place in March each year. Revenue from the US events is generated from both sponsorship and delegate sales.

Trading performance

Revenues grew 15%, 12% if currency gains are excluded. All five of the businesses within the division grew organically and recurring subscription revenues grew 11%.

ICA revenues were up 6% as double-digit growth in the UK was offset by a further drop in Singapore revenues after the exceptional growth there in FY21. UK saw double digit growth. CLTi grew 4% and is focussed on increasing business in new territories in FY24.

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Bond Solon saw double-digit growth in FY23, driven by a strong increase in demand across the year. Mercia revenues grew 11% in the year and moved above its pre-Covid-19 revenues.

In the US, FRA increased revenues by 43% (31% if currency gains are excluded) as demand from both delegates and sponsors grew strongly in the face of continuing regulatory change.

Overall divisional operating profit increased by 11%, mainly due to increased revenues. The operating profit margin was slightly down to 25% (2022: 26%) following increased technology investment.

Intelligence

	2023 £'m	2022 £'m	Absolute variance %	Organic variance %
Revenue				
Healthcare ⁵	30.5	30.8	-1%	-1%
Financial Services and Other ⁶	21.7	19.8	9%	5%
MiExact	5.0	5.0	1%	1%
Continuing revenue	57.2	55.6	3%	1%
Continuing operating profit	13.0	10.8	20%	20%
Margin %	23%	19%		
Statutory revenue	58.6	59.6	-2%	1%
Statutory operating profit	13.3	11.4	17%	20%

Business model and markets

Wilmington offers a wide range of products and services through its Healthcare businesses predominantly around the provision of market and customer intelligence. The core of the data supplied comes primarily from publicly available sources. The value generated by our services is based around its collation, verification, combination with other complementary data sources and then its ease of presentation and usage. In some areas we provide proprietary analysis of the data and editorial comment which constitute our own intellectual property.

Wilmington's Healthcare businesses operate mainly in the UK and France and provide deep insight information on practitioners, facilities and treatments in the UK and French health sector markets that enable suppliers into those markets, including pharmaceutical companies, to understand and connect better with their customers. Revenue is mainly earned through sales of discrete packages of data or through subscription services for the ongoing provision of information. Additionally, in the UK we publish the Health Service Journal ('HSJ'), the leading online publication in the UK for healthcare leaders, with revenue generated through providing subscriptions to NHS foundation trusts, Clinical Commissioning Groups, and suppliers to the NHS.

The Financial Services/Other businesses operate in the Insurance, Pensions and Compliance markets. These businesses provide a broad range of information products and services with revenues generated primarily through subscription but also sponsorship, lead generation and event attendance. Inese, the Spanish insurance business, was sold in December 2022.

The MiExact business consists of a portfolio of data products including charity fundraising information, and marketing data suppression tools. They include services that are used by organisations to help prevent identify fraud. Revenue is predominantly subscription based.

Trading performance

Overall Intelligence revenues from continuing businesses grew 3%, 1% if currency gains are excluded. All businesses except UK Healthcare grew. Recurring subscription revenues grew 6% with strong retention rates.

Healthcare revenues declined 1%, with UK revenues down 4% offset by growth in France of 8% (6% excluding currency gains). Market uncertainty led to a loss of data revenue in the UK.

Financial Services revenues grew by 9%, 5% if currency gains are excluded. Subscription revenues grew 10% and were particularly strong in Axco. Compliance Week grew sterling revenues but dollar revenues slipped back 4%.

MiExact revenues grew 1% after a slow first half was followed by a strong final quarter. Subscription revenues grew 6% and had a retention rate of 99%.

Intelligence divisional operating profit from continuing businesses grew by 20%, helped by continuing focus on its cost base and automation of its processes. Operating margins improved to 23% from 19%.

¹Organic – eliminating the effects of exchange rate fluctuations and the impact of acquisitions and disposals; Continuing – eliminating the effects of the impact of disposals;

²ICA businesses and CLTI.

³Mercia and Bond Solon.

⁴FRA.

⁵UK Healthcare and APM.

⁶Pendragon, Axco and Compliance Week.

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Key performance indicators/operational measures

At a Group level, we have five key financial and operational measures

Throughout the Annual Report there is reference to the metrics set out below, which serve as alternative performance measures. The KPIs below are all based on alternative performance measures. Where adjusted measures are used in the report they are clearly presented and specifically used to provide a balanced view of the Group and its performance. The Directors believe that these measures, which are not considered to be a substitute for or superior to IFRS measures, provide stakeholders with additional relevant information and enable an alternative comparison of performance over time.

KPI	Definition and purpose	Result
1 Organic revenue growth	<p>Calculated by adjusting the year-on-year revenue change to exclude the impact of foreign currency exchange rate fluctuation and the impact of changes in the portfolio from acquisitions and disposals.</p> <p>This measure is used as it gives a comparable assessment of the growth of the business and of its sustainability. Monitoring organic revenue growth also allows the Board to assess whether action is needed to control other aspects of the Group's financial performance such as managing the cost base. Please refer to the Review of operations on pages 10 and 11 for a reconciliation.</p>	Increased by 9% (2022:13%). We have also delivered 7% growth in recurring revenue, which now represents 39% of total revenue.
2 Continuing adjusted profit before tax	<p>Calculated as profit before tax excluding the impact of changes in the portfolio from acquisitions and disposals, amortisation of intangible assets excluding computer software, impairments, other income (when it is material or of a significant nature), and other adjusting items. This measure is considered to reflect profitability of the Group before adjusting items and is a key metric used to determine management incentives, including within the Directors' bonus targets as set out in the Remuneration report. The Group policy on adjusting items and the calculation of adjusted PBT are set out respectively in notes 1 and 2 of the financial statements. Amortisation of intangible assets excluding computer software are excluded from adjusted PBT as they relate to historical acquisition activity rather than the organic trading performance of the business. This approach provides management with comparable information for day-to-day decision making.</p>	Increased by 30% to £24.1m (2022: £18.6m) reflecting increased revenues and a focus on operational efficiency and cost management.
3 Continuing adjusted basic earnings per share	<p>This key measure indicates the profit attributable to individual shareholders. It measures not only trading performance excluding the impact of changes in the portfolio from acquisitions and disposals, but also the impact of treasury management, capital structure and bank and interest charges, as well as the efficient structuring of the Group to appropriately manage tax. Our business and financial strategies are aligned to delivering consistent growth in continuing adjusted earnings per share and our incentive programmes are designed to support this strategy. Please refer to page 25 for a reconciliation.</p>	Increased by 27% to 21.27p per share (2022: 16.72p) reflecting the increase in continuing adjusted profit as discussed above. The underlying tax rate and number of ordinary shares were essentially unchanged.
4 Cash conversion	<p>Cash conversion represents the operating cash flow for the year as a percentage of adjusted operating profit before interest and amortisation. This measure is used as an indicator of successful stewardship of cash resources and corroboration of the quality of operating profits compared to the associated cash flow. Please refer to note 26 for a reconciliation.</p>	138% (2022: 114%) owing to a strong year of converting profits into cash through effective operational efficiency.
5 Consistent and sustainable revenue streams	<p>The Group continues to focus on a portfolio of assets based in key professional markets, facilitated by excellence in technology and data and dynamic sales and marketing. The development of a dynamic product portfolio has driven the Group's ambition to secure sustainable revenue streams, with multi-year and subscription packages sold for many revenue streams, including:</p> <ul style="list-style-type: none"> • data, information, intelligence and solution sales; • professional education, training, events and services; • professional accreditation and assessment; and • large, industry-leading annual events. 	<p>Subscription and membership revenue was 39% (2022: 37%) of Group revenue with the balance a mixture of revenue from annual events and revenue from customers who have a history of repeat purchase although not necessarily supported by formal multi-year contracts. The renewal rate from subscription and membership revenue was 92% (2022: 92%), reflecting Wilmington's robust product development process and high customer satisfaction.</p>

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Stakeholder engagement and non-financial information statement

Section 172 of the Companies Act 2006

The 2018 UK Corporate Governance Code highlights the importance of Section 172 of the Companies Act 2006, requiring Directors to act in a way that promotes the success of the Company for the benefit of shareholders whilst simultaneously showing regard for the interest of its other stakeholders.

The Board follows a robust decision-making process, which is designed to ensure that any decisions made reflect Wilmington's responsible business culture. The key reference points for decision making by the Board are: the impact on the Group's overall strategic objectives; consideration of its principal risks and uncertainties; and positive alignment with the core values underpinning the Group's sustainability strategy. At the heart of all of these factors is consideration of the Group's stakeholders, because it is these groups who have the greatest potential to create positive outcomes for the Group as it strives to create long term value. Further details on this decision making process can be found in the Corporate governance report on pages 43 to 48.

Stakeholder	Engagement
Our people The delivery of the Group's strategic objectives is dependent on our ability to attract, develop and retain a highly skilled and motivated workforce. We strive to create an inclusive culture in which diversity of thought, skills and perspectives helps us thrive. We are committed to strong recognition and reward strategies that fairly reflect the contributions our people make to help us progress.	Our employee engagement strategy focusses on providing our people with platforms to actively participate in the Group's decision making processes, and we are also committed to transparency around the issues that matter most to them: <ul style="list-style-type: none"> • Employee engagement survey results directly inform the development of the Group People strategy. • Global and brand level town halls provide a forum for leaders across the business to engage with all employees. • Our internal intranet acts as a central policy and guidance portal, and also a communication platform for our employees to share experiences and network across the Group. • We are developing 'Wilmington Communities': networks of people which stretch across diversity dimensions that will actively inform our work to create an inclusive workplace. • Our performance development review process encourages honest and open conversations about personal development. • We are an accredited Living Wage employer and are committed to a fair and transparent reward and recognition structure. <p><i>Several decisions are made every year that affect our people, read more: p. 16-19</i></p>
Shareholders Support from our shareholders underpins the success of our strategy. We aim to provide fair, balanced, and understandable information to shareholders to clearly demonstrate strategic progress.	We maintain a strong reporting process with regular digital content updates for shareholders via our website throughout the year. Our interim and year end reporting periods conclude with analyst briefing sessions and investor roadshows, and our Annual General Meeting. The Executive Directors maintain close contact with shareholders and maintain strong relationships to facilitate one-to-one engagements and conference calls. One decision in the year which impacted shareholders is dividends, see page 25. <p><i>Read more: p. 47</i></p>
Customers Our customer-driven product management culture is key to our success and ensuring that we truly understand the needs of our customers is critical to the viability of our future plans.	We strive to put our customers at the heart of our product management process, and this means working hard to find solutions to meet their needs. Our key communication channels come in the form of Customer Advisory Groups ('CAGs'), feedback surveys and maintaining strong relationships with key account contacts. Central to our ambition of delivering excellent customer experience is the progression of our accessibility strategy, ensuring anyone who needs our products and services can access them effectively. <p><i>Read more: p. 19-20</i></p>
Suppliers Strong relationships with our suppliers are crucial to ensure that the services we receive support the delivery of our own products effectively. We are also committed to ensuring mutually high	We maintain strong and accessible communication channels with suppliers, to promote good relationships and to set clear expectations of the products and services we require. Our supplier code of conduct clearly communicates to all our suppliers the high standards of responsible business practice we expect from them. <p><i>Read more: p. 20</i></p>

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standards of responsible business from our suppliers.	
The environment and communities we operate within We have a responsibility to have a positive impact on the environment and the communities we operate within. This responsibility plays an important part in protecting the wellbeing of our people, and in contributing to the future health of our planet for the benefit of all our stakeholders.	We are committed to carbon emission reductions, demonstrated by the reduction in absolute emissions since our baseline year, and our net-zero targets for future progress. Our carbon neutral commitment allows us to contribute further to carbon reduction initiatives, including a certified biodiversity protection programme that facilitates long term carbon storage. Our community and charity policy encourages our employees to engage positively with the communities we work within and gives all our people the opportunity to take paid volunteering leave. <i>Read more: p. 20-23, 34-38</i>

In addition
to the
financial

KPIs disclosed on page 12, the Group assesses performance using a range of non-financial KPIs relevant to each brand and function. The Group also uses non-financial KPIs to assess its progress in relation to its sustainability strategy, as outlined on pages 15-23.

Non-Financial Information and Sustainability Statement

This index constitutes Wilmington's Non-Financial Information and Sustainability Statement, produced to comply with Sections 414CA and 414CB of the Companies Act 2006.

Reporting requirement	Policies, processes and standards which govern our approach	Page(s)
Environmental matters	Carbon reduction plan, environmental management policy, risk management process and approach to TCFD	20-23, 34-38
People	Conduct and compliance policies, diversity and inclusion statement of intent, employee engagement strategy and risk management process	16-19, 30-31, 44
Respect for human rights	Modern slavery statement and risk management process	28-38, 20, 13, 15-23,
Social matters	Stakeholder engagement strategy and sustainability strategy	43
Anti-corruption and anti-bribery	ABC policy, risk management process and supplier code of conduct	13, 20, 27-29
Business model	Business model, KPIs and stakeholder engagement strategy	10-14

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Sustainability report

Responsible business culture

Wilmington exists to empower its customers to do the right business in the right way. At the heart of this commitment to customers is our own ambition to embed a responsible business culture that informs the way we work. Our sustainability strategy is underpinned by four core values that, collectively, reflect this ambition.

As we successfully drive progress against our broader strategic objectives, we remain committed to making sustainable business decisions by taking an iterative approach to materiality. By continuing to listen to our key stakeholders, via the channels outlined on pages 13 and 14, we continue to refine our sustainability strategy to ensure that it drives long term value for all of them.

During 2023 we have made significant progress against the targets we set in 2022 for each strategic pillar of our sustainability strategy. Our iterative approach has led us to further refining the priority initiatives in each of the four strategic pillars, which is helping us to make progress and continue to set challenging targets for the future.

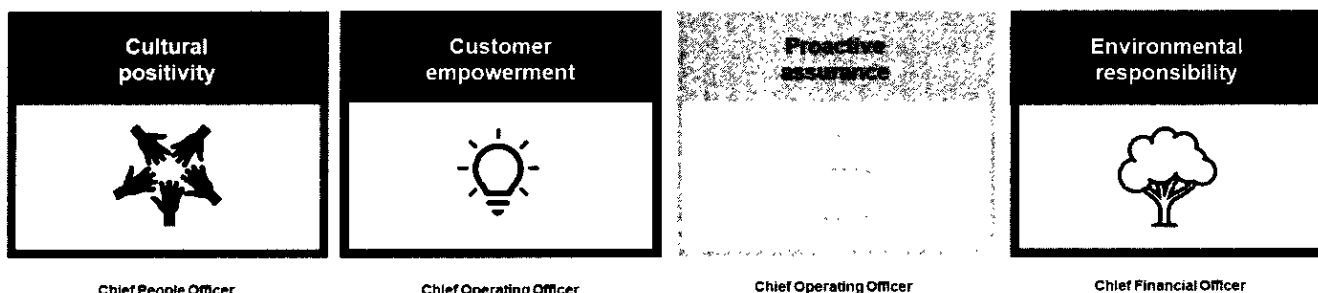
Led by our Head of Inclusion & Sustainability, we have built on our existing governance framework by establishing our Global Sustainability Council. The Council is Chaired by the Chief Executive Officer, with each strategic pillar being led by the Executive Committee. This provides strategic oversight and direction to the delivering of priority initiatives, while ensuring our sustainability strategy is embedded into everything we do.

Board Oversight

Chair

GLOBAL SUSTAINABILITY COUNCIL

Chief Executive Officer



Reporting and Communication

	Core value and strategic pillar			
	Cultural positivity	Customer empowerment	Proactive assurance	Environmental responsibility
Core objective	Create an inclusive workplace that supports, empowers, develops, and fairly rewards all our people.	Deliver products that are accessible, high value, up to date and move with industry trends.	Uphold high standards related to digital protection, regulatory requirements, ethics, and production.	Reduce environmental impact by minimising carbon footprint and committing to responsible procurement.
Delivering stakeholder value	<p>Fostering a positive culture will attract and retain the best talent, accelerating delivery of our strategy.</p> <p>Investing in our people benefits the communities we operate in by delivering exceptional employee experience.</p>	<p>Empowering our customers ensures our products are closely aligned to their needs.</p> <p>Our customer driven approach to innovation helps us stay agile in the face of change.</p>	Responsible digitisation and ethical conduct echo our core purpose and underpin our digital-first approach delivering the best-in-class digital products.	Committing to environmental responsibility protects the future of our people and demonstrates to customers that we strive to deliver products with minimal environmental impact.

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Meeting our 2023 targets	<ul style="list-style-type: none"> • Progress against our Diversity & Inclusion Strategy. • Diversity data collected for 75% of employees globally. • Improved employee engagement scores against previous years. • Increased number of Mental Health First Aiders (MHFA). • Volunteer hours and fundraising matching baselined. 	<ul style="list-style-type: none"> • Digital Accessibility Campaign Phase 2 delivered. • Quality Assurance Fundamentals training rolled out. • Progress against roadmap to WCAG 2.1 AA standard. 	<ul style="list-style-type: none"> • >98% acceptance of cyber security policy. • 0 ICO reportable phishing incidents resulting in the loss of data. • 100% of products subject to continuous penetration testing. 	<ul style="list-style-type: none"> • Carbon reduction plan published, and carbon reduction initiatives progressed • <u>Salary sacrifice electric and hybrid company car scheme introduced as carbon lowering employee benefit.</u>
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The ongoing work to drive progress against the core objective of each pillar is discussed on pages 15 to 23.

Cultural positivity

"We have the best people working for Wilmington, doing their best work with us. We care about them, include them, and empower them. Our people are supported, developed, recognised and rewarded fairly."

During the year we continued to make progress against our People Strategy, delivering initiatives and making changes to the way that we work, so that we continue to create an inclusive workplace to support, empower, develop and fairly reward all our people. This is reflected in our progress implementing our Diversity and Inclusion strategy and by our investments in resources to create a positive environment for all our people to reach their full potential at Wilmington.

Commitment to inclusivity

"Our people have rich diversity, experiences, knowledge, and perspectives which powers our innovation and creativity to help our customers to do the right business in the right way"

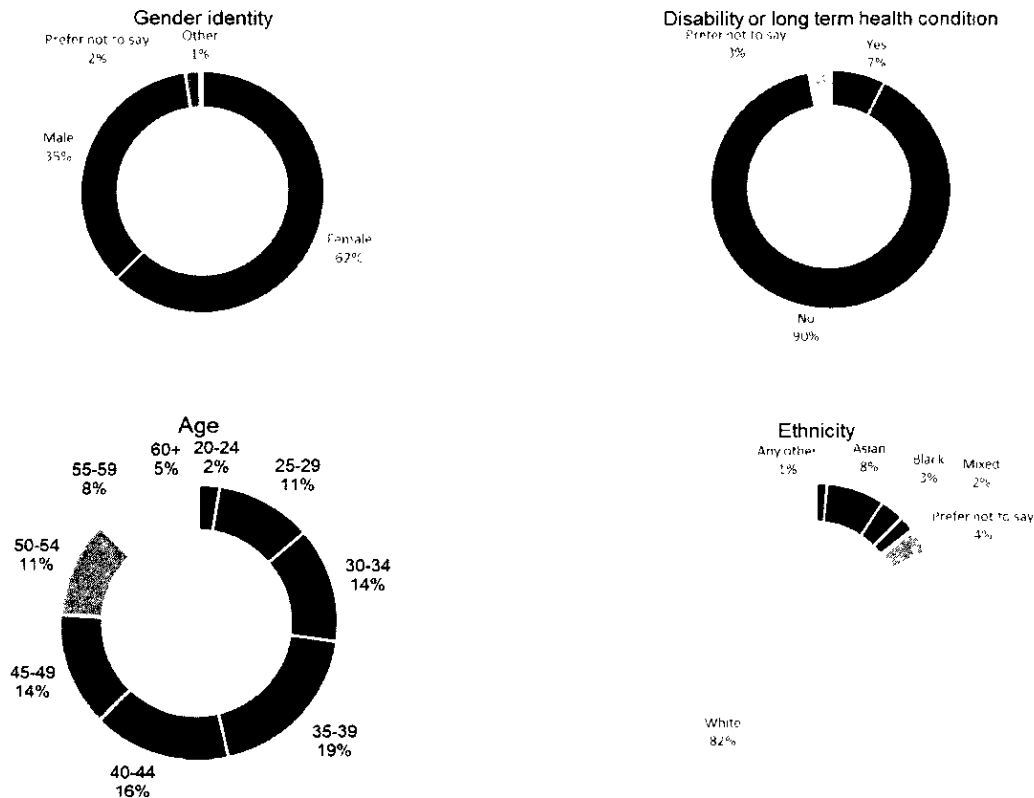
Our Head of Inclusion and Sustainability leads our work to embed a culture of inclusivity at Wilmington, which celebrates everything that makes our people unique.

This is underpinned by the data we collect about our people, which enables us to understand and measure diversity and inclusion at Wilmington; using data to guide our strategy and areas of focus. As part of our target for regular data collection and analysis, we continued to collect rich diversity data to help us better understand the composition of our workforce. By asking our people to disclose this data as part of our annual employee engagement survey, we are able to better understand the diversity characteristics of 75% of our global workforce, which reflects a 94% response rate to existing diversity monitoring questions from those who received the survey in locations where legislation allows the collection of this information. Our data collection approach was fully compliant with the relevant regulations in each jurisdiction. By harnessing this data to measure diversity at Wilmington, we are

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better equipped to build a workforce that reflects the diversity of the communities we serve and work within. Further details of the gender and ethnicity balance within senior management specifically are disclosed in the Corporate governance report on page 44.

What makes our people unique?



How are we driving progress

We have made significant progress in delivering the impactful initiatives we set out to in our Diversity & Inclusion strategy, across the whole of Wilmington. These aren't just one-off projects, but initiatives that are focussed on changing the way we work, creating lasting impact, and weaving diversity and inclusion into everything we do. In 2023, we have made the following progress:

- Every brand and function within our portfolio has a dedicated Diversity & Inclusion champion. Having worked with their team to localise the global strategy to make sure it is most effective for their area, they are delivering against their plans.
- Building on the internal networks we established for Race and Ethnicity and Gender, we have launched a campaign to build more Wilmington Communities.
- All advertisements for career opportunities are developed using a specialised augmented writing platform, ensuring that our language is inclusive and that we appeal to a diverse audience.
- We adapted our existing tools and processes to anonymise the CVs/resumes of applicants to the career opportunities we advertise, reducing the opportunity for bias in the process.
- We have developed our own hiring manager training to ensure our hiring managers are fully equipped to reduce bias in the hiring process and to hire the best people to join us.
- Inclusive Leadership has been built into our People Leader Programme, part of our leadership and management development suite.
- More people have joined our #WeAreWilmingtonPlc campaign, encouraging our people to share what is important to them and what makes them unique, so we can celebrate the diversity of our people.
- We launched our Menopause Policy, setting out how we support people experiencing perimenopausal or menopausal symptoms, and provided information and awareness sessions to everyone.
- We launched our Early Careers Programme, attracting and recruiting a diverse range of talent not limited by university education.
- The collection of diversity data has been expanded further, to include socio-economic status and neurodiversity, giving us greater insight into our people and influencing our future initiatives.

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We recognise the power of collaboration and shared expertise. Therefore, we work with external networks, community and advocacy groups, and charities, to ensure that our work incorporates emerging thinking and best practice, responds to what is important to our people, and fosters accountability. We are proud to:

- Be a Committed Member of Inclusive Employers, collaborating with other employers to share best practice.
- Continue to follow our roadmap to meet the commitments we made when we signed the Business In the Community (BITC) Race at Work Charter.
- Be a member of the Business Disability Forum to accelerate our progress from being Disability Confident Committed to becoming a Disability Confident Employer.
- Have joined the Employers Initiative on Domestic Abuse (EIDA), to take action on domestic abuse.
- Be an accredited Living Wage Employer, because we believe our people deserve a wage which meets their everyday needs.
- Have signed the Menopause Workplace Pledge, committing to taking positive action to make sure everyone going through the menopause is supported.
- Have participated in the 10,000 Black Interns programme, offering three paid internships for Black students and graduates.

Investing in our people

Our ambition to create a positive culture is also aligned to our commitment to our customers, who trust us because we are experts in our field and help them overcome their complex business challenges in GRC. To continue to support our people to deliver excellent customer value, our People Strategy takes a holistic approach to attracting, developing, and investing in talented people.

Investing in...

Learning and development

Expanded our leadership and management development suite of learning to provide for aspiring managers through to our most experienced leaders.

Introduced a Wilmington mentoring scheme to nurture our talent, carefully structured to cater to the diverse needs and aspirations of our people, offering both formal and informal mentoring opportunities.

Set standards of capability for sales, product, technical training, and customer success roles, providing visibility of what excellence looks like at every level.

Wellbeing

Invested in providing dedicated focus to wellbeing with the appointment of our Engagement & Wellbeing Officer.

Implemented a Continued Professional Development accredited programme for all leaders and managers focused on Wellbeing, as well as continuing to develop and support our Mental Health First Aiders and Wellbeing Champions.

Offering extensive wellbeing-orientated benefits including global employee assistance programme, digital GP and healthcare support.

Recognition and reward

Continued embedding our pay fairly and pay for performance philosophy by providing managers a set of tools to apply our pay principles consistently and without bias.

Maintained Accredited Living Wage Employer status.

Completed in-depth global gender pay gap reporting as part of our strategy for closing the gap.

Completed a comprehensive review of employee benefits, enhancing our offering.

Monitoring progress

We continue to grow and evolve cultural positivity throughout Wilmington, and our approach highly values engagement and involvement from our people to help us to shape and enhanced their experience at work. In FY23 89% of our people globally participated in our annual employee engagement survey, sharing valuable insights into the issues that matter most to them. This feedback is one of the tools we use to monitor our performance in respect of strong employee experience, and influences our People Strategy.

Additionally, data collected around diversity demographics as disclosed on page 16 and 17 allows us to monitor the diversity of our people. We use this data to view the insights provided in the employee engagement survey through a diversity lens, to measure inclusion.

We are pleased to have met our target to maintain or improve our engagement scores against key areas of focus since the FY20 baseline year. Where a score has been maintained but not improved against the prior year, we have focussed on accelerating the drivers of this change identified in our People strategy. We have also given increased focus to communicating the progress against our People Strategy to our people, to ensure that our that our people know their feedback has been heard, acted upon, and can see and feel the impact of our commitment to cultural positivity.

Driver	Outcome	FY20 score	FY21 score	FY22 score	FY23 score
Diversity and Inclusion	At Wilmington, people of all backgrounds are accepted for who they are ¹	8.1	8.4	8.3	8.4
Training and Development	My manager or mentor encourages and supports my development	7.4	7.7	7.8	7.9
Health and Wellbeing	Employee health and wellbeing is a priority at Wilmington	6.3	7.8	7.4	7.4

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'FY20-22: "People from all backgrounds are treated fairly at Wilmington"

In FY23, we overhauled our employee engagement survey to streamline the format, making it easier to understand and simpler for our people to complete. As a result, the outcomes we measure were also refined.

Further details of our approach to employee engagement can be found in the Section 172 statement on page 13.

Our work in this area contributes to: **SDG 3** Good health and wellbeing, **SDG 5** Gender equality and **SDG 8** Decent work and economic growth, with a focus on the below sub-indicators:

3.4 By 2030, reduce by one-third premature mortality from non-communicable diseases through prevention and treatment and promote mental health and wellbeing.

5.5 Ensure women's full and effective participation and equal opportunities for leadership at all levels of decision making in political, economic and public life.

8.5 By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value.

Customer empowerment

"We are committed to embedding a customer-led approach to product development and delivery. Our customers directly inform our agenda, and by creating accessible, high value and up to date products we empower them to realise maximum value from our offering."

We have continued to invest in initiatives that further build our customer empowerment culture, in which every individual involved in the product cycle is mindful of customer needs, and those needs are reflected from development to delivery. The underlying principles of this product cycle are **accessibility, innovation and agility**, and **strong customer engagement**.

How we are driving progress

Principles

Accessibility

Innovation and agility

Strong customer engagement

Outcomes

Our products are accessible to all.

An embedded dynamic product management approach that can respond rapidly to change whilst maintaining high quality outputs.

Customers directly inform new product development, and we facilitate strong communication channels for customer feedback.

Investing in....

Accessibility

- Sourced digital accessibility scanning tools and developing processes to increase WCAG 2.1 compliance across all sites, products, and associated collateral.
- Delivered Phase 2 of the Digital Accessibility Campaign, providing live product audits, accessibility discovery sessions, snapshot product audits, and awareness raising events

Innovation and agility

- Implemented a single technology platform in each division, with a shared infrastructure and common best practice.
- Our Wilmington Product Academy delivered bespoke product training to our people.
- Embedded a philosophy of iterative product roll-outs to produce relevant updates and stay close to change.

Strong customer engagement

- Further enhanced data analytic capabilities to provide high quality insight into our customers through real-time performance monitoring and real-time user analytics.
- Customer Advisory Groups ('CAGs') and customer feedback mechanisms deployed for all key product groups, with customer insight driving our development approach.

Our ambition to create an inclusive culture at Wilmington extends beyond our own people, to the clients and customers we serve with products that are accessible to all. At the heart of this ambition, and key to the ongoing success of our digital-first model, is a high standard of digital accessibility across our product portfolio. Therefore, as well as delivering our second successful Digital Accessibility Campaign, we have progressed along our roadmap to achieving WCAG 2.1 AA standards across our product portfolio.

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Our accessibility agenda extends far beyond our digital assets, and is an integral part of our wider Diversity and Inclusion strategy as discussed on page 16.

Digital Accessibility Campaign Phase 2 Highlights

- Four live product audits, led by digital accessibility experts
- 14 accessibility discovery sessions, exploring accessibility best practice relating to our products
- Six 'snapshot' audits of digital products, providing insightful recommendations for improvements
- Three awareness events with thought leaders and subject matter experts.

Our work in this area contributes to the UN goal **SDG 10 Reduced inequalities**, with focus on sub-indicator **10.2: By 2030, empower and promote the social, economic and political inclusion of all, irrespective of age, sex, disability, race, ethnicity, origin, religion or economic or other status.**

Proactive assurance

Ethical compliance

Responsible business practice is at the heart of our strategy, and therefore we aim to instil a culture of strong ethical compliance across the portfolio. Our ethics policies are designed to provide clear and consistent guidance to our people to ensure they contribute to these high standards of ethical conduct, and are outlined for all employees in our internal policies.

One of the key elements of our core value of cultural positivity is that Wilmington reflects a safe and inclusive working environment that encourages strong employee engagement and participation by all. Management encourages this by advocating universal openness and transparency in respect of reporting non-compliance of any form, with clear guidelines provided in the Group's ABC and whistleblowing policies. As we advocate high standards of integrity internally, we echo this sentiment in respect of our external stakeholders by taking a zero-tolerance approach to any forms of unethical behaviour within our wider operations and supply chains.

During the year we have:

- Reviewed and maintained the mandatory policy acceptance process;
- Achieved >98% target for policy acceptance rate;
- Streamlined the content included in mandatory compliance training to make it even more impactful and effective; and
- Maintained the requirement to demonstrate a commitment to responsible behaviour into our supplier onboarding process.

Responsible digitisation

Our customers rely heavily on quality data and advanced analytics provided by our Intelligence division, and on reliable and engaging delivery formats in our Training & Education division. This reliance comes with positive assurance from our teams that we take a proactive approach to uphold the highest standards of cyber security and data privacy.

Our digital assurance process is governed by skilled individuals who maintain high levels of control and compliance and implement best practice in this area. We are also dedicated to helping our technology experts continue to stay ahead of the ever-evolving risk of cyber security, with continuous update training and dedicated resources to enhance awareness.

We remain committed to the highest standards of compliance in this area and in the year we achieved our goals to deliver:

- **>98%** acceptance of cyber security, acceptable use and data protection policies
- **0** ICO reportable phishing incidents resulting in the loss of data; and
- **100%** of internal products undergo continuous penetration testing.

Our work in this area contributes to the UN goal **SDG 16 Peace, justice and strong institutions**, with focus on sub-indicator **16.6: Develop effective, accountable and transparent institutions at all levels.**

Environmental responsibility

Our commitment to environmentally responsible operations is an essential part of our contribution to creating a healthy planet for our people, our partners and our local communities to prosper. Our biggest direct impacts on the planet come from resource use and emissions from our offices, and we continue to focus on transitioning to sustainable materials and methodologies to reduce this impact.

Climate change, energy and carbon reporting

In response to the climate crisis, we also recognise the need to accelerate action to ensure that our business plays an active role in the global effort to address the impacts of climate change and the transition to a low carbon economy.

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We maintain our commitment to carbon neutrality by offsetting our Scope 1, 2 and controllable Scope 3 emissions, through high quality accredited carbon offset schemes focussed on biodiversity protection and innovation in renewable energy technologies.

We have set net-zero carbon targets with a 2019 baseline year, aligned to a 1.5°C trajectory, and have published our carbon reduction plan to progress against these goals. We have set ambitious reduction targets in respect of Scope 1 and 2 emissions well in advance of 2050 and have worked hard to set challenging targets in respect of Scope 3 emissions despite the challenge of managing emissions from sources we do not directly control.

Our targets

Scope 1 and 2 emissions:

- Absolute¹ zero by 2028

Scope 3 emissions:

- Near term: reduce by 52% from baseline by 2030
- Long term: Net zero by 2045

Our reporting on energy use and GHG emissions is in line with the Streamlined Energy and Carbon Reporting ('SECR') legislation. To reflect our commitment to monitor, report and reduce our environmental impact, we have also increased the scope of our GHG reporting to include Scope 1, 2 and 3 emissions in line with Science Based Targets initiative recommendations.

Energy use and GHG emissions have been assessed following the ISO 14064-1:2018 standard and using the 2022 emission conversion factors published by the Department for Environment, Food and Rural Affairs ('Defra') and the Department for Business, Energy, and Industrial Strategy ('BEIS'). The assessment follows the market-based approach for assessing Scope 2 emissions from electricity usage. The operational control approach has been used. All Group entities have been included in the assessment. Assurance over the data used to calculate emissions has been obtained from a reputable third-party carbon assessment analyst. The use of employee and turnover ratios is important to reflect Wilmington's relative performance in relation to two of the measures that fluctuate in line with strategic business change.

Global carbon footprint assessment	30 June 2019 Baseline Tonnes of CO ₂ e	30 June 2021 Tonnes of CO ₂ e	30 June 2022 Tonnes of CO ₂ e	30 June 2023 Tonnes of CO ₂ e	Change since baseline %	Change in the year %
Emissions from:						
Scope 1 – direct emissions	77.45	32.21	8.14	6.30	(91.9)	(22.6)
Scope 2 – indirect emissions	422.14	168.74	28.80	33.15	(92.1)	15.1
Total Scope 1 and 2 emissions	499.59	200.95	36.94	39.45	(92.1)	6.8
CO ₂ employee ratio Scope 1 and 2 (tonnes of CO ₂ per employee)	0.59	0.24	0.04	0.05	(91.5)	25.0
CO ₂ turnover ratio Scope 1 and 2 (tonnes of CO ₂ per £m revenue)	3.89	1.70	0.31	0.32	(91.8)	3.2
Scope 3 – other indirect emissions	3,400.20	983.87	1,399.51	1,411.32	(58.5)	0.8
Total (all Scope 1, 2 and 3)	3,899.79	1,184.82	1,436.45	1,450.77	(62.8)	1.0
Total UK energy consumption (kWh)	1,111,892	607,645	461,319	575,147	(48.3)	24.7
Total global energy consumption (kWh)	1,417,512	774,666	570,049	699,987	(50.6)	22.8

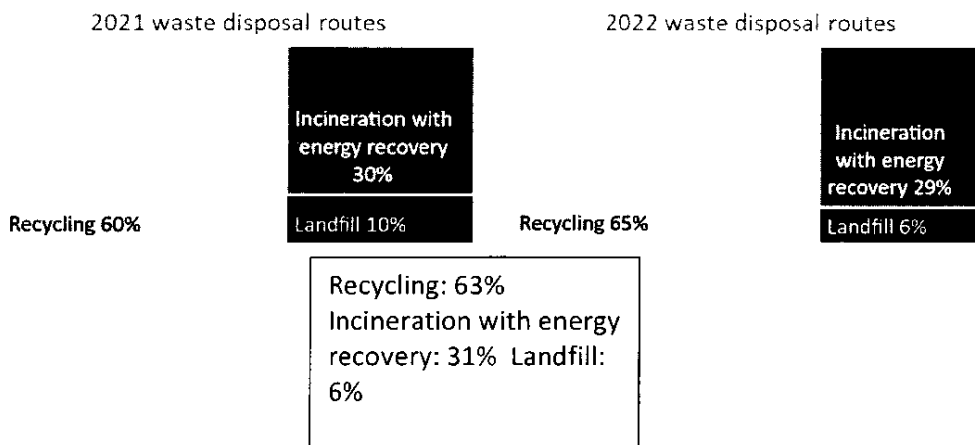
The CO₂ emission have not been split out between UK and offshore, as it is impractical to do so.

Reducing our environmental impact

Our Group strategy to drive investment in our technological and data capabilities, continues to have a significant impact on our ability to work in innovative ways that reduce our environmental impact. As we continue to balance and embed our hybrid working capabilities and our ability to operate remotely whilst maintaining strong personal connections and high product quality, we have seen some fluctuation in our environmental footprint. Our progress over time is positive, but we are also working to reduce the impact of our digital footprint on the environment through energy consumption. We have significantly reduced our emissions from travel since our base year, but in 2023 our emissions from travel have increased compared to 2022. We are therefore closely monitoring this, and considering further initiatives to adapt our approach to travel in a way that allows us to reap the benefits of face-to-face interaction whilst minimising the associated carbon footprint.

We are also committed to reducing waste, and to minimising the carbon footprint associated with the disposal of waste we do produce. Along with the measures set out in our waste management policy on the Wilmington plc website, we are also continually reviewing waste management with our landlords to reduce the amount of our office waste going to landfill to 0%. Since 2021 we have reduced the proportion of our waste that goes to landfill from 10% to 6% of our total.

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¹ Nil carbon emissions achieved without associated carbon offset.

The key activities we have implemented, and continue to develop, to reduce our environmental impact since our 2019 baseline year include:

- Performed a comprehensive review of office premises to consolidate our operations and improve efficiency, reviewing this regularly;
- Secured renewable tariffs for energy use at 100% of our occupied UK sites;
- Collaborated with landlords and fellow tenants to consider solutions to further reduce environmental impact, for example, the installation of solar panels at one of our UK occupied sites;
- Refurbished office sites to upgrade to energy efficient lighting solutions;
- Consolidated resource use with a focus on reducing single use plastic, and facilitated more effective waste management;
- Sustained the digitalisation of products to reduce the need for travel and improve efficiency of delivery;
- Increased the scope of employee engagement activities to raise awareness of sustainability and encourage positive collective action;
- Updated our business travel policy to encourage the use of low carbon modes of transport;
- Introduced an electric and hybrid salary sacrifice car scheme as an employee benefit; and
- Introduced environmental commitments into our supplier code of conduct.

Further details of our response to climate change are outlined in our TCFD reporting index on page 34-35.

Our work in this area contributes to **SDG 12** Responsible consumption and production, and **SDG 13** Climate action, specifically **12.2**: By 2030, achieve the sustainable management and efficient use of natural resources and **12.5**: By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse.

We provide our people with volunteer leave to support causes important to them.

"I used my volunteer days to be able to volunteer at the Commonwealth Games in Birmingham in the summer. I was based in the main Alexandra Stadium and worked as an Honorary Steward which included meeting & greeting spectators, carrying out safety checks and generally doing all I could to create a great atmosphere for people to watch the events. Being based there also meant I could watch some world class athletes competing which was a highlight too. – David Povey, ICA

We engage our customers in projects to support local communities

Many hands make light work – just ask the RISE conference attendees who spent a productive hour, prior to the kick-off our conferences, packing meals as part of a commitment to make a difference in local communities. With music blaring, the volunteers worked in an assembly-line fashion to pack thousands of meals for local families facing food insecurity. Roughly 40 volunteers joined in for the first packing event at the Social Determinants of Health Policy Forum held in Washington, D.C. in late November 2022. In one hour, volunteers packed 15,684 meals that were sent to the Capital Area Food Bank. The second one-hour food packing event took place in early April at the Summit on Social Determinants of Health. Thirty volunteers helped to pack 15,120 meals for the people of Chicago.

We work with suppliers who have innovative approaches to sustainability

Our colleagues visited the apiary of the supplier of cleaning services to our London office, whose landmark and most popular sustainability initiative is adopting a beehive with every new client. This initiative means that we support a bigger urban bee population in London and enhance biodiversity further.

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We provide opportunities for all

"I am very thankful to everyone who spent time with me during this experience; your knowledge and advice have been so valuable and some I will never forget. I would also like to thank 10,000 Black Interns for connecting me with Wilmington plc and offering an unforgettable experience." – Tayo Tijani, People Team intern, and participant in the 10,000 Black Intern programme

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Financial review

Overview

The Group performance was strong during the year, driving organic growth in revenue and profit and reinforcing the strength of the balance sheet, reflected by the closing net cash position.

Adjusting items, measures, and adjusted results

In this Financial review reference is made to adjusted results as well as the equivalent statutory measures. The Directors make use of adjusted results, which are not considered to be a substitute for or superior to IFRS measures, to provide stakeholders with additional relevant information and enable an alternative comparison of performance over time. Adjusted results exclude amortisation of intangible assets (excluding computer software), impairments, other income (when material or of a significant nature) and other adjusting items.

	2023 £'m	2022 £'m	Absolute variance		Organic variance %
			£'m	%	
Revenue	123.5	121.0	2.5	2.0%	6.7%
Adjusted profit before tax	24.3	20.7	3.6	17.6%	13.3%
Adjusted profit margin %	19.7%	17.1%			

Variances described as 'organic' are calculated by adjusting the revenue change achieved year-on-year to exclude the impact of changes in foreign currency exchange rates and also to exclude the impact of changes in the portfolio from acquisitions and disposals.

Revenue

Group revenue increased 2.0% overall and 6.7% on an organic basis, the overall increase reflecting £0.3m of foreign currency downside and the impact of disposals. Full details can be found in the Review of Operations.

Operating expenses before amortisation of intangible assets (excluding computer software) and impairments

Operating expenses before amortisation of intangible assets (excluding computer software) and impairments were £99.4m (2022: £99.4m), flat year on year.

Within operating expenses, staff costs increased £1.1m to £56.3m (2022: £55.2m). This net increase reflects the inflationary pay rise at the beginning of the year. The increases were partly offset by salary cost savings generated from a reduction in headcount post disposals. Share based payment costs increased £0.3m due to the 2023 SAYE scheme which commenced in the year.

Non-staff costs decreased by £1.1m to £43.1m (2022: £44.2m), reflecting the costs saved due to the sale of Inese and the reduction in amortisation of computer software within intangible assets year on year.

Unallocated central overheads

Unallocated central overheads, representing Board costs and head office salaries, as well as other centrally incurred costs not recharged to the businesses, decreased £0.8m year-on-year to £3.7m (2022: £4.5m).

Adjusted profit before tax ('adjusted PBT')

As a result of increased revenue and a continued focus on operational efficiency and cost management, adjusted profit before tax, which eliminates the impact of amortisation of intangible assets (excluding computer software), impairments, other income and other adjusting items, was up 17.6% to £24.3m (2022: £20.7m).

Adjusted profit margin (adjusted PBT expressed as a percentage of revenue) also increased to 19.7% (2022: 17.1%).

Amortisation excluding computer software, impairment charge and other income

Amortisation of intangible assets (excluding computer software) was £2.4m (2022: £2.4m) representing intangible assets acquired as part of prior year acquisitions.

Other income represents the net gain of £2.2m from the disposal of Inese.

Adjusting items within operating expenses

Adjusting items within operating expenses of £0.1m (2022: £0.1m) are those items that are one off in nature and which do not represent the ongoing trading performance of the business.

Operating profit ('EBITA')

Operating profit was £23.8m (2022: £37.0m). The large decrease is driven by the £16.3m gain of the sale of AMT and La Touche (Inese sale: £2.2m for FY23 comparison) and the adjusting other income (profits on sale of property) all in the prior year.

Net finance income

Net finance income up £1.2m to £0.2m (2022: net finance costs of £0.9m), primarily related to the interest received on the large cash balance the Group maintained during the full year.

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Profit before taxation

Profit before taxation was £24.0m (2022: £36.1m); a reconciliation of this to adjusted profit before tax can be found in note 2.

Taxation

The tax charge for the year was £3.8m (2022: £3.3m) reflecting an effective tax rate of 15.9% (2022: 9.1%). The increase in the tax rate year-on-year reflects the nature of other operating income and adjusting items, specifically the gain on disposal of businesses in 2022 vs 2023 which were not subject to corporation tax.

The underlying tax rate which ignores the tax effects of adjusting items has risen slightly to 22.3% (2022: 21.0%). The increase reflects the UK corporation tax increase from 19% to 25% in April 2023, one quarter of which applies to FY23.

Earnings per share

Adjusted basic earnings per share increased by 15.2% to 21.49p (2022: 18.66p), due to the increase in adjusted profit before tax, offset by a slight increase in the underlying tax rate (see above) and an essentially unchanged number of issued ordinary shares (see below). Basic earnings per share was 22.94p (2022: 37.46p) in the prior year, reflecting the decrease in profit after tax.

Continuing adjusted basic earnings per share, excluding the results of sold and closed businesses, increased by 27.2% to 21.27p (2022: 16.72p), see reconciliation below.

	2023 £'m	2022 £'m
Adjusted earnings (note 9)	18.9	16.3
Remove profit after tax of sold and closed businesses	(0.2)	(1.7)
Continuing adjusted earnings	18.7	14.6

	Number	Number	Variance
Weighted average number of ordinary shares (note 9)	88,027,119	87,632,022	
Continuing adjusted basic earnings per share	21.27p	16.72p	27.2%

Dividend

A final dividend of 7.3p per share (2022: 5.8p) will be proposed at the AGM. This will give a full year dividend up 22% to 10.0p (2022: 8.2p) and dividend cover of 2.1 times (2022: 2.3 times).

If approved it will be paid on 28 November 2023 to shareholders on the register as at 28 October 2023 with an associated ex-dividend date of 27 October 2023.

Balance sheet

Non-current assets

Goodwill at 30 June 2023 was £60.6m (2022: £61.1m). A weakening US Dollar led to a decrease in the Sterling value of the US Dollar portion of the Group's goodwill.

Intangible assets decreased by £3.7m to £5.7m (2022: £9.4m) due to amortisation of £4.1m, partly offset by additions of £0.6m within computer software reflecting the Group's continued strategy to invest in the existing businesses to fuel organic growth. Additions reflect the continued investment in Wilmington's digital transformation. The remaining decrease reflects exchange translation differences.

Property, plant and equipment increased by £0.1m to £7.0m (2022: £6.9m). This is attributable to the £1.9m increase in the right of use assets due to the new France and USA leases entered into during the year, together with £0.5m of other additions, offset by depreciation of £2.3m.

Deferred consideration receivable

The deferred consideration receivable balance of £1.9m (2022: £1.7m) relates to the disposal of ICP in July 2018 and the deferred consideration from the sale of Inese (see note 10), with £1.1m recognised within non-current assets and the remaining £0.8m recognised within current assets.

Trade and other receivables

Trade and other receivables remained relatively constant at £27.4m (2022: £27.1m).

Current tax liability

At 30 June 2023 the Group recognised a liability relating to current tax of £0.1m (2022: asset £1.3m). The net liability position reflects a slight net underpayment position.

Trade and other payables

Trade and other payables increase by £5.7m to £56.0m (2022: £50.3m). Within this, subscriptions and deferred revenue increased by £2.3m or 7.1% to £33.7m (2022: £31.4m), the rest of the increase is due to payment timings. This increase in subscriptions and deferred revenue was driven mostly by the growth of subscription services in the year.

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Provisions

Provisions were £1.2m (2022: £1.5m), relating wholly to future committed costs associated with the closed portion of the head office space.

Net cash, lease liabilities and cash flow

Net cash, which includes cash and cash equivalents, cash classified as held for sale, bank loans and bank overdrafts, and lease liabilities, was £35.0m (2022: £13.0m). This significant net cash position is driven by a strong trading performance delivering improved profits and effective cash management as well as a cash inflow associated with the sale of Inese.

Lease liabilities decreased to £7.2m (2022: £7.5m). £2.1m cash payments in relation to contractual lease obligations were made during the year reducing the balance, offset by the new France and USA leases mentioned above and £0.2m of notional interest on lease liabilities reported within net finance costs.

Cash conversion remained strong at 138% (2022: 114%).

Share capital

In October 2022 Wilmington issued 340,052 ordinary voting shares to satisfy the Company's obligations under its Performance Share Plan.

During the year 30,215 shares held by the Employee Share Ownership Trust ('ESOT') were used to satisfy the Company's obligations under the SAYE Plan. At 30 June 2023, the ESOT held 352,651 shares (2022: 403,782) in the Company, which represents 0.4% (2022: 0.5%) of the called up share capital.

60,762 shares held in treasury were used to satisfy the Company's obligations under the SAYE Plan during the year. At 30 June 2023, 5,208 shares (2022: 65,970) were held in treasury, which represents 0.1% (2022: 0.1%) of the share capital of the Company.



Guy Millward
Chief Financial Officer
22 September 2023

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Risks and uncertainties facing the business

Identifying and managing our risks

Responsibility for the Group's system of risk management and internal controls ultimately lies with the Board. Risk identification, assessment and management are central to the Group's internal control environment, and risk management is recognised as an integral element of the Group's operating activities.

The Board is also responsible for determining the Group's appetite for risk, and the acceptable level of risk that can be taken on by the Group and its individual operating entities when assessing its strategic objectives ('Wilmington risk appetite'). The Board sets and clearly communicates its local risk appetite to the business leaders responsible for executing their activities in various locations across the global portfolio. The guidelines set in response to the Group's risk appetite are complemented by the Group's comprehensive portfolio of policies governing conduct, including its Anti-Bribery and Corruption ('ABC') and Modern Slavery guidelines, and in accordance with delegated authority limits. The Group's risk assessment covers a three year period, as is consistent with the period of assessment used in its strategic planning process and viability review.

The Wilmington Executive Committee coordinates and facilitates the risk assessment process on behalf of the Board. The Executive Committee reports directly to the Board using a combination of structured formal interviews, monthly operational updates, site visits, 'bottom up' reporting and registers (together, the 'risk assessment'). The risk assessment covers both external and internal factors and the potential impact and likelihood of those risks occurring. Twice per annum the Audit Committee discusses the report received from the external auditor regarding their review and audit procedures, which include, comments on their findings on internal control and risks.

Once identified, risks are reviewed and then incorporated into formal risk registers held at both a Group and entity level, which evolve to reflect any changes to identified risks and the emergence of any new risks. Where it is considered that a risk can be actively mitigated to the benefit of the business, responsibilities are assigned, and action plans are agreed.

As well as assessing ongoing risks the Executive Committee considers how the business could be affected by any emerging risks over the long term. Emerging risks are those which may develop but have a greater uncertainty attached to them. Twice per annum Managing Directors ('MDs'), and Heads of Group Functions are asked to highlight any new or emerging new risks; these are then reported to the Board and monitored on an ongoing basis.

Our risk assessment process provides a clear framework for identifying and managing risk, both at an operational and strategic level, and has been designed to be appropriate to the ever-changing environments in which we operate.

Risk management structure, roles and responsibilities

The Board regularly reviews the Group's key risks and is supported in the discharge of this responsibility by various committees, specifically the Audit Committee. The risk management roles and responsibilities of the Board, its committees and business management are set out below, and all these responsibilities have been met during the year.

	Responsibilities	Actions
Board <i>Ultimate responsibility for risk management</i>	<ul style="list-style-type: none"> Approve the Group's strategy and objectives Determine Group appetite for risk in achieving its strategic objectives Establish the Group's systems of risk management and internal control 	<ul style="list-style-type: none"> Assess managements strategic decisions in the context of the Group's risk appetite Receive regular risk updates from the businesses
Audit Committee <i>Supporting the Board</i>	<ul style="list-style-type: none"> Supports the Board by monitoring risk and reviewing the effectiveness of Group internal controls, including systems to identify, assess, manage and monitor risks 	<ul style="list-style-type: none"> Receive regular reports on the internal and external audit and other assurance activities Determine the nature and extent of the principal Group risks and assess the effectiveness of mitigations At least annually review the effectiveness of risk management and internal control systems Review the adequacy of the Group's key conduct policies
Executive Committee <i>Ongoing review and control</i>	<ul style="list-style-type: none"> Strategic leadership of the Group's operations Ensure that the Group's risk management and other policies are implemented and embedded Consider emerging risks in the context of the Group's strategic objectives Monitor the application of risk appetite and the effectiveness of risk management processes Monitor the discharge of responsibilities by operating entities 	<ul style="list-style-type: none"> Review of risk management and assurance activities and processes Respond to notifications of changing and emerging risks within its area of business responsibility Govern monthly/quarterly finance and performance reviews Review key risks and mitigation plans and consolidate Group risks Review the three year strategic plan Review results of assurance activities Escalate key risks to the Board

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Senior Leadership Team

Ongoing risk assessment

- Maintain an effective system of risk management and internal control within their function/operating company
- Maintain strong and timely communication with the Executive Committee in respect of emerging and changing risks
- Regularly review operational, project, functional and strategic risks
- Review mitigation plans
- Plan, execute and report on assurance activities as required by entity, region or group

Wilmington risk appetite

The Group's approach is to minimise exposure to reputational, financial and operational risk, whilst accepting and recognising a risk/reward trade-off in the pursuit of its strategic and commercial objectives.

The provision of solutions primarily to the Governance, Risk and Compliance markets means that the integrity of the business and its brands is crucial and cannot be put at risk. Consequently, it has zero tolerance for risks relating to non-adherence to laws and regulations ('unacceptable risk'). The business, however, operates in a challenging and highly competitive marketplace that is constantly changing not just in regulation and legislation but also for new technology and process innovation.

It is therefore part of day-to-day planning to make certain financial and operational investments in pursuit of growth objectives, accepting the risk that the anticipated benefits from these investments may not always be fully realised. Its acceptance of risk is subject to ensuring that potential benefits and risks are fully understood and sensible measures to mitigate risk are established.

Climate change

The Group recognises that the global climate crisis is a significant driver of future socio-economic and environmental change, and accordingly presents potential risk to the Group's ability to deliver its strategic objectives.

In the 2022 risk assessment and strategic planning processes, the Group conducted a detailed review of the potential risks that may arise as a result of climate change. Following the review management concluded that impacts of climate change should continue to be high on the agenda of its strategic planning and risk assessment processes, but should not be classified as a discrete principal risk, justified by two key outcomes:

1. The review demonstrated that the Group's business model and strategy have an inherent resilience to the impacts of climate change for the following reasons:
 - Lack of direct reliance on the natural resources impacted most heavily by climate change to deliver its products;
 - Proven agility and resources to facilitate relocation of operations and events or transition to digital alternatives if an extreme climate event occurs;
 - Presence across different markets in different locations and no significant customer concentration in the sectors at most risk of severe disruption from climate change; and
 - Strong alignment of its core offering to potential transition impacts specifically in relation to new policy, regulatory change, and data and information insights and analysis.
2. The business risks associated with climate impacts identified in the review are strongly aligned to those that already sit on the Group's risk register. The potential for climate change to significantly disrupt the Group's operations would manifest itself either through physical disruption to our people, customers, suppliers and their working environments or through market disruption triggered by the transition to a low carbon economy. The risks associated with these disruptions are specifically addressed by our existing principal risks, and therefore the Board gained comfort that the management of climate change risks is well aligned to, and can be effectively integrated with, the existing principal risk mitigation strategies.

Details of the specific impacts considered and how these align to our existing principal risk mitigation strategies are disclosed on pages 28 to 33.

Principal risks and uncertainties

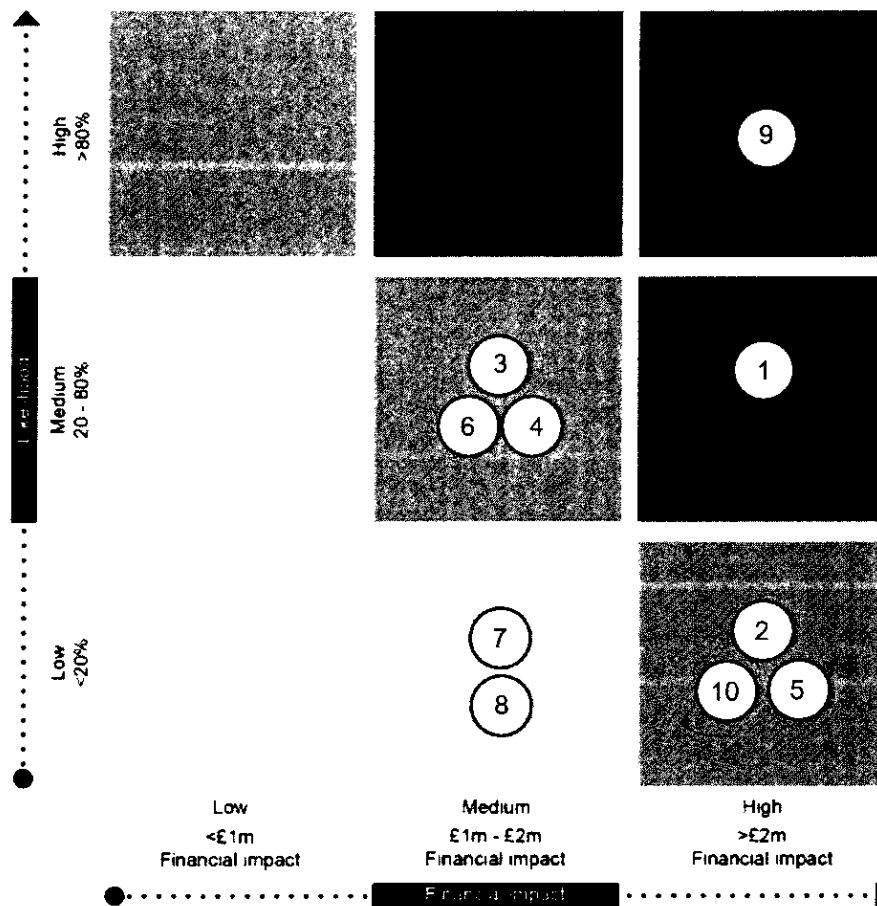
During the year the Directors have carried out an assessment of the principal risks facing the Group – including those that would threaten its business model, future performance, solvency or reputation. The ten key risks and uncertainties relating to the Group's operations, along with their potential impact and the mitigations in place, are set out below. There may be other risks and uncertainties besides those listed below which may also adversely affect the Group and its performance. More detail can be found in the Audit Committee report on pages 49 to 50.

As part of their assessment, the Directors reviewed the principal risks in the context of their potential impact on the Group's ability to achieve its strategic objectives as set out on pages 4 to 6.

The Group's sustainability strategy defines the responsible business culture advocated by the Board that directly contributes to the effective management of the Group's risks, helping to enhance the delivery of its broader strategic objectives. Therefore the four pillars of the sustainability strategy have been mapped to any principal risks for which the associated activities contribute a valuable element of the mitigative action, being: Cultural positivity ('CP'), Customer empowerment ('CE'), Environmental responsibility ('ER') and Proactive Assurance ('PA').

In summary, our principal risks in the context of the strategic goals and viability review are mapped over a three year period as follows:

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1. Market and innovation
2. Lack of changes to regulations and legislation
3. People
4. Intellectual property rights infringement
5. Failure or significant interruption to IT systems causing disruption to client service
6. Technology and speed of change
7. Remoteness of operations and globalisation
8. Dependency on key data sources
9. Major incidents
10. Reputational risk

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KEY RISK 1:

Market and innovation

Supporting sustainability pillar(s): CE / PA

Change since 2022: Same risk

Description

The specialist markets we serve are highly competitive; these markets experience growth, decline, consolidation and disruption which change customer needs and preferences.

These factors combined mean that if we do not continually innovate and invest in our business we will not deliver the organic growth required to maintain acceptable margins and best in class returns over the long term.

Mitigation

Product management is a key area of focus for the progression of the Group's strategic objectives.

The Group has a dedicated New Product Development ('NPD') framework, managed by an Investment Committee. The objectives of the Committee are to actively encourage innovation whilst maintaining strong governance and rigour around internal investment and provide detailed post-investment appraisal.

Depending on the size of the initiatives, Board or Investment Committee approval is required to ensure that the Group's significant projects are aligned to the overall strategy.

Within the NPD framework, we have implemented a methodology which involves stripping back requirements to the 'minimum viable product' which serves the fundamental needs of our customers and then adopting 'Customer Advisory Groups' to learn what additional features would be of value to our customers. This iterative roll-out process ensures more effective and focussed product development that continually responds to customer needs.

This approach has proven highly effective in the ongoing development of our hybrid delivery model, and in respect of product enhancements that differentiate our offering and define our competitive advantage.

KEY RISK 2:

Lack of changes to regulations and legislation

Supporting sustainability pillar(s): CE / PA

Change since 2022: Same risk

Description

Wilmington's businesses operate in the GRC markets. The product portfolio is therefore heavily centred around helping customers manage the operational complexity and increased risk caused by wide-ranging laws, regulations and legislation.

Changes to the regulatory landscape offer opportunities for Wilmington to leverage its knowledge and expertise to assist clients and customers with the change.

A lack of regulatory change would reduce new opportunities for growth and demand for existing products and services.

Mitigation

We actively monitor Government regulatory bodies and relevant committees to ensure that we understand the future landscape. This enables us to position both our existing and new products and services to help better deliver to our clients and customers.

Local plans are updated as part of the internal strategic planning process to enable us to respond quickly to market information and economic trends. Continual monitoring of market conditions and market changes against our Group strategy, supported by the reforecasting and reporting in all of our businesses, is key to our ability to respond rapidly to changes in our operating environment.

The ongoing volatility of the global economy, and associated societal impacts, indicates that continued regulatory and legislative change is likely in the short to medium term. However, the Group continues to innovate and diversify its product portfolio by offering more value-added products which are less dependent on changes in regulation. A core focus of our model, and a key characteristic of our business, is our ability to leverage our strengths to quickly adapt to changing customer requirements. This agility has underpinned the agility of our business model to continue to deliver growth during periods of significant uncertainty and change.

KEY RISK 3:

People

Supporting sustainability pillar(s): CP/ ER

Change since 2022: Same risk

Description

The implementation and execution of our strategies and business plans depend heavily on our ability to recruit, motivate and retain a diverse workforce of skilled employees and management – particularly

Mitigation

We advocate positive employee experience as a core priority for all parts of our business, and we have a comprehensive People strategy to support this ambition.

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senior management, subject matter experts and those with technology and data analytics capabilities.

An inability to recruit, motivate or retain such people could adversely affect our business performance.

Failure to recruit and develop a diverse talent base for the Group that does not reflect the diversity of the customers we serve could also adversely affect our reputation and business performance.

The work of our People team covers an extensive range of issues that contribute to the development of a positive culture that is vital as we attract, retain and develop talent.

The work of the People team, with the sponsorship of the Board and the Executive Committee, delivers a wide range of services to enhance employee experience. These are underpinned by dedicated strategies that drive progress across the following key areas of focus:

- Diversity and Inclusion;
- Reward and recognition;
- Talent acquisition and development;
- Wellbeing; and
- Engagement.

The Group operates a competitive remuneration package that is enhanced by share plans for certain senior management, and also operates a Save As You Earn scheme for UK employees to further align the interests of employees and shareholders.

KEY RISK 4:

Intellectual property rights infringement

Supporting sustainability pillar(s): PA

Change since 2022: Same risk

Description

Protection of our intellectual property builds competitive advantage by strengthening barriers to entry. Our intangible resources include data, processes, technological know-how, branding and our workforce.

Intellectual property rights are integral to the Group's success.

Mitigation

We take a zero tolerance approach to any intellectual property infringement and will take all necessary action to enforce our rights and proactively identify infringements.

Wilmington's policy is to litigate against any infringement of our intellectual property rights.

Operating businesses are actively encouraged to develop and protect the know-how in local jurisdictions.

KEY RISK 5:

Failure or significant interruption to IT systems causing disruption to client service

Supporting sustainability pillar(s): PA

Change since 2022: Same risk

Description

Major failures in our IT systems may result in client service being interrupted or data being lost/corrupted causing damage to our reputation and/or a decline in revenue.

There is a risk that a cyber attack on our infrastructure by a malicious individual or group could be successful and impact critical systems used across the Group.

Mitigation

Our IT infrastructure is supported by a UK based third-party specialist, and is consistently reviewed and improved to ensure the best quality experience for both our employees and our customers. As part of the management strategy we have a shared hosting facility for our internal systems, giving us Tier 3 and ISO 27001 data centres for extra security and a common disaster recovery position.

We continued to focus on recruitment, retention and training of highly skilled internal IT and data specialists to ensure we demonstrate best practice service management.

We continue to roll-out mandatory cyber security training for all staff to increase the awareness of this increasing threat. In addition, our outsourced IT infrastructure partner proactively monitors our network periphery for potential cyber-attacks. We also run education and simulations of cyber-attacks for staff to further increase awareness and reduce this risk.

Specific back-up and resilience requirements are built into our systems and we are increasingly becoming more cloud based.

Our critical infrastructure is set up so far as is reasonably practical to prevent unauthorised access and reduce the likelihood and impact of a successful attack.

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KEY RISK 6:

Technology and speed of change

Supporting sustainability pillar(s): PA

Change since 2022: Same risk

Description

Digital and technological transformation is now moving at a fast pace across the globe, disrupting value chains and transcending the traditional ways of conducting business.

Digitisation continues to drive significant change in our customers' business models, and in their appetite for products that align to these changes. Although digital and technological transformation offers Wilmington opportunities for growth and value creation, it comes with its own set of challenges and risks.

The emergence of generative AI tools to create appealing products poses a risk. The power of AI to swiftly generate innovative offerings that some customers find attractive poses a threat for Wilmington.

KEY RISK 7:

Remoteness of operations and globalisation

Supporting sustainability pillar(s): PA

Change since 2022: Same risk

Description

A key operational risk emanates from the remoteness of operations away from key management personnel, and from the increasing global spread of our businesses.

There is a currency risk from operating in a large number of countries.

KEY RISK 8:

Dependency on key data sources

Supporting sustainability pillar(s): PA

Change since 2022: Same risk

Description

Wilmington generates a significant amount of revenue from the sale of, or the licensed access to, data. This data is often sourced from third parties who provide to Wilmington either exclusive or non-exclusive licences to use the data.

There could be a significant decrease in the Group's revenue if Wilmington were to lose these licences completely or in the case of exclusive arrangements if we were to lose the exclusive rights.

Business continuity and disaster recovery plans are in place and are assessed continually to ensure that they cover the residual risks that cannot be mitigated.

The Group also outsources the hosting of all websites improving resilience, efficiency and scalability.

Mitigation

Our NPD process described in key risk 1 enables and encourages product innovation throughout our business. This has improved our rate of innovation to deliver 'client centric' products.

Our Technology and Data teams have a significant range of valuable experience, including that gained in mature digital organisations. We actively deliver projects in an 'agile' fashion using strong product management methodologies.

The rapid digitisation of our business in response to the Covid-19 pandemic demonstrated our ability to rapidly adapt to change in this area. The lessons learnt in that period of rapid transformation continue to guide our strategies for future development and effective mitigation of the risk that we will be challenged by rapid technological change.

Mitigation

Control is exercised locally in accordance with the Group's policy of autonomous management. We seek to employ high quality local experts.

The Executive Committee ensures that overall Group strategy is fulfilled through ongoing review of the businesses. The creation of centrally managed and divisional level oversight of finance, technology and people strategies provides a central insight into local operations and allows more central control than would be possible with geographically distributed functions.

We manage currency risk in local operations by matching revenue and costs in the same currency, closely monitoring our cash position and, where applicable, taking a low risk approach when applying treasury policy.

Mitigation

We monitor key data licence contracts across the business to ensure that all key contracts that are close to expiring are identified as early as possible.

We have close working relationships with the third parties to these contracts and aim to start negotiations to extend the contracts at an early stage to give Wilmington the best possible chance of renegotiating and extending the contracts.

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KEY RISK 9:

Major incidents

Supporting sustainability pillar(s): PA / CP

Change since 2022: Same risk

Description

We operate internationally and are exposed to major incidents and global events. These can be caused by extreme weather, natural disasters, major disease outbreak, military action, civil unrest or terrorism.

In most cases, there is relatively little businesses can do to control causes of major incidents. Major incidents have the potential to cause harm and injury to people, venues and facilities and severely interrupt business. Our face-to-face events and training business is particularly vulnerable to this type of risk.

Mitigation

The Group continues to carefully manage the proportion of its income generated from large face-to-face events to reduce exposure to this risk. It also continues to focus on a hybrid delivery model for all of its products to allow adaptation in the event of a major incident.

The Group's events function also has event-specific strategies to mitigate the risk of disruption from major incidents, including selecting well-connected locations with reliable infrastructure systems and seeking flexible agreements with venues to increase the potential to transfer or postpone events if disruption does occur.

The Covid-19 pandemic demonstrated that a major incident does have the ability to impact multiple locations over a protracted time period. However, continued innovation and investment across the Group have demonstrated that the ability to operate on a 100% digital basis provides significant mitigation to this risk.

The Group assesses the value of insurance cover for cancellations on a case by case basis, to ensure the associated cost and reliability of cover is considered economical.

KEY RISK 10

Reputational risk

Supporting sustainability pillar(s): CP / PA

Change since 2022: Same risk

Description

Much of the Group's revenue is generated by training clients in matters of Regulatory Compliance, or by hosting events that debate such topics. If the Group were to suffer a compliance breach itself then prospective clients may call into question its fitness to provide such training or host such events. The overseas entities in the Group are exposed to bribery and compliance breaches. Non-compliance with the territories legislation could cause reputational damage to the Group.

Mitigation

The Board maintains a zero-tolerance approach to non-adherence with laws and regulations. This is clearly communicated to employees and is reinforced through the Company's internal communications.

The Board receives regular updates on changes to applicable legislation and regulation and plans, both in the UK and overseas, in order to adopt them across the Group.

Individual businesses operate under specific independent brands, and this helps mitigate the potential fall-out across the Group if there was an issue in any specific business.

The Group also has a policy to retain emails for a limit of two years to prevent loss of key data.

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Climate change – impact and adaptation

We implemented the Taskforce for Climate-related Financial Disclosures (TCFD) recommendations in full in the current year and the prior year. **These disclosures are consistent with the TCFD's recommendations and each of the 11 TCFD recommended disclosures in accordance with LR 9.8.6 (8)(R) (FCA's Listing Rules)** and are shown below. We concluded that we must continue to monitor the impacts of climate change on the Group's risk profile, but that the potential opportunities that may arise from the transition to a low-carbon economy are well aligned to our core offering. We have committed to net-zero carbon targets, with an ambition of absolute zero in respect of Scope 1 and 2 emissions by 2028, and net zero in respect of Scope 3 emissions by 2045.

We anticipate that climate change will have a wide range of impacts on all of our stakeholders because of the strong interconnection between environmental conditions and societal change. Therefore, whilst our business model exhibits an inherent resilience to the worst physical impacts of climate change, our assessment highlighted that the transition to a lower carbon economy will have direct implications for our core offering in the Governance, Risk and Compliance markets, and that the broader impacts of both physical and transition risks will affect how our people, customers and suppliers operate effectively.

Management has concluded that its TCFD disclosures meet the disclosure requirements of the mandatory climate financial disclosures that came into effect from 6 April 2022. Disclosures detailing the implementation of the eleven core recommendations of TCFD are included throughout the Annual Report as follows:

Recommendation	Response	Disclosure
Governance		
1. Describe the board's oversight of climate-related risks and opportunities.	Board oversight of the Group's response to climate change sits with the Senior Independent Director, and ultimate responsibility for management sits with the Chief Financial Officer. The Board is responsible for reviewing and challenging ESG targets and disclosures.	Climate change impact and adaptation p. 34-38 Responsible business p. 15 Governance report p. 43-48
2. Describe management's role in assessing and managing climate-related risks and opportunities.	Responsibility for day-to-day management sits with the Head of Inclusion and Sustainability, in collaboration with the Executive Committee and Senior Leadership Team. This approach to governance is integrated with the Group's broader strategic planning process, its sustainability governance framework as outlined on page 15, and the Group's risk assessment process as described on pages 27 to 33. The Global Sustainability Council meets quarterly and is responsible for achieving the Group's ESG targets and reporting progress to the Board at regular intervals throughout the year.	Climate change impact and adaptation p. 34-35 Risk management p. 27-33
Strategy		
3. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	Our assessment identified ten potential climate change impacts that are relevant to Wilmington, and these include both physical impacts and those related to the transition to a low carbon economy. Each impact identified has also been classified in relation to its potential to increase exposure to a risk or generate viable new market opportunities as summarised in the climate impacts table on pages 34 and 35.	Climate change impact and adaptation p. 34-38
4. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	The strategic and financial planning implications of each impact identified have been considered in the context of their potential to disrupt or enhance the Group's potential to deliver its broader strategic objectives, as summarised in the climate impacts table on pages 34 and 35. Wilmington have assessed the risks and opportunities by operating segment and geography and have not found the impact to be materially different across the Group.	Climate change impact and adaptation p. 34-38
5. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	Wilmington have considered three climate-related scenarios with referenced data sets to provide insight into indicative socio-economic conditions that would result from different levels of warming and the related policy outcomes on the organisations strategy. Details are provided on page 35.	Climate change impact and adaptation p. 34-38

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Risk management

6. Describe the organisation's processes for identifying and assessing climate-related risks.
The process for identifying, assessing and managing climate-related risks is integrated into Wilmington's overall risk management process as described on page 28. Climate change is recognised as an emerging risk as described on page 28. Climate change impact and adaptation p. 34-35
Risk management p. 27-33
7. Describe the organisation's processes for managing climate-related risks.
Climate-related risks are identified through research, stakeholder engagement and internal risk workshops and are reviewed on an annual basis or more frequently if required. Risks are modelled in different regions where appropriate if physical risk varies by geographical location. Climate change impact and adaptation p. 34-35
8. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.
Climate-related risks are recognised as a contributing factor to a number of our principal risks as identified on pages 28-29. Where a climate-related risk aligns strongly to one of the Group's existing risks and associated mitigation strategies, it has been mapped to the relevant principal risk as shown on the climate impact table on page 36. Each impact identified has been classified in relation to its potential to increase exposure to a risk or generate viable new market opportunities as shown on the climate impact table on page 36. Climate change impact and adaptation p. 34-35
Risk management p. 27-33
Climate change impact and adaptation p. 34-35
Risk management p. 27-33

Metrics and targets

9. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.
We use a variety of metrics to measure climate-related impacts. Our reporting on energy use and GHG emissions is in line with the Streamline Energy and Carbon Reporting ('SECR') legislation. Our GHG reporting to include Scope 1, 2 and 3 emissions in line with Science Based Targets initiative recommendations. Climate change – impact and adaptation p. 34-35
Responsible business p. 15-16
10. Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.
We have set net-zero carbon targets with a 2019 baseline year, aligned to a 1.5°C trajectory, and have developed a carbon reduction plan to progress against these goals. 16
Our biggest direct impacts on the planet come from resource use and emissions from our offices, and we continue to focus on transitioning to sustainable materials and methodologies to reduce this impact. Details of these metrics and initiatives can be found on pages 20 to 23. Responsible business p. 15-16
11. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.
Reporting on energy use and GHG emissions including Scope 1, 2 and 3 emissions and the related risks can be found on pages 20 to 23. Responsible business p. 15-16
Wilmington have committed to net-zero carbon targets, with an ambition of absolute zero in respect of Scope 1 and 2 Responsible business p. 15-16
emissions by 2028, and net zero in respect of Scope 3 emissions by 2045, as described on pages 20 to 23.

Impact assessment

Our assessment identified ten potential climate change impacts that are relevant to Wilmington, and these include both physical impacts and those related to the transition to a low carbon economy. The strategic and financial planning implications of each impact identified have been considered in the context of their potential to disrupt or enhance the Group's potential to deliver its broader strategic objectives, as summarised on pages 34 to 38. Where a climate-related risk aligns strongly to one of the Group's existing risks and associated mitigation strategies, it has been mapped to the relevant principal risk. Each impact identified has also been classified in relation to its potential to increase exposure to a risk or generate viable new market opportunities.

Classification	Exposure: effectiveness of risk mitigation	Potential: result of associated opportunity
Low	Prevent material impact on strategic progress	Unlikely to generate financial returns
Moderate	Reduce extent of material impact on strategic progress	Could generate immaterial financial returns
High	Failure to prevent material impact on strategic progress	Could generate material financial returns

Quantifying the impacts

The focus of our assessment has been to perform a robust qualitative analysis that can be used to effectively inform our response to climate change as an integral part of the Group's strategic planning processes. Whilst we have not quantified these impacts specifically, the nature of the most relevant issues identified aligned strongly to those assessed as part of the Group's viability

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assessment. As disclosed on page 39, as part of this assessment we modelled the potential financial impacts of the Group's principal risks over a three year period. Reference to this viability testing therefore provided scope to validate the reasonableness of our assumptions regarding which climate impacts could have a material impact on the financial returns of the Group in the short term (1 to 3 years). Whilst the medium (4-10 years) and long term (10 years and beyond) implications have not been quantified, the assessment and scenario planning analysis have demonstrated that the nature of the impacts would be strongly aligned over these time periods. Not disclosed is information on the relevant metrics as set out in Table A2.1 in the TCFD guidance and information about the metrics that management use to measure progress to their environmental goals.

Climate impacts and response summary

Climate impacts	Exposure / Potential	Strategic implications and response summary
Physical impacts	Extreme climate events disrupt office and home-working infrastructure	Inherent resilience through agile workforce and hybrid working practice. Continue to invest in technological capabilities and review resilience of office infrastructure as part of ongoing strategic planning and capital investment processes. Maintain strong employee engagement and support. Opportunity: N/A
	Extreme climate events disrupt face-to-face events or training, and business development opportunities	Principal risk alignment: 3 – People, 5 – IT system disruption, 9 – Major incidents Inherent resilience due to digital-first model and hybrid delivery capabilities. Continue to follow risk mitigation plan integrated into face-to-face events planning process. Continue to factor potential costs of transition to virtual alternatives into budgetary planning process. Opportunity: N/A
	Sector specific physical impacts disrupt customers in high exposure categories	Principal risk alignment: 5 – IT system disruption, 6 – Technology, 9 – Major incidents Relatively low customer concentration in high exposure categories. Requirement for regulatory insight and training likely to increase due to climate change triggering further reliance on our services. Continue to innovate and provide mission critical information and training to customers to protect revenue streams. Principal risk alignment: N/A
	Extreme climate events cause supply chain disruption	Inherent resilience through low supplier concentration and limited reliance on raw materials. Continue to assess viability risk of material suppliers in line with risk policy.
	Transition to low carbon economy triggers shift in customer markets	Principal risk alignment: 5 – IT system disruption Strong alignment to GRC markets focus. Maintain strong communication channels with customers and continue to innovate to meet changing needs. Integrate climate-related content and solutions into core data and training products. Successful realisation of opportunities is dependent on talent, innovation and operational effectiveness.
Transition impacts	Changing attitudes to business travel	Principal risk alignment: 1 – Market and innovation, 3 – People, 6 – Technology, 8 – Data source reliance Inherent resilience due to digital-first model. Maintain flexibility to offer hybrid delivery and focus on quality in digital alternatives to face-to-face products. Maintain strong communication with customers via virtual formats.
	Evolution of carbon taxes	Principal risk alignment: 5 – IT system disruption, 6 – Technology Limited exposure due to industry focus. Maintain strong visibility of potential future cost and compliance implications as part of budgetary planning processes. Maintain focus on updating core product offering to align to associated regulatory change.
	Policy change regarding domestic infrastructure	Principal risk alignment: 10 – Reputation Exposure limited to workforce disruption caused by domestic infrastructure changes. Continue to provide office premises for effective operations, and maintain commitment to Real Living Wage.
	Increased corporate reporting requirements	Principal risk alignment: 3 – People Limited exposure due to strong internal reporting processes. Maintain strong internal processes to ensure timely integration of policy change into training material and associated services.
	Stakeholder expectations of Wilmington's response to climate change	Principal risk alignment: 1 – Market and innovation, 2 – Regulation Limited exposure due to strong commitment to participation in the climate agenda. Future talent attraction and retention, and good customer engagement will be significantly enhanced by clear demonstration of our commitment to environmental responsibility. Principal risk alignment: 3 – People, 10 – Reputation

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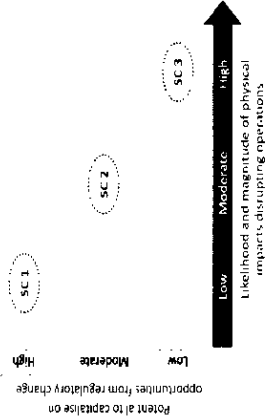
Scenario analysis

As part of our climate impacts assessment we considered the potential for the risks and opportunities identified to vary depending on different future scenarios. The differentiating factors most relevant to our business are the severity of physical impacts on our people and other stakeholders, and the speed, nature and impact of regulatory change. Therefore our approach to selecting illustrative scenarios was to ensure our analysis encompassed the most extreme cases in respect of these two variables. Accordingly, we have used three scenarios which reflect reference to three core SSPs¹ used within the IPCC² Sixth Assessment Report in addition to qualitative analysis by the IEA³ to provide insight into the indicative socio-economic conditions that would result from different levels of warming, and the related policy outcomes.

A summary of these scenarios and indicative socio-economic conditions is provided below.

Indicative assumptions Related SSP	Scenario 1 1 – 1.9	Scenario 2 1 – 2.6	Scenario 3 5 – 8.5
Temperature rise trajectory	1.5°C	<2°C	6°C
Policy change	Significant and timely decarbonisation policy implementation.	Transition towards decarbonisation focussed policy implementation.	Business as usual, reactive change only.
Customer impact	Significant and timely adaptation. Demand for GRC solutions increases.	Transition towards adaptive measures. Demand for GRC solutions increases.	Significant disruption from physical risks diverts resource.
Innovation and adaptation	Investment facilitates streamlined transition to low carbon economy.	Heavy reliance on good adaptive technologies to facilitate transition to low carbon economy.	Limited and delayed investment in adaptive technologies.

The below chart provides an illustrative summary of the implications for potential outcomes in respect of the climate change impacts most relevant to Wilmington's strategy for each of the three scenarios.



Future focus

Our assessment has demonstrated that the climate-related impacts most relevant to Wilmington align strongly to the Group's principal risks that consider disruption to operational effectiveness, and our ability to lead in product innovation and the delivery of excellent customer experience. The assessment also demonstrates that the needs of our customers during the transition to a lower carbon economy will strongly align to our core offering in governance, risk and compliance. This assessment also concluded that there is no indication of material financial exposure to the climate-related risks identified.

¹ Shared Socio-Economic Pathway.
² Intergovernmental Panel on Climate Change.
³ International Energy Agency.

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The Board therefore consider the Group to be well positioned to meet its strategic objectives by continuing to integrate its assessment of climate change impacts into its existing risk management and strategic planning processes, ensuring it retains the agility to respond in a way that achieves the best outcomes for all its stakeholders.

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Viability statement

Assessing the future prospects of the Group is integral to the Board's business planning process, and is also closely aligned to the risk management process as detailed on pages 27 to 28. The planning process includes detailed financial forecasting, regular performance analysis, robust risk management assessment, and continued monitoring of industry trends and wider economic conditions.

In the context of the challenging economic environment in which the Group operates, the Board has performed a detailed assessment to conclude on:

- The appropriateness of adopting the going concern basis in preparing the financial statements for the year ended 30 June 2023, as disclosed in note 1 to the financial statements; and
- The long-term viability of the Group, up to September 2026

Full details of the Group's financing arrangements are set out in note 17 to the financial statements.

Viability

In accordance with Provision 31 of the UK Corporate Governance Code 2018, the Directors have considered the prospects of the Group over a longer period than the twelve months required under the going concern provision. The Directors have determined that a three-year period is an appropriate term over which to provide its viability statement, being consistent with that covered by the Group's strategic planning process which includes broader consideration of the Group's principal risks and uncertainties over the same period. The Directors also consider the business to be sufficiently agile to respond to volatility over a longer time frame in a way that would mitigate potential unforeseen downside.

Assessment process

The Group's viability assessment has taken account of its current position and the potential impact of the principal risks documented on pages 28 to 33. The review has focussed on the occurrence of severe but plausible scenarios in respect of every principal risk and considered the potential of these scenarios to threaten viability. The financial impact of each scenario was quantified where appropriate, and subsequently mapped to a set of mitigative actions that would be taken to manage the risk. Stress testing analysis was also performed, illustrating the ability of the Group to manage the impact of severe downside scenarios on its future financial position. The severe downside scenarios considered as part of this work were as follows:

- Aggressive recessionary impacts on revenue across the whole product portfolio
- Nil growth within businesses projected to benefit from new product development
- Extreme events disrupting the workforce, customers and suppliers
- Cancellation of flagship events and assumed non-viability of alternatives

The outcome of this assessment indicated that the Group's risk management process, control systems and current risk appetite are sufficiently robust that a comprehensive response strategy could be actioned to protect the prospects of the Group in the event of such scenarios occurring.

On this basis the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the viability assessment period.

Internal control

The Board is responsible for the Group's system of internal control and risk management, and for reviewing the effectiveness of these systems. These systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and to provide reasonable, but not absolute, assurance against material misstatement or loss.

In line with the Turnbull Report recommendations, the Board regularly reviews the effectiveness of the Group's systems of internal control. The Board's monitoring covers all controls, including financial, operational and compliance controls and risk management. It is based principally on reviewing reports from management to consider whether significant risks are identified, evaluated, managed and controlled.

Further details of principal risks are given on pages 28 to 33 and details of financial risks such as interest rate risk, liquidity risk and foreign currency risk are given in the financial statements in note 17.

The key features of the internal financial control system that operated throughout the period are as follows:

22) Financial reporting

The Board reviewed the Annual Report, together with the preliminary and interim results announcements. The Board also reviews and approves Trading Announcements (as appropriate).

The Board, together with the Audit Committee, considered the appropriateness of the Group's accounting policies, critical accounting estimates and key judgments. It reviewed detailed accounting papers prepared by management on areas of financial reporting judgment, as outlined in the Audit Committee report on pages 49 to 50.

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The Board together with the Audit Committee considered and is satisfied that, taken as a whole, the Annual Report is fair, balanced and understandable, and that it provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

ii) Management information systems

Effective planning, annual budgeting and monthly forecasting systems are in place, as well as a monthly review of actual results compared with forecast, budget and the prior year. The annual budget and monthly forecasts are reviewed by the Board. Risk assessment and evaluation takes place as an integral part of this process. Monthly reports on performance are provided to the Board and the Group reports results to shareholders twice a year.

Insurance cover for the Group, as well as individual operating companies, has been procured where it is considered appropriate.

iii) Acquisitions, disposals and treasury

The Board also discusses in detail the projected financial impact of proposed acquisitions and disposals, including their financing. All such proposed investments are considered by all Directors. The Board is also responsible for reviewing and approving the Group's treasury strategy, including mitigation against changes in interest rates and foreign exchange rates.

Organisations

There are well-structured financial and administrative functions at both the Group and operating company level, staffed by appropriately qualified individuals. The key functions at Group level include: Group accounting, corporate development, Group treasury, Group legal, human resources, IT and data services, company secretarial and Group taxation.

Other matters

The Group has no known issues relating to human rights or modern slavery matters. The welfare of all the Group's stakeholders, including the community, is carefully considered to ensure that such parties are not adversely affected by the Group's actions in the course of its day-to-day business. Further details of the Group's stakeholder engagement processes can be found in the Section 172 statement on pages 13 to 14.

The information forming the Strategic report on pages 1 to 40 was approved and authorised for issue by the Board and signed on its behalf on 22 September 2023.



Guy Millward
Chief Financial Officer
22 September 2023

Governance – Wilmington plc 30 June 2023

Board of Directors

Martin Morgan

Chair

Appointment to the Board

May 2018

Committee membership

N R

Skills and experience

Martin Morgan has over 30 years of media and B2B experience, having spent a large proportion of his career at Daily Mail and General Trust plc ('DMGT'). Martin was Chief Executive of DMG Information and subsequently held the position of Chief Executive of DMGT from 2008 to 2016. He brings a wealth of experience from subsequent directorships, including the positions of Non-Executive Director of Euromoney Institutional Investor plc between 2008 and 2016 and Chair of Signal Media Limited between 2017 and 2019.

Other appointments

Martin is currently an Advisor to MMC Ventures and a Non-Executive Director to Morgan Hartnell Limited.

Mark Milner

Chief Executive Officer

Appointment to the Board

July 2019

Committee membership

None

Skills and experience

Mark Milner joined Wilmington from the Daily Mail and General Trust plc ('DMGT') where since 2001 he held a number of senior roles. These included Chief Executive Officer of Landmark Information Group, its property information division, from 2013 to 2018. Prior to this, Mark was Chief Executive Officer of the Digital Property Group, responsible for running its consumer-focussed property portals, PrimeLocation, Findaproperty and Globrix until its merger with Zoopla in 2012. Between 2001 and 2008 Mark held a variety of positions at Associated Northcliffe Digital Ltd, becoming Managing Director of the specialist division. Whilst there he was involved in the launch of Mail Online, which subsequently became the world's most visited English language news site. Mark's early career was spent in commercial and sales roles in the newspaper industry.

Guy Millward

Chief Financial Officer and Company Secretary

Appointment to the Board

November 2020

Committee membership

None

Skills and experience

Guy Millward has extensive experience in senior finance positions at several publicly listed and privately held technology companies. His previous roles include that of CFO at Imagination Technologies Group plc, Advanced Computer Software Group plc, Quixant plc, Metapack Limited, Bighand Limited, and Group Finance Director at Alterian plc, Morse plc and Kewill plc. Guy is a Fellow of the Institute of Chartered Accountants in England and Wales.

Other appointments

Guy is currently a Non-Executive Director and Chair of the Audit Committee at Eckoh plc.

Helen Sachdev

Independent Non-Executive Director

Appointment to the Board

April 2020

Committee membership

A N R

Skills and experience

Helen brings a wealth of experience to Wilmington via her Non-Executive and Executive career. She is a founding director of the B2B executive coaching practice, WOMBA (Work, Me and the Baby); a Non Executive Director and Chair of Loughborough Building Society; and a Non Executive Director and Chair of PPL PRS Ltd. She is a former executive of Tesco and Barclays Bank PLC (where she also sat on the UK D&I Board). She is senior executive coaching practitioner (EMCC) and a Fellow of the Chartered Institute of Management Accountants (FCMA).

Governance – Wilmington plc 30 June 2023

Other appointments

Helen is a Non-Executive Director and Chair of the Loughborough Building Society, and a Non-Executive Director and Chair of PPL PRS Limited.

Paul Dollman

Independent Non-Executive Director

Appointment to the Board

September 2015

Committee membership

A N R

Skills and experience

Paul Dollman is a Chartered Accountant and enjoyed a successful career in finance as the Group Finance Director of John Menzies plc. He was also a Non-Executive Director of Air Partner plc, an aviation services business, where he was the Audit Committee Chair until April 2022. Paul is the Senior Independent Director ('SID').

Other appointments

Paul is the Audit Committee Chair of Verastar, a private equity owned business which provides essential business services (telecoms, water and energy and insurance) to the small business market. He is also a member of the Competition Appeals Tribunal. He is also a Non-Executive Director for Etihad Topco Limited.

William Macpherson

Independent Non-Executive Director

Appointment to the Board

February 2021

Committee membership

A N R

Skills and experience

William Macpherson brings a wealth of experience to Wilmington following a successful executive career as CEO of a number of professional education and skills development organisations. He was CEO of QA between 2008 and 2019 during which time the company achieved very significant growth. Prior to that he was CEO of Kaplan International, The Financial Training Company and Wolters Kluwer Professional Training. William is the Director responsible for worker representation at Wilmington.

Other appointments

William is a Non-Executive Director and Chair of Learning Curve Group Limited and a Non-Executive Director of the London Film School.

Committee key

A Audit Committee

N Nomination Committee

R Remuneration Committee

C Committee Chair

Governance – Wilmington plc 30 June 2023

Corporate governance report

Demonstrating good governance

Chair's introduction

Responsibility for good governance lies with the Board. As a Board we are committed to maintaining the highest standards of corporate governance and believe that an effective, challenging and diverse board is essential to enabling the Group to deliver its strategy and achieve long term value for its stakeholders. Further information on our strategy and business model can be found in the Strategic report on pages 10 to 11.

The Board is dedicated to setting the right tone at the top by promoting an inclusive culture that fosters innovation, ambition and curiosity whilst demonstrating the highest standards of integrity. Our robust governance structure, combined with our commitment to responsible business practice, sits at the heart of our approach to management at all levels, facilitating sustainable growth that delivers positive outcomes for all of the Group's stakeholders.

By promoting a responsible business culture we continue to demand the highest professional standards from all of our people all of the time. To reinforce that we have a comprehensive portfolio of policies accessible to all staff to support their day-to-day decision making. We have a zero tolerance approach to breaches of the conduct standards set out in these policies.

Further details of the work that underpins our approach to responsible business are set out in the Sustainability report on page 15.

Compliance with the 2018 UK Corporate Governance Code

The Group abides by the 2018 UK Corporate Governance Code published by the Financial Reporting Council ('FRC'). The Board has put in place provisions to ensure compliance with the Code such that it believes it is fully compliant. Martin Morgan, the Company Chair, stood down from the Audit Committee on 23 November 2022 to facilitate full compliance with the UK Code.

Stakeholder engagement (Section 172 of the Companies Act 2006)

The Board has always considered the potential impact of the Group's activities on its various stakeholders. The key stakeholders of the Group are set out in the Strategic report on page 13, which also includes information about how the Company engages with them and how the Directors, supported by the wider business, show regard for the matters set out under Section 172 of the Companies Act 2006. The Board believes that the Company can only be successful when the interests of these stakeholders are considered, and reflected accordingly in the Company's decision making processes and strategic objectives.

The Board regards it as important to maintain an active dialogue with our shareholders. Further details regarding engagement with shareholders are set out on pages 13 to 14. The Board receives regular reports from the Executives, the Chair and the advisors on feedback from shareholder meetings.

Composition and independence

The composition of the Board remained consistent during the year. The Board reviews Non-Executive Director independence on an annual basis and takes into account the individual's professional experience, their behaviour at Board meetings and their contribution to unbiased and independent debate. All of the Non-Executive Directors are considered by the Board to be independent. The Chair was considered independent on appointment.

The Board consisted of a majority of Independent Non-Executive Directors throughout the year. Biographical details of all the current Directors are set out on pages 41 to 42.

Chair

Board: Chair, two Executive Directors and three Non-Executive Directors

Audit Committee

Nomination Committee

Chief Executive Officer

Remuneration Committee

Executive Committee: Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Chief People Officer

Business/Divisional operating boards

Length of tenure of Directors (years)

Number of complete years of service as a Director at 1 July 2023:

Martin Morgan	5
Mark Milner	4
Guy Millward	2
Helen Sachdev	3
Paul Dollman	7
William Macpherson	2

Governance – Wilmington plc 30 June 2023

Balance of Directors

Chair	17%
Executive	33%
Independent Non-Executive	50%

Diversity

The Board believes that an inclusive culture will enhance diversity within our business, which in turn is a key factor driving the Group's success. Our vision is for Wilmington to be a company with rich diversity, experiences, knowledge and perspectives, which powers our innovation and creativity to help our customers to do the right business in the right way. During the year we continued to make progress against our People Strategy, delivering initiatives and making changes to the way that we work, so that we continue to create an inclusive workplace to support, empower, develop and fairly reward all our people. This is reflected in our progress implementing our Diversity and Inclusion strategy and by our investments in resources to create a positive environment for all our people to reach their full potential at Wilmington.

This is underpinned by the data we collect about our people, which enables us to understand and measure diversity and inclusion at Wilmington; using data to guide our strategy and areas of focus. By asking our people to share their diversity data, we are building a rich picture of the characteristics that make our people unique, and this in turn is helping us to measure progress against our ambition to create a truly inclusive working environment. The data we have collected to better understand what makes our people unique is set out alongside details of the progress made against our Diversity and Inclusion strategy in the Sustainability report on pages 16 to 19.

Diversity targets

The Board acknowledges the board diversity targets per listing rules LR 9.8.6R(9) and LR 14.3.33R(1). The Board has published gender identity and ethnic diversity of the Directors and senior leadership team below. The comply or explain specific board diversity targets have not been met as at 30 June 2023 because there has been no change in the composition of the Board during the year. The Board recognises the importance of ensuring that there is diversity of perspective, background, and approach in its management team and on its Board and will take the diversity targets into consideration for future Board appointments. It is the Board's aspiration that it will meet the board diversity targets by FY25.

Senior Leadership composition

The table below outlines the gender identity and ethnicity as disclosed voluntarily by the Directors and the Senior Leadership Team, including the Executive Committee. Data is collected via a survey for gender and ethnicity. The diversity characteristics of the wider workforce and further information about the work we are doing to increase diversity at all levels across the Group are disclosed in the Sustainability report on pages 16 and 19.

Gender	Directors					Senior Leadership Team				
	Male	Female	Non-binary	Prefer to self-describe	Prefer not to say	Male	Female	Non-binary	Prefer to self-describe	Prefer not to say
2023	83%	17%	0%	0%	0%	45%	56%	0%	0%	0%
2022	83%	17%	0%	0%	0%	64%	36%	0%	0%	0%

Ethnicity	Directors						
	White	Asian/ Asian British	Black/African/ Caribbean/Black British	Mixed/ Multiple Ethnic groups	Other ethnic group, including Arab	Other	Prefer not to say
2023	100%	0%	0%	0%	0%	0%	0%
2022	100%	0%	0%	0%	0%	0%	0%

Ethnicity	Senior Leadership Team						
	White	Asian/ Asian British	Black/African/ Caribbean/Black British	Mixed/ Multiple Ethnic groups	Other ethnic group, including Arab	Other ¹	Prefer not to say
2023	83%	8%	0%	0%	0%	8%	0%
2022	79%	7%	0%	0%	0%	14%	0%

¹ Other includes individuals based in territories where we were unable to collect data due to relevant local legislative factors.

Governance – Wilmington plc 30 June 2023

The Directors

As at the date of this report the Directors of the Company are:

Chair

Martin Morgan

Executive Directors

Mark Milner

Guy Millward

Independent Non-Executive

Paul Dollman (Senior Independent Director)

Helen Sachdev

William Macpherson

Leadership

Executive and Non-Executive Directors

The Company is controlled through the Board of Directors which, at 30 June 2023, comprised a Chair, two Executives and three Non-Executive Directors. Short biographies of each Director are set out on pages 41 to 42. The Board focusses on the formulation of strategy, governance and the establishment of policies, stewardship of resources and review of business performance.

The Board may exercise all the powers of the Company, subject to the Company's articles of association (the 'Articles'), the Companies Act 2006 and any directions given by the shareholders by special resolution. The Articles may be amended by a special resolution of the Company's shareholders.

The Board meets as often as necessary to discharge its duties effectively. In the financial year ended 30 June 2023, eight main Board meetings were scheduled and the Directors' attendance record is set out on page 46.

The Board has three formally constituted Committees, the Audit Committee, the Remuneration Committee and the Nomination Committee, each of which operates with defined terms of reference. The terms of reference of the three Committees are available on the Company's website, www.wilmingtonplc.com. The Audit Committee met three times during the year, the Nomination Committee met once, and the Remuneration Committee met three times.

There is an Executive Committee that is responsible for the day-to-day management of the Company's business within a framework of delegated responsibilities. It is chaired by the Chief Executive Officer and includes the Chief Financial Officer, Chief Operating Officer and Chief People Officer.

Chair and Chief Executive Officer

The roles of the Chair and the Chief Executive Officer are held by separate individuals and the Board has clearly defined their responsibilities.

The Chair is primarily responsible for the effective working of the Board, ensuring that each Director, including the Non-Executive Directors, is able to make an effective contribution and provide constructive comments on the business. The Chief Executive Officer has responsibility for all operational matters which includes the implementation of Group strategy and policies approved by the Board.

Non-Executive Directors

All the Non-Executive Directors are independent of the Company's executive management and free from any business or other relationship that could materially interfere with the exercise of their independent judgment. The Chair was considered independent on appointment. The Non-Executive Directors are responsible for bringing independent and objective judgment and scrutiny of all matters before the Board and its Committees, using their substantial and wide-ranging experience.

The terms and conditions of appointment of Non-Executive Directors are available for inspection at the Company's registered office during normal business hours and at the Annual General Meeting.

Senior Independent Director

Paul Dollman is the Senior Independent Director ('SID'). His role as SID includes:

- being available to shareholders if they have concerns which contact through the Chair, Chief Executive Officer or Chief Financial Officer has failed to resolve (there were no requests from shareholders to meet the SID during the year); and
- meeting with the other Non-Executive Directors on the Board once a year to assess the Chair's performance, taking into account the views of the Executive Directors.

Company Secretary

Guy Millward is the Company Secretary in addition to his role as an Executive Director. In his role as Company Secretary, he supports the Board in its operation and ensures that board processes are followed and good corporate governance standards are maintained. All Directors have access to the advice and services of the Company Secretary. The Board recognises the potential conflict in combining the roles of Chief Financial Officer and Company Secretary, but believes it is appropriate for a group of Wilmington's size given the other support available to the Directors.

Effectiveness

Meetings

The Board has a formal schedule of matters specifically reserved to it for decision which it reviews periodically. This schedule includes approval of acquisitions, disposals and items of major capital expenditure. The Board also reviews the Group's risk

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register, wider risk assessment and viability review. At each Board meeting the Chief Executive Officer and Chief Financial Officer provide a review of the business and its performance, together with strategic issues arising. The Non-Executive Directors may meet separately from the Executive Directors usually either before or after Board meetings, to discuss relevant matters. In the year the range of subjects discussed by the Board included:

- the Group's financial results and key business;
- progress on the ongoing strategic reviews;
- the Group's debt and capital structure including the arrangements for sufficient debt facilities;
- dividend policy;
- regulatory and governance issues;
- the development of the Group's people including a quarterly talent review;
- the Group's risk register and its response to TCFD recommendations; and
- insurance policy and cover.

In addition to the eight main meetings described above, the Board has two strategy meetings each year at which the Group's strategic direction, viability plan and significant projects are discussed.

Where additional meetings are required between main Board meetings and a full complement of Directors cannot be achieved, a Committee of Directors considers the necessary formalities.

Attendance table

	Main Board meetings attended	Main Board meetings eligible to attend
Martin Morgan (Chair)	10	10
Mark Milner (Chief Executive Officer)	10	10
Guy Millward (Chief Financial Officer)	10	10
Paul Dollman (Non-Executive)	10	10
Helen Sachdev (Non-Executive)	10	10
William Macpherson (Non-Executive)	10	10

Information flow

The Chair, together with the Company Secretary, ensures that the Directors receive clear information on all relevant matters in a timely manner. Board papers are circulated sufficiently in advance of meetings for them to be thoroughly digested to ensure clarity of informed debate. The Board papers contain the Chief Executive Officer's and the Chief Financial Officer's written reports, high level papers on each business area, key metrics and specific papers relating to agenda items. The Board papers are accompanied by a management information pack containing detailed financial and other supporting information. The Board receives updates throughout the year and occasional ad hoc papers on matters of particular relevance or importance.

Time commitment

The Board is satisfied that the Chair and each of the Non-Executive Directors committed sufficient time during the year to enable them to fulfil their duties as Directors of the Company. None of the Non-Executive Directors have any conflicts of interest.

Induction and professional development

The Chair is responsible for ensuring that induction and training are provided to each Director and for organising the induction process and regular updating and training of Board members.

Training and updates in relation to the business of the Group and the legal and regulatory responsibilities of Directors were provided throughout the year by a variety of means including presentations by executives, visits to business operations, external presentations and circulation of briefing material. Individual Directors are also expected to take responsibility for identifying their training needs and ensuring they are adequately informed about the Group and their responsibilities as a Director. The Board is confident that all its members have the knowledge, ability and experience to perform the functions required of a Director of a listed company.

Access to independent advice

Any Director who considers it necessary or appropriate may take independent, professional advice at the Company's expense. None of the Directors sought such advice in the year.

Board evaluation and performance review

Towards the end of the financial year, the Board conducted an internal annual evaluation of its own performance, of each of its sub-committees and of each individual Director. The Board considered the need for external facilitation of this process but decided it was unnecessary at this stage in its development.

The Board evaluation was led by the Chair. He conducted one-to-one interviews with each of the Directors, and then reported to the Nomination Committee where his findings were considered. The review concluded that the Board, its sub-committees and each of the Directors continued to be effective. The Board recognises D&I benchmarks and noted that its diversity did not fully reflect the position across the Group and resolved to consider this when making new appointments.

Governance – Wilmington plc 30 June 2023

Nomination Committee

The Nomination Committee and the Board seek to maintain an appropriate balance between the Executive and Non-Executive Directors. The Nomination Committee Chair is William Macpherson. The Committee has full responsibility for reviewing the Board structure and for interviewing and nominating candidates to serve on the Board as well as reviewing senior executive development. Suitable candidates, once nominated, meet with the Chair and the Chief Executive Officer. The candidates are then put forward for consideration and appointment by the Board as a whole. The Committee has access to external professional advice at the Company's expense as and when required.

The main roles and responsibilities of the Nomination Committee are set out in written terms of reference which are available on the Company's website, www.wilmingtonplc.com/investors/corporate-governance/roles-board. Details of the Nomination Committee's activities can be found in the Nomination Committee report on page 51.

Audit Committee

The Audit Committee is composed of all the Non-Executive Directors excluding the Company Chair. Martin Morgan, the Company Chair, stood down from the Audit Committee on 23 November 2022 to facilitate full compliance with the UK Code. The Audit Committee Chair is Paul Dollman. The Board considers that Paul has the necessary recent and relevant experience to fulfil the role.

The main roles and responsibilities of the Audit Committee are set out in written terms of reference which are available on the Company's website, www.wilmingtonplc.com/investors/corporate-governance/roles-board. Details of the Audit Committee's policies and activities can be found in the Audit Committee report on pages 49 and 50.

Remuneration Committee

The Remuneration Committee is chaired by Helen Sachdev and consists of all the Non-Executive Directors including the Chair. It is responsible for recommending to the Board the framework and policy for Executive Directors' remuneration and for setting the remuneration of the Chair, Executive Directors and senior management. Given the small size of the Board, the Committee recognises the potential for conflicts of interest, and has taken appropriate measures to minimise the risk. The Committee meets at least twice a year, and takes advice from the Chief Executive Officer and external advisors as appropriate. In carrying out its work, the Board itself determines the remuneration of the Non-Executive Directors. The Committee has the power to seek external advice, and to appoint consultants as and when required in respect of the remuneration of Executive Directors.

The main roles and responsibilities of the Remuneration Committee are set out in written terms of reference which are available on the Company's website, www.wilmingtonplc.com/investors/corporate-governance/roles-board. Further details of the Group's policies on remuneration and service contracts can be found in the Directors' remuneration report on pages 52 to 64.

Risk management and internal controls

The Board maintains an ongoing process for identifying, evaluating and managing significant risks faced by the Group. In line with the recommendations of TCFD, Board level oversight of climate-related risks and opportunities sits with the Senior Independent Director and the Chief Financial Officer. Further details on the key features of the risk management and internal controls can be found in the section on risks and uncertainties facing the business on pages 27 to 33.

Relations with shareholders

Dialogue with institutional shareholders

The Directors seek to build on a mutual understanding of objectives between the Company and its institutional shareholders by means of a programme of meetings with major shareholders, fund managers and analysts each year. The Company also makes presentations to analysts and fund managers following publication of its half year and full year results. Copies of the presentations are available on the Company's website, www.wilmingtonplc.com/investors/reports-and-presentations. The Board regularly receives updates on investor relations matters.

The Chair is available on request to attend meetings with major shareholders. Since his appointment on 1 May 2018, the Chair attended a number of such meetings. As referred to earlier, the SID is available to shareholders if they have concerns which other contacts have failed to resolve.

The Group's website includes a specific and comprehensive investor relations section containing all RNS announcements, share price information, annual documents available for download and similar materials.

Constructive use of the Annual General Meeting

The Annual General Meeting will be held on 22 November 2023 and a separate notice convening the meeting is being sent out with this Annual Report and financial statements. Details of resolutions to be proposed and an explanation of the items of special business can be found in the circular that accompanies the notice convening the meeting. Separate votes are held for each proposed resolution.

All Directors attend the Annual General Meeting, at which they have the opportunity to meet with shareholders. After the formal business has been concluded, the Chair welcomes questions from shareholders.

Governance – Wilmington plc 30 June 2023

Substantial shareholdings

As at 7 September 2023, the Company is aware of the following interests amounting to 3.0% or more in the Company's issued ordinary share capital:

	Number of ordinary shares	%
Aberforth Partners	20,402,710	23.14%
Gresham House Asset Management	4,181,451	4.74%
Chelverton Asset Management	3,845,000	4.36%
NFU Mutual	3,814,859	4.33%
Individuals	3,701,092	4.20%
Artemis Investment Management	3,409,476	3.87%
Herald Investment Management	3,214,632	3.65%
Columbia Threadneedle Investments	3,208,767	3.64%
BlackRock	3,167,135	3.59%
Odyssean Investment Trust	3,000,000	3.40%

Board leadership and Company purpose

The Board is responsible for setting and delivering the Group's strategy and monitoring how it is performing against the agreed strategy for the benefit of all its stakeholders. The Board is also responsible for defining, monitoring and overseeing the Group's culture and ensuring it is aligned to the purpose and strategy.

Division of responsibilities

The Board has clear written guidelines on the division of responsibilities between the Chairman, Chief Executive Officer, Board and Committees

Composition, succession and evaluation

The Board has delegated responsibility to the Nomination Committee to keep under regular review the composition of the Board and its Committees. The Nomination Committee is also responsible for succession planning and the Group's policy on diversity and inclusion

Audit, risk and internal control

The Board has delegated responsibility to the Audit Committee to oversee the Group's financial framework, financial controls and internal controls, and that policies and procedures are in place to manage risks appropriately.

Remuneration

The Remuneration Committee is responsible on behalf of the Board for determining and monitoring the strategy and policy on remuneration, termination, performance-related pay, pension arrangements, share incentive plans to support the Group's strategy, and remuneration reporting and disclosure.

By order of the Board and signed on its behalf by:

Martin Morgan

Chair

22 September 2023

Governance – Wilmington plc 30 June 2023

Audit Committee report

Supporting integrity and compliance

The Committee held three meetings in the year ended 30 June 2023 and members' attendance at meetings is set out below:

	Committee meetings attended	Committee meetings eligible to attend
Paul Dollman (Chair)	3	3
Martin Morgan (stood down 23/11/2022)	1	1
Helen Sachdev	3	3
William Macpherson	3	3

Dear Shareholder

I am pleased to present this year's Audit Committee report. The Committee supports the Board in fulfilling its responsibilities in respect of monitoring the integrity of the Group's reporting process and adherence to the Group's accounting policies and procedures, as well as ensuring that risks are carefully identified and assessed and that sound systems of risk management and internal control are implemented.

Committee membership and meetings

The Audit Committee (the 'Committee') was in place throughout the financial year and is chaired by Paul Dollman. The Board considers that Paul has the appropriate financial expertise, as required by Principle C3.1 of the UK Corporate Governance Code (the 'UK Code'), as he is a Chartered Accountant, has held executive roles in financial positions in other companies, including being Group Finance Director of a FTSE 250 company, and chairs another company's audit committee.

The UK Code states that the Company Chair should not be a member of the Audit Committee. Martin Morgan, the Company Chair, stood down from the Audit Committee on 23 November 2022 to facilitate full compliance with the UK Code.

The Committee meets at least twice during the year and as and when required. Representatives of the external auditor attend each meeting along with the Chief Executive Officer, the Chief Financial Officer and the Deputy Chief Financial Officer, unless there is a conflict of interest. Other relevant people from the business are also invited to attend certain meetings or parts of meetings to provide a deeper level of insight into certain key issues and developments. Once a year, the Committee meets separately with the external auditor and with management without the other being present.

Key activities

The key activities of the Audit Committee are as follows:

Financial reporting

- Monitoring the integrity of the annual and interim financial statements, the accompanying reports to shareholders and corporate governance statements including any significant financial reporting judgments contained in them.
- Reporting to the Board the Company's assessment of any new or amended accounting standards.
- Providing advice to the Board on whether the Annual Report and financial statements, when taken as a whole, is fair, balanced and understandable and provides all the necessary information for shareholders to assess the Company's performance, business model and strategy.

Risk management and internal controls

- In conjunction with the Board reviewing and monitoring the effectiveness of the Group's internal control and risk management systems, including reviewing the process for identifying, assessing and reporting all key risks. See the risks and uncertainties facing the business on pages 27 to 33.
- To oversee the Group's whistleblowing provisions, Modern Slavery and ABC policies to ensure that they are operating effectively.

External audit

- To make recommendations to the Board in relation to the appointment and removal of the external auditor and to approve their remuneration and terms of engagement.
- To review and monitor the external auditor independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
- To develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm, and to report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

Internal audit

- To annually assess the internal audit requirements of the Company.
- To monitor and review the effectiveness of the Internal Audit function.

Activities of the Committee in relation to the year ended 30 June 2023

- Assessed and reported to the Board on whether the Annual Report and financial statements are fair, balanced and understandable.

Governance – Wilmington plc 30 June 2023

- Reviewed and discussed with the external auditor the key accounting considerations and judgments reflected in the Group's results for the six month period ended 31 December 2022.
- Reviewed and agreed the external auditors audit plan in advance of their audit for the year ended 30 June 2023.
- Discussed the report received from the external auditor regarding their audit in respect of the year ended 30 June 2023 which included comments on their findings on internal control and a statement on their independence and objectivity.
- Considered key accounting matters and new accounting standards and amendments, including TCFD disclosures, with particular focus on the significant areas below.
- Reviewed the Group's whistleblowing policy, ensuring that it met FCA rules and good standards of corporate governance.
- Reviewed internal audit reports.
- Reviewed, together with the Board, the risk assessment and going concern and viability review.

Key discussions in the year

The significant areas considered by the Committee and discussed with the external auditor during the year were:

Key financial and IT controls

The Committee reviewed the adequacy and appropriateness of the Group's system of controls and its effectiveness with relevant input from the Group's external auditor. The Committee has continued to monitor the Group's emerging risks in relation to technology and the suitability of its technology controls in response to this.

Goodwill and intangible asset impairment

The Committee received reports from management on the carrying value of goodwill and intangible assets. The Committee reviewed management's recommendations, which were also considered by the external auditor, including evaluation of the appropriateness of the assumptions applied in determining asset carrying values and the appropriateness of the identification of cash generating units. After review, the Committee was satisfied with the assumptions and judgments applied by management and concluded that the carrying values were appropriate and no impairments were required.

Revenue recognition

The Committee considered the inherent risk of fraud in revenue recognition as defined by auditing standards and was satisfied that there were no issues arising.

External audit

This year Grant Thornton UK LLP completed their fourth year as the Group's external auditor. Sergio Cardoso completed his fourth year as the external audit partner. The Audit Committee is responsible for reviewing the independence and objectivity of the external auditor and ensuring this is safeguarded notwithstanding any provision of any other services to the Group.

The Committee recognises the importance of safeguarding auditor objectivity and has taken the following steps to ensure that auditor independence is not compromised.

External auditor effectiveness

The Audit Committee carries out each year a full evaluation of the external auditor as to its complete independence from the Group and relevant officers of the Group in all material respects and that it is adequately resourced and technically capable to deliver an objective audit to shareholders. Based on this review the Audit Committee recommends to the Board each year the continuation, or removal and replacement, of the external auditor.

The external auditor's, Grant Thornton UK LLP, report to the Directors and the Audit Committee confirming their independence in accordance with Auditing Standards. In addition to the steps taken by the Board to safeguard auditor objectivity, the Audit Practices Board Ethical Standard 3 requires audit partner rotation every five years for listed companies.

Non-audit services

The Committee considers that certain non-audit services should be provided by the external auditor, because its existing knowledge of the business makes this the most efficient and effective way for non-audit services to be carried out. The Audit Committee gives careful consideration before appointing the auditor to provide other services. The Group regularly uses other providers to ensure that independence and full value for money are achieved. Other services are generally limited to work that is closely related to the annual audit or where the work is of such a nature that a detailed understanding of the business is necessary.

In the year the external auditor performed non-audit services totalling £17k which represents 4% of the audit fee of £380k. These services were in relation to the interim review. The Audit Committee approved the appointment of Grant Thornton on the basis that it was best placed to provide the services and there was no conflict of interest with its role as external auditor.

Internal audit

The Group operates a limited internal audit process which performs relevant reviews as part of a programme approved by the Audit Committee. The Committee considers any issues or risks arising from internal audit in order that appropriate actions can be undertaken for their satisfactory resolution.

Approved on behalf of the Audit Committee by:

Paul Dollman

Chair of the Audit Committee

22 September 2023

Governance – Wilmington plc 30 June 2023

Nomination Committee report

Maintaining a strong Board

The Committee met once during the year to 30 June 2023 and members' attendance at meetings is set out below:

	Committee meetings attended	Committee meetings eligible to attend
William Macpherson (Chair)	1	1
Paul Dollman	1	1
Helen Sachdev	1	1
Martin Morgan	1	1

Dear Shareholder

I am pleased to present the Nomination Committee report for the year ended 30 June 2023.

Committee membership and meetings

The Nomination Committee (the 'Committee') is comprised of the Company Chair and three Independent Non-Executive Directors.

Key responsibilities

The key responsibilities of the Committee are to:

- review the size, balance and constitution of the Board including the diversity and balance of skills, knowledge and experience of the Non-Executive Directors;
- consider succession planning for Directors and other senior executives;
- identify and nominate for the approval of the Board candidates to fill Board vacancies;
- review annually the time commitment required of Non-Executive Directors; and
- make recommendations for the Board, in consultation with the respective Committee Chair regarding membership of the Audit and Remuneration Committees.

Main activities of the Committee during the year and subsequent to the year end

The key matters considered at these meetings were:

i) Board composition

The Committee reviewed the composition of the Board including the range of skills, level of experience and balance between Executive and Non-Executive Directors. The Committee also reviewed the membership of the various Board Committees. The Committee concluded that the current membership of the Board and the Board Committees was appropriate for the needs of the business.

ii) Board evaluation

Details of the Board and sub-committee evaluation process undertaken in this year are included in the Governance review on pages 43 to 48. As part of that process the Non-Executive Directors met without the Company Chair present to evaluate his performance. The review of the Company Chair's effectiveness was led by the SID. The review concluded that the Company Chair had been highly effective in his role.

iii) Succession planning

The Committee kept under review the succession plans for both the Executive and Non-Executive Directors and the level of senior management immediately below Board level.

iv) Other senior management representation

The Committee maintained oversight over various senior management changes that occurred across the Group over the year. Regular updates were received from the executives on the progress of the searches and the plans for dealing with reporting line changes that resulted from certain of the departures.

v) Worker representation

William Macpherson is the Director responsible for worker representation.

Approved on behalf of the Nomination Committee by:

William Macpherson

Chair of the Nomination Committee

22 September 2023

Governance – Wilmington plc 30 June 2023

Directors' remuneration report

Remuneration Committee Chair's Annual Statement

Dear Shareholder

On behalf of the Committee I am pleased to share our Directors' Remuneration report for the year to 30 June 2023. Our Directors' Remuneration report, which is subject to an advisory shareholder vote at the 2023 AGM, explains the work of the Committee, how we have implemented our Remuneration Policy (the 'Policy') for the year to 30 June 2023 and how we intend to apply it for the 2024 financial year.

For ease of reference, a summary of the key elements of the Policy is included on pages 54 to 55. The full Policy as approved at the 2021 AGM with 98% of all votes cast in favour is included in the Directors' Remuneration report for the year ended 30 June 2021, which is available on the Company's website at www.wilmingtonplc.com/reports-and-presentations.

In line with the usual timetable, we will review the Policy during the course of the current financial year to ensure that it continues to support delivery of the business' strategy in advance of seeking shareholder approval for a new Policy at the 2024 AGM. We will engage with shareholders as appropriate in relation to the new Policy during the course of the year.

2023 remuneration in the context of our business performance and outcomes for our key stakeholders

Our aim is to always consider the wider workforce, our shareholders and other stakeholders by taking a fair, prudent and balanced approach to remuneration, in line with the Board's wider stakeholder engagement strategy as disclosed in the Section 172 statement on pages 13 to 14.

As detailed in our Strategic report, we continue to deliver our strategy and our progress is reflected by the strong results we have reported. The resilience of the business in response to challenging times demonstrates the Group's ability to adapt to change and continue to deliver exceptional customer service under the guidance of the strong executive team. The Group's success also reflects the ongoing motivation of our employees who continue to deliver to the highest standards in all areas of activity.

Wider workforce

We continue to engage regularly with our workforce on the issues that matter to them, particularly diversity, wellbeing and development as well as reward and recognition. Our employee engagement survey and performance review process offer the opportunity to understand how employees feel about their own reward.

The Board embarked on a programme of work to meaningfully engage with our workforce, led by William Macpherson. As part of this exercise, William Macpherson and Helen Sachdev attended a workshop led by Wilmington plc CPO on the topic of Reward. The purpose of the session was to engage with the workforce on the Wilmington plc wide Reward strategy and in particular the alignment of executive remuneration and that of the wider workforce. Key to this are the strategic pillars of: paying fairly against market, paying for performance, having clarity around the reasons for pay decisions and equipping the business to do apply these principles to reward decisions. The session was attended by 12 employees chosen at random. The session was informative and reinforced that the principles of executive remuneration are consistent with those of the wider workforce.

Annual bonus and PSP awards vesting in respect of the performance period to 30 June 2023

The Committee has reviewed performance against each of the previously approved measures to determine the bonus outturn and PSP vesting in respect of the period ended 30 June 2023. Based on strong delivery against performance measures in the year, the Committee approved a bonus outturn equal to 74% of salary for the Executive Directors.

The Committee also reviewed the outturn of the performance metrics applied to the PSP award granted to Mark Milner in September 2020 and Guy Millward in February 2021. The performance over the three-year period to 30 June 2023 was considered and the Committee approved an outturn of 100% in respect of these awards.

The Committee reviewed the formulaic outturn of both the bonus and the PSP award, and after careful consideration concluded that these outturns were appropriate and reflected the performance of the Group in the periods to which they relate. Details of the performance measures and achievements against them in respect of the bonus and PSP awards are set out on pages 60 to 61 respectively.

Implementation of our Policy for the year ending 30 June 2024

Base salary and fees

Each of Mark Milner and Guy Millward's has been awarded a salary increase of 5% (to £417,000 in the case of Mark Milner and to £294,000 in the case of Guy Millward) with effect from 1 July 2023. Reflecting our intended approach disclosed in last year's report, these increases are in line with the average increase for the wider workforce in the UK and take into account the ongoing strong performance of the Group and the Executive Directors in their roles.

Governance – Wilmington plc 30 June 2023

Pension

As disclosed in previous Directors' Remuneration reports, Mark Milner agreed to a reduction in his pension / cash in lieu of pension which has therefore been aligned with the wider workforce in the UK at 5% of salary with effect from 1 January 2023. Guy Millward already received a pension / cash in lieu of pension of 5% of salary. This level of pension provision will apply for each Executive Director for the year ending 30 June 2024.

Annual bonus

Each of the Executive Directors are eligible to earn a bonus of up to 125% of salary. Vesting is based on adjusted PBT (42.5% of the opportunity), organic revenue growth (42.5% of the opportunity) and key strategic measures (15% of the opportunity). Details of the performance measures and achievements against them will be set out in next year's Directors' Remuneration report. 20% of the bonus earned will be deferred into shares for two years in line with the Policy.

PSP

The maximum PSP opportunity under our Policy is equal to 150% of salary. Awards in respect of the year to 30 June 2024 will be granted at a level of 125% of salary for Mark Milner and 100% of salary for Guy Millward.

Vesting will be subject to performance measures based on adjusted EPS and organic revenue growth with targets being finalised in the next few weeks. Vesting will also be subject to an underpin such that average ROCE over the performance period must be at least 10%, and any awards that vest will be subject to a two-year post-vesting holding period in line with the Policy.

Chair fees and Non-Executive fees

Chair fees and non-executive fees have been increased with effect from 1 July 2023 by 5% in line with general workforce increases. The Chair's base fee was increased from £140,000 to £147,000 and the NED base fee to £54,023. No additional fee is paid for chairing board committees, but an additional £3,000 is payable with effect from 1 July 2023 to Paul Dollman to reflect the additional time and responsibilities associated with his holding the position of SID.

Attendance

The Committee held three meetings in the year ended 30 June 2023 and members' attendance at meetings is set out below:

	Committee meetings attended	Committee meetings eligible to attend
Helen Sachdev (Chair)	3	3
Martin Morgan	3	3
Paul Dollman	3	3
William Macpherson	3	3

Conclusion

We remain committed to a responsible approach to executive remuneration, as I trust this Directors' Remuneration report demonstrates. We believe that the Policy operated as intended in respect of the year to 30 June 2023 and consider that the remuneration received by the Executive Directors was appropriate, taking account of the Group's performance during the year, their personal performance and the experience of shareholders and employees.

I look forward to receiving your support at our 2023 Annual General Meeting, where I will be pleased to answer any questions you may have on this report or in relation to any of the Committee's activities.

Helen Sachdev

Chair of the Remuneration Committee

22 September 2023

Governance – Wilmington plc 30 June 2023

Directors' remuneration policy

The Remuneration Policy was approved by shareholders at the 2021 AGM on 3 November 2021, and became effective from this date. The full Remuneration Policy as approved by shareholders is available in the 2021 Annual Report, found on our website at www.wilmingtonplc.com/reports-and-presentations.

We have set out a summary below of those parts of the Remuneration Policy which we consider shareholders will find most useful in the context of the Directors' reward for the year ended 30 June 2024.

When determining the Policy, the Committee considered clarity, simplicity, risk, predictability, proportionality and alignment to culture as set out in the Corporate Governance Code. Further details are set out in the 2021 Directors' Remuneration report.

Element	Financial year 2023/24 operation and opportunity summary
Base salary	<p>The Committee has reviewed base salary taking into account:</p> <ul style="list-style-type: none"> • performance of the Group and pay conditions elsewhere in the workforce; • performance of the individual; • changes in position or responsibility; and • market competitiveness. <p>The Committee considered all of these factors in concluding that Mark Milner's base salary will increase by 5% and Guy Millward's base salary will increase by 5%, effective 1 July 2023.</p>
Pension	<p>The Committee has the discretion to pay cash supplements in lieu of some or all pension contributions in appropriate circumstances.</p> <p>Mark Milner's pension contribution reduced from 10% to 5% of salary effective 1 January 2023 to align to the level available to the wider workforce. There will be no change to Guy Millward's pensions contribution which already aligns to that available to the wider workforce.</p>
Benefits	<p>Executive Directors receive benefits in line with market practice.</p> <p>The Directors will continue to receive a car allowance, private medical insurance and income protection benefit.</p>
Bonus	<p>The maximum bonus is 125% of base salary.</p> <p>The majority of the bonus opportunity will be determined by financial measures, with stretching targets set each year reflecting the business priorities which underpin Group strategy and align to key performance indicators.</p> <p>The measures set for 2023/24 and their relative weighting are:</p> <ul style="list-style-type: none"> • Adjusted PBT - 42.5% • Organic revenue growth - 42.5% • ESG and strategic measures - 15% <p>Vesting of the maximum opportunity will apply on a sliding scale up to 100% of maximum potential for each element of the bonus based on the satisfaction of performance conditions, with no more than 50% of the potential earned for achieving a target level of performance.</p>
Performance share plan ('PSP')	<p>Awards in respect of the Company's 2023/24 financial year will be at a level not exceeding 125% of base salary.</p> <p>Awards under the PSP will be based on financial metrics with respect to at least 80% of the award, and metrics chosen will be those which the Committee considers to be the most appropriate measures of longer-term performance. Metrics chosen in respect of the 2023/24 award are:</p> <p>Earnings per share – 65%</p> <p>Compound annual organic revenue growth – 35%</p> <p>The threshold pay-out level under the PSP is 25% of the maximum award</p> <p>There will usually be straight line vesting between threshold and maximum performance.</p>

Governance – Wilmington plc 30 June 2023

	The level of vesting in respect of any metric is subject to the Committee's discretion to override formulaic outturns.
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Shareholding guidelines

In-service

To further align the interests of Executive Directors with those of shareholders, we have adopted formal shareholding guidelines, in accordance with which Executive Directors must retain 50% of the after tax shares they acquire on the vesting of PSP and DBP awards until such time as a total personal shareholding equal to 200% of base salary has been achieved. Shares which are subject to the two year holding period under the PSP or which are subject to a DBP award will count towards the requirement, on a net of assumed tax basis where relevant.

Post-employment

The Committee has adopted a post-employment shareholding requirement. Shares are subject to this requirement only if they are acquired from PSP and DBP awards granted after 1 July 2021. Following employment, an Executive Director must retain:

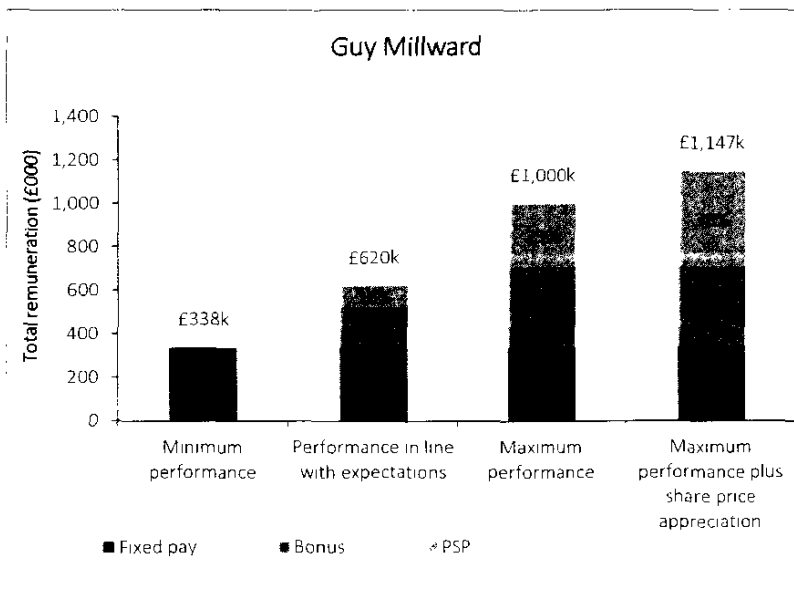
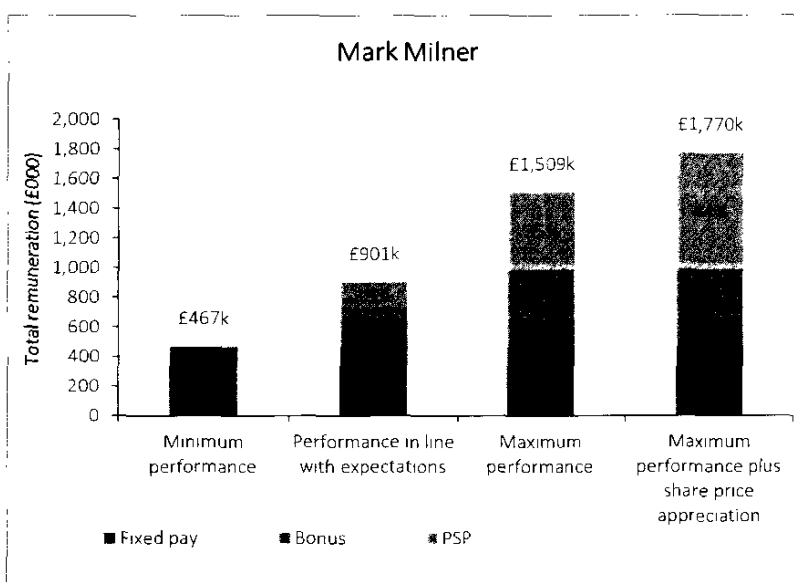
- for the first year after employment, such of their shares which are subject to the post-employment requirement as have a value for these purposes equal to 100% of salary; and
- for the second year after employment, such of those shares as have a value for these purposes equal to 50% of salary,
- or in either case and if fewer, all of those shares.

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Illustration of the application of the Remuneration Policy

The following charts set out for each of the Executive Directors an illustration of the application for the financial year 2023/24 of the Remuneration Policy set out above. The charts show the split of remuneration between fixed pay and variable pay in the Policy for:

- minimum remuneration receivable — salary, fees, taxable benefits and pension;
- the remuneration receivable if the Director was, in respect of any performance measures or targets, performing in line with the Company's expectation;
- maximum remuneration receivable (not allowing for any share price appreciation); and
- maximum remuneration receivable assuming a 50% increase in the Company's share price for the purposes of the PSP element.



The Committee believes an appropriate proportion of the Executive Directors' remuneration links reward to corporate and individual performance and is aligned to the Group's strategic priorities.

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In illustrating the potential reward, the following assumptions have been made:

	Basic performance	In line with expectations	Maximum performance	Maximum performance plus share price appreciation
Fixed pay	Based on salary effective as at 1 July 2023, £417,000 for Mark Milner and £294,000 for Guy Millward. A pension contribution of 5% of salary for both and benefits earned for the year ended 30 June 2023.			
Bonus	No bonus.	50% of the maximum bonus is earned (i.e. 62.5% of salary).	125% of salary.	125% of salary.
PSP	No PSP vesting.	33% of the PSP awards vest (i.e. 33% of salary).	In the case of Mark Milner: 125% of salary In the case of Guy Millward: 100% of salary.	In the case of Mark Milner: 125% of salary plus an assumed 50% increase in the share price. In the case of Guy Millward: 100% of salary plus an assumed 50% increase in the share price.

Non-Executive Directors

	Purpose and link to strategy	Operation	Opportunity	Performance metrics
Non-Executive Director fees and provision of relevant benefits	Fees are set at a level that reflects market conditions and is sufficient to attract individuals with appropriate knowledge and experience.	Fees are reviewed periodically and amended to reflect any change in responsibilities and time commitments. Where appropriate external advice is taken on setting market competitive fees. The Non-Executive Directors do not participate in any of the Group's share incentive plans nor do they receive any benefits or pension contributions. Non-Executive Directors may be eligible to receive benefits such as the use of secretarial support, travel costs or other benefits that may be appropriate.	Fees are based on the time commitment and responsibilities of the role. Fees are subject to an overall cap as set out in the Company's articles of association.	Not applicable.

Service Contracts and letters of appointment

Details of the Executive Directors' service contracts and Non-Executive Directors' letters of appointment are set out on below.

Executive Directors	Contract commencement date	Notice period
Mark Milner	July 2019	12 months
Guy Millward	November 2020	12 months

Non-Executive Directors	Date of initial appointment	Notice period	Expiry of current term
Martin Morgan	May 2018	6 months	23 November 2025
Paul Dollman	September 2015	3 months	16 September 2025
Helen Sachdev	April 2020	3 months	23 November 2025
William Macpherson	February 2021	3 months	23 November 2025

Governance – Wilmington plc 30 June 2023

Annual Report on remuneration

Certain details set out on pages 58 to 62 of this report have been audited by Grant Thornton UK LLP.

Introduction (unaudited information)

The following section provides details of the remuneration earned by the Directors in respect of the year in line with the Directors' Remuneration Policy approved by shareholders at the 2021 Annual General Meeting.

Single total figure of remuneration for each Director (audited information)

The tables below report the total remuneration receivable in respect of qualifying services by each Director during the year.

	Total salary and fees ^(a)	Taxable benefits ^(b)	Pensions related benefits ^(c)	Total fixed remuneration	Annual bonus ^(d)	PSP ^(e)	Total variable remuneration	Total
2023	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Executive Directors								
Mark Milner	397	32	25	454	293	883	1,176	1,630
Guy Millward	280	32	11	323	207	163	370	693
Non-Executive Directors								
Martin Morgan	140	—	—	140	—	—	—	140
Paul Dollman	55	—	—	55	—	—	—	55
Helen Sachdev	52	—	—	52	—	—	—	52
William Macpherson	52	—	—	52	—	—	—	52

	Total salary and fees ^(a)	Taxable benefits ^(b)	Pensions related benefits ^(c)	Total fixed remuneration	Annual bonus ^(d)	PSP ^(e)	Total variable remuneration	Total
2022	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Executive Directors								
Mark Milner	368	32	32	432	459	175	634	1,066
Guy Millward	266	32	11	309	333	—	333	642
Non-Executive Directors								
Martin Morgan	128	—	—	128	—	—	—	128
Paul Dollman	49	—	—	49	—	—	—	49
Helen Sachdev	49	—	—	49	—	—	—	49
William Macpherson	49	—	—	49	—	—	—	49

a) Total salary and fees – the amount of salary/fees received in the year.

b) Taxable benefits – the taxable value of benefits received in the year (i.e. car allowance, private medical insurance and income protection).

c) Pensions related benefits – this is the amount of the cash payments in lieu of pension contributions made in the year.

d) Annual bonus – the value of the bonus earned in respect of the year, of which 20% will be deferred in shares. A description of performance against the objectives, which applied for the year ended 30 June 2023, is provided on page 59.

e) PSP – the value of performance related incentives vesting in respect of the financial year. A description of performance against the targets which applied for the awards vesting in respect of performance in the financial year is provided on page 60. The award will vest on 30 September 2023 and the estimated value of the award shown above is based on the three-month average share price to 30 June 2023 (£2.86) and the value of dividends that would have accrued on vested shares during the performance period, which will be paid to Mr Milner and Mr Millward.

Total salary and fees

Total salary and fees are based on the need to retain the skills and knowledge that the Executive and Non-Executive Directors bring to the Company.

For the year ended 30 June 2023 (audited information)

For the year ended 30 June 2023 Mark Milner's salary was increased by 8% to £397,000 and Guy Millward's salary was increased by 5% to £280,000. As disclosed in last year's Directors' Remuneration report, Mark Milner's salary increase was awarded taking into account that he had not received a salary increase since his appointment as Chief Executive Officer in June 2019, his strong performance and contribution since his appointment and the fact that he has taken a reduction in his pension from 10% of salary to 5% of salary.

Pensions related benefits

For the year ended 30 June 2023 (audited information)

Neither Mark Milner nor Guy Millward participated in a pension scheme. They were paid an amount of £24,581 and £11,085 respectively in the year in lieu of pension contributions, reflective of 9% of his annual salary net of employers' national insurance contributions in the case of Mark Milner and 5% of his annual salary net of employers' national insurance contributions in the case of Guy Millward.

Governance – Wilmington plc 30 June 2023

Annual bonus

For the year ended 30 June 2023 (audited information)

Each Executive Director was eligible to earn a bonus of up to 125% of their salary, with the performance measures weighted as follows in respect of the maximum opportunity.

Measure	Weighting (% of base salary)
Organic revenue growth*	53.1%
Adjusted Profit measure*	53.1%
Strategic and operational measures	18.8%

The following provides the Adjusted Profit and personal strategic objectives reference points together with the out-turns for 2022/2023.

	Minimum target set	Maximum target set	Performance out-turn a % of base salary	Bonus earned as % of base salary
Organic revenue growth*	7.0%	11.0%	8.8%	23.9%
Adjusted Profit*	£21.3m	£26.0m	£24.1m	31.2%

* Adjusted Profit is profit from continuing operations before adjusting items, impairment and other income. Organic revenue growth is revenue growth excluding discontinued operations.

Strategic and operational measures

Objectives	Weighting (% of base salary)	Assessment of performance	Bonus earned (% of base salary)
Improve customer engagement scores, measured by NPS, of 5 businesses by more than 5%.	9.4%	NPS scores were improved by more than 5%, objective achieved.	9.4%
Improve the employee engagement measure, using the Peakon employee engagement score, to 7.4.	9.4%	Score of 7.4 recorded, objective achieved.	9.4%

The Executive Directors therefore earned bonuses equal to 74% of salary (equivalent to 59% of maximum opportunity):

Mark Milner: £293,179

Guy Millward: £206,828

20% of the amount earned will be deferred into shares for two years.

The Committee carefully considered the bonus outturns in the context of overall performance, including the quality of earnings and ROCE performance, and the shareholder and employee experience. The Committee considered that the bonus outturns were appropriate.

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PSP

Awards vesting in respect of the year ended 30 June 2023 (audited information)

PSP awards were granted to Mark Milner and Guy Millward on 30 September 2020 and 26 February 2021 respectively that are due to vest on 30 September 2023. The awards were subject to EPS growth, organic revenue growth and relative TSR performance against the FTSE SmallCap index over a three-year period to 30 June 2023. The table below details the Company's performance against these performance measures for the three-year performance period and the vesting out-turn.

Element	Weighting (% of award)	Target range		Performance	Vesting
		Minimum (25% of maximum)	Maximum (100% of maximum)		
Annual EPS	40%	15.7p	18.9p	21.49p	100%
Organic revenue growth ¹	20%	12.0%	14.0%	23.2%	100%
TSR versus FTSE SmallCap	40%	Median	Upper quartile	Upper quartile	100%
Total vesting outcome					100%

1. Organic revenue growth excludes the impact of changes in foreign currency exchange rates and excluding the impact of changes in the Company's portfolio from acquisitions and disposals.

	Number of shares granted ²	Number of shares vesting based on performance	Dividend equivalents ³	Total value of award on vesting ⁴	Amount of award attributable to share price appreciation since grant
Mark Milner	285,714	285,714	22,977	£882,856	133%
Guy Millward	52,791	52,791	4,245	£163,123	54%

2. A share price of £1.225 for Mr Milner and £1.854 for Mr Millward (five day average share price prior to grant) were used to determine the number of shares granted. The value of the vested shares is estimated based on a share price of £2.86. Therefore, the proportion of the total value of the award attributable to share price growth since the grant date is estimated to be 133% and 54% respectively. The Committee did not consider that it was necessary to exercise discretion in respect of share price appreciation since the grant date.

3. Calculated based on the value of dividends that would have accrued on vested shares during the performance period.

4. Calculated based on the three month average share price to 30 June 2023 (£2.86).

Mark Milner and Guy Millward are required to hold no less than 50% of the vested shares (net of tax) for a minimum of two years post-vesting.

The Committee carefully considered the PSP outcome in the context of overall performance, including the quality of earnings and ROCE performance, and the shareholder and employee experience. The Committee considered that the PSP outcome was appropriate.

PSP Awards granted during the year

In respect of the year ended 30 June 2023 the following PSP awards were granted as detailed in the table below.

Name	Date of grant	Type of award	Maximum opportunity	Number of shares	Face value at grant	% of award vesting at minimum threshold
Mark Milner	30 September 2022	PSP	100% of salary	175,726	£495,547 ¹	25%
Guy Millward	30 September 2022	PSP	100% of salary	99,150	£279,603 ¹	25%

1. The face value is based on a price of 282p, being the average share price from the five business days immediately preceding the award being granted on 30 September 2022.

The performance measures are disclosed below:

65% of award — EPS in the 2024/25 financial year	Percentage of Award Vesting
Less than 22.8p	0.0%
22.8p	25.0%
More than 22.8p but less than 26.8p	On a straight line basis between 25.0% and 100.0%
26.8p or more than 26.8p	100.0%

35% of award — Organic revenue growth over a performance period from the 2021/22 financial year to the 2024/25 financial year

Less than 8.4%	Percentage of Award Vesting
8.4%	0.0%
More than 8.4% but less than 10.4%	25.0%
10.4% or more than 10.4%	On a straight line basis between 25.0% and 100.0%
	100.0%

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The Committee may reduce the extent of vesting if the Committee considers that any value of the vested award represents a windfall gain caused by the impact on the share price due to the Covid-19 pandemic. In assessing this, the Committee will take into account a number of factors, including share price performance over the vesting period on an absolute and relative basis against peer companies, underlying financial performance of the Group during the performance period and the impact of any significant events during the vesting period on the Group's share price or the market as a whole.

The Executive Directors will be required to retain all of the vested shares (net of taxes) for a minimum of two years post-vesting.

Shareholding guidelines and statement of Directors' share awards (audited information)

Shareholding guidelines for Executives have been adopted, linked to the outturn from the PSP. At the time awards vest under the PSP (or any other Executive plan established in the future), Executive Directors will be expected to retain no fewer than 50% of vested shares (net of taxes) until such time as a total personal shareholding equivalent to 200% of pre-tax base salary has been achieved. This retention requirement also applies to 50% of the net vested shares under deferred bonus awards.

The holdings of those persons who served as Directors during the year, and of their families, are as follows:

	Beneficial/ non-beneficial	At 30 June 2022	Movement in year	At 30 June 2023	At 30 June 2023 Percentage
Mark Milner	Beneficial	45,000	34,759	79,759	0.09%
Guy Millward	Beneficial	—	—	—	—
Martin Morgan	Beneficial	90,000	—	90,000	0.10%
Paul Dollman	Beneficial	40,000	—	40,000	0.05%
Helen Sachdev	Beneficial	10,000	—	10,000	0.01%
William Macpherson	Beneficial	10,000	—	10,000	0.01%

As at 30 June 2023 the Company's share price was 274.00p and its highest and lowest share prices during the year ended 30 June 2023 were 356.00p and 231.00p respectively. Interests are shown as a percentage of shares in issue at 30 June 2023.

Executive Directors' interests under share schemes (audited information)

Awards held under the PSP and SAYE scheme by each person who served as a Director during the year ended 30 June 2023 are as follows:

	Award date	Type of award	Number of shares at 1 July 2022	Granted during the year	Lapsed during the year	Exercised during the year	Number of shares at 30 June 2023	Date which awards vest
Mark Milner	30 Sept 2019 ⁴	PSP	168,269	—	(99,828)	(68,441)	—	30 Sept 2022
Mark Milner	30 Sept 2020 ¹	PSP	285,714	—	—	—	285,714	30 Sept 2023
Mark Milner	19 Oct 2020	SAYE	18,750	—	—	—	18,750	1 Dec 2023
Mark Milner	30 Sept 2021 ³	PSP	164,946	—	—	—	164,946	30 Sept 2024
Mark Milner	30 Sept 2022 ³	PSP	—	175,726	—	—	175,726	30 Sept 2025
Guy Millward	26 Feb 2021 ¹	PSP	52,791	—	—	—	52,791	30 Sept 2023
Guy Millward	30 Sept 2021 ³	PSP	119,488	—	—	—	119,488	30 Sept 2024
Guy Millward	30 Sept 2022 ³	PSP	—	99,150	—	—	99,150	30 Sept 2025

1. Performance conditions for awards granted on 30 September 2020 and 26 February 2021 are disclosed on page 60. The awards are expected to vest at 100%.
2. Performance conditions for awards granted on 30 September 2021 are disclosed in the 2021/22 financial year Annual Report and Accounts.
3. Performance conditions for awards granted on 30 September 2022 are disclosed on page 60.
4. Awards vested during the year are disclosed in the 2021/22 financial year Annual Report and Accounts.

Dilution (unaudited information)

Awards under the Company's discretionary schemes which may be satisfied by a new issue of shares must not exceed 5.0% of the Company's issued share capital in any rolling ten year period and the total of all awards satisfied via new issue shares under all plans (both discretionary and all-employee) must not exceed 10.0% of the Company's issued share capital in any rolling ten year period.

At 30 June 2023, the headroom under the Company's 5.0% and 10.0% limits was 696,364 and 3,650,809 shares respectively, out of an issued share capital of 88,168,807 shares.

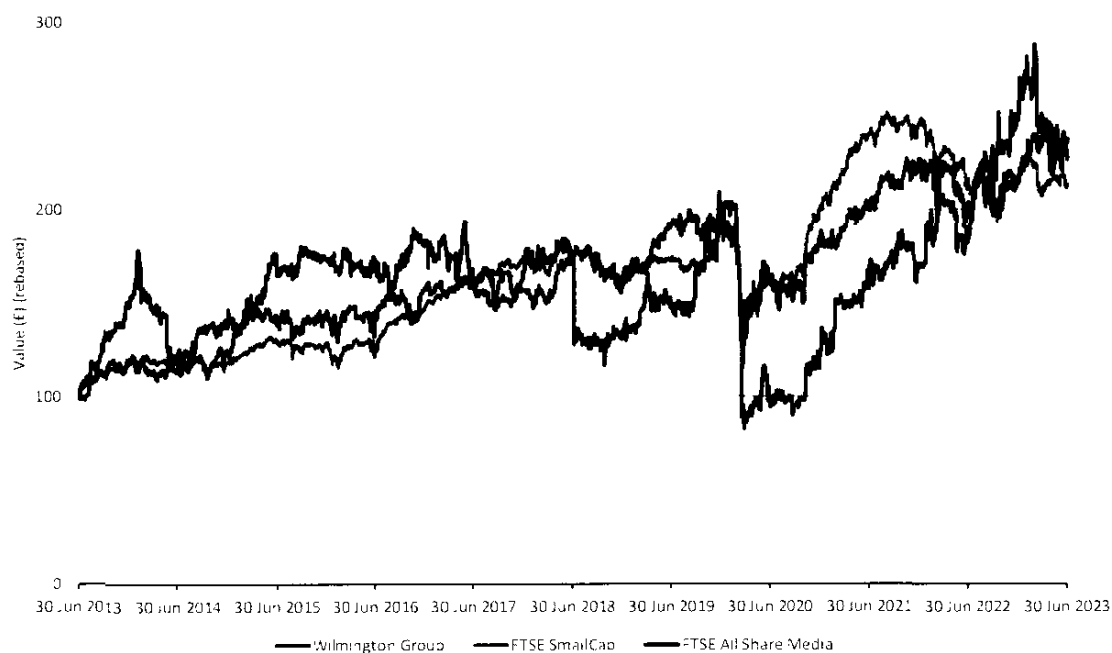
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Payments for loss of office (audited information)

No payments for loss of office were made during the year.

Performance graph and table (unaudited information)

The following graph shows, for the year ended 30 June 2023 and for each of the previous nine years, the total shareholder return on a holding of the Company's ordinary shares compared with a hypothetical holding of shares of the same kind and number as those by reference to which the FTSE All-Share Media Index and the FTSE Small Cap Index are calculated. These indices have been chosen as the appropriate comparators because the Committee believes they contain the most comparable companies against which to appraise the Company's share performance.



Chief Executive Officer single figure (unaudited information)

	Total remuneration £'000	Annual bonus as a % of maximum opportunity %	PSP as a % of maximum number of shares %
2022/23 Mark Milner	1,630	59.0%	100.0%
2021/22 Mark Milner	1,066	100.0%	40.7%
2020/21 Mark Milner	769	100.0%	—
2019/20 Mark Milner	389	—	—
2018/19 Pedro Ros	398	21.8%	33.3%
2017/18 Pedro Ros	565	—	60.9%
2016/17 Pedro Ros	814	61.7%	84.1%
2015/16 Pedro Ros	677	73.1%	—
2014/15 Pedro Ros	671	78.5%	—
2013/14 Charles J Brady	943	88.6%	91.8%

Percentage change in remuneration of Directors and employees (unaudited information)

The year-on-year percentage change in salary, taxable benefits and annual bonus on a rolling basis, for the Executive and Non-Executive Directors and employees of the Company on a full-time equivalent basis. The average employee change has been calculated by reference to the mean of employee pay over the same period.

		Average employee	Mark Milner	Guy Millward ¹	Martin Morgan	Paul Dollman	Helen SachdevMacpherson ¹	William
Salary/fees	2022/23	9%	8%	5%	9%	12%	5%	5%
	2021/22	1%	5%	2%	0%	0%	0%	0%
	2020/21	0%	5%	0%	6%	4%	4%	0%
Taxable benefits ²	2022/23	0%	0%	0%	0%	0%	0%	0%
	2021/22	0%	(20%)	4%	0%	0%	0%	0%

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	2020/21	0%	34%	0%	0%	0%	0%	0%
Annual bonus	2022/23	7%	(36)%	(38)%	0%	0%	0%	0%
	2021/22	21%	31%	27%	0%	0%	0%	0%
	2020/21	60%	100%	0%	0%	0%	0%	0%

1. In order to provide meaningful comparison with remuneration for 2021/22, Guy Millward and William Macpherson's remuneration for 2020/21 has been annualised, to reflect the fact that both joined the Board during the year ended 30 June 2021.
2. The decrease in taxable benefits in the year 2021/22 awarded to Mark Milner relates to the grant of SAYE options in 2020/21.

The increase in average employee salary and fees in the year reflects an average salary increase for continuing employees offset by the impact of restructuring and vacancies. The increase in Directors' salaries in the year reflects a holistic view of performance and other factors as outlined in the Remuneration Committee Chair's statement on pages 52 to 53. See previous Directors' Remuneration reports for explanations as regards the percentage change in salary, taxable benefits and annual bonus in respect of previous years.

Relative importance of spend on pay (unaudited information)

The difference in actual expenditure between 2021/22 and 2022/23 on remuneration for all employees in comparison to distributions to shareholders by way of dividend is detailed in the table below. The significant increase in distributions to shareholders by way of a dividend is primarily due to the final 2020 dividend being withheld in response to ongoing uncertainty around the impacts of the Covid-19 pandemic, dividends are still below their pre-Covid-19 level, wages and salaries are not. There were no share buybacks during the year.

	2022/23 £'000	2021/22 £'000	Change %
Expenditure on remuneration for all employees	48,060	47,374	1%
Distributions to shareholders by way of a dividend	7,462	5,492	36%

CEO pay ratio

The following table discloses the ratios between the single total figure of remuneration ('STFR') of the Chief Executive Officer for 2020/21 and 2021/22 and the lower quartile, median and upper quartile pay of Wilmington's UK employees for those years. The STFR of employees at each quartile has been calculated on a full-time equivalent basis as at the final day of the relevant financial year. Wilmington is committed to ensuring competitive pay for all colleagues.

	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2022/23	Option B	54:1	41:1	22:1
2021/22	Option B	40:1	24:1	14:1
2020/21	Option B	28:1	21:1	13:1

Single total figures of remuneration used to calculate the above ratio

Single total figures of remuneration used to calculate the above ratio									
		CEO		25 th percentile pay ratio		Median pay ratio		75 th percentile pay ratio	
		Total pay and benefits	Total salary	Total pay and benefits	Total salary	Total pay and benefits	Total salary	Total pay and benefits	Total salary
Method		£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
2022/23	Option B	1,630	397	30	28	40	37	73	60

Reporting regulations offer three methodologies to calculate the CEO pay ratio – Options A, B and C. The above table has been calculated by adopting Option B, which was determined as the most appropriate methodology for Wilmington. It was decided that Option B would be the most appropriate approach as Wilmington had already completed a comprehensive analysis of UK employees for the purpose of gender pay gap reporting. As such, the most recent gender pay gap data, due to be published in September 2023, was used to determine the employees at the 25th percentile, median and 75th percentile. A single total figure of remuneration was then calculated for each of the relevant employees using a consistent approach to the calculation of the single total figure of remuneration for the Chief Executive Officer on page 58 based on remuneration as at 30 June 2023. For example, variable bonus payments and employer pension contributions were added to the gender pay data to ensure the STFR reflected all relevant remuneration received in respect of the year ended 30 June 2023. The pay data for a sample of employees at each percentile was then reviewed for accuracy and consistency and as such, Wilmington believes the selected employees are reasonably representative of the 25th, median, and 75th percentiles.

It is expected that the CEO pay ratio has the potential to vary considerably year-on-year due to the significant variable remuneration element included. 100% of the PSP award granted to the CEO on 30 September 2020 will vest on 30 September 2023 in respect of three-year performance to 30 June 2023. No PSP award was capable of vesting in respect of three year performance ended 30 June 2021 for the CEO. This variance in PSP vesting is the primary reason for an increase in the ratio relating to the year ended 30 June 2023.

Governance – Wilmington plc 30 June 2023

The Company believes that the median pay ratio is consistent with the pay, reward and progression policies for the Company's UK employees as a whole.

Implementation of the policy for the year ending 30 June 2024 (unaudited information)

The Committee Chair's statement on pages 52 and 53 describes how the policy will be implemented for the year ending 30 June 2024.

Details of the Remuneration Committee, advisors to the Committee and their fees (unaudited information)

Details of the Directors who were members of the Committee during the year are disclosed on page 64. The Committee has also received assistance from the Chief Executive Officer with respect to the remuneration of the other Executive Director and on the Company's Remuneration Policy more generally. He is not in attendance when his own remuneration is discussed.

During the year, the Committee received independent advice from the following external consultants:

	2022/23 £'000
Committee's advisors	
Aon Hewitt Limited provided advice to the Committee on performance analysis.	4
Deloitte LLP provided advice to the Committee on executive remuneration, including annual bonus performance measures.	5

Deloitte LLP was appointed by the Committee in 2013; the Group also engages Deloitte LLP to provide advice in relation to the Company's share plans. Deloitte is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the Code of Conduct in relation to executive remuneration consulting in the UK. Aon Hewitt Limited was appointed by the Committee in previous years. The Committee took into account the Remuneration Consultants Group's Code of Conduct when reviewing the appointment of Aon Hewitt Limited and Deloitte LLP.

The Committee is satisfied that all advice received was objective and independent.

Details of the attendance of the Committee are set out in the table below:

Committee member	Member since	Committee meetings attended	Committee meetings eligible to attend
Helen Sachdev (Committee Chair)	April 2020	3	3
Martin Morgan	May 2018	3	3
Paul Dollman	September 2015	3	3
William Macpherson	February 2021	3	3

Statement of voting at general meeting (unaudited information)

At the Annual General Meeting held on 23 November 2022 the Annual Report on remuneration received the following votes from shareholders:

Annual Report on remuneration	Total number of votes	% of votes cast
For	69,715,844	97.79%
Against	1,572,641	2.21%
Total votes cast (for and against)	71,288,485	
Votes withheld	885,400	
Total votes (including withheld votes)	72,173,885	

Governance – Wilmington plc 30 June 2023

Directors' report and other statutory information

The Directors present their report together with the audited consolidated financial statements for the year ended 30 June 2023. The Directors' report comprises page 65 and the sections of the Annual Report incorporated by reference are set out below which, taken together, contain the information to be included in the Annual Report, where applicable, under Listing Rule 9.8.4.

Board membership	p. 41
Dividends	p. 6
Directors' long term incentives	p. 54
Corporate governance report	p. 43
Future developments of the business of the Group	p. 4
Employee equality, diversity and involvement	p. 16
Events after the reporting period	p. 114
Subsidiaries of the Group	p. 100
Financial risk management	p. 102
Sustainability and greenhouse gas emissions	p. 15
S172 statement and stakeholder engagement	p. 13
Going concern	p. 84
Viability statement	p. 39

Notice concerning forward-looking statements

This Annual Report contains forward-looking statements. Although the Group believes that the expectations reflected in such forward-looking statements are reasonable, these statements are not guarantees of future performance and are subject to a number of risks and uncertainties and actual results and events could differ materially from those currently being anticipated as reflected in such forward-looking statements.

The terms 'expect', 'estimate', 'forecast', 'target', 'believe', 'should be', 'will be' and similar expressions are intended to identify forward-looking statements. Factors which may cause future outcomes to differ from those foreseen in forward-looking statements include, but are not limited to, those identified under 'Principal risks and uncertainties' on pages 27 to 33 of this Annual Report.

The forward-looking statements contained in this Annual Report speak only as of the date of publication of this Annual Report and the Group therefore cautions readers not to place undue reliance on any forward-looking statements. Except as required by any applicable law or regulation, the Group expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Group's expectations or any change in events, conditions or circumstances on which any such statement is based.

General information

The Company is public limited and is incorporated and domiciled in the UK. The Company is listed on the main market of the London Stock Exchange. The Company's registered address is 10 Whitechapel High Street, London E1 8QS.

Branches outside the UK

The Group does not operate any branches outside the UK.

Research and development activities

The Group invests in research and development to support the development of its businesses which can rely on technology to deliver their data, information, education and training services. An example of investments undertaken in the year is the Digital Transformation project.

Political donations

No political donations were made during the year (2022: £nil).

Directors and Directors' interests

All Directors are equally accountable for the proper stewardship of the Company's affairs. Executive and Non-Executive Directors offer themselves for election or re-election at each Annual General Meeting as a result of the Company deciding to adopt best practice guidelines and the 2018 UK Corporate Governance Code, located on the FRC's website at www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code.

Details of the remuneration, service contracts, letters of appointment and interests in the share capital of the Company for the Directors who have served during the year are set out in the Directors' remuneration report on pages 52 to 64.

As disclosed in note 24 none of the Directors had any material interest in any contract, other than an employment contract, that was significant in relation to the Group's business at any time during the year.

Governance – Wilmington plc 30 June 2023

Directors' third-party indemnity provisions

To reduce the possibility of the Company incurring expenses which might arise from the need to indemnify a Director or Officer from claims made against them or the cost associated with their defence, the Group has in place Directors' and Officers' qualifying third-party liability insurance as permitted by the Companies Act 2006, which has been in force throughout the financial year and up to the date of approval of these financial statements.

Inclusivity and employee engagement

The Group's recruitment policy ensures that all job applications are reviewed on a fair basis free from discrimination. This policy aligns strongly to our work to embed an inclusive culture across the Group, and to our accessibility agenda as set out in the Sustainability report on page 15. The policy includes provision to ensure that any candidate or employee who has or develops a disability, long term health condition or impairment is considered fairly in our recruitment and career progression processes. The Group also has a policy to ensure that it makes reasonable adjustments for all candidates or employees to reflect their needs and allow them to participate fully, develop and thrive in our business.

Please refer to the Section 172 statement on page 13 for information regarding actions taken during the year to maintain employee engagement.

Financial instruments

An explanation of the Group's treasury policies and existing financial instruments is set out in note 17 of the financial statements.

Purchase of own shares and sale of treasury shares

The Group has, in previous years, purchased its own shares and holds such shares in treasury. 60,762 shares held in treasury were used to satisfy the Company's obligations under the SAYE Plan during the year. At 30 June 2023, 5,208 shares were held in treasury (2022: 65,970), which represents 0.1% (2022: 0.1%) of the share capital of the Company.

In October 2022 Wilmington issued 340,052 ordinary voting shares to satisfy the Company's obligations under its Performance Share Plan.

Contracts of significance with shareholders

The Company and its subsidiary undertakings do not have any contractual or other arrangements with any continuing shareholders which are essential to the business of the Company.

Takeover directive disclosures

As at 30 June 2023, the Company had only one authorised class of share, namely ordinary shares of 5p each, of which there were in issue 88,168,807 (2022: 87,828,755). There are no special arrangements or restrictions relating to any of these shares, whether in terms of transfers, voting rights, or relating to changes in control of the Company. The Company does not have any special rules in place regarding the appointment and replacement of Directors, or regarding amendments to the Company's articles of association.

Subject to various conditions, if the Company is taken over, all share awards and options will vest and may be exercised.

Except for share awards and options described above there are no special conditions or agreements in place which would take effect, alter or terminate in the event of a takeover.

Apart from the interests of the Directors disclosed in the Directors' remuneration report and the substantial interests listed on page 48 there are no individuals or entities with significant holdings, either direct or indirect, in the Company.

Annual General Meeting

A separate notice convening the Annual General Meeting of the Company to be held at the head office, 10 Whitechapel High Street, London E1 8QS, on 22 November 2023 will be circulated to shareholders with this Annual Report and financial statements. Grant Thornton UK LLP, the Group's auditors, have indicated their willingness to continue in office and, on the recommendation of the Audit Committee and in accordance with Section 489 of the Act, a resolution to re-appoint them will be put to the 2023 AGM.

Governance – Wilmington plc 30 June 2023

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with UK adopted international accounting standards (UK-adopted International Accounting Standards). 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 and profit or loss of the Company and Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- state whether applicable IFRSs as adopted by the United Kingdom have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements and the Directors' remuneration report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The Directors are responsible for preparing the Annual Report in accordance with applicable law and regulations. Having taken advice from the Audit Committee, the Directors consider the Annual Report and the financial statements, taken as a whole, provides the information necessary to assess the Company's performance, business model and strategy and is fair, balanced and understandable.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

To the best of our knowledge:

- the Group financial statements, prepared in accordance with IFRSs as adopted by the United Kingdom, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Strategic report and Directors' report include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

Approved on behalf of the Board by:

Guy Millward
Chief Financial Officer
22 September 2023



Financial Statements – Wilmington plc 30 June 2023

Independent auditors' report

Opinion

Our opinion on the financial statements is unmodified

We have audited the financial statements of Wilmington plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2023, which comprise the consolidated income statement, the consolidated statement of comprehensive income, the Group and Company balance sheets, the Group and Company statements of changes in equity, the Group and Company cash flow statements and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent company's affairs as at 30 June 2023 and of the group's profit 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-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

Our evaluation of the directors' assessment of the group's and the parent company's ability to continue to adopt the going concern basis of accounting included:

- evaluating the Group's and the parent company's cash position and performance throughout the year, considering the parent company's ability to pay dividends, concluding that the Group's and the parent company's ability to continue as a going concern was not a significant risk;
- obtaining management's base case forecasts for the going concern period to 30 September 2024 and evaluating their integrity and suitability as a basis for management to assess going concern;
- assessing mathematical accuracy of management's forecasts, and corroborating to supporting documentation and board approval where appropriate;
- challenging the key inputs underpinning the forecasts including agreeing the opening net cash position as 30 June 2023 to audited balances;
- following the cancellation of the Group's loan facility on 8 August 2023, the focus of the audit team's assessment shifted from covenant compliance to liquidity, reviewing forecast cash reserves throughout the going concern period and challenging the underlying assumptions;
- considering the severity and plausibility of management's downside scenarios, and evaluating the assumptions regarding revenue reductions and increased costs under each of these scenarios;

Financial Statements – Wilmington plc 30 June 2023

- considering the severity and plausibility of management's reverse stress test scenario prepared to identify the conditions which would result in the exhaustion of cash reserves, and evaluating the mitigating actions available to management;
- assessing whether the assumptions are consistent with our understanding of the business obtained during the course of the audit and the changing external circumstances arising from the global economic environment;
- evaluating the accuracy of management's historical forecasting and the impact of this on management's assessment;
- inspecting unaudited post year end performance data and minutes of meetings of the board of directors and all of its committees to corroborate that any relevant post-year end events have been factored into management's forecasts; and
- evaluating the appropriateness and adequacy of disclosures in respect of going concern made in the financial statements.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including effects arising from macro-economic uncertainties such as the wider recessionary and inflationary environment, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the group's and the parent company's financial resources or ability to continue operations over the going concern period.

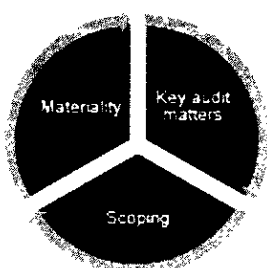
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the group's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our approach to the audit



Overview of our audit approach

Overall materiality

Group: £1,080,000, which represents 5% of the Group's normalised profit before tax, determined at the planning stage of the audit.

Parent company: £594,000, which represents 1% of the parent company's total assets capped at its component materiality, being 55% of Group materiality.

Key audit matters were identified as:

- Occurrence and accuracy of revenue recognition and completeness of deferred revenue within complex revenue streams (new in the current year)
- Valuation of goodwill associated with the Compliance Week cash-generating unit (new in the current year)

Our auditor's report for the year ended 30 June 2022 included a key audit matter entitled 'Recognition of Revenue' with the risk being highest in the final quarter of the year. The key audit matter in the current year is focussed on to the occurrence and accuracy of revenue recognition and completeness of deferred revenue within complex revenue streams.

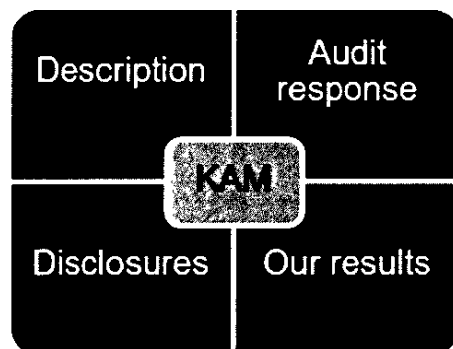
We performed full scope audit procedures on the financial statements of Wilmington plc and on the financial information of Wilmington Shared Services Limited, Wilmington Healthcare Limited, Axco Insurance Information Services Limited, International Compliance Training Limited, Mercia Group Limited and Wilmington FRA Inc.

Full scope or specified audit procedures were performed on the financial information of components representing 75% of the Group's revenue and 63% of the Group's profit before tax.

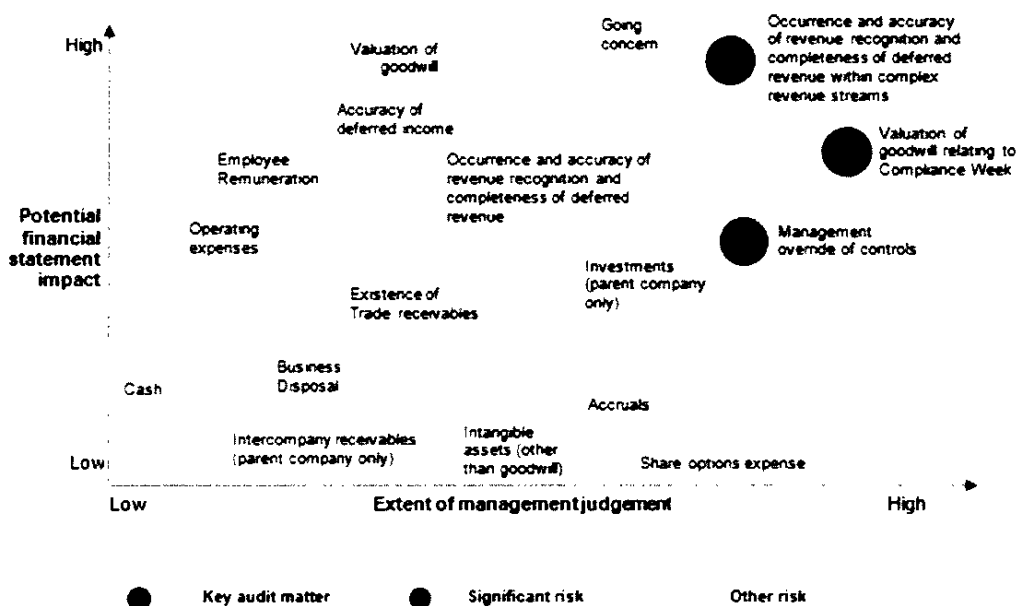
Financial Statements – Wilmington plc 30 June 2023

Key audit matters

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



In the graph below, we have presented the key audit matters, significant risks and other risks relevant to the audit.



Key Audit Matter – Group

Occurrence and accuracy of revenue recognition and completeness of deferred revenue within complex revenue streams

The Group has reported revenues of £123.5m (2022: £121.0m), and deferred revenue at the year-end of £33.7m (2022: £31.4m).

Under International Standard on Auditing (UK) 240 'The Auditor's Responsibilities Relating to Fraud in an Audit of Financial Statements', there is a presumption that there are risks of fraud in revenue recognition.

We identified the occurrence and accuracy of revenue recognition as one of the most significant assessed risks of material misstatement due to fraud. Linked to this is a significant risk over the

How our scope addressed the matter – Group

In responding to the key audit matter, we performed the following audit procedures:

- assessed the design effectiveness of controls related to revenue;
- assessed the revenue accounting policies against the criteria of International Financial Reporting Standard ('IFRS') 15 'Revenue from Contracts with Customers' to determine appropriate recognition and treatment of revenue;
- selected a sample of revenue transactions in the year and agreed to underlying support (such as signed customer contracts) to

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Key Audit Matter – Group	How our scope addressed the matter – Group
<p>completeness of deferred revenue at the year-end.</p> <p>The nature of the Group's revenue involves the delivery of services which are recognised either at a point in time, or evenly over time. The audit team's assessment is that the vast majority of revenue transactions are non-complex with no judgement applied over the amount recorded. Revenue recognised equates to the value of the service, spread evenly over the period of each contract.</p> <p>However, there are more complex revenue streams within the Group component, Wilmington Healthcare Limited ("WHC") and a single revenue stream in Mercia Group Ltd ("MCA"), where revenue is recognised based on stage of completion. Management also cannot accurately disaggregate the total revenue within WHC between the different revenue streams. This may give rise to an incentive and opportunity to manipulate the amount of revenue and deferred revenue recognised in the year.</p> <p>We have therefore focussed our significant fraud risk on revenue to the occurrence and accuracy of revenue recognised in WHC, and the occurrence and accuracy of the specific revenue stream in MCA.</p> <p>There is also an associated risk relating to the completeness of deferred revenue relating to WHC.</p>	<p>corroborate key information used in determining recognition of revenue and deferred revenue balances;</p> <ul style="list-style-type: none"> for each sample item, calculated an expected amount of revenue based on contract terms to confirm that revenue has been accurately recognised in the year and the amount deferred at the balance sheet date was accurately calculated based on the progress of the contract; and tested prior period deferred income balances by comparing a sample of items to the current year revenue listing to determine whether the correct amount of revenue was recognised in the current year.
<p>Relevant disclosures in the Annual Report and Financial Statements for the year ended 30 June 2023</p> <ul style="list-style-type: none"> Financial statements: Note 3, Revenue Audit committee report: Revenue Recognition 	<p>Our results</p> <p>Based on our audit work, we did not identify material misstatements in relation to the occurrence and accuracy of revenue recognised or the completeness of deferred revenue.</p>
<p>Valuation of goodwill associated with the Compliance Week cash-generating unit</p> <p>We identified valuation of goodwill associated with the Compliance Week cash generating unit (CGU) as one of the most significant assessed risks of material misstatement due to error.</p> <p>In accordance with International Accounting Standard ('IAS') 36 'Impairment of Assets', goodwill is subject to an annual impairment test.</p> <p>The Group holds £60.5m of goodwill on its balance sheet, including £4.7m relating to the Compliance Week CGU.</p> <p>We performed a risk assessment across all CGUs in the Group to identify any individual CGUs which showed indicators of impairment or low headroom. We identified that the carrying value of the goodwill intangible asset associated with the Compliance Week CGU is a significant risk. This was based on multiple risk factors, namely:</p> <ul style="list-style-type: none"> the low headroom for this CGU; the sensitivity of the carrying value to key assumptions, and 	<p>In responding to the key audit matter, we performed the following audit procedures:</p> <ul style="list-style-type: none"> obtained management's impairment assessment model for Compliance Week and tested the mathematical accuracy; assessed the appropriateness of the asset amounts included in the carrying value of this CGU by agreeing to underlying accounting records; obtained and challenged the key assumptions relating to the Compliance Week cash flow forecasts, including short and medium-term growth rates, and contribution margins; evaluated the appropriateness of the growth rates applied within the cash flow forecasts, by reference to industry and market data; tested the accuracy of management's historic forecasting for this CGU through a comparison of budget to actual data; assessed the discount rate applied to the forecast cash flows for this CGU, including an

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Key Audit Matter – Group	How our scope addressed the matter – Group
<ul style="list-style-type: none"> the level of management judgement included in the inputs into the impairment calculation, such as the rate used to discount future cash flows, the cash flow forecasts and the growth rates. 	<ul style="list-style-type: none"> assessment by our valuation specialists, and benchmarking the rate against that used by competitors; performed sensitivity analysis on the value-in-use calculation prepared by management; and assessed the accuracy and completeness of financial statement disclosures relating to the impairment of goodwill for Compliance Week, and the sensitivity of this impairment to key variables.
Relevant disclosures in the Annual Report and Financial Statements for the year ended 30 June 2023 <ul style="list-style-type: none"> Financial statements: Note 11, Goodwill Audit Committee report: Goodwill 	Our results <p>Based on our audit work, we did not identify material misstatements in relation to the valuation of goodwill associated with Compliance Week CGU.</p>

We did not identify any key audit matters relating to the audit of the financial statements of the parent company.

Our application of materiality

We apply the concept of materiality both in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements and in forming the opinion in the auditor's report.

Materiality was determined as follows:

Materiality measure	Group	Parent company
Materiality for financial statements as a whole	We define materiality as the magnitude of misstatement in the financial statements that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of these financial statements. We use materiality in determining the nature, timing and extent of our audit work.	
Materiality threshold	£1,080,000, which is 5% of the Group's normalised profit before tax, determined at the planning stage the audit.	£594,000, which represents 1% of the parent company's total assets capped at its component materiality, which is 55% of Group materiality.
Significant judgements made by auditor in determining materiality	<p>In determining materiality, we made the following significant judgements:</p> <ul style="list-style-type: none"> Normalised profit before tax was considered the most appropriate benchmark because the movement in profit before tax continues to exhibit a strong correlation with the activity of the business. The impact of any material non-recurring items were removed, namely the gain on disposal in the year. We then determined materiality at 5% of this normalised profit before tax amount. <p>Materiality for the current year is higher than the level that we determined for the year ended 30 June 2022 due to the greater</p>	<p>In determining materiality, we made the following significant judgements:</p> <ul style="list-style-type: none"> Total assets was considered the most appropriate benchmark because the parent company's purpose is to hold material investments in its subsidiary companies and in the amounts receivable from subsidiary companies, and as it does not trade. Parent company materiality was initially determined at 1% of total assets, however this has been capped at its component materiality of £594,000 to provide sufficient assurance at the Group level. <p>Materiality for the current year is higher than the level that we determined for the year ended 30</p>

Financial Statements – Wilmington plc 30 June 2023

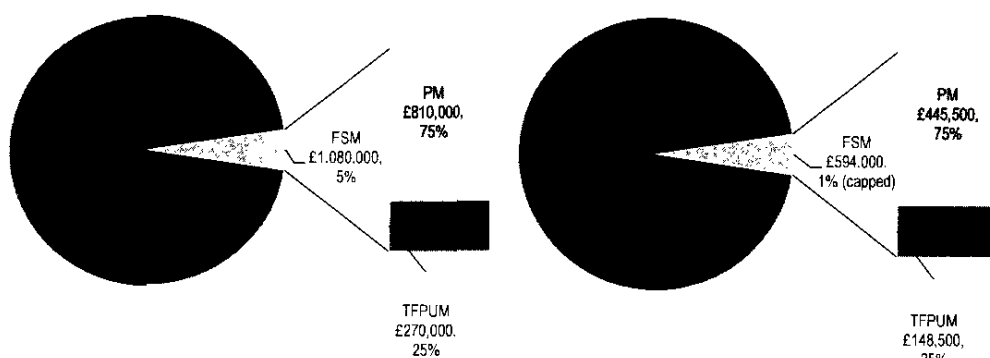
Materiality measure	Group	Parent company
	normalised profit that was incurred in the current period.	June 2022 to reflect the increase in the parent company's total assets in the current year and the capping at 55% of Group materiality referred to above, which was higher this year.
Performance materiality used to drive the extent of our testing	We set performance materiality at an amount less than materiality for the financial statements as a whole to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.	
Performance materiality threshold	£810,000, which is 75% of financial statement materiality.	£445,500, which is 75% of financial statement materiality.
Significant judgements made by auditor in determining performance materiality	<p>In determining performance materiality, we made the following significant judgements:</p> <ul style="list-style-type: none"> • Our experience with auditing the financial statements of the Group in previous years – based on the number and quantum of identified misstatements in the prior year audit and management's attitude to correcting identified misstatements; • Our assessment of the strength and effectiveness of the control environment; and • The number of components within the Group and the extent of audit procedures planned and performed at these components. 	<p>In determining performance materiality, we made the following significant judgements:</p> <ul style="list-style-type: none"> • Our experience with auditing the financial statements of the parent company in previous years – based on the number and quantum of identified misstatements in the prior year audit and management's attitude to correcting identified misstatements; and • Our assessment of the strength and effectiveness of the control environment.
Specific materiality	We determine specific materiality for one or more particular classes of transactions, account balances or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.	
Specific materiality	<p>We determined a lower level of specific materiality for the following areas:</p> <ul style="list-style-type: none"> • Related party transactions; and • Directors' remuneration. 	<p>We determined a lower level of specific materiality for the following areas:</p> <ul style="list-style-type: none"> • Related party transactions; and • Directors' remuneration.
Communication of misstatements to the audit committee	We determine a threshold for reporting unadjusted differences to the audit committee.	
Threshold for communication	£54,000 and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.	£29,700 and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.

The graph below illustrates how performance materiality interacts with our overall materiality and the tolerance for potential uncorrected misstatements.

Overall materiality – Group

Overall materiality – Parent company

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FSM: Financial statements materiality, PM: Performance materiality, TFPUM: Tolerance for potential uncorrected misstatements

An overview of the scope of our audit

We performed a risk-based audit that requires an understanding of the group's and the parent company's business and in particular matters related to:

Understanding the group, its components, and their environments, including group-wide controls

- obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the group level;
- evaluation of the design and implementation of controls over the financial reporting systems and the effectiveness of the control environment as part of our risk assessment; and
- evaluation by the Group engagement team of identified components to assess the significance of each component and to determine the planned audit response based on a measure of materiality.

Identifying significant components

- in setting our audit scope we assessed qualitative and quantitative factors to identify components which are significant to the Group;
- with regards to quantitative measures, we determined any individual component with significant contribution to consolidated revenues or consolidated underlying profit or loss before tax to be financially significant to the Group;
- other significant components were identified as Wilmington plc and Wilmington Shared Services Limited, based on qualitative factors. Wilmington Healthcare Limited was also identified as a financially significant component due to quantitative factors. These three components were subject to full scope audit procedures and represent 17% of the Group's revenue and 19% of the Group's profit before tax. All work in relation to these components was performed by the Group engagement team;
- four further components were identified as not being financially significant but material and therefore subject to full scope audit procedures, being International Compliance Training Limited, Axco Insurance Information Services Limited, Mercia Group Limited and Wilmington FRA Inc. All work in relation to these components was performed by the Group engagement team;
- two further components were identified for which specified audit procedures on specific balances were performed, being Wilmington Publishing & Information Limited and Bond Solon Training Limited. The work on these components was targeted according to the nature of the balances within these components. All work in relation to these components was performed by the Group engagement team.
- the remaining 24 components were subject to analytical procedures commensurate with their significance to the Group's results and financial position.

Type of work to be performed on financial information of parent and other components (including how it addressed the key audit matters)

- for the parent company and other financially significant components requiring full-scope audit procedures, we evaluated the design and implementation of controls over the financial reporting systems identified as part of our risk assessment and addressed critical accounting matters. We then undertook substantive testing on significant transactions and material account balances;
- for components identified as not being financially significant but still requiring full-scope audit procedures, the financial information of each component was subject to procedures that were performed to component materiality;

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- for components subject to specified audit procedures, audit procedures were performed on revenue balances to provide us with assurance for the related key audit matter of the recognition of revenue.

Performance of our audit

- work performed over full scope components and specified procedures components covered 75% of the Group's revenue and 63% of the Group's profit before tax; and
- the remaining components of the Group were subject to analytical procedures commensurate with their significance to the Group's results and financial position.

Communications with component auditors

- No work was undertaken by component auditors for Group audit purposes.

Changes in approach from previous period

- The subsidiary Axco Insurance Information Services Limited has been identified as not financially significant but still requiring a full scope audit in the current year, whereas it was identified as being financially significant in the previous year.
- The subsidiary Wilmington FRA Inc. has been identified as being not financially significant but material and therefore subject to a full scope audit in the current year, whereas it was identified as requiring specific audit procedures in the previous year.

Audit approach	No. of components	% coverage Revenue	% coverage Profit Before Tax
Full-scope audit	7	64%	63%
Specified audit procedures	2	11%	0%
Analytical procedures	24	25%	37%

Other information

The other information comprises the information included in the annual report⁸, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report¹⁸. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Our opinions on other matters prescribed by the Companies Act 2006 are unmodified

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or

⁸ The term used to describe the annual report should be the same as that used by the directors.
Wilmington plc Annual Report and Financial Statements 2023

Financial Statements – Wilmington plc 30 June 2023

- 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.

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified as set out on page 76;
- the directors' explanation as to their assessment of the group's prospects, the period this assessment covers and why the period is appropriate as set out on page 68;
- the director's statement on whether they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities as set out on page 76;
- the directors' statement on fair, balanced and understandable as set out on page 40;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks as set out on page 27;
- the section of the annual report that describes the review of the effectiveness of risk management and internal control systems as set out on page 27; and
- the section describing the work of the audit committee as set out on page 49.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities set out on page 67, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the legal and regulatory frameworks applicable to the Group and the parent company and the sector in which they operate. We determined that the following laws and regulations were most significant: UK-adopted international accounting standards, the Companies Act 2006, the Listing Rules, the UK Corporate Governance Code and UK corporate taxation laws.
- We obtained an understanding of how the Group and the parent company are complying with those legal and regulatory frameworks by making inquiries of management and of the Group's head of legal department. We corroborated our inquiries through our review of board minutes and papers provided to the Audit Committee.
- We assessed the susceptibility of the Group's and the parent company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the Group engagement team included:
 - identifying and assessing the design and implementation of controls management has in place to prevent and detect fraud;
 - obtaining an understanding of how those charged with governance considered and addressed the potential for override of controls or applied other inappropriate influence over the financial reporting process;

Financial Statements – Wilmington plc 30 June 2023

- challenging assumptions and judgements made by management in its significant accounting estimates;
- identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
- assessing the extent of compliance with the relevant laws and regulations.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- The engagement partner assessed whether the engagement team collectively had the appropriate competence and capabilities to identify and recognise non-compliance with laws and regulations through an assessment of the engagement team's:
 - understanding of, and practical experience with, audit engagements of a similar nature and complexity, through appropriate training and participation; and
 - knowledge of the industry in which the Group and parent company operate.
- Team communications in respect of potential non-compliance with laws and regulations and fraud included the potential for fraud in revenue recognition through manipulation of deferred income. This is also reported as a key audit matter in the key audit matters section of our report, where the matter and specific procedures performed in response to this matter are described in more detail.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters which we are required to address

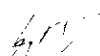
We were appointed by the Board on 23 November 2022 on to audit the financial statements for the year ending 30 June 2023. Our total uninterrupted period of engagement is 5 years, covering the years ended 30 June 2019 to 30 June 2023.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Sergio Cardoso

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

London

22 September 2023

Financial Statements – Wilmington plc 30 June 2023

Consolidated income statement for the year ended 30 June 2023

	Notes	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Continuing operations			
Revenue	3	123,497	121,028
Operating expenses before amortisation of intangibles excluding computer software, impairment and adjusting items		(99,391)	(99,407)
Impairment of property, plant and equipment		—	(597)
Amortisation of intangible assets excluding computer software	4b	(2,381)	(2,368)
Adjusting items	4b	(147)	(66)
Operating expenses	5	(101,919)	(102,438)
Other income – gain on disposal of subsidiaries	10	2,212	16,329
Other income – gain on disposal of property, plant and equipment		—	1,289
Other income – net gain on financing activities		—	840
Operating profit		23,790	37,048
Finance income	6	478	113
Finance expense	6	(246)	(1,041)
Profit before tax		24,022	36,120
Taxation	7	(3,827)	(3,295)
Profit for the year attributable to owners of the parent		20,195	32,825
Earnings per share:			
Basic (p)	9	22.94	37.46
Diluted (p)	9	22.38	36.98

The notes on pages 84 to 114 are an integral part of these consolidated financial statements.

Financial Statements – Wilmington plc 30 June 2023

Consolidated statement of comprehensive income for the year ended 30 June 2023

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Profit for the year	20,195	32,825
Other comprehensive (expense)/income:		
Items that may be reclassified subsequently to the income statement		
-Currency translation differences	(991)	2,353
-Fair value movements of net investment hedges, net of tax	—	(193)
Other comprehensive (expense)/income for the year, net of tax	(991)	2,160
Total comprehensive income for the year attributable to owners of the parent	19,204	34,985

Items in the statement above are disclosed net of tax. The income tax relating to each component of other comprehensive income is disclosed in note 7. The notes on pages 84 to 114 are an integral part of these financial statements.

Financial Statements – Wilmington plc 30 June 2023

Balance sheets

as at 30 June 2023

		Group		Company	
	Notes	2023 £'000	2022 £'000	2023 £'000	2022 £'000
Non-current assets					
Goodwill	11	60,561	61,128	—	—
Intangible assets	12	5,734	9,427	—	—
Property, plant and equipment	13	7,015	6,876	3,384	4,108
Investment in subsidiaries	14	—	—	49,420	49,420
Deferred consideration receivable		1,152	1,448	—	—
Deferred tax assets	18	925	1,041	845	504
		75,387	79,920	53,649	54,032
Current assets					
Trade and other receivables	15	27,391	27,097	114,857	118,741
Deferred consideration receivable		752	250	351	—
Current tax assets		—	1,262	—	—
Cash and cash equivalents		42,173	19,785	27,483	15,734
Assets of disposal group held for sale		—	1,450	—	—
		70,316	49,844	142,691	134,475
Total assets		145,703	129,764	196,340	188,507
Current liabilities					
Trade and other payables	16	(55,966)	(50,258)	(66,510)	(53,314)
Lease liabilities	21	(975)	(648)	(202)	(118)
Current tax liabilities		(44)	—	(170)	(170)
Provisions	22	(307)	(307)	—	—
Liabilities of disposal group held for sale		—	(1,332)	—	—
		(57,292)	(52,545)	(66,882)	(53,602)
Non-current liabilities					
Lease liabilities	21	(6,235)	(6,862)	(4,445)	(6,107)
Deferred tax liabilities	18	(607)	(2,040)	—	—
Provisions	22	(921)	(1,228)	—	—
		(7,763)	(10,130)	(4,445)	(6,107)
Total liabilities		(65,055)	(62,675)	(71,327)	(59,709)
Net assets		80,648	67,089	125,013	128,798
Equity					
Share capital	19	4,408	4,391	4,408	4,391
Share premium	19	45,553	45,553	45,553	45,553
Treasury and ESOT reserves	19	(786)	(1,093)	(30)	(183)
Share based payments reserve		2,635	2,141	2,635	2,141
Translation reserve		3,431	4,422	—	—
Retained earnings		25,407	11,675	72,447	76,896
Total equity		80,648	67,089	125,013	128,798

Wilmington plc, the parent company, recorded a profit of £2,014,000 (2022: £14,959,000) during the year.

The notes on pages 84 to 114 are an integral part of these consolidated financial statements. The financial statements on pages 78 to 114 were approved and authorised for issue by the Board and signed on their behalf on 22 September 2023.

Mark Milner
Mark Milner
 Chief Executive Officer

Guy Millward
Guy Millward
 Chief Financial Officer

Registered number: 03015847

Financial Statements – Wilmington plc 30 June 2023

Statements of changes in equity for the year ended 30 June 2023

Group	Share capital, share premium, treasury shares and ESOT shares (note 19) £'000	Share based payments reserve £'000	Translation reserve £'000	Retained earnings £'000	Total equity £'000
At 1 July 2021	48,904	1,390	2,069	(15,696)	36,667
Profit for the year	—	—	—	32,825	32,825
Other comprehensive income/(expense) for the year	—	—	2,353	(193)	2,160
	48,904	1,390	4,422	16,936	71,652
Transactions with owners:					
Dividends paid	—	—	—	(5,492)	(5,492)
Performance share plan awards vesting settled via ESOT	84	(105)	—	21	—
ESOT share purchases	(371)	—	—	—	(371)
Sale of treasury shares	49	—	—	—	49
Purchase of treasury shares	(154)	—	—	—	(154)
Issue of share capital	11	—	—	—	11
Issue of share premium	328	—	—	—	328
Save As You Earn options settlement	—	(180)	—	152	(28)
Share based payments	—	1,036	—	—	1,036
Tax on share based payments	—	—	—	58	58
At 30 June 2022	48,851	2,141	4,422	11,675	67,089
Profit for the year	—	—	—	20,195	20,195
Other comprehensive expense for the year	—	—	(991)	—	(991)
	48,851	2,141	3,431	31,870	86,293
Transactions with owners:					
Dividends paid	—	—	—	(7,462)	(7,462)
Issue of share capital	17	—	—	—	17
Performance share plan awards vesting	—	(717)	—	854	137
Save As You Earn options settlement via ESOT	154	(11)	—	(16)	127
Save As You Earn options settlement via treasury shares	153	—	—	(64)	89
Share based payments	—	1,222	—	—	1,222
Tax on share based payments	—	—	—	225	225
At 30 June 2023	49,175	2,635	3,431	25,407	80,648

Financial Statements – Wilmington plc 30 June 2023

	Share capital, share premium and treasury shares (note 19) £'000	Share based payments reserve £'000	Retained earnings £'000	Total £'000
Company				
At 1 July 2021	49,527	1,390	67,198	118,115
Profit for the year	—	—	14,959	14,959
	49,527	1,390	82,157	133,074
Transactions with owners:				
Dividends paid	—	—	(5,492)	(5,492)
Performance share plan awards vesting settled via ESOT	—	(105)	21	(84)
Sale of treasury shares	49	—	—	49
Purchase of treasury shares	(154)	—	—	(154)
Issue of share capital	11	—	—	11
Issue of share premium	328	—	—	328
Save As You Earn options settlement	—	(180)	152	(28)
Share based payments	—	1,036	—	1,036
Tax on share based payments	—	—	58	58
At 30 June 2022	49,761	2,141	76,896	128,798
Profit for the year	—	—	2,014	2,014
	49,761	2,141	78,910	130,812
Transactions with owners:				
Dividends paid	—	—	(7,462)	(7,462)
Issue of share capital	17	—	—	17
Performance share plan awards vesting	—	(717)	854	137
Save As You Earn options settlement via ESOT	—	(11)	(16)	(27)
Save As You Earn options settlement via treasury shares	153	—	(64)	89
Share based payments	—	1,222	—	1,222
Tax on share based payments	—	—	225	225
At 30 June 2023	49,931	2,635	72,447	125,013

The notes on pages 84 to 114 are an integral part of these consolidated financial statements.

Financial Statements – Wilmington plc 30 June 2023

Cash flow statements for the year ended 30 June 2023

	Notes	Group		Company	
		Year ended	Year ended	Year ended	Year ended
		30 June 2023 £'000	30 June 2022 £'000	30 June 2023 £'000	30 June 2022 £'000
Cash flows from operating activities					
Cash generated from/(used in) operations before adjusting items	26	33,205	24,570	19,331	(6,715)
Cash flows for adjusting items – operating activities		(375)	(342)	(375)	(342)
Cash flows from tax on share based payments		(2)	(4)	(2)	(4)
Cash generated from/(used in) operations		32,828	24,224	18,954	(7,061)
Interest received/(paid)		344	(479)	324	(318)
Tax paid		(3,268)	(3,397)	(2,906)	(2,393)
Net cash generated from/(used in) operating activities		29,904	20,348	16,372	(9,772)
Cash flows from investing activities					
Disposal of subsidiaries net of cash	10	1,549	22,792	—	—
Proceeds from sale of group entity		—	—	2,286	23,345
Deferred consideration received		250	250	—	—
Cash flows for adjusting items – investing activities		(6)	(43)	(6)	(43)
Purchase of property, plant and equipment		(461)	(440)	—	—
Proceeds from disposal of property, plant and equipment		13	3,493	—	3,439
Purchase of intangible assets		(595)	(1,292)	—	—
Net cash generated from investing activities		750	24,760	2,280	26,741
Cash flows from financing activities					
Dividends paid to owners of the parent		(7,462)	(5,492)	(7,462)	(5,492)
Cash received from sale of shares for share vesting		573	340	573	340
Share issuance costs		(14)	(28)	(14)	(28)
Purchase of shares by ESOT		—	(371)	—	—
Payment of lease liabilities		(2,109)	(3,752)	—	—
Cash flows for adjusting items – proceeds on disposal of interest rate swap		—	1,243	—	1,243
Decrease in bank loans		—	(21,198)	—	—
Net cash used in financing activities		(9,012)	(29,258)	(6,903)	(3,937)
Net increase in cash and cash equivalents, net of bank overdrafts		21,642	15,850	11,749	13,032
Cash and cash equivalents, net of bank overdrafts at beginning of the year		20,543	3,730	15,734	2,702
Exchange (loss)/gain on cash and cash equivalents		(12)	205	—	—
Cash classified as held for sale		—	758	—	—
Cash and cash equivalents, net of bank overdrafts at end of the year		42,173	20,543	27,483	15,734
Reconciliation of net cash					
Cash and cash equivalents at beginning of the year		19,785	7,374	15,734	2,702
Cash classified as held for sale		758	—	—	—
Bank overdrafts at beginning of the year		—	(3,644)	—	—
Bank loans at beginning of the year		—	(20,960)	—	—
Lease liabilities at beginning of the year		(7,510)	(10,742)	(6,225)	(8,963)
Net cash/(debt) at beginning of the year		13,033	(27,972)	9,509	(6,261)
Net increase in cash and cash equivalents, net of bank overdrafts		21,630	16,813	11,749	13,032
Net repayment in bank loans		—	21,198	—	—
Exchange loss on bank loans		—	(238)	—	—
Movement in lease liabilities		300	3,232	1,578	2,738
Cash and cash equivalents at end of the year		42,173	19,785	27,483	15,734
Cash classified as held for sale at end of the year		—	758	—	—
Lease liabilities at end of the year		(7,210)	(7,510)	(4,647)	(6,225)
Net cash at end of the year		34,963	13,033	22,836	9,509

The notes on pages 84 to 114 are an integral part of these consolidated financial statements.

Financial Statements – Wilmington plc 30 June 2023

Notes to the financial statements

General information

The Company is a public company limited by shares, incorporated and domiciled in the UK. The address of its registered office is 10 Whitechapel High Street, London E1 8QS.

The Company is listed on the Main Market on the London Stock Exchange. The Company is a provider of data, information, education and training in the global Governance, Risk and Compliance ('GRC') markets.

1. Statement of accounting policies

The significant accounting policies applied in preparing the financial statements are outlined below. These policies have been consistently applied for all the years presented, unless otherwise stated.

a) Basis of preparation

The Group and Company consolidated financial statements have been prepared in accordance with UK-adopted International Financial Reporting Standards (IFRS) and the Companies Act 2006 applicable to companies reporting under IFRS.

The Group have taken the Section 408 exemption and therefore not included the Company income statement.

The consolidated financial statements have been prepared under the historical cost convention, except in respect of certain financial instruments that have been measured at fair value. The consolidated financial statements are presented in Sterling, the functional currency of Wilmington plc, the parent company. All values are rounded to the nearest thousand pounds (£'000) except where otherwise indicated.

Pursuant to Section 408 of the Companies Act 2006 the Company's own income statement and statement of other comprehensive income are not presented separately in the Company financial statements, but they have been approved by the Board.

Going concern

Management prepared forecasts for the assessment period to provide a 'base case' scenario, considered to reflect the most likely outcome based on detailed analysis of current trading, expected future trends, and potential impact of known risks. The results of this base case scenario modelling demonstrate adequate resources to continue in operational existence and meet liabilities as they fall due at all relevant testing dates. The subsequent analysis focussed on applying the 'reverse stress test' to the base case in order to demonstrate the conditions under which a threat to business continuity could materialise and its impact.

The Group has also performed a detailed analysis to support the use of the going concern basis in preparing its consolidated financial statements for the year ended 30 June 2023, covering an assessment period to 30 September 2024.

Going concern assessment process

Management prepared forecasts for the assessment period to provide a 'base case' scenario, considered to reflect the most likely outcome based on detailed analysis of current trading, expected future trends, and potential impact of known risks. The results of this base case scenario modelling demonstrate adequate resources to continue in operational existence and meet liabilities as they fall due at all relevant testing dates. The subsequent analysis focussed on applying 'reverse stress testing' to the base case to demonstrate the conditions under which a threat to business continuity could materialise.

All scenarios modelled in the stress testing exercise demonstrated that the Group remains in a net cash position throughout the going concern period, and it is therefore not considered plausible for the Group to be in a scenario where it was unable to meet its liquidity needs. The review therefore focussed on other potential scenarios that would create a going concern risk. The reverse stress testing exercise demonstrated that there would need to be a significant and sustained drop in the Group's profitability in combination with an associated demand for cash, that will create a shift towards a net debt position. To determine the likelihood of this scenario occurring, extreme downside assumptions were applied to the base case as follows:

- cancellation of flagship events;
- significant customer disruption causing material revenue loss; and
- significant inflationary pressures and supply disruption with associated material cost impact.

The application of these downside assumptions did not trigger a net debt scenario at any relevant testing date. To gain further assurance over this conclusion, it has however, considered a range of mitigative actions that could be applied to protect the Group's position as follows:

- reduce controllable costs, for example discretionary reward, recruitment freezes and travel restrictions;
- optimise working capital by negotiating longer payment terms whilst continuing to pay suppliers in full;
- limit capital expenditure on new product development; and
- implement strategic action in respect of the Group's asset base.

Based on the assessment performed, together with the performance of the Group to date in the financial year ended 30 June 2023, the Directors consider that the Group has adequate resources to continue in operational existence and meet its liabilities as they fall due over the going concern assessment period. Accordingly the Directors have concluded that it was appropriate to adopt the going concern basis in preparing the financial statements.

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b) New standards and interpretations

There was no material impact from the adoption of any new standards or interpretations in the year ended 30 June 2023, including:

International Financial Reporting Standards (IFRS/IAS)	Description	Effective for accounting periods starting after
Amendments to IFRS 3 Business Combinations	Reference to the Conceptual Framework	1 January 2022
Amendments to IAS 16 Property, Plant and Equipment	Proceeds before intended use	1 January 2022
Amendment to IAS 37 Provisions, Contingent Liabilities and Contingent Assets	Cost of fulfilling a contract	1 January 2022

New standards and interpretations not yet effective

Amended standards and interpretations not yet effective are not expected to have a material impact on the Group's consolidated financial statements for the year ended 30 June 2024.

c) Critical accounting judgements and estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for income and expenses during the year and that affect the amounts reported for assets and liabilities at the reporting date. At the 2023 annual reporting date there are no critical accounting judgments or significant estimation uncertainties.

Accounting judgments and significant estimation uncertainties have been considered in relation to climate change including the risks identified on pages 34 to 35. Management considered any impact on forward looking information and estimates such as those used in going concern and viability, the carrying value of assets including goodwill, and the useful economic lives of assets. No material impact has been identified. Management will continue to regularly assess judgments and estimation uncertainties in relation to climate change.

Goodwill and intangible assets

Management makes estimates in measuring the carrying amount of goodwill and intangible assets. In considering whether goodwill and intangible assets have been impaired, the recoverable amount of cash generating units has been determined based on value in use calculations. These calculations require management to estimate future cash flows, a long term growth rate and an appropriate discount rate. The sensitivity of the carrying amount of goodwill to these variables is considered in note 11.

Tax

Management make judgements as to whether certain tax deductions claimed will be allowable when tax authorities review tax filings. Some legislation is hard to interpret and practical application of legislation will vary based on precise circumstances. The group has made claims based on tax advice from advisors in each jurisdiction where it is required to file tax returns and the outcome of these claims bears a degree of uncertainty until review periods are complete. Significant adjustments to tax charges in future periods are therefore possible depending on the outcome of tax authorities' reviews.

d) Basis of consolidation

The Group's consolidated financial statements incorporate the results and net assets of Wilmington plc and all its subsidiary undertakings made up to 30 June each year. Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

They are deconsolidated from the date that control ceases. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All inter-group transactions, balances, income and expenses are eliminated on consolidation; however, for the purposes of segmental reporting, internal arm's length recharges are included within the appropriate segments.

e) Business combinations

The acquisition method of accounting is applied in accounting for the acquisition of subsidiaries. The acquiree's identifiable assets and liabilities are recognised at their fair value at the acquisition date. Goodwill arising on acquisition is recognised as an asset and measured at cost, representing the excess of the aggregate of the consideration, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the fair values of the identifiable assets and liabilities at the date of acquisition. The consideration is measured at fair value, which is the aggregate of the fair values of the assets transferred, liabilities incurred or assumed and the equity instruments issued in exchange for control of the acquiree.

f) Impairment of non-financial assets

Intangible assets with finite useful lives and property, plant and equipment are tested for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When an impairment test is performed, the recoverable amount of the asset is assessed and its carrying amount is reduced to that amount if lower, and any impairment losses are recognised in the income statement. The recoverable amount is the higher of the value in use and of the fair value less costs to sell, where the value in use is the present value of the future cash flows expected to be derived from the asset.

If, in a subsequent period, the amount of the impairment loss decreases due to a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised, the previously recognised impairment loss is reversed to

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the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. The reversal of an impairment loss is recognised in the income statement.

Goodwill is not amortised, but it is reviewed for impairment at least annually. Goodwill is allocated to cash generating units ('CGUs') for the purpose of impairment testing, so that the value in use is determined by reference to the discounted cash flows of the CGU. The cash flows considered are the expected pre-tax cash flows of the CGU, for projections over a three year period extrapolated using estimated long term growth rates. The recoverable amount of the CGU, as for any asset, is the higher of the value in use and the fair value less costs to sell. If a CGU is impaired, the impairment losses are allocated firstly against goodwill, and then on a pro-rata basis against intangible and other assets. An impairment of goodwill is not reversed.

g) Foreign currencies

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

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of transactions and the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are recognised in the income statement.

On consolidation, assets and liabilities of foreign undertakings are translated into Sterling at year end exchange rates. The results of foreign undertakings are translated into Sterling at average rates of exchange for the year (unless this average is not a reasonable approximation of the cumulative effects of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions). Foreign exchange differences arising on retranslation are recognised directly in a separate component of equity, the translation reserve.

In the event of the disposal of an undertaking with assets and liabilities denominated in a foreign currency, the cumulative translation difference in the translation reserve that is associated with the undertaking is charged or credited to the gain or loss on disposal recognised in the income statement.

Further information is provided in the financial instruments accounting policy in relation to loans and borrowings in foreign currencies that are designated as a hedge of a net investment in a foreign operation.

In preparing the Group's financial statements consideration has been given to the impact of both physical and transition climate related risks, as described in the Task Force on Climate-Related Financial Disclosures (TCFD) section on page 36.

Climate scenario analysis was used as a tool to identify and assess a potential range of future outcomes, by capturing different assumptions about policies and physical climate conditions.

There is inherent uncertainty over the assumptions used within these scenarios and how they will impact the Group's operations, cash flows and profitability.

The climate-related estimates and assumptions have been applied primarily to going concern, impairment of non-financial assets, property plant and equipment, indefinite life intangible assets and provisions.

h) Revenue

Revenue is measured at the transaction price and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

The Group's revenue comprises different types of product and services across the two divisions as follows:

- Subscription income for online services, information and journals is normally received in advance and is therefore recorded as deferred revenue on the balance sheet. Revenue is then recognised evenly over time as the performance obligations are satisfied over the term of the subscription. These revenue streams relate to one performance obligation that is settled over time using the outputs method on a straight line basis as the customer simultaneously receives and consumes the benefit from the service.
- Revenue is recognised on the sale of training material, research projects and similar publications once the product has been delivered to the customer. These revenue streams relate to one performance obligation that is settled at a point in time as Wilmington has a right to payment once control of the asset is transferred to the customer.
- Advertising in hard copy publications is recognised on the issue of the related publication. This revenue stream relates to one performance obligation that is settled at a point in time as Wilmington has a right to payment once the advertising is published in the hard copy publication.
- Marketing and advertising services revenues are recognised over the period of the advertising subscription or over the period when the marketing service is provided. When payment is received in advance it is recorded on the balance sheet as deferred revenue and revenue is then recognised over time as the performance obligations are satisfied over the term of the contract. These revenue streams relate to one performance obligation that is settled over time using the outputs method on a straight line basis as the customer simultaneously receives and consumes the benefit from the service.
- Revenue from the licence of static data reports is recognised once the data has been delivered to the customer. This revenue stream relates to one performance obligation that is settled at a point in time as Wilmington has a right to payment once control of the asset is transferred to the customer.
- Revenue from the licence of static data reports where the customer has access to the data for a finite period of time and the reports have significant updates during that period is recognised over the period of the contract. When payment is received in advance it is recorded on the balance sheet as deferred revenue and revenue is then recognised over time as the performance

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obligations are satisfied over the term of the contract. This revenue stream relates to one performance obligation that is settled over time using the outputs method on a straight line basis as the customer simultaneously receives and consumes the benefit from the service.

- Revenue from licences to dynamic data that is updated on an ongoing basis is recognised over the period of the contract. When payment is received in advance it is recorded on the balance sheet as deferred revenue and revenue is then recognised over time as the performance obligations are satisfied over the term of the contract. This revenue stream relates to one performance obligation that is settled over time using the outputs method on a straight line basis as the customer simultaneously receives and consumes the benefit from the service.
- Revenue from training courses where the training is delivered as an ongoing process is recognised on a straight line basis over the period that the training is provided to the customer. When payment is received in advance it is recorded on the balance sheet as deferred revenue and revenue is then recognised over time as the performance obligations are satisfied over the term of the contract. This revenue stream relates to one performance obligation that is settled over time using the outputs method on a straight line basis as the customer simultaneously receives and consumes the benefit from the service.
- Revenue from training courses where the Group provides in-house training to corporate customers is recognised on completion of the training course. This revenue stream relates to one performance obligation that is settled at a point in time as Wilmington has a right to payment once the service has been delivered to the customer.
- Revenue from the memberships of professional organisations is recognised on a straight line basis over the period of membership. When payment is received in advance it is recorded on the balance sheet as deferred revenue and revenue is then recognised over time as the performance obligations are satisfied over the term of the contract. This revenue stream relates to one performance obligation that is settled over time using the outputs method on a straight line basis as the customer simultaneously receives and consumes the benefit from the service.

Revenue from consulting projects is recognised on delivery of the work. . This revenue stream relates to one performance obligation that is settled over time using the outputs method on a stage of completion basis, as the customer simultaneously receives and consumes the benefit from the service.

- Event revenue (including revenue from conferences) typically includes attendee fees, event sponsorship and advertising and is recognised when the event is held. Customers and sponsors are often required to pay in advance before commencement of the event, and these advance receipts are recognised as deferred revenue on the balance sheet from the point at which they become due. This revenue stream relates to one performance obligation that is settled at a point in time as Wilmington has a right to payment once the service has been delivered to the customer.

Deferred revenue represents consideration received for performance obligations not yet satisfied, the revenue deferred at the current financial year end is expected to be recognised in the following financial year.

i) Operating expenses

In accordance with IAS 1 paragraph 102, expenses are presented in the accounts based on their nature. The nature of our operating expenses is that they split into costs to fulfil revenue contracts and administrative costs and therefore are shown in this split in the financial statements. Distribution costs are not separately identified due to the digital nature of the Group's products as they are considered immaterial. Fulfilment costs are associated directly with the production of a product, event or service and are charged to the income statement as incurred. At each reporting date a prepayment is recognised for any third-party costs which are paid for in advance of the relevant event being run except in relation to marketing costs. Administrative costs are additional operational costs that are not directly associated with the production of a product, event or service. These include expenses relating to central administrative and management functions and are expensed to the income statement as incurred. Material items within operating expenses are disclosed in the financial statements and include staff costs, depreciation and amortisation and fulfilment costs.

j) Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Executive Board of Directors (the 'Board') which is considered as the Group's chief operating decision maker and is responsible for allocating resources and assessing performance of the operating segments. The two divisions (Training & Education and Intelligence) are the Group's segments and generate all of the Group's revenue. The Board considers the business from both a geographic and product perspective. Geographically, management considers the performance of the Group between the UK, Europe (excluding the UK), North America and the Rest of the World.

k) Adjusting items

The Group's income statement separately identifies adjusting items. Such items are those that in the Directors' judgment are one off in nature and need to be disclosed separately by virtue of their size and incidence. In determining whether an item or transaction should be classified as an adjusting item, the Directors consider quantitative as well as qualitative factors such as the frequency, predictability of occurrence and significance.

This focus on quantitative and qualitative factors may result in the classification of an item as adjusting, where one of apparently similar nature is not. The Group distinguishes between restructuring costs that are recurring and those that relate to one off or transformational Group programmes that impact many operations. Recurring restructuring costs that are incurred in the normal course of business are recorded as part of the Group's underlying trading results within profit before tax. Restructuring costs that are one off and individually material or relate to programmes linked to the Group's wider transformation and require approval at executive level are disclosed separately in the Consolidated income statement. When these adjusting items relate to a transformational programme to the business, the cost may apply to multiple years.

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This is consistent with the way that financial performance is measured by management and reported to the Board. Adjusting items may not be comparable to similarly titled measures used by other companies. Disclosing adjusted items separately provides additional understanding of the performance of the Group.

l) Current and deferred tax

Current and deferred tax is recognised as income or an expense and included in the income statement for the period, except to the extent that it relates to items recognised directly in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or equity, respectively.

The tax effect of adjusting items is calculated by applying the relevant prevailing rate of taxation to the adjusting expense or income to the extent it is taxable or tax deductible.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred tax is not accounted for if it arises from *initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss*. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the *same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis*.

m) Dividends

Dividend distributions are recognised in the consolidated financial statements when the shareholders' right to receive payment is established. Final dividend distributions are recognised in the period in which they are approved by the shareholders, whilst interim dividend distributions are recognised in the period in which they are declared and paid.

n) Intangible assets

Intangible assets are stated at historical cost less accumulated amortisation.

Intangible assets are recorded at cost and are amortised through the income statement on a straight line basis over their estimated useful lives. Their estimated useful lives depend on the classification of the assets as follows:

Computer software	20–33% per annum
Databases	8–20% per annum
Customer relationships	8–33% per annum
Brands	5–20% per annum
Publishing rights and titles	5–10% per annum

Computer software that is integral to a related item of hardware is classified as computer equipment within property, plant and equipment. Other computer software and internally developed software and databases are classified as intangible assets if they meet the definition and recognition criteria set out in IAS 38. Costs associated with the production of internally developed software are capitalised once it is probable that they will generate future economic benefits and satisfy the other criteria set out in IAS 38. Computer software intangible assets (including the cost of internally developed software and databases) are initially recognised at cost. They are subsequently amortised through the income statement on a straight line basis over their estimated useful lives up to five years. Assets that are not in use at the reporting date (assets under development) are recognised at cost and amortisation commences when those assets begin to generate economic benefit.

o) Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation. Cost includes the original purchase price of the asset plus any costs of bringing the asset to its working condition for its intended use. Depreciation is not provided on freehold land. On other assets it is provided at the following annual rates, on a straight line basis, in order to write down each asset to its residual value over its estimated useful life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Land, freehold and leasehold buildings (excluding freehold land)	2–10% per annum
Fixtures and fittings	10–33% per annum
Computer equipment	25–33% per annum
Motor vehicles	25% per annum

Leasehold improvements are included in land, freehold and leasehold buildings.

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Gains and losses arising on disposal are determined by comparing the proceeds with the carrying amount and are recognised within the income statement. When the gain or loss arising on disposal is significant or material, it is disclosed separately on the income statement within other income or expenses.

p) Investments in subsidiaries

Investments in subsidiaries are stated at cost less provision for any impairment in value.

q) Non-current assets and disposal groups held for sale

Non-current assets (or disposal groups) are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

r) Financial instruments

Financial assets

The Group classifies its non-derivative financial assets as 'amortised cost' for the purposes of IFRS 9. Management determines the classification at initial recognition and re-evaluates this designation at each reporting date.

Loans and other receivables

Loans and other receivables are measured based on the Group's business model for managing the financial asset and its contractual cash flow characteristics. Loans and other receivables are initially recognised at fair value plus transaction costs. They are subsequently carried at amortised cost using the effective interest method less any expected credit losses, with changes in carrying value recognised in the income statement.

Loans and other receivables are classified as current assets if they mature within twelve months of the reporting date, but are otherwise classified as non-current assets.

Trade receivables

Trade receivables are initially recognised at the transaction price, which is usually the invoiced amount. They are subsequently carried at amortised cost using the effective interest method (if the time value of money is significant), less provision for expected credit losses. Provisions are made specifically, where there is evidence of a risk of non-payment taking into account ageing, previous losses experienced and general economic conditions.

The Group assesses for impairment using the expected credit losses model as required by IFRS 9. For trade receivables, the Group applies the simplified approach which requires expected lifetime losses to be recognised from the initial recognition of the receivables.

The Group measures its trade receivables at amortised cost for the purposes of IFRS 9 and are presented as current assets as all collections are due in one year or less.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, current balances with banks and similar institutions, and other short term highly liquid investments which are subject to insignificant risk of changes in value and have original maturities of three months or less. Cash and cash equivalents are offset against bank overdrafts and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts. Bank overdrafts are otherwise shown as borrowings within current liabilities on the balance sheet. There were no overdrafts used for the year ended 30 June 2023.

The Group measures cash and cash equivalents at amortised cost for the purposes of IFRS 9.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortised cost and debt instruments at fair value through other comprehensive income. Expected credit losses are updated at each reporting date to reflect changes in credit risk.

The expected credit loss is based on the Group's historical credit loss experience, adjusted for factors that are specific to the financial assets, general economic conditions and an assessment of the current and forecast conditions at the reporting date.

Financial liabilities

Trade and other payables

Trade and other payables are initially recognised at fair value, which is usually the invoiced amount. They are subsequently carried at amortised cost using the effective interest method (if the time value of money is significant).

If due within twelve months or less, the trade or other payable is classified as a current liability. It is otherwise classified as a non-current liability.

The Group measures trade and other payables at amortised cost for the purposes of IFRS 9.

Loans and other borrowings

Loans and other borrowings are initially recognised at the fair value of the amounts received net of transaction costs. They are subsequently carried at amortised cost using the effective interest method, with changes in carrying value recognised in the income statement.

Further information is provided below in relation to loans and borrowings in foreign currencies that are designated as a hedge of a net investment in a foreign operation.

Loans and other borrowings are classified as current liabilities if they mature within twelve months of the balance sheet date, but are otherwise classified as non-current liabilities.

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The Group measures loans and other borrowings at amortised cost for the purposes of IFRS 9.

Financial instruments and hedge accounting

The Group manages its capital and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Group makes use of derivative financial instruments if doing so reduces exposure to interest rate risk and foreign currency risk.

To qualify for hedge accounting under IFRS 9, a financial instrument must be designated as a hedging instrument at inception, hedge documentation must be prepared and the hedge must be expected to be effective using the hedge ratio. The effectiveness of the hedge is then tested at each reporting date prospectively, and hedge accounting is continued if the hedge remains effective. Hedge accounting is discontinued when the hedging instrument expires, or is sold or terminated or no longer qualifies for hedge accounting, or if the Group chooses to end the hedge relationship.

To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges and net investment hedges are recognised in other comprehensive income. Any ineffectiveness in the hedge relationship is recognised immediately in the income statement.

At the time the hedged item affects profit or loss, any gain or loss previously recognised in equity is reclassified to the income statement. If a forecast transaction is no longer expected to occur, any related gain or loss recognised in other comprehensive income and equity is transferred immediately to the income statement. If the hedging relationship ceases to meet the effectiveness conditions, hedge accounting is discontinued.

s) Provisions

Provisions are recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle it. If the effect is material, provisions are determined by discounting the expected future cash flows at an appropriate discount rate.

t) Retirement benefits

The Group does not operate a defined benefit pension scheme.

The Group contributes to defined contribution pension schemes for a number of employees. Contributions to these arrangements are charged in the income statement in the period in which they are incurred. The Group has no further payment obligation once the contributions have been paid.

u) Share based payments

The Group operates an equity-settled, share based compensation plan, under which the entity receives services from employees as consideration for equity instruments (share awards and options) of the Group. The fair value of the employee services received in exchange for the grant of share awards and options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the share awards and options granted, excluding the impact of any non-market service and performance vesting conditions (for example profitability and remaining as an employee of the entity over a specified time period). Non-market vesting conditions are included in assumptions about the number of share awards and options that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified existing conditions are to be satisfied. At each balance sheet date, the entity revises its estimates of the number of share awards and options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to the share based payments reserve within equity.

The payment in lieu of dividend payable in connection with the grant of the share awards is considered an integral part of the grant itself, and the charge will be treated as an equity-settled transaction. The cumulative share based payment charge held in reserves is recycled into retained earnings when the share awards or options lapse or are exercised. The social security contributions payable in connection with the grant of the share awards will be treated as a cash-settled transaction.

v) Leases

The Group recognises a right-of-use asset and corresponding liability at the date the leased asset is made available for use by the Group.

The liability is measured at the present value of future lease payments over the lease term including fixed payments, in-substance fixed payments, and variable lease payments that are based on an index or a rate, less any lease incentives receivable. Lease liabilities are remeasured to include any payments to be made under extension options which are reasonably certain to be exercised. The lease payments are discounted using the interest rate implicit in the lease; where this rate cannot be determined an incremental borrowing rate is used. The incremental borrowing rate is determined with reference to the rate that the lessee would pay to borrow the funds necessary to obtain an asset of similar value, in a similar economic environment, with similar terms and conditions, adjusted for the country-specific risk of the lessee. The Group records an interest charge in respect of the lease liability over the lease term.

The right-of-use asset is measured at cost, based on the value of the initial measurement of the associated lease liability, adjusted for any lease payments already made less any lease incentives received, initial direct costs incurred, and any dilapidation or restoration costs required by the terms and conditions of the lease. The right-of-use asset is depreciated over the term of the lease on a straight line basis, or if shorter, over the leased asset's useful economic life.

Lease liabilities are 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.

The Group recognises an expense in the Consolidated income statement in respect of short term leases (being those with an initial term of twelve months or less) and leases of low-value items on a straight line basis over the life of the lease.

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w) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. The share premium reserve represents the amount paid to the Company by shareholders above the nominal value of shares issued.

Where any Group company purchases the Company's equity share capital ('treasury shares'), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued.

2. Measures of profit

Reconciliation to profit on continuing activities before tax

To provide shareholders with additional understanding of the trading performance of the Group, adjusted EBITA has been calculated as profit before tax after adding back:

- impairment of property, plant and equipment;
- amortisation of intangible assets excluding computer software;
- adjusting items (included in operating expenses);
- other income – gain on disposal of subsidiaries;
- other income – gain on disposal of property, plant and equipment;
- other income – net gain on financing activities; and
- net finance income/expense.

Adjusted profit before tax, adjusted EBITA and adjusted EBITDA reconcile to profit on continuing activities before tax as follows:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Profit before tax	24,022	36,120
Impairment of property, plant and equipment	—	597
Amortisation of intangible assets excluding computer software	2,381	2,368
Adjusting items (included in operating expenses)	147	66
Other income – gain on disposal of subsidiaries	(2,212)	(16,329)
Other income – gain on disposal of property, plant and equipment	—	(1,289)
Other income – net gain on financing activities	—	(840)
Adjusted profit before tax	24,338	20,693
Net finance (income)/expense	(232)	928
Adjusted operating profit ('adjusted EBITA')	24,106	21,621
Depreciation of property, plant and equipment included in operating expenses	2,321	2,412
Amortisation of intangible assets – computer software	1,690	3,721
Adjusted EBITA before depreciation ('adjusted EBITDA')	28,117	27,754
Adjusted profit before tax	24,338	20,693
Remove operating profit from sold and closed businesses	(212)	(2,089)
Continuing adjusted profit before tax	24,126	18,604

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3. Segmental information

In accordance with IFRS 8 the Group's operating segments are based on the operating results reviewed by the Executive Board, which represents the chief operating decision maker.

The Group's dynamic portfolio provides customers with a range of information, data, training and education solutions. The two divisions (Training & Education and Intelligence) are the Group's segments and generate all of the Group's revenue. The Board considers the business from both a geographic and product perspective. Geographically, management considers the performance of the Group between the UK, Europe (excluding the UK), North America and the Rest of the World.

a) Business segments

	Revenue Year ended 30 June 2023 £'000	Profit Year ended 30 June 2023 £'000	Revenue Year ended 30 June 2022 £'000	Profit Year ended 30 June 2022 £'000
Training & Education	64,872	16,066	61,464	15,998
Intelligence	58,625	13,258	59,564	11,359
Group total	123,497	29,324	121,028	27,357
Unallocated central overheads	—	(3,703)	—	(4,506)
Share based payments	—	(1,515)	—	(1,230)
	123,497	24,106	121,028	21,621
Impairment of property, plant and equipment		—		(597)
Amortisation of intangible assets excluding computer software		(2,381)		(2,368)
Adjusting items (included in operating expenses)		(147)		(66)
Other income – gain on disposal of subsidiaries		2,212		16,329
Other income – gain on disposal of property, plant and equipment		—		1,289
Other income – net gain on financing activities		—		840
Net finance income/(expense)		232		(928)
Profit before tax		24,022		36,120
Taxation		(3,827)		(3,295)
Profit for the financial year		20,195		32,825

There are no intra-segmental revenues which are material for disclosure. Unallocated central overheads represent central costs that are not specifically allocated to segments. Total assets and liabilities for each reportable segment are not presented, as such information is not provided to the Board.

b) Segmental information by geography

The UK is the Group's country of domicile and the Group generates the majority of its revenue from external customers in the UK. The geographical analysis of revenue is on the basis of the country of origin in which the customer is invoiced:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
UK	70,573	64,320
USA	24,465	21,304
Europe (excluding the UK)	19,224	25,809
Rest of the World	9,235	9,595
Total revenue	123,497	121,028

c) Timing of revenue recognition

The timing of the Group's revenue recognition is as follows:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Revenue from products and services transferred at a point in time	39,551	39,725
Revenue from products and services transferred over time	83,946	81,303
Total revenue	123,497	121,028

During the year the Group recognised £31,405,000 of revenue that was held as a contract liability 30 June 2022 (2022: £30,124,000 related to amounts held at 30 June 2021).

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4. Profit from continuing operations

a) Profit for the year from continuing operations is stated after charging/(crediting):

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Depreciation of property, plant and equipment – included in operating expenses	2,321	2,412
Short term and low-value leases	94	114
Amortisation of intangible assets – computer software	1,690	3,721
Non-adjusting profit on disposal of property, plant and equipment	(36)	(71)
Share based payments (including social security costs)	1,515	1,230
Amortisation of intangible assets excluding computer software	2,381	2,368
Adjusting items (included in operating expenses)	147	66
Adjusting item – gain on disposal of subsidiaries	(2,212)	(16,329)
Adjusting item – gain on sale of property, plant and equipment	—	(1,289)
Adjusting item – net gain on financing activities	—	(840)
Research and development expenditure credit	(200)	(183)
Impairment of property, plant and equipment	—	597
Foreign exchange loss	179	446
Fees payable to the auditor for the audit of the Company and consolidated financial statements	153	107
Fees payable to the auditor and their associates for other services:		
– The audit of the Company's subsidiaries pursuant to legislation	240	205
– Audit related other services	17	15

b) Adjusting items

The following items have been charged to the income statement during the year but are considered to be adjusting so are shown separately:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Expense relating to strategic activities	147	66
Other adjusting items (included in operating expenses)	147	66
Impairment of property, plant and equipment	—	597
Amortisation of intangible assets excluding computer software	2,381	2,368
Total adjusting items (classified in profit before tax)	2,528	3,031

5. Operating expenses

	Year ended 30 June 2023			Year ended 30 June 2022		
	Fulfilment costs £'000	Administration £'000	Total £'000	Fulfilment costs £'000	Administration £'000	Total £'000
Operating expenses before depreciation and amortisation	90,750	4,630	95,380	88,746	4,528	93,274
Depreciation of property, plant and equipment	2,321	—	2,321	2,412	—	2,412
Amortisation of intangible assets – computer software	1,690	—	1,690	3,721	—	3,721
Operating expenses before amortisation of intangibles excluding computer software, impairment and adjusting items	94,761	4,630	99,391	94,879	4,528	99,407
Amortisation of intangible assets – databases	194	—	194	187	—	187
Amortisation of intangible assets – customer relationships	1,059	—	1,059	1,016	—	1,016
Amortisation of intangible assets – brands	683	—	683	660	—	660
Amortisation of intangible assets – publishing rights and titles	445	—	445	505	—	505
Impairment property, plant and equipment (note 4b)	—	—	—	—	597	597
Other adjusting items (note 4b)	—	147	147	—	66	66
Operating expenses	97,142	4,777	101,919	97,247	5,191	102,438

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6. Net finance income/(expense)

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Net finance income/(expense) comprise:		
Interest receivable/(payable) on cash and cash equivalents/(bank loans and overdrafts)	373	(748)
Unwinding of the discount on royalty payments receivable	105	113
Interest on lease liabilities	(246)	(293)
	232	(928)

7. Taxation

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Current tax		
UK corporation tax at current rates on UK profits for the year	3,263	2,817
Adjustments in respect of previous years	(54)	(870)
	3,209	1,947
Foreign tax	1,634	969
Adjustments in respect of previous years	89	—
Total current tax	4,932	2,916
Total deferred tax	(1,105)	379
Taxation	3,827	3,295

Factors affecting the tax charge for the year:

The effective tax rate is lower (2022: lower) than the average rate of corporation tax in the UK of 20.5% (2022: 19.0%). The differences are explained below:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Profit before tax	24,022	36,120
Profit before tax multiplied by the average rate of corporation tax in the year of 20.5% (2022: 19.0%)	4,925	6,863
Tax effects of:		
Impairment property, plant and equipment	—	113
Foreign tax rate differences	338	201
Adjustment in respect of previous years	35	(870)
Other items not subject to tax	(366)	(3,012)
Deferred tax UK intangibles and capital allowances movement	(904)	—
Effect on deferred tax of a change in the corporation tax rate	(83)	—
Other deferred tax movements	(118)	—
Taxation	3,827	3,295

Deferred tax assets and liabilities are measured at the rates that are expected to apply in the periods of the reversal.

The Company's profits for this accounting year are taxed at an effective rate of 15.9% (2022: 9.1%).

Included in other comprehensive income is a tax charge of £nil (2022: credit of £45,000) relating to the net investment hedges.

The tax effect of adjusting items as disclosed in note 9 is a credit of £1,598,000 (2022: £1,050,000).

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8. Dividends

Amounts recognised as distributions to owners of the parent in the year:

	Year ended 30 June 2023 Pence per share	Year ended 30 June 2022 Pence per share	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Final dividends recognised as distributions in the year	5.8	3.9	5,091	3,399
Interim dividends recognised as distributions in the year	2.7	2.4	2,371	2,093
Total dividends paid			7,462	5,492
Final dividend proposed	7.3	5.8	6,410	5,070

9. Earnings per share

Adjusted earnings per share has been calculated using adjusted earnings calculated as profit after taxation attributable to owners of the parent but before:

- impairment of property, plant and equipment;
- amortisation of intangible assets excluding computer software;
- adjusting items (included in operating expenses);
- other income – gain on disposal of subsidiaries;
- other income – gain on disposal of property, plant and equipment; and
- other income – net gain on financing activities.

The calculation of the basic and diluted earnings per share is based on the following data:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Earnings from continuing operations for the purpose of basic earnings per share	20,195	32,825
Add/(remove):		
Impairment of property, plant and equipment	—	597
Amortisation of intangible assets excluding computer software	2,381	2,368
Adjusting items (included in operating expenses)	147	66
Other income – gain on disposal of subsidiaries	(2,212)	(16,329)
Other income – gain on disposal of property, plant and equipment	—	(1,289)
Other income – net gain on financing activities	—	(840)
Tax effect of adjustments above and deferred tax	(1,598)	(1,050)
Adjusted earnings for the purposes of adjusted earnings per share	18,913	16,348

	2023 Number	2022 Number
Weighted average number of ordinary shares for the purposes of basic and adjusted earnings per share	88,027,119	87,632,022
Effect of dilutive potential ordinary shares:		
Future exercise of share awards and options	2,217,174	1,126,918
Weighted average number of ordinary shares for the purposes of diluted and adjusted diluted earnings per share	90,244,293	88,758,940
Basic earnings per share	22.94p	37.46p
Diluted earnings per share	22.38p	36.98p
Adjusted basic earnings per share ('adjusted earnings per share')	21.49p	18.66p
Adjusted diluted earnings per share	20.96p	18.42p

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10. Disposals

On 30 December 2022 the Group disposed of its Spanish insurance business, Wilmington Inese SL., for a consideration of £2,637,131 (€3,000,000) and recognised a gain on disposal of £2,211,523 presented within other income.

Wilmington received cash of £2,285,714 (€2,600,000) on 2nd January 2023 and the remaining £351,417 (€400,000) is payable on 30 December 2023.

The disposal was executed by way of the sale of 100% of the equity shares and as at the disposal date, the net assets of Wilmington Inese SL. were as follows:

	£'000
Intangibles	34
Property, plant and equipment	236
Deferred tax asset	121
Trade and other receivables	536
Cash and cash equivalents	737
Trade and other payables	(814)
Deferred income	(525)
Lease liability	(173)
Net assets disposed	152
Directly attributable costs of disposal	405
Recycling of deferred foreign exchange loss	(132)
Gain on disposal	2,212
Fair value of consideration	2,637
Satisfied by:	
Cash and cash equivalents	2,286
Deferred consideration	351
	2,637

The disposals were executed in line with the Group's strategy to simplify its structure and to focus attention on businesses that operate in the GRC markets. Wilmington Inese SL. was classified as continuing operations until the date of disposal due to it not being a separate major line of business or geographical area.

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11. Goodwill

	£'000
Cost	
At 1 July 2021	108,096
Disposals	(8,935)
Exchange translation differences	1,532
At 30 June 2022	100,693
Exchange translation differences	(567)
At 30 June 2023	100,126
Accumulated impairment	
At 1 July 2021	42,263
Disposals	(2,698)
At 30 June 2022 and 30 June 2023	39,565
Net book amount	
At 30 June 2023	60,561
At 30 June 2022	61,128
At 30 June 2021	65,833

Goodwill arising on business combinations is not amortised but reviewed for impairment on an annual basis, or more frequently if there are indications that goodwill may be impaired. Determining whether the carrying value of acquired goodwill is recoverable is a significant judgment given the material nature of the goodwill balance and the significant assumptions underpinning management's impairment assessment of the Group's cash generating units ('CGUs'). The Group identifies its CGUs on a business operation and geographic level. This is consistent with the way the chief operating decision maker reviews performance.

Annual impairment review

The recoverable amount for each CGU has been determined using value in use calculations. These calculations use the post-tax future cash flow forecasts covering a three year period based on Board approved budgets. Cash flow projections in these budgets have been based on growth assumptions that reflect anticipated market trends in the range of industries served by the brands within each CGU. Overall these projections assume stable profit margins reflecting market presence expansion, whilst managing the impact of projected inflationary and recessionary pressures. Post-tax cash flows beyond the three year period are then extrapolated using an estimated long term growth rate of 2.0% (2022: 2.0%), providing a 'base case' scenario for the purpose of the impairment review. Key assumptions for the value in use calculations are those regarding discount rates, three year cash flow forecasts and long term growth rates.

As part of the impairment assessment all CGU's indicated significant levels of headroom with the exception of Compliance Week, which resulted in an impairment of £43k. Management have considered this to be immaterial for adjustment, therefore no impairment charge has been recognised for the year ending 30 June 2023.

Discount rates

Management have opted to use the post-tax discount rates for discounting the value in use cashflows due to the linkage with observable market data. A reconciliation has been performed to ensure the same outcome is principally reached when using either the pre-tax or post-tax rate approach. The pre-tax and post-tax discount rates have been calculated as follows:

Territory	Pre-tax discount rates		Post-tax discount rates	
	Year ended 30 June 2023 %	Year ended 30 June 2022 %	Year ended 30 June 2023 %	Year ended 30 June 2022 %
United Kingdom	18.4	15.2	13.8	15.2
United States	19.0	15.7	13.7	15.7
Spain	—	15.4	—	15.4
France	18.7	15.8	13.4	15.8

Post-tax discount rates are calculated on a company specific participant basis, movements in the post-tax discount rates for CGUs since the prior year are driven by changes in company specific market-based inputs. Management considers the post-tax discount rates to be calculated using appropriate methodology. The rates are in line with its peers, and the Board views the rates as accurately reflecting the return expected by a market participant.

Sensitivity to changes in assumptions

The Group has performed sensitivity testing to assess the impact of changes in assumptions on the value in use of each CGU. The sensitivity analysis performed assessed the impact of pessimistic but reasonably possible changes to future cash flows, long term growth rates and pre-tax discount rates. All CGUs apart from Compliance Week retained significant headroom even in these sensitised calculations, leading to the conclusion that there is no realistic change of assumption that would result in the carrying value to exceed its recoverable amount. Below are the calculated sensitivities for Compliance Week.

- If the post-tax WACC rate increased/ decreased by 1 percentage point, the overall impairment would respectively increase by £0.4m/ result in headroom of £0.5m
- If long term growth rate was increased/ decreased by 2% with a lower/ higher post-tax WACC rate movement of 1%, will respectively result in headroom of £1.6m or an increase in impairment of £1.0m
- If the VIU cashflows were reduced by 15% each year, the overall impairment would increase by £0.8m. Equally a 15% increase in cashflows would result in headroom of £0.8m

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Cash generating units

The following table details the net book value of goodwill allocated to each CGU:

CGU	30 June 2023 £'000	30 June 2022 £'000
UK Healthcare	11,885	11,885
Axco and Pendragon	11,150	11,150
Accountancy	8,307	8,307
Legal	6,796	6,796
Compliance	7,972	7,972
Compliance Week	4,719	4,941
FRA	7,341	7,686
Business Intelligence	2,391	2,391
	60,561	61,128

12. Intangible assets

Group	Computer software £'000	Databases £'000	Customer relationships £'000	Brands £'000	Publishing rights and titles £'000	Total £'000
Cost						
At 1 July 2021	15,138	13,765	9,156	9,948	9,685	57,692
Additions	1,292	—	—	—	—	1,292
Assets transferred to held for sale	(245)	—	—	—	—	(245)
Write-off of fully amortised intangible assets	(9,986)	—	—	—	—	(9,986)
Disposals	(51)	—	—	—	—	(51)
Exchange translation differences	103	105	466	275	—	949
At 30 June 2022	6,251	13,870	9,622	10,223	9,685	49,651
Additions	595	—	—	—	—	595
Disposals	(1,213)	—	—	—	—	(1,213)
Exchange translation differences	(48)	(39)	(173)	(99)	—	(359)
At 30 June 2023	5,585	13,831	9,449	10,124	9,685	48,674
Accumulated amortisation						
At 1 July 2021	10,329	13,312	5,329	6,761	7,961	43,692
Charge for the year	3,721	187	1,016	660	505	6,089
Assets transferred to held for sale	(210)	—	—	—	—	(210)
Write-off of fully amortised intangible assets	(9,986)	—	—	—	—	(9,986)
Disposals	(26)	—	—	—	—	(26)
Exchange translation differences	48	82	334	201	—	665
At 30 June 2022	3,876	13,581	6,679	7,622	8,466	40,224
Charge for the year	1,690	194	1,059	683	445	4,071
Disposals	(1,056)	—	—	—	—	(1,056)
Exchange translation differences	(25)	(32)	(144)	(98)	—	(299)
At 30 June 2023	4,485	13,743	7,594	8,207	8,911	42,940
Net book amount						
At 30 June 2023	1,100	88	1,855	1,917	774	5,734
At 30 June 2022	2,375	289	2,943	2,601	1,219	9,427
At 30 June 2021	4,809	453	3,827	3,187	1,724	14,000

The potential physical risks arising from climate change to the Group's key operational sites in the short to medium term have been assessed and no assets have been impaired as a result of this exercise.

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13. Property, plant and equipment

Group	Land, freehold and leasehold buildings £'000	Fixtures and fittings £'000	Computer equipment £'000	Motor vehicles £'000	Right-of-use assets Land and buildings £'000	Total £'000
Cost						
At 1 July 2021	3,482	3,122	4,050	317	13,278	24,249
Additions	—	169	271	—	464	904
Disposals	—	(280)	(127)	(206)	(64)	(677)
Assets transferred to held for sale	(67)	(101)	(88)	—	(205)	(461)
Assets transferred from held for sale	162	—	—	—	—	162
Exchange translation differences	—	22	47	—	50	119
At 30 June 2022	3,577	2,932	4,153	111	13,523	24,296
Additions	—	250	211	—	396	857
Lease modifications	—	—	—	—	1,529	1,529
Disposals	(24)	(754)	(2,206)	(111)	(567)	(3,662)
Exchange translation differences	—	(10)	(6)	—	(8)	(24)
At 30 June 2023	3,553	2,418	2,152	—	14,873	22,996
Accumulated depreciation						
At 1 July 2021	1,856	2,541	3,645	203	6,727	14,972
Charge for the year	353	236	342	38	1,443	2,412
Disposals	—	(279)	(123)	(156)	(60)	(618)
Impairment	597	—	—	—	—	597
Assets transferred to held for sale	(34)	(64)	(54)	—	(38)	(190)
Assets transferred from held for sale	142	—	—	—	—	142
Exchange translation differences	—	16	37	—	52	105
At 30 June 2022	2,914	2,450	3,847	85	8,124	17,420
Charge for the year	352	199	321	12	1,437	2,321
Disposals	(29)	(759)	(2,198)	(97)	(567)	(3,650)
Exchange translation differences	—	(39)	(33)	—	(38)	(110)
At 30 June 2023	3,237	1,851	1,937	—	8,956	15,981
Net book amount						
At 30 June 2023	316	567	215	—	5,917	7,015
At 30 June 2022	663	482	306	26	5,399	6,876
At 30 June 2021	1,626	581	405	114	6,551	9,277

The potential physical risks arising from climate change to the Group's key operational sites in the short to medium term have been assessed and no assets have been impaired as a result of this exercise.

Depreciation of property, plant and equipment is charged to operating expenses within the income statement.

Company	Right-of-use assets Land and buildings £'000
Cost	
At 1 July 2021, 30 June 2022 and 30 June 2023	9,889
Accumulated depreciation	
At 1 July 2021	5,056
Charge for the year	725
At 30 June 2022	5,781
Charge for the year	724
At 30 June 2023	6,505
Net book amount	
At 30 June 2023	3,384
At 30 June 2022	4,108
At 30 June 2021	4,833

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14. Investments in subsidiaries

Company	Shares in subsidiary undertakings £'000
Net book value as at 1 July 2022 and 30 June 2023	49,420

The following table gives brief details of the entities controlled and included in the consolidated financial statements of the Group at 30 June 2023. Except where indicated, all of the entities are incorporated in and principally operated in the UK. Subsidiaries marked * are directly owned by Wilmington plc; all other subsidiaries are indirectly owned. Subsidiaries marked ** are companies limited by guarantee, have no ordinary shares and are controlled indirectly by Wilmington plc. Subsidiaries marked + have claimed audit exemptions for the year to 30 June 2023 under Section 479A of the Companies Act 2006. During the year the Group disposed of the following subsidiary company: Wilmington Inese SL. Wilmington Publishing & Information Ltd held the investment in this company. During the year there were no additions, impairments or dissolutions during the year (2022: nil).

Name of company	UK company number	Registered address	Business	Percentage owned
APM International SAS (incorporated and operates in France)	n/a	AVE	News information services to the healthcare industry	100
APM Media SARL (incorporated and operates in France)	n/a	AVE	News information services to the healthcare industry	100
Axco Insurance Information Services Limited+	03073807	WCH	Provision of international compliance and regulatory information for the global insurance industry	100
Bond Solon Training Limited+	02271977	WCH	Witness training and conferences	100
CLT International Hong Kong Limited (formerly International Compliance Training Hong Kong Limited)	n/a	PRU	Certified professional training	100
CLT International Limited+	06309789	WCH	Certified professional training	100
ICA Commercial Services Limited+	04363296	WCH	Training courses in international compliance and money laundering	100
ICA Risk Management Limited (formerly ICA Audit Limited)+	04519229	WCH	Facilitation of ISO certification for businesses	100
Interactive Medica AB (incorporated and operates in Sweden)	n/a	ALF	Pan-European provider of cloud based insight, CRM and KAM offerings to the pharmaceutical industry	100
Interactive Medica Limited+	05947851	WCH	Pan-European provider of cloud based insight, CRM and KAM offerings to the pharmaceutical industry	100
Interactive Medica SL (incorporated and operates in Spain)	n/a	CRE	Pan-European provider of cloud based insight, CRM and KAM offerings to the pharmaceutical industry	100
International Compliance Association Limited**+	04429302	WCH	Professional association; a not for profit organisation	100
International Compliance Training Academy PTE Limited (incorporated and operates in Singapore)	n/a	SHE	Training courses in international compliance and money laundering	100
International Compliance Training (Middle East) Ltd (incorporated and operates in the UAE)	n/a	GAT	Training courses in international compliance and money laundering	100
International Compliance Training SDN. BHD (incorporated and operates in Malaysia)	n/a	VER	Training courses in international compliance and money laundering	100
Mercia Group Limited+	01464141	WCH	Training and support services to the accountancy profession	100
Mercia Ireland Limited (incorporated and operates in Ireland)	n/a	BAG	Training and support services to the accountancy profession	100
Mercia NI Limited+	NI038498	ADE	Training and support services to the accountancy profession	100
MiExact Limited (formerly Smee and Ford Limited)+	01964639	WCH	Provision of legacy information	100
SWAT UK Limited+	03041771	WCH	Training and support services to the accountancy profession	100
Wilmington Compliance Week Inc. (incorporated and operates in the US)	n/a	ORA	Provision of international compliance and regulatory information in the US	100

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Name of company	UK company number	Registered address	Business	Percentage owned
Wilmington FRA Inc. (incorporated and operates in the US)	n/a	ORA	Conference and networking provider of specialist events in healthcare and finance	100
Wilmington Healthcare Limited+	02530185	WCH	Provision of reference information to the healthcare industry	100
Wilmington Holdings No.1 Limited*	08313253	WCH	Holding company	100
Wilmington Holdings US Inc. (incorporated and operates in the US)	n/a	ORA	Holding company	100
Wilmington IBT Limited (formerly The Matchett Group Limited)+	01221570	WCH	Dormant	100
Wilmington Insight Limited+	02691102	WCH	Holding company	100
Wilmington Legal Limited+	02522603	WCH	Holding company	100
Wilmington plc Employee Share Ownership Trust+	n/a	WCH	Trust	n/a
Wilmington Publishing & Information Limited	03368442	WCH	Provision of information and events for professional markets	100
Wilmington Shared Services Limited	08314442	WCH	Provision of shared services	100

The registered company addresses for each subsidiary undertaking are abbreviated as shown below.

Registered address	Abbreviation
c/o, Nytorget 7, Box 577, 611 10, Nyköping, Sweden	ALF
33 Avenue de la Republique, 75011 Paris	AVE
13 Baggot Street Upper, Dublin 4, Ireland	BAG
Titanic Suites, 55-59 Adelaide Street, Belfast, United Kingdom	ADE
C/Recoletos, 3 – 1º, 28001 Madrid	CRE
Gate Village, Building 10, Dubai International Financial Centre, PO Box 506745, Dubai	GAT
1209 Orange Street, Delaware 19801, United States	ORA
Suite 2111, 21/F., Prudential Tower, The Gateway, Harbour City, 21 Canton Road, Tsimshatsui, Kowloon, Hong Kong	PRU
6 Shenton Way, #17-08 OUE Downtown 2, Singapore 068809	SHE
Unit 30-01, Vertical Business Suite Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200, Kuala Lumpur	VER
10 Whitechapel High Street, London E1 8QS, United Kingdom	WCH

15. Trade and other receivables

	Group		Company	
	30 June 2023	30 June 2022	30 June 2023	30 June 2022
	£'000	£'000	£'000	£'000
Current				
Trade receivables	22,577	22,290	—	—
Prepayments and other receivables	3,758	3,272	76	71
Accrued income	1,056	1,535	—	—
Amounts due from subsidiaries	—	—	114,781	118,670
	27,391	27,097	114,857	118,741

Amounts due from all subsidiaries are interest free, unsecured and repayable on demand with the intention to repay within the year. Expected credit losses on amounts due from subsidiaries are not material.

16. Trade and other payables

	Group		Company	
	30 June 2023	30 June 2022	30 June 2023	30 June 2022
	£'000	£'000	£'000	£'000
Trade payables	3,039	2,734	—	—
Social security and other taxes	3,418	2,106	742	533
Accruals	15,425	13,936	2,851	2,730
Subscriptions and deferred revenue	33,659	31,405	—	—
Other payables	425	77	202	58
Amounts due to subsidiaries	—	—	62,715	49,993
	55,966	50,258	66,510	53,314

Wilmington plc has loans to the value of £4,053,029 (2022: £3,098,640) due to APM International SAS which incur interest at 2% per annum; these loans are unsecured and repayable on demand. All other amounts due to subsidiaries are interest free, unsecured and repayable on demand.

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17. Financial instruments and risk management

The Group's financial instruments arise from its operations (for example trade receivables and trade payables), from the financing of its operations (for example loans and borrowings and equity) and from its risk management activities (for example interest rate swaps and forward currency contracts). The risks to which the Group is exposed include liquidity and capital risk, foreign currency risk, and credit risk.

Interest rate risk

Risk

During the year and as at 30 June 2023 The Group had access to a £20m revolving credit facility; however, during the year it was not in use due to the Group's net cash position. The Group would only be exposed to cash flow volatility arising from fluctuations in market interest rates if the facility was in use; in this case interest would be charged on the amount drawn down at a rate of SONIA plus a margin of between 1.50% and 2.25% depending upon leverage. The Group incurred a commitment fee for access to the facility at a rate of 40% of the applicable margin. Due to the growing net cash position the Board have decided to cancel the revolving credit facility in August 2023.

The Group has available an undrawn revolving credit facility as follows:

	30 June 2023 £'000	30 June 2022 £'000
Expiring less than one year	20,000	—
Expiring after more than one year	—	20,000

Group policy for interest rate risk management

The Group policy for interest rate risk management is to enter into interest rate swap contracts if beneficial to do so. This decision is based on whether the contract would maintain the ratio of fixed to variable rate debt at a level that achieves a reasonable cost of debt whilst reducing the exposure to cash flow volatility arising from fluctuations in market interest rates.

There were no financial instruments in place during the year ended 30 June 2023 or as at 30 June 2022.

Amounts related to items designated as hedging instruments during the year ended 30 June 2022 were as follows:

	Change in value of hedging instrument recognised in OCI £'000	Line item in profit or loss that includes hedge ineffectiveness	Line item affected in profit or loss because of the reclassification
During the year ended 30 June 2022	—	n/a	1,186

Liquidity and capital risk

Risk

The Group's activities give rise to working capital obligations and other operational cash outflows. The Group is consequently exposed to the risk that it cannot meet its obligations as they fall due or can only meet them at an uneconomic price.

Group policy

The Group policy is to preserve a strong capital base in order to maintain investor, creditor and market confidence and to safeguard the future development of the business and to balance these objectives with the efficient use of capital.

Risk management arrangements

The Group determines its liquidity requirements by the use of short and long term cash forecasts. The Group enters into short, medium and long term financial instruments when deemed necessary to support operational and other funding requirements.

The following tables provide a maturity analysis of the remaining contractually agreed cash flows for the Group's non-derivative financial liabilities on an undiscounted basis, which therefore differ from the carrying value and fair value:

Group	Within 1 year £'000	1–2 years £'000	2–5 years £'000	More than 5 years £'000	Total £'000
At 30 June 2023					
Bank loans including interest	120	—	—	—	120
Lease liabilities	774	1,976	3,993	990	7,733
Trade payables and accruals	18,889	—	—	—	18,889
	19,783	1,976	3,993	990	26,742

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At 30 June 2022	Within 1 year £'000	1–2 years £'000	2–5 years £'000	More than 5 years £'000	Total £'000
Bank loans including interest	120	120	—	—	240
Lease liabilities	507	1,972	4,777	662	7,918
Trade payables and accruals	16,747	—	—	—	16,747
	17,374	2,092	4,777	662	24,905

Company

At 30 June 2023	Within 1 year £'000	1–2 years £'000	2–5 years £'000	More than 5 years £'000	Total £'000
Bank loans including interest	120	—	—	—	120
Lease liabilities	202	1,556	2,888	353	4,999
Trade payables, accruals and amounts due to subsidiary undertakings	65,768	—	—	—	65,768
	66,090	1,556	2,888	353	70,887

At 30 June 2022	Within 1 year £'000	1–2 years £'000	2–5 years £'000	More than 5 years £'000	Total £'000
Bank loans including interest	120	120	—	—	240
Lease liabilities	—	1,606	4,242	554	6,402
Trade payables, accruals and amounts due to subsidiary undertakings	52,781	—	—	—	52,781
	52,901	1,726	4,242	554	59,423

Foreign currency risk

Risk

The currency of the primary economic environment in which the Group operates is Sterling, and this is also the currency in which the Group presents its financial statements. However, the Group has US Dollar linked cash flows arising from international trading and overseas operations. The Group is consequently exposed to cash flow volatility arising from fluctuations in the applicable exchange rates for converting US Dollars to Sterling.

Group policy

The Group policy is to manage foreign currency risk, and to fix the exchange rate when deemed necessary to manage the exchange rate risk relating to foreign net cash inflows. Decisions are approved by the Board as part of the budgeting process and upon the acquisition of foreign operations.

There were no forward contracts entered into during the year ended 30 June 2023 due to the Group deeming the risk is not significant.

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Market risk

A foreign currency exposure can arise from the Group's net investment in two of its US subsidiaries (Wilmington Compliance Week Inc. and Wilmington FRA Inc.) that have a US Dollar functional currency.

	Foreign currency translation reserve	Foreign currency translation reserve for which hedge accounting is no longer applied	Balances remaining in the foreign currency translation reserve from hedging relationships for which hedge accounting is no longer applied
During the year ended 30 June 2023	£'000	£'000	£'000
	(1,552)	—	—

	Foreign currency translation reserve	Foreign currency translation reserve for which hedge accounting is no longer applied	Balances remaining in the foreign currency translation reserve from hedging relationships for which hedge accounting is no longer applied
During the year ended 30 June 2022	£'000	£'000	£'000
	(1,552)	—	—

Credit risk

Risk

The Group's principal financial assets are receivables and bank balances. The Group is consequently exposed to the risk that its customers or the banks cannot meet their obligations as they fall due.

Group policy

The Group policy is to assess the creditworthiness and financial strength of customers at inception and on an ongoing basis. The Group also reviews the credit rating of its banks. Cash is held in banks with a credit rating between AA to A per Fitch at 22 September 2023, with the exception of £0.1m which is held in Allied Irish, with a rating of BBB.

Risk management arrangements

The Group's credit risk is primarily attributable to its trade receivables. However, the Group has no significant exposure to credit risk because its trading is spread over a large number of customers. The payment terms offered to customers take into account the assessment of their creditworthiness and financial strength, and they are set in accordance with industry standards. The creditworthiness of customers is considered before trading commences. Most of the Group's customers are large and well-established institutions that pay on time and in accordance with the Group's standard terms of business.

The amounts presented in the balance sheet are net of the expected credit loss allowance. The Group applies a simplified approach to measure the expected credit loss allowance for trade receivables classified at amortised cost, using the lifetime expected loss provision.

The Group assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortised cost and debt instruments at fair value through other comprehensive income. Expected credit losses are updated at each reporting date to reflect changes in credit risk.

The expected credit loss on trade receivables is estimated using a provision matrix by reference to past default experience and credit rating, taking into account forward-looking factors including general economic conditions and an assessment of the current and forecast conditions at the reporting date.

The following table details the risk profile of trade receivables based on the Group's provision matrix.

At 30 June 2023	Not due £'000	0–30 days £'000	30–60 days £'000	61–90 days £'000	91–120 days £'000	120+ days £'000	Total £'000
Gross carrying amount	14,924	3,816	1,754	1,121	600	1,521	23,736
Expected credit loss rate	0.05%	0.25%	0.41%	3.11%	2.24%	71.34%	4.88%
Expected credit loss	8	10	7	35	13	1,086	1,159
Net carrying amount	14,916	3,806	1,747	1,086	587	435	22,577

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Set out below is the movement for the year in the expected credit loss relating to trade receivables.

	30 June 2023 £'000	30 June 2022 £'000
Allowances at 1 July	875	811
Additions charged to income statement	1,101	731
Allowances used	(146)	(57)
Allowances reversed	(671)	(610)
Allowances at 30 June	1,159	875

Fair value of financial assets and financial liabilities

The table below sets out the accounting classification and the carrying and fair values of all of the Group's financial assets and financial liabilities. The carrying value and fair value are equal in all cases.

Group

	Amortised cost £'000
At 30 June 2023	
Financial assets	
Cash and cash equivalents	42,173
Trade and other receivables	22,951
Deferred consideration receivable	1,904
	67,028
Financial liabilities	
Trade and other payables	(18,890)
Lease liabilities	(7,210)
	(26,100)
At 30 June 2022	
Financial assets	
Cash and cash equivalents	19,785
Trade and other receivables	22,729
Deferred consideration receivable	1,698
Financial assets included within disposal group held for sale	1,106
	45,318
Financial liabilities	
Trade and other payables	(16,747)
Lease liabilities	(7,510)
Financial liabilities included within disposal group held for sale	(376)
	(24,633)

Company

	Amortised cost £'000
At 30 June 2023	
Financial assets	
Cash and cash equivalents	27,483
Trade and other receivables	114,781
	142,264
Financial liabilities	
Trade and other payables	(65,768)
Lease liabilities	(4,647)
	(70,415)
At 30 June 2022	
Financial assets	
Cash and cash equivalents	15,734
Trade and other receivables	118,670
	134,404
Financial liabilities	
Trade and other payables	(52,781)
Lease liabilities	(6,225)
	(59,006)

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Fair value measurement

The methods and assumptions used to estimate the fair values of financial assets and liabilities are as follows:

- the carrying amount of trade receivables and payables approximates to fair value due to the short maturity of the amounts receivable and payable; and
- the fair value of the Group's borrowings are estimated on the basis of the discounted value of future cash flows using approximate discount rates in effect at the balance sheet date.

18. Deferred tax

Movements on deferred tax assets are as follows:

Group	Share based payments £'000	Fair value interest rate swap £'000	US deferred consideration £'000	Tax losses £'000	UK intangibles and capital allowances £'000	US intangibles £'000	Total £'000
At 1 July 2021	450	(11)	196	729	(1,260)	(794)	(690)
Deferred tax credit/(charge) in the income statement for the year	(16)	11	(23)	191	123	(75)	211
Deferred tax credit included directly in equity for the year	70	—	—	—	—	—	70
Utilisation of deferred tax asset	—	—	—	(631)	—	—	(631)
Exchange translation difference	—	—	75	—	—	(34)	41
At 30 June 2022	504	—	248	289	(1,137)	(903)	(999)
Deferred tax credit/(charge) in the income statement for the year	89	—	(25)	—	904	21	989
Deferred tax credit included directly in equity for the year	212	—	—	—	—	—	212
Effect on deferred tax of a change in the corporation tax rate	40	—	20	23	—	—	83
Exchange translation difference	—	—	(77)	—	—	110	33
At 30 June 2023	845	—	166	312	(233)	(772)	318

The Group has concluded that the deferred assets relating to tax losses will be recoverable using the estimated future taxable income. The losses can be carried forward indefinitely and have no expiry date.

The following is the analysis of the deferred tax balances after offset:

	30 June 2023 £'000	30 June 2022 £'000
Deferred tax assets	925	1,041
Deferred tax liabilities	(607)	(2,040)
	318	(999)

Company	Share based payments £'000	Fair value interest rate swap £'000	Total £'000000
Asset at 1 July 2021	450	(11)	439
Deferred tax charge in the income statement for the year	(16)	11	(5)
Deferred tax credit included directly in equity for the year	70	—	70
Asset at 30 June 2022	504	—	504
Deferred tax charge in the income statement for the year	89	—	89
Deferred tax credit included directly in equity for the year	212	—	212
Effect on deferred tax of a change in the corporation tax rate	40	—	40
Asset at 30 June 2023	845	—	845

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19. Share capital

Group	Number of ordinary shares of 5p each	Ordinary shares £'000	Share premium account £'000	Treasury shares and ESOT reserves £'000	Total £'000
Issued and fully paid ordinary shares					
At 1 July 2021	87,603,917	4,380	45,225	(701)	48,904
Performance share plan awards vesting settled via ESOT	—	—	—	84	84
ESOT share purchases	—	—	—	(371)	(371)
Issue of shares	224,838	11	328	—	339
Purchase of treasury shares	—	—	—	(154)	(154)
Sale of treasury shares	—	—	—	49	49
At 30 June 2022	87,828,755	4,391	45,553	(1,093)	48,851
Issue of shares	340,052	17	—	—	17
Save As You Earn options settlement via ESOT	—	—	—	154	154
Save As You Earn options settlement via treasury shares	—	—	—	153	153
At 30 June 2023	88,168,807	4,408	45,553	(786)	49,175

Company	Number of ordinary shares of 5p each	Ordinary shares £'000	Share premium account £'000	Treasury shares £'000	Total £'000
Issued and fully paid ordinary shares					
At 1 July 2021	87,603,917	4,380	45,225	(78)	49,527
Issue of shares	224,838	11	328	—	339
Purchase of treasury shares	—	—	—	(154)	(154)
Sale of treasury shares	—	—	—	49	49
At 30 June 2022	87,828,755	4,391	45,553	(183)	49,761
Issue of shares	340,052	17	—	—	17
Save As You Earn options settlement via treasury shares	—	—	—	153	153
At 30 June 2023	88,168,807	4,408	45,553	(30)	49,931

In October 2022 Wilmington issued 340,052 ordinary voting shares of £0.05 to satisfy the Company's obligations under its Performance Share Plan.

During the year 30,215 shares held by the Employee Share Ownership Trust ('ESOT') were used to satisfy the Company's obligations under the SAYE Plan. At 30 June 2023, the ESOT held 352,651 shares (2022: 403,782) in the Company, which represents 0.4% (2022: 0.5%) of the called up share capital.

During the year 60,762 shares held in treasury were used to satisfy the Company's obligations under the SAYE Plan. At 30 June 2023, 5,208 shares (2022: 65,970) were held in treasury, which represents 0.1% (2022: 0.1%) of the share capital of the Company.

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20. Share based payments

The Group's share based payment arrangements are as follows:

- Performance Share Plan ('PSP') awards, applying to Executives;
- Performance Share Plan ('PSP') awards, applying to the Senior Leadership Team;
- Share Option Plan ('Options'), applying to the Senior Leadership Team; and
- An employee Save As You Earn ('SAYE') scheme, for UK based employees.

An expense of £1,515,000 (2022: £1,230,000) was recognised in the income statement of the Group for share based payments. Of this expense £1,515,000 (2022: £1,230,000) was recognised in the parent company income statement.

During the year ended 30 June 2023, the following events have occurred in respect of each scheme.

a) PSP awards, applying to Executives

Details of Directors' share awards are set out in the Directors' Remuneration report.

Under the Wilmington plc 2017 Performance Share Plan:

Date of grant	Exercise price per award	Date of vesting	Number of shares for which awards outstanding at 1 July 2022	Awards granted during year	Awards vested during year	Awards lapsed during year	Number of shares for which awards outstanding at 30 June 2023
September 2019	Nil	September 2022	103,405	—	(97,757)	(5,648)	—
September 2020	Nil	September 2023	455,102	—	—	(27,669)	427,433
February 2021	Nil	September 2023	52,971	—	—	—	52,971
September 2021	Nil	September 2024	383,177	—	—	(30,002)	353,175
February 2022	Nil	September 2024	27,307	—	—	—	27,307
September 2022	Nil	September 2025	—	359,162	—	—	359,162

97,757 awards vested on 30 September 2022 at a share price of £2.856. 359,162 awards were granted to Executives in September 2022 with a fair value of £2.47 per award.

The performance conditions of the awards granted in September 2020 and February 2021 are based on the proportions below:

- 40.0% total shareholder return ('TSR');
- 40.0% earnings per share ('EPS'); and
- 20.0% organic growth ('ORG').

The performance conditions of the awards granted in September 2021 and February 2022 are based on the proportions below:

- 65.0% earnings per share ('EPS'); and
- 35.0% organic growth ('ORG').

The performance conditions of the awards granted in September 2022 are based on the proportions below:

- 65.0% earnings per share ('EPS'); and
- 35.0% organic growth ('ORG').

The awards granted to Executives in September 2022 were valued using the Black Scholes and Stochastic methods with the following assumptions:

- expected volatility (%): 26.73;
- expected life (years): 3.0; and
- expected dividends (%): Nil.

Expected volatility was determined by reference to the historical volatility of the Group's share price. The expected life used in the model is the mid-point of the exercise period. Expected dividend assumptions reflect the impact of dividends in lieu in respect of awards made to Executives. These do not apply to awards or options made to the Senior Leadership Team.

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b) PSP awards, applying to the Senior Leadership Team

Under the Wilmington plc 2017 Performance Share Plan:

Date of grant	Exercise price per award	Date of vesting	Number of shares for which awards outstanding at 1 July 2022	Awards granted during year	Awards vested during year	Awards lapsed during year	Number of shares for which awards outstanding at 30 June 2023
September 2019	Nil	September 2022	144,177	—	(144,177)	—	—
September 2020	Nil	September 2023	215,711	—	—	(59,858)	155,853
September 2021	Nil	September 2024	151,870	—	—	(46,045)	105,825
February 2022	Nil	September 2024	7,270	—	—	—	7,270
September 2022	Nil	September 2025	—	105,598	—	—	105,598
December 2022	Nil	September 2025	—	5,299	—	—	5,299
April 2023	Nil	September 2025	—	2,569	—	—	2,569

The fair value of the awards granted on 30 September 2022 was £2.37, the fair value of the awards granted on 1 December 2022 was £2.41 per award and the fair value of the awards granted on 3 April 2023 was £2.54 per award.

The performance conditions of the awards granted in September 2022, December 2022 and April 2023 are based on the proportions shown below:

- 65.0% earnings per share ('EPS'); and
- 35.0% organic growth ('ORG').

The awards granted in September 2022 were valued using the Black Scholes method with the following assumptions:

- expected life (years): 3.0; and
- expected dividends (%): 3.15.

The awards granted in December 2022 were valued using the Black Scholes method with the following assumptions:

- expected life (years): 3.0; and
- expected dividends (%): 3.15.

The awards granted in April 2023 were valued using the Black Scholes method with the following assumptions:

- expected life (years): 3.0; and
- expected dividends (%): 3.15.

c) Options

On 30 September 2022, 1 December 2022 and 3 April 2023, the Company awarded share options to selected key management. This is a discretionary scheme which enables a company to grant share options to selected employees. The exercise price of the granted options is equal to the market price of the shares on the date of the grant. Options are conditional on the employee completing three years' service (the vesting period) so act as a lock-in incentive; the options have a contractual option term of ten years. The options are exercisable starting three years from the grant date, subject to the Group achieving growth in earnings per share in line with the targets set out in the deed of grant. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Movements in the number of share options outstanding and their related weighted average exercise price are as follows:

Date of grant	Average exercise price per option £	Date of vesting	Number of shares for which options outstanding at 1 July 2022	Options granted during year	Options exercised during year	Options lapsed during year	Number of shares for which options outstanding at 30 June 2023
September 2015	2.625	September 2018	160,726	—	—	(160,726)	—
September 2016	2.455	September 2019	—	—	—	—	—
September 2017	2.150	September 2020	—	—	—	—	—
September 2018	1.848	September 2021	—	—	—	—	—
September 2019	2.080	September 2022	216,148	—	(155,679)	—	60,469
September 2020	1.225	September 2023	310,571	—	—	(79,027)	231,544
September 2021	2.228	September 2024	216,323	—	—	(58,798)	157,525
February 2022	2.420	September 2024	10,905	—	—	—	10,905
September 2022	2.820	September 2025	—	158,396	—	—	158,396
December 2022	2.862	September 2025	—	7,949	—	—	7,949
April 2023	3.016	September 2025	—	3,854	—	—	3,854

The fair value of the options granted on 30 September 2022 was £0.70, the fair value of the options granted on 1 December 2022 was £0.71 per option, and the fair value of the options granted on 3 April 2023 was £0.75 per option.

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The options granted in September 2022 were valued using the Black Scholes method with the following assumptions:

- expected volatility (%): 33.34;
- expected life (years): 6.50; and
- expected dividends (%): 3.15.

Expected volatility was determined by reference to the historical volatility of the Group's share price. The expected life used in the model is the mid-point of the exercise period.

The options granted in December 2022 were valued using the Black Scholes method with the following assumptions:

- expected volatility (%): 33.34;
- expected life (years): 6.50; and
- expected dividends (%): 3.15.

Expected volatility was determined by reference to the historical volatility of the Group's share price. The expected life used in the model is the mid-point of the exercise period.

The options granted in April 2023 were valued using the Black Scholes method with the following assumptions:

- expected volatility (%): 33.34;
- expected life (years): 6.50; and
- expected dividends (%): 3.15.

Expected volatility was determined by reference to the historical volatility of the Group's share price. The expected life used in the model is the mid-point of the exercise period.

d) Save As You Earn Options

On 29 March 2019, Save As You Earn Options with a per share exercise price of £1.52 over 688,612 ordinary shares in Wilmington plc (the 'Company') were granted under the Wilmington SAYE Plan 2018 to employees of the Company and its subsidiaries. In May 2022 the SAYE Options vested, and can be exercised within six months following vesting; 47,127 shares vested during the year. At 30 June 2023 there were no (2022: 47,127) shares for which options were outstanding.

On 19 October 2020, Save As You Earn Options with a per share exercise price of £0.96 over 984,973 ordinary shares in the Company were granted under the Wilmington SAYE Plan 2018 to employees of the Company and its subsidiaries. At 30 June 2023 there were 644,324 (2022: 784,949) shares for which options were outstanding.

On 6 April 2023, Save As You Earn Options with a per share exercise price of £2.45 over 426,206 ordinary shares in the Company were granted under the Wilmington SAYE Plan 2018 to employees of the Company and its subsidiaries. At 30 June 2023 there were 421,065 (2022: nil) shares for which options were outstanding.

The exercise prices of £1.52, £0.96 and £2.45 relating to the 2019 SAYE Options, the 2020 SAYE Options and the 2023 SAYE Options respectively were calculated in accordance with the rules as set out in the SAYE Scheme. The SAYE Options will normally vest and become exercisable over a three year vesting period from the date of grant and can be exercised within six months following vesting.

21. Lease liabilities

The Group enters into leases of buildings in relation to offices and business premises in the geographical locations in which they operate.

The following table shows the discounted lease liabilities included in the Group and Company balance sheets:

	Group		Company	
	30 June 2023 £'000	30 June 2022 £'000	30 June 2023 £'000	30 June 2022 £'000
Current	975	648	202	118
Non-current	6,235	6,862	4,445	6,107
	7,210	7,510	4,647	6,225

A reconciliation of the movement in the right-of-use assets is included in note 13. The maturity analysis of lease liabilities on a contractual undiscounted cash flow basis is included in note 17. The interest expense in relation to lease liabilities is included in note 6. Amounts recognised through the Consolidated income statement in respect of short term leases and low-value leases are included in note 4. The total cash outflow for leases was £2,203,000 (2022: £4,166,000) with the year-on-year decrease relating to a difference in the timing of payments. There are no leases with variable payments.

Contracts entered into by the Group have a wide range of terms and conditions but generally do not impose any additional covenants. Extension and termination options provide the Group with additional operational flexibility.

These options are included in the lease term if the Group considers it reasonably certain that the lease will be extended or terminated.

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22. Provisions

Property and other	£'000
At 1 July 2022	1,535
Utilised in the year	(307)
At 30 June 2023	1,228

	30 June 2023 £'000
Included in current liabilities	307
Included in non-current liabilities	921
	1,228

The provision is in respect of anticipated costs expected to be incurred in relation to the closed proportion of the head office until the end of the contractual lease term, including service charge, insurance and, repairs and maintenance. The year on year movement in the provision reflects unwinding of the provision over the lease term until May 2027.

The provision is based on assumptions and estimates where the ultimate outcome may be different from the amount provided. The provision reflects the Group's best estimate of the probable exposure as at 30 June 2023. This assessment has been made having considered the sensitivity of the provision for possible changes in key assumptions. The group has reviewed the provisions held and concluded no adjustments are required for climate change risks.

23. Commitments

The Group had no (2022: none) capital commitments contracted but not provided for in relation to property, plant and equipment at 30 June 2023.

24. Related party transactions

The Company and its wholly owned subsidiary undertakings offer certain Group-wide purchasing facilities to the Company's other subsidiary undertakings whereby the actual costs are recharged.

The Company has made no recharges (2022: £503,896) to its fellow Group undertakings in respect of management services.

Amounts due from and to subsidiary undertakings by the Company are set out in notes 15 and 16 respectively.

During the year, the Company received dividends of £1,359,172 from subsidiaries (2022: £15,416,584).

There were no (2022: £nil) transactions with related parties of key management personnel during the year.

25. Staff and their pay and benefits

a) Employee costs (including Directors) were as follows:

	Group		Company	
	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Wages and salaries*	48,060	47,374	3,736	2,930
Social security costs	5,318	5,164	401	255
Other pension costs	1,370	1,384	52	46
Share based payments (including social security costs)	1,515	1,230	1,515	1,230
	56,263	55,152	5,704	4,461

* Excluded from wages and salaries in the Group figures are redundancy costs in the year of £859,547 (2022: £1,072,371). Company nil (2022: nil)

b) Remuneration of key management personnel that held office for part or all of the year (2023: 10 people; 2022: 9 people), which includes the Directors and other key management personnel, is shown in the table below:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Short term employee benefits	2,860	2,226
Compensation for loss of office	123	—
Post-employment benefits	80	72
Share based payments	673	302
	3,736	2,600

All key management personnel are part of the Executive Committee. More detailed information concerning Directors' remuneration, shareholdings, pension entitlement, share options and other Long Term Incentive Plans ('LTIPs') is shown in the audited part of the Directors' Remuneration report on pages 58 to 62 which forms part of the consolidated financial statements.

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c) The average monthly number of employees (including Directors) employed by the Group was as follows:

	Group		Company	
	Year ended 30 June 2023 Number	Year ended 30 June 2022 Number	Year ended 30 June 2023 Number	Year ended 30 June 2022 Number
Revenue delivery	494	520	—	—
Administration	362	381	17	17
	856	901	17	17

Total full time equivalents at 30 June 2023 were 797 (2022: 779).

d) Retirement benefits:

The Group contributes to defined contribution pension schemes. Total contributions to the schemes during the year were £1,370,000 (2022: £1,384,000).

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26. Cash generated from operations

	Group		Company	
	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Profit from continuing operations before tax	24,022	36,120	2,986	14,964
Adjusting item – gain on disposal of subsidiaries	(2,212)	(16,329)	—	—
Adjusting item – gain on sale of property, plant and equipment	—	(1,289)	—	—
Adjusting item – net gain on financing activities	—	(840)	—	(840)
Adjusting items	147	66	29	(6,061)
Depreciation of property, plant and equipment included in operating expenses	2,321	2,412	—	—
Amortisation of intangible assets	4,071	6,089	—	—
Impairment of property, plant and equipment	—	597	—	—
Non-adjusting profit on disposal of property, plant and equipment	(36)	(71)	—	—
Share based payments (including social security costs)	1,515	1,230	1,515	1,230
Net finance (income)/expense	(232)	928	(314)	663
Operating cash flows before movements in working capital	29,596	28,913	4,216	9,956
(Increase)/decrease in trade and other receivables	(107)	1,621	5,010	(9,396)
Increase/(decrease) in trade and other payables	4,023	(5,657)	10,105	(7,275)
Decrease in provisions	(307)	(307)	—	—
Cash generated from/(used in) operations before adjusting items	33,205	24,570	19,331	(6,715)

Cash conversion is calculated as a percentage of cash generated by operations to adjusted EBITA as follows:

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Funds from operations before adjusting items:		
Adjusted EBITA (note 2)	24,106	21,621
Share based payments (including social security costs)	1,515	1,230
Amortisation of intangible assets – computer software	1,690	3,721
Depreciation of property, plant and equipment included in operating expenses	2,321	2,412
Non-adjusting profit on disposal of property, plant and equipment	(36)	(71)
Operating cash flows before movement in working capital	29,596	28,913
Net working capital movement	3,609	(4,343)
Funds from operations before adjusting items	33,205	24,570
Cash conversion	138%	114%

	Year ended 30 June 2023 £'000	Year ended 30 June 2022 £'000
Free cash flow:		
Operating cash flows before movement in working capital	29,596	28,913
Proceeds on disposal of property, plant and equipment	13	3,493
Net working capital movement	3,609	(4,343)
Interest received/(paid)	344	(479)
Payment of lease liabilities	(2,109)	(3,752)
Tax paid	(3,268)	(3,397)
Purchase of property, plant and equipment	(461)	(440)
Purchase of intangible assets	(595)	(1,292)
Free cash flow	27,129	18,703

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27. Events after the reporting period

Due to the growing net cash position the Board have decided to cancel the revolving credit facility in August 2023.

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Pro forma five year financial summary (unaudited)

	2019 £'m	2020 £'m	2021 £'m	2022 £'m	2023 £'m
Revenue	122.5	113.1	113.0	121.0	123.5
Operating expenses (before adjusting items)	(101.0)	(99.1)	(96.4)	(99.4)	(99.4)
Adjusted EBITA	21.5	14.0	16.6	21.6	24.1
Other adjusting items	(1.4)	(0.6)	(3.0)	0.1	(0.1)
Gain on disposal of property, plant and equipment	—	—	—	1.3	—
Gain on disposal of business operations	—	—	3.4	—	—
Gain on disposal of subsidiaries	1.9	—	0.8	16.3	2.2
Net gain on financing activities	—	—	—	0.8	—
Amortisation of intangible assets excluding computer software	(5.1)	(4.8)	(3.4)	(2.5)	(2.4)
Impairment of goodwill, intangible assets and property, plant and equipment	—	—	(14.8)	(0.6)	—
Operating profit/(loss)	16.9	8.6	(0.4)	37.0	23.8
Net finance income/(expense)	(2.1)	(2.2)	(1.6)	(0.9)	0.2
Share of loss of equity accounted investment	(0.1)	—	—	—	—
Profit/(loss) on ordinary activities before tax	14.7	6.4	(2.0)	36.1	24.0
Taxation	(3.5)	(1.8)	(2.5)	(3.3)	(3.8)
Profit/(loss) on ordinary activities after tax	11.2	4.6	(4.5)	32.8	20.2
Adjusted profit before tax	19.3	11.9	15.0	20.7	24.3
Cash generated from operations before adjusting items	26.4	26.5	17.3	24.6	33.2
Basic earnings/(loss) per ordinary share from continuing operations (pence)	12.74	5.33	(5.18)	37.46	23.54
Diluted earnings/(loss) per ordinary share from continuing operations (pence)	12.64	5.26	(5.18)	36.98	22.96
Adjusted earnings per ordinary share from continuing operations (pence)	17.44	10.71	13.62	18.66	21.49
Interim and proposed final dividend per share (pence)	9.1	—	6.0	8.2	10.0
Dividend cover (times) ¹	1.9	—	2.3	2.3	2.1
Return on sales (%) ²	17.5	12.4	14.7	17.9	19.5

The result for the financial year 2019 has not been adjusted for IFRS 16.

1. Dividend cover – adjusted earnings per ordinary share from continuing operations divided by the interim and proposed final dividend per share.
2. Return on sales – adjusted EBITA divided by revenue.

Financial Statements – Wilmington plc 30 June 2023

Advisors and corporate calendar

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Corporate calendar

Announcement of final results

25 September 2023

Annual General Meeting

22 November 2023

Announcement of interim results

February 2024

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