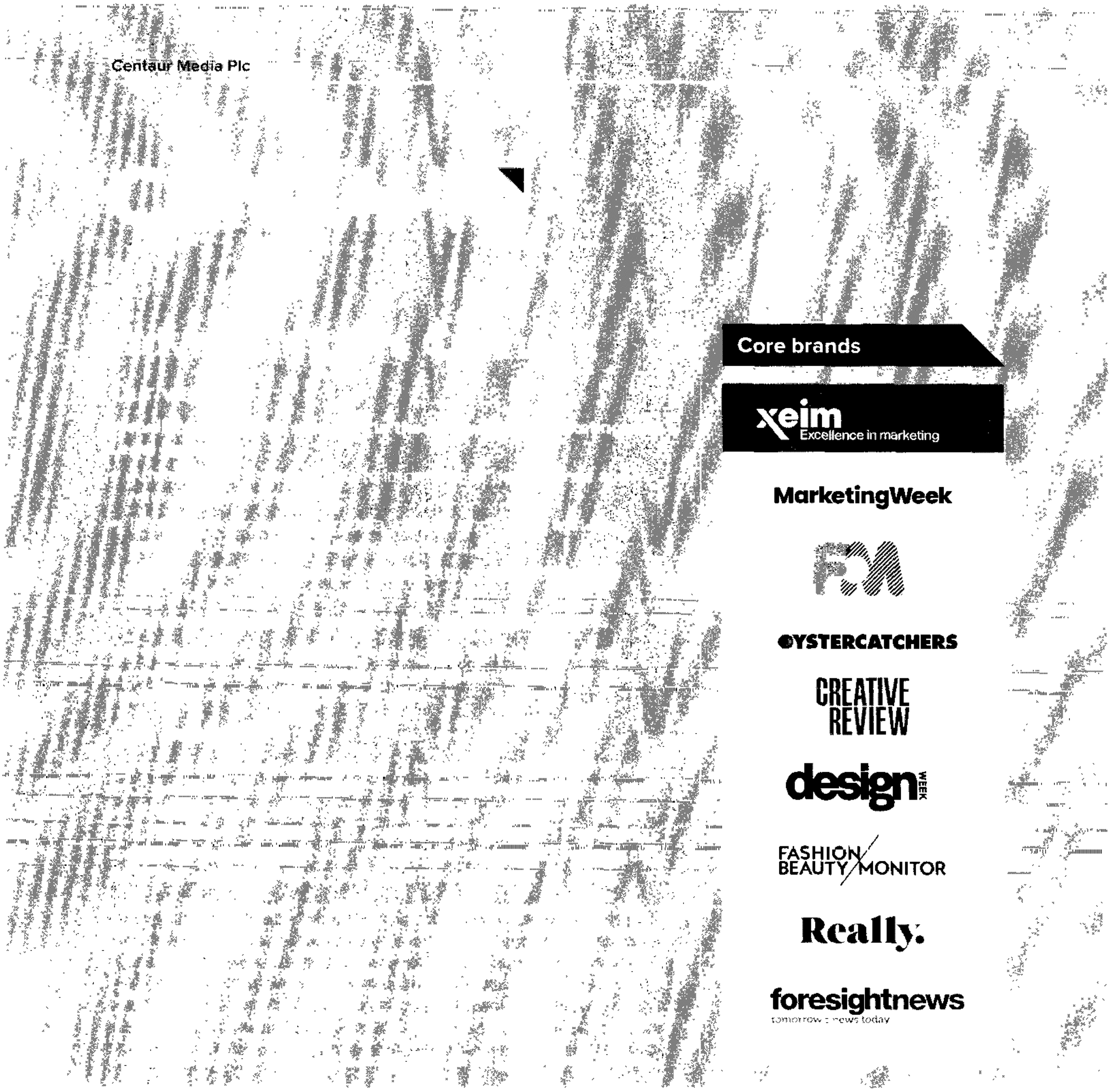
B11S Note 29



Core brands

xeim
Excellence in marketing

MarketingWeek

FXA

OYSTERCATCHERS

CREATIVE REVIEW

design WEEK

FASHION BEAUTY MONITOR

Really.

foresightnews
tomorrow's news today

Contents

Highlights of the year

Flagship 4

Mini MBA in Marketing

influencer intelligence

Econsultancy

THE LAWYER

Revenue from continuing operations	2021	£39.1m
	2020	£32.4m
Adjusted[1] EBITDA	2021	16%
	2020	12%
Cash	2021	£13.1m
	2020	£8.3m
Adjusted[1] diluted EPS	2021	1.9p
	2020	0.3p

- Resilient performance against the backdrop of the Covid pandemic and the business remains on track to deliver on its MAP23 objectives
- Flagship 4 brands continued to deliver strong results, benefitting from optimised pricing, strong renewal rates and the creation of hybrid events
- Developed the customer offering of our brands, including the introduction of a campaign management tool for Influencer Intelligence, blended learning for Econsultancy and further paid-for products at The Lawyer
- Record cross-marketing performance of Xeim Brands, supported by Xeim Engage and Xeim Labs marketing solutions
- Hybrid events at The Lawyer continued to improve in content and networking capability, leading to increased quality and size of customer
- Improved brand profile at Xeim following further investment in our marketing teams and digital marketing capabilities
- Increased number of, and value generated from, large blue chip international clients across Xeim
- DICE, our employee engagement committee, has worked closely with employees to implement initiatives to help Centaur build a more diverse and inclusive workplace

[illegible]

Chair's statement

COLIN JONES
Chair

Dear Shareholder,

When I last wrote to you a year ago, I expressed my confidence that Centaur had the balance sheet robustness and business momentum to make progress against its Margin Acceleration Plan ('MAP23') goals over the course of 2021.

Our updated MAP23 strategy, which had been launched in January 2021, putting the business back on track after the disruption of Covid. I am pleased to report that this confidence has proven well placed – our business performed in line with our ambitious objectives for 2021 and we remain on course to meet our MAP23 targets of [illegible] revenue and an adjusted EBITDA margin of 23% [illegible].

[illegible]

Today, knowledge has become a key competitive advantage – meaning that the proliferation of information is greater than ever before, and the past two years have accelerated the already rapid shift to high quality digital content. For businesses, this creates challenges in understanding markets, identifying trends and developing new relationships. All of this means that our customers are looking for targeted connectivity with timely and deeper insight.

We are positioning Centaur to fulfil these needs – to provide customers with insight, learning and consultancy expertise across multiple industries and focusing on two sectors with the specialist tools knowledge, bespoke solutions and connections that create advantage. In this way, we enable our clients to excel at what they do, to raise their aspirations and to deliver better performance.

Performance

As a result, a result of the focused strategic and operational decisions taken by Centaur's management team, 2021 saw a swift recovery in performance with a 21% growth in revenue and a sustained improvement in EBITDA margin to 16%, which contributed to the further strengthening of Centaur's cash position to £[illegible]m.

These results reflect a strong performance across Centaur's unique portfolio: from our Flagship 4 brands that benefited from optimised pricing, strong renewal rates and a recovery in events, and from the Core Brands that saw record achievements in marketing solutions and revenue driven from successful hybrid events. The value of the content and networking capabilities of our brands successfully led to an improvement in quality and level of customer [illegible]

Dividend and capital allocation

Centaur's robust performance during the [illegible] [illegible] 2021 the Board [illegible] of the Company's [illegible] [illegible]

The Company retains a healthy cash position which it intends to use to fund short-term working capital volatility and investment in new products and capabilities, while also providing the resources to explore other complementary strategic initiatives.

ESG

While we are making good progress in delivering the financial targets under our MAP23 strategy, another key component of our business model is to ensure that our behaviours and culture are fully aligned with best practice ESG matters. I'm therefore pleased to say we continued to reduce our carbon footprint over the course of 2021. The Board has also been impressed by the initiatives undertaken by our Diversity, Inclusion, Culture and Engagement panel (DICE) to improve diversity in our promotions, recruitment and continued D&I training efforts. This will continue to be an area of focus going forward and a consideration in all our business decisions.

We will also continue to operate with integrity, transparency and accountability, with the Board remaining committed to the highest standards of corporate governance. More detail on our governance policies is set out from page 44.

People and innovation

The adaptability, expertise and exceptional commitment of our people has enabled Centaur not only to manage the challenges of the last year but also to exceed the Board's expectations in terms of driving innovation and solutions for our customers. This has seen Econsultancy deliver blended solutions and The Lawyer launch Signal, an upgrade of its Market Reports product providing strategic insight and benchmarking capabilities. This focus on new products is crucial as the industry backdrop continues to advance and customers need more sophisticated and targeted products and solutions.

We are committed to the wellbeing of our people and making a safe environment for our employees to operate the day-to-day business effectively while allowing creativity and entrepreneurship to build the business for the future.

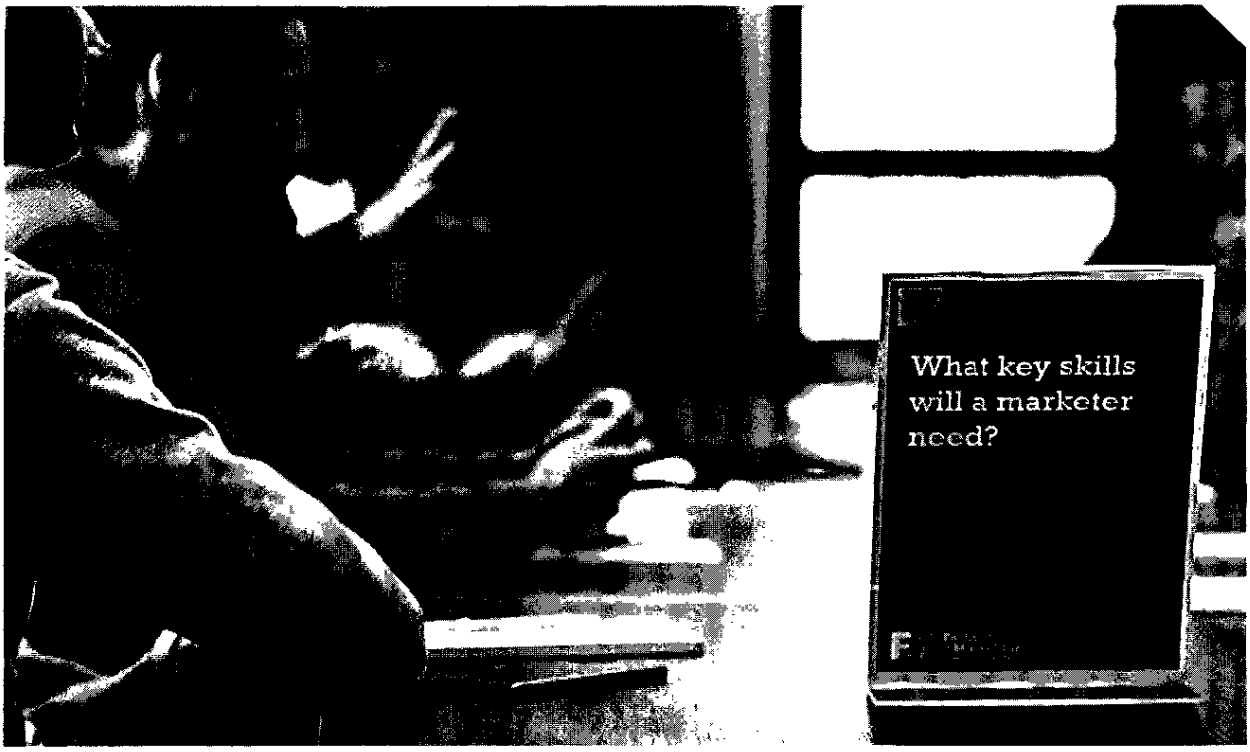
Looking ahead

The excellent performance delivered by the Group in 2021 provides a good platform for further growth in 2022. The increasing value of data-driven insight brings opportunities for expansion into new target markets, the broadening and deepening of connection networks, and a growing focus on cross-selling our products and building on their synergies. While lingering uncertainties around Covid and the macro-economic and geopolitical outlook obviously remain, we are fortunate in having a strong balance sheet which gives us the confidence to increase our investment in new products and explore other strategic initiatives.

As we progress towards our MAP23 targets I believe Centaur has the talent, strategy and financial discipline to meet the challenges and realise the opportunities that lie ahead and we look forward to the future with confidence.

Finally, but most importantly, I would like to take this opportunity to thank each and every employee for their outstanding contribution in what has been a demanding but successful year.

Colin Jones
Chair
[illegible] March 2022



Strategy

xeim
Excellence in marketing

Mini MBA in Marketing

influencer intelligence

Econsultancy

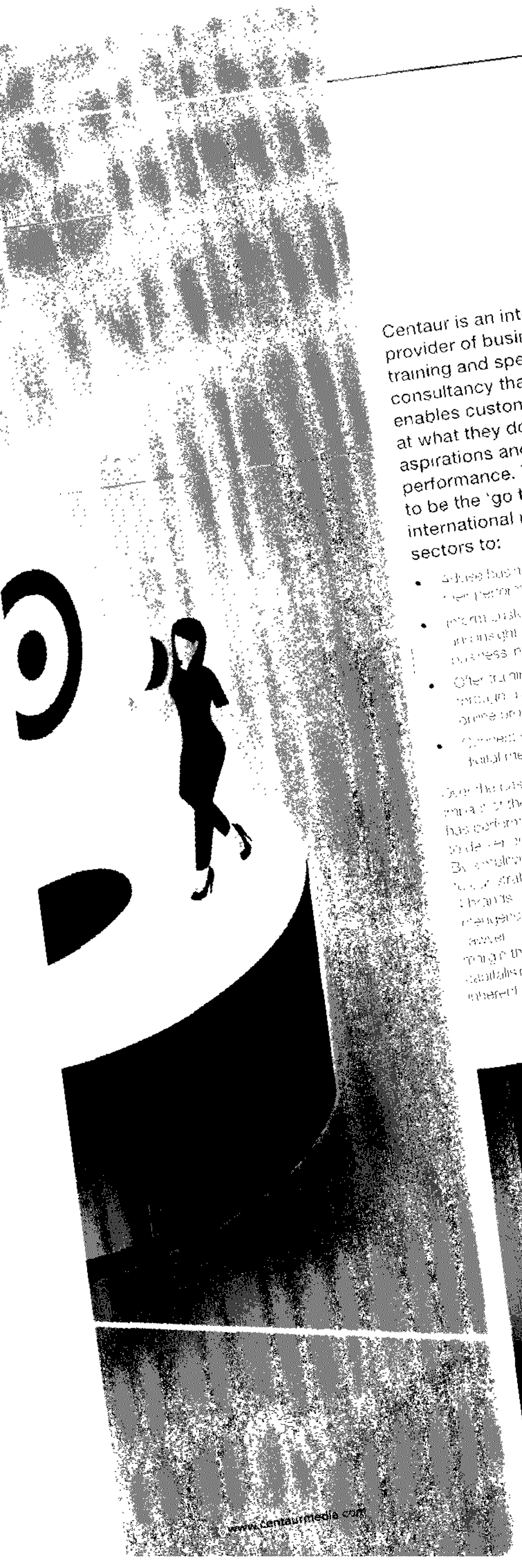
THE LAWYER

MAP23

Three-year plan to grow revenues to >£45m and EBITDA margin to 23% by 2023

An international provider of market intelligence, learning and specialist consultancy

- **Flagship 4**
  - MW Mini MBA
  - Econsultancy
  - Influencer Intelligence
  - The Lawyer
- **Core Brands**
- **Customer focus**
  - Sell more to existing customers
  - Optimise pricing
  - Cross-sell Xeim
- **Investment**
  - Systems
  - People
- **New products**
  - Digital subscriptions
  - Common technology stack
  - New content offerings
- **International growth**
- **Control of costs**



Centaur is an international provider of business information, training and specialist consultancy that inspires and enables customers to excel at what they do, raise their aspirations and deliver better performance. The Group's aim is to be the 'go to' company in the international marketing and legal sectors to:

- Advise businesses on how to [illegible] their performance and ROI;
- Inform customers using data, content and insight with the provision of business intelligence products;
- Offer training and advisory services through digital learning initiatives and online programmes; and
- Connect [illegible] communities through digital media and events.

Over the past year, despite the continued impact of the Covid pandemic, the Group has performed well and remains on track to deliver on its ambitious MAP23 goals. By simplifying the business and sharpening our strategy of investing in our Flagship brands – Econsultancy, Influencer Intelligence, MW Mini MBA and The Lawyer – we are continuing to expand our margin through profitable revenue growth, capitalising on Xeim and The Lawyer's inherent synergies.

Xeim

Xeim takes its name from 'Excellence in Marketing' and its purpose is to improve the performance of marketers. Xeim brings together the Group's [illegible] portfolio of marketing brands – Econsultancy, Influencer Intelligence, MW Mini MBA, Festival of Marketing, Marketing Week, Design Week, Creative Review, Really B2B, Fashion & Beauty Monitor, Oystercatchers and Foresight News – to support the marketing sector, providing our customers with the advice, intelligence and connections needed to set themselves apart from their peers.

Our market-leading brands and [illegible] experts provide insight, [illegible] and proprietary content, attracting over 6 million digital contact points every month.

Our cross-Xeim marketing solutions team capitalises on the synergies of these brands to help create integrated solutions for customers.

The Lawyer

In The Lawyer, Centaur owns the most trusted brand for the UK legal profession and a leading provider of intelligence to the global legal market, delivered via a scalable digital platform.

The Lawyer has built on its 35 year heritage of delivering incisive, cutting edge analysis of the UK legal market, continuing to broaden its offering to develop a much more international business providing market intelligence to the world's largest law firms. The Lawyer counts 90% of the top 100 UK and 50 US law firms among its corporate subscribers.

Strategy
CONTINUED

MAP23
Our strategic focus is to deliver the targets set out under MAP23: raising Group Adjusted EBITDA margins to 23% by 2023 and increasing revenue to more than £40m.

Our resilience during the pandemic, our organic revenue growth and increase in profitability in 2021, together with the strength of our balance sheet, evidences the progress that Centaur is making towards MAP23 and our longer term vision.

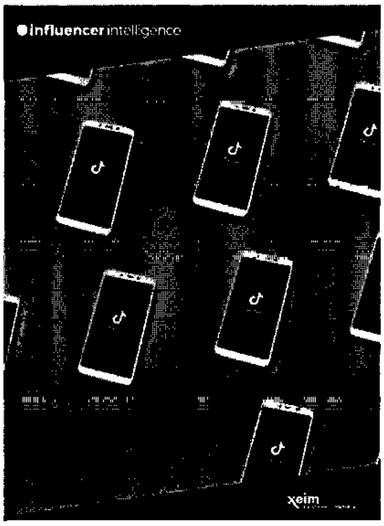
The Group intends to deliver the targets through a combination of profitable organic revenue growth and operational cost leverage.

To achieve this, we will be:

- Focusing investment and resource allocation on our Thg4 top 4 brands – the four brands which we have identified as our key growth drivers encompassing Econsultancy, Influencer Intelligence, MW Mini MBA and The Lawyer;
- Delighting our customers through excellent customer service;
- Investing in technology and continuing to develop our digital offering through new products and services;
- Increasing focus on cross-selling Xeim's suite of products and services to enterprise clients to drive up revenue per client;
- Creating further opportunities for growth through Xeim's wider portfolio of Core Brands;
- Investing in marketing, building out our marketing teams to increase brand profile and sell our products to a broader range of international clients; and
- Continuing to leverage our cost base by managing costs tightly as revenue grows.

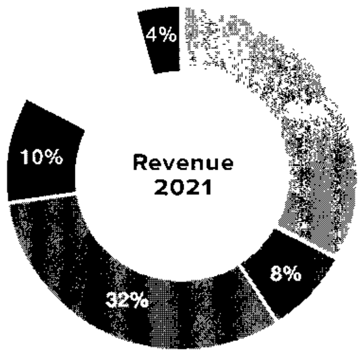
Structure
Our business model is integral to how we will deliver MAP23. In 2019, we restructured Centaur making it a much simpler business consisting of Xeim and The Lawyer. We report revenue under six core revenue streams:

- Premium Content comprising subscription-driven paid content services;
- Marketing Services from campaign management and marketing automation;
- Training and Advisory from marketing consultancy, digital learning and online training;
- Events including sponsorship and delegate revenue from conferences, awards, and large scale events;
- Marketing Solutions including display and bespoke client campaigns; and
- Recruitment Advertising being sector focused.



The chart below shows which brands derive revenue from each category.

Brand	Premium Content	Marketing Services	Training and Advisory	Events	Marketing Solutions	Recruitment Advertising
Econsultancy						
Influencer Intelligence						
MW Mini MBA						
Festival of Marketing						
Oystercatchers						
Marketing Week						
Fashion & Beauty Monitor						
Foresight News						
Creative Review Design Week						
Really B2B						
The Lawyer						



- Premium Content
- Marketing Services
- Training and Advisory
- Events
- Marketing Solutions
- Recruitment Advertising

We have been encouraged by the continued improvement in the quality of our revenue streams since the transformation of our portfolio and during the pandemic. Indeed, Covid helped us develop how we work with Xeim clients to accelerate digital marketing transformation, a service in which we are considered a thought leader. The easing of Covid restrictions, together with the focused strategic, operational and customer centric actions taken by Centaur's management team, has supported growth across the business, most notably in Training and Advisory, and Events revenues, which are both up by approximately [illegible]% year on year. As we build our business around our customers, we have found the size of our customers grows also, as they realise the benefits of tapping into the full suite of services we provide.

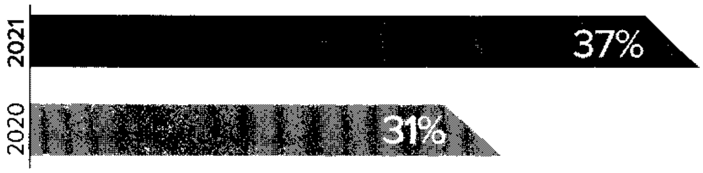
THE LAWYER

XEIM

www.centaurmedia.com

Strategy
CONTINUED

International Revenue £m



[illegible] of our revenue came from our valuable Premium Content, Marketing Services and Training and Advisory recurring revenue streams (2020: 76%).

Revenue from outside the United Kingdom has increased to 37% of total revenues from 31% in 2020, with an increase of 43% on 2020 to £14.4m as Centaur extends its international reach.

Centaur Strategy Group

In 2021, we formed the Centaur Strategy Group (or CSG), which sits at the heart of our business with a remit to develop our future strategy. The CSG comprises the current and future leaders of the business and is completely focused on ensuring that we drive our customer centric strategy and make the most of our brand synergies and cross-selling abilities, so that the portfolio works together as a streamlined unit with a common goal.

The CSG's remit is to identify and address the market opportunities on which we can capitalise in coming years. As we take the next step of our MAP23 journey in 2022 the CSG has identified six major trends: Digital learning and training for motivation of customers; digital transformation of organisations; growth of the influencer market; hybrid events; subscriptions to access intelligence-based content and increased demand for bespoke paid for content.

Our portfolio

To achieve our MAP23 ambitions we will continue to focus investment and resource allocation on the Flagship 4 – the four brands we consider our key drivers for revenue growth – and invest in the Core Brands that support Xeim's growth. Across Xeim, we will be targeting to cross-sell our brands to the top 200 marketing spenders through Xeim Engage and generating increased marketing solutions revenues through Xeim Labs.

Flagship 4

The Lawyer

The Lawyer – the most trusted brand for the UK legal profession and a leading provider of intelligence to the global legal market delivered via a scalable digital platform.

Client renewal rates and online usage performance remained strong for 2021. Following the launch of Horizon the daily digital news product in 2020, the year saw the successful introduction of a new paid for subscription product, Signal, a re-launch of the Market Reports product.

The return of live events in the fourth quarter of 2021 was successful with strong attendee figures and sponsorship revenue above targets. This appetite and confidence from the market to return to live events means we are planning, from the second quarter of 2022 to return to a mix of virtual and live events, including The Lawyer Awards in June.

Over the next two years, we will expand our Target Addressable Market in three ways:

1. by accelerating the penetration into the top 100 UK law firms;
2. by targeting the Alternative Legal Service Providers; and
3. by expanding internationally.

This will support our efforts to grow subscriptions revenues from our current products by increasing the value we deliver to the top UK and US law firms.

Econsultancy

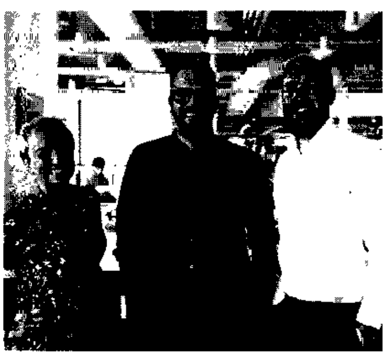
Econsultancy guides, supports and enables customers to achieve excellence in digital marketing and ecommerce. Its focus is on combining learning content and thought leadership with practical applications and tools to support marketers.

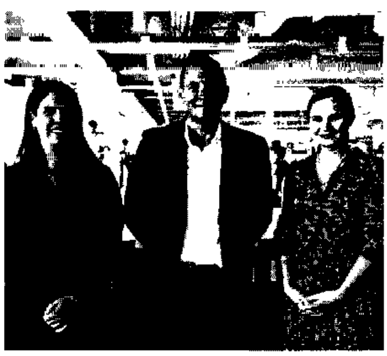
The brand has had a successful year of selling blended solutions: platform + training. Supported by a revised pricing structure, it has seen renewals improve by [illegible] percentage points by value and enjoyed an excellent year for new business, particularly in the penetration of multinational blue chip companies.

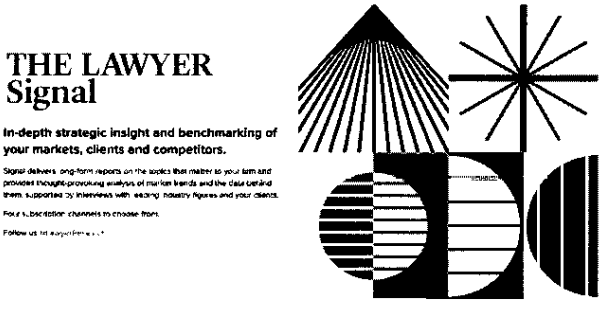
The ambition is to grow the customer base further in 2022, supported with product enhancements and investment in sales and marketing. To achieve this, the brand will look to secure more new business and continue to improve renewal rates and customer engagement. More specifically, it will develop infrastructure with an upgraded digital skills index diagnostic tool and learning management system, invest in additional digital learning content, and focus on supporting the top 200 marketing spenders with blended learning solutions.

Influencer Intelligence

Influencer Intelligence provides expertise and support to help customers select influencers, measure performance and manage the







success of their marketing campaigns. The combination of our data-driven influencer marketing platform and specialist in-house analyst team helps businesses navigate the influencer and celebrity marketing landscape.

Supported by a structured pricing model and campaign management tool, the year has seen improved renewal rates up 13 percentage points by value. We have also transitioned it away from SME businesses to higher value clients.

Looking ahead, marketing support and an outbound sales strategy will see the brand focus its efforts on building more new business. This will see it working to significantly expand the volume of influencers on the platform. The Influencer Intelligence platform has been rated recently by the Influencer Marketing Hub, the leading social media resource for brands, agencies and influencers, 4.5 out of 5, which is one of the highest of all the platforms they have rated.

MW Mini MBA

Marketing Week's Mini MBA distils the core marketing functions of a full MBA programme into an easily digestible and thoroughly engaging 12-week course prepared and moderated by Professor Mark Ritson.

This year the courses reported record corporate sales for multi-seat packages and online revenues for both the Marketing and Brand courses. Since 2016, the brand has trained over 11,000 marketers and this year recorded a 98% customer satisfaction score and strong Net Promoter Scores of +75.

In 2022, the brand will look to expand its online reach and traffic to new targeted markets and develop new and improved analytics to maximise conversion. In April, it will also launch a new network paid-for subscription platform that harnesses the circa 11,000 alumni providing new unique content, personal profiles, networking and social media links.

Core Brands

Outside the Flagship 8, our portfolio of Core Brands will continue to support Centaur's growth and play an important role in creating opportunities for Centaur, through the cross-selling of our products and services, introducing us to a wider customer base and demonstrating the breadth of our business intelligence. These include:

- Festival of Marketing – an annual thought leadership, learning and networking event that has become a leading and influential event dedicated to ambitious marketers. Having successfully held the event virtually in 2021 for a second consecutive year, we plan to offer two hybrid events in 2022, combining the network and benefits of a physical event with digital additions to address strong demand and make it accessible to a wider, global audience;
- Marketing Week – for over 40 years, the most influential source of marketing information in the UK. In 2022, we will continue to generate revenue from marketing solutions, lead generation services, proprietary research and white papers;
- Oystercatchers – as one of the Financial Times's most highly regarded management consultancies in the UK, Oystercatchers has competitively differentiated itself by providing best-in-class agency pitch and business performance transformation services to its clients; and
- Really B2B – this marketing services business delivers creative campaigns, lead generation and Account Based Marketing services to drive its clients' marketing ROI. The brand continues to generate leads and provide solutions for clients across the Xeim portfolio and the ambition is to develop this further.

Delivering to our Xeim customers

Understanding how the brands interact with each other enables Xeim to position and cross-sell multi-brand offerings to the benefit of our customers.

Xeim provides marketers with training, information and in-depth consulting services by utilising the content and expertise across the portfolio. We deliver transformational programmes for our customers by providing diagnostic tools, best practice guides, case studies, thought leadership and curated training services to support the customer need. We also deliver content-led marketing solutions and networking opportunities to enable marketers to drive awareness and generate leads and business contacts.

Performance

CEO REVIEW

SWAG MUKERJI

Chief Executive Officer

Dear Shareholder,

This has been another unique year for Centaur.

After the challenges of 2020, Centaur entered 2021 as a strong and resilient business. During 2021, our people were [illegible] and all showed great drive, energy and tenacity in serving our customers while continuing to grow our business in the uncertain economic environment. Their hard work supported [illegible] revenue growth and 68% adjusted EBITDA growth while cash [illegible] compared to 2020 all ahead of market consensus.

In January 2021, we launched MAP23, our new strategy designed to drive profitable revenue growth. The core objectives of MAP23 are to raise Group Adjusted EBITDA margins to 2[illegible] by 2023, while increasing revenues to more than £40m in the same timeframe. We remain on track to deliver this.

Financial Performance

Over the course of the year, we took our first [illegible] steps towards our MAP23 goals, as well as putting in place an effective organisation structure to deliver it.

- In 2021, Centaur reported revenues of £39.1m for the year (up 21% from 2020) and a Group Adjusted EBITDA margin of 16% (up 4 percentage points from 2020).
- The Group ended the year with a cash balance of £13.1m, up from £8.[illegible]m last year.

I am pleased with the contribution that all our brands have made to this positive momentum over the past 12 months.

Dividends

The Group has proposed a final dividend for 2021 of 0.[illegible]p per ordinary share, bringing the total dividends in respect of 2021 to 1.0p per ordinary share.

Operational review

Centaur comprises two business units: Xeim and The Lawyer. Xeim (or 'excellence in marketing') forms 82% of our revenues and is focused on the marketing sector. The Lawyer is focused on the legal sector and drives the other 18%. Both sectors are undergoing significant change, driven by technological advancement, structural transformation and globalisation, all of which gives Centaur a great opportunity for growth.

Within those two business units, Centaur has four key brands – the Flagship [illegible] – which we consider our key growth drivers and where the business prioritises investment and resource allocation. The Lawyer is one of these brands, while the other three form part of the Xeim portfolio ([illegible] Econsultancy, Influencer Intelligence and MW Mini MBA). The [illegible] is supported by our suite of Core Brands.

Over the course of 2021, we made significant progress in developing both our Flagship 4 and Core Brands. Our aim is to position each of these brands for further growth, developing cross-selling opportunities and enhancing their shared capabilities, with the ultimate aim of enabling our customers to deliver better corporate outcomes through building competitive advantage in their markets.

At **Econsultancy**, we had success with the sale of blended learning solutions and continued to penetrate the top 200 marketing companies, winning contracts from large blue chip international companies including Unilever, Bayer, UPS and PZ Cussons. In addition to the successful growth of the core digital platform and training services, Econsultancy Live and the marketing solutions operation also performed well with positive results and impressive revenue growth compared to the prior year.

Influencer Intelligence grew in momentum as the year progressed, overcoming the challenging market conditions from 2020 and in Q1 2021 to end the year with renewal rates at 84%. This was supported by our new campaign management tool which helped drive new business, 41% higher than 2020 levels. Our focus on higher value clients supported margin growth and we are well positioned to capitalise on attractive market dynamics in an industry worth $16bn.

MW Mini MBA had another excellent year, with record corporate sales for multi-seat packages and online revenues for both the Marketing and Brand courses. Delegate numbers rose [illegible] with many of our largest sales coming directly from recurring corporate customers demonstrating the value they see in the courses.

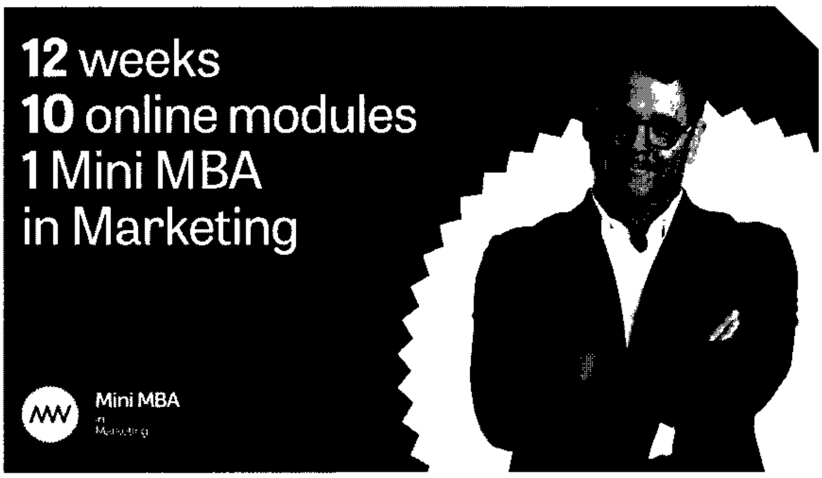
The Lawyer also performed well with excellent corporate client renewal rates of 110% and daily usage of Horizon, the Firm daily email. This was supported by several new paid for products including Signal, which provides monthly in-depth strategic insight, benchmark data on the markets and detailed reports on the topics that matter most to law firms.

In our portfolio of Core Brands, we were particularly encouraged by the performance of the Festival of Marketing. Last year's Festival, titled 'The Year Ahead', was held virtually for the second consecutive year. With more than 80 speakers over the course of four days, and above-target sponsorship and delegate revenue, it is well placed to return even stronger as a hybrid event in 2022.

People

In August 2021 Jane Wilkinson joined the Group as the new Managing Director of The Lawyer. Jane's experience in driving revenue and margin growth across data, media, B2B and B2C businesses will ensure The Lawyer is best placed to reach its MAP23 objectives and I am delighted to have her onboard. I would also like to take this opportunity to thank Andy Baker for his significant contribution to making The Lawyer a multi-faceted subscription-based information provider with a strong digital presence and market leading retention rates.

We have also strengthened the senior management team in Centaur with the appointment of Claire Rance as Managing Director of our Core Brands, Ov Fraser as Managing Partner of Oystercatchers and John Mella as Marketing Director of The Lawyer as well as the promotion of Zara Paes to the role of Group Financial Controller.



Looking to 2022

In 2022 our objective is to continue to drive revenue and margin growth to deliver our MAP23 strategy. To do this we will focus investment and resource allocation on our Flagship 4 brands while continuing to develop our Core Brands, increasing the emphasis on cross-selling our products and building on their synergies. We aim to achieve this despite the market headwinds of inflation and competition for talent and we will manage our margin through robust negotiation with suppliers, flexible reward structures to retain and recruit top talent and structured price rises in relation to our services to customers.

We are confident in our MAP23 plan; the targets are ambitious and achievable and, with our strong balance sheet and unique portfolio of brands, we are well placed to capitalise on future market opportunities.

Centaur will continue to invest across the Flagship 4 and Core Brands portfolios to take advantage of these trends and to develop its offering for our customers.

Summary

To conclude, I wanted to reflect on the past two years and reiterate my thanks to everyone at Centaur for their tremendous effort and contribution to the growth of our business.

As we enter 2022 Centaur is well positioned for growth. We have a clear strategy in place and I am confident in our ability to hit our targets. Next year we will continue to advance our offering and capitalise on the many market opportunities that lie ahead of us as we continue to invest in our brands and provide the most advanced and competitive offering in the marketplace.

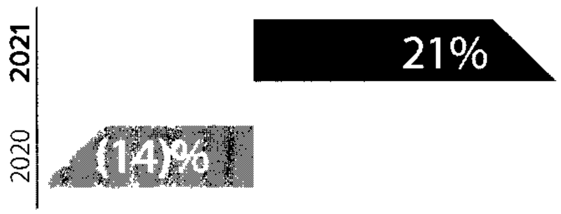
Swag Mukerji
Chief Executive Officer
15 March 2022

Key Performance Indicators

(FINANCIAL AND NON-FINANCIAL)

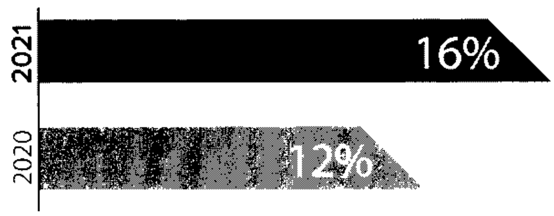
The Group has set out the following core financial and non-financial metrics to measure the Group's performance. The KPIs are monitored by the Board and the focus on these measures will support the successful implementation of the MAP23 strategy. These indicators are discussed in more detail in the CEO and financial reviews.

Financial



Underlying revenue growth*

The growth measured in total revenue adjusted to exclude the impact of event timing differences, as well as the revenue contribution arising from acquired or disposed businesses.

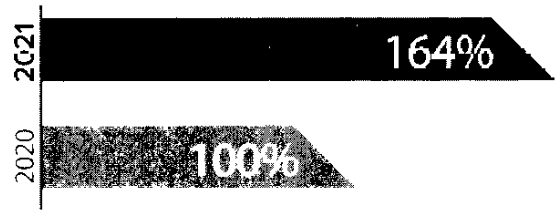


Adjusted EBITDA margin*

Adjusted EBITDA as a percentage of revenue where Adjusted EBITDA is defined as adjusted operating profit before depreciation and impairment of tangible assets and amortisation and impairment of intangible assets other than those acquired through a business combination.

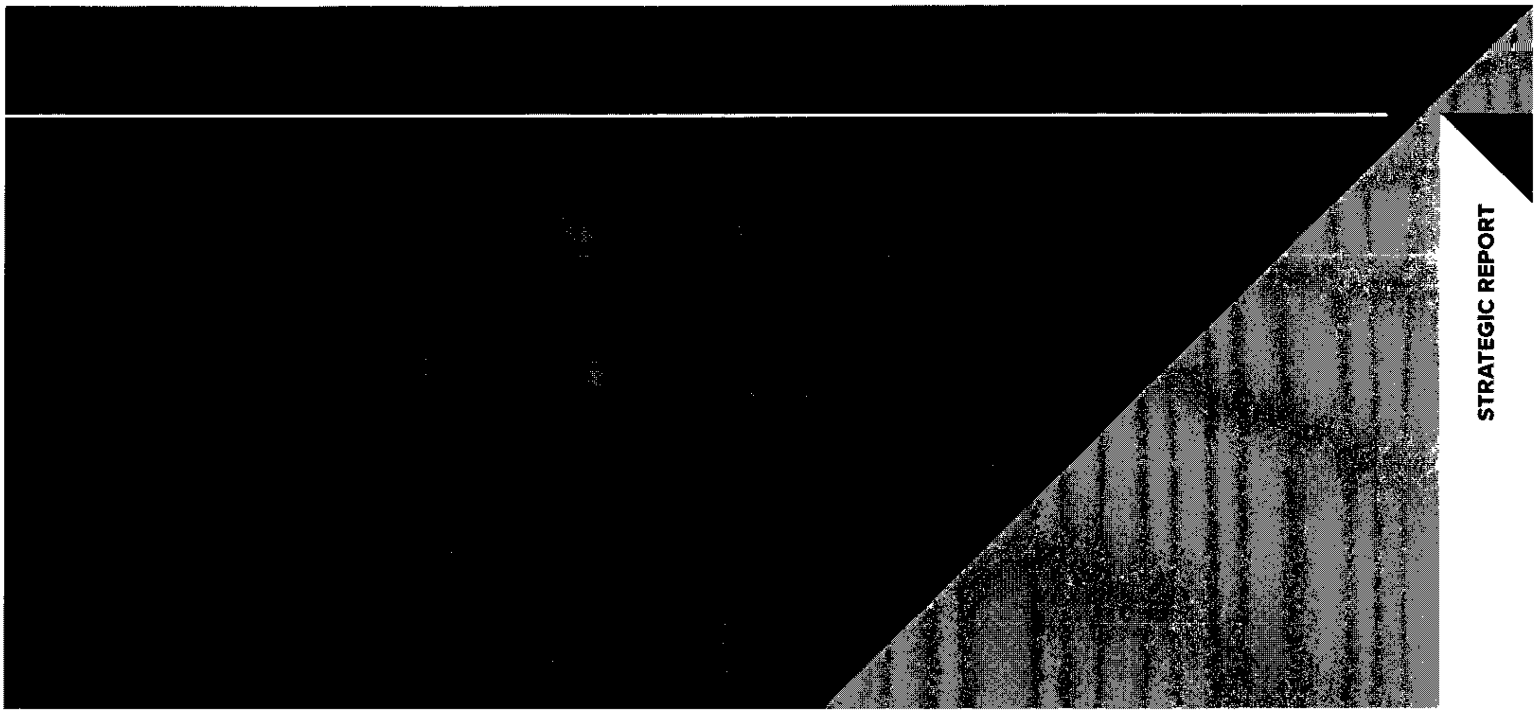
Adjusted diluted EPS*

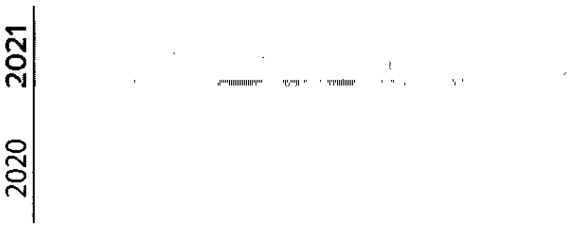
Diluted earnings per share calculated using the adjusted earnings as set out in note 4 to the financial statements.



Cash conversion*

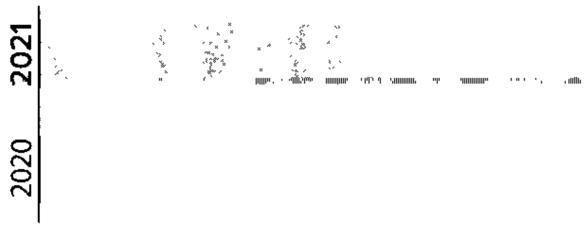
The percentage by which adjusted operating cash flow covers Adjusted EBITDA for continuing and discontinued operations, as set out in the financial performance review.





Attendance at Festival of Marketing

Number of unique delegates attending the Festival of Marketing



Delegates on Mini MBA course

Number of delegates on Mini MBA and related eLearning courses in the year

Xeim customers >£50k

Number and value of Xeim customers that have sales in the year of greater than £50,000

Top 250 law firm customers

Number and percentage of top 200 UK law firms and top 50 US law firms

Performance

FINANCIAL REVIEW

" [illegible]

SIMON LONGFIELD

Chief Financial Officer

Overview

2021 has been a year of organic growth recovery after the significant challenges posed by the pandemic. The social and governmental restrictions imposed in 2020 and the economic uncertainties faced by our customers were unprecedented. The easing of these measures, together with the focused strategic and operational actions taken by Centaur's management team, has supported organic growth across most revenue streams, notably Training and Advisory and Events both up by approximately 50% year on year. Premium Content was an exception to this trend, seeing revenues decline by 2[illegible] due to the downturn in renewals and new business in 2020 which has had a knock-on impact on revenues in the year.

After the divestments made in 2019 and the subsequent restructuring of the business combined with continued control over our costs, we started 2021 in a [illegible] financial position. We are pleased [illegible] the 21% growth in revenue [illegible] the sustained expansion [illegible] EBITDA margin and the increase in our cash balances. All [illegible] demonstrates that we [illegible] our MAP23 objectives.

Performance

Group

Statutory revenue rose by [illegible] to £38.1m in 2021 – an increase of 21%. Xeim increased 23% and The Lawyer 9%. [illegible] (2020: 31%) of the revenue was generated from outside the UK and this year on year increase represented two thirds of the total growth. We will not be renewing or taking on any new business with Russian customers during 2022, the impact of which is negligible to our results.

Adjusted EBITDA increased from £[illegible]m to £6.[illegible]m at a margin of 16% (2020: 12%), showing promising progress towards our MAP23 targets. This improved margin was on increased revenues, demonstrating the commitment to continued cost control and profitable revenue growth following the previously completed cost savings programme. Central operating costs rose by only 3% in 2021.

The Group posted an adjusted operating profit of £3.2m in the year (2020: £nil), showing an improved trading performance for the business year on year as a result of the operational gearing on increased revenues.

The Group achieved an adjusted profit after taxation of £2.8m (2020: £0.4m).

During 2021, we have increased our cash balances from £8.3m to £13.1m, mainly as a result of a focus on cash management, the increase in EBITDA, healthy cash collections from customers and working capital improvements from subscriptions growth and the timing of payments.

Xeim

Xeim's revenue for 2021 was £32.1m, an increase of 23% from £26.0m in 2020, surpassing pre-Covid revenue levels of £31.4m in 2019. Premium Content in 2021 fell 5% year on year due mainly to the economic uncertainties created by the global pandemic in 2020 reducing both subscription renewal and new business bookings in that year. However, 2021 has seen a recovery in renewal rates and new business across both [illegible] and influencer intelligence, which will lead to positive momentum in revenue in 2022.

Revenue from the other streams showed year on year growth, most significantly in Training and Advisory and [illegible] Events revenue [illegible] eased in the second half of the year.

Training and Advisory revenue saw strong growth of 48% on the back of continued excellent performance in eLearning revenues from the MW Mini MBA marketing and brand courses, Econsultancy and Oystercatchers.

Xeim posted an Adjusted EBITDA of £6.6m for the year, an increase from £[illegible]m in 2020. This was predominantly driven by the increase in revenue, offset by an associated increase in cost.

Xeim contains three of the Group's flagship brands – Econsultancy, Influencer Intelligence and MW Mini MBA.

After facing difficulties posed by the pandemic in the prior year, Econsultancy grew all revenue streams in 2021, with an increase of 22% in the year, resulting in revenues now exceeding pre-Covid levels. Our blended learning strategy was the main driver of new business wins at more than three times the level seen in 2020, resulting in premium content revenue from Econsultancy growing 18%. Subscription renewal rates increased to [illegible]% (2020: 64%), and we are aiming to improve this further in 2022.

Econsultancy's training and advisory revenue also returned to growth, up 22% on 2020 and winning further large digital training and consultancy contracts with blue chip international companies. Events revenue almost trebled year on year from the Econsultancy Live conferences held in April and November, together with Econsultancy revenue from Marketing Solutions also increasing by over [illegible]%.

Influencer Intelligence revenue reduced [illegible]% in the year. The impact of Covid on the retail and fashion industries in 2020 and the first quarter of 2021 had reduced bookings due to cautious marketing investment from core consumer facing brand clients. However, renewal rates improved significantly from Q2 of 2021 onwards and averaged close to the historically strong rates last seen in 2019. New business also improved in 2021 up [illegible]% on 2020. Both these increases resulted in annualised book of business growth of [illegible]% in the year; after income dropping by [illegible]%, the revenue benefits will be seen in 2022.

The MW Mini MBA continues to go from strength to strength, with delegate numbers up [illegible]% year-on-year and Net Promoter Scores of [illegible]. Revenue grew [illegible]% from the increase in delegates and a rise in the list price. Delegate increases are being driven in particular by larger take up from returning corporate customers as well as an increase in online sales.

Of our core Xeim brands, Festival of Marketing has shown significant recovery in 2021 through a series of three hybrid events resulting in a doubling of revenue year on year. This is in contrast with the reduced revenue in 2020 due to the move to virtual events. Really B2B and Oystercatchers saw growth in revenue of approximately [illegible]% and the growth in revenue from Marketing Week exceeded [illegible]%, driven by contracts for Marketing Solutions.

The Lawyer

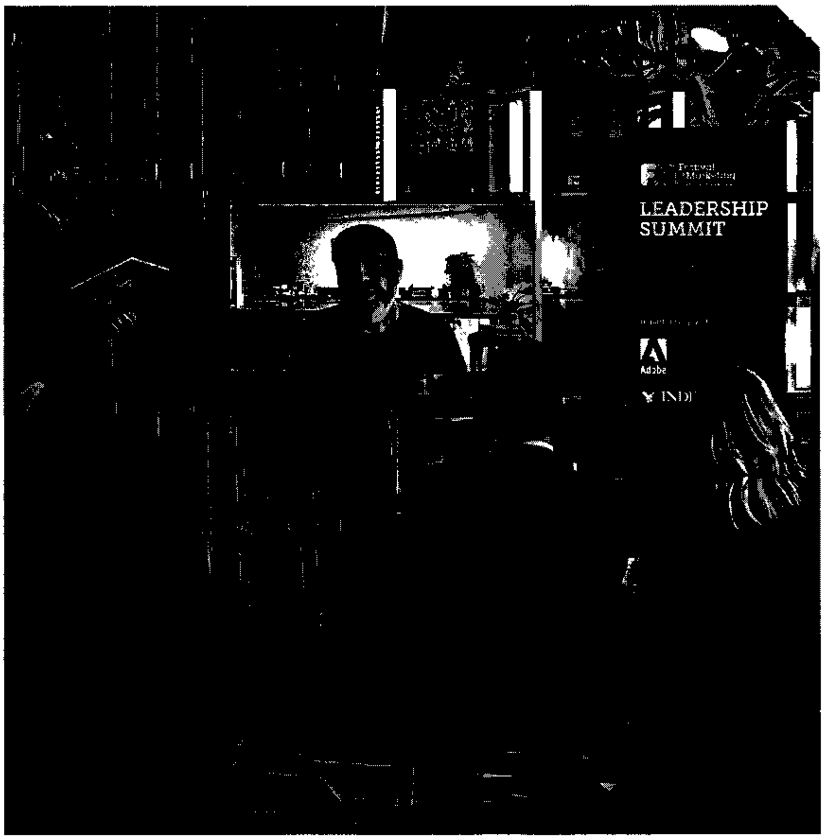
Overall revenues for The Lawyer grew by [illegible]%. Premium content revenue showed modest growth of [illegible]%, primarily from corporate subscriptions which grew [illegible]%. However this was offset by a planned deferral of revenue relating to the move from the transactional Market Reports product to the Signal product on a subscription-based revenue model. Without the impact of this deferral, premium content revenues would have grown by over 10%.

High-margin recruitment advertising revenue grew 34%, demonstrating a partial recovery from the reductions seen due to the economic uncertainty in 2020 when law firms delayed hiring. With a move to hybrid events as social distancing measures eased, events revenue grew [illegible]% year on year to £[illegible]m, albeit lower than revenue in 2019 when all events were face to face.

This led to a rise in Adjusted EBITDA from £2.1m in 2020 to £2.[illegible]m in 2021. The underlying business continues to perform strongly with strong renewal rates and continued engagement of users, indicating how important The Lawyer has become to leading law firms and their fee earners.

Measurement and non-statutory adjustments

The statutory results of the Group are presented in accordance with International Financial Reporting Standards (IFRS). The Group also uses alternative reporting and other non-GAAP measures as explained below and as defined in the table at the end of this section.



Performance

FINANCIAL REVIEW CONTINUED

Adjusting items

Adjusted results are not intended to replace statutory results but are prepared to provide a better comparison of the Group's core business performance by removing the impact of certain items from the statutory results. The Directors believe that adjusted results and adjusted earnings per share are the most appropriate way to measure the Group's operational performance because they are comparable to the prior year and consequently review the results of the Group on an adjusted basis internally.

Statutory operating profit/(loss) from continuing operations reconciles to adjusted operating profit and Adjusted EBITDA as follows:

	Note		2021 £m		[illegible]
Statutory operating profit/(loss)			1.6		[illegible]
Adjusting items					
Exceptional operating costs	–	–		0.2	
Amortisation of acquired intangible assets	[illegible]	1.1		1.5	
Share-based payments	[illegible]	0.5		0.5	
Loss on disposal of assets and liabilities	[illegible]	–		0.1	
			1.6		[illegible]
Adjusted operating profit			3.2		
Depreciation, amortisation and impairment	[illegible]		3.2		[illegible]
Adjusted EBITDA			6.4		[illegible]
Adjusted EBITDA margin			16%		[illegible]

Adjusting items from continuing operations of £1.6m in the year (2020: £2.3m) are comprised as follows:

Adjusting Item	Description
Exceptional operating costs	2021 £nil (2020: exceptional costs of £0.2m) relate primarily to staff restructuring costs following the onset of the pandemic.
Amortisation of acquired intangible assets	Amortisation of acquired intangible assets of £1.1m (2020: £1.5m) has fallen as certain assets have become fully amortised.
Share-based payments	Share-based payments of £0.5m were at a similar level (2020: £0.5m).
Loss on disposal of assets and liabilities	2021 £nil (2020: £0.1m) relates primarily to asset write-offs and disposals.

Segment profit

Segmental profit is reported to improve clarity around our business units' performance and consists of gross contribution for each business unit minus specific overheads and allocations of the central support teams and overheads that are directly related to each business unit. Any costs not attributable to either Xeim or The Lawyer remain as part of central costs.

The table below shows the statutory revenue for each business unit:

	Xeim 2021 £m	The Lawyer 2021 £m	Total 2021 £m	[illegible]	[illegible]	[illegible]
Revenue						
Premium Content	9.0	3.9	12.9	[illegible]	[illegible]	[illegible]
Marketing Services	3.3	–	3.3	[illegible]		[illegible]
Training and Advisory	12.6	–	12.6	[illegible]		[illegible]
Events	2.7	1.1	3.8	[illegible]	[illegible]	[illegible]
Marketing Solutions	4.2	0.8	5.0	[illegible]	[illegible]	[illegible]
Recruitment Advertising	0.3	1.2	1.5	[illegible]	[illegible]	[illegible]
Total Centaur revenue	32.1	7.0	39.1	[illegible]	[illegible]	[illegible]
Revenue growth	23%	9%	21%			

The table below reconciles the adjusted operating profit/(loss) for each segment to the Adjusted EBITDA:

	Xeim 2021 £m	The Lawyer 2021 £m	Central 2021 £m	Total 2021 £m	[illegible]	[illegible]	[illegible]	[illegible]
Revenue	32.1	7.0	–	39.1	28.0	8.4		[illegible]
Operating costs	(27.6)	(4.9)	(3.4)	(35.9)	(24.1)	(5.0)	(3.3)	[illegible]
Adjusted operating profit/(loss)	4.5	2.1	(3.4)	3.2	1.9	1.4	(3.3)	
Adjusted operating margin	***14%***	***30%***		***8%***	[illegible]	22%		[illegible]
Depreciation, amortisation and impairment	2.1	0.6	0.5	3.2	[illegible]	[illegible]	[illegible]	[illegible]
Adjusted EBITDA	6.6	2.7	(2.9)	6.4	[illegible]	[illegible]	[illegible]	[illegible]
Adjusted EBITDA margin	***21%***	***39%***		***16%***	[illegible]	33%		[illegible]

[illegible]

Net finance costs

Net finance costs were £[illegible]m (2020: £0.3m). The Group held positive cash balances throughout the year and therefore in both 2021 and 2020 the [illegible] majority of finance costs relate to the commitment fee payable for the revolving credit facility as well as interest on lease payments for right of use assets.

Taxation

A tax credit of £0.1m (2020: credit of £0.9m) has been recognised on continuing operations for the year. The adjusted tax charge was £0.1m (2020: credit of £[illegible]m). The Company's profits were taxed in the UK at a blended rate of 19% (2020: 19.0%), but the resulting tax charge is more than offset by a credit resulting from the effect of changes in the tax rate on deferred tax balances. See note [illegible] for a reconciliation between the statutory reported tax charge and the adjusted tax charge.

Earnings/loss per share

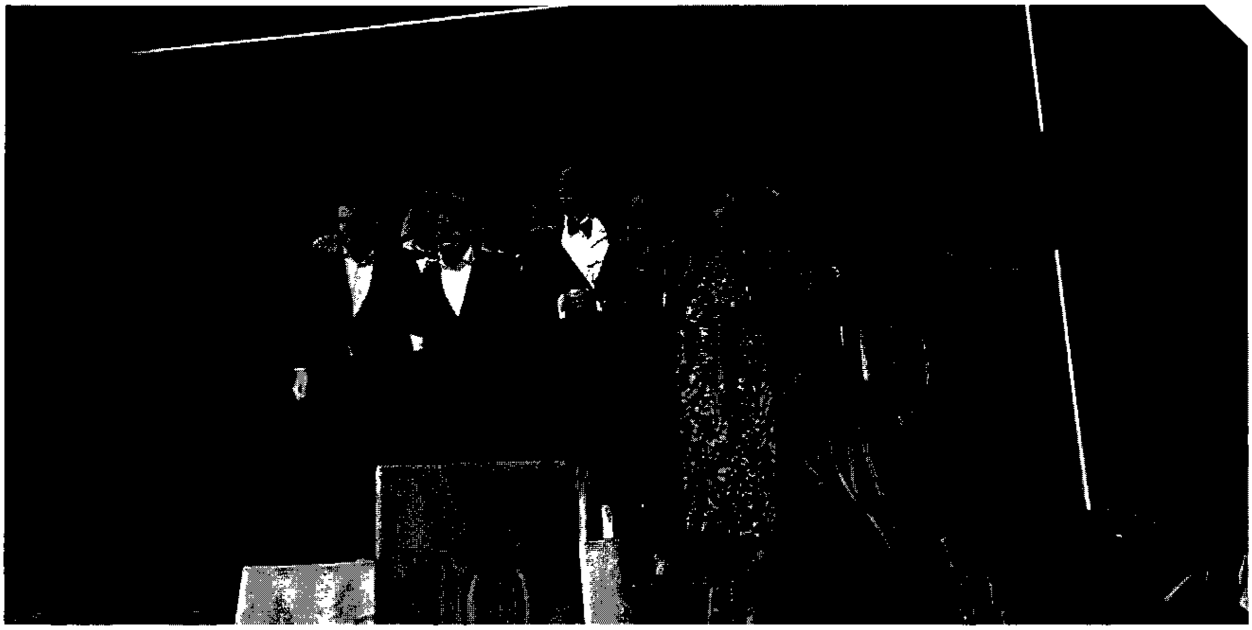
The Group has delivered adjusted diluted earnings per share for the year of 1.9 pence (2020: [illegible] pence). Diluted earnings per share for the year were [illegible] pence (2020: loss of 10.0 pence). Full details of the earnings per share calculations can be found in note 9 to the financial statements.

Dividends

Under the Group's dividend policy, Centaur [illegible] target a payout ratio of [illegible] adjusted retained earnings, subject to a minimum dividend of [illegible] per share per annum.

In light of this, the Group has proposed a final dividend in March 2022 of [illegible]p per ordinary share in respect of 2021. This brings the total dividends relating to 2021 to [illegible] (2020: [illegible]p) per ordinary share.

This final dividend is subject to shareholder approval at the Annual General Meeting and, if approved, will be paid on 27 May 2022 to all ordinary shareholders on the register at the close of business on 13 May 2022.



Performance

FINANCIAL REVIEW CONTINUED

Cash flow

	2021 £m	[illegible]
Adjusted operating profit	3.2	
Depreciation, amortisation and impairment	3.2	[illegible]
Movement in working capital	3.1	[illegible]
Adjusted operating cash flow	9.5	[illegible]
Capital expenditure	(0.8)	[illegible]
Cash impact of adjusting items	–	[illegible]
Taxation	–	
Repayment of lease obligations and interest	(2.2)	[illegible]
Free cash flow	6.5	[illegible]
Disposal of subsidiaries	–	[illegible]
Disposal of intangible assets	–	1.1
Purchase of own shares	(0.3)	
Dividends paid to Company's shareholders	(1.4)	
Increase/(decrease) in net cash	4.8	[illegible]
Opening net cash	8.3	[illegible]
Closing net cash	13.1	[illegible]
Cash conversion	***164%***	[illegible]

Adjusted operating cash flow is not a measure defined by IFRS. Centaur defines adjusted operating cash flow as cash flow from operations excluding the impact of adjusting items. The Directors use this measure to assess the performance of the Group as it excludes volatile items not related to the core trading of the Group and includes the Group's management of capital expenditure. A reconciliation between cash flow from operations and adjusted operating cash flow is shown in note [illegible] to the financial statements. The cash impact of adjusting items in 2020 primarily related to exceptional restructuring costs.

The movement in working capital in 2021 includes a repayment of [illegible] of VAT deferred under the Government's Covid VAT payment deferral scheme [illegible] deferral. 2020 also included the receipt of [illegible] relating to the lease incentive on the Group's former office premises. The cash conversion [illegible] has been adjusted to exclude these one-off items. The cash conversion has increased significantly as a result of the positive working capital movements relating to increased bonuses for 2021 and costs related to the MW Mini MBA [illegible] after the end of the year, and an increase in deferred income mainly due to increased billings on subscriptions.

MAP23

In January 2021 the Group announced its MAP23 strategy, under which it will raise Group Adjusted EBITDA margins to 23% (including the impact of IFRS 16) by 2023 while increasing revenues to [illegible]. The increase in revenue of [illegible] and EBITDA margin from [illegible] in 2020 to [illegible] in 2021 demonstrates clear progress towards these objectives. Further details of MAP23 are detailed in the strategy section on page 6.

The Group has made [illegible] start to 2022 and trading is in line with our expectations. We are [illegible] some pressure on our costs and on retention [illegible] the wider economic [illegible] in the UK and internationally. We will address this through [illegible] [illegible] [illegible]

Financing and bank covenants

On 16 March 2021 the Group signed a new revolving credit facility with NatWest that replaces the £[illegible]m facility signed with NatWest and Lloyds in 2016. The new facility allows the Group to borrow up to £[illegible]m and has a three year duration with the option of two further one year periods. The covenants regarding leverage and interest cover are identical to those of the facility it replaces.

Balance sheet

	2021 £m	2020 £m
Goodwill and other intangible assets	44.2	46.1
Property, plant and equipment	2.5	3.0
Deferred taxation	2.4	2.2
Deferred income	(7.8)	(7.0)
Other current assets and liabilities	(7.1)	(4.5)
Non-current assets and liabilities	(0.2)	(0.9)
Net assets before cash	34.0	38.9
Net cash	13.1	8.3
Net assets	47.1	47.2

Goodwill and other intangibles have decreased by £1.9m as a result of the amortisation of intangible assets. Property, plant and equipment has fallen by £0.5m due to the difference between depreciation and capital expenditure. Deferred income has increased by £0.8m mainly as a result of advance billings on subscriptions. Other current assets and liabilities have been impacted by an increase in bonus accruals and cost accruals related to the MW Mini MBA.

Going concern

After due consideration, as required under IAS 1 Presentation of Financial Statements, including consideration of the Group's net current liability position, the Group's forecasts for at least 12 months from the date of this report, and the effectiveness of risk management processes, the Directors have concluded that it is appropriate to continue to adopt the going concern basis in the preparation of the consolidated financial statements for the year ended 31 December 2021. As detailed under the Risk Management section, the Directors have assessed the viability of the Group over a three year period to March 2025 and the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over that period.

Conclusion

Centaur is well positioned for growth. The resilience of our brands during the pandemic, the resultant organic revenue growth and the increase in profitability delivered in 2021, together with the strength of our balance sheet, provides persuasive evidence of the progress that Centaur is making towards its MAP23 goals and longer term vision.

Simon Longfield
Chief Financial Officer
15 March 2022

Alternative performance measures

Measure	Definition
Adjusted EBITDA	Adjusted operating profit before depreciation and impairment of tangible assets and amortisation and impairment of intangible assets other than those acquired through a business combination.
Adjusted EBITDA margin	Adjusted EBITDA as a percentage of revenue.
Adjusted EPS	EPS calculated using Adjusted profit for the period.
Adjusting items	Items as set out in the statement of consolidated income and notes [illegible] and [illegible] of the financial statements including exceptional items, amortisation of acquired intangible assets, profit/loss on disposal of assets, *share based payment expense, volatile items predominantly relating to investment* activities and other separately reported items.
Adjusted operating profit	Operating profit excluding Adjusting items.
Adjusted profit before tax	*Profit before tax excluding Adjusting items.*
Cash conversion	Adjusted operating cash flow (excluding any one-off significant cash flows) / Adjusted EBITDA (including discontinued operations).
Exceptional items	Items where the nature of the item, or its magnitude, is material and likely to be non-recurring in nature, as shown in note [illegible].
Free cash flow	Increase/decrease in cash for the year before the impact of debt, acquisitions, disposals, dividends and share repurchases.
Segment profit	Adjusted operating profit of a segment after allocation of central support teams and overheads that are directly related to each segment or business unit.
Underlying revenue	Statutory revenue adjusted to exclude the impact of revenue arising from acquired businesses, disposed businesses that do not meet the definition of discontinued operations per IFRS 5, and closed business lines ('excluded revenue').

Risk Management

Risk management approach

The Board has overall responsibility for the effectiveness of the Group's system of risk management and internal controls, and these are regularly monitored by the Audit Committee. Details of the activities of the Audit Committee in this financial year can be found in the Audit Committee Report on pages 4[illegible] to 4[illegible].

The Executive Committee, Company Secretary and the Head of Legal are responsible for identifying, managing and monitoring material and emerging risks in each area of the business and for regularly reviewing and updating the risk register, as well as reporting to the Audit Committee in relation to risks, mitigations and controls. As the Group operates principally from one office and with relatively flat management reporting lines, members of the Executive Committee are closely involved in day-to-day matters and are able to identify areas of increasing risk quickly and respond accordingly. The responsibility for each risk identified is assigned to a member of the Executive Committee. The Audit Committee considers risk management and controls regularly and the Board formally considers risks to the Group's strategy and plans as well as the risk management process as part of its strategic review.

The risk register is the core element of the Group's risk management process. The register is maintained by the Company Secretary with input from the Executive Committee and the Head of Legal. The Executive Committee initially identifies the material risks and emerging risks facing the Group and then collectively assesses the severity of each risk by ranking both the likelihood of its occurrence and its potential impact on the business and the related mitigating controls.

As part of its risk management processes the Board considers both strategic and operational risks, as well as its risk appetite in terms of the tolerance level it is willing to accept in relation to each principal risk, which is recorded in the Company's risk register. This approach recognises that risk cannot always be eliminated at an acceptable cost and that there are some risks which the Board will, after due and careful consideration, choose to accept. The Group's risk register, its method of preparation and the operation of the key controls in the Group's system of internal control are regularly reviewed and overseen by the Audit Committee with reference to the Group's strategic aims and its operating environment. The register is also reviewed and considered by the Board.

As part of the ongoing enhancement of the Group's risk monitoring activities, we reviewed and updated the procedures by which we evaluate principal risks and uncertainties during the year.

Principal risks

The Group's risk register currently includes operational and strategic risks. The principal risks faced by the Group in 2021, taken from the register together with the potential effects and mitigating factors, are set out below. The Directors confirm that they have undertaken a robust assessment of the principal and emerging risks facing the Group. Financial risks are shown in note 26 to the financial statements.

Risk Management
CONTINUED

Rank	Risk	Description of risk and impact	Risk mitigation/control procedure	Movement in risk
1	Failure to deliver and maintain a high growth performance culture The risk that Centaur is unable to attract, develop and retain an appropriately skilled, diverse and responsible workforce and leadership team, and maintain a healthy culture which encourages and supports ethical high performance behaviours and decision making. Difficulties in recruiting and retaining staff could lead to loss of key senior staff	Centaur's success depends on growing the business and completing the MAP23 strategy. In order to do this, it depends in large part on its ability to recruit, motivate and retain highly experienced and qualified employees in the face of often intense competition from other companies, especially true in London. Investment in training, development and pay awards needs to be compelling but will be challenging in the current economic and operating climate. Implementing a diverse and inclusive working environment that allows for agile and remote delivery is necessary to keep the workforce engaged. This also required for the transition to a more flexible hybrid working model. Higher staff churn is a challenge for many companies in our sector, is likely to be an important issue during 2022 and we will need to keep our policies and practices under review. Developing the MAP23 business strategy and changes required in skill set and culture are challenging and costly.	There has been a significant focus on employee communication this year, including, weekly updates, local town hall meetings, monthly all Company Q&A sessions and staff welfare calls. We regularly review measures aimed at improving our ability to recruit and retain employees. During the year we have focused on bringing in higher quality employees to replace leavers or in new roles in order to enhance our strategy, particularly in areas such as digitalisation, technology and data analytics. We track employee engagement through weekly 'check ins' via our Engage system to gauge colleague sentiment and gain an understanding of any key risks or challenges. Our employee engagement team, 'DICE', who focus on Diversity, Inclusion, Culture and Engagement have helped drive forward initiatives relating to diversity and inclusion, through communication and virtual social events. This is sponsored by the CEO and a Non Executive Director. An annual review ensures right skills and training needs are identified which become the focus for pay reviews and development areas. All London based staff continue to be paid at or above the London Living Wage. Our HR team hold exit interviews for all leavers to identify and resolve areas of concern.	The Board considers this risk to have increased since the prior year. ↑

Rank	Risk	Description of risk and impact	Risk mitigation/control procedure	Movement in risk
2	Sensitivity to UK sector economic conditions.	The world economy has been severely impacted by the Covid pandemic and UK GDP fell significantly in 2020. The UK also came to the end of the transition deal with the EU at the end of 2020. Although the UK economy has improved during 2021 the Group continues to have sensitivity to UK sector volatility and economic conditions. The impact was acute on some of Centaur's target market segments including the fashion, retail and entertainment sectors and could also have an impact on physical events. The likelihood of ongoing volatility is expected to be high in 2022 including higher inflation rates and there are varying views as to the timing and extent of a recovery.	Most of the risk impacting Centaur relates to our customers. The Group has demonstrated that it can mitigate the risk by increased digitisation, running hybrid events and offering eLearning services. Centaur plans to increase international organic growth in the mid to longer term, focusing on the US and Asia in particular, to mitigate this risk. We are also increasing our focus on targeting larger scale multinational businesses which have a more diversified risk profile. Many of the Group's products are market leading in their respective sectors and are an integral part of our customers' operational processes, which mitigates the risk of reduced demand for our products. The Group regularly reviews the political and economic conditions and forecasts for the UK, including specific risks such as inflation, to assess whether changes to its product offerings or pricing structures are necessary.	The Board considers this risk to be broadly the same as the prior year. →

Risk Management
CONTINUED

Rank	Risk	Description of risk and impact	Risk mitigation/control procedure	Movement in risk
3	Fraudulent or accidental breach of our IT network, major systems failure or ineffective operation of IT and data management systems leads to loss, theft or misuse of financial assets, proprietary or sensitive information and/or inoperative core products, services or business functions.	Centaur relies on its IT network to conduct its operations. The IT network is at risk of a serious systems failure or breach of its security controls due to a deliberate or fraudulent cyber attack or unintentional event and may include third parties gaining unauthorised access to Centaur's IT network and systems. This could result in misappropriation of its financial assets, proprietary or sensitive information including personal data or confidential information, corruption of data, or operational disruption, such as unavailability of our websites and our digital products to users, unavailability of support platforms and disruption to our revenue-generating activities. Centaur could incur significant costs and suffer other negative consequences as a result of this, such as remediation costs including liability for stolen assets or information, and repair of any damage caused to Centaur's IT network infrastructure and systems as well as reputational damage and loss of investor confidence resulting from any operational disruption. A serious occurrence of a loss, theft or misuse of personal data could also result in a breach of data protection requirements and the effects of this. See risk [illegible] – GDPR/PECR below.	Appropriate IT security and related controls are in place for all key processes to keep the IT environment safe and monitor our network systems and data. Centaur has invested significantly in its IT systems and, where services are outsourced to suppliers, contingency planning is carried out to mitigate risk of supplier failure. Centaur continues to develop its CRM, e-commerce and finance systems and removed a number of legacy systems following the investments in 2016 which has reduced the Group's cyber risk. Centaur has a business continuity plan which includes its IT systems, subject to an annual failover test, and there is daily overnight back up of data, stored off site. Websites are hosted by specialist third party providers who typically provide warranties relating to security standards. All of our websites are hosted on a secure platform which is cloud hosted and databases have been cleansed and updated. The Group Head of Data ensures that rigorous controls are in place to ensure warehouse data can only be downloaded by the data team. Integration of the warehouse with current databases and data captured and stored elsewhere is ongoing. Please see risk [illegible] below for specific mitigations relating to the security of personal data and GDPR compliance.	The Board considers this risk to be broadly the same as the prior year.

Rank	Risk	Description of risk and impact	Risk mitigation/control procedure	Movement in risk
4	Regulatory (GDPR, PECR and other similar legislation) involve strict requirements regarding how Centaur handles personal data, including that of customers. There is the risk of a fine from the ICO, third party claims as well as reputational damage if we are not compliant.	The UK General Data Protection Regulation ('GDPR'), the Data Protection Act 2018 ('DPA') and the Privacy and Electronic Communications Regulations ('PECR') involve strict requirements for Centaur regarding its handling of personal data. Centaur's obligations under the GDPR are complex meaning this area requires ongoing focus. PECR includes specific obligations for businesses like Centaur regarding electronic marketing calls, emails, texts, and on their use of cookies and similar technologies, among other things. In the event of a serious breach of the GDPR and/or PECR, Centaur could be subject to a significant fine from the regulator, the ICO, and claims from third parties including customers as well as reputational damage. The maximum fines for breaches are £17.5 million (GDPR) and £500,000 (PECR) respectively and directors can have liability for serious breaches of PECR's marketing rules. Other countries and jurisdictions worldwide are reviewing and updating their own laws relating to data and privacy. Where Centaur is required to comply with the laws in non-UK jurisdictions there is a risk that Centaur may not be compliant with all such laws and could therefore be subject to regulatory action and fines from the relevant regulators and data subjects. The UK's departure from the EU will have implications for UK data protection laws, the impact of which is not yet clear and is being kept under review. ICO guidance relating to use of cookies, and further changes to the laws relating to data privacy, ad tech and electronic marketing expected in the future, will further increase the regulatory burden for businesses like Centaur, and the requirements in this regard will need to be kept under review.	Centaur has taken a wide range of measures aimed at complying with the key aspects of the GDPR, DPA and PECR. In 2020, a Data Protection Compliance Committee was formed (overseen by the CFO) in order to monitor Centaur's ongoing compliance with these data protection laws. Staff are required to undertake online data protection awareness and data security awareness training annually. In Q4 2021, Centaur appointed a DPO (Wiggin LLP) to oversee its compliance with data protection laws. Further, Centaur's in-house lawyer keeps abreast of material developments in data protection law and regulation and advice from external law firms is sought where appropriate. Given the increasingly global nature of our business and our customers, Centaur's approach to complying with data protection laws in other jurisdictions should be kept under review. In 2021, Centaur implemented various measures to mitigate against risk in respect of the CCPA, a new Californian privacy law, and also appointed an EU representative under the GDPR ahead of Brexit.	The Board considers this risk to be broadly the same as the prior year. →

Risk Management

CONTINUED

Viability Statement

In accordance with provision 31 of the UK Corporate Governance Code 2018, the Directors have assessed the viability of the Group over a three year period from signing of this Annual Report to March 2025, taking account of the Group's current position, the Group's strategy, the Board's risk appetite and, as documented above, the principal risks facing the Group and how these are managed. Based on the results of this analysis, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period to March 2025.

The Board has determined that the three-year period to March 2025 is an appropriate period over which to provide its viability statement because the Board's financial planning horizon covers a three year period. In making their assessment, the Directors have taken account of the Group's £10m three year revolving credit facility which allows extensions to 2026 on similar terms, cash flows, dividend cover and other key financial ratios over the period.

The covenants of the facility require a minimum interest cover ratio of 4, and net leverage not exceeding 2.5 times. In the calculation of net leverage Adjusted EBITDA excludes the impact of IFRS 16. The Group is not expected to breach any of these covenants in any of the scenarios run for the viability statement.

The base scenario uses a three year forecast to December 2025, which assumes achievement of MAP23 targets, with 2024 forecast continuing that strategy. The three months to March 2025 are based directly on the respective forecast in 2024 with inflation applied. The MAP23 targets were built bottom up during 2020 once the impact of Covid-19 had become clear. The strategy includes investment and resource allocation in the Flagships, the four brands we consider our key drivers for organic revenue growth. Further details of the MAP23 targets can be found in the Strategy section of the 2020 Annual Report.

The metrics in the base case are subject to stress testing which involves sensitising key assumptions underlying the forecasts both individually and in unison. The key sensitivity is on Adjusted EBITDA which is the primary driver of performance in the viability assessment. This sensitised scenario assumes that Adjusted EBITDA is lowered by 10% in every period that the viability statement covers.

In both the base case and sensitised scenarios, the Group would not be required to rely on the revolving credit facility in order to fund its daily operations. Sensitising the model for changes in the assumptions and risks affirmed that the Group would remain viable over the three year period to March 2025.

Going concern basis of accounting

In accordance with provision 30 of the UK Corporate Governance Code 2018, the Directors' statement as to whether they consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements and their identification of any material uncertainties, including the principal risks outlined above, to the Group's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements and for the foreseeable future, being the period as discussed in the viability statement above, can be found on page [illegible]

Section 172 Statement

Centaur is a purpose-led business and our success is dependent on the strength of our stakeholder relationships. The Board promises frequent and open engagement with all our stakeholders and their views, values and suggestions are at the heart of our decision making process. In 2021, another year of unprecedented disruption that affected all our stakeholders, this communication was a key consideration in making our strategic choices. The table below outlines who our key stakeholders are and how we interact with them when making key strategic decisions, taking into consideration the factors set out in Section 172(1)(a) to (f) of the Companies Act 2006. This should be read in conjunction with our Environmental, Social and Governance ("ESG") Report on pages 31 to 36.

Stakeholder group	How we engage?	Why we engage?	What matters to this group?
Investors	• Formal documented investor roadshow meetings, post results presentations and market updates, as well as other ad hoc investor meetings. • Paid for research, including video interviews, available to all investors via our website and distributed via press releases and email. • Annual General Meeting. • Consultation prior, during and post strategic decision making or execution. • In October 2021, the Company held a Capital Markets Day.	• Our investors are integral to monitoring and safeguarding the governance of the Group and increasing shareholder value is one of our major focus areas. • We work to ensure that our investors and their representatives have a good understanding of, and are supportive of, our strategy, business model, opportunity, culture and approach to ESG.	• Strategy and business model. • Long term share value growth. • Sustainable dividend policy. • Financial stability and culture. • An engaged and proactive Board who take investors' views into account in decision making. • ESG.
Customers	• Every day, we interact with a wide variety of existing and potential customers. This is with a view to understanding customer requirements, feedback, to manage their expectations and to generate long term profitable revenue.	• Our purpose is to advise, inform and connect our customers to help them achieve their goals. To ensure our customers are satisfied with our offering and continue to provide reliable and recurring revenues, it is vital that we obtain feedback to understand their requirements and adapt our offering to their needs.	• The customer experience and overall customer satisfaction. • A provider that listens and adapts products to customers' needs. • Innovative products which deliver enhanced value to customers.

Section 172 Statement
CONTINUED

Stakeholder group	How we engage?	Why we engage?	What matters to this group?
Employees	• DICE (Diversity, Inclusion, Culture and Engagement) was established in 20[illegible] so that all employees have a voice, and their views are considered. (More detail of the work undertaken by DICE in 2021 is provided in the ESG report.) • Bi-monthly Executive Committee meetings, monthly senior leadership meetings and regular team meetings held virtually during 2021. • Monthly Senior Leaders forums to formulate operational business improvement initiatives. • Xeim and The Lawyer held Town Halls to which all Centaur employees are invited. • Since the move to working from home, we have held virtual monthly All Business Q&A sessions, with all employees able to participate and ask questions of senior leaders. • A weekly online sense check questionnaire 'Engage' which measures employees' motivation and levels of engagement. Line managers have access to quarterly Engage scores to facilitate plans to support team members. • There have been several ad hoc surveys in 2021 related to working from home, equipment and return to the office. Employment surveys have also been sent out by DICE. • Annual appraisals and increased focus on ensuring that all employees had objectives set at the beginning of 2021. • All employees received a bonus as a thank you for their commitment and efforts during 2021.	• Our diverse workforce of 2[illegible] employees at 31 December 2021 is our most important asset and our success depends on their commitment and contentment. It is vital to ensure that we take their needs into account in our strategic decision making. • To ensure that communication is clear and understood throughout the Company, so all employees understand the purpose and objectives of Centaur. • The Company is working hard to drive its status as a destination employer by creating the right environment and culture.	• Opportunities for career development and progression. • Agile working patterns. • An understanding management team who listens to employees and are considerate of their views and values. • Opportunity to share ideas and make a difference. • Diversity and inclusion. • Centaur's ESG commitments.

Stakeholder group	How we engage?	Why we engage?	What matters to this group?
Strategic suppliers	• Meetings with suppliers as appropriate, together with negotiations on the terms and conditions of supply.	• Strategic suppliers underpin several key business operations. Strategic decisions may have an impact on these suppliers in terms of capability, scale, value for money and risk.	• To ensure that Centaur can comply with agreed terms and conditions. • The values of our suppliers and their main standards of business conduct. • Innovation and product development.
Community	• The Company supports local communities and charitable organisations through direct fundraising and donations. This was difficult to achieve with the ongoing pandemic but during 2021 the Company supported The Trussell Trust as its nominated charity.	• To be a good corporate citizen and give back to the communities and charities that are important to our employees and to the Company.	• Inclusion of employee sentiment and what is important to them.
Government and regulators	• The Board's intention is to behave responsibly and comply with all applicable laws and regulations to ensure that the business operates with integrity, transparency and accountability and acts with high standards and good governance.	• In doing so, we believe we can achieve our long-term business strategy and develop our reputation further in our sector.	• To ensure that the business operates in a legal and transparent manner, in compliance with the spirit of all applicable laws and regulations.

Stakeholder engagement case study

Stakeholder	Ongoing Covid response
Overview	The business implications of Covid were fast moving and, at times, extremely uncertain. The Board discussed the Group's response and the impact on stakeholders. Our governance structure provided a stable foundation from which we could respond to the changing situation, led by our Executive Committee
Investors	Continuing strong financial governance. Focus on future financial security of Centaur. Resumption of dividend.
Customers	Moved face-to-face training online. Created new Covid and working from home related content. Launched and trialled new titles and formats. Extended credit terms if needed.
Employees	Provided equipment to safely work from home. Continued online training. Maintained high level of staff communications. Maintained high level of mental health support. Online social activities took place while staff in lockdown
Strategic Suppliers	Ensured that all suppliers were paid on time.
Communities	Charity fund raising. Donations to charities and local food banks.
Government and regulators	Complied with all government regulations regarding guidance on home working. Repaid VAT deferred from 2020

Environmental, Social and Governance

Environmental

Environment and climate change – our impact on the environment

Climate change remains one of the greatest challenges of our times and every company, irrespective of their size or impact, is required to play its part in minimising its environmental footprint. The Group actively seeks to minimise adverse environmental impacts and to promote good environmental practices wherever possible. During 2021, the vast majority of our services and revenues were delivered digitally or virtually with only a small percentage being generated from physical events. The Company has introduced an Environmental and CSR Policy which was approved by the Board and can be found at ____________.

The Task Force on Climate-related Financial Disclosures ('TCFD')

The FCA introduced requirements for premium listed companies to report against the Task Force on Climate-related Disclosures ('TCFD') framework on a comply or explain basis as set out in Listing Rule 9.8.6R for years starting on or after 1 January 2021. TCFD is a reporting framework that consists of a list of recommendations for companies to consider, with the aim to improve and increase the reporting of climate related financial information.

Governance

The Board of Directors together with the Executive Committee is responsible for the oversight of climate related risks and opportunities impacting the Group. DICE, its workforce engagement board, encourages staff initiatives which support our environmental aims. Centaur, as a provider of B2B information, events (primarily digital) and specialist consultancy, means that our impact on the environment is less significant than that of businesses operating in many other sectors.

Our primary emissions relate to the rental of our London WeWork office and environmental impact was an important element for the Board in our office choice. WeWork has targets as follows:

- Renewable electricity – sourcing 100% renewable electricity by 2025 and offsetting Scope 1 emissions to become operationally carbon neutral the same year;
- Sustainable, efficient operations – reducing energy and water use by 20% by 2025 from a 2019 baseline; and reducing annual waste to 10kg per member per year.
- Zero plastics – Eliminating single use disposable plastics from daily operations globally through the WeWork Zero Plastics Plan launched in 2019.
- Sustainable finishes – using sustainable, healthy finishes standards, including TVOC content and emissions limits, eliminating high risk toxic ingredients, and sourcing recycled fibres for textiles and cushions, and FSC certified wood where possible; and
- Ethical supply chains – ensuring supply chain partners meet WeWork standards across ethics, safe working environments, labour and human rights, and environment, as established by their Vendor Code of Conduct published in 2021.

WeWork also promotes wellbeing and social impact through regular community led events, many of which have been held virtually in 2021 (source: Sustainability at WeWork 2021 Member and Enterprise Client overview).

Our other office located in New York is small and is also a WeWork office.

Strategy

Centaur recognises that being a responsible and sustainable business is essential to our success. We are also aware that key components of sustainability are our culture and our approach to the wider community. However, the Board believe that the actual and potential impacts of climate related risks and opportunities on the organisation's businesses, strategy, and financial planning are not material.

Outside our own practices, we are also cognisant of the indirect environmental impact of our supply chain and aim to ensure that all our major suppliers are environmentally responsible. For example, our main paper and print supplier holds the ISO 14001 environmental management accreditation and is certified by the Forest Stewardship Council and Programme for the Endorsement of Forestry Certification.

During 2022 the Board will look at how Centaur can achieve Net Zero carbon and in what timescale. Currently, WeWork has set a target to be powered by 100% renewable electricity by 2025 and offset Scope 1 emissions with an aim to be operationally carbon neutral by 2025.

Risk Management

The Executive Committee and Audit Committee evaluate the risks within the business. Centaur, as a provider of B2B information, online training, events (primarily digital) and specialist consultancy means that our impact on the environment is less significant than that of businesses operating in many other sectors.

Details of our principal risks are set out on pages 22 to 26.

Environmental, Social and Governance
CONTINUED

Metrics and Targets

Details on our Scope 1 and 2 GHG emissions are set out below.

To help mitigate the impact of our greenhouse gas emissions DICE launched a scheme investing in a new carbon capture project to help mitigate the impact of our greenhouse gas emissions through carbon offsetting, with the United Nations (Eastbourne) mixed species tree MVULE project in Uganda.

There is a specific workstream within DICE which will focus on initiatives to encourage colleagues to be aware of and reduce their personal carbon footprints in 2022.

Centaur also encourages staff to implement good environmental practices by providing environmentally favourable employee benefits and rewards including a cycle to work scheme.

The move to homeworking as a result of the pandemic helped us decrease our environmental impact further reducing work related travel and printing and with a greater proportion of our services delivered virtually. Having consulted regularly with its staff about their preferred ways of working throughout the pandemic, Centaur will embrace a hybrid working model involving a mix of working from the office and working from home for all employees. The majority of colleagues will spend two to three days per week in the office going forward.

Similarly, as we expand our digital capabilities and products, we have significantly reduced the use of consumable items such as paper and plastic.

Emissions

We continue to measure our carbon footprint by monitoring our energy usage and we are pleased to confirm that we are compliant with the EU Energy Efficiency Directive 'Energy Saving Opportunity Scheme' ('ESOS').

The greenhouse gas ('GHG') emissions from our operations during the year are set out below.

Emissions from:	2021 Tonnes CO_2	2020 Tonnes CO_2
Scope 1 (gas, fuel and car mileage)	12	19
Scope 2 (electricity and steam)	38	51
Total GHG emissions	50	70
Average number of employees	264	282
Emissions per employee	0.19	0.25

2020 figures have been restated to exclude discontinued operations [illegible]

Social

Our people – talent development

Our people are our most important asset and are critical to our success. Having the right people with the right skills at all levels in our organisation is critical to building a quality, sustainable business and delivering our strategy. Our culture is characterised as customer focused, commercial, diverse, grounded and innovative with a Can do, Will do, Now, attitude. Accordingly, career development is a priority.

Our people – training

All Senior Leaders have attended workshops to enable them to manage and maximise hybrid working and group and personal coaching sessions have been offered to colleagues to help the ongoing support during the pandemic and returning to the office. Specific training programmes have been aimed at Content staff and Sales leaders.

During the year there has been mandatory training for all staff on Security, GDPR and Anti Bribery and Corruption along with coaching of 36 members of staff on management skills, training for 10 maternity buddies, mentoring training and other individual role specific training sessions.

As well as developing the skills of our employees, the Board recognises the importance of instilling Centaur's values in the culture of the Company and the necessity for high standards of business conduct across the breadth of the Group: it is integral to delivering on our strategy.

These values and standards are cascaded to the business from the Executive Directors, through the Executive Committee and the senior leadership team, to employees. This is done through weekly staff updates, Q&A sessions, business unit Town Hall meetings and other formal and informal methods of communication.

Employee engagement – DICE in action (Diversity, Inclusion, Culture and Engagement)

DICE was formed during 2019 with the purpose of helping the business build a more diverse, inclusive and engaged workforce by driving positive change. DICE comprises 11 employees from across the Group and is led by one of the CSC. DICE reports to the CEO, and Carol Hosey is the Non Executive Director sponsor of DICE. Her role is to ensure that employee sentiment is clearly communicated to the Board and that our gender, diversity and environmental ambitions are focused with actionable plans.

During 2020 and 2021, DICE cemented its position as a critical element in Centaur's continued success, playing an integral role in supporting engagement with our workforce during a period of significant disruption brought about by the pandemic. DICE made sure that everyone at Centaur felt connected and helped to build our community and culture. During 2021 DICE initiatives included the following:

Diversity & Inclusivity in 2021

- **Gender Diversity** – publication of our Gender Pledge;
- **Transgender** – policy published in December 2021;
- **Pride Month** – DICE hosted a quiz to celebrate Pride Month and raise money for the LGBT Foundation;
- **International Women's day** – held a charity panel session entitled 'Women in leadership: Achieving an equal future in a COVID-19 world';
- **Menopause working group** – formed to focus on education and practical support;
- **Maternity returners** – launch of a buddy scheme for maternity returners; and
- **Socio Economic Diversity** – collaborated with The Social Mobility Foundation to invest in a series of paid internships that will offer a broad range of our talent experience to individuals from low income backgrounds.

Culture and Engagement in 2021

- **Weekly Newsletter**;
- **Wellness Day** – given to all staff in August 2021 which will be repeated in 2022;
- **Feedback Forums** – 1-to-1 and group feedback sessions organised to better understand employee sentiment and achieve greater employee satisfaction;
- **Annual employee survey;**
- **Volunteer day** – this was organised with the Trussell Trust;
- **Virtual Coffee Mornings** – helped employees maintain social relationships while working remotely;
- **The Virtual Pub Quiz** – a hit with employees in 2020 and continued in 2021;
- **Film and Book Club** – virtual film and book clubs continued; and
- **Virtual Events** – including a Christmas escape room event.

All DICE's initiatives were very well received with qualitative employee feedback conducted across the breadth of the business.

Environmental, Social and Governance
CONTINUED

Diversity

Centaur strongly encourages diversity across the Group and considers it an integral element of ensuring our success as a business. We profoundly believe that a workforce with diverse experiences and diverse ideas makes for a better business and we are committed to recruiting and promoting the most talented people from the widest pool. To do this, we offer apprenticeships, internships and work experience opportunities to young people from all backgrounds and provide equal opportunities for all current and prospective employees.

To support this aim, the Group has an Inclusion, Diversity and Equality Policy which covers recruitment and selection, promotion, training and development and standard contract terms for all staff. DICE has been instrumental in developing our Antiracism & Inclusivity and LGBTQ+ pledges and a Community Group forum exists and acts as a space of openness and inclusivity, where employees can speak freely about issues regarding race.

As at 31 December 2021, two of our six (36%) Board members are female and two out of our five (40%) Executive Committee members are female. During 2021 we launched the Centaur Strategy Group, a small group of senior leaders in the Company (8 male and 8 female) to deliver and enhance our strategy.

As at 31 December 2021, [illegible] of our employees are female employees and [illegible] are male. We proudly support flexible working opportunities, and over [illegible] of staff are employed on a part-time basis.

Gender pay

We carry out an annual analysis on gender pay. The report for 2021 can be found at www.centaurmedia.com/gender-pay-reports. Our Gender Pay Gap has reduced between 2020 and 2021 from [illegible] to 24.[illegible] mean and from 25.[illegible] to 12.5% median.

Environmental, social and governance (ESG) criteria are of high importance to younger talent when making their career choices and are also an increasingly significant element for investors when making their investment decisions. DICE is the key driver in Centaur's environmental and social policy and has devised workstreams to support the business in driving continued social and environmental change in 2021.

The Group has a whistleblowing policy in place enabling employees to report any concerns about improper practices including relating to its environmental and social responsibility practices.

Other initiatives

During 2021, the Board continued initiatives to support our colleagues that were initiated in 2020. These included:

All business Q&A sessions – these monthly sessions took place via Teams and gave all employees the opportunity to hear updates from senior leaders and ask questions on any matters of concern.

CEO 'Kaizen' breakfasts – following on from 2020 when the CEO met with every employee from the business to hear about their experiences at Centaur, the insights collected were used to set up cross-company projects to address the key matters raised. Kaizen is a business philosophy regarding the processes that continuously improve operations and involve all employees.

Support during Covid

We provided:

- Access to Unum 'Lifeworks', an employee assistance programme providing counselling, support with Covid, managing finances, assistance with legal matters, and mental health support services as well as giving access to virtual GP appointments free of charge.
- Five mental health first-aiders were trained who employees can confidentially engage with regarding any issues they may have. This was supplemented with a variety of webinars and initiatives to support those coping

Xeim Masters Lunch

with change and uncertainty, building resilience and working from home effectively.
- Access to NABS, which is a support organisation for the advertising and media industry, was also made available to employees.

Having seen, first-hand, the benefits of these initiatives, as well as listening to employee feedback, the Board will be maintaining these practices going forward.

Health and safety

We are committed to the safety of our staff and, while the nature of the business and our WeWork serviced offices make risk of work-based accidents relatively low, the Group takes its responsibilities for the health and safety of its employees seriously. We have a detailed health and safety policy outlining the responsibilities of our staff to ensure workplace safety and our Health and Safety Committee, which is responsible for overseeing the application of this Policy, meets every six months and reports directly to the Board.

In normal circumstances, our Office Manager is responsible for maintaining a safe environment for employees at our WeWork offices and an accident book is available to all staff in reception. We also periodically carry out internal health and safety reviews, taking follow up action to maintain standards where necessary, and undertake staff training in relation to fire safety. To minimise risk to the health and safety of our employees in the event of a major disaster or emergency, our business continuity plan is regularly revised and tested.

While employees spent most of 2021 working from home due to the Covid pandemic, our Health and Safety Committee continued to operate and we sent surveys to employees to ensure they had the right equipment to work safely and comfortably from their homes. Based on the responses, we supplied employees with the necessary furniture and IT equipment to ensure they could work from home in a safe and healthy way.

Anti-slavery and human trafficking policy

We implemented the provisions of the UK Modern Slavery Act 2015 in 2016 and adopted an anti-slavery and human trafficking policy. Our Slavery and Human Trafficking Statement is published on our website in March each year.

Community

The Group supports local communities and charitable organisations through direct fundraising, donation and pro bono work. In 2021 we made donations to Beat, an eating disorders charity (£1,400), The Calm Zone, a campaign against living miserably (£4,000 paid after the end of the year), Young Minds, who support young people's mental health (£4,000) and Mbale Project for Carbon Capture in Uganda (£5,000).

In 2022 the Group will support Shooting Star Children's Hospices and The Trussell Trust, an organisation that aids a nationwide network of food banks to provide emergency food and support to people locked in poverty.

In 2020, donations were made to The Waterloo Foodbank. These donations comprised employee contributions and a Group contribution of £2,000 made by Centaur after the end of the financial year.

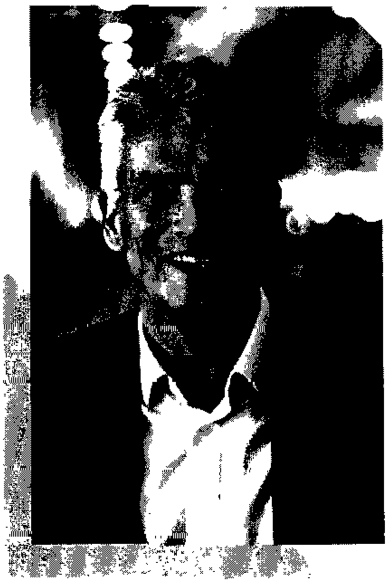
The Group also offers each employee a paid day off to spend volunteering for a not-for-profit cause or charity of their choice. We also operate a Give-As-You-Earn scheme through the payroll and offer employees the option to undertake Volunteer Days.

Governance

Details on Governance are set out in the Corporate Governance Report starting on page 41.

The Strategic Report was approved by the Board of Directors and signed by order of the Board.

Helen Silver
Company Secretary
15 March 2022



Chair

Colin joined Centaur in September 2018 and became Chair from June 2019. Prior to June 2018, Colin was CFO of Euromoney Institutional Investor PLC (Euromoney), where he worked in leadership roles in the UK and US for 22 years. He is also an independent non-executive director and audit committee chair at MXC Statice Plc, and a non-executive director and trustee of the Finance & Commercial Committee at City & Guilds, a leading [illegible] education college. During his time at Euromoney, Colin was instrumental in its transformation from its traditional media roots to a global B2B digital information services group. He also has extensive M&A experience through Euromoney's many successful transactions. Before joining Euromoney, Colin was a Director at Price Waterhouse Europe, where he qualified as a Chartered Accountant.

Chair of the Nomination Committee and member of the Remuneration Committee.

Chief Executive

Swag joined Centaur in July 2016 and has previously held senior international general management and commercial financial positions with several blue chip FMCG companies including United Biscuits plc, Diageo plc and Virgin, where he operated as a value creator, troubleshooter and change agent. As Group Finance Director of Bioquell [illegible] international plc, he led the [illegible] and growth of the company and ran the product licensing division, increasing the share price fourfold in a falling market. Since then, he has been a Chief Executive of three private equity backed businesses in a variety of sectors with the common themes of strategy refresh and sustainable value growth. He has [illegible] a substantial number of M&A transactions and [illegible] refinancings. Swag qualified as a Chartered Accountant at PricewaterhouseCoopers LLP and has an [illegible] MBA.

Chief Financial Officer

Simon joined Centaur in November [illegible]. He spent the previous 10 years as CFO of BMI Research, a leading provider of macroeconomic, industry and financial market analysis, which was acquired by Fitch Group in [illegible]. During his time at BMI Research revenues more than doubled as the company expanded internationally with Simon's support. Prior to this, Simon was CFO of Newmark, an AIM listed property and leisure group. Simon began his career at PricewaterhouseCoopers LLP where he qualified as a Chartered Accountant and worked in London and Australia.

Senior Independent Director

William joined Centaur in July 2015. William is Executive Vice Chairman of Clear Channel Outdoor (NYSE) having served as CEO until the end of 2021. He served as a non-executive director of Hays plc from 2004-2014, has been a board member of the Donmar Warehouse Theatre since 2013 and is the Senior Independent non-executive director of Britvic plc. William was a Partner and Leader of European Branding Practice at McKinsey & Co. He has previously served in international leadership roles at major advertising agencies, including as European Chairman and CEO of BBDO (Omnicom), European Chairman of Young and Rubicam (WPP Group), Global Strategic Planning Director of J. Walter Thompson Worldwide (WPP Group), and CEO of PPGH/JWT Amsterdam.

Member of the Audit, Remuneration and Nomination Committees.

Non-Executive Director

Carol joined Centaur on 1 February 2020. Carol has extensive remuneration experience at executive and board level and has spent over 20 years in senior HR roles, latterly as the Group HR Director for Mace Ltd, the international consultancy and construction group and Mitie Group plc.

Chair of the Remuneration Committee and member of the Audit and Nomination Committees. She is also the Non-Executive Director sponsor of Centaur's workforce advisory panel known as DICE.

Non-Executive Director

Leslie-Ann joined Centaur on 1 March 2020 and became Chair of Centaur's Audit Committee when Robert Boyle retired from the Board on 31 March 2020. Leslie-Ann is an experienced non-executive director and chairs the audit committees at Learning Technologies Group plc and Induction Healthcare Group PLC. She is also Chair of the audit committee and senior independent non-executive director of Bloomsbury Publishing Plc. Leslie-Ann is a chartered accountant and her executive roles have included CFO of the B2B publisher Metal Bulletin plc and the online auctioneer GoIndustry plc.

Chair of the Audit Committee and member of the Nomination and Remuneration Committees.

Group Managing Director
Xeim

Steve is the Group Managing Director of Xeim. He is responsible for all the brands and services in the Xeim marketing division including Econsultancy, Influencer Intelligence and the highly successful MW Mini MBA series. Steve has extensive experience in running content-led, multi-channel portfolios in both B2B and consumer sectors. He has played a key role at Centaur in accelerating the growth of the Company's digital information products, marketing solutions, operations and training services for customers. Prior to joining Centaur in 2016 Steve held Managing Director roles at WGSN, Ascential's Emap Communications (now Ascential) and Emap Consumer Media (now Bauer).

Managing Director
The Lawyer

Jane is Managing Director of The Lawyer. She joined Centaur in August 2021 and has over 20 years of industry experience, including 13 years in B2B data and information business Euromoney Institutional Investor PLC, where she played a key role in growing its subscriptions and transitioning the business to digital. She was responsible for running Euromoney Learning Solutions, institutional investor and hedge fund intelligence, before becoming Group Chief Marketing Officer in 2016. Jane has worked with subscription businesses throughout her career, both B2C and B2B, in the information, financial services and supply chain risk management sectors.

Chief People Officer

Jacqui is the Chief People Officer and joined the Executive Committee in January 2020. Prior to joining Centaur in 2015, Jacqui worked for Lloyds Banking Group, where she undertook a number of senior HR roles. She also spent five years working for Lloyds Retail Banking Division in Customer Experience and as Head of Engagement in the London 2012 Sponsorship Team. Talent and performance are critical to get right in any business and Jacqui is particularly interested in the role that diversity, culture and engagement play in ensuring that Centaur achieves its highest potential.

The Directors of Centaur Media Plc ('the Company' or 'the Group'), a company incorporated and domiciled in England and Wales, present their report on the affairs of the Group and Company together with the audited Company and consolidated financial statements for the year ended 31 December 2021.

There are no significant events since the reporting date for disclosure in the financial statements.

Principal activities

The principal activities of the Group are the provision of business information, training and specialist consultancy to selected professional and commercial markets within the marketing and legal professions, our two sectors. The principal activities of the Company are those of a holding company.

Business review

The Strategic Report, incorporating the CEO's Review, on pages 2 to [illegible] sets out a summary of the Group strategic objectives, business model, key performance measures, operating and financial reviews, future developments, principal risks, S172 statement and the Environmental, Social and Governance report.

Greenhouse gas emissions

Details of the Group's greenhouse gas emissions are included in the Environmental, Social and Governance report on page [illegible].

Research and development activities

The Group invests in systems and website development activities – see note [illegible] to the financial statements for the internally generated amounts capitalised during the year. The Group does not incur any significant research costs.

Dividends

A final ordinary dividend under the dividend policy in respect of the year to 31 December 2021 of [illegible] per share (2020: [illegible]) is proposed by the Directors, and subject to shareholder approval at the Annual General Meeting, will be paid on [illegible] May 2022 to ordinary shareholders on the register at the close of business on [illegible] May 2022. The total dividends paid to shareholders relating to the year will therefore be [illegible] (2020: [illegible]).

Share capital and substantial shareholdings

Details of the share capital of the Company are set out in note 22 to the financial statements. As at 31 December 2021, and [illegible] March 2022 (being the last practicable date prior to publication), notifications of interests at or above 3% in the issued voting share capital of the Company had been received from the following:

	[illegible]
Harwood Capital LLP	[illegible]
Aberforth Partners LLP[1]	[illegible]
Artemis Investment Management LLP	[illegible]
Herald Investment Management	[illegible]
Downing LLP	[illegible]

[1] [illegible] Trust Limited [illegible] Aberforth Partners LLP.

At [illegible] March 2022 and 31 December 2021 [illegible] (31 December 2020: [illegible]) ordinary shares are held in treasury, representing [illegible] (2020: [illegible]) of the issued share capital of the Company as at 31 December 2021. As at 31 December 2021, there were 300,000 (2020: 300,000) deferred shares of [illegible] each which carry restricted voting rights and carry no right to receive a dividend payment.

Directors and Directors' interests

The Directors of the Company during the year and up to the date of this report are detailed below. All Directors served from 1 January 2021 unless otherwise stated. The Board has decided to continue observing best practice by offering themselves for re-election annually.

Swagatam Mukerji	[illegible]	[illegible]	[illegible]	[illegible]
Simon Longfield	[illegible]	-	[illegible]	[illegible]
Colin Jones	140,000	-	140,000	[illegible]
William Eccleshare		-		
Carol Hosey				
Leslie-Ann Reed				

The Directors' interests in long term incentive plans are disclosed in the Remuneration Committee Report on pages [illegible] to [illegible].

Qualifying third party indemnity provisions

By virtue of article 231 of the Articles of Association of the Company, a qualifying third-party indemnity provision (within the meaning given by section 234 of the Companies Act 2006) is in force at the date of this report in respect of each Director of the Company and was in force throughout the year.

The Company has purchased appropriate insurance in respect of legal actions against Directors and officers.

Charitable and political donations

The Group supports local communities and charitable organisations through direct fundraising, donation and pro bono work and details of the charitable donations it made in 2021 can be found in the community section on page 35.

No political donations were made during the year (2020: £nil).

Employment policy

The Group is an equal opportunities employer and appoints employees based on their skill, experience and capability, without reference to age, sex, ethnic group, religious beliefs or any other personal characteristics.

It is the Group's policy to give full consideration to suitable applications for employment by disabled persons. Opportunities also exist for employees of the Group who become disabled to continue in their employment or to be trained for other positions in the Group.

The Group actively encourages employee involvement at all levels, both through monthly employee briefings and by direct access to managers and the Executive Committee. A workforce advisory panel known as DICE was set up in 2019 and more details can be found in the Strategic Report on page 3[illegible]. In addition, the Share Incentive Plan as described in note 23 encourages employees' participation in the Group's performance.

All employees are regularly briefed on the financial and economic factors affecting the Group's performance and new initiatives through town hall meetings and management cascade communication.

Significant agreements

The Group's bank facility agreement is a significant agreement that is terminable on a change of control of the Company. In addition, awards under certain of the long term incentive plans, details of which are set out in note 23, will vest or may be exchanged for awards of a purchaser's shares upon a change of control of the Company.

Conflicts of interest

Following the implementation of legislation on conflicts of interest, reflected in the historical changes to the Company's Articles of Association, procedures are in place to deal with such conflicts and they have operated effectively.

Financial instruments

A statement [illegible] risk management [illegible] financial instruments [illegible] the Group [illegible] note 26 [illegible] statements.

Information required under the listing rules

[illegible] Conduct Authority [illegible] the Annual Report [illegible] statements,

where applicable, under LR 9.8.4, is set out in this Directors' Report, with the exception of details of transactions with shareholders which is set out on page 80.

Going concern

The Directors have carefully considered the Group's net current liability position, have assessed the Company's ability to continue trading, and have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least twelve months from the date of this report and for the foreseeable future, being the period shown in the viability statement on page 26. This includes consideration of downside scenarios relating to the current immediate risk from Covid. See note 1(a) of the financial statements for further details and page 26 for the viability statement.

Subsidiaries

Details of the subsidiaries of the Company are shown in note 1[illegible] to the financial statements.

Compliance with the UK Corporate Governance Code

The Directors' statement on Corporate Governance in respect of the Group's compliance with the provisions of the UK Corporate Governance Code is set out on page 41.

Auditor and disclosure of information to the Auditor

The Directors confirm that, so far as the Directors are 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 auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006. The Directors' responsibility statement is included on page [illegible].

Approved by the Board of Directors and signed on behalf of the Board

[illegible]

[illegible] March [illegible]

The Board is committed to high standards of corporate governance and supports the UK Corporate Governance Code published in 2018. The Board sets out its report below on how the Group has applied the principles of, and complied with, the UK Corporate Governance Code during the year.

Compliance statement

The Company has applied the provisions set out in the UK Corporate Governance Code throughout the year. The Board is committed to maintaining a structure which establishes a sound corporate governance framework on behalf of the Company's shareholders. Throughout the year, the Group has complied with all the provisions of the UK Corporate Governance Code except for those set out below.

In respect of Provision 38 of the Code, Executive Director pension contribution rates are in line with the Remuneration Policy approved at the AGM in 2019. Swagatam Mukerji currently receives a pension allowance equivalent to 8% of annual salary, the rate at the time of his appointment in 2016. From 1 January 2022 this will be reduced by 1% a year for 4 years to align his pension arrangements with the general workforce.

The Board

As at 31 December 2021, the Board had four Non-Executive Directors and two Executive Directors (Chief Executive and Chief Financial Officer). Biographies for each currently serving Director are shown on pages 36 and 37. The Board endeavours to maintain diversity in its composition with respect to gender, skills, knowledge and length of service in order to ensure the balanced and effective running of the Company. Colin Jones is Chair of the Board and was independent on appointment. He leads the Board and ensures that both Executive and Non-Executive Directors make available sufficient time to carry out their duties in an appropriate manner, that all Directors receive sufficient financial and operational information, and that there is proper debate at Board meetings.

The Board is responsible for the leadership of the Company and the Group, and in discharging that responsibility it makes decisions objectively and in the best interests of the Group and its stakeholders. The Section 172 Statement is set out in the Strategic Report on pages 27 to 31. The Board sets the vision, culture, values and standards for the Group. The balance of the Board, together with the advice sought from the Executive Committee members and the Company's external advisors, ensures that no one individual has unfettered powers of decision. The Board delegates day to day responsibility for the running of the Company to the Chief Executive.

The Chair is responsible for the effective performance of the Board through a schedule of matters reserved for approval by the Board comprising issues considered most significant to the Group in terms of financial impact and risk and control of the Board agenda. The Chair conducts Board and shareholder meetings and ensures that all Directors are properly briefed. The Chief Executive, supported by the Chief Financial Officer and Executive Committee, is responsible to the Board for running the business and implementing strategy. The Board reviews the performance of the Executive Directors and the Group against agreed budgets and against the Group's objectives, strategy and values.

The Senior Independent Director is William Eccleshare, who is also a member of the Remuneration and Nomination Committees, and joined the Audit Committee on 3 August 2021. The Company Secretary is Helen Silver. The Company Secretary assists the Chair in ensuring there is efficient communication between all Directors, the committees and senior management, as well as the professional development of Directors. Independent advisors including lawyers, remuneration specialists and external auditors are available to advise the Non-Executive Directors at the Company's expense. All the Non-Executive Directors are independent, and the Chair was independent on appointment. Committee meetings are held independently of Board meetings and invitations to attend are extended by the Committee Chair to other Directors, the Group's advisors and management as appropriate. The terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee, including their roles and the authority delegated to them by the Board, are available on request from the Company Secretary and will be available at the AGM.

Board meetings

During the year, the membership of the Board and of each Committee was as follows:

Colin Jones	Chair		Member	Chair
William Eccleshare	Senior Independent Director	Member	Member	Member
Carol Hosey	Non Executive Director	Member	Chair	Member
Leslie-Ann Reed	Non Executive Director	Chair	Member	Member
Swagatam Mukerji	Chief Executive			-
Simon Longfield	Chief Financial Officer			-

[illegible] the Audit [illegible] August [illegible]

The number of scheduled full Board meetings and Committee meetings during the year along with attendance of Directors was as follows:

Number of scheduled meetings held	6		4		4		2	
	Meetings attended	Meetings eligible to attend	Meetings attended	Meetings eligible to attend	Meetings attended	Meetings eligible to attend	Meetings attended	Meetings eligible to attend
Colin Jones	6	6			4	4	2	2
William Eccleshare	6	6	1	1	4	4	2	2
Swagatam Mukerji	6	6						
Simon Longfield	6	6						
Carol Hosey	6	6	4	4	4	4	2	2
Leslie-Ann Reed	6	6	4	4	4	4	2	2

[illegible] during the year.

If a Director is unable to attend a meeting, they are provided with the same level of information as the other Directors in advance of the meeting and given the opportunity to express views, which will then be shared at the meeting.

In addition to the key items identified for discussion by the Committees above, the Board discussed the following matters at the Board meetings during the year:

- Review of financial performance against budget and prior year;
- Decisions regarding the effect of [illegible] on the business and employees;
- Review of [illegible] policy and [illegible];
- Review and approval of budgets;
- Review of Group key performance indicators;
- Approval of financial reports and communication to shareholders and investors; and
- Approval of the Group's internal control policy, including a robust assessment of the principal and emerging risks, corporate governance, environment and environmental issues.

Board assessment and Directors' performance evaluation

The Board undertakes a formal evaluation of its own performance and that of its Committees and individual Directors. [illegible] evaluation [illegible] each Director continues to contribute effectively and to demonstrate commitment to the role (including commitment of time for Board and Committee meetings and other duties). Evaluations are undertaken annually by self assessment and the Chair's performance is also evaluated by the other Non Executive Directors at a separate meeting for this purpose each year. In addition, the Chief Executive is subject to an annual performance review with the Chair. New Directors receive an induction programme and all the Directors are encouraged to undertake continuous professional development programmes as appropriate. The Group maintains insurance cover in respect of legal action against its Directors.

Management structure

The Board delegates the day to day running of the Company to the Executive Directors, who in turn share the operational running of the Group with the Executive Committee. Throughout the year, the Executive Committee was the primary body implementing operational management across the Group. The role of the Executive Committee is to review:

- Financial performance, the budget and forecasts;
- Human capital management and resource allocation including capital expenditure;
- Operational efficiency and developments including Group IT, procurement and facilities;
- Product development;
- Market development;
- Business continuity planning;
- Internal and external communications;
- Business transformation and change management; and
- Acquisition and disposal plans.

The biographies of the members of the Executive Committee are set out on pages 36 to 33.

Relations with shareholders

The Company encourages meaningful dialogue with all stakeholders. Shareholder communication centres primarily on the publication of annual reports, periodic press releases, investor presentations, analyst research on Centaur's website and trading updates. The Chair and Executive Directors are available for discussions with shareholders throughout the year and particularly around the time of results announcements. During the year, meetings were held with major shareholders following the preliminary results in March, the interim results in July and most recently in October 2021 when it held a Capital Markets Day.

The Senior Independent Director is also available should any shareholder wish to draw any matters to his attention. The Directors are available for comment throughout the year and at all General Meetings of the Company.

Centaur values the views of its shareholders and recognises their interest in the Company's strategy and performance, Board membership and quality of management. The Group therefore has an active programme to meet and make presentations to its current and potential shareholders to discuss its objectives. More details on engagement with our stakeholders are set out in the Section 172 Statement in the Strategic Report on pages 27 to 30.

Investors are encouraged to attend the AGM and to participate in proceedings formally or sharing their views with Board members informally after the meeting. The Chairs of the Audit, Remuneration and Nomination Committees are available to answer questions. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a resolution to approve the annual report and financial statements. Consistent with last year's AGM, shareholders will be given the opportunity to email questions to the Board prior to the AGM in 2022.

The Company counts all proxy votes and indicates the level of proxies lodged on each resolution, after it has been voted on by a show of hands. All shareholders can gain access to the annual reports, trading updates, announcements, research, press releases and other information about the Company through the Company's website, www.centaurmedia.com.

Risk assessment

Risks that affect or may affect the business are identified and assessed, and appropriate controls and systems implemented to ensure that the risk is managed. The Group's risk register is kept by the Company Secretary with input from the Executive Committee and Head of Legal and is reviewed by the Audit Committee regularly with appropriate mitigation actions also being reported to and overseen by the Committee.

Principal and emerging risks

The principal and emerging risks facing the Group, with associated mitigating controls, are detailed on pages 2[illegible] to [illegible] within the Strategic Report.

Ethics

The Group carries out its business in a fair, honest and open manner, ensuring that it complies with all relevant laws and regulations. The Company has specific policies on fraud, Director conflicts, bribery, whistleblowing and slavery and human trafficking, which are widely distributed and compliance with these policies is monitored. The HR team ensures that new job opportunities are made available to existing employees as well as to outside applicants and that all employees are able to benefit from training, career development and promotion opportunities where appropriate. The recruitment of new personnel is made without prejudice and the Group believes in equal opportunity and encourages diversity. The analysis of the Group's workforce and Board by gender is set out in the Environmental, Social and Governance Report on page 34.

Through all our interactions with our customers and partners we ensure that we treat them fairly and openly while abiding by the terms of contracts and relevant law. Equally, we treat our suppliers fairly and do not exploit them or their employees, including the objective of paying all suppliers within the agreed payment terms.

Monitoring of controls

The Board has overall responsibility for the effectiveness of the Group's system of risk management and internal controls, and these are regularly monitored by the Audit Committee.

Details of the activities of the Audit Committee in this financial year can be found in the Audit Committee Report on pages 45 to [illegible].

Greenhouse gas emissions
The disclosure in respect of the greenhouse gas emissions of the Group that are attributable to human activity in tonnes of carbon dioxide is set out in the Environmental, Social and Governance Report on page 22.

Fraud
While the Group cannot guarantee to prevent fraud, an internal control framework is in place to reduce the likelihood of fraud arising. The Group's whistleblowing policy is available to employees on the Company's intranet should any employee become aware of any incidence of fraud.

Directors' conflicts
Group and subsidiary Directors are required to notify their employing company of all directorships they hold. Annual conflict of interest disclosures require them to disclose such directorships or other relationships, which they or a person connected to them may hold. These are reviewed by the Board to assess the impact on the Company and whether they would impair the Group's objectives.

Bribery Act 2010
In response to the Bribery Act 2010, the Board performed a risk assessment across the Group and formalised its policy to prevent bribery. The Board has in place processes to prevent corruption or unethical behaviour. The policy explains what is considered a bribe or facilitation payment, which are prohibited, and provides guidance over the levels of gifts, entertainment and hospitality that are considered reasonable. Training is mandatory for all employees. During 2021, an online training programme was made available to all employees. The Group's policy is communicated to all appropriate third parties. The more rigorous processes around declaring Directors' interests and identifying potential conflicts have improved the regular monitoring of the Group's [illegible].

Whistleblowing
The Company is committed to the highest standards of integrity and honesty. Along with other policies which encourage this behaviour, the Group's whistleblowing policy is available to employees on the Company's intranet. This policy allows all employees to disclose openly, in confidence or anonymously any concerns they may have about possible improper practices, *in financial or other matters. An escalation* process has been communicated to employees. Any matters raised will be investigated and resolved. The Audit Committee will be notified of any issues raised through this process and appropriate action taken. However, no incidents were noted during the year.

Modern Slavery Act 2015
The Company is committed to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in its business or in any of its supply chains. The Company's slavery and human trafficking statement for the purposes of section 54 of the Modern Slavery Act 2015 is available on the Company's website, www.centaurmedia.com. The Group has in place an anti-slavery and human trafficking policy which has been made available to employees on the Company's intranet and is notified to all new joiners. Training has been provided to key employees and the policy is communicated to suppliers and other third parties where appropriate.

Capital structure
Information on the share capital structure is included in the Directors' Report on page 39.

Approved by the Board of Directors and signed by order of the Board.

Company Secretary
1[illegible] March 2022

Dear Shareholder,

I am pleased to present the report of the Audit Committee ('the Committee') for the year ended 31 December 2021. This report details the Audit Committee's responsibilities and key activities over the period.

The role of the Committee is to protect the interests of shareholders regarding the integrity of financial information published by the Group and to oversee the effectiveness of the external audit. It does this through reviewing and reporting to the Board on the Group's financial reporting, internal controls and risk management processes and the performance, independence and effectiveness of the external auditor.

Following the appointment of Crowe U.K. LLP as auditor for the 2020 audit, they have continued in office and provided their audit report on 2021 on pages [illegible] to 68.

Committee composition

During the year William Eccleshare joined myself and Carol Hosey as members of the Audit Committee. Our biographies are shown on page [illegible]. The membership of the Committee is balanced and is considered to contain the appropriate combination of recent, relevant financial experience through the Chair as well as competence relevant to the sector. The Executive Directors, representatives of the external auditor and other Group executives regularly attend meetings at the invitation of the Committee. The Committee met four times during the year, with all members attending. Meetings are held throughout the year and timed to align with the overall financial reporting timetable. At least once during the year, the Committee meets separately with the external auditor without management, and as Chair I am in regular direct contact with the external auditor and with the Chief Financial Officer.

Roles and responsibilities

The main roles and responsibilities of the Audit Committee are to:

- Monitor the integrity of the financial statements of the Group and any formal public announcements relating to the Group's financial performance reviewing, and approving significant financial reporting judgements contained in them;
- Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;
- Review and assess the Annual Report in order to determine that it can advise the Board that, taken as a whole, the Annual Report is fair, balanced and understandable, and provides shareholders with the information they need to assess the Company's position and performance, business model and strategy, as required by provision 2[illegible] of the UK Corporate Governance Code;
- Make recommendations to the Board in relation to the appointment and terms of engagement of the external auditor and to review and approve levels of audit and non-audit remuneration;
- Develop and implement policy on the engagement of the external auditor to supply non-audit services;
- Review the effectiveness of the Group's internal financial control and risk management systems including an annual review of the Group's risk register;
- Review the Group's financial and operational policies and procedures to ensure they remain effective and relevant;
- Oversee the whistleblowing arrangements of the Group and to ensure they are operating effectively; and
- Report to the Board on how it has discharged its responsibilities.

Activities of the Committee during the year

During the year and up until the date of this report, the Audit Committee undertook the following activities to ensure the integrity of the Group's financial statements and formal announcements.

- Regularly met with management and the Chief Financial Officer to discuss the results and performance of the business;
- Reviewed reports from management on the internal controls covering the financial reporting process;
- Reviewed and agreed the external auditor's strategy in advance of their audit for the year;
- Reviewed and agreed reappointment and remuneration of the external auditor;
- Reviewed compliance with requirements under the UK Corporate Governance Code, and in particular its impact on the Strategic Report, Viability Statement and going concern assessment;
- Discussed the report received from the external auditor regarding their audit in respect of the prior year, which included comments on significant financial reporting judgements and their findings on internal controls;
- Reviewed and discussed with the external auditor the results of the FRC's review of their 2020 audit selected by the FRC's Audit Quality Review team as part of their monitoring of Public Interest Entities;
- Met with other management personnel;
- Reviewed and discussed with management and the Chief Financial Officer each financial reporting announcement made by the Group; and
- Reviewed compliance with International Financial Reporting Standards (IFRS).

The most significant financial reporting judgements considered by the Audit Committee and discussed with the external auditor during the year were as follows:

Carrying value of goodwill, intangible assets and investments

The Audit Committee has reviewed management's assessment of the recoverability of the Group's goodwill and intangible assets and whether there is a need for any resulting impairment. The recoverable amount of goodwill has been determined through value in use calculations of each cash-generating unit (CGU) based on Board approved forecasts for the first three years of the value in use calculation and applying a terminal growth rate of 2.0%.

Management's assessment of the recoverability of the Group's goodwill and intangible assets resulted in no impairment being recognised.

At 31 December 2021 the Committee reviewed management's assessment of the recoverability of the Group's goodwill and intangible assets. The Committee has paid particular attention to the judgements and assumptions used to forecast cash flows, particularly around revenue and Adjusted EBITDA growth rates. The Committee was satisfied that the forecasts reflect the CGUs' historical budgeting performance and that reasonable sensitivities were performed, that the value in use calculation reflects management's best estimate, and that the booking of no impairment against any segment is appropriate. As a result, the Audit Committee was satisfied with the carrying value of goodwill and intangible assets in the Group's balance sheet.

Further details on goodwill and the impairment testing are included in note 1[illegible] to the financial statements.

Going concern and viability

The Audit Committee received a report setting out the going concern review undertaken by management which forms the basis of the Board's going concern conclusion.

The Group performed in a satisfactory manner with excellent growth in the MW Mini MBA and resilience in premium content billings, combined with firm control over the Group's fixed costs. This resulted in a return to profitability at an adjusted operating profit level (2020: break even). The Group's cash generation remained strong with positive Adjusted EBITDA resulting in an increase in cash to £[illegible]m at the end of 2021 (2020: £5.3m).

The Committee has reviewed forecasts to cover the twelve months from signature date based on the Group's MAP23 strategy with downside scenarios explored. The Committee has also taken into consideration the £10m revolving credit facility with NatWest. The Committee has concluded that the adoption of the going concern basis is appropriate.

The Committee has also assessed the statement in relation to the longer term viability of the Group and of the Group's principal risks to viability, including reviewing the long term financial projections for the period over which the statement is made, and reviewing qualitative and quantitative analysis and scenario testing prepared by management. The Committee concluded that the statement in relation to the longer term viability of the Group in the Strategic Report is appropriate.

Adjusting items

Unlike recent reporting periods, there are no restructuring costs in the year that have been identified as adjusting items. The only adjusting items in 2021 therefore are the amortisation of acquired intangible assets and share based payments. The Committee is satisfied that it is appropriate to present these items as adjusting items on the basis that they assist the user in assessing the core operating performance of the Group.

The Committee assessed the appropriateness of all alternative performance measures used to adjusting and the impact of these items on the presentation of the Group's results and is satisfied that they are appropriately reflected and their presentation measures. Further details on adjusting items are included in notes [illegible] and [illegible] to the financial statements.

New accounting standards

No new accounting standards were introduced during the year.

Risk management

The Group's management is responsible for the identification, assessment and management of risk and emerging risk, as well as for designing and operating the system of internal controls as set out in the Strategic Report on pages 21 to 26. The Committee has assessed management's identification of risk and concluded that appropriate mitigating actions are being taken. The auditor has also detailed certain risks in their report and set out the work performed to satisfy themselves that these have been properly reflected in the financial statements. The Committee has worked closely with management and received detailed information to assess the effectiveness of internal financial control and risk assessment and management systems, and report on them to the Board which retains ultimate responsibility. Details of financial risks are set out in note 26.

Having monitored the Group's risk management and internal control system and having reviewed the effectiveness of material controls, including financial, operational and compliance controls, the Committee confirms on behalf of the Board that it has not identified any significant control failings or weaknesses at any time during the year and to the date of this report.

Risk of fraud

The Committee considered the risk of fraudulent financial reporting in the business and, through its review of the effectiveness of internal controls and reporting from management, has concluded that adequate controls were in place during the year.

Whistleblowing

The Committee reviewed the Group's whistleblowing procedures and is satisfied that these have met FCA rules and good standards of corporate governance. Further details of the whistleblowing procedures are set out within the Directors' Statement on Corporate Governance on page 4[illegible].

Internal audit

The Committee considered whether it was appropriate to appoint internal auditors and concluded that this is not currently required given the size of the business, its relatively centralised operations and the risks identified together with the mitigating controls.

External audit

The Group's external auditor is Crowe U.K. LLP ('Crowe'). The Committee monitors the external audit process to ensure high standards of quality and effectiveness.

This was assessed throughout the year using a number of measures, including:

- Reviewing the quality and scope of planning of the audit and the level of fees;
- Monitoring the independence and transparency of the audit; and
- Obtaining feedback from management and the Directors on the quality of the audit team, their business understanding and audit approach, and approving reappointment.

Crowe were appointed as auditor in November 2020 following a competitive tender.

The Audit Committee has considered the independence and objectivity of the external auditor through a careful review of their terms of engagement, scope of work and level of fees (which are shown in note 3 to the financial statements).

The external auditor is excluded from providing any non-audit services that, individually or in aggregate, may impair the independence of the auditor. Prior approval from the Audit Committee is required for any permitted audit related or other services in accordance with the regulations. During the year, Crowe provided no services to the Group other than audit and audit related (interim review) services.

The external auditor's report to the Directors and the Audit Committee also confirmed their independence in accordance with auditing standards and the Committee concurred. Should non-audit services be required in the forthcoming year, we are likely to use suppliers other than Crowe.

Self-assessment

During the period the Audit Committee performed a formal, questionnaire based, self assessment the results of which confirmed that the Committee continued to function effectively.

Report to the Board

The Board has requested the Committee to confirm that in its opinion the Board can make the required statement that the Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy. The Committee has given this confirmation on the basis of its review of the whole Annual Report, underpinned by involvement in the planning for its preparation, review of the processes to ensure the accuracy of factual content and by assurances from the Remuneration Committee.

Independent auditor

A resolution is to be proposed at the Annual General Meeting for the re-appointment of Crowe as auditor of the Company.

Chair of the Audit Committee
15 March 2022

Dear Shareholder,

I am pleased to present the report of the Nomination Committee for the year ended 31 December 2021. This report details the Committee's ongoing responsibilities and key activities over the period.

The Committee comprises myself and the three independent Non-Executive Directors, William Eccleshare (Senior Independent Director), Carol Hosey and Leslie-Ann Reed. Over the past 12 months, Centaur has continued to benefit from a stable, enthusiastic and committed Board and this has been invaluable in ensuring a calm and measured response to the continued challenges of the Covid pandemic and significant progress with executing on the MAP23 strategy.

Nomination Committee responsibilities

The Committee's key responsibilities include:

- Reviewing the Board's structure, size and composition;
- Reviewing the composition of Board Committees;
- Defining the role and competencies required for appointments to the Board;
- Managing succession planning for the members of the Board and senior management team;
- Identifying, nominating and reviewing candidates for appointment to the Board; and
- Reviewing the leadership needs of the organisation, including Executive and Non-Executive Directors as well as senior management.

The appointment of Directors is a matter for the Board, which considers the recommendations of the Nomination Committee. The Committee is responsible for ensuring that the Board and the Board Committees are properly constituted and balanced in terms of skills, experience and

diversity. Our policy on Board diversity is set out in the Directors' Report above. We have two female Board members representing one third of the Board. Further details of diversity/gender in the Company are set out in the Environmental, Social and Governance Statement on page 34.

Activities during the year

The main areas of focus for the Committee during the year were a continued review of succession planning and consideration of Board and Executive Committee management appointments including:

- William Eccleshare became a member of the Audit Committee on 3 August 2021, thereby ensuring each of the NEDs (other than the Company Chair) sits on each of the Board Committees.
- The appointment of Jane Wilkinson to the Executive Committee on 2 August 2021. Jane replaced Andy Baker as Managing Director of The Lawyer and brings deep expertise in subscription revenue models and leading businesses in times of digital and data transformation. She is responsible for developing The Lawyer's customer centric approach and building on its recent transition into a multi-channel digital platform as part of Centaur's MAP23 strategy.

Chair of the Nomination Committee
[illegible] March 2022

Dear Shareholder,

On behalf of the Board, I am pleased to present the Directors' Remuneration Report for the year ended 31 December 2021.

Having come through an unprecedented and particularly difficult year in 2020, it is pleasing to see the levels of growth achieved by the team in 2021: a year still challenged by new variants of Covid and pandemic related restrictions. Across the business we have seen strong capabilities in adapting to the new working environment enabling the team to continue to deliver exceptional customer service and drive business growth, all setting a solid foundation for 2022.

The outstanding performance achieved this year is reflected in the levels of variable pay being awarded. There will be significant payments under the Annual Bonus Plan for the two Executive Directors and the senior management team, and there will be a small award for Swag Mukerji under the 2019 LTIP. Forecast awards under the in-flight LTIPs are looking very healthy as the business remains on track to achieve MAP23.

The Committee believes the Remuneration Policy is working in a balanced manner, rewarding performance for short-term results and aligning Executive interests with those of Shareholders over the long term as strategic plans are developed and delivered. As such, in the triennial review of the Remuneration Policy, this year we have decided to keep the key elements of the Policy the same, albeit with some minor updates for governance developments. Details of the Policy can be found beginning on page 51 and we ask for your approval of this new Policy, which will take effect following the AGM in May and be in place until 2025.

We are making an exceptional salary increase to Simon Longfield to ensure his base salary appropriately reflects his responsibilities and contribution to the business since he joined Centaur at the end of 2019. Swag Mukerji will receive a 3% increase in his salary, which is consistent with the lower level of salary award in the all-employee group, where an award is made. Both increases will take effect from 1 April 2022.

The 2018 UK Corporate Governance Code states that pension provision to Executive Directors should be consistent with the workforce, which at Centaur is 6% of salary. The pension provision for Simon Longfield is consistent with this requirement. Swag Mukerji's pension contribution is 9% of salary, a level set at the time of his appointment to the Board in 2016. Swag Mukerji has agreed that his pension contribution rate will be reduced by 1% per annum beginning in 2023, and it will reach the required 6% by the start of 2026. Whilst this is later than the Investment Association's 2022 deadline, the Committee feels this is appropriate when considering his contractual entitlements.

This report is in three parts: i) this Annual Statement; ii) the Directors' Remuneration Policy Report, which sets out an updated Remuneration Policy which is proposed for approval by shareholders at the 2022 AGM; and iii) the Annual Report on Remuneration.

Committee membership and work of the Committee during the year

During the year Centaur's Remuneration Committee comprised myself, Colin Jones, William Eccleshare and Leslie-Ann Reed.

The Committee had four scheduled meetings during 2021 and met one further time. The main Committee activities during the year (full details of which are set out in the relevant sections of this report) included:

- Agreeing Executive Director base salary levels from 1 April 2021;
- Agreeing the performance against the targets for the 2020 annual bonus;
- Agreeing the targets for the 2021 annual bonus plan;
- Agreeing the award levels and performance targets for the 2021 LTIP awards;
- Reviewing the Company's share dilution capacity for LTIP awards;
- Reviewing and setting remuneration for the Directors and senior management;
- Reviewing workforce remuneration and alignment of workforce incentives and rewards;
- Reviewing gender pay numbers and disclosures and the CEO Pay Ratio requirements; and
- Reviewing the Remuneration Policy and agreeing the changes for the 2022 AGM.

In addition, the Committee has considered how the Policy and practices are consistent with the six factors set out in Provision 40 of the UK Corporate Governance Code:

- **Clarity**
  Our Policy (approved by shareholders in 2019) is understood by our senior executive team and has been clearly articulated to our shareholders and representative bodies (both on an ongoing basis and when changes are proposed).
- **Simplicity**
  The Committee is mindful of the need to avoid overly complex remuneration structures which can be misunderstood and deliver unintended outcomes. Therefore, a key objective of the Committee is to ensure that our executive remuneration policies and practices are straightforward to communicate and operate.
- **Risk**
  Our Policy has been designed to ensure that inappropriate risk-taking is discouraged and will not be rewarded via: (i) the balanced use of annual and long-term pay with a blend of financial, non-financial and shareholder return targets; (ii) the significant role played by equity in our incentive plans; and (iii) malus/clawback provisions.
- **Predictability**
  Our incentive plans are subject to individual caps, and our share plans are subject to market standard dilution limits.
- **Proportionality**
  There is a clear link between individual awards, delivery of strategy and long-term performance. In addition, the significant role played by incentive/at-risk pay, together with the structure of the Executive Directors' service contracts, ensures that poor performance is not rewarded.
- **Alignment to culture**
  Our executive pay policies are aligned to our culture through the use of metrics in our incentive plans.

Implementation of the Remuneration Policy in 2021

The Committee implemented the current Remuneration Policy in 2021 as follows:

- Base salary levels were increased for Executive Directors by 2% from 1 April 2021. As such, Swagatam Mukerji's base salary increased from £320,000 to £326,400 and Simon Longfield's base salary increased from £175,000 to £178,500.
- There were no changes to pension or benefit provision.
- A bonus plan for 2021 was agreed for both Executive Directors providing an opportunity equivalent to 100% of their salary with 80% of the opportunity based on financial objectives and 20% based on strategic and personal objectives. The resulting performance provides an award of 80% of salary for both Directors, of which [illegible] of salary will be awarded in shares.
- The Committee granted LTIP awards to Swagatam Mukerji and Simon Longfield on 25 March 2021 over shares equal to 100% of their salaries. Performance conditions are attached to the LTIP awards relating to TSR, Group Adjusted EBITDA margin and Adjusted Basic EPS (each weighted one third).
- In relation to the 2018 LTIP awards granted to Swagatam Mukerji, two of the performance criteria (Profitable revenue growth and Group EBITDA margin growth) have not been achieved. However, the TSR performance criteria has been partially met such that 30% of one third of the total award will vest on 3 October 2022, the third anniversary of the grant date. Simon Longfield was not in post at the date of grant for the 2019 LTIP awards.

Further details are presented in the Annual Report on Remuneration.

Remuneration Policy Review

The current Remuneration Policy reaches the end of its three year life in 2022. The Committee has reviewed the Policy and concluded that it remains fit for purpose other than to update it primarily for governance developments in respect of the 2018 UK Corporate Governance Code. As such, the main changes to the Policy from that approved by shareholders in 2019 are as follows:

- Removal of the references to the one-off 2019 Incentive Plan (a one-off incentive plan approved by shareholders in 2019);
- Introduction of a workforce aligned pension policy and the removal of the [illegible] of salary pension maximum limit previously operated;
- Updating malus and clawback provisions in the annual bonus and LTIP to include reputational damage and insolvency; and
- Introduction of post-cessation shareholding guidelines.

Given the very limited changes to the Remuneration Policy, the Committee concluded that it was not necessary to consult with major shareholders and the main shareholder representative bodies in advance of the 2022 AGM.

Implementing the Remuneration Policy for 2022

- The base salary for Swagatam Mukerji is expected to increase on 1 April 2022 by 3% in line with the expected general workforce increases from £326,400 to £336,100. The base salary for Simon Longfield is expected to increase on 1 April 2022 from £178,500 to £200,000 to reflect his responsibilities and contribution to the business since he joined Centaur and market rates.
- Simon Longfield will continue to receive a pension allowance equivalent to [illegible] of salary in line with the pension arrangements for the general workforce. Swagatam Mukerji's pension allowance will be [illegible] of salary [illegible] of salary each year from 1 January 2022 for four years [illegible] it will be [illegible] of salary from 1 January 2026.
- The maximum annual bonus for Executive Directors will continue to be set at 100% of salary. The majority of bonus potential (80%) will be measured against financial-based targets with a minority (20%) based on strategic and personal objectives that includes an ESG target. Any annual bonus greater than [illegible] of salary will be awarded in Centaur Media Plc shares and deferred for three years; and
- LTIP awards are expected to be granted on a basis consistent with awards granted in prior years in terms of grant level (100% of salary). Performance targets will be based one third on Adjusted EBITDA performance, one third on Adjusted Basic EPS and one third on relative TSR.

Shareholder consultation and AGM approvals

At the 2022 AGM, there will be a resolution to approve the updated Remuneration Policy and an advisory resolution on the Annual Statement and Annual Report on Remuneration for the year ended 31 December 2021. I hope we continue to receive your support.

Chair of the Remuneration Committee
15 March 2022

The following section of the Directors' Remuneration Report sets out the Directors' Remuneration Policy ("Policy"), which will be presented to shareholders for approval at the 2022 AGM. The main changes to the Policy from that approved by shareholders in 2019 are as follows:

- Removal of the references to the one-off 2019 Incentive Plan (a one-off incentive plan approved by shareholders in 2019);
- Introduction of a workforce aligned pension policy and the removal of the 15% of salary pension maximum limit previously operated;
- Update of malus and clawback provisions to include reputational damage and insolvency; and
- Introduction of post cessation shareholding guidelines.

Policy scope

The Policy applies to the Chair, Executive Directors and Non-Executive Directors.

Policy duration

Subject to shareholder approval at the 2022 AGM, the Committee's current intention is that the Policy will be operated for the next three years until the 2025 AGM. All payments to Directors during the policy period will be consistent with the approved policy.

Overview of Remuneration Policy

Centaur recognises the need to attract, retain and incentivise executives with the appropriate skills and talent to manage and develop the Group's businesses, drive the Group's strategy, and deliver shareholder value. The main principles of the Directors' Remuneration Policy are:

- To achieve total remuneration packages that are competitive in the sector within which the Group operates and with the market in general;
- To provide an appropriate balance between fixed and variable remuneration which rewards high levels of performance whilst managing risk to the business; and
- To incentivise and retain management and to align their interests with those of shareholders.

Considerations of employment conditions elsewhere in the Group

The Committee considers the base salary increases and remuneration policies and practice more generally for all employees when determining the annual salary increases and remuneration policy for the Executive Directors. Employees are given the opportunity to provide feedback to management and the Board throughout the year on various matters, including the Directors' Remuneration Policy, via a number of different communication channels that have been established at the Company.

Consideration of shareholder views

The Committee considers shareholder feedback received in relation to the Annual Report and AGM each year. This feedback, plus any additional feedback received during the course of the year, is then considered as part of the Company's annual review of its Remuneration Policy. In addition, the Committee will seek to engage directly with major shareholders and their representative bodies should any material changes be made to the Directors' Remuneration Policy. Details of votes for and against the resolution to approve last year's Remuneration Report and the 2019 Remuneration Policy are set out in the Annual Report on Remuneration.

Directors' Remuneration Policy

The table below sets out the main components of the Remuneration Policy, which will be put to shareholders for approval at the 2022 AGM.

Note that payments may be made under arrangements in place under a previous policy, including pension, other benefits and incentives.

The remuneration offered to employees of the Group will be adjusted to reflect local market practice and seniority.

Base salary	Reflects the value of the individual and their role Reflects skills and experience over time Provides an appropriate level of basic fixed income avoiding excessive risk arising from over reliance on variable income	Reviewed annually, normally effective 1 April Paid in cash on a monthly basis Pensionable Benchmarked against companies with similar characteristics and sector comparators	The Committee has not set a maximum level of salary. Increases will be set in the context of salary increases amongst the wider workforce The Committee retains the discretion to make increases above this level in certain circumstances, for example, but not limited to: • An increase in the individual's scope and responsibilities • Alignment to the external market • An increase to reflect an individual's performance and development in the role, e.g. where a new appointment is recruited at a lower salary level and is awarded stepped increases	Not applicable
Annual bonus	Incentivises annual delivery of financial and strategic goals Maximum bonus only payable for achieving demanding targets	Targets reviewed annually Not pensionable Deferral of any bonus over [illegible] of base salary into shares for three years Dividend equivalents may be payable on deferred share awards	100% of salary	Normally measured over a one year performance period Primarily based on Group's annual financial performance measures Personal and/or strategic objectives (minority) Malus and clawback provisions apply
Long-term incentives	Aligns to main strategic objectives of delivering profit growth and shareholder return	Annual grant of conditional awards or nil-cost options A two year holding period post vesting applies for LTIPs granted after May 2019 Dividend equivalents may be paid in shares in respect of the vested awards [illegible]	Awards capped at 100% of salary (200% in exceptional circumstances)	Normally a three year performance period Maximum performance up to [illegible] of award Performance is based on financial and/or share price based and/or strategic ESG measures e.g. EPS and relative TSR The Committee may alter the [illegible] [illegible] • [illegible] • [illegible] • [illegible]

Pension	Provides competitive retirement benefits Provides an opportunity for Executive Directors to contribute to their own retirement plan	Defined contributions made to the Executive Director's own pension plan. Cash alternatives may also be paid in full or in part	Workforce aligned for the CFO and any new Executive Director. The CEO's pension provision will be workforce aligned by 1 January 2026	Not applicable
Other benefits	Aids retention and recruitment	Executive Directors are provided with private medical insurance Other benefits including company car allowance and car parking may be provided if considered appropriate by the Committee	There is no maximum. Set at a level which the Committee considers is appropriate in the context of the circumstances of the role/individual and local market practice	Not applicable
Share ownership	To provide alignment of interests between Executive Directors and shareholders	In employment 50% of the net of tax vested LTIP shares required to be retained until the guideline is met Post employment 100% of the in employment guideline (or actual shareholding if lower) for two years post cessation of employment excluding (i) own shares purchased and (ii) shares vesting from any share award granted prior to the 2022 AGM	200% of salary	Not applicable

Notes

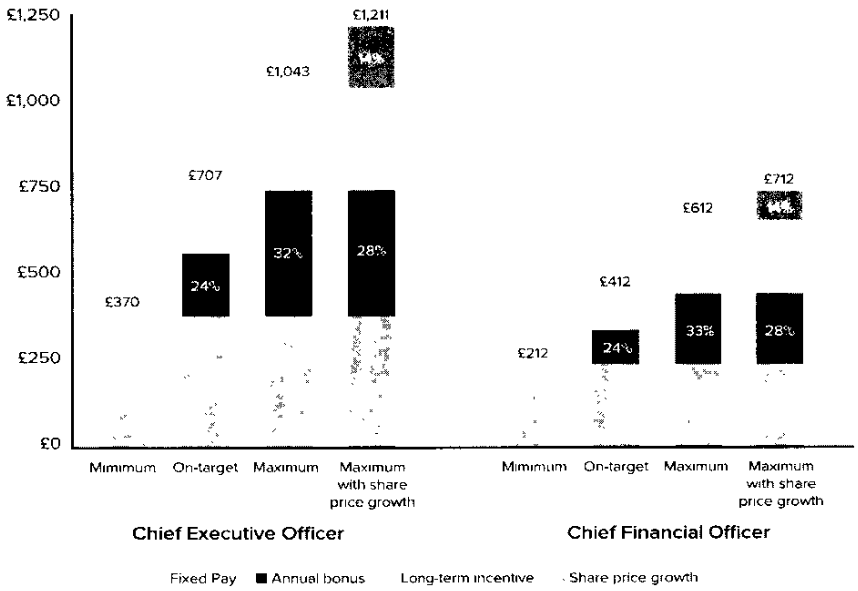
1. The Annual Report on Remuneration sets out how the Company implemented the Policy in 2021 and how it will apply the new Policy in 2022.
2. Not all employees have a bonus opportunity. Below Executive Director level bonus opportunities are lower and participation in the LTIP is limited to Executive Directors and certain selected senior management. Other employees are eligible to participate in the Company's all employee share plan. In general, these differences arise to ensure remuneration arrangements are competitive in the market, together with the fact that remuneration of the Executive Directors and senior executives typically has a greater emphasis on performance-related pay. All bonus schemes are discretionary.
3. The choice of performance metrics applicable to the annual bonus plan reflect the Committee's belief that any incentive compensation should be appropriately challenging and primarily tied to financial measures.
4. The EBITDA, EPS and TSR performance conditions applicable to the 2021 LTIP awards were selected by the Committee on the basis that they are consistent with rewarding the delivery of long-term returns to shareholders and the Group's financial growth.
5. Executive Directors may participate in any all-employee share plan in line with HMRC limits and to the extent offered.
6. Post cessation guidelines will be operated via a self-certification approach during the two-year period post cessation.

Malus and clawback

The current malus prior to vesting and clawback within 3 years of vesting triggers include misstatement of results, error and gross misconduct. In addition, reputational damage or potential reputational damage, if it were made public and insolvency event corporate failure will also apply to the 2022 annual bonus and any deferred bonus [illegible] granted in 2023 in respect of a 2022 bonus and the 2022 LTIP grant.

Reward Scenarios

Based on base salaries as at 1 April 2022, minimum, on-target [illegible] incentive potential assumed and maximum reward scenarios are shown below. In addition, the maximum scenario assuming [illegible] share price growth is also shown.



Approach to recruitment and promotions

The remuneration package for a new Executive Director would be set in accordance with the terms of the Company's prevailing approved remuneration policy at the time of appointment and would take into account the skills and experience of the individual, the market rate for a candidate of that experience and the importance of securing the relevant individual.

On recruitment, salary may, but need not necessarily, be set below the normal market rate, with phased increases as the executive gains experience. Pension provision will be aligned to that provided to the general workforce. Incentive awards would be no more than set out in the Policy table above. In addition, on recruitment the Company may compensate for amounts foregone from a previous employer using [illegible] taking into account the quantum foregone and, as far as reasonable, [illegible] the extent to which performance conditions [illegible].

For an internal [illegible] element [illegible] according to its terms. Any [illegible] existing prior to appointment may continue, [illegible] for [illegible].

The Committee may [illegible] the Company [illegible].

Service contracts and loss of office payments

The current Executive Directors have service contracts which have a 12-month notice period, dated 21 September 2018 for Swagatam Mukerji and 18 November 2013 for Simon Longfield. In respect of these service contracts, at the Board's discretion, a payment in lieu of any unexpired notice may be paid, comprising an amount for base salary, pension and any accrued holiday entitlement. The amount may be paid in one lump sum or in two instalments and mitigation will be applied to the second instalment. If termination is within six months of a change of control, a payment equal to 12 months' salary, pension and accrued holiday pay is payable. Where the Company terminates the contract in any other manner, any damages shall be calculated in accordance with common law principles including those relating to mitigation of loss. Notwithstanding the above, the Company is entitled to terminate employment without compensation, damages or payment in lieu of notice in specified circumstances (e.g. serious misconduct).

An annual incentive will normally be payable for the period of the financial year served, although it will normally be pro-rated and paid at the normal pay-out date. Any share based entitlements granted to an Executive Director under the Company's share plans will be determined based on the relevant plan rules. However, in certain prescribed circumstances, such as death, disability, retirement or other circumstances at the discretion of the Committee, 'good leaver' status may be applied. For good leavers, awards will normally vest at the vesting date set out in the relevant award, subject to the satisfaction of the relevant performance conditions at the time and reduced pro rata to reflect the proportion of the performance period actually served. However, the Committee has discretion to determine that awards vest at cessation of employment or to disapply time pro-rating.

In addition to the above, outplacement support may be provided and legal fees or any other minor incidental costs which are considered appropriate may be payable.

Remuneration Policy for the Chair and Non-Executive Directors

The Company Chair's fee is determined by the Remuneration Committee (other than the Company Chair, if he sits on the Committee). The fees for the Non-Executive Directors are set by the Board (excluding the Non-Executive Directors). The table summarises the key aspects of the Remuneration Policy for the Chair and Non-Executive Directors.

[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Chair and Non-Executive Directors fees	Reflect time commitments and responsibilities of each role, in line with those provided by similarly sized companies	Cash fee normally paid on a monthly basis Reimbursement of incidental expenses where appropriate Reviewed periodically An additional amount will be paid for chairing a Committee or being the Senior Independent Director	There is no prescribed maximum annual fee or fee increase The Committee and Board are guided by the general increase in the Non-Executive market, but may decide to award a lower or higher fee increase to recognise, for example, an increase in the scale, scope or responsibility of the role or take account of relevant market movements	Not applicable

Letters of appointment

The Chair and Non-Executive Directors have letters of appointment with the Company, which are for an initial three year period with the option for an extension for a further three year period and provide for a notice period of three months. All of the current Non-Executive Directors have chosen to submit to annual re-election at each AGM.

Colin Jones	1 September 2018	1 September 2021	1 September 2024
William Eccleshare	1 July 2016	1 July 2019	1 July 2022
Carol Hosey	5 February 2020	5 February 2020	5 February [illegible]
Lesley-Ann Reed	1 March 2020	1 March 2020	1 March [illegible]

Approach to fees on recruitment

For the appointment of a new Chair or Non-Executive Director, the fee will be set in accordance with the approved remuneration policy in force at that time.

A summary of how the Directors' Remuneration Policy will be applied during the year ending 31 December 20[illegible] is set out below.

Base salary

The Executive Directors' current and proposed salaries are as follows:

Swagatam Mukerji	336,190	326,400	3%
Simon Longfield	200,000	175,000	12% [illegible]

[illegible]

Pension and benefits

Simon Longfield will continue to receive a pension allowance equivalent to [illegible] of annual salary in line with the pension arrangements for the general workforce. Swagatam Mukerji's pension allowance equivalent to [illegible] of annual salary will be reduced by [illegible] of salary each year from 1 January 2022 for four years such that it will be [illegible] of salary from 1 January 2026.

Annual bonus for 2022

The maximum bonus for Executive Directors will continue to be set at 100% of salary. The majority (80%) of bonus potential will be measured against financial based targets with a minority (20%) based on strategic and personal objectives. Any annual bonus greater than [illegible] of basic salary will be awarded in Centaur Media Plc shares and deferred for three years.

Long-term incentives for 2022

LTIP awards will be granted to Executive Directors in 2022 as follows:

- One third will be based on Adjusted EBITDA. EBITDA thresholds and targets [illegible] be set for the year ending 31 December 2024 in line with the Company's long term business plan.
- One third will be based on Adjusted Basic EPS. The EPS target range for these awards will also be set for the year ending 31 December 2024 in line with the Company's long term business plan.
- One third will be based on relative TSR measured against the constituents of the FTSE SmallCap (excluding investment trusts). 25% of this part of the award will vest for median TSR increasing pro rata to 100% vesting for upper quartile TSR over the three years ending 31 December 2024. In addition to the TSR performance condition, the Committee will need to be satisfied that the Company's TSR performance reflects the underlying financial performance of the Company for this part of an award to vest.

The performance targets for the above awards [illegible] the EBITDA and EPS targets [illegible] from the performance envisaged [illegible] the Company's long term business plan will be disclosed in next year's Directors' Remuneration Report, subject to any commercial sensitivity.

Fees for the Chair and Non-Executive Directors

The fees for the Chair and the Non-Executive Directors from 1 April 2022 are as follows:

Colin Jones	103,000	100,000	3%
William Eccleshare	46,350	[illegible]	3%
Carol Hosey	46,350	[illegible]	3%
Leslie-Ann Reed	46,350	[illegible]	3%

Remuneration received by Directors for the year (audited)

Directors' remuneration for the years ended 31 December 2021 and 2020 was as follows:

Swagatam Mukerji									
	2020	320,000	5,351	61,80[illegible]	10,[illegible]80		[illegible]5,531	340,664	61,86[illegible]
Simon Longfield									
	2020	1[illegible]5,000		33,333	[illegible]		21[illegible],583	180,[illegible]50	33,333
Colin Jones									
	2020	95,000					95,000	95,000	
William Eccleshare									
	2020	41,586	-	–			41,586	41,586	
Leslie-Ann Reed									
(appointed 1 March 2020)	2020	34,833					34,833	34,833	
Carol Hosey									
(appointed 5 February 2020)	2020	39,000		–			39,000	39,000	
Robert Boyle									
(to 31 March 2020)	2020	10,944					10,944	10,944	
Rebecca Miskin									
(to 31 March 2020)	2020	10,944		-			10,944	10,944	

Notes:

[illegible]

Annual bonus for the year (audited)

The 2021 bonus opportunity for the CEO and CFO was set at 100% of salary. The majority (80%) of bonus potential was measured against financial based targets with a minority (20%) based on strategic and personal objectives.

The performance against the financial objectives for both the CEO and the CFO was as follows:

Adjusted EBITDA (excluding the impact of IFRS 16)	£4.0[illegible]m	£[illegible].3[illegible]m	30%	60%	£[illegible].70m	[illegible]	45.0[illegible]
Revenue	£3[illegible].3[illegible]m	£39.30m	0%	20%	£3[illegible].[illegible]8m	[illegible]	15.[illegible]

The Committee reviewed and discussed the achievement against the personal objectives, as part of the year end review process, for both the CEO and CFO, and the performance against the personal objectives, as determined by the Committee, was as follows.

Develop strategic options for Flagship 4 brand in conjunction with BU MDs	CEO	One third	8[illegible]	The aggregated performance results in a bonus equivalent to: CEO 16.[illegible] CFO 16.[illegible]
Continue Centaur's cultural transformation through empowerment and capability improvement	CEO	One third	[illegible]	
Build [illegible] suite of KPIs which enable external and internal readers to obtain insight as to how Centaur is performing	CFO	One third	[illegible]	
Develop and implement pricing and discounting strategy for Flagship 4	CFO	One third	100%	
Develop and implement an ESG plan	CEO and CFO	One third each	100%	

The above assessment against financial targets and strategic and personal objectives resulted in the following bonuses for 2021

Swagatam Mukerji	£326,400	100%	80.0[illegible]	263,211	24[illegible],800	15,[illegible]
Simon Longfield	£[illegible]3,000	100%	80.[illegible]	1[illegible],940	1[illegible]	10,095

Vesting of 2019 LTIP awards

With respect to the LTIP awards granted to Executive Directors (Swagatam Mukerji) on [illegible] October 2019 which will vest on [illegible] October 2022, vesting is based one third on EBITDA, one third on Profitable Revenue Growth and one third on TSR for the three year performance period to 31 December 2021. Further details relating to these awards are provided in the table below.

Adjusted Group EBITDA Margin Growth	One third	[illegible] vesting below 1[illegible] [illegible] vesting at 1[illegible] Pro rata straight line vesting between Nil and [illegible]	Below threshold	0%
Profitable Revenue Growth from 2018 to 2021	One third	[illegible] vesting below [illegible] growth 2[illegible] vesting [illegible] growth [illegible] median 100% vesting [illegible] growth Pro rata on a straight line basis between 2[illegible] and 100%	Below threshold	0%
Relative TSR vs FTSE SmallCap Index (excluding investment trusts)	One third	[illegible] vesting below median 25% vesting at median 100% vesting at upper quartile Straight line vesting between these points	Second quartile, ranked 38 out of 1[illegible]3 companies	[illegible]
Total LTIP vesting				2[illegible]

[illegible]

The 2019 LTIP awards will therefore vest [illegible]

Swagatam Mukerji	[illegible]	2[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

[illegible] 31 December 2021 of 55.1p.

[illegible]

Grant of LTIP awards in 2021

LTIP grants were made on 2[illegible] March 2021 to Swagatam Mukerji and Simon Longfield in their roles as CEO and CFO respectively over shares equal to 100% of salary with performance tests based on Adjusted Basic EPS, Group Adjusted EBITDA margin and relative TSR each weighted one third. Details of this award are set out below.

Swagatam Mukerji	2[illegible] March 2021	326,329	100% of base salary	£326,000	See below	1 January 2021 to 31 December 2023
Simon Longfield	2[illegible] March 2021	451,805	100% of base salary	£175,500	See below	1 January 2021 to 31 December 2023

[illegible]

The performance conditions for this award, including EBITDA and EPS targets derived from MAP23, are set out in three parts below:

Adjusted Basic EPS	One third	3 years to 31 December 2023	Threshold	25%
			Max	100%
			Between threshold and max	Straight-line basis between 25% and 100%
Group Adjusted EBITDA margin	One third	3 years to 31 December 2023	Threshold	25%
			Max	100%
			Between bottom and max	Straight-line basis between 25% and 100%
Relative TSR vs FTSE SmallCap index (excluding investment trusts) at 1 January 2021	One third	3 years to 31 December 2023	Median	25%
			Upper Quartile or above	100%
			Between Median and Upper Quartile	Pro rata on a straight-line basis between 25% and 100%

Adjusted Basic EPS [illegible]
The performance targets for Adjusted Basic EPS and Adjusted EBITDA [illegible] MAP23 [illegible] Annual Report.
The TSR element [illegible] TSR [illegible] 1 January 2021 [illegible] 31 December [illegible]

Swagatam Mukerji purchased 4,161 shares during the period under the Share Incentive Plan. The Company matched these shares on a 1 for 2 basis in accordance with the Plan rules, resulting in 2,081 matching shares being awarded in the year.

Board changes and payments for loss of office (audited)

There were no Board changes or payments for loss of office during 2021.

Payments to past Directors (audited)

Consistent with a long-standing arrangement, Graham Sherren, former Chief Executive Officer and Chair, was paid £3,000 during the year (2020: £3,000) for advisory services performed.

Directors' shareholding and share interests (audited)

The tables below set out details of Executive Directors' outstanding share awards under LTIP schemes which will vest in future years, subject to performance and continued service. Under each scheme the exercise price is [illegible]

			At [illegible] December 2021				
Swagatam Mukerji							
2018	[illegible]		[illegible]	06.04.18	01.01.18 – 31.12.20	06.04.21 – [illegible]	[illegible]p
2019	[illegible]			03.10.19	01.10.19 – 31.12.21	03.10.22 – [illegible].04.23	42.2p
2020	[illegible]			30.06.20	01.01.20 – 30.06.23	30.06.23 – 31.12.23	25.0p
2021		826,529		25.02.21	01.01.21 – 31.12.23	25.03.24 – 24.09.24	30.5p
	2,224,[illegible]	826,529					
Simon Longfield							
2020	[illegible]			30.06.20	01.01.20 – 30.06.23	30.06.23 – 31.12.23	[illegible]
2021		451,898		25.02.21	01.01.21 – 31.12.23	25.03.24 – 24.09.24	[illegible]
	[illegible]	451,898					

[illegible]

The table below sets out the number of shares held or potentially held by Directors (including their connected persons where relevant).

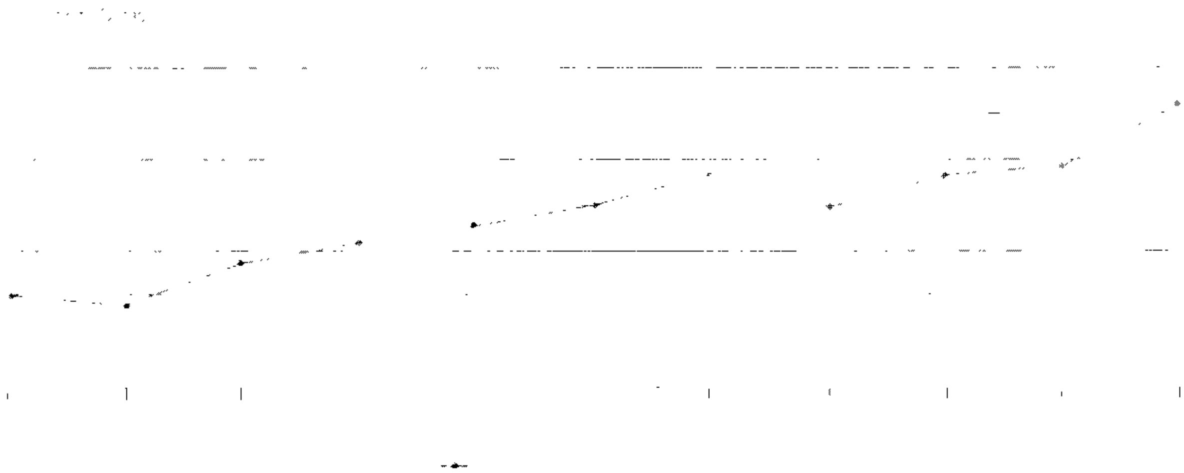
				[illegible] 2021	
Swagatam Mukerji	[illegible]	N[illegible]	2,[illegible],822	[illegible]
Simon Longfield	[illegible]	No	[illegible]	[illegible]
Colin Jones	[illegible]	N/A		[illegible]
William Eccleshare		N/A		
Carol Hosey		N/A		
Leslie-Ann Reed		N/A		

[illegible]

Performance graph

The graph below shows the TSR of Centaur Media plc compared to the performance of the FTSE SmallCap Index (excluding investment trusts) over the last ten and a half years. This comparator has been chosen on the basis that it is the index against which performance for the purpose of share awards made under the LTIP is assessed. Owing to the change to the financial year end in 2014, there was no financial year ended 30 June 2014 and, instead, TSR performance for the 18 months ended 31 December 2014 is shown.

The graph shows the value of £100 invested in Centaur Media plc on 1 July 2011 compared with the value of £100 invested in the FTSE SmallCap Index (excluding investment trusts) at each financial period end.



History of remuneration for the CEO

The table below sets out the CEO single figure of total remuneration over the last ten and a half years.

31 December 2021	Swagatam Mukerji	[illegible]0,256	81	[illegible]
31 December 2020	Swagatam Mukerji	[illegible]	19	0
31 December 2019	Swagatam Mukerji (from [illegible] September 2019)	258,[illegible]	[illegible]	N/A
31 December 2019	Andria Vidler (until 30 September 2019)	9[illegible],425	63	50
31 December 2018	Andria Vidler	430,359	0	0
31 December 2017	Andria Vidler	558,526	37	0
31 December 2016	Andria Vidler	422,[illegible]	0	0
31 December 2015	Andria Vidler	416,[illegible]	[illegible]	N/A
31 December 2014 (18 months)	Andria Vidler (from 14 November 2013)	670,[illegible]	58	N/A
30 June 2013	Geoff Wilmot	514,920	0	0
30 June 2012	Geoff Wilmot	263,021	[illegible]	[illegible]
30 June 2011	Geoff Wilmot	568,573	58	[illegible]

Change in remuneration of the CEO, other Directors and employees

The percentage change in remuneration between 2020 and 2021, excluding LTIP and pension contributions for the CEO, CFO, Non Executive Directors and for the average of all other employees in the Group was as follows

	[illegible]	[illegible]	[illegible]
Swagatam Mukerji	15[illegible]	6[illegible]	135[illegible]
Simon Longfield	[illegible]	[illegible]	N/A
Colin Jones	13[illegible]	N/A	N/A
William Eccleshare	[illegible]	N/A	N/A
Carol Hosey	0[illegible]	N/A	N/A
Leslie-Ann Reed	[illegible]	N/A	N/A
Employee population	[illegible]	[illegible]	71[illegible]

[illegible]

CEO pay ratio

The tables below set out a comparison of the CEO total remuneration to the equivalent remuneration of the upper quartile, median and lower quartile UK employees.

2020	Option C	14:1	10:1	[illegible]:1

[illegible]

2020	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Relative importance of the spend on pay

The following table sets out the percentage change in dividends and overall employee remuneration costs

	[illegible]	[illegible]
Employee remuneration costs	[illegible]	[illegible]
Dividends paid and share repurchases	[illegible]	N/A

Remuneration Committee

The Remuneration Committee is responsible for monitoring, reviewing and making recommendations to the Board at least annually on the Group policy for the remuneration of the Executive Directors, the Chair, Company Secretary and senior management tier below the Board. It also determines their individual remuneration packages including pension arrangements, bonuses and incentive schemes and the determination of targets for any performance related pay schemes operated by the Group. In addition, the Committee reviews pay and conditions across the workforce and takes this into account when considering executive remuneration. Minutes of Committee meetings are circulated to the Board once they have been approved by the Committee.

External advisors

The Remuneration Committee has access to independent advice where it considers it appropriate. During the year, the Committee sought advice relating to executive remuneration from FIT Remuneration Consultants (FIT) who were appointed by the Committee. The Committee is satisfied that the advice received from FIT in relation to executive remuneration matters during the year under review was objective and independent. FIT is a member of the Remuneration Consultants Group and abides by the Remuneration Consultants Group Code of Conduct. The fees charged by FIT for the year (based on time and materials) amounted to £10,165.

Statement of shareholder voting

The voting results for the Directors' Remuneration Policy (2019 AGM) and last year's Directors' Remuneration Report were as follows:

Approval of Directors' Remuneration Policy in 2019	102,03[illegible] ([illegible]%)	14,247,40[illegible] (12.2[illegible]%)	116,[illegible]	[illegible]
Approval of Directors' Remuneration Report in 2021	102,802,[illegible] (99.98%)	[illegible] (0.02%)	102,[illegible]	[illegible]

DIRECTORS' REMUNERATION POLICY

Approval

The Board of Directors has approved this Remuneration Committee Report, including both the Directors' Remuneration Policy and the Annual Report on Remuneration.

Signed on behalf of the Board of Directors

Chair of the Remuneration Committee
15 March 202[illegible]

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

Company law requires the Directors to prepare financial statements for each financial year. On 31 December 2020, IFRS as adopted by the European Union at that date was brought into UK law and became UK-adopted International Accounting Standards (IASs), with future changes being subject to endorsement by the UK Endorsement Board. Therefore, the Directors have prepared the Group financial statements in accordance with UK-adopted IASs and Company financial statements in accordance with UK-adopted IASs. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period. In preparing the financial statements, the Directors are required to:

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

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

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

Directors' confirmations

The Directors consider that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Governance Report confirm that, to the best of their knowledge:

- the Company financial statements, which have been prepared in accordance with UK-adopted IASs give a true and fair view of the assets, liabilities, financial position and result of the Company;
- the Group financial statements, which have been prepared in accordance with UK-adopted IASs, give a true and fair view of the assets, liabilities, financial position and profit of the Group; and
- the Directors' Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' Report is approved:

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

By order of the Board

Company Secretary
1[illegible] March 202[illegible]

Independent Auditor's Report

TO THE MEMBERS OF CENTAUR MEDIA PLC

To the members of Centaur Media PLC

Opinion

We have audited the financial statements of Centaur Media Plc (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2021 which comprise the Consolidated statement of comprehensive income, Consolidated and Company statement of changes in equity, Consolidated and Company statement of financial position, Consolidated and Company cash flow statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2021 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- 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 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

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

- Assessing the cash flow requirements of the Group over the duration of the viability statement based on budgets and forecasts;
- Understanding what forecast expenditure is committed and what could be considered discretionary;
- Considering the liquidity of existing assets on the statement of financial position;
- Considering the terms of the finance facilities and the amount available for drawdown; and
- Considering potential downside scenarios and the resultant impact on available funds.

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

In relation to the Group reporting on how they have 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.

Overview of our audit approach

Our application of Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement we determined overall materiality for the Group financial statements as a whole to be £210,000, based on a variety of performance based metrics, including 3% of adjusted EBITDA and 0.5% of revenue. Materiality for the parent Company financial statements as a whole was set at £150,000 based on a percentage of total assets.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. For the Group, performance materiality was set at £1[illegible]0,000 and £105,000 for the parent Company.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and Directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £10,000. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

The scope of the audit work and the design of audit tests undertaken was solely for the purposes of forming an audit opinion on the consolidated financial statements of the Group. All entities included within the scope of the consolidation were included within the scope of our audit testing.

Independent Auditor's Report

[illegible] CONTINUED

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 which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

We identified going concern as a key audit matter and have detailed our response in the conclusions relating to going concern section above.

This is not a complete list of all risks identified by our audit.

Key audit matter	How the scope of our audit responded to the key audit matter
Valuation of Goodwill and intangible assets (see note 10)	
The Group has a significant balance of intangible assets at 31 December 2021 and there is a risk that it could be impaired. The valuation of the recoverable amount of goodwill and intangible assets has a high degree of estimation uncertainty, with a potential range of reasonably possible outcomes greater than our materiality for the financial statements as a whole. There is significant judgement with regard to assumptions and estimates involved in forecasting future cash flows, which form the basis of the assessment of the recoverability of goodwill balances. These include forecast revenues, operating margin, long term growth rates and the discount rate used. The financial statements disclose the sensitivity estimated by the Group.	Our procedures included: • Assessing the Group's budgeting review and approval procedures upon which the cash flow forecasts are based. • Comparing the Group's assumptions to externally derived data in relation to key inputs such as projected economic growth, market premium and discount rates. To challenge the reasonableness of the assumptions we also assessed the historical accuracy of the Group's forecasting. • Performing scenario specific models including changes to, and breakeven analysis on, the discount rate, long term growth rates and forecast cash flows. • Assessing whether the Group's disclosures about the sensitivity of the outcome of the impairment assessment to changes in key assumptions reflected the risks inherent in the valuation of goodwill. We found the resulting estimate of the recoverable amount of goodwill and intangible assets to be acceptable.
Valuation of Investments in the Parent Company (see note 13)	
We consider the carrying value of investments in the Group in the Parent Company and the risk over potential impairment to be a significant audit risk due to the inherent uncertainty involved in forecasting and discounting future cash flows, which are the basis of the assessment of recoverability. We consider the key inputs into the impairment model to be the approved business plans and assumptions for the growth and discount rates.	Our procedures included: • Assessing the Group's budgeting review and approval procedures upon which the cash flow forecasts are based. • Comparing the Group's assumptions to externally derived data in relation to key inputs such as projected economic growth, market premium and discount rates. To challenge the reasonableness of the assumptions we also assessed the historical accuracy of the Group's forecasting. • Performing scenario specific models including changes to, and breakeven analysis on, the discount rate, long term growth rates and forecast cash flows. We found the resulting estimate of the recoverable amount of investments to be acceptable.
Revenue recognition (see note 2)	
[illegible]	Our procedures included: • [illegible] • [illegible] • [illegible] • [illegible] [illegible]

[illegible]

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion 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 our 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 those reports have been prepared in accordance with applicable legal requirements;
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements; and
- information about the Company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in:

- the strategic report or the directors' report; or
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 of the FCA Rules.

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

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements 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; or
- a corporate governance statement has not been prepared by the Parent Company.

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 Parent Company's compliance with the provisions of the UK Corporate Governance Statement 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:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified on page 46;
- Directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why they period is appropriate set out on page 26;
- Directors' statement on whether it has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as set out on page 26;
- Directors' statement on fair, balanced and understandable set out on page 64;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 21 to 25;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 46; and
- The section describing the work of the Audit Committee set out on pages [illegible] to [illegible].

Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 64 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

Independent Auditor's Report

TO THE MEMBERS OF CENTAUR MEDIA PLC CONTINUED

the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below however the primary responsibility for the prevention and detection of fraud rests with management and those charged with governance of the Company.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and the procedures in place for ensuring compliance. The most significant identified were the Companies Act 2006, General Data Protection Regulations and the UK Corporate Governance Code. Our work included direct enquiry of Head of Legal, reviewing Board and relevant committee minutes and inspection of correspondence.
- As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas involve significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on the key areas of estimate or judgement, this included specific testing of journal transactions, both at the year end and throughout the year.
- We used data analytic techniques to identify any unusual transactions or unexpected relationships, including considering the risk of undisclosed related party transactions.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organized schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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

Following the recommendation of the audit committee, we were appointed in November 2020 to audit the financial statements for the year ending 31 December 2020 and subsequent financial periods. The period of total uninterrupted engagement is two years, covering the years ending 31 December 2020 to 2021.

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 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.

Matthew Stallabrass
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
55 Ludgate Hill
London
EC4M 7JW UK
1[illegible] March 2022

Consolidated Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	Adjusted Results[1] 2021 £'000	Adjusting Items[1] 2021 £'000	Statutory Results 2021 £'000	Adjusted Results 2020 £'000	Adjusting Items 2020 £'000	Statutory Results 2020 £'000
Continuing operations							
Revenue	[illegible]	39,080	–	39,080	32,419	–	32,419
Other operating income		–	–	–	2		2
Net operating expenses	[illegible]	(35,848)	(1,611)	(37,459)	(32,411)	(2,315)	[illegible]
Operating profit/(loss)		3,232	(1,611)	1,621	10	(2,315)	(2,305)
Finance income		1	–	1	6		6
Finance costs	[illegible]	(261)	–	(261)	[illegible]		[illegible]
Profit/(loss) before tax		2,972	(1,611)	1,361	(299)	[illegible]	(2,614)
Taxation	[illegible]	(139)	195	56	559	336	[illegible]
Profit/(loss) for the year from continuing operations		2,833	(1,416)	1,417	260	(1,979)	[illegible]
Discontinued operations							
Profit/(loss) for the year from discontinued operations after tax	[illegible]	–	–	–	112	(12,821)	[illegible]
Profit/(loss) for the year attributable to owners of the parent after tax		2,833	(1,416)	1,417	372	(14,800)	[illegible]
Total comprehensive income/(loss) attributable to owners of the parent		2,833	(1,416)	1,417	372	(14,800)	[illegible]
Earnings/(loss) per share attributable to owners of the parent	[illegible]						
Basic from continuing operations		2.0p	(1.0p)	1.0p	0.2p	(1.4p)	(1.2p)
Basic from discontinued operations		–	–	–	0.1p	(8.9p)	[illegible]
Basic from profit/(loss) for the year		2.0p	(1.0p)	1.0p	0.3p	(10.3p)	(10.0p)
Fully diluted from continuing operations		1.9p	(1.0p)	0.9p	0.2p	(1.4p)	(1.2p)
Fully diluted from discontinued operations		–	–	–	0.1p	(8.9p)	[illegible]
Fully diluted from profit/(loss) for the year		1.9p	(1.0p)	0.9p	0.3p	(10.3p)	(10.0p)

[illegible]

The notes on pages 76 to 115 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2021

Attributable to owners of the Company

	Note	Share capital £'000	Own shares £'000	Share premium £'000	Reserve for shares to be issued £'000	Deferred shares £'000	Foreign currency reserve £'000	Retained earnings £'000	Total equity £'000
At 1 January 2020		15,141	[illegible]	1,101	[illegible]	80	127	50,040	61,016
Loss for the year and total comprehensive loss								(14,428)	(14,428)
Currency translation adjustment							39		39
Transactions with owners in their capacity as owners:									
Exercise of share awards	22, 23		1,341		(491)			[illegible]	
Fair value of employee services	23				[illegible]				[illegible]
Lapsed share awards	22				[illegible]			[illegible]	
As at 31 December 2020		15,141	(5,902)	1,101	[illegible]	80	166	[illegible]	[illegible]
Profit for the year and total comprehensive income		–	–	–	–	–	–	1,417	1,417
Currency translation adjustment		–	–	–	–	–	(23)	–	(23)
Transactions with owners in their capacity as owners:									
Dividends	[illegible]	–	–	–	–	–	–	(1,450)	(1,450)
Exercise of share awards	22, 23	–	431	–	(493)	–	–	(419)	(481)
Fair value of employee services	23	–	–	–	357	–	–	–	357
Tax on share based payments	[illegible]	–	–	–	–	–	–	118	118
As at 31 December 2021		15,141	(5,471)	1,101	471	80	143	35,643	47,108

The notes on pages 76 to [illegible] are an integral part of these consolidated financial statements.

Company Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2021

Attributable to owners of the Company

	Note	Share capital £'000	Own shares £'000	Share premium £'000	Reserve for shares to be issued £'000	Deferred shares £'000	Retained earnings £'000	Total equity £'000
At 1 January 2020		15,141	[illegible]	1,101	[illegible]	[illegible]	[illegible]	[illegible]
Profit for the year and total comprehensive income							[illegible]	[illegible]
Transactions with owners in their capacity as owners:								
Transfer of treasury shares	22		[illegible]	–			[illegible]	[illegible]
Exercise of share awards	22		–	–	[illegible]		[illegible]	[illegible]
Fair value of employee services	22			–	543	–		543
Lapsed share awards	22			–	(93)	–	93	
As at 31 December 2020		15,141	(4,135)	1,101	607	80	27,756	40,550
Loss for the year and total comprehensive loss		–	–	–	–	–	(2,325)	(2,325)
Transactions with owners in their capacity as owners:								
Dividends	[illegible]	–	–	–	–	–	(1,450)	(1,450)
Exercise of share awards	[illegible]	–	–	–	(493)	–	80	(413)
Fair value of employee services	[illegible]	–	–	–	357	–	–	357
Tax on share based payments	[illegible]	–	–	–	–	–	88	88
As at 31 December 2021		15,141	(4,135)	1,101	471	80	24,149	36,807

The notes on pages [illegible] to [illegible] are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

AS AT 31 DECEMBER 2021

Registered number 04948078

	Note	31 December 2021 £'000	31 December 2020 £'000
Non-current assets			
Goodwill	10	41,162	41,162
Other intangible assets	11	3,102	4,911
Property, plant and equipment	12	2,484	3,258
Deferred tax assets	14	2,488	2,449
Other receivables	15	319	315
		49,555	52,295
Current assets			
Trade and other receivables	15	6.059	5,781
Cash and cash equivalents	16	13.065	8,305
Current tax assets	20	195	182
		19.319	14,268
Total assets		68,874	66,558
Current liabilities			
Trade and other payables	17	(11,405)	(8,719)
Bank and other borrowings		(3)	[illegible]
Lease liabilities	18	(1,884)	(1,980)
Deferred income	19	(7,846)	(7,048)
		(21.138)	[illegible]
Net current liabilities		(1.819)	(3,180)
Non-current liabilities			
Lease liabilities	18	(500)	(1,306)
Provisions	21	–	–
Deferred tax liabilities	14	(128)	(239)
		(628)	(1,645)
Net assets		47,108	47,170
Capital and reserves attributable to owners of the Company			
Share capital	22	15.141	15,141
Own shares		(5,471)	(5,302)
Share premium		1.101	1,101
Other reserves		551	687
Foreign currency reserve		143	166
Retained earnings		35.643	[illegible]
Total equity		47.108	[illegible]

The financial statements [illegible] were approved by the Board of Directors on [illegible] March [illegible] and were signed on its behalf by

Simon Longfield
Chief Financial Officer

Company Statement of Financial Position

AS AT 31 DECEMBER 2021

Registered number 04948078

	Note	31 December 2021 £'000	[illegible]
Non-current assets			
Investments	[illegible]	65,155	[illegible]
Deferred tax assets	[illegible]	190	[illegible]
Other receivables	[illegible]	1,197	[illegible]
		66,542	[illegible]
Current assets			
Trade and other receivables	[illegible]	161	[illegible]
		161	[illegible]
Total assets		66,703	[illegible]
Current liabilities			
Trade and other payables	[illegible]	(29,893)	[illegible]
Bank and other borrowings		(3)	[illegible]
		(29.896)	[illegible]
Net current liabilities		(29.735)	[illegible]
Net assets		36,807	[illegible]
Capital and reserves attributable to owners of the Company			
Share capital	22	15,141	[illegible]
Own shares		(4.135)	[illegible]
Share premium		1,101	[illegible]
Other reserves		551	[illegible]
Retained earnings		24,149	[illegible]
Total equity		36,807	[illegible]

The Company has taken advantage of the exemption available under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements. The Company's loss for the year was £2,325,000 (2020: profit of £12,172,000). Dividends of £1,450,000 were paid in the year (2020: £nil). The other movements in retained earnings are shown in the Company's statement of changes in equity.

The financial statements on pages 69 to 115 were approved by the Board of Directors on 15 March 2022 and were signed on its behalf by:

Simon Longfield
Chief Financial Officer

Consolidated Cash Flow Statement

FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £'000	2020 £'000
Cash flows from operating activities			
Cash generated from operations	25	9,521	2,065
Tax refund		–	[illegible]
Net cash generated from operating activities		9,521	2,050
Cash flows from investing activities			
Directly attributable costs of disposal of subsidiaries		–	(85)
Proceeds from disposal of intangible assets	11	–	150
Purchase of property, plant and equipment	12	(51)	(222)
Purchase of intangible assets	11	(706)	[illegible]
Net cash flows used in investing activities		(757)	[illegible]
Cash flows from financing activities			
Purchase of own shares	22	(306)	
Loan arrangement fees	23	(107)	(25)
Interest paid	26	(87)	(100)
Repayment of obligations under lease arrangements	13	(2,036)	(1,925)
Termination of finance lease	13	–	(200)
Dividends paid to Company's shareholders	24	(1,448)	
Net cash flows used in financing activities		(3,984)	(2,380)
Net increase/(decrease) in cash and cash equivalents		4,780	(979)
Cash and cash equivalents at beginning of the year		8,300	9,274
Effect of foreign currency exchange rate changes		(15)	5
Cash and cash equivalents at end of year	16	13,065	8,300

The notes on pages 76 to 115 are an integral part of these consolidated financial statements.

Company Cash Flow Statement

FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £'000	[illegible]
Cash flows from operating activities			
Cash generated from operating activities	[illegible]	1,642	[illegible]
Cash flows from investing activities			
Net cash flows used in investing activities		–	
Cash flows from financing activities			
Interest paid	25	(87)	[illegible]
Loan arrangement fees	25	(107)	[illegible]125
Dividends paid to Company's shareholders	[illegible]	(1,448)	
Net cash flows used in financing activities		(1,642)	[illegible]
Net increase in cash and cash equivalents		–	
Cash and cash equivalents at beginning of the year		–	
Cash and cash equivalents at end of year	10	–	

The notes on pages [illegible]6 to 11[illegible] are an integral part of these consolidated financial statements.

FINANCIAL STATEMENTS

Notes to the Financial Statements

1 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these consolidated and Company financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial statements are for the Group consisting of Centaur Media Plc and its subsidiaries, and the Company, Centaur Media Plc. Centaur Media Plc is a public company limited by shares and incorporated in England and Wales.

(a) Basis of preparation

On 31 December 2020, IFRS as adopted by the European Union at that date was brought into UK law and became UK-adopted International Accounting Standards, with future changes being subject to endorsement by the UK Endorsement Board. Centaur Media Plc transitioned to UK-adopted International Accounting Standards in its consolidated and Company financial statements on 1 January 2021. This change constitutes a change in accounting framework. However, there is no impact on recognition, measurement or disclosure in the year reported as a result of the change in framework. The consolidated and Company financial statements have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The financial statements have been prepared on a historical cost basis except where stated otherwise within the accounting policies.

Going concern

The financial statements have been prepared on a going concern basis. The Directors have carefully assessed the Group's ability to continue trading and have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for at least twelve months from the date of approval of these financial statements and for the foreseeable future, being the period in the Viability statement on page 26.

Net cash (see note 18) at 31 December 2021 amounted to £[illegible] (2020: £[illegible]). On 16 March 2021, the Group signed a new multi-currency revolving credit facility with NatWest. The new revolving credit facility consists of a committed £[illegible]m facility and an additional uncommitted £[illegible]m accordion option, both of which can be used to cover the Group's working capital and general corporate needs. The facility runs to March 2024 with the option to extend for two periods of one year each. None of this was drawn down at 31 December 2021. The covenants regarding leverage and interest cover are identical to those of the facility it replaces.

The Group has net current liabilities at 31 December 2021 amounting to £[illegible] (2020: £[illegible]). In both the current and prior year these primarily arose from its normal high levels of deferred income relating to performance obligations to be delivered in the future rather than an inability to service its liabilities, as deferred income will not result in a cash outflow. An assessment of cash flows for the next three financial years, which has taken into account the factors described above, has indicated an expected level of cash generation which would be sufficient to allow the Group to fully satisfy its working capital requirements and the guarantee given in respect of its UK subsidiaries, to cover its principal areas of expenditure, including maintenance capital expenditure and taxation during this year, and to meet the financial covenants under the revolving credit facility. The Company has net current liabilities at 31 December 2021 amounting to £[illegible] (2020: £[illegible]). In both the current and prior year these almost entirely arose from unsecured payables to subsidiaries which have no fixed date of repayment.

The preparation of financial statements in accordance with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Although these estimates are based on management's best knowledge of the amount, events or actions, the actual results may ultimately differ from those estimates.

Having assessed the principal risks and the other matters discussed in connection with the Viability Statement on page 26 which considers the Group's viability over a three year period to March [illegible], the Directors consider it appropriate to adopt the going concern basis of accounting in preparing its consolidated financial statements.

New and amended standards adopted by the Group

No new standards or amendments to standards that are mandatory for the first time for the financial year commencing 1 January 2021 affected any of the amounts recognised in the current year or any prior year and is not likely to affect future periods.

New standards and interpretations not yet adopted

There are no standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Prior year re-presentation

[illegible]

1 Summary of significant accounting policies continued

Comparative numbers

Prior year comparative numbers have been updated to reflect current year presentation and disclosures. A portion of costs previously presented as administrative expenses have now been allocated to cost of sales, an update to reflect the same allocation basis as the current year. The allocation basis has been refined to reflect the nature of the costs. These reallocations increased cost of sales by £1,046,000 and decreased administrative expenses by £1,046,000 for the Group, refer to note 3. There is no impact on the face of the consolidated statement of comprehensive income.

(b) Presentation of non-statutory measures

In addition to IFRS statutory measures, the Directors use various non-GAAP key financial measures to evaluate the Group's performance and consider that presentation of these measures provides shareholders with an additional understanding of the core trading performance of the Group. The measures used are explained and reconciled to their IFRS statutory headings below.

Adjusted operating profit and adjusted earnings per share

The Directors believe that adjusted results and adjusted earnings per share, split between continuing and discontinued operations, provide additional useful information on the core operational performance of the Group to shareholders, and review the results of the Group on an adjusted basis internally. The term 'adjusted' is not a defined term under IFRS and may not therefore be comparable with similarly titled profit measurements reported by other companies. It is not intended to be a substitute for, or superior to, IFRS measurements of profit.

Adjustments are made in respect of:

- Exceptional items – the Group considers items of income and expense as exceptional and excludes them from the adjusted results where the nature of the item, or its magnitude, is material and likely to be non-recurring in nature so as to assist the user of the financial statements to better understand the results of the core operations of the Group. Details of exceptional items are shown in note 4.
- Amortisation of acquired intangible assets – the amortisation charge for those acquired intangible assets recognised on business combinations is excluded from the adjusted results of the Group since they are non-cash charges arising from investment activities. As such, they are not considered reflective of the core trading performance of the Group. Details of amortisation of acquired intangible assets are shown in note 11.
- Share-based payments – share-based payment expenses or credits are excluded from the adjusted results of the Group as the Directors believe that the volatility of these charges can distort the user's view of the core trading performance of the Group. Details of share-based payments are shown in note 23.
- Impairment of goodwill – the Directors believe that non-cash impairment charges in relation to goodwill are triggered by factors external to the core trading of the business, and therefore exclude any such charges from the adjusted results of the Group. Details of the goodwill impairment analysis are shown in note 10.
- Profit or loss on disposal of assets or subsidiaries – profit or loss on disposals of businesses are excluded from adjusted results of the Group as they are unrelated to core trading and can distort a user's understanding of the performance of the Group due to their infrequent and volatile nature (see note 4).
- Other separately reported items – certain other items are excluded from adjusted results where they are considered large or unusual enough to distort the comparability of core trading results year-on-year. Details of these separately disclosed items are shown in note 4.

The tax related to adjusting items is the tax effect of the items above that are allowable deductions for tax purposes, calculated using the standard rate of corporation tax. See note 7 for a reconciliation between reported and adjusted tax charges.

Further details of adjusting items are included in note 4. A reconciliation between adjusted and statutory earnings per share measures is shown in note 9.

Profit/(loss) before tax reconciles to adjusted operating profit as follows:

	Note	2021 £'000	2020 £'000
Profit/(loss) before tax		1,361	(2,614)
Adjusting items:			
Exceptional operating costs	4	–	[illegible]
Amortisation of acquired intangible assets	11	1,091	[illegible]
Impairment of acquired intangible assets	11	25	
Share-based payment expense	[illegible]	495	[illegible]
Loss on disposal of assets and liabilities	11, 12, 13	–	[illegible]
Adjusted profit/(loss) before tax		2,972	[illegible]
Finance income		(1)	[illegible]
Finance costs	6	261	[illegible]
Adjusted operating profit		3,232	[illegible]

Notes to the Financial Statements

CONTINUED

1 Summary of significant accounting policies continued

Adjusted operating cash flow

Adjusted operating cash flow is not a measure defined by IFRS. It is defined as cash flow from operations excluding the impact of adjusting items, which are defined above, and including capital expenditure. The Directors use this measure to assess the performance of the Group as it excludes volatile items not related to the core trading of the Group and includes the Group's management of capital expenditure.

Statutory cash flow from operations reconciles to adjusted operating cash as below:

	Note	2021 £'000	2020 £'000
Reported cash flow from operating activities	23	9,521	2,065
Adjusting items from operations		–	1,063
Working capital impact of adjusting items from operations		–	3,450
Adjusted operating cash flow		9,521	6,578
Capital expenditure		(757)	(820)
Post capital expenditure cash flow		8,764	5,758

Our cash conversion rate for the year was 164% (2020: 100%).

Underlying revenue growth

The Directors review underlying revenue growth in order to allow a like for like comparison of revenues between years. Underlying revenues therefore exclude the impact of revenue contribution arising from acquired or disposed businesses and other revenue streams that are not expected to be ongoing in future years.

Statutory revenue growth reconciles to underlying revenue growth as follows:

	Xeim £'000	The Lawyer £'000	Total £'000
Reported revenue 2020	26,053	6,366	32,419
Underlying revenue 2020	26,053	6,366	32,419
Reported revenue 2021	32,108	6,972	39,080
Underlying revenue 2021	32,108	6,972	39,080
Reported revenue growth	23%	9%	21%
Underlying revenue growth	23%	9%	21%

Adjusted EBITDA

Adjusted EBITDA is not a measure defined by IFRS. It is defined as adjusted operating profit before depreciation and impairment of tangible assets and amortisation and impairment of intangible assets other than those acquired through a business combination. It is used by the Directors as a measure to review performance of the Group and forms the basis of some of the Group's financial covenants under its revolving credit facility.

Adjusted EBITDA is calculated as follows:

	Note	2021 £'000	2020 £'000
Adjusted operating profit (as above)		3,232	[illegible]
Depreciation of property, plant and equipment	12	1,808	1,982
Amortisation of computer software	14	1,335	[illegible]
Impairment of computer software	14	55	–
Adjusted EBITDA		6,430	[illegible]

1 Summary of significant accounting policies continued

Net cash/(debt)

Net cash/(debt) is not a measure defined by IFRS. Net cash/(debt) is calculated as cash less overdrafts and bank borrowings under the Group's financing arrangements. The Directors consider the measure useful as it gives greater clarity over the Group's liquidity as a whole.

Net cash is £13,762,000 as at 31 December 2021 (2020: £2,203,000).

(c) Principles of consolidation

The consolidated financial statements incorporate the financial statements of Centaur Media Plc and all of its subsidiaries after elimination of intercompany transactions and balances.

(i) Subsidiaries

Subsidiaries are all entities controlled by the Group. 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group until the date that the Group ceases to control them. In the consolidated statement of comprehensive income, the results of subsidiaries for which control has ceased are presented separately as discontinued operations in the year in which they have been disposed of and in the comparative year.

On the disposal of a subsidiary, assets and liabilities of that subsidiary are de-recognised from the consolidated statement of financial position, earnings up to the date of loss of control are retained in the Group, and a profit/loss on disposal is recognised measured as consideration received less the fair value of assets and liabilities disposed of.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. The accounting policies of subsidiaries are consistent with the policies adopted by the Group.

(ii) Employee Benefit Trust

The Centaur Employees' Benefit Trust ('Employee Benefit Trust') is a trust established by Trust deed in 2008 for the granting of shares to applicable employees. Its assets and liabilities are held separately from the Company and are fully consolidated in the consolidated statement of financial position. Holdings of Centaur Media Plc shares by the Employee Benefit Trust are shown within the 'own shares' reserve as a deduction from consolidated equity.

(d) Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the consolidated statement of comprehensive income.

(iii) Group companies

The results and financial position of the Group entities that have a functional currency different from the presentation currency, as disclosed in note 13, are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations and of borrowings are recognised in other comprehensive income. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the consolidated statement of comprehensive income as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Notes to the Financial Statements

CONTINUED

1 Summary of significant accounting policies continued

(e) Revenue recognition

Revenue is measured at the transaction price, which is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to the customer. Judgement may arise in timing and allocation of transaction price when there are multiple performance obligations in one contract. However, an annual impact assessment is performed which has confirmed that the impact is immaterial in both the current year and comparative year. Revenue arises from the sale of premium content, marketing services, training and advisory, events, marketing solutions, recruitment advertising, and telemarketing services in the normal course of business, net of discounts and value added tax. Goods and services exchanged as part of a barter transaction are recognised in revenue at the fair value of the goods and services provided. Returns, refunds and other similar allowances, which have historically been low in volume and immaterial in magnitude, are accounted for as a reduction in revenue as they arise.

Where revenue is deferred it is held as a balance in deferred income on the consolidated statement of financial position. At any given reporting date, this deferred income is current in nature and is expected to be recognised wholly in revenue in the following financial year, with the exception of returns and credit notes, which have historically been low in volume and immaterial in magnitude.

The Group recognises revenue earned from contracts as individual performance obligations are met, on a stand alone selling price basis. This is when value and control of the product or service has transferred, being when the product is delivered to the customer or the period in which the services are rendered as set out in more detail below.

Premium Content

Revenue from subscriptions is deferred and recognised on a straight line basis over the subscription period reflecting the continuous provision of paid content services over this time. Revenue from individual publication sales is recognised at the point at which the publication is delivered to the customer. In general, the Group bills customers for premium content at the start of the contract.

Marketing Services

Revenue from campaign work and consultancy contracts is recognised when the Group has obtained the right to consideration in exchange for its performance, which is when a separately identifiable phase (milestone) of a contract has been completed and the value and benefit of the services rendered have been transferred to the customer. In general, the Group bills customers for marketing services up front or on a milestone basis.

Training and Advisory

Revenue from training and advisory is deferred and recognised over the period of the training or when a separately identifiable milestone of a contract has been delivered to the customer. In general, the Group bills customers for training and advisory up front or on a milestone basis as the service is delivered.

Events

Consideration received in advance for events is deferred and revenue is recognised at the point in time at which the event takes place. In general, the Group bills customers for events before the event date.

Marketing Solutions

Marketing solutions revenue from display and bespoke campaigns is recognised over the period that the service is provided. In general, the Group bills customers for marketing solutions on delivery.

Recruitment Advertising

Sales of online recruitment advertising space are recognised in revenue over the period during which the advertisements are placed. Sales of recruitment advertising space in publications are recognised at the point at which the publication occurs. In general, the Group bills customers for recruitment advertising on delivery.

Telemarketing Services

Revenue from telemarketing services was deferred and recognised over the period that the volume was delivered generally, depending on the number of hours expended as a proportion of the total hours contracted. In general, the Group billed customers for telemarketing services in advance. All revenue from telemarketing services ceased during the prior year following the closure of the MarketMakers telemarketing business in August 2022 and is therefore presented within discontinued operations in the prior year.

(f) Government grants

[illegible] government are recognised [illegible] there is reasonable assurance that the grant will be received and [illegible] will comply with all attached conditions. Government grants are recognised in the profit or loss and deducted from the related [illegible] operating expenses in the consolidated statement of comprehensive income. Note [illegible] provides further [illegible] government grants.

1 Summary of significant accounting policies continued

(g) Investments

In the Company's financial statements, investments in subsidiaries are stated at cost less provision for impairment in value.

Investments are reviewed for impairment whenever events indicate that the carrying value may not be recoverable. An impairment loss is recognised to the extent that the carrying value exceeds the higher of the investment's fair value less cost of disposal and its value in use. An asset's value in use is calculated by discounting an estimate of future cash flows at the pre-tax weighted average cost of capital. Any impairment is recognised in the statement of comprehensive income. If there has been a change in the estimates used to determine the investment's recoverable amount, impairment losses that have been recognised in prior periods may be reversed. This reversal is recognised in the statement of comprehensive income.

(h) Income tax

The tax expense represents the sum of current and deferred tax.

Current tax is based on the taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Group and Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is provided in full using the liability method, on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available to utilise those temporary differences and losses. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the enacted or substantively enacted tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited to the consolidated statement of comprehensive income, except when it relates to items charged or credited directly to equity or other comprehensive income, in which case the deferred tax is recognised in equity or other comprehensive income respectively.

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

(i) Leases

Lessee accounting

Under IFRS 16, leases are accounted for on a 'right-of-use model' reflecting that, at the commencement date, the Group as a lessee has a financial obligation to make lease payments to the lessor for its right to use the underlying asset during the lease term. The financial obligation is recognised as a lease liability and the right to use the underlying asset is recognised as a right-of-use ('ROU') asset. The ROU assets are recognised within property, plant and equipment on the face of the consolidated statement of financial position and are presented separately in note 12.

The lease liability is initially measured at the present value of the lease payments using the rate implicit in the lease or, where that cannot be readily determined, the incremental borrowing rate. Subsequently, the lease liability is measured at amortised cost, with interest increasing the carrying amount and lease payments reducing the carrying amount. The carrying amount is remeasured to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

The ROU asset is initially measured at cost which comprises:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs; and
- an estimate of costs to be incurred at the end of the lease term.

Subsequently the ROU asset is measured at cost less accumulated depreciation and impairment losses. Depreciation is calculated to write off the cost on a straight-line basis over the lease term.

Using the exemption available under IFRS 16 the Group elects not to apply the requirements above for:

- short-term leases; and
- leases for which the underlying asset is of a low value.

In these cases, the Group recognises the lease payments as an expense on a straight-line basis over the lease term, or another systematic basis if that basis is more representative of the agreement.

Notes to the Financial Statements

CONTINUED

1 Summary of significant accounting policies continued

Lessor accounting

The Group had contracts for the sub-lease of areas of its former office property lease. These arrangements were exempt from the requirements of IFRS 16 under the short-term lease exemption as they each had a lease term of under twelve months from the date of transition. As such, the income derived from these sub-leasing arrangements was recognised on a straight-line basis and was presented in the consolidated statement of comprehensive income in 'other operating income'. All arrangements in which the Group acted as a lessor ceased during the prior year.

(j) Impairment of assets

Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events indicate that the carrying value may not be recoverable. An impairment loss is recognised to the extent that the carrying value exceeds the higher of the asset's fair value less cost of disposal and its value in use. An asset's value in use is calculated by discounting an estimate of future cash flows by the pre-tax weighted average cost of capital.

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. Work in progress comprises costs incurred relating to publications and exhibitions prior to the publication date or the date of the event. Cost is measured as all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

(l) Property, plant and equipment

See note 1(i) for right of use assets. All other property, plant and equipment is stated at historical cost less accumulated depreciation and impairment losses. The historical cost of property, plant and equipment is the purchase cost together with any incidental direct costs of acquisition. Depreciation is calculated to write off the cost less estimated residual value of assets on a straight-line basis over the expected useful economic lives to the Group over the following periods:

Leasehold improvements	10 years or the expected length of the lease if shorter
Fixtures and fittings	5 to 10 years
Computer equipment	3 to 5 years
Right of use assets	over the lease term

The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting year, with the effect of any changes in estimate accounted for on a prospective basis.

(m) Intangible assets

(i) Goodwill

Where the cost of a business acquisition exceeds the fair values attributable to the separable net assets acquired, the resulting goodwill is capitalised and allocated to the cash generating unit ('CGU') or groups of CGUs that are expected to benefit from the synergies of the business combination. Goodwill has an indefinite useful life and is tested for impairment annually on a Group level or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Each segment is deemed to be a CGU. Goodwill and acquired intangible assets are assessed for impairment in accordance with IAS 36 'Impairment of Assets'. In assessing whether a write-down of goodwill and acquired intangible assets is required, the carrying value of the segment is compared with its recoverable amount. Recoverable amount is measured as the higher of fair value less cost of disposal and value in use. Any impairment is recognised in the consolidated statement of comprehensive income in 'net operating expenses' and is classified as an adjusting item. Impairment of goodwill is not subsequently reversed.

On the disposal of a CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(ii) Brands and publishing rights and customer relationships

Separately acquired brands and publishing rights are shown at historical cost. Brands and publishing rights and customer relationships acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

(iii) Software

Computer software which is not integral to the related hardware is [illegible] as an intangible asset and stated at cost less accumulated amortisation. Costs associated with the development of identifiable and unique software products controlled by the Group that will generate probable future economic benefits in excess of costs are recognised as intangible assets when the criteria of IAS 38 'Intangible Assets' are met. They are [illegible]

1 Summary of significant accounting policies continued

(iv) Amortisation methods and periods

Amortisation is calculated to write off the cost or fair value of intangible assets on a straight-line basis over the expected useful economic lives to the Group over the following periods:

Computer software	3 to 5 years
Brands and publishing rights	5 to 20 years
Customer relationships	3 to 10 years or over the term of any specified contract
Separately acquired websites and content	3 to 5 years

(n) Employee benefits

(i) Post-employment obligations

The Group and Company contribute to a defined contribution pension scheme for the benefit of employees. The assets of the scheme are held separately from those of the Group in an independently administered fund. Contributions to defined contribution schemes are charged to the statement of comprehensive income in net operating expenses when employer contributions become payable.

(ii) Share-based payments

The Group operates a number of equity-settled share-based compensation plans for its employees. The fair value of the share-based compensation expense is estimated using either a Monte Carlo (stochastic) model or Black-Scholes option pricing model and is recognised in the consolidated statement of comprehensive income over the vesting period with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the awards granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets, cash flow performance and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting year, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of comprehensive income, with a corresponding adjustment to equity. The Company issues new shares or transfers shares from treasury shares to settle share-based compensation awards.

The award by the Company of share-based compensation awards over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution only if it is left unsettled. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

A deferred tax asset is recognised on share options based on the intrinsic value of the options, which is calculated as the difference between the fair value of the shares under option at the reporting date and exercise price of the share options. The deferred tax asset is utilised when the share options are exercised or released when share options lapse. The accounting policy regarding deferred tax is set out above in note 1(h).

(o) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and the obligation can be reliably estimated.

(p) Equity

(i) Share capital and share premium

Ordinary and deferred shares are classified as equity. The excess of consideration received in respect of shares issued over the nominal value of those shares is recognised in the share premium account. 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.

Where any Group company purchases the Company's equity instruments, for example as the result of a share buyback or share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of the Company.

Shares held by the Employee Benefit Trust are disclosed as own shares and deducted from equity.

(ii) Own shares

Own shares consist of treasury shares and shares held within the Employee Benefit Trust.

Own shares are recognised at cost as a deduction from equity shareholders' funds. Subsequent consideration received for the sale of such shares is also recognised in equity, with any excess of consideration received between the sale proceeds and the original cost being recognised in share premium. No gain or loss is recognised in the financial statements on transactions in treasury shares.

Notes to the Financial Statements

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1 Summary of significant accounting policies continued

(q) Dividends

Dividends are recognised in the year in which they are paid or, in respect of the Company's final dividend for the year, approved by the shareholders in the Annual General Meeting.

(r) Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Executive Committee has been identified as the chief operating decision-maker, reviewing the Group's internal reporting on a monthly basis in order to assess performance and allocate resources. Refer to note 2 for the basis of segmentation.

(s) Financial instruments

The Group has applied IFRS 9 'Financial Instruments' as outlined below:

(i) Financial assets

The Group classifies and measures its financial assets in line with one of the three measurement models under IFRS 9: at amortised cost, fair value through profit or loss, and fair value through other comprehensive income. Management determines the classification of its financial assets based on the requirements of IFRS 9 at initial recognition.

They are included in current assets, except for maturities greater than 12 months after the reporting date. These are classified as non-current assets. The Group's financial assets comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position. Please see the following sections.

(ii) Trade receivables

Trade receivables are accounted for under IFRS 9, being recognised initially at fair value and subsequently at amortised cost less any allowance for expected lifetime credit losses under the 'expected credit loss' model. As mandated by IFRS 9, the expected lifetime credit losses are calculated using the 'simplified' approach.

A provision matrix is used to calculate the allowance for expected lifetime credit losses on trade receivables which is based on historical default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. The allowance for expected lifetime credit losses is established by considering, on a discounted basis, the cash shortfalls it would incur in various default scenarios for prescribed future periods and multiplying those shortfalls by the probability of each scenario occurring. The historical loss rates are adjusted to reflect current and forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The allowance is the sum of these probability weighted outcomes. The allowance and any changes to it are recognised in the consolidated statement of comprehensive income within net operating expenses. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against net operating expenses in the consolidated statement of comprehensive income. The Group defines a default as failure of a debtor to repay an amount due as this is the time at which our estimate of future cash flows from the debtor is affected.

(iii) Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits repayable on demand or maturing within three months from the date of acquisition.

(iv) Financial liabilities

Debt and trade payables are recognised initially at fair value based on amounts exchanged, net of transaction costs, and subsequently at amortised cost.

Interest expense on debt is accounted for using the effective interest method and is recognised in finance costs.

(v) Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(vi) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred and are then carried at subsequent amortised cost. Costs of borrowings including commitment fees on undrawn facilities are recognised in the consolidated statement of comprehensive income as finance costs, where appropriate, across the term of the facility provided.

(vii) Receivables from and payables to subsidiaries and the Employee Benefit Trust

The Company has amounts receivable from and payable to subsidiaries and the receivable from the Employee Benefit Trust that are recognised at fair value. Amounts receivable from subsidiaries and the Employee Benefit Trust are assessed for impairment annually under the requirements of IFRS 9.

1 Summary of significant accounting policies continued

(t) Key accounting assumptions, estimates and judgements

The preparation of financial statements under IFRS requires the use of certain key accounting assumptions and requires management to exercise its judgement and to make estimates. The areas where assumptions and estimates are significant to the consolidated financial statements are as follows:

Key sources of estimation uncertainty

(i) Carrying value of goodwill, other intangible assets and Company investment estimate

In assessing whether goodwill, other intangible assets and the Company's investment are impaired, the Group uses a discounted cash flow model which includes forecast cash flows and estimates of future growth. If the results of operations in future periods are lower than included in the cash flow model, impairments may be triggered. A sensitivity analysis has been performed on the value-in-use calculations. Further details of the assumptions and sensitivities in the discounted cash flow model are included in notes 12 and 13.

(ii) Recoverability of trade receivables estimate

The allowance for expected lifetime credit losses for trade receivables is calculated in line with IFRS 9. This is established by considering on a discounted basis the cash shortfalls it would incur in various default scenarios for prescribed future periods and multiplying the shortfalls by the probability of each scenario occurring. The historical loss rates are adjusted to reflect current and forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. Further details about trade receivables are included in note [illegible] and information about the credit risk and expected lifetime credit losses are shown in note 26.

(iii) Share-based payments estimate

The fair value of the share-based compensation expense recognised in the consolidated statement of comprehensive income requires the use of estimates. Details regarding the determination of fair value of these costs are set out in note 1[illegible].

(iv) Deferred tax judgement and estimate

The calculation of deferred tax assets and liabilities requires judgement. Where the ultimate tax treatment is uncertain, the Group recognises deferred tax assets and liabilities based on an estimate of future taxable income and recoverability. Where a change in circumstances occurs, or the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax balances in the year in which that change, or outcome, is known. The accounting policy regarding deferred tax is set out above in note 1[illegible].

Critical accounting judgements

(v) Adjusting items judgement

The term 'adjusted' is not a defined term under IFRS. Judgement is required to ensure that the classification and presentation of certain items as adjusting, including exceptional items, is appropriate and consistent with the Group's accounting policy. Further details about the amounts classified as adjusting are included in notes 1(b) and [illegible].

(vi) IFRS 16 reassessment of lease term judgement

Leases are required to be recognised at the present value of the lease payments not yet paid for the duration of the lease term. The lease term is defined by IFRS 16 as the non-cancellable period of the lease, and any period covered by an option to extend or terminate that the lessee is reasonably certain to exercise. The assessment of the lease term requires judgement when considering the option to extend or terminate in a contract.

During the year the Group's property lease has been remeasured upon reassessment of the lease term, where a judgement has been taken that an option to extend will be exercised. The remeasurement of the lease, and the corresponding adjustment to the ROU asset are presented in notes [illegible] and 12 respectively.

Notes to the Financial Statements

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2 Segmental reporting

The Group is organised around two reportable market facing segments, Xeim and The Lawyer. These two segments derive revenues from a combination of premium content, marketing services, training and advisory, events, marketing solutions and recruitment advertising. Overhead costs are allocated to these segments on an appropriate basis depending on the nature of the costs, including in proportion to revenues or headcount. Corporate income and costs have been presented separately as 'Central'. The Group believes this is the most appropriate presentation of segmental reporting for the user to understand the core operations of the Group. There is no inter-segmental revenue.

Segment assets consist primarily of property, plant and equipment, intangible assets including goodwill, and trade receivables. Segment liabilities comprise trade payables, accruals and deferred income.

Corporate assets and liabilities primarily comprise property, plant and equipment, intangible assets, current and deferred tax balances, cash and cash equivalents, borrowings and lease liabilities.

Capital expenditure comprises additions to property, plant and equipment and intangible assets.

2021	Note	Xeim £'000	The Lawyer £'000	Central £'000	Group £'000
Revenue		32,108	[illegible]		39,080
Adjusted operating profit/(loss)	3(b)	4,469	[illegible]	[illegible]	3,232
Amortisation of acquired intangibles	11	(1,091)			(1,091)
Impairment of acquired intangibles	11	(25)			(25)
Share-based payments	23	[illegible]	[illegible]	(380)	(495)
Operating profit/(loss)		[illegible]	[illegible]	[illegible]	1,621
Finance income					1
Finance costs	8				(261)
Profit before tax					1,361
Taxation	[illegible]				56
Profit for the year					1,417
Segment assets		[illegible]	[illegible]		56,383
Corporate assets				[illegible]	12,491
Consolidated total assets					68,874
Segment liabilities		[illegible]	[illegible]		(16,046)
Corporate liabilities				[illegible]	(5,720)
Consolidated total liabilities					(21,766)
Other items					
Capital expenditure (tangible and intangible assets)		401	138	[illegible]	751

2 Segmental reporting continued

2020	Note	Xeim 2020 £'000	The Lawyer 2020 £'000	Central 2020 £'000	Continuing operations £'000	Discontinued operations £'000	Total 2020 £'000
Revenue		24,053	8,366		32,419	3,604	36,023
Other operating income				2	2		2
Adjusted operating profit/(loss)	1(b)	1,923	1,408	(3,321)	10	41	51
Exceptional operating costs	4	(233)	(50)	[illegible]	(238)	(911)	(1,149)
Amortisation of acquired intangibles	11	(1,464)			(1,464)	(485)	(1,949)
Share based payments	22	(304)	(39)	(198)	(541)		(541)
Loss on disposal of assets and liabilities	11,12,19			(72)	(72)	(659)	(731)
Impairment of goodwill	10			–	–	(11,009)	(11,009)
Operating (loss)/profit		(125)	1,319	(3,499)	(2,305)	(13,023)	(15,328)
Finance income					6	1	7
Finance costs	6				(315)	(24)	(339)
Loss before tax					(2,614)	(13,046)	(15,660)
Taxation	7				895	337	1,232
Loss for the year					(1,719)	(12,709)	(14,428)
Segment assets		40,618	17,734		58,352		58,352
Corporate assets				8,206	8,206		8,206
Consolidated total assets					66,558		66,558
Segment liabilities		(13,819)	(3,100)		(16,919)	(285)	(17,204)
Corporate liabilities				(2,184)	(2,184)		(2,184)
Consolidated total liabilities					(19,103)	(285)	(19,388)
Other items							
Capital expenditure (tangible and intangible assets)		233	29	491	753	91	844

Supplemental Information

Revenue by Geographical Location

The Group's revenues from continuing operations from external customers by geographical location are detailed below.

	Xeim 2021 £'000	The Lawyer 2021 £'000	Total 2021 £'000	Xeim 2020 £'000	The Lawyer 2020 £'000	Total 2020 £'000
United Kingdom	19,057	5,662	24,719	17,1[illegible]	5,165	22,3[illegible]
Europe (excluding United Kingdom)	4,567	675	5,242	2,503	636	3,139
North America	4,954	445	5,399	4,069	355	4,424
Rest of world	3,530	190	3,720	2,308	[illegible]	2,483
	32,108	6,972	39,080	26,063	6,356	32,419

Substantially all of the Group's net assets are located in the United Kingdom. The Directors therefore consider that the Group currently operates in a single geographical segment, being the United Kingdom. Refer to note 13 for the location of the Group's subsidiaries.

Notes to the Financial Statements

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2 Segmental reporting continued

Revenue by type

The Group's revenue from continuing operations by type is as follows:

	Xeim 2021 £'000	The Lawyer 2021 £'000	Total 2021 £'000	Xeim 2020 £'000	The Lawyer 2020 £'000	Total 2020 £'000
Premium Content	9,006	3,882	12,888	9,527	3,689	13,216
Marketing Services	3,301	–	3,301	2,889		2,889
Training and Advisory	12,542	18	12,560	[illegible]	36	[illegible]
Events	2,751	1,071	3,822	1,595	865	2,460
Marketing Solutions	4,145	840	4,985	3,291	915	4,206
Recruitment Advertising	363	1,161	1,524	[illegible]	861	[illegible]
	32,108	6,972	39,080	[illegible]	[illegible]	[illegible]

The accounting policies for each of these revenue streams is disclosed in note 1 including the timing of revenue recognition. There are some contracts for which revenue has not yet been recognised and is being held in deferred income, see note 19. This deferred income is all current and is expected to be recognised as revenue in 2022.

3 Net operating expenses

Continuing operating profit/loss is stated after charging:

	Note	Adjusted Results[1] 2021 £'000	Adjusting Items[1] 2021 £'000	Statutory Results 2021 £'000	Restated Adjusted Results 2020 £'000	Adjusting Items 2020 £'000	Restated Statutory Results 2020 £'000
Employee benefits expense	[illegible]	19,272	–	19,272	[illegible]	[illegible]	[illegible]
Government grants		–	–	–	(290)		(290)
Net employee benefits expense		19,272	–	19,272	[illegible]	[illegible]	[illegible]
Depreciation of property, plant and equipment	[illegible]	1,808	–	1,808	[illegible]		[illegible]
Loss on disposal of assets and liabilities	[illegible]	–	–	–		[illegible]	[illegible]
Amortisation of intangible assets	[illegible]	1,335	1,091	2,426	[illegible]	[illegible]	[illegible]
Impairment of intangible assets	[illegible]	55	25	80			
Impairment of trade receivables	[illegible]	(39)	–	(39)	[illegible]		[illegible]
Share-based payment expense	[illegible]	–	495	495		[illegible]	[illegible]
IT expenditure		2,563	–	2,563	[illegible]		[illegible]
Marketing expenditure		1,399	–	1,399	[illegible]		[illegible]
Property related costs		618	–	618	[illegible]		[illegible]
Other operating expenses		8,837	–	8,837	[illegible]		[illegible]
		35,848	1,611	37,459	[illegible]	[illegible]	[illegible]
Cost of sales		15,082	–	15,082	[illegible]		[illegible]
Distribution costs		62	–	62	[illegible]		[illegible]
Administrative expenses		20,704	1,611	22,315	[illegible]	[illegible]	[illegible]
		35,848	1,611	37,459	[illegible]	[illegible]	[illegible]

3 Net operating expenses continued

Government grants

In prior year the Group applied for government grants of £[illegible],000 for furloughed employees at both the London and Portsmouth offices. This was received in full during the prior year. Government grants were deducted from the related employee benefit expenses and presented within net operating expenses in the consolidated statement of comprehensive income.

The government grants in continuing operations was £[illegible],000 and in discontinued operations was £[illegible],000.

No government grants were applied for in the current year.

Services provided by the Company's auditors

	2021 £'000	2020 £'000
Fees payable to the Company's auditor for the audit of Company and consolidated financial statements	109	[illegible]
Fees payable to the Company's predecessor auditor for the audit of Company and consolidated financial statements	–	[illegible]
Total audit fees	109	[illegible]
Audit-related assurance services	10	[illegible]
Total non-audit fees	10	[illegible]
Total fees	119	[illegible]

4 Adjusting items

As discussed in note 1, certain items are presented as adjusting. These are detailed below.

	Note	2021 £'000	2020 £'000
Continuing operations			
Exceptional operating costs			
Staff related restructuring costs (including external employment advisor costs)	5	–	[illegible]
Exceptional operating costs		–	[illegible]
Amortisation of acquired intangible assets	11	1,091	[illegible]
Impairment of acquired intangible assets	11	25	
Share based payment expense	20	495	[illegible]
Loss on disposal of assets and liabilities	11,12,13	–	[illegible]
Adjusting items to profit/loss before tax		1,611	[illegible]
Tax relating to adjusting items	7	(195)	[illegible]
Total adjusting items after tax for continuing operations		1,416	[illegible]
Discontinued operations			
Exceptional costs	[illegible]	–	[illegible]
Impairment of goodwill	10	–	[illegible]
Amortisation of acquired intangible assets	11	–	[illegible]
Loss on disposal of assets and liabilities	11,12,13	–	[illegible]
Tax relating to adjusting items	[illegible]	–	[illegible]
Total adjusting items after tax for discontinued operations		–	[illegible]
Total adjusting items after tax		1,416	[illegible]

Notes to the Financial Statements
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4 Adjusting items continued

Exceptional costs

Staff related restructuring costs (including external employment advice costs)

In the prior year staff related restructuring costs of £[illegible] in discontinued operations related to restructuring of the MarketMakers business and £238,000 in continuing operations related to restructuring parts of the wider Centaur Group due to the adverse impact of Covid. Refer to note [illegible] for further details.

Other exceptional costs

In the prior year, £113,000 in discontinued operations related to the exit of the Portsmouth office upon cessation of MarketMakers' telemarketing business.

Other adjusting items

Other adjusting items relate to the amortisation and impairment of acquired intangible assets (see note 11) and share based payment costs (see note [illegible]) as well as the items discussed below.

Goodwill impairment

An impairment of £[illegible] against goodwill relating to the MarketMakers business was recognised in the prior year. There were no impairments recognised in the current year. See note [illegible] for further details.

Loss on disposal of assets and liabilities

In the prior year the loss on disposal of assets and liabilities in continuing operations of £[illegible] consisted of a loss on disposal of software assets of £60,000 (see note 11), a loss on disposal of computer equipment of £[illegible] (see note 12), a loss on disposal of the MarketMakers ROU asset of £124,000 (see note 12) which represented the proportion of the asset attributable to the continuing Really B2B business, offset by a £[illegible] gain on disposal of the corresponding lease liability (see note 18).

The loss on disposal of assets and liabilities in discontinued operations of £[illegible] consisted of the disposal of intangible assets totalling a net book value of £[illegible] (see note 11), with proceeds on disposal of £[illegible] creating a loss on disposal of £[illegible] (see note 11). Additionally, there was a loss on disposal of computer equipment of £68,000, fixtures and fittings of £[illegible] and the MarketMakers ROU asset of £[illegible] (see note [illegible]) which represented the proportion of the asset attributable to the discontinued telemarketing business. This was offset by a £[illegible] gain on disposal of the corresponding lease liability (see note 18).

In the current year, disposals of assets were at net book value, resulting in no gain or loss on disposal.

5 Directors and employees

	Note	2021 Group £'000	[illegible]	[illegible]	[illegible]	2021 Total Company £'000	[illegible]
Wages and salaries		16,652	[illegible]	[illegible]	[illegible]	1,057	[illegible]
Social security costs		1,946	[illegible]	[illegible]	[illegible]	105	[illegible]
Other pension costs		674	[illegible]	[illegible]	[illegible]	42	[illegible]
Adjusted staff costs		19,272	[illegible]	[illegible]	[illegible]	1,204	[illegible]
Government grants	[illegible]	–	[illegible]	[illegible]	[illegible]	–	
Exceptional staff related restructuring costs	[illegible]	–	[illegible]	[illegible]	[illegible]	–	
Equity-settled share based payments	[illegible]	495	[illegible]		[illegible]	325	[illegible]
		19,767	[illegible]	[illegible]	[illegible]	1,529	[illegible]

The average monthly number of employees (including Executive Directors) was:

	2021 Group Number	[illegible]	2021 Company Number	[illegible]
[illegible]	202	[illegible]	–	
[illegible]	52	[illegible]	–	
[illegible]	10	[illegible]	4	[illegible]
[illegible]	–	[illegible]	–	
	264	[illegible]	4	[illegible]

5 Directors and employees continued

The Group's employees are employed and paid by Centaur Communications Limited, a Group company, with the exception of the Company's directors who are employed by the Company. As the employees provide services to other Group companies, their costs are recharged and the relevant disclosures are made in the financial statements. The employees relating to discontinued operations were employed and paid by Market Makers Incorporated Limited.

Key management compensation

	2021 £'000	[illegible]
Salaries and short-term employment benefits	1,736	[illegible]
Post-employment benefits	74	[illegible]
Share-based payments	64	[illegible]
	1,874	[illegible]

Key management is defined as the Executive Directors and Executive Committee members.

Aggregate Directors' remuneration

	2021 £'000	[illegible]
Salaries, fees, bonuses and benefits in kind	1,150	[illegible]
Post-employment benefits	46	[illegible]
	1,196	[illegible]

Highest paid Director's remuneration

	2021 £'000	[illegible]
Salaries, fees, bonuses and benefits in kind	592	[illegible]
Post-employment benefits	37	[illegible]
	629	[illegible]

No directors exercised share options during the year (2020: one director and one former director exercised share options). Further details of Directors' remuneration are included in the Remuneration Committee Report between pages 49 and 62.

6 Finance costs

	Note	2021 Group £'000	2020 Continuing Group £'000	2020 Discontinued Group £'000	Total Group £'000
Commitment fees and amortisation of arrangement fee in respect of revolving credit facility		194	215		215
Lease interest	13	67	100	24	124
		261	315	24	339

Interest and fees on revolving credit facility

These finance costs are in relation to the £20m revolving credit facility, none of which was drawn down at 31 December 2021 (2020: £nil). As indicated by the consolidated cash flow statement, there were no drawdowns from this facility during the current and prior year. Finance costs in relation to this facility resulted in cash outflows by the Company and Group of £184,000 during the year (2020: £150,000).

Lease interest

Lease liabilities are recognised for the Group's property lease arrangements. £67,000 of interest on these leases was incurred during the year (2020: £124,000). Please refer to notes 14 and 13 for further details.

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7 Taxation

	Note	2021 £'000	2020 Continuing £'000	2020 Discontinued £'000	2020 Total £'000
Analysis of (credit)/charge for the year					
Current tax	2[illegible]				
UK Corporation Tax		–	[illegible]	(105)	
Overseas tax		14	2[illegible]		[illegible]
Adjustment in respect of prior years		(38)	2[illegible]		[illegible]
		(24)	10[illegible]	(105)	–
Deferred tax	1[illegible]				
Current period		(175)	[illegible]	(232)	[illegible]
Adjustments in respect of prior years		143	[illegible]		[illegible]
		(32)	[illegible]	(232)	[illegible]
Taxation credit		(56)	[illegible]	(33[illegible])	(1,2[illegible])

The tax credit for the year can be reconciled to the profit/loss in the consolidated statement of comprehensive income as follows:

	2021 £'000	2020 Continuing £'000	2020 Discontinued £'000	2020 Total £'000
Profit/(loss) before tax	1,361	(2,61[illegible])	(13,046)	[illegible]
Tax at the UK rate of corporation tax of 19.0% (2020: 19.0%)	259	[illegible]	(2,479)	[illegible]
Effects of:				
Expenses not deductible for tax purposes	69	[illegible]	2,119	[illegible]
Share based payments	47			
Effects of changes in tax rate on deferred tax balances	(538)	[illegible]	23	[illegible]
Different tax rates of subsidiaries in other jurisdictions	2	[illegible]		[illegible]
Adjustments in respect of prior years	105	[illegible]		[illegible]
Taxation credit	(56)	[illegible]	(33[illegible])	[illegible]

The Finance Act 2021 included provisions to increase the main rate of corporation tax to 25% from 1 April 2023. This change had been substantively enacted at the reporting date.

A reconciliation between the reported tax expense and the adjusted tax expense taking account of adjusting items as discussed in note [illegible] and [illegible] is shown below:

	2021 £'000	2020 Continuing £'000	2020 Discontinued £'000	2020 Total £'000
Reported tax credit	(56)	[illegible]	[illegible]	[illegible]
Effects of:				
Amortisation of acquired intangible assets	112	[illegible]	[illegible]	[illegible]
Exceptional items	–		[illegible]	[illegible]
Share based payments	83	[illegible]		[illegible]
Adjusted tax charge/(credit)	139	[illegible]	[illegible]	[illegible]

8 Discontinued operations

A significant restructuring of the MarketMakers' business was executed during the prior year following an adverse impact on the performance of the telemarketing business following the onset of Covid. This led to the closure of the MarketMakers' telemarketing business in August 2020. MarketMakers' [illegible] B2B brand continues to operate and its performance is reported as part of continuing operations.

A loss on disposal of [illegible] arose on the disposal of assets relating to the MarketMakers' telemarketing business, being the difference between the proceeds [illegible] and the carrying amount of the net assets. Details of the disposal can be found in note [illegible].

The results of the discontinued operations, which were included in the consolidated statement of comprehensive income and consolidated cash flow statement, were as follows:

Statement of comprehensive income	[illegible]
Revenue	[illegible]004
Expenses	[illegible]
Loss on disposal	[illegible]
Loss before tax	[illegible]
Attributable tax credit	[illegible]
Statutory loss after tax	[illegible]
Add back adjusting items [illegible]	
Exceptional costs	[illegible]
Impairment of goodwill	[illegible]
Amortisation of acquired intangible assets	[illegible]
Loss on disposal	[illegible]
Tax relating to adjusting items	[illegible]
Total adjusting items	[illegible]521
Adjusted profit attributable to discontinued operations after tax	[illegible]

[illegible]

The attributable tax credit stated in the table above is derived from the loss from discontinued operations. No income tax arose on the loss on disposal.

Cash flows	[illegible]
Operating cash flows	280
Investing cash flows	[illegible]
Financing cash flows	[illegible]
Total cash flows	

There were no discontinued operations for the year ended 31 December 2021.

9 Earnings/(loss) per share

Basic earnings per share (EPS) is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of shares in issue during the year. 2,[illegible],186 (2020: 1,948,492) shares held in the Employee Benefit Trust and [illegible] shares held in treasury (see note 22) have been excluded in arriving at the weighted average number of shares.

For diluted earnings per share the weighted average number of ordinary shares in issue is adjusted to assume conversion of all potentially dilutive ordinary shares. This comprises share options and awards granted to Directors and employees under the Group's share based payment plans where the exercise price is less than the average market price of the Company's ordinary shares during the year.

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9 Earnings/(loss) per share continued

Basic and diluted earnings per share have also been presented on an adjusted continuing and discontinued basis, as the Directors believe that these measures are more reflective of the underlying performance of the Group. These have been calculated as follows:

	Note	2021 Earnings/ (loss) attributable to owners of the parent £'000	2021 Weighted average number of shares thousands	2021 Earnings/ (loss) per share pence	[illegible] attributable to owners of the parent [illegible]	[illegible] weighted average number of shares thousands	[illegible] per share [illegible]
Basic							
Continuing operations		1,417	144,927	1.0	[illegible]	[illegible]	[illegible]
Continuing and discontinued operations		1,417	144,927	1.0	[illegible]	[illegible]	[illegible]
Effect of dilutive securities							
Options: Continuing operations		–	7,947	(0.1)			
Options: Continuing and discontinued operations		–	7,947	(0.1)			
Diluted							
Continuing operations		1,417	152,874	0.9	[illegible]	[illegible]	[illegible]
Continuing and discontinued operations		1,417	152,874	0.9	[illegible]	[illegible]	[illegible]
Adjusted							
Continuing operations							
Basic		1,417	144,927	1.0	[illegible]	[illegible]	[illegible]
Other exceptional costs	[illegible]	–	–	–	[illegible]		[illegible]
Amortisation of acquired intangibles	[illegible]	1,091	–	0.8	[illegible]		[illegible]
Impairment of acquired intangibles	[illegible]	25	–	–			
Share-based payments	[illegible]	495	–	0.3	[illegible]		[illegible]
Loss on disposal of assets and liabilities	[illegible]	–	–	–	[illegible]		
Tax effect of adjustments		(195)	–	(0.1)	[illegible]		[illegible]
Discontinued operations							
Basic		–	144,927	–	[illegible]	[illegible]	[illegible]
Other exceptional costs	[illegible]	–	–	–	[illegible]		[illegible]
Impairment of goodwill	[illegible]	–	–	–	[illegible]		[illegible]
Amortisation of acquired intangibles	[illegible]	–	–	–	[illegible]		[illegible]
Loss on disposal of assets and liabilities	[illegible]	–	–	–	[illegible]		[illegible]
Tax effect of adjustments	[illegible]	–	–	–	[illegible]		[illegible]
Adjusted basic							
Continuing operations		2,833	144,927	2.0	[illegible]	[illegible]	[illegible]
Continuing and discontinued operations		2,833	144,927	2.0	[illegible]	[illegible]	[illegible]
Effect of dilutive securities							
Options: Continuing operations		–	7,947	(0.1)		[illegible]	
Options: Continuing and discontinued operations		–	7,947	(0.1)		[illegible]	
Adjusted diluted							
Continuing operations		2,833	152,874	1.9	[illegible]	[illegible]	[illegible]
Continuing and discontinued operations		2,833	152,874	1.9		[illegible]	[illegible]

[illegible]

9 Earnings/(loss) per share continued

	Adjusted Results[1] 2021 £'000	Adjusted Items[1] 2021 £'000	Statutory Results 2021 £'000	Adjusted Results 2020 £'000	Adjusted Items 2020 £'000	Statutory Results 2020 £'000
Earnings/(loss) per share attributable to owners of the parent						
Fully diluted from continuing operations	1.9p	(1.0p)	0.9p	0.2p	[illegible]	(1.2p)
Fully diluted from discontinued operations	–	–	–	0.1p	(8.8p)	(8.5p)
Fully diluted from continuing and discontinued	1.9p	(1.0p)	0.9p	0.3p	(10.3p)	(10.0p)

1 Adjusted results exclude adjusting items as detailed in note 5.

10 Goodwill

	Note	Group £'000
Cost		
At 1 January 2020		111,113
Closure of business	8	(11,009)
Elimination of goodwill		(18,995)
At 31 December 2020 and 31 December 2021		81,109
Accumulated impairment		
At 1 January 2020		58,942
Impairment	8	11,009
Elimination of goodwill		(30,004)
At 31 December 2020 and 31 December 2021		39,947
Net book value		
At 31 December 2020 and 31 December 2021		11,162

In the prior year, an impairment of £11,009,000 was recognised in the Xeim CGU, entirely related to the MarketMakers (MM) business within that CGU. The MM telemarketing business ceased operations, and the goodwill cost and accumulated impairment was eliminated as at 31 December 2020. The impairment was included within discontinued operations as disclosed in note 8.

In addition to the impairment and subsequent elimination of goodwill relating to MM, the Group also eliminated £18,995,000 of goodwill in prior year that had been fully impaired in previous financial years relating to legacy brands and businesses that the Group no longer operated.

At 31 December 2021 a full impairment assessment has been carried out. No impairment is required for the carrying value of goodwill.

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10 Goodwill continued

Goodwill by segment

Each brand is deemed to be a cash generating unit (CGU), being the lowest level at which cash flows are separately identifiable. Goodwill is attributed to individual CGUs and has historically been reviewed at the operating segment level for the purposes of the annual impairment review as this is the level at which management monitors goodwill.

	Note	[illegible] £'000	[illegible] £'000	Total £'000
At 1 January 2020		36,197	15,974	52,171
Impairment charge	8	(11,009)		(11,009)
At 31 December 2020 and 31 December 2021		**25,188**	**15,974**	**41,162**

Impairment testing of goodwill and acquired intangible assets

At 31 December 2021, goodwill and acquired intangible assets (see note 11) were tested for impairment in accordance with IAS 36. In assessing whether an impairment of goodwill and acquired intangible assets is required, the carrying value of the segment is compared with its recoverable amount. Recoverable amounts are measured based on value in use (VIU).

The Group estimates the VIU of its CGUs using a discounted cash flow model, which adjusts the cash flows for risks associated with the assets and discounts these using a pre-tax rate of [illegible] (2020: 12.8%). The discount rate used is consistent with the Group's weighted average cost of capital and is used across all segments, which are all based predominantly in the UK and considered to have similar risks and rewards.

The key assumptions used in calculating VIU are revenue growth, margin, Adjusted EBITDA growth, discount rate and the terminal growth rate. The Group has used the three year plan forecast to 2024 for the first three years of the calculation and applied a terminal growth rate of [illegible] (2020: 2.5%). This timescale and the terminal growth rate are both considered appropriate given the nature of the Group's revenues. The Group's current year results have performed in line with the MAP23 strategy and hence this strategy has not been revised from the prior year. The three year forecast to 2023 assumes achievement of MAP23 targets, with the forecast for 2024 continuing that strategy. The MAP23 targets were built bottom up during 2020 once the impact of Covid had become clear. The strategy focuses on investment and resource allocation on the flagship 3, the four brands we consider our key drivers for organic revenue growth. Further details of the MAP23 plan can be found in the Strategy section of the 2020 Annual Report.

The key assumptions used in the calculations of VIU for each segment have been derived from a combination of experience and management's expectations of future growth rates in the business. The forecasts have been prepared following a review of the business where management has identified the key growth and focus areas which will deliver the targets, and conversely which areas of the business will be de-prioritised over that period. The forecasts reflect the transformed Group which is more focused and streamlined in order to deliver higher margins and profits.

The key assumptions and estimates in this analysis are sensitised in isolation and in combination. The main sensitivities applied to the key drivers are outlined below. As required by IAS 36, these sensitivities are applied in order to assess the effect of reasonably possible changes in the assumptions.

Sensitivity analysis has been performed on the VIU calculations, considering the following scenarios in isolation, to:

i. apply a [illegible] reduction to forecast Adjusted EBITDA in each year of the modelled cash flows. No impairment would occur in either of the segments;
ii. apply a [illegible] percentage point increase in discount rate from 10.3% to [illegible]. No impairment would occur in either of the segments;
iii. reduce the terminal value growth rate from 2.[illegible] to 1.[illegible]. No impairment would occur in either of the segments.

The results of the impairment assessment and sensitivities applied confirm that no impairment to the goodwill of either unit is required for the year ended 31 December 2021.

11 Other intangible assets

	Computer software £'000	Brands and publishing rights £'000	Customer relationships £'000	Separately acquired websites and content £'000	Total £'000
Cost					
At 1 January 2020	19,248	[illegible]	[illegible]	3,216	[illegible]
Additions – separately acquired	202	–	–		192
Additions – internally generated	318	–	–		318
Disposals	[illegible]	[illegible]	(1,709)		[illegible]
Exchange differences	[illegible]		–	–	[illegible]
At 31 December 2020	18,983	1,558	11,321	3,216	[illegible]
Additions – separately acquired	396	–	–	–	396
Additions – internally generated	208				208
Disposals	(48)	(178)	–	–	(226)
Exchange differences	2	–	–	–	2
At 31 December 2021	19,631	1,380	11,321	3,216	35,548
Accumulated amortisation					
At 1 January 2020	14,317	[illegible]	9,716	3,216	[illegible]
Amortisation charge for the year	1,944	[illegible]	1,671		[illegible]
Disposal	(535)	(203)	(1,465)		(2,203)
Exchange differences	(5)				(5)
At 31 December 2020	16,221	808	9,922	3,216	30,167
Amortisation charge for the year	1,335	114	977	–	2,426
Impairment charge for the year	55	25	–	–	80
Disposals	(48)	(178)	–	–	(226)
Exchange differences	(1)	–	–	–	(1)
At 31 December 2021	17,562	769	10,899	3,216	32,446
Net book value at 31 December 2021	2,069	611	422	–	3,102
Net book value at 31 December 2020	2,762	750	1,399		4,911
Net book value at 1 January 2020	[illegible]	1,226	3,314		[illegible]

In the current year, the Group disposed of intangible assets totalling a net book value of £nil.

During the prior year, the Group disposed of intangible assets totalling a net book value of £[illegible], £[illegible] of this was recognised in the consolidated statement of comprehensive income in continuing operations. The £[illegible] loss on disposal of intangible assets in continuing operations related to software assets that were no longer in use by the business.

The remaining £[illegible] of assets disposed were recognised in discontinued operations, along with proceeds of disposal of £[illegible], resulting in a loss on disposal of £680,000 in discontinued operations. The £680,000 loss on disposal of intangible assets in discontinued operations resulted from the disposal relating to the MarketMakers ('MM') business. On 21 August 2020, the Group disposed of the MM branding and website with a net book value of £311,000 for proceeds of £150,000, resulting in a loss of £161,000. Customer relationships recognised on the acquisition of the MM business in 2014 with a net book value of £244,000 were disposed resulting in a loss of £244,000. MM software assets were disposed at a net book value of £275,000 resulting in a loss of £275,000. These disposals were effected in line with the closure of the MM telemarketing business following an adverse impact on trading performance caused by Covid.

Amortisation and impairment of intangible assets is included in net operating expenses in the consolidated statement of comprehensive income. The amortisation charge in continuing operations is £2,426,000 (2020: £3,[illegible],000) and in discontinued operations is £nil (2020: £[illegible]). Amortisation on acquired intangible assets from business combinations is presented as an adjusting item in note 4 (see note 1(b) for further information). Total amortisation of £1,091,000 (2020: £1,[illegible],000) on such assets is the amortisation on assets in the asset groups 'Brands and publishing rights', 'Customer relationships' and 'Separately acquired websites and content' of £1,091,000 (2020: £1,836,000), in addition to £nil (2020: £113,000) of amortisation on acquired intangible assets in the asset group 'Computer software'. These total amounts relate to continuing operations £1,091,000 (2020: £1,[illegible],000) and discontinued operations £nil (2020: £[illegible],000) as shown in note [illegible].

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11 Other intangible assets continued

Other intangible assets are tested annually for impairment in accordance with IAS 36 at a segment level by comparing the carrying value with its recoverable amount. Please see note 10 for further details. During the current year, the Group impaired intangible assets totalling a net book value of £80,000. The £80,000 impairment charge relates to computer software and brand and publishing rights no longer in use by the business.

The Company has no intangible assets (2020: £nil).

12 Property, plant and equipment

	Leasehold improvements £'000	Fixtures and fittings £'000	Computer equipment £'000	ROU assets – property £'000	Total £'000
Cost					
At 1 January 2020	2,112	618	1,902	[illegible]	[illegible]
Additions – separately acquired		14	209	1,104	[illegible]
Disposals	(2,112)	(564)	(1,061)	(2,120)	[illegible]
Exchange differences			(1)	(6)	(7)
At 31 December 2020		68	1,049	5,077	6,194
Additions – separately acquired	–	5	51	978	1,034
Disposals	–	–	(2)	–	(2)
Exchange differences	–	–	–	2	2
At 31 December 2021	–	73	1,098	6.057	7,228
Accumulated depreciation					
At 1 January 2020	2,112	384	1,405	[illegible]	[illegible]
Depreciation charge for the year		55	240	[illegible]	[illegible]
Disposals	(2,112)	(399)	(940)	(1,520)	[illegible]
Exchange differences			(1)	(8)	(9)
At 31 December 2020		40	704	2,192	2,936
Depreciation charge for the year	–	21	138	1.649	1,808
Disposals	–	–	(2)	–	(2)
Exchange differences	–	–	–	2	2
At 31 December 2021	–	61	840	3.843	4,744
Net book value at 31 December 2021	–	12	258	2.214	2,484
Net book value at 31 December 2020		28	345	2,885	3,258
Net book value at 1 January 2020		234	497	[illegible]	[illegible]

In the current year, the Group disposed of tangible assets totalling a net book value of £nil.

During the prior year the Group disposed of tangible assets totalling a net book value of £[illegible], which resulted in a loss on disposal of tangible assets of £[illegible] (£[illegible] in continuing operations and £[illegible] in discontinued operations, see note 4).

[illegible] the MarketMakers ROU asset [illegible] Retail B2B business [illegible]

[illegible] the MarketMakers ROU asset [illegible] AIM [illegible]

12 Property, plant and equipment continued

Depreciation and impairment of property, plant and equipment is included within operating expenses in the consolidated statement of comprehensive income.

The depreciation charge in continuing operations is £1,305,000 (2020: £1,092,000) and in discontinued operations is £nil (2020: £[illegible]).

The Company has no property, plant and equipment at 31 December 2021 (2020: £nil).

13 Investments

Company	Investments in subsidiary undertakings £'000
Cost	
At 1 January 2020	151,134
Additions	251
At 31 December 2020	151,385
Additions	163
At 31 December 2021	151.548
Accumulated impairment	
At 1 January 2020	61,000
Impairment charge for the year	25,393
At 31 December 2020	86,393
Impairment charge for the year	–
At 31 December 2021	86.393
Net book value at 31 December 2021	65.155
Net book value at 31 December 2020	64,992
Net book value at 1 January 2020	90,134

Impairment testing of the investment

As outlined in the tables below, the carrying value of the investment represents the Company's direct ownership of Centaur Communications Limited ('CCL'). At 31 December 2021, the investment was tested for impairment in accordance with IAS 36. In assessing whether an impairment of the investment is required, the carrying value of the investment is compared with its recoverable amount. The recoverable amount is measured based on value in use ('VIU'). Although the Company only has direct ownership of CCL, CCL in turn directly or indirectly controls the rest of the Group's subsidiaries. Therefore, the VIU of the Company's investment in CCL is supported by the operations of the entire Group.

In the prior year, the ongoing global pandemic and its impact on the economy and directly on the Group was identified as an indication of impairment of the Company's investment carrying value, particularly following the closure of the MarketMakers ('MM') telemarketing business. Therefore, a full impairment assessment was performed. An impairment of £25,393,000 was identified and recognised in the Company's statement of comprehensive income. After this impairment, at 31 December 2020, the carrying value of the investment was supported by the underlying trade of the continuing Group.

In the current year, the ongoing global pandemic and its impact on the economy and directly on the Group was identified as an indication of impairment of the Company's investment carrying value. Therefore, a full impairment assessment has been performed.

The Group estimates the VIU using a discounted cash flow model, which adjusts the cash flows for risks associated with the assets and discounts these using a pre-tax rate of 10.3% (2020: 12.8%). The discount rate used is consistent with the Group's weighted average cost of capital.

The key assumptions used in calculating VIU are revenue growth, margin, Adjusted EBITDA growth, discount rate and the terminal growth rate. The Group has used its three-year plan forecast to 2024 for the first three years of the calculation and applied a terminal growth rate of 2.5% (2020: 2.5%). This timescale and the terminal growth rate are both considered appropriate given the nature of the Group's revenues. The Group's current year results have performed in line with the MAP23 strategy and hence this strategy has not been revised from the prior year. The three-year forecast to 2024 assumes achievement of MAP23 targets with the forecast to 2024 continuing that strategy. The MAP23 targets were initially set out during 2020 once the impact of Covid had become clear. The strategy focuses on investment and resource allocation to the Flagship 7, the [illegible] brands we consider our key drivers for organic revenue growth. Further details of the MAP23 plan can be found in the Strategy section of the 2021 Annual Report.

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13 Investments continued

The assumptions used in the calculations of VIU have been derived based on a combination of experience and management's expectations of future growth rates in the business. The forecasts have been prepared following a review of the business where management has identified the key growth and focus areas which will deliver the targets, and conversely which areas of the business will be de-prioritised over that period. The forecasts reflect the transformed Group which is more focused and streamlined in order to deliver higher margins and profits.

Sensitivities are applied to each of the key assumptions and variables in isolation and in combination, in line with those sensitivities applied for goodwill impairment testing as outlined in note 10. As required by IAS 36, these sensitivities are applied in order to assess the effect of reasonably possible changes in the assumptions.

The results of the impairment assessment and sensitivities applied indicate that no impairment to the Company's investment in CCL is required for the year ended 31 December 2021.

Additions of £[illegible] (2020: £[illegible]) related to capital contributions for share-based payments recharged to the Company's subsidiaries.

In order to simplify the Group structure, the process to close dormant companies continued during the year.

The Group closed the following subsidiaries during the year:

Name	Proportion of ordinary shares and voting rights held (%)	Principal activities	Country of incorporation	Date of closure
Econsultancy Asia Pacific Pte Limited	100	Dormant	Singapore	[illegible] June 2021
Econsultancy Australia Pty Limited	100	Dormant	Australia	[illegible] April 2021
Mayfield Publishing Limited	100	Dormant	United Kingdom	21 December 2021
Your Business Magazine Limited	100	Dormant	United Kingdom	20 April 2021

Centaur New [illegible] 2015 Limited was dissolved during the prior year. The company did not trade since incorporation.

At 31 December 2021, the Group has control over the following subsidiaries:

Name	Proportion of ordinary shares and voting rights held (%)	Principal activities	Country of incorporation
Centaur Communications Limited	100	Holding company and agency services	United Kingdom
Centaur Media USA Inc	100	Digital information, training and events	United States
Chiron Communications Limited	100	In liquidation	United Kingdom
Econsultancy LLC	100	Digital information, training and events	United States
Econsultancy.com Limited	100	Digital information, training and events	United Kingdom
M[illegible] Makers Incorporated Limited	100	In liquidation	United Kingdom
Pro-Talk Ltd	100	In liquidation	United Kingdom
Taxbriefs Holdings Limited	100	Holding company	United Kingdom
Taxbriefs Limited	100	In liquidation	United Kingdom
TheLawyer.com Limited	100	Digital information services	United Kingdom
Xeim Limited	100	Digital information services	United Kingdom

[illegible]

[illegible]

The registered address of [illegible] companies, except [illegible], is [illegible] M[illegible] Road, London SE1 [illegible], United Kingdom. The [illegible] The [illegible] 31 December 2021.

14 Deferred tax

The movement on the deferred tax account for the Group is shown below:

	Accelerated capital allowances £'000	Other temporary differences £'000	Tax losses £'000	Total £'000
Net asset/(liability) at 1 January 2020	626	(369)	718	[illegible]
Adjustments in respect of prior periods	66	[illegible]	33	273
Recognised in the statement of comprehensive income	(9)	130	792	[illegible]
Net asset/(liability) at 31 December 2020	683	(14)	1,541	2,210
Adjustments in respect of prior periods	(42)	(55)	(46)	(143)
Recognised in the statement of comprehensive income	69	110	(4)	175
Recognised in the statement of changes in equity	–	118	–	118
Net asset at 31 December 2021	710	159	1,491	2,360

Deferred tax assets and liabilities are only offset where there is a legally enforceable right of offset and there is an intention to settle the balances net.

	2021 Group £'000	2020 Group £'000
Deferred tax assets	2,488	2,449
Deferred tax liabilities	(128)	(239)
	2,360	2,210

At the year end, the Group had unused tax losses of £5,961,000 (2020: £6,164,000) available for offset against future profits. A deferred tax asset of £1,491,000 (2020: £1,541,000) has been recognised in respect of £5,961,000 (2020: £6,164,000) of such tax losses. The Group has concluded that the deferred tax asset will be recoverable using the estimated future taxable profit based on the FY2022-24 3YP forecast. The Group is expected to generate taxable profits from 2022 onwards. The losses can be carried forward indefinitely and have no expiry date as long as the companies that have the losses continue to trade.

The Company had deferred tax assets on share options under long-term incentive plans of £190,000 at 31 December 2021 (2020: £68,000).

Deferred tax assets and liabilities are expected to be materially utilised after 12 months.

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15 Trade and other receivables

	Note	2021 Group £'000	2020 Group £'000	2021 Company £'000	2020 Company £'000
Amounts falling due within one year					
Trade receivables		5,475	5,211	–	
Less: expected credit loss	20	(564)	(998)	–	
Trade receivables – net		4,911	4,213	–	
Receivables from subsidiaries		–	–	–	[illegible]
Receivable from Employee Benefit Trust		–		–	[illegible]
Other receivables		92	[illegible]	34	[illegible]
Prepayments		981	[illegible]	127	[illegible]
Accrued income		75	161	–	
		6,059	[illegible]	161	[illegible]

	2021 Group £'000	2020 Group £'000	2021 Company £'000	2020 Company £'000
Amounts falling due after one year				
Other receivables	319	[illegible]	41	[illegible]
Receivable from Employee Benefit Trust	–		1,156	
	319	515	1,197	[illegible]

Trade receivables included [illegible] and the expected credit loss included [illegible] in relation to discontinued operations as at 31 December 2020. No amounts relate to discontinued operations as at 31 December 2021.

Receivables from subsidiaries are unsecured, have no fixed due date and bear interest at an annual rate of [illegible]. In preparation for liquidation of certain Group subsidiaries (see note [illegible]), the Company settled receivables and payables with these subsidiaries during the year.

The receivable from Employee Benefit Trust is unsecured, has no fixed due date and does not bear interest.

Other receivables due after one year include [illegible] in relation to a deposit on the London property lease which is [illegible] at the end of the lease term.

16 Cash and cash equivalents

	2021 Group £'000	2020 Group £'000
Cash at bank and in hand	13,065	[illegible]

The Company had no cash and cash equivalents at 31 December 2021 (2020: [illegible]).

17 Trade and other payables

	2021 Group £'000	2020 Group £'000	2021 Company £'000	2020 Company £'000
Trade payables	1,070	[illegible]	–	
Payables to subsidiaries	–		29,397	[illegible]
Accruals	8,112	[illegible]	496	[illegible]
Social security and other taxes	886	[illegible]	–	
Other payables	1,337	[illegible]	–	[illegible]
	11,405	[illegible]	29,893	[illegible]

Payables to subsidiaries are unsecured, have no fixed date of repayment and bear interest at an annual rate of [illegible] (2020: [illegible]). In preparation for liquidation of certain Group subsidiaries (see note 1[illegible]) the Company settled receivables and payables with these subsidiaries during the year.

In response to Covid the Government allowed payments of VAT between 20 March 2020 and 30 June 2020 to be deferred. Under this scheme, in prior year, the Group deferred a total of £1,[illegible],000 VAT payments which is included in social security and other taxes above. The Group repaid the full amount in instalment payments from March to November 2021.

At 31 December 2020, trade payables and other payables included £[illegible] and £2[illegible],000 respectively relating to discontinued operations. No amounts relate to discontinued operations as at 31 December 2021.

The Directors consider that the carrying amount of the trade payables approximates their fair value.

18 Lease liabilities

The lease liability currently held by the Group relates to a property lease, for which a corresponding right of use (ROU) asset is held on the consolidated statement of financial position within property, plant and equipment and detailed in note 12.

	2021 Group £'000	2020 Group £'000
At 1 January	3,375	[illegible]
Remeasurement of lease liabilities	978	[illegible]
Interest expense	67	[illegible]
Cash outflow	(2,036)	[illegible]
Disposal on exit of lease	–	[illegible]
At 31 December	2,384	[illegible]
Current	1,884	[illegible]
Non-current	500	[illegible]
At 31 December	2,384	[illegible]

The lease liability for the Group's property in London was remeasured during the year upon reassessment of the lease term, resulting in an increase of £9[illegible],000. The amount of the remeasurement of the lease liability was recognised as an adjustment to the ROU asset.

During the prior year the lease liability for the Group's property in London was remeasured upon reassessment of the lease term and renegotiation of payment terms due to Covid, resulting in an increase of £1,[illegible]4,000. The amount of the remeasurement of the lease liability was recognised as an adjustment to the ROU asset.

The lease liability for the Group's property in Portsmouth, which was the office for the MarketMakers business, was fully released during prior year upon the cessation of the MarketMakers' telemarketing business.

The gain on disposal of the lease liability was recognised in the consolidated statement of comprehensive income in the prior year, with £1[illegible],000 recognised in continuing operations for the proportion of the liability related to the continuing Retail B2B business, and £[illegible]2[illegible],000 recognised in discontinued operations related to the proportion of the liability that related to the discontinued telemarketing business. The corresponding ROU asset was also disposed of (see note 12), with the resulting net gain on disposal of £[illegible],000 being materially offset by the exit penalty incurred.

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19 Deferred income

	2021 Group £'000	2020 Group £'000
Deferred income	7,846	[illegible]

Deferred income arises on contracts with customers where revenue recognition criteria has not yet been met. See note [illegible] for further details.

20 Current tax assets

	2021 Group £'000	2020 Group £'000
Corporation tax receivables	195	[illegible]

The Company had no corporation tax receivables or payables at 31 December 2021 (2020: nil).

21 Provisions

Group	Restructuring £'000	Other £'000	Total £'000
At 1 January 2020		50	50
Additions	1,031		1,031
Used in the year	(1,031)	(50)	(1,021)
At 31 December 2020 and 31 December 2021	–	–	–

Restructuring

During the prior year, a restructuring provision of £[illegible] was recognised in relation to restructuring the MarketMakers business following a significant fall in revenue as several major customers were hit by disruption in their own markets. A further £[illegible] was provided in relation to restructuring other parts of the wider Centaur group due to the adverse impact of Covid. The provision was fully utilised in the second half of 2020. The associated expense was recognised within exceptional costs and presented as adjusting items as disclosed within note 5. In 2020, the staff-related restructuring costs in continuing operations was £[illegible] and in discontinued operations was £[illegible].

Other

The other provision relates to the dilapidations provision which was acquired on the acquisition of MarketMakers in relation to the building leased by the company in Portsmouth. This provision was utilised during the prior year as part of the exit of the Portsmouth lease upon cessation of MarketMakers' telemarketing business. The associated expense was recognised within discontinued exceptional costs and presented as adjusting items as disclosed within note 4.

There were no provisions as at 31 December 2021.

22 Equity

Ordinary shares of 10p each	Nominal value £'000	Number of shares
Authorised share capital – Group and Company		
At 1 January 2020, 31 December 2020 and 31 December 2021	20,000	200,000,000
Issued and fully paid share capital – Group and Company		
At 1 January 2020, 31 December 2020 and 31 December 2021	15,141	151,410,226

Deferred shares reserve

The deferred shares reserve represents 800,000 (2020: 800,000) deferred shares of 10p each, which carry restricted voting rights and have no right to receive a dividend payment in respect of any financial year.

Reserve for shares to be issued

The reserve for shares to be issued is in respect of equity settled share-based compensation plans. The movements in the reserve for shares to be issued represent the total charges for the year relating to equity settled share-based payment transactions with employees as accounted for under IFRS 2 less transfers from this reserve to retained earnings for shares exercised or lapsed during the year.

During the prior year a transfer of £[illegible] was made from the reserve to retained earnings for lapsed share awards relating to the TSR performance condition of long term incentive plans.

Own shares reserve

The own shares reserve represents the value of shares held as treasury shares and in the Employee Benefit Trust. At 31 December 2021 [illegible] (2020: [illegible]) 10p ordinary shares are held in treasury and [illegible] (2020: 1,948,493) 10p ordinary shares are held in the Employee Benefit Trust.

The Employee Benefit Trust issued [illegible] (2020: [illegible]) shares to meet obligations arising from share-based rewards to employees that had vested and were exercised in the current year (2020: vested in 2020 and 2019 and were exercised in 2020). The shares were issued at a historical weighted average cost of [illegible] (2020: [illegible]) per share. The total cost of £[illegible] (2020: £[illegible]) has been recognised as a reduction in the own shares reserve in equity.

During 2021 the Employee Benefit Trust purchased 1,107,475 (2020: nil) ordinary shares in order to meet future obligations arising from share-based rewards to employees. The shares were acquired at an average price of 43.3p per share, with prices ranging from 39.9p to 50.8p. The total cost of £481,000 (2020: £nil) has been recognised in the own shares reserve in equity.

During 2020, 2,414,424 shares were transferred out of treasury to the Employee Benefit Trust in order to meet future obligations arising from share-based rewards to employees. The shares were transferred from treasury at the historical weighted average cost of £2,195,000 (90.9p per share) and acquired by the Employee Benefit Trust at the market value of £604,000 (25.0p per share). The difference between the historical weighted average cost and the market value of £1,591,000 has been eliminated on consolidation.

23 Share-based payments

The Group's share-based payment expense for the year by plan:

	2021 £'000	2020 £'000
Long Term Incentive Plan (LTIP)	488	[illegible]
Share Incentive Plan (SIP)	7	–
Share-based payment expense	495	541

The share-based payment expense is presented as an adjusting item in note 4 (see note 1 for further information) and is included in net operating expenses in the consolidated statement of comprehensive income.

The Group's share-based payment plans upon vesting are equity-settled.

The share-based payment expense includes social security costs which are settled in cash upon exercise.

Notes to the Financial Statements

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23 Share-based payments continued

Long-Term Incentive Plan

The Group operates a Long-Term Incentive Plan (LTIP) for Executive Directors and selected senior management. This is an existing incentive policy and was approved by shareholders at the 2016 AGM. The share awards are valued at date of grant and the consolidated statement of comprehensive income is charged over the vesting period, taking into account the number of shares expected to vest. Full details on how the plan operates are included in the Remuneration Report.

During the year LTIP awards were granted to Executive Directors and selected senior management. Details of the performance conditions of these awards are disclosed in the Remuneration Report.

A reconciliation of the movements in LTIP awards is shown below.

	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016
Grant date	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Number of awards										
Balance at 1 January 2021	–	–	2,074,782	995,259	48,050	2,156,512	1,246,879	981,776	–	–
Granted during the year	1,187,076	1,798,489	–	–	–	–	–	–	–	–
Forfeited during the year	(82,025)	(161,198)	(187,272)	–	–	(165,598)	–	–	–	–
Exercised during the year	–	–	–	–	–	–	–	(981,776)	–	–
Lapsed during the year	–	–	–	–	–	–	(1,246,879)	–	–	–
Balance at 31 December 2021	1,105,051	1,637,291	1,887,510	995,259	48,050	1,990,914	–	–	–	–
Exercisable at 31 December 2021	–	–	–	–	–	–	–	–	–	–
Weighted average share price at date of exercise (p)	–	–	–	–	–	–	–	42.01	–	–
Balance at 1 January 2020				[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Granted during the year		[illegible]	[illegible]							
Forfeited during the year					[illegible]	[illegible]				
Exercised during the year				[illegible]				[illegible]	[illegible]	[illegible]
Lapsed during the year										
Balance at 31 December 2020			[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]		
Exercisable at 31 December 2020										
Weighted average share price at date of exercise (p)								[illegible]	[illegible]	[illegible]

[illegible]

23 Share-based payments continued

These awards were priced using the following models and inputs:

	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016	LTIP 2016
Grant date	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Share price at grant date	39.73	[illegible]	24.[illegible]	[illegible]1.50	32.[illegible]	[illegible]	[illegible]20	[illegible]	[illegible]	[illegible]
Fair value	29.09	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	25.1[illegible]	[illegible]	[illegible]
Vesting date	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Exercise price	£nil	£nil	£nil	£nil	£nil	£nil	£nil	£nil	£nil	£nil
Expected volatility (%)	[illegible]	[illegible]	[illegible]	[illegible]			[illegible]	[illegible]	[illegible]	[illegible]
Expected dividend yield (%)	[illegible]	[illegible]		–	–			[illegible]		
Risk free interest rate (%)	[illegible]	[illegible]	[illegible]	[illegible]	–		[illegible]	[illegible]	[illegible]	[illegible]
Valuation model used	Stochastic	Stochastic	Stochastic	Stochastic	[illegible]		Stochastic	[illegible]	Stochastic	Stochastic

[illegible]

The plans above include non-market based performance conditions. These elements of the plans were valued based on the estimated vesting value of the non-market based conditions and expected forfeiture rates.

The share awards outstanding at 31 December 2021 had a weighted average exercise price of [illegible] and a weighted average remaining life of [illegible] years ([illegible] years).

Senior Executive Long-Term Incentive Plan ('SELTIP')

The Centaur Media Plc 2010 Senior Executive Long-Term Incentive Plan (the 'SELTIP') was introduced during 2011 and was approved by shareholders at the 2010 AGM. This is not an HMRC approved scheme and vests over a three-year period with service and performance conditions. Awards were granted under this plan in 2011 for no consideration and no exercise price. This plan is closed to new awards.

Awards of bonus units were made in 2013 as summarised in the following table:

Financial year	Threshold profit	PBTA achieved	Profit growth	SELTIP contribution	Total bonus pool	Bonus pool allocated	Number of shares awarded in total
2013	£8.0m	[illegible]	[illegible]	30[illegible]	[illegible]	[illegible]	[illegible]

[illegible]

[illegible]

Notes to the Financial Statements

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23 Share-based payments continued

These awards were priced using the following models and inputs:

	SEIP [illegible] 2013
Grant date	[illegible]
Share price at grant date	[illegible]
Fair value	[illegible]
Vesting date	[illegible]
Exercise price (p)	Nil
Number of awards	
Balance at 1 January 2020, 31 December 2020 and 31 December 2021	6,862
Exercisable at 31 December 2020 and 31 December 2021	6,862
Average share price at date of exercise (p)	–

There were no grants, forfeitures, exercises, lapses or expired options during the current and prior years.

The shares awards outstanding at 31 December 2021 had a weighted average exercise price of Nil (2020: £nil) and a weighted remaining life of [illegible] years (2020: [illegible] years).

Share Incentive Plan

The Group has a Share Incentive Plan which is an HMRC approved Tax Advantaged plan, which provides employees with the opportunity to purchase shares in the Company. This plan is open to all employees who have been employed by the Group for more than 3 months. Employees may invest up to £1,800 per annum or 10% of their salary if less in ordinary shares in the Company which are held in trust. The shares are purchased in open market and are held in trust for each employee. The shares can be withdrawn with tax paid at any time, or tax free after five years. The Group matches the contribution with an allocation of one share for every two purchased. Other than continuing employment, there are no other performance conditions attached to the plan.

The Executive Directors are eligible to participate in the Share Incentive Plan, as are all employees of the Group.

	2021	2020
Number of outstanding matching shares	57,495	[illegible]

24 Dividends

	2021 £'000	[illegible]
Equity dividends		
Final dividend for 2020 [illegible] per 10p ordinary share	726	
Interim dividend for 2021 [illegible] per 10p ordinary share	724	-
	1,450	-

The total dividend pertaining to 2020 was the final dividend for the year ended 31 December 2020 of [illegible] per share. This dividend was paid on [illegible] May 2021.

An interim dividend for the six months ended 30 June 2021 of [illegible] per ordinary share was paid on 22 October 2021 to all ordinary shareholders on the register as at close of business on [illegible] October 2021.

A final dividend for the year ended 31 December 2021 of [illegible] per share is proposed by the Directors and subject to shareholder approval at the Annual General Meeting, will be paid on [illegible] May 2022 to all ordinary shareholders on the register at the close of business on 13 May 2022.

During the prior year the Company received a dividend of [illegible] from Centaur Communications Limited. No dividends were received in the current year.

25 Notes to the cash flow statement

Reconciliation of profit/(loss) for the year to cash generated from operating activities:

	Note	2021 Group £'000	[illegible] Group £'000	2021 Company £'000	[illegible] Company £'000
Profit/(loss) for the year		1,417	[illegible]	(2,325)	[illegible]
Adjustments for:					
Tax	[illegible]	(56)	[illegible]	(512)	[illegible]
Net interest expense	[illegible]	260	[illegible]	1,182	[illegible]
Depreciation	12	1,808	[illegible]	–	
Impairment of property, plant and equipment	12	–		–	
Amortisation of intangible assets	11	2,426	[illegible]	–	
Impairment of intangible assets	11	80		–	
Impairment of goodwill	[illegible]	–	11,009	–	
Loss on disposal of assets and liabilities	[illegible]	–	[illegible]	–	
Loss on impairment of investment	[illegible]	–		–	[illegible]
Share based payment charge	[illegible]	495	[illegible]	325	[illegible]
Dividends waived		2		2	
Dividends received from subsidiaries	24	–		–	[illegible]
Unrealised foreign exchange differences		(65)	[illegible]	–	
Changes in working capital:					
(Increase)/decrease in trade and other receivables		(259)	[illegible]	34,359	[illegible]
Increase/(decrease) in trade and other payables		2,615	[illegible]	(31,389)	[illegible]
Increase/(decrease) in deferred income		798	[illegible]	–	
Cash generated from operating activities		9,521	[illegible]	1,642	[illegible]

Notes to the Financial Statements

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25 Notes to the cash flow statement continued

Reconciliation of movements of liabilities and associated assets to cash flows arising from financing activities:

	Note	Group and Company Net borrowings £'000	Group Lease liabilities £'000
At 1 January 2020		(130)	4,260
Changes from financing cash flows:			
Loan arrangement fees		25	
Interest paid		(1[illegible])	
Repayment of obligations under finance leases	13		(1,925)
		(15[illegible])	(1,925)
Other changes:			
Interest expense	6	215	124
Remeasurement of lease liabilities	13		1,704
Disposal on exit of lease	13		([illegible])
		215	1,040
Balance at 31 December 2020		(72)	3,375
Changes from financing cash flows:			
Loan arrangement fees		(107)	–
Interest paid		(87)	–
Repayment of obligations under finance leases	13	–	(2,036)
		(194)	(2,036)
Other changes:			
Interest expense	6	194	67
Remeasurement of lease liabilities	13	–	978
		194	1,045
Balance at 31 December 2021		(72)	2,384

Net borrowings is comprised of a loan arrangement fee asset of £[illegible] (2020: £[illegible]) presented within other receivables on the statement of financial position and a commitment fee creditor of £[illegible] presented as bank and other borrowings on the statement of financial position (2020: £[illegible]). The movements of this asset and liability together give rise to cash flows from financing activities relating to the £[illegible]m revolving credit facility.

26 Financial instruments and financial risk management

Financial risk management

The Board has overall responsibility for the determination of the Group's risk management policies. The Board receives monthly reports from the Chief Financial Officer through which it reviews the effectiveness of policies and processes put in place to mitigate risk. The Board sets policies that reduce risk as far as possible without unduly affecting the operating effectiveness of the Group.

The Group's activities expose it to financial risks, including interest rate risk, credit risk, liquidity risk, capital risk and currency risk. Of these, credit risk and liquidity risk are considered the most significant. This note presents information about the Group's exposure to each of the above risks.

26 Financial instruments and financial risk management continued

Categories of financial instruments

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1(s). All financial assets and liabilities are measured at amortised cost.

	Note	2021 £'000	2020 £'000
Financial assets			
Cash and bank balances	17	13,065	7,300
Trade receivables – net	15	4,911	4,218
Other receivables	15	411	677
		18,387	12,195
Financial liabilities			
Lease liabilities	18	2,384	2,375
Trade payables	19	1,070	1,219
Accruals	19	8,112	5,652
Provisions	21	–	
Other payables	19	1,337	1,574
		12,903	10,820

Credit risk

The Group's principal financial assets are trade and other receivables (note 15). Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Group's maximum exposure to credit risk in relation to financial assets. Credit risk is managed on a Group basis. The Group does not consider that it is subject to any significant concentrations of credit risk.

Trade receivables

Trade receivables consist of a large number of customers, of varying sizes and spread across diverse industries and geographies. The Group does not have significant exposure to credit risk in relation to any single counterparty or group of counterparties having similar characteristics. The Group's exposure to credit risk is influenced predominantly by the circumstances of individual customers as opposed to industry or geographic trends.

The business assesses the credit quality of customers based on their financial position, past experience and other qualitative and quantitative factors. The Group's policy requires customers to pay in accordance with agreed payment terms, which are generally 30 days from the date of invoice. Under normal trading conditions, the Group is exposed to relatively low levels of risk and potential losses are mitigated as a result of a diversified customer base and the requirement for events and certain premium content subscription invoices to be paid in advance of service delivery.

The credit control function within the Group's finance department monitors the outstanding debts of the Group and trade receivable balances are analysed by the age and value of outstanding balances.

Any trade receivable balance which is objectively determined to be uncollectable is written off the ledger, with a charge taken through the consolidated statement of comprehensive income. The Group also records an allowance for the lifetime expected credit loss on its trade receivables balances under the simplified approach as mandated by IFRS 9. The impairment model for trade receivables under IFRS 9 requires the recognition of impairment provisions based on expected lifetime credit losses rather than only incurred ones. All balances past due are reviewed with those greater than 90 days past due considered to carry a higher level of credit risk. Refer to note 1(s) for further details on the approach to allowance for expected credit losses on trade receivables.

The allowance for expected lifetime credit losses, and changes to it, are taken through administrative expenses in the consolidated statement of comprehensive income.

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26 Financial instruments and financial risk management continued

The ageing of trade receivables according to their original due date is detailed below:

	2021 Gross £'000	2021 Provision £'000	2020 Gross £'000	2020 Provision £'000
Not due	3,488	(43)	[illegible]	[illegible]
0–30 days past due	972	(25)	[illegible]	(26)
31–60 days past due	161	(9)	[illegible]	(10)
61–90 days past due	146	(16)	[illegible]	(39)
Over 90 days past due	708	(471)	[illegible]	(842)
	5,475	(564)	[illegible]	(993)

Trade receivables that are less than 3 months past due are generally not considered to be impaired except where specific credit issues or delinquency in payments have been identified. In making the assessment that unprovided trade receivables are not impaired, the Directors have considered the quantum of gross trade receivables which relate to amounts not yet included in income including amounts in deferred income and amounts relating to VAT. The credit quality of trade receivables not yet due nor impaired has been assessed as acceptable.

The movement in the allowance for expected credit losses on trade receivables is detailed below:

	2021 Continuing £'000	2021 Discontinued £'000	2021 Total £'000	2020 Continuing £'000	2020 Discontinued £'000	2020 Total £'000
Balance at 1 January	879	114	993	[illegible]	[illegible]	[illegible]
Unused	(276)	(114)	(390)	[illegible]	[illegible]	[illegible]
Additional provision charged to the statement of comprehensive income	–	–	–	[illegible]		[illegible]
Release	(39)	–	(39)		[illegible]	[illegible]
Written back	–	–	–	[illegible]	[illegible]	[illegible]
Balance at 31 December	564	–	564	[illegible]	[illegible]	[illegible]

The Group's policy requires customers to pay in accordance with agreed payment terms which are generally 30 days from the date of invoice or in the case of live events to pay revenue no less than 30 days before the event. All credit and recovery risk associated with trade receivables has been provided for in the consolidated statement of financial position. The Group's policy for recognising an impairment loss is given in note 1(e)(i). Impairment losses are taken through administrative expenses in the consolidated statement of comprehensive income.

The remaining provision in the prior year of £114,000 for discontinued operations related to MarketMakers trade debtors which was fully provided for as at 31 December 2020. This was fully [illegible] in the current year.

The Directors consider the carrying value of trade and other receivables approximates to their fair value.

Cash and cash equivalents

Banks and financial institutions are independently rated by credit rating agencies. We choose only to deal with those with a minimum 'A' rating. We determine the credit quality for cash and cash equivalents [illegible]

Other receivables

Other receivables are neither past due nor impaired. These are [illegible] receivables, including [illegible] and receivables in respect of [illegible] arrangements.

Liquidity risk

[illegible]

26 Financial instruments and financial risk management continued

The following tables detail the financial maturity for the Group's financial liabilities:

	Book value £'000	Fair value £'000	Less than 1 year £'000	2-5 years £'000
At 31 December 2021				
Financial liabilities				
Interest bearing	2,384	2,384	1,884	500
Non-interest bearing	10,519	10,519	10,519	–
	12,903	12,903	12,403	500
At 31 December 2020				
Financial liabilities				
Interest bearing	[illegible]	[illegible]	[illegible]	[illegible]
Non-interest bearing	[illegible]	[illegible]	[illegible]	-
	10,820	10,820	9,414	1,406

The Directors consider that book value is materially equal to fair value.

The book value of primary financial instruments approximates to fair value where the instrument is on a short maturity or where they bear interest at rates that approximate to the market.

The following table details the level of fair value hierarchy for the Group's financial assets and liabilities:

Financial Assets	Financial Liabilities
Level 1	Level 3
Cash and bank balances	Lease liabilities
Level 3	Trade payables
Trade receivables – net	Accruals
Other receivables	Provisions
	Other payables
	Borrowings

[illegible]

All trade and other payables are due for payment in one year or less, or on demand.

Interest rate risk

The Group has no significant interest-bearing assets but is exposed to interest rate risk when it borrows funds at floating interest rates through its revolving credit facility. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group evaluates its risk appetite towards interest rate risks regularly to manage interest rate risk in relation to its revolving credit facility if deemed necessary.

The Group did not enter any hedging transactions during the current or prior year and as at 31 December 2021 the only floating rate to which the Group was exposed was LIBOR. The Group's exposure to interest rates on financial assets and financial liabilities is detailed in the liquidity risk section of this note.

Interest rate sensitivity

The Group has not drawn down from its revolving credit facility in the current year or prior year therefore a sensitivity analysis has not been performed.

Notes to the Financial Statements

CONTINUED

26 Financial instruments and financial risk management continued

Capital risk

The Group manages its capital to ensure that all entities in the Group will be able to continue as a going concern while maximising return to stakeholders, as well as sustaining the future development of the business.

The capital structure of the Group consists of net cash, which includes cash and cash equivalents (note [illegible]), and equity attributable to the owners of the parent, comprising issued share capital (note 22), other reserves and retained earnings. The Board also considers the levels of own shares held for employee share plans and the ability to issue new shares for acquisitions in managing capital risk in the business.

For the whole of 2020 the Group benefited from its banking facilities, renewed in November 2019 which ran until November 2021 with an option to extend for a further two periods of one year each. Interest was calculated from LIBOR plus a margin dependent on the Group's net leverage position, which was measured quarterly in line with covenant testing. The Group's borrowings were subject to financial covenants tested quarterly. The principal financial covenants under the facility were the ratio of net debt to Adjusted EBITDA (see note [illegible] for explanation and reconciliation of Adjusted EBITDA) would not exceed [illegible]:1 and the ratio of EBITDA to net finance charges would not be less than [illegible]:1. In [illegible] 2020, the Group agreed with the banks to waive leverage and interest cover covenants up to, and including, the testing periods to 30 September 2021. This was subject to minimum liquidity tests which were reported monthly. At no point during the prior year did the Group breach its covenants or its minimum liquidity tests.

From March 2021, the Group benefited from a new banking facility with NatWest, which featured a committed £10m facility and an additional uncommitted £[illegible]m accordion option, both of which can be used to cover the Group's working capital and general corporate needs. The facility is available until March 2024 with an option to extend for a further two periods of one year each. Interest is calculated on SONIA plus a margin dependent on the Group's net leverage position, which is measured quarterly in line with covenant testing. The Group's borrowings are subject to financial covenants tested quarterly. The principal financial covenants under the facility are that the ratio of net debt to EBITDA shall not exceed [illegible]:1 and the ratio of EBITDA to net finance charges shall not be less than 4:1. At no point during the year did the Group breach its covenants.

Currency risk

Substantially all the Group's net assets are in the United Kingdom. Most of the revenue and profits are generated in the United Kingdom and consequently foreign exchange risk is limited. The Group continues to monitor its exposure to currency risk, particularly as the business expands into overseas territories such as North America, however the results of the Group are not currently considered to be sensitive to movements in currency rates.

27 Pension schemes

The Group contributes to individual and collective money purchase pension schemes in respect of Directors and employees once they have completed the requisite period of service. The charge for the year in respect of these defined contribution schemes is shown in note [illegible]. Included within other payables is an amount of £[illegible] (2020: £[illegible]) payable in respect of the money purchase pension schemes.

28 Capital commitments

At 31 December 2021 the Group had no capital commitments (2020: £nil).

29 Related party transactions

Group

Key management compensation is disclosed in note [illegible]. There were no other material related party transactions for the Group in the current or prior year.

Company

The Company had the following transactions with subsidiaries during the year:

i) Interest

During the year, interest was recharged from subsidiary companies as follows:

	2021 £'000	[illegible]
Net interest payable	988	[illegible]

There were no borrowings at the year end.

The balances outstanding with subsidiary companies are disclosed in notes [illegible] and [illegible].

ii) Dividends

During the prior year, the Company received a dividend of £[illegible] from its subsidiary, Centaur Communications Limited. No dividends were received in the current year.

There were no other material related party transactions for the Company in the current or prior year.

Audit exemption

For the year ended 31 December 2021 the Company has provided a guarantee pursuant to sections 479A–C of Companies Act 2006 over the liabilities of the following subsidiaries and, as such, they are exempt from the requirements of the Act relating to the audit of individual financial statements, or preparation of individual financial statements, as appropriate, for this financial year.

Name	Company number	Outstanding liabilities £'000
Centaur Communications Limited	[illegible]	21,530
Chiron Communications Limited	[illegible]	–
E-consultancy.com Limited	[illegible]	2
Market Makers Incorporated Limited	[illegible]	–
Pro Talk Limited	[illegible]	–
Taxbriefs Holdings Limited	[illegible]	–
Taxbriefs Limited	[illegible]	–
TheLawyer.com Limited	[illegible]	2,101
Xeim Limited	[illegible]	11,117

See note 13 for changes to subsidiary holdings during the year.

30 Events after the reporting date

No material events have occurred after the reporting date.

Five Year Record (Unaudited)

	[illegible]	2018	[illegible]	[illegible]	2021
Revenue (£m)	[illegible]	50.3	39.6	32.4	39.1
Operating (loss)/profit (£m)	[illegible]	(20.0)	[illegible]	(2.3)	1.6
Adjusted operating profit/(loss) (£m)	4.1	(2.2)	(1.2)		3.2
Adjusted operating profit/(loss) margin	[illegible]	(4%)	[illegible]		8%
(Loss)/profit before tax (£m)	[illegible]	(20.5)	(8.1)	(2.6)	1.4
Adjusted profit/(loss) before tax (£m)	[illegible]	(2.4)	[illegible]	(0.2)	3.0
Adjusted diluted EPS (pence)	[illegible]	[illegible]	[illegible]	[illegible]	1.9
Ordinary dividend per share (pence)	[illegible]	3.0	[illegible]	[illegible]	1.0
Net operating cash flow (£m)	[illegible]	5.6	[illegible]	2.1	9.5
Average permanent headcount	[illegible]	758	[illegible]	282	264
Revenue per head (£'000)	110	66	[illegible]	[illegible]	148

Revenue by type	[illegible]	[illegible]	[illegible]	[illegible]	2021 £m
Premium Content	[illegible]	[illegible]	[illegible]	[illegible]	12.9
Marketing Services	[illegible]	[illegible]	[illegible]	[illegible]	3.3
Training and Advisory	[illegible]	8.0	[illegible]	[illegible]	12.6
Events	[illegible]	[illegible]	[illegible]	[illegible]	3.8
Marketing Solutions	[illegible]	1.6	[illegible]	[illegible]	5.0
Recruitment Advertising	[illegible]	[illegible]	[illegible]	[illegible]	1.5
Telemarketing Services	[illegible]	[illegible]			–
	[illegible]	[illegible]	39.6	32.4	39.1

Other	[illegible]	[illegible]	[illegible]	[illegible]	2021 £m
Goodwill and other intangible assets	[illegible]	[illegible]	[illegible]	[illegible]	44.2
Other assets and liabilities	[illegible]	(11.5)	[illegible]	[illegible]	(10.2)
Net assets before net cash	[illegible]	[illegible]	[illegible]	[illegible]	34.0
Net cash	[illegible]	[illegible]	[illegible]	[illegible]	13.1
Total equity	[illegible]	56.7	[illegible]	[illegible]	47.1

[illegible]

Marketing [illegible]

Directors, Advisers and other Corporate Information

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049480[illegible]3

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Simon Longfield (Chief Financial Officer)
William Eccleshare
Carol [illegible]
Leslie-Ann Reed

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Helen Silver

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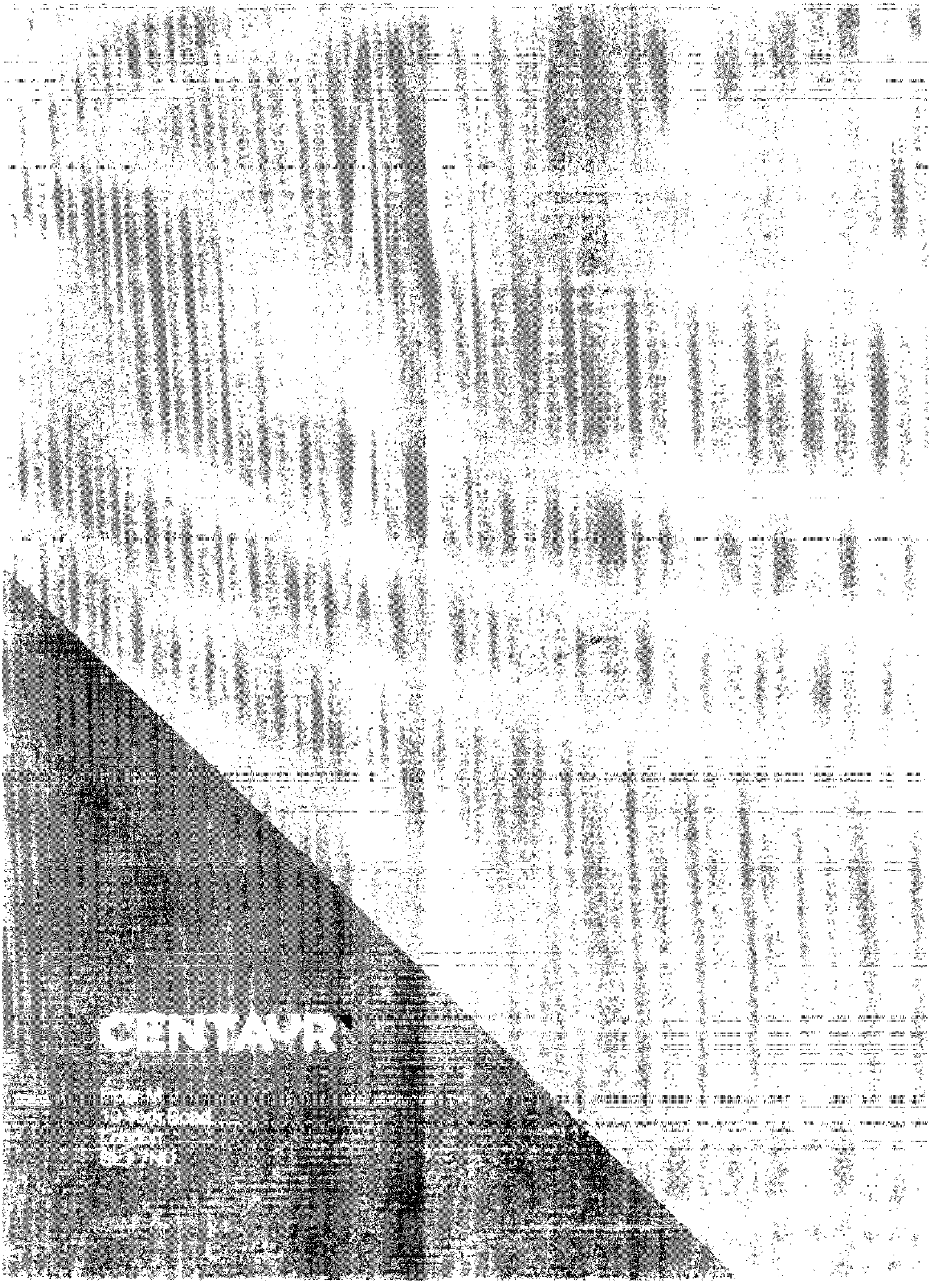
Consultancy design and production by jonesandpalmer.co.uk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