



## **Arqiva Group Limited**

**Registered number 05254001**

## **Annual Report and Financial Statements**

**For the year ended 30 June 2022**

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<b>Contents</b>	<b>Page</b>
<b>Corporate Information</b> .....	<b>2</b>
Cautionary Statement .....	3
Arqiva at a glance - 2022 .....	4
Highlights .....	6
 <b>Chairman's Introduction</b> .....	 <b>9</b>
 <b>Strategic Report</b> .....	 <b>11</b>
Chief Executive's Statement .....	12
Business Overview .....	14
Business model .....	16
Strategic Overview .....	19
Business Update .....	22
Financial review .....	26
Key Performance Indicators .....	33
Corporate Responsibility .....	35
Modern Slavery Act: Slavery and Human Trafficking Statement .....	42
Governance .....	44
Board of Directors and Executive Committee .....	445
Principal Risks and Uncertainties .....	50
 <b>Directors' Report</b> .....	 <b>56</b>
Statement of Directors' responsibilities in respect of the financial statements .....	72
 <b>Group Financial Statements</b> .....	 <b>73</b>
Independent Auditors' report to the members of Arqiva Group Limited .....	74
Consolidated income statement .....	80
Consolidated statement of comprehensive income .....	81
Consolidated statement of financial position .....	82
Consolidated statement of changes in equity .....	84
Consolidated cash flow statement .....	85
Notes to the Group financial statements .....	86
 <b>Company Financial Statements</b> .....	 <b>135</b>
Directors' report for Arqiva Group Limited ('the Company') .....	135
Company statement of financial position .....	136
Company statement of changes in equity .....	137
Notes to the Company financial statements .....	138

## Corporate Information

As at the date of this report (26 September 2022):

### **Group Board of Directors**

Mike Darcey  
Sally Davis  
Paul Donovan  
Shuja Khan (Chief Executive Officer)  
Neil King  
Peter Adams (alternate)  
Susana Leith-Smith  
Batiste Ogier  
Mike Parton (Chairman)  
Christian Seymour  
Max Fieguth (alternate)  
Sean West (Chief Financial Officer)

### **Company Secretary**

Katrina Dick

### **Group website:**

[www.arqiva.com](http://www.arqiva.com)

### **Registered Office**

Crawley Court  
Winchester  
Hampshire  
SO21 2QA

### **Independent Auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
1 Embankment Place  
Charing Cross  
London  
WC2N 6RH

### **Company Registration Number**

05254001

## Cautionary Statement

This annual report contains various forward-looking statements regarding events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of the Group to differ materially from the information presented herein. When used in this report, the words “estimate”, “project”, “intend”, “anticipate”, “believe”, “expect”, “should” and similar expressions, as they relate to the Group, are intended to identify such forward looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Save as otherwise required by any rules or regulations, the Group does not undertake any obligations publicly to release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

The risks and uncertainties referred to above include:

- actions or decisions by governmental and regulatory bodies, or changes in the regulatory framework in which the Group operates, which may impact the ability of the Group to carry on its businesses;
- changes or advances in technology, and availability of resources such as spectrum, necessary to use new or existing technology, or customer and consumer preferences regarding technology;
- the performance of the markets in the UK, the EU and the wider region in which the Group operates;
- the ability of the Group to realise the benefits it expects from existing and future projects and investments it is undertaking or plans to or may undertake;
- the ability of the Group to develop, expand and maintain its broadcast and machine-to-machine infrastructure;
- the ability of the Group to obtain external financing or maintain sufficient capital to fund its existing and future investments and projects;
- the Group’s dependency on only a limited number of key customers for a large percentage of its revenue; and
- expectations as to revenues not under contract.

### Guidance note to the annual report:

In this document, references to ‘Arqiva’ and ‘the Group’ refer to Arqiva Group Limited (‘AGL’) and its subsidiaries and markets as the context may require. References to the ‘Company’ refer to the results and performance of Arqiva Group Limited as a standalone entity.

A reference to a year expressed as 2022 is to the financial year ended 30 June 2022. This convention applies similarly to any reference to a previous or subsequent financial year. Additionally, references to ‘current year’, ‘this year’ and ‘the year’ are in respect of the financial year ended 30 June 2022. References to the ‘prior year’ and ‘last year’ are to the financial year ended 30 June 2021.

## Arqiva at a glance - 2022

### ENABLING A SWITCHED-ON WORLD TO FLOW

#### Who we are

*Arqiva is a leading UK communications infrastructure business. We are behind the scenes delivering millions of vital connections to enable millions of people, businesses, and machines to connect wherever they are through TV, radio and machine-to-machine data services, enabling a switched-on world to flow.*

#### Our Infrastructure

<b>c. 1,450 broadcast transmission sites in the UK</b>	<b>c. 1,150 TV transmissions sites</b>
<b>98.5% of the UK population reached through our TV services</b>	<b>275 TV channels delivered into the UK and Ireland</b>
<b>Market leader for commercial DTT<sup>1</sup> spectrum owning two of the three national commercial multiplexes</b>	<b>Over 1,000 TV channels delivered internationally via satellite to 5 continents</b>
<b>99.5% network coverage across the North of England and Scotland on our smart energy networks</b>	<b>c.80 satellite dishes accessing 30+ satellites</b>
<b>12 million premises can connect to our smart meter networks</b>	<b>50 million data points delivered on our smart metering networks every day</b>

<sup>1</sup> Refers to Digital Terrestrial Television best known for supporting Freeview

**What we do**

Arqiva works in partnership with our customers, in the UK and around the world, building and operating the complex ecosystems and infrastructures through which data and content can move effectively, securely and sustainably at scale – whether that’s through broadcasting and transmission services, or smart networks for energy and water.

**Key Strategic ambitions**

**Undisputed leader in UK TV and radio  
broadcast**

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**Transition global media to cloud solutions**

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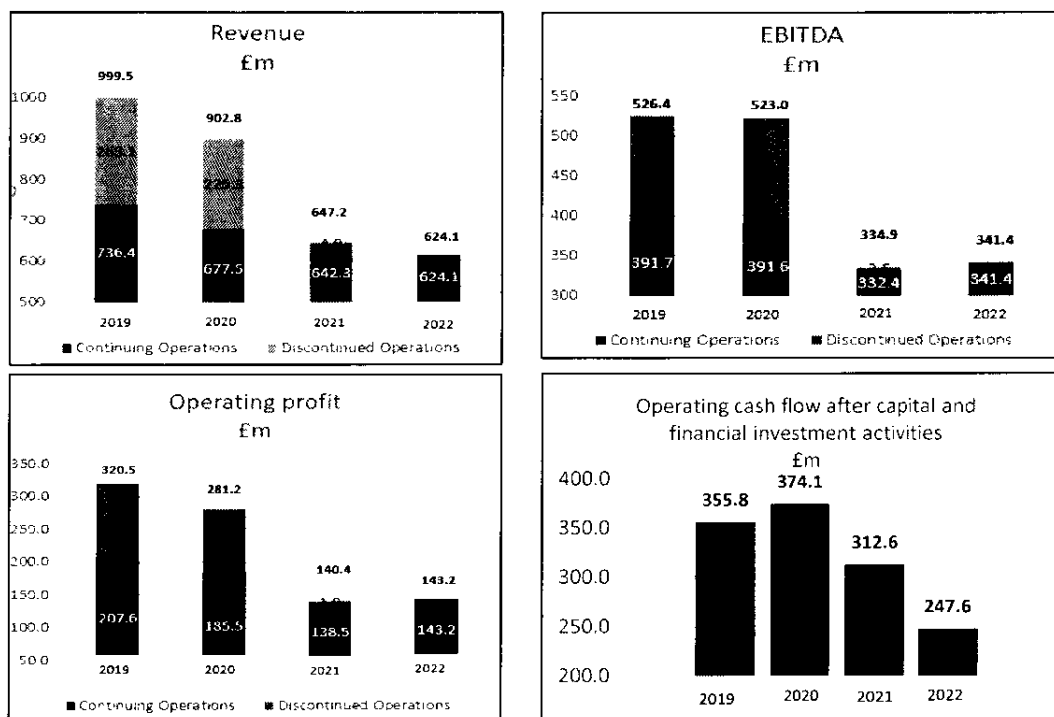
**UK’s leading smart utilities platform**

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**Innovator of scalable solutions for new  
connectivity sectors**

## Highlights

Whilst core media and broadcast has remained stable and smart utilities networks increase with the ramp up of water meter products, the Group has seen the managed reduction of activity on the 700MHz Clearance programme now completed and the completion of Transitional Service Agreements (TSAs<sup>2</sup>) following the disposal of the Telecoms business in July 2020. There have also been decreases in DTT multiplexes and managed broadcast services due to the run rate of pricing pressures on renewals. The Group is now focusing on driving simplification and efficiency to build on cost savings and building a sustainable business.



EBITDA is a non-GAAP measure and refers to 'earnings before interest, tax, depreciation and amortisation' and includes add-backs for certain items charged to operating profit that are not considered to reflect the underlying performance of the business. A reconciliation of EBITDA to operating profit is presented on page 29.

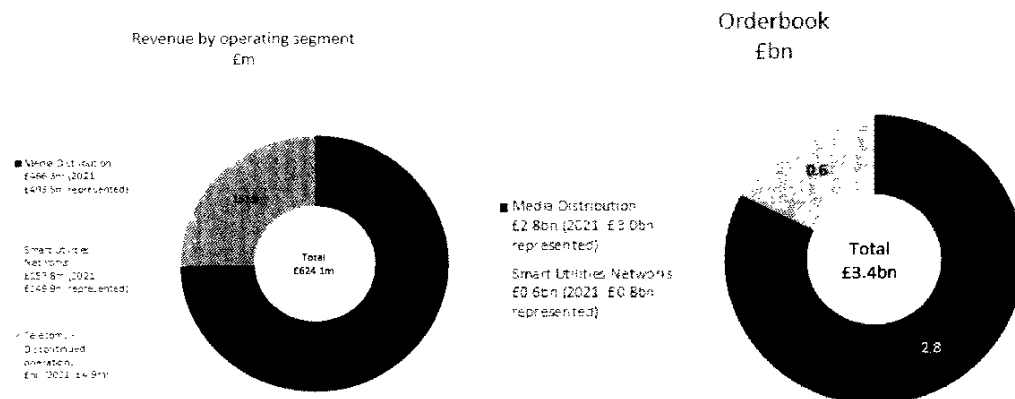
Operating cash flow after capital and financial investment activities is a non-GAAP measure and refers to net cash flows from operating activities less cash flows from investing activities per the cash flow statement excluding interest received. See page 30 for a reconciliation to cash inflow from operating activities.

Key financials in the year:

- Revenue decrease of 3.6% (2.8% decrease from continuing operations) but improved margins and an EBITDA increase of 1.9% (2.7% from continuing operations) when compared to the prior year
- Managed reductions in revenue and EBITDA from the 700MHz clearance programme following completion of the programme and the end of TSA revenues established for an interim period after the Telecoms sale
- Decreased revenue due to the lower renewal pricing following the end of legacy contracts on the main DTT multiplexes, UK Direct-to-Home (UKDTH) and managed broadcast service products
- Continuing the delivery of the core smart energy metering contracts across the North of England and Scotland with fully rolled out network coverage of 99.5% and incremental change requests
- Increase in revenue from the continued ramp up of activity on smart water metering networks and increased water device sales.

<sup>2</sup> TSA refers to revenue for Transition Services Agreement following the sale of the Telecoms business

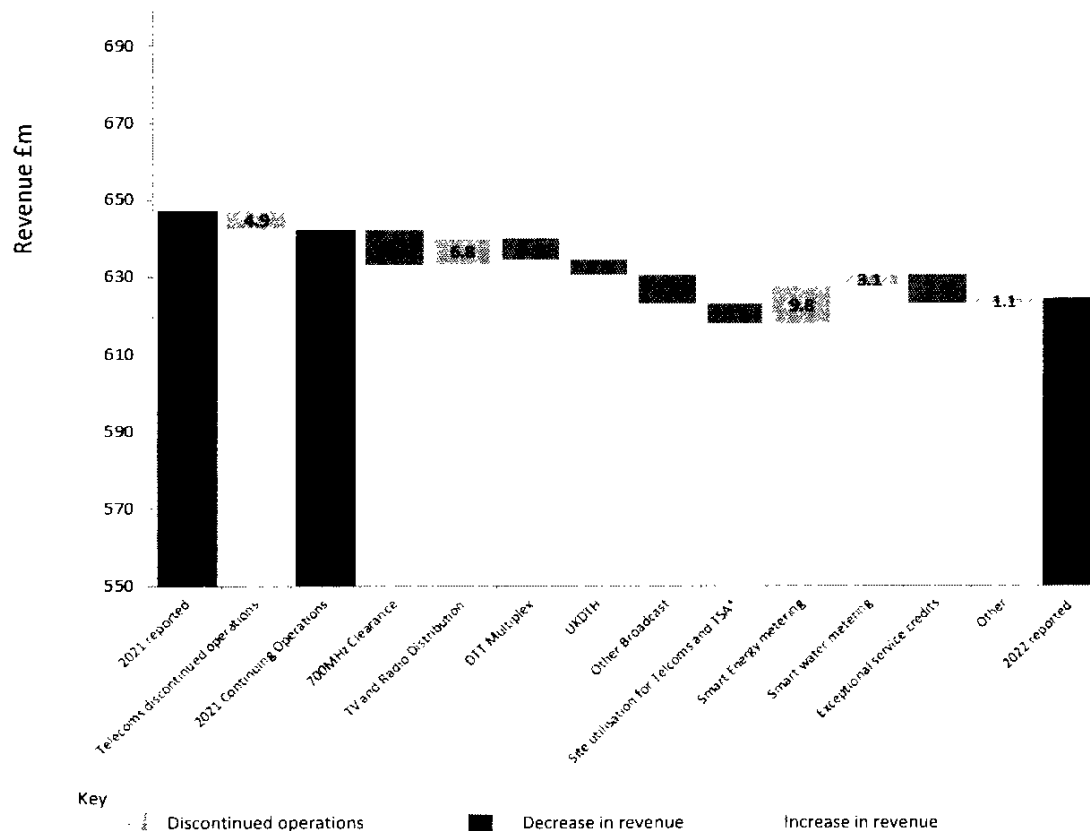
**Arqiva Group Limited (05254001)**  
Annual Report and Financial Statements – Year Ended 30 June 2022



Revenue and EBITDA for Group's site share products arising post the sale of the Telecoms business are now reported for the Group within the Smart Utilities Networks due to a change in how they are presented internally. Comparative figures for the prior year including orderbook figures have been represented to reflect this change in reporting.

**Key influences on revenue**

Group revenue has decreased 3.6% in total and 2.8% from continuing operations. The following waterfall chart demonstrates the movement in revenue year on year. This reflects the expected wind down from discontinued operations, and completion of activities on the 700MHz clearance programme and TSAs as well as the impact of market pricing pressures offset by growth in core contracts.





### Key Influences on EBITDA

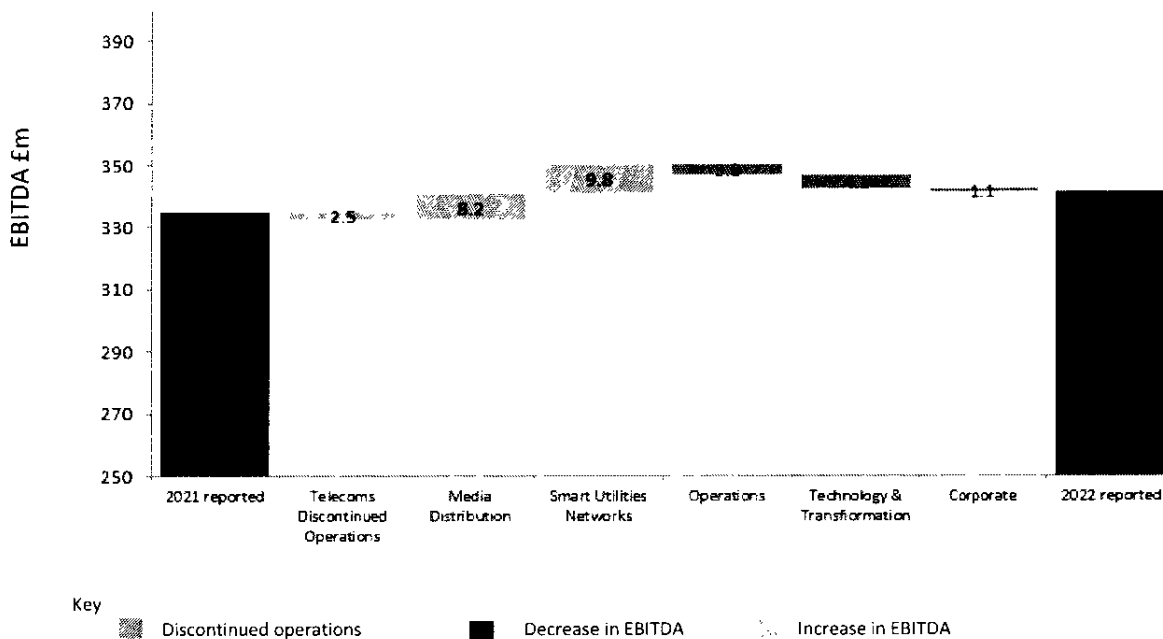
The following waterfall chart demonstrates the year on year impact of total EBITDA for the Group reflecting the key financial factors:

#### Commercial:

- Media and Broadcast: Cost savings across staff costs and satellite capacity on transponders have improved margin despite lower revenues from activity on 700MHz clearance programmes, pricing pressures and utilisation on the main DTT multiplexes
- Smart Utilities Networks: Increased activity across both energy metering and ramp up of water metering device sales
- Discontinued operations: Sale of the Telecoms business, completed in the prior year

#### Other functions:

- Increased costs and recoveries due to changes in the nature of projects being worked on by the teams
- Further increases driven by consultancy and software systems and network portfolio support.



## Chairman's Introduction

### Overview

The Arqiva Group has continued to deliver strong performance, despite ongoing global challenges including from the Covid 19 pandemic, conflict between Russia and Ukraine and associated impacts on the global economy and inflationary environment.

During this time Arqiva has maintained its focus to deliver key strategic priorities with the completion of Transitional Service Agreements associated with the sale of the Telecoms business in the prior year, completion of the 700 MHz Clearance programme, delivery of our systems transformation programme and embedding our new business structure.

On behalf of the Board, I would like to thank all of our people for their continued dedication and hard work in the provision of our services.

### Change in Chief Executive Officer

On 1 June 2022, Shuja Khan was appointed as Arqiva's Chief Executive Officer. Shuja joined Arqiva in January 2020 as Chief Commercial Officer, responsible for our revenue generating activities across all business areas including strategy, customer experience and regulatory affairs. In this role, he played an integral part in establishing the new strategic direction for the business with the creation of the Vision 2031 strategic agenda, strengthening relationships with our key customers and product portfolio and evolving the design and development of our operating model. He brings with him to this new role 20 years of leadership experience in the technology, media and communications sector. Prior to joining Arqiva he was Chief Commercial Officer for Cable & Wireless and has also held a number of leadership positions at both Virgin Media and Liberty Global Europe.

Shuja succeeds Paul Donovan who has been CEO since April 2020. During his tenure, Paul has had a significant impact on the business overseeing the shift to the new operating model and evolving our purpose and strategy for a sustainable future. I would like to thank him for his leadership, foresight and dedication. On stepping down from this role, Paul has returned as a Non-Executive Director on the Board of Directors for the Group.

### Change in Shareholder

In June 2022 we announced that Digital 9 Infrastructure has agreed to purchase Canada Pension Plan Investment Board's (CPPIB) entire 48% stake in Arqiva. Digital 9 Infrastructure is a dedicated infrastructure investor, headquartered in the UK and with significant experience in the infrastructure industry. We anticipate that the deal will be completed later in this calendar year. At that point the representatives from CPPIB appointed to the Board of Directors will be replaced by representatives from Digital 9 Infrastructure. This will not change the day-to-day operations of our business. Our strategy is set and remains to be the focus of our operations.

### Business Structure

Arqiva is continuing to adapt and change. Following significant restructuring in the previous year the Group has this year embedded its new integrated functional business model focusing on commercial and operational growth opportunities and how the business can remain sustainable as we deliver our Vision 2031 strategy.

Arqiva is continuing to look for ways to simplify and evolve its processes in order to support our evolving markets and develop the business sustainably for future growth.

## **Outlook**

In markets that are ever-changing, with how content is consumed and the opportunities that machine-to-machine networks bring in enabling utilities companies to meet their sustainability targets, this is an important time for Arqiva. As a business we look to build on the strong foundations that we have set and embark on a new period of growth whilst also simplifying our operations.

**Mike Parton**

Chairman

September 2022

## Strategic Report

Page

Chief Executive's Statement .....	12
<b>Business review</b>	
Business Overview .....	14
Business Model .....	16
Strategic Overview .....	19
Business Update .....	22
<b>Performance review</b>	
Financial Review .....	26
Key Performance Indicators .....	33
<b>Business sustainability</b>	
Corporate Responsibility .....	35
Corporate Governance Statement .....	40
Modern Slavery Act: Slavery and Human Trafficking Statement .....	42

## Chief Executive's Statement

I am delighted to have taken on the role of CEO at this time. Arqiva is at a pivotal point, part way through a strategic transformation which will put the business on a firm foundation creating greater agility to respond to and benefit from market changes. The last 12 months has already demonstrated the business' strength and resilience despite tough market conditions. It is a great time to lead a business that has strong fundamentals, as well as an exciting future with new product innovation and growth opportunities. My focus in the coming years is to pursue our long-term strategic ambition, strengthen our culture and ensure Arqiva continues on its journey to be a great place to work.

### Strategy

Last year, we launched Vision 2031, a blueprint for our long-term strategic direction. This focuses on four key strategic ambitions which will ensure the business will deliver on sustained profitability growth through both market and product diversification. The execution of this is enabled by the strengthening of our culture; engaging and empowering our people; using technology to transition to a more data-orientated company; investing in compelling products and building partnership to access new and growing markets.

More information on our strategy can be found on page 19.

### Embedding our Operating Model

This has been the first full year of our new operating model. We have moved away from the traditional product-based business units and adopted a functional model to best serve our customers. By aligning the commercial operations to our core market facing segments of Media and Broadcast and Smart Utilities Networks, and then centralising our product, technology and operational capabilities we can be more nimble as markets and customer needs change. It also means we can more efficiently invest in technology and multi-skill our people across the enterprise including support functions.

In 2018, we initiated a four-year programme of digital transformation which encompassed replacement of our core finance and HR, service operations, asset management and data management systems. The benefits were clear to see when the majority of our people switched to working remotely in response to the COVID-19 lockdowns and still maintained the high operational performance levels required. Moving forward we are establishing three new roles to the Executive Committee: 'Chief Simplification Officer' responsible for harnessing the value of our transformation investment, establishing processes across the new operating model and overseeing all change and programme delivery activities; and two new Executive Director roles who will lead market growth and commercial engagement for Media and Broadcast and Smart Utilities Networks respectively.

### 2022 Performance

2022 has seen us face many challenges across the business. Coming out of repeated COVID-19 lockdowns, changing market landscapes, economic uncertainty and the prospect of the highest inflation in more than a generation. But we also faced one of the most challenging events in our history with the fire at Bilsdale.

Total revenue for the business decreased by 3.6%. Our TV and radio broadcast products have continued to remain strong and resilient along with increases across our Utilities products as we ramp up our water contracts. We have however seen revenues reduced from the one-off 700 Mhz programme now largely delivered and completion of the Transitional Service Agreements relating to the sale of the Telecoms business to Cellnex. We also continue to see the impact of pricing pressures across our DTT and Managed Networks product areas. Tight cost control has mitigated this resulting in EBITDA growth of 1.9%.

### Bilsdale

On 10 August 2021, a fire broke out at our Bilsdale transmitter mast. An estimated 80% of the c.600,000 households in the area had some reliance on the TV and radio services originating from that mast. This event had a large impact on the local community and highlighted the importance of terrestrial services when they are unexpectedly taken away. Supporting the community and returning coverages has been a key priority for us since then. Our service recovery plans and procedures were immediately enacted and to date more than 99%

of impacted households have had their TV coverage restored using alternative and temporary masts. Alongside this we also provided substantial support to those affected which included a call centre, funding for alternative means of TV reception, in-home engineer support and working with local charitable organisations with targeted help for the most vulnerable.

Through the year we concurrently worked on the restoration of the permanent mast which is a substantial endeavour given access challenges with the location being more than 1,000 feet above sea level on the North York Moors. The tower, when constructed, will be 9<sup>th</sup> tallest structure in the UK. Our focus is on rebuilding this as quickly as possible but with the safety of everyone involved being of paramount importance.

As previously reported, our insurers have concluded their investigations. Precise findings have not been shared and we are unable to comment in detail on these findings while the claims process is ongoing.

### **Sustainability**

Growing our business but at the same time caring about our environment and society are not conflicting goals for us. However, this requires a concerted effort with clear goals. We are in the early part of this journey and to this end we have launched our sustainability roadmap. These goals will drive how we operate as well as how we can also support our customers to fulfil their ambitions in this area. We aim to:

1. Become a Net Zero Organisation by 2040, with an interim target of reaching net zero across our Scope 1 and Scope 2 emissions by 2031
2. Positively enhance the environments we operate in
3. Optimise the use of natural resources wherever possible

More information on our sustainability can be found on page 21.

### **Industry Outlook**

In June 2022 we launched a brand-new campaign: Broadcast 2040+. This was based on fresh research from Ipsos which showed compelling support for broadcast services across Great Britain, 90% of people wanting to see continued political support for Digital Terrestrial TV and broadcast radio. This important campaign endeavours to emphasise the criticality of terrestrial TV and radio to our societies. For all the new ways of watching content like streaming, broadcast TV and radio remain the backbone for many – providing universal access to high quality content without the need for a superfast broadband connection or monthly subscription cost. This has never been more important given the cost-of-living challenges that many will be facing in the coming years.

Arqiva is launching the Broadcast 2040+ campaign in coalition with organisations including Age UK, Silver Voices, the Rural Services Networks and the Voice of the Listener and Viewer with the aim of engaging with decision makers, including Government, Ofcom and other key stakeholders across the media sector to secure a commitment from Government that DTT and broadcast radio will be safeguarded to 2040 and beyond.

In the coming year, growth and simplification will be at the forefront of our priorities. Within an ever-shifting technology landscape we must continue to deliver seamless connectivity in our core services whilst developing new products to build on our networks and our reputation for excellent service. We are working with our customers and continue to evolve our understanding of their requirements as their market changes and they face new challenges. I am confident that we have set a compelling platform to develop a sustainable future for Arqiva.

Shuja Khan  
Chief Executive Officer  
September 2022

## Business Overview

### Enabling a switched-on world to flow

#### Who we are

At the heart of Media and Broadcast and Smart Utilities Networks in the UK and abroad, Arqiva provides critical data, network, and communications services.

#### What we do

Arqiva works in partnership with our customers, in the UK and around the world, building and operating the complex ecosystems and infrastructures through which data and content can move effectively, securely and sustainably at scale – whether that's through broadcasting and transmission services, or smart networks for energy and water.

Arqiva is the only national provider of terrestrial television and radio broadcasting and provides machine-to-machine connectivity for smart metering within the utilities sector. Arqiva has invested significantly allowing it to develop its communications infrastructure and technology as markets evolve.

Arqiva earns network access and transmission service revenues from its customers, as well as fees for engineering services and new projects. Arqiva's services tend to be mission-critical for its customers, as well as providing the network coverage necessary for the fulfilment of the universal service obligations ('USOs') for terrestrial broadcast customers as set out in their operating licences from the UK government.

Whilst we have a small overseas presence, Arqiva's assets, operations and markets are predominantly within the UK and our business is driven from this region; therefore, we have minimal exposure to international markets and foreign exchange.

Arqiva has invested significantly into our capital infrastructure and has £1.3bn of property, plant, and equipment at 30 June 2022. We are financed through a mixture of equity and long-term debt, with an average maturity debt profile of over 4 years. The Group's senior debt has an investment grade (BBB+) rating from Standard and Poor's and BBB from Fitch. The Group's junior debt has a rating of B- from Fitch and B1 from Moody's.

<p><b>Attractive UK communications infrastructure market</b></p> <p>DTT (Freeview) is the most popular TV platform in the UK covering 98.5% of the population</p> <p>Smart networks deliver around 50 million data points every day</p>
<p><b>A market leader</b></p> <p>Sole provider of terrestrial television network access (Freeview)</p> <p>Owner of 2 of the 3 national commercial multiplexes</p> <p>Shareholder in, and operator for both commercial national DAB radio multiplexes and it is the service provider for the BBC national DAB radio multiplex</p>
<p><b>High barriers to entry</b></p> <p>Owner of critical national UK infrastructure that enables Public Service Broadcasters (PSB's) to meet their government mandated universal coverage obligations</p> <p>Significant investment would be required to replicate the infrastructure, including planning permissions to erect new masts</p> <p>Long established relationships with its customers spanning more than 80 years</p>

Since 1922, Arqiva has been enabling a switched-on world to flow.

We delivered the world's first TV broadcast for the BBC from the tower at London's Alexandra Palace in 1936.

We also developed satellite TV in the 1970's, Teletext, and launched the UK's national DAB radio and digital television networks in the 2000s.

There's no resting on our laurels though. We were the first company in Europe to trial 5G fixed wireless access technology in 2017, and we are currently working with our broadcast partners to develop new ways to reach *their viewers and listeners via the Cloud*.

We have also moved into new sectors, like Utilities. We won our first contract to deliver gas and electricity metering in the north of England and Scotland in 2013, and followed that in 2015 with a partnership with Thames Water to set up and run the world's largest smart water metering network. More recently we have launched our dual band communications device for further improved connection capabilities for gas and electricity metering and our smart water metering network has now connected more than 1 million meters in total.

The Group's technology and infrastructure, combined with our history and experience, enable us to work with *everyone from major broadcasters (such as the BBC, ITV, Sky, Turner and Canal+) to independent radio groups* and utility companies (such as Thames Water and Anglian Water) to the Data Communications Company (DCC).

In 2022 we launched Arqade, a cloud-based channel and live event interchange as well as our Hybrid Connectivity service, a suite of managed connectivity solutions designed to support the network monitoring and control needs of utility companies.



## **Business model**

In today's ever-evolving world, the demand for information, content and entertainment is greater than ever. We all want to be connected 24/7. This is the challenge that our media and broadcast customers are facing, delivering more content on more devices than ever before.

At Arqiva we are enablers, applying our knowledge and expertise to technologies in order to unlock new opportunities for our customers. We work in partnership, building and operating the infrastructure through which data and content can flow effectively, securely, and sustainably.

Arqiva seeks to maximise shareholder value by investing in our considerable site portfolio to not just maintain reliability, but also to maximise its potential. Our infrastructure and commercial operations cover the following key sectors:

- Media and Broadcast
- Smart Utilities Networks

### **COMMERCIAL**

Our commercial function incorporates our customer facing business deriving revenues from a variety of products across the Media and Broadcast and Utilities industries.

#### **Media and Broadcast**

The UK's only supplier of national terrestrial television and radio broadcasting services

Our DTT network allows more than 24 million households a means to access TV

Our radio infrastructure supports a range of services across the UK with over 300 stations on DAB and over 460 stations across FM, AM, and MW

Media and Broadcast services remain incredibly important for viewers and listeners in the UK. Even as viewing habits change, Ofcom reports 85% of people continue to watch broadcast content every week. 9 out of 10 UK adults listen to over 20 hours of radio each week.

In an intensely competitive world, large media companies are increasingly focused on monetising content that is distributed multi-market, multi-platform and multi-device. This means increased complexity in reaching their audiences, whilst also trying to reduce costs. To achieve a truly global reach, a shift of focus is needed to IP-based delivery through the cloud and we are well positioned as the UK media hub to do this.

#### Media and Broadcast at Arqiva

From the earliest days of radio and television, through the birth of digital broadcasting to the emergence of video over the internet, Arqiva has been at the heart of the industry for nearly 100 years, trusted by broadcast and media brands across the globe. Now, in today's ever-evolving world, that experience combines with a proven portfolio of broadcast infrastructure, end-to-end networks, next generation media processing and connectivity solutions to help our customers innovate, compete and grow.

The Media and Broadcast infrastructure includes sites for the transmission of terrestrial TV and radio, operates the Group's licensed multiplexes, owns and operates teleports at key locations in the UK, as well as international terrestrial fibre distribution network, media facilities, leased satellite capacity, cloud based services and delivers related engineering projects.

The Group utilises a network of 1,150 TV sites to carry Freeview into circa 24 million households every day, making it the UK's most popular TV platform. Arqiva's critical national infrastructure provides coverage to 98.5%

of the UK's population. Within the sector, Arqiva holds a regulated position as the sole provider of network access for terrestrial television broadcasting.

Arqiva is a market leader in commercial DTT spectrum, owning the licences for two of the three main national commercial DTT multiplexes, enabling leading broadcasters such as Sky, UKTV, CBS and Turner to deliver broadcasting content using our channel capacity.

Additionally, Arqiva operates c. 1,450 transmission sites for TV and radio, providing coverage to the circa 90% of the UK population that listen to the radio. Arqiva is a shareholder in, and operator for both commercial national DAB radio multiplexes and it is the service provider for the BBC national DAB radio multiplex.

The Group is also the UK's leading independent owner and operator of teleports and media management facilities, serving many of the world's largest multi-channel broadcast as well as providing data connectivity to the utilities and natural resources sectors.

Arqiva manages the distribution of more than 1,100 international TV channels for high profile customers including Al Jazeera, Discovery, BT Sport, Sky, NBCU, Sony and Turner including coverage of high-profile sporting events. Arqiva's operation of reliable and secure VSAT (Very Small Aperture Terminal) communications networks across the globe utilises a world class satellite and fibre network, providing real-time critical communications to remote locations. Arqiva uses our expertise and experience to enable us to keep pace with rapidly changing dynamics and technology advancements, thereby underpinning the longevity and success of the product base. Arqiva's satellite network delivers content to the UK's major Direct-to-Home (DTH) platforms including Sky and Freesat as well as delivering Video-on-Demand (VoD) services for global media distribution to both Apple TV and Amazon Prime. We have also engaged with the Low Earth Orbit satellite sector providing earth station gateway services.

Media and Broadcast contributes significant and stable cash flows to the Group with a long-term contracted, substantially RPI-linked order book of £2.8bn (2021: £2.9bn represented<sup>3</sup>) which includes major contracts running as far as 2035.

### **Smart Utilities Networks**

*Exclusive metering connectivity provider to electricity and gas companies in the North of England and Scotland*

*Provider of metering monitoring systems to help reduce water wastage and supporting on sustainability*

Ambitious environmental and sustainability agendas from regulators are driving change across utility sectors, providing huge opportunities for growth. Today less than 10% of UK premises have a smart water meter, and less than 30% have a smart energy meter. With 20% of water lost through leaks, our water customers are focused on reducing them, and eliminating pollution caused by sewer flooding. Smart meters are providing an opportunity to meet sustainability targets through reducing the UK's overall greenhouse gas emissions, including up to 0.5% from smart water meters on their own.

#### Smart Utilities Networks at Arqiva

*Digital technology means that we can now get a much better handle on how much gas, electricity and water we all consume. That's the first step in using less of it, something we all have to do if we're going to live sustainably on the planet. Arqiva works across the utilities sector to make this happen. Through our efforts, energy and water grids and meters are getting smarter, meaning more control, and less wastage.*

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<sup>3</sup> Revenue and EBITDA for Group's site share products arising post the sale of the Telecoms business are now reported for the Group within the Smart Utilities Networks due to a change in how they are presented internally. Comparative figures for the prior year including orderbook figures have been represented to reflect this change in reporting.

*For energy and mobility companies, satellite operators, military organisations and telecoms providers, secure networks are vital when working in locations that are remote or hostile – guaranteeing that communications always get through. Which is what you get when you use our global satellite, teleport and fibre networks. With coverage that spans the globe, we build customised end-to-end solutions that offer 99.99% reliability.*

Arqiva generates revenues with respect to the build and operation of the smart ‘machine-to-machine’ networks and other data transmission services applications. With a continuing focus on innovation and market opportunities, Arqiva is embracing the fast-developing machine-to-machine sector, particularly for utilities, for which we utilise our Flex-net network across our smart metering contracts. The Group has invested in building machine-to-machine (M2M) networks, which support major energy metering contracts spanning 15 years and covering more than 10 million premises, and water metering contracts which will cover 3 million homes.

Arqiva has invested substantially in infrastructure as a result of these contracts which now result in recurring cash flows during the long-term operational phases of the network delivery. The utilities business remains a key part of the Arqiva business and is a key strategic priority for growth with potential to become the UK's leading smart utilities platform. In this area we are supporting our customers in being able to achieve their net zero carbon sustainability agendas.

Utilities revenues also include site share revenues relating to the utilisation of broadcast sites for telecommunications equipment and transitional services provided following the sale of the telecoms business to Cellnex.

The smart utilities network products has an order book of £0.6bn (2021: £0.8bn restated<sup>4</sup>), with contracts running as far as 2050.

## **OPERATIONS**

Responsible for the efficient operation and maintenance of all Arqiva sites, the Operations function provides in-life support for our media and broadcast, utilities, and internal IT systems to ensure they are delivering to our customers’ requirements.

Our field engineering services help to deliver corrective maintenance, preventative maintenance and projects works across our broadcast and utilities transmission systems, antennas, structures and satellite/links infrastructure. Additionally, the operations function provides management of inventory and logistics, changes, configuration and sites and structures as well as cyber security, disaster recovery and network operations.

The Operations function is a non-revenue generating area and incurs costs in the provision of these management and support services.

## **TECHNOLOGY AND TRANSFORMATION**

Our technology and transformation function operates across the business comprising engineering, product management, product marketing, information security, data and insight and transformation. The Group’s transformation programme is expected to complete in the 2022 calendar year.

## **CORPORATE**

Corporate functions at Arqiva comprise Finance, Procurement, Strategy & Regulatory, Legal and People and Culture providing support services across the business.

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<sup>4</sup> Revenue and EBITDA for Group’s site share products arising post the sale of the Telecoms business are now reported for the Group within the Smart Utilities Networks due to a change in how they are presented internally. Comparative figures for the prior year including orderbook figures have been represented to reflect this change in reporting. Orderbook is stated before RPI inflation, the prior year has also been restated to remove £0.4bn of contract RPI indexation incorrectly included.

Strategic Overview

PURPOSE

# Enabling a switched-on world to flow

AMBITIONS



Undisputed leader  
in UK TV and radio  
broadcast

Transition global  
media to cloud  
solutions

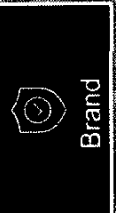
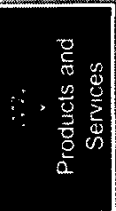
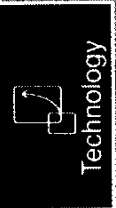
UK's leading smart  
utilities platform

Innovator of scalable  
solutions for new  
connectivity sectors

STRATEGIC  
FOCUS



ENABLERS



arqiva

**Vision 2031 is our strategic focus. This encompasses four key strategic ambitions to guide the business to achieve our purpose. Our priorities in how we aim to achieve these ambitions are set out below:**

**To be the undisputed leader in UK TV and radio broadcast**

- Deliver sustainable TV and Radio broadcast, protecting and focusing on customer and operational excellence and managing capacity and margins to maximise revenues, ensuring that the value we bring to society is understood;
- Leverage our scale and the cloud, enabling industry efficiency by supporting our customers to move to more cost-efficient and increasingly flexible models;
- Expand services and drive renewals delivering greater value by selling across our portfolio of services, creating long term partnerships while also developing value-added services in new areas

**To transition global media to cloud based solutions**

- Scaling IP and cloud-based services; investing in building broadcast quality cloud processing and extending our footprint in live and events content
- Becoming the go-to choice for our partners in cloud distribution so they can better manage their global content flows across all formats
- Growing multiplex service, using our infrastructure to provide virtual, cost-effective, and scalable services to TV cable operators outside of the UK

**To be the UK's leading smart utilities platform provider**

- Leading in connecting UK smart meters, maintaining market leadership, and scaling our operations to drive and accelerate the roll-out of domestic smart meters
- Broadening our product offering, developing new value-added data-driven services in monitoring and control, that reduce energy use, water wastage and pollution
- Diversifying through forging partnerships and widening technology choice, to deliver new hybrid connectivity solutions and real time network monitoring

**To be an innovator of scalable solutions for new connectivity sectors**

- Working with partners, building new solutions for new and emerging sectors that have growing and more complex connectivity needs including those that make the most of our infrastructure, spectrum, and satellite expertise

**Progress in 2022**

Vision 2031 was launched by the Group in the prior year. Over the course of the last 12 months our focus has been on transforming the business.

Driving our cultural transformation to build a culture that enables high performance, high engagement, innovation and agility. In the year we have launched the following cultural goals for the business:

1. Accountability - being accountable for the promises we make
2. One Arqiva – working together as one team
3. Curiosity – striving to look at things differently to discover a better way

We have embedded our new integrated organisation and operating model focusing on the functions of the business of commercial, operations, technology & transformation and corporate. Our model is continuing to evolve to meet our goals.

Optimisation of our new technology systems has continued with progress on our transformation programme including new system launches for our digital enterprise platform. Our transformation programme is now coming to an end as we move on to looking at how we can continue to simplify our processes.

## Sustainability Strategy

As part of our drive for sustainability, Arqiva has this year launched three strategic goals to mitigate our impact and support our environment and social agenda:

### **Goal 1: To become a Net Zero Organisation by 2040, with an interim target of reaching net zero across our Scope 1 and Scope 2 emissions by 2031**

- Transitioning our carbon-based emissions sources to more sustainable alternatives e.g. implementing more energy efficient transmission equipment and replacing fleet vehicles with sustainable options such as electric vehicles
- Working with our supply chain to help them realise their sustainable ambitions and decarbonise their operations

### **Goal 2: To positively enhance the environments we operate in**

- Looking at opportunities across all our sites to improve habitats for flora and fauna to thrive and increase biodiversity
- Identifying how we can reduce demand for electricity through new technologies and insulation of our buildings
- Providing transparency to our customers, allowing them to understand the carbon footprints associated with our products and services ensuring they can make informed decisions when using our networks.

### **Goal 3: To optimise the use of natural resources**

- Understanding and monitoring our water use and looking at ways to reduce our consumption. Reducing the water we use will also reduce the energy consumed through processing and treatment of wastewater.
- Understanding what waste we produce and how we can reduce this, including finding efficiencies in our asset maintenance schedules e.g. reducing the number of times we swap out used consumables or procuring technologies that can be easily repaired or repurposed at their end of life.
- Developing water products to assist our water customers with their sustainability agendas and UK water leakage targets

## Business Update

The Group's contracted order book value for continuing operations at 30 June 2022 was £3.4bn (2021: £3.7bn). A significant proportion of the value of this order book relates to medium to long-term contracts which includes DTT and radio transmission and smart energy and water metering, as well as other infrastructure services. The Group remains focused on growth opportunities in targeted core infrastructure areas.

### **Media and Broadcast**

#### **DTT Multiplexes**

During the year Arqiva's DTT mux licences were extended to 2034, securing a stable future for the platform, and the interim COM7 closed at the end of the trading year as planned. The closure of COM7 has created opportunity as channels move to the national COM5 and 6 multiplexes included in the sales pipeline for FY23 as we target full platform capacity utilisation.

The year saw some challenges for Digital Platforms, with sanctions leading to the early cessation and non-renewal of the RT channel and Ideal Shopping (IS) being liquidated by its private equity owners. However, platform utilisation has reached full capacity at 100%, with a new agreement negotiated with Ideal World, who bought the IS assets, new contracts signed with UKTV for Drama +1, That's TV and launch of a new channel EarthX. Renewals were also agreed with Narrative, PBS and Gems.

#### **Radio**

The Department for Culture, Media and Sport (DCMS) has passed legislation to renew two National commercial DAB multiplexes; Digital One (Arqiva 100% ownership) and Sound Digital (Arqiva has 40% ownership) to December 2035. This underpins the growing importance of DAB radio and secures a stable future for the platform over the next decade and beyond.

Arqiva completed a successful auction in the last quarter on the SDL national commercial radio multiplex securing service providers for the last remaining channels on the multiplex.

Analogue re-engineering programs continue and various smaller projects have been signed off in the year for a number of purposes, distribution changes, small scale DAB network access offers, site moves and more. The indication from government and the market is that FM services will continue into the 2030's, therefore there is still movement on the platform and legacy equipment continues to be replaced as we move through renewals.

#### **Direct to Home (DTH)**

A key renewal with Narrative (formerly Sony Pictures Television) was secured for over 80% of a single transponder during the last quarter of the year, protecting future revenues. In June 2022, as planned, Arqiva returned a transponder to Eutelsat to optimise its satellite real estate and better manage the cost of supply vs market demand representing material cost savings over the next few years. There continues to be a good pipeline for new channel launches from the international sector with a number in negotiation for launch in the coming months.

#### **Government (DCMS) updates**

In June 2022, Arqiva launched the 'Broadcast 2040+' campaign alongside a coalition of partners including Age UK, Silver Voices, the Rural Services Network, and the Voice of the Listener & Viewer to secure a long-term commitment from the Government to the future of broadcast services. The campaign provides a channel to collaborate with partners on upcoming policy developments. The campaign is backed by consumer research from Ipsos into the views of Great Britain on the importance of broadcast services which highlighted the value placed on DTT and broadcast radio services, with 90% of people wanting to see continued support for these services.

The Government confirmed that it would pursue the privatisation and sale of Channel 4. Arqiva provides a range of services to Channel 4 including: transmission through the DTT multiplex licence holder D34 (which is 50% owned by Channel 4); DTH satellite services; and as carriage provider for some of its channels on the Arqiva DTT multiplexes. The long-term contract with D34, that runs into the 2030s, combined with Channel 4's continued reliance of the DTT platform for viewers and advertising income, means that we do not expect Channel 4's sale to have any immediate implications for Arqiva should the Government pursue this action.

The Government had also announced its intention to review the licence fee funding model for the BBC. The Committee has since released its report, which highlighted the ongoing relevance of DTT over at least the next decade. The Committee did not propose a specific funding model but ruled out the BBC being funded solely through a subscription model and highlighted alternatives that would be less regressive than the current flat fee licence approach paid by all households.

#### **Low Earth Orbit Market**

Arqiva continues to develop opportunities in the Low Earth Orbit market by establishing connections to multiple satellites; the technology can for example provide satellite broadband anywhere in the world. Key players in this sector are SpaceX, Project Kuiper and UK Government investment in OneWeb plus established satellite operators such as Telesat and ViaSat. The Group has two customers secured at the reporting date.

#### **700MHz Clearance**

The main substantive works on the 700MHz Clearance project completed in August 2020. Final project completion activities continued until October 2021 with principal site works remaining being the removal of the temporary mast at Emley Moor.

#### **Smart Utilities Networks**

##### **Anglian Water**

Following the award of the Anglian Water contract in June 2020, the Group rolled out over 367,000 meters by 30 June 2022 out of the overall 789,000 targeted by 2025 across 24 planning zones including Norwich, Lincoln, Northampton and Peterborough, among others. Arqiva continues to rollout the network for Anglian Water albeit the pace has slowed due to global supply chain constraints which is restricting the number of meters available.

##### **Thames Water**

Since April 2015, Arqiva has delivered a smart metering network for Thames Water and as at 30 June 2022, over 780,000 meters have been installed, with in excess of 18 million meter readings being delivered per day. It is the largest smart water metering network in the UK and has high coverage across the Thames Water London region. Arqiva continues to add a number of network sites outside London, which included recently Chiddingfold and Guildford, with Dartford currently in design for delivery later this calendar year. In December 2021, the contract was extended for further 10 years to 2031. Arqiva continues to rollout the network for Thames Water albeit the pace has slowed due to global supply chain constraints.

Despite Thames Water initial intent to conduct a full procurement for Thames Valley they have now asked us to proceed with 11 site installations to enable a deployment of approx. 25,000 meters this year and around 108,000 by 2025. This places us in a strong position for the remainder of the Thames Valley rollout.

##### **Northumbrian Water**

Arqiva has been selected by Northumbrian Water Group to deliver an initial roll-out of a smart metering network in Essex, where it operates as Essex & Suffolk Water. This initial contract of 5 years and 11,000 meters has now been extended to cover over 28,000 meters and for 15 years of service with 2 new sites. The trial will be followed with a formal procurement process later this year for c. 270,000 meters to allow Northumbrian to meet their commitments in the current regulatory period.

##### **UK Power Networks**

Arqiva has commenced the BGAN product rollout for the UK Power Networks for its network monitoring with over 650 units delivered by 30 June 2022 out of the total orders of 5,000. Further orders are expected later this calendar year.

##### **Other Smart Water Metering Trials**

In the Midlands, Arqiva has been participating in a multi-vendor, multi-technology smart water metering evaluation trial with a major water company. Over this period, we have again proven the excellent performance of our technology and managed service. We are extending and expanding the trial for a further 12 months and 1,900 meters, on an exclusive basis, enabling the water company to evaluate fully the benefits and establish a business case for a future full smart metering roll-out. Orders have been received for the trial extension and meters have now been deployed.



We have recently agreed an approach for a new trial with a southern based water company to assist in evaluating the data produced by our smart metering solution and identifying the resulting operational and financial benefits. This will take the form of a small deployment of circa 400 meters.

Arqiva is also participating in an RFI launched by Southern Water in January 2022 for 1.2 million meters. We expect the next phase to launch in the autumn of 2022.

#### **Smart energy metering rollout**

The Group's smart metering communication network in the North of England and Scotland continues to cover 99.5% of premises. There are currently over 2 million communications hubs operating on the network representing 20% of the total UK communication hub installations. Whilst there has been an impact to communications hub deliveries, owing to global component shortages, energy companies do have a level of pre-existing stock and Arqiva continues to work with Smart DCC Ltd (DCC) to mitigate the supply risk. The DCC continues to submit change requests that reflect new industry requirements and Arqiva maintains a strong pipeline. Arqiva's relationship with DCC remains strong and has been formally rated by DCC as "green" over the past two months.

Adverse energy trading conditions have resulted in a number of energy companies ceasing business with their customers and obligations being taken up by other suppliers under a pre-existing process operated by Ofgem for such eventualities. Arqiva currently envisages no impact to the smart meter rollout programme now governed by rollout obligations set by Ofgem.

#### **New proof of concepts**

Arqiva has engaged with utility customers and industry suppliers as it seeks to expand its presence in the smart utilities industry. The Hybrid Connectivity Proof of Concept (PoC) with SGN has completed following which they have launched their 'Strategic Connectivity' procurement exercise to which Arqiva will formally respond in the coming weeks.

Our Leakage as a Service PoC has been well received and we are now engaged in a programme of work with Thames Water to train and verify their Artificial Intelligence model. Northumbrian Water have shown further interest and requested a proposal from Arqiva for an Analytics Prototype Deployment to augment their current capability. There are two further water companies that have agreed an initial evaluation period. Finally, our Sewer Level Monitoring PoC trial has commenced with Anglian Water with 9 sites deployed and initial feedback citing that performance has far exceeded anything previously seen.

#### **Corporate Update**

##### **New CEO**

On 10 May 2022, Arqiva announced that Shuja Khan would replace Paul Donovan as a Chief Executive Officer from 1 June 2022. Shuja was appointed as Chief Commercial Officer at Arqiva in January 2020 and has been central to the creation of our strategy, Vision 2031, and the development of the current operating model, as well as evolving and strengthening relationships with our key customers.

Shuja brings more than 20 years of leadership experience in the technology, media and communication sector and his industry background and demonstrable management and leadership strength will be invaluable for the next phase of Arqiva's evolution as we concentrate our focus on ensuring Arqiva is a long-term sustainable business providing the best possible partnership to our customers as well as on simplifying our business.

Paul Donovan was appointed to the Board as Non-Executive Director on 1 July 2022.

### **Management Changes**

In order to take the business forward, three new Executive Committee roles have been created to help the business focus on growth and simplification. Vivian Leinster has moved from her existing role as Chief People Officer to become Chief Simplification Officer, while Peter Baker and Chris Alner were appointed as interim Executive Directors for Smart Utilities Networks and Media & Broadcast respectively. A new Chief People Officer will be appointed to replace Vivian Leinster.

### **Bilsdale Tower Fire**

Following the fire at our Bilsdale mast site in August 2021, our efforts have been focused on restoring coverage as quickly as possible, as well as to offer advice and practical support for our most vulnerable viewers through providing access to a call centre. Arqiva has now been able to restore Freeview TV services to around 99% of impacted households.

Construction of the permanent replacement tower is well under way. It normally takes around two years to complete such a substantial construction, but we are targeting Spring of 2023.

Arqiva has been informed that its insurers have now concluded their investigations. Precise findings have not been shared and Arqiva is unable to comment in detail on these findings while the claims process is ongoing. Arqiva intends to provide a further update as soon as it is permitted to do so.

See page 28 for further information on the financial impacts of the fire.

### **Sale of telecoms business**

Following the sale of the Telecoms business to Cellnex in July 2020, Arqiva has been supporting Cellnex's UK business via Transitional Services Agreements (TSA) and as planned all TSAs have now completed by the end of 2021, moving into a business as usual relationship under the existing site share arrangements.

### **Transformation Programme update**

Throughout the year the Transformation Programme has delivered releases planned, providing the business with industry-leading applications and integration across our Site Management Platform (Siterra), Service Management (ServiceNow), and Financial Management (Oracle ERP) platforms. The programme is final stages and is expected to complete this autumn. This concluding release brings the entire broadcast operations onto the transformed platforms, completes all of the integrations across our core systems and opens up new digital ways to engage with our customers.

## Financial review

### Financial Performance

For the year ended 30 June 2022, revenue for the Group was £624.1m, a decrease of 3.6% from £647.2m in the prior year on a total reported basis. Revenue from continuing operations for the year of £624.1m a decrease of 2.8% year on year from £642.3m in 2021. With increases in core TV and radio products and utilities contracts the overall decrease year on year reflects natural reduction from projects as well as challenging conditions within the markets we operate.

Revenue by market area	Year ended 30 June 2022 £m	Year ended 30 June 2021 £m Represented*	Variance %
Media and Broadcast	466.3	493.5	(5.5)%
Smart Utilities Networks	157.8	148.8	6.0%
Total continuing operations	624.1	642.3	(2.8)%
Telecoms Discontinued operations	-	4.9	(100.0)%
Total Group	624.1	647.2	(3.6)%

\*Revenue and EBITDA for Group's site share products arising post the sale of the Telecoms business are now reported for the Group within the Smart Utilities Networks due to a change in how they are presented internally. Comparative figures for the prior year including revenue of £26.1m and EBITDA of £16.5m have been represented to reflect this change in reporting.

Further changes to EBITDA have also been made in the year due to the change in the Group's organisational structure, moving away from the traditional vertical business units and adopting an integrated functional operating model to better serve our customers. Consequently, during the current financial year to 30 June 2022, the financial results of the Group have been reported and presented on a functional basis. This includes the Commercial revenue generating function of the business which includes the customer facing segments of Media and Broadcast and Smart Utilities Networks, supported by Operations including maintenance and estates management, Technology and Transformation and Corporate including the Group's finance, legal and people and culture services. This reporting structure aligns to how the Group reports internally. The segmental EBITDA for the Group for the prior year has been represented to align to this new structure presentation.

#### Media and Broadcast

Total Media and Broadcast revenue has decreased 5.5% year on year to £466.3m from £493.5m (represented). Our core broadcast TV and radio distribution products have remained strong and stable during the year with inflationary increases due to RPI indexation on these long-term contracts.

These increases have however been offset by the expected natural reduction in revenue from the 700MHz Clearance programme with final activities on this multi-year engineering programme completed in the year. Further decreases have arisen due to the full year impact of terminations and pricing pressures from the prior year across the Group's UK DTH, managed media services and multiplex products. Following new channel launches towards the end of the prior year, utilisation has remained strong on the Group's main (DVB-T) multiplexes and was 97% at 30 June 2022.

A further £7.6m (£nil) of exceptional revenue has been deducted to give total revenue in the period of £624.1m (2021: £647.2m) in respect of service credits in relation to the Bilsdale fire. See note 7 of the financial statements for further information.

### *Smart Utilities Networks*

Revenue from Smart Utilities Networks has increased from £148.8m (represented) to £157.8m, a 6.0% increase year on year. This increase is due to the continued ramp up of revenues from water metering contracts in particular driven by device sales despite supply chain issues. There have been further increases to recurring revenues as a result of incremental smart energy metering change requests.

Smart revenue also includes site share revenues relating to the utilisation of broadcast sites for telecommunications equipment and transitional services provided following the sale of the telecoms business to Cellnex. Revenue in this area have decreased following the completion of TSAs.

Gross profit was £421.3m, representing an increase of 1.5% from £415.1m in the prior year. Gross profit from continuing operations increased by 2.2% year on year from £412.2m to £421.3m. Whilst revenue has decreased due to the reasons outlined above with corresponding decreases in related costs, margins have improved year on year as a result of further cost savings achieved by the Group. This includes satellite capacity savings and a reduction in billable labour costs due to headcount.

Other operating expenses from the total Group were £89.6m, up 11.7% from £80.2m in the prior year (continuing operations 2022: £89.6m; 2021: £79.8m). Despite lower staff costs due to lower headcount, the increase in operating expenses has been driven by increases in areas such as IT licences and maintenance due to new systems established as part of the Group's digital transformation, as well as professional and consultancy costs as the Group pursues its simplification journey.

EBITDA is a non-GAAP measure and refers to 'earnings before interest, tax, depreciation and amortisation' and includes add-backs for certain items charged to operating profit that are not considered to reflect the underlying performance of the business. A reconciliation of EBITDA to operating profit is presented on page 29.

EBITDA by market area	Year ended 30 June 2022 £m	Year ended 30 June 2021 £m Represented	Variance %
Commercial			
Media and Broadcast	343.1	334.7	2.5%
Smart Utilities Networks	67.2	57.4	17.1%
Total Commercial	410.3	392.1	4.6%
Operations	(25.3)	(21.4)	(18.2)%
Technology and Transformation	(28.5)	(24.4)	(16.8)%
Corporate	(15.1)	(13.9)	(8.6)%
Total Continuing Operations EBITDA	341.4	332.4	2.7%
Discontinued Operations	-	2.5	(100.0)%
Total Group EBITDA	341.4	334.9	1.9%

Total EBITDA was £341.4m, a 1.9% increase from the prior year of £334.9m and a 2.7% increase from continuing operations. Despite the decreases in revenue, EBITDA has increased due to changes in product mix and cost savings achieved.

Within the Media and Broadcast business, EBITDA has decreased by 2.5%, from £334.7m (represented) to £343.1m. Despite the decrease in revenue driven by the completion of the 700MHz clearance programme and pricing pressure on contract renewals, the Media and Broadcast products have benefitted from cost reductions leading to EBITDA increasing for the year. The cost savings include decreases in staff costs driven by a reduction in headcount as well as savings gained on satellite capacity costs.

EBITDA for the Group's Smart Utilities Networks business has increased from £57.4m (represented) to £67.2m, an increase of 17.1%. The increase is predominantly driven by the increases in revenue for both the ramp up of water metering contracts and incremental change requests on energy metering contracts. The margin for Smart Utilities is however impacted due to the increase in revenues from device sales which are a relatively lower margin product.

The new operational functional segment is a non-revenue generating segment responsible for the efficient operations and maintenance of all Arqiva services including field engineers, disaster recovery and network operations. EBITDA for the operations segment has decreased 18.2% due to an increase in costs from £21.4m to £25.3m. The increase is predominantly due to staff costs and recoveries due to changes in the nature of projects being worked on by the team as well as insurance costs that were included in the corporate segment in the comparative year.

EBITDA for the non-revenue generating Technology and Transformation function for the year was a loss of £28.5m, an increase in cost of 16.8% from a loss of £24.4m in the prior year. The increase in cost is mainly due to managed service and software costs related to the Group's digital enterprise platforms as we move to more cloud operated systems and consultancy project costs.

Corporate EBITDA represents costs for the support functions such as finance, strategy & regulatory, legal and HR services. EBITDA for this function has increased cost 8.6% from a loss of £13.9m to £15.1m year on year.

Depreciation has decreased by £10.1m total (2022: £158.4m; 2021: £168.5m). Amortisation has increased by £3.5m in total (2022: £13.2m; 2021: £9.7m). The collective decrease of depreciation and amortisation of 3.7% is driven by a reduction in accelerated depreciation from the prior year period, particularly in connection with assets replaced under the 700MHz clearance programme due to the lower activity following the completion of the programme. The decrease has been partially offset by an increase in accelerated amortisation on software assets that have been disposed of in the year as the Group's transformation programme progresses.

Exceptional operating expenses charged to operating profit were £19.6m, decreased from £25.6m in 2021. Exceptional costs in the current year predominantly relate to restoration costs arising from the Bilsdale fire, restructuring and severance costs as the Group embeds the changes in the organisational design and structure of the business as well as corporate finance costs from strategic shareholder activities. Exceptional operating expenses are excluded from EBITDA. A reconciliation of EBITDA to operating profit is presented on page 29.

The restoration costs of £10.0m incurred within exceptional operating expenses (2021: £nil) were associated with the Bilsdale transmitter following a fire which broke out on 10 August 2021. Engineers have been working on a recovery plan to reinstate services present on the site. The recovery plan included service recovery with works completed for the improvement of TV coverage from other local not-spot sites, as well as the erection of a temporary mast at the Bilsdale site. To date around 99% of impacted households have been returned to coverage. Further works to complete the enduring solution and re-build is ongoing with works started on the build of a new permanent mast. Management are still assessing the financial impact of the incident and the assets impacted. Costs recognised are those which have been incurred to date and can be reliably measured, and also include £7.6m of service credits deducted from revenue during the period. See note 7 to the financial statements for further disclosure on the full financial impacts incurred.

An exceptional loss on disposal assets has also been recognised in the income statement for £9.5m (2021: £nil). This loss relates to assets damaged due to the fire at the Bilsdale site that have been disposed of in the year.

Management are still assessing the financial impact of the incident and the assets damaged by the fire, and have engaged with the Group's insurers. Whilst the insurers have concluded their investigations, the precise findings have not been publicly shared. At this stage we cannot comment on the findings while the claims process is ongoing. A stage payment of £5.0m was received from the insurers in June 2022 which has been recognised as exceptional other income in the income statement.

Operating profit has increased 2.0% (2022: £143.2m; 2021: £140.4m) across the Group and 3.4% in relation to continuing operations (2022: £143.2m; 2021: £138.5m). Despite the decrease in revenues and exceptional costs

incurred as a result of the Bilsdale file, the increase in operating profit has been achieved by the cost savings across the business driven by headcount and satellite transponder savings as well as the reduction in depreciation as capital programmes progress.

A reconciliation between operating profit and EBITDA is presented below:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Operating profit	143.2	140.4
Exceptional items charged to operating profit	19.6	25.6
Exceptional revenue	7.6	-
Depreciation	158.4	168.5
Amortisation	13.2	9.7
Impairment	0.5	-
Exceptional loss on disposal of fixed assets	9.5	-
Loss on disposal of fixed assets	2.1	-
Other Income	(7.7)	(9.3)
Exceptional Other Income	(5.0)	-
<b>Total EBITDA</b>	<b>341.4</b>	<b>334.9</b>
<b>EBITDA from discontinued operations</b>	<b>-</b>	<b>2.5</b>
<b>EBITDA from continuing operations</b>	<b>341.4</b>	<b>332.4</b>

Finance costs (net of finance income) were £729.1m, an increase of 10.4% from £660.4m in 2021. This increase is predominantly driven by the compounding effect of interest of the outstanding shareholder loan note principal and accrued interest. This has been partially offset by a decrease in bank and other loan interest due to reduced principal amounts outstanding following repayments made on amortising debt instruments.

Other gains and losses for the year included £76.1m of losses (2021: £75.4m loss). Of this figure, £76.1m (2021: £11.1m loss) as a result of fair value movements of interest rate and index-linked swaps, principally attributable to changes in forward market rates and credit spreads. In the prior year, other gains and losses also recognised the £55.9m of break costs incurred attributable to the repayment of debt and related re-coupons of interest rate hedging derivatives and £7.6m exceptional loss on exit of swaps.

A one-off exceptional gain from profit on disposal of £1,038.3m was recognised in the prior year related to the disposal of the Group's Telecoms business in July 2020.

Loss before tax for the Group was £662.0m, a decrease from a profit of £442.9m in the prior year. From continuing operations, the loss before tax has increased from £597.2m in 2021 to £662.0m in the current year.

The loss before tax is reported after non-cash charges of £898.6m (2021: £756.9m) as shown below:

Reconciliation between loss/profit before tax and non-cash charges/(gains)	Year ended 30 June 2022 £m	Year ended 30 June 2021 £m
(Loss) / profit before tax	(662.0)	442.9
Depreciation	158.4	168.5
Amortisation	13.2	9.7
Impairment	0.5	-
Exceptional loss on disposal of fixed assets	9.5	-
Loss on disposal of fixed assets	2.1	-
Accrued interest on shareholder loan notes	602.7	529.8
Other non-cash financing costs <sup>5</sup>	36.1	37.0
Foreign exchange revaluations on financing	-	0.8
Fair value movements on derivative financial instruments	76.1	11.1
<b>Total non-cash charges</b>	<b>898.6</b>	<b>756.9</b>
<b>Adjusted profit before tax and non-cash charges</b>	<b>236.6</b>	<b>1,199.8</b>

(including the disposal of the Telecoms business of 2022: £nil; 2021: £1,038.3m)

#### Cash Flow

Net cash inflow from operating activities was £331.3m, a 16.9% decrease from £398.7m in 2021. Despite operating profit increasing year on year, the decrease is driven by the movement in working capital. Working capital inflows have decreased due to the recognition of one-off deferred income on additional contract liabilities in the prior year not repeated following the sale of the Telecoms business. Other working capital decreases are due to the utilisation and unwind of deferred income (decreasing contract liabilities) and timing of payments.

Capital expenditure on the purchase of tangible and intangible assets has increased. There has been decreased expenditure on significant capital projects such as the 700MHz Clearance programme, IT refresh project for the smart utilities and the Groups transformation programme as these projects wind down to completion. Expenditure is also impacted by the timing of cash payments made on the settlement of capital expenditure accruals balances. This reduction has been offset by increases in maintenance on networks as well as capital expenditure incurred in relation to works on the Bilsdale transmitter site including the erection of temporary masts and site improvements following the fire in August 2021.

Reconciliation between net cash flow from operating activities and operating cash flow after capital and financial investment	Year ended 30 June 2022 £m	Year ended 30 June 2021 £m
<b>Net cash inflow from operating activities</b>	<b>331.3</b>	<b>398.7</b>
Purchase of tangible and intangible assets	(88.7)	(86.1)
Receipt of insurance stage payment	5.0	-
<b>Net capital expenditure and financial investment</b>	<b>(83.7)</b>	<b>(86.1)</b>
<b>Operating cash flow after capital and financial investment activities</b>	<b>247.6</b>	<b>312.6</b>
<b>Cash Conversion as a % of EBITDA<sup>6</sup></b>		
Operating cash flow after capital and financial investment	72.5%	93.3%

<sup>5</sup> Includes amortisation of debt issues costs, unwinding of discount on provisions, imputed interest and interest on lease liabilities

<sup>6</sup> Cash conversion as a % of EBITDA is a non-GAAP measure referring to the calculation of operating cash flow after capital and financial investment activities as a percentage of EBITDA.

Operating cash flow after capital and financial investment activities is a non-GAAP measure and refers to net cash flows from operating activities less cash flows from investing activities per the cash flow statement excluding interest received. See page 30 for a reconciliation to cash inflow from operating activities.

Operating cash flow after capital and financial investment activities was £247.6m, a decrease of 20.8% from £312.6m in the prior year. This decrease has been principally driven by the working capital movements partially offset by the improvement in operating profit driven by cost savings in the business and increase in capital expenditure explained above. Cash conversion levels for the Group remain strong although decreased due to movements in working capital.

Whilst overall financing cash outflows have reduced year on year (2022: £240.7m outflow; 2021: £1,999.6m outflow) owing to the repayment of borrowings and exit of swap arrangements and related costs incurred in the prior year not repeated, cash outflows for the current year have been impacted by the high inflation levels impacting the accretion payment made on our inflation-linked swaps.

The total cash flow for the year was a £7.7m inflow (2021: £133.4m inflow). This decrease is owing to the one-off disposal proceeds from the Telecoms business sale received in the prior year and subsequent repayment of borrowings and exit of swap arrangements not repeated as well as the changes in operating cash flows explained above.

#### Financial Position

Net liabilities were £4,224.5m, representing an increase of 17.5% from £3,594.7m (restated) in the prior year. The net liability position is primarily driven by the capital structure reflecting the shareholder loan notes, borrowings, lease liabilities and derivative financial instruments held. The increase in liabilities for the year is driven by the financing costs for the Group. Our assessment of going concern is set out on page 32.

#### Financing

The Group established our Whole Business Securitisation ('WBS') structure in February 2013, and since then we have continued to refinance elements of our debt structure further extending our maturity profile.

Standard and Poor's and Fitch reconfirmed their rating of Arqiva senior debt at BBB+ and BBB respectively, and Fitch and Moody's continues to rate the junior rating at B-/B1 respectively.

At 30 June 2022 the Group's debt finance<sup>7</sup> comprised:

	<b>&lt; 1 year</b>	<b>1-2 years</b>	<b>2-5 years</b>	<b>&gt;5 years</b>	<b>Total</b>
	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
Facilities drawn	34.0	-	-	23.0	<b>57.0</b>
Finance lease obligations	18.8	16.2	27.9	22.7	<b>85.6</b>
Senior term debt	-	262.0	-	-	<b>262.0</b>
Senior bonds and notes	50.4	45.3	197.8	413.9	<b>707.4</b>
Junior bonds	-	625.0	-	-	<b>625.0</b>
Shareholder loan notes	-	-	2,148.1	-	<b>2,148.1</b>
<b>Total</b>	<b>103.2</b>	<b>948.5</b>	<b>2,373.8</b>	<b>459.6</b>	<b>3,885.1</b>

Included within the above is £3,302.6m of fixed rate debt and £582.5m of floating rate debt. All debt held at 30 June 2022 is sterling denominated. The Group holds interest rate swaps (including inflation-linked interest rate swaps) to hedge our interest rate exposures. This hedging strategy is employed to ensure the certainty of future interest cash flows. The Group does not apply hedge accounting to these swap arrangements.

<sup>7</sup> Excluding unamortised debt issue costs and accrued interest



The Group continues to comply with all financial covenant requirements including the following historic covenant ratio requirements at the senior financing level:

Senior debt level financial covenant ratios	30 June 2022	30 June 2021
Maximum allowed ratio of net debt to EBITDA	6.00	6.00
Actual ratio of net debt to EBITDA	2.93	2.44
Minimum allowed ratio of cash flow <sup>8</sup> to interest	1.55	1.55
Actual ratio of cash flow <sup>8</sup> to interest	5.76	5.16

### Liquidity

To ensure we have sufficient available funds for working capital requirements and planned growth the Group maintains cash reserves and access to undrawn committed facilities to cover forecast requirements. At 30 June 2022 the Group had a cash balance of £251.2m (2021: £243.5m). The Group carefully manages the credit risk on liquid funds and derivative financial instruments with balances currently spread across a range of major financial institutions, which have satisfactory credit ratings assigned by international credit rating agencies. The levels of credit risk are monitored through the Group's on-going risk management processes, which include a regular review of counterparty credit ratings. Risk in this area is limited further by setting a maximum level and term for deposits with any single counterparty.

Drawings on facilities at 30 June 2022	Total Facility £m	Drawn £m	Available £m
Working Capital facility	100.0	34.0	66.0
Liquidity facility	150.0	-	150.0
Other facilities	30.0	23.0	7.0
<b>Total</b>	<b>280.0</b>	<b>57.0</b>	<b>223.0</b>

Post year end on 19 August 2022, the Group signed a commitment for a £450m term facility and a £50m Working Capital Facility both with an expected maturity date of 2028. These facilities are floating rate in nature with a margin over SONIA. Arqiva Broadcast Intermediate Limited (a subsidiary of the Group) is the borrower of this arrangement. The proceeds of this facility when drawn will be used to redeem the Groups outstanding £625m Junior bonds.

### Going Concern

The Group meets our day-to-day working capital and financing requirements through the net cash generated from our operations. The Group performs a review of going concern through a review of forecasting including cash flow forecasts and considering the requirements of capital expenditure and debt repayments and including any severe but plausible scenarios. The Group has sufficient financial resources which, together with internally generated cash flows, will continue to provide sufficient sources of liquidity to fund our current operations, including our contractual and commercial commitments both in terms of capital programmes and financing as they fall due. This is further supported by the new debt facilities established post year end, see note 31 for further information. For this reason, the Directors are confident that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing this financial information.

<sup>8</sup> 'Cash flow' as defined under the Group's financing common terms agreement, i.e. this is not a GAAP measure.

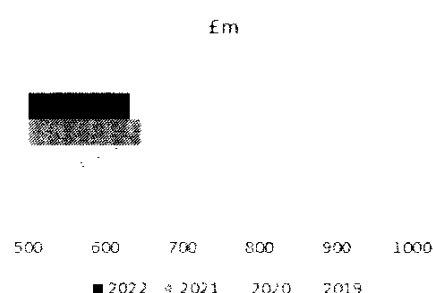
## Key Performance Indicators

The Group uses a combination of financial and non-financial key performance indicators ('KPIs') to measure against our strategic ambitions.

See page 19 for further information on our strategic ambitions:

Financial KPIs (our 2019 and 2020 results include material values from our disposed Telecoms business)

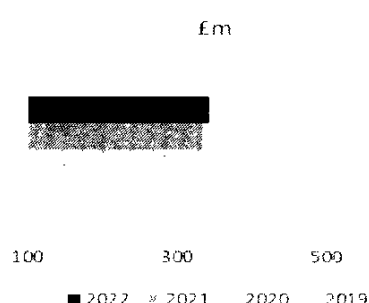
### Revenue



*Definition – Revenue is presented as per the financial statements, and in accordance with IFRS 15*

Revenue has decreased 3.6% from the prior year for total revenue (2022: £624.1m; 2021: £647.2m) and 2.8% on a continuing operations basis (2022: £624.1m; 2021: £642.3m). Revenues on our core TV and radio distribution have remained strong due to RPI-indexation on the contracts as well as increase across our utilities contracts due to the ramp up of activity water metering contracts including strong device sales and incremental change requests on energy metering. These increases have however been offset by the natural reduction of activity on the 700MHz programmes with activity now completed and end of TSA agreements as well as market challenges with the run rate of lower fee renewals from the prior year across our DTT platform and managed media services.

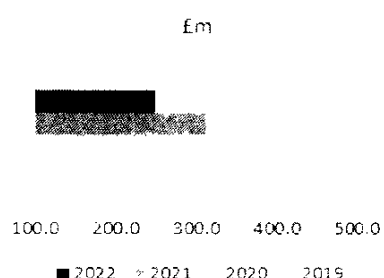
### EBITDA



*Definition – EBITDA is a non-GAAP measure and refers to 'earnings before interest, tax, depreciation and amortisation' and includes add-backs for certain items charged to operating profit that do not reflect the underlying business performance. See page 29 for its reconciliation to operating profit.*

Total EBITDA has increased 1.9% and 2.7% from continuing operations (2022: £341.4m; 2021: £332.4m). Despite the decrease in revenue, this has been offset by cost savings that have benefitted total EBITDA for the Group. These include satellite capacity cost savings as well as a reduction in staff costs across the Group due to lower headcount for the year.

### Operating cash flow after capital and financial investment

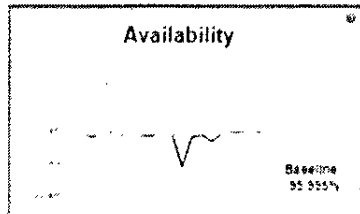


*Definition – Operating cash flow after capital investment activities represents the cash generated after spending required to maintain or expand its asset base. This is calculated as the net cash flow from operations minus the net cash flow from capital expenditure and financial investment. See page 30 for its reconciliation to net cash flow from operations.*

Cash generated has decreased 20.8% from £312.6m to £247.6m. This has predominantly been driven by the movement in working capital due to lower working capital inflows following the recognition of one-off contract liabilities in the prior year following the sale of the Telecoms business not repeated. Capital expenditure has remained largely flat year on year due to the reductions in major capital programmes such as 700MHz clearance and the Groups transformation programme as these programmes complete offset by an increase in maintenance on networks and the costs incurred on the capital restoration on the Bilsdale transmitter site.

## Non-financial KPIs

### Broadcast - Network availability



*Definition – Arqiva strives to provide consistently high service levels and look to manage and monitor the total annual level of network availability across both TV and radio infrastructure as a percentage across all multiplexes*

*Result – Through careful management Arqiva has consistently been able to achieve excellent levels of network availability. The drop experienced earlier in the year is as a result of outages due to the Bilsdale transmitter fire.*

*Strategic ambition targeted – to be undisputed leader in UK TV and radio broadcast distribution*

### Utilities

The Smart metering M2M contract has continued to achieve 99.5% network coverage in the North of England and Scotland.

Rollout of water metering on contracts won with Anglian Water, Thames Water and Northumbrian Water. Other smart water metering trials are in progress

*Strategic ambition targeted – To be the UK's leading smart utilities platform provider*

### New sectors

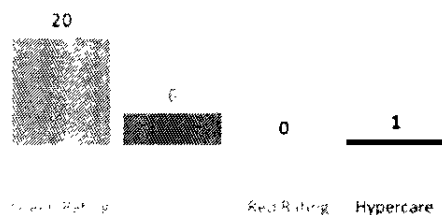
We are engaged in the Low Earth Orbit satellite sector due to contract wins in the prior year.

Product launches - In 2022 we launched Arqade, a cloud-based channel and live event interchange as well as our Hybrid Connectivity service, a suite of managed connectivity solutions designed to support the network monitoring and control needs of utility companies.

*Strategic ambition – Innovator of scalable solutions for high-connectivity sectors*

### Customers

#### Premium customers temperature check



Premium customers temperature check for the sentiment of our top 27 Premium Customers in June has 20 of our customers in a good position at Green.

We have six customers classified as Amber. Key issues in June relate to ease of doing business, service reliability and several problems that have been ongoing for a prolonged period.

One customer continues in Hypercare with good progress being made on addressing their open issues but a continued need to have enhanced measures to ringfence and prioritise all activity to restore trust in Arqiva and maximise our chances of winning new business.

### People

#### Employee engagement



Our engagement score has increased to 66 in May 2022 (+1 from Jan 2022) and +8 from October 2021.

Arqiva is now five points off the UK benchmark engagement score of 71.

Response rate in May 2022 was 75% (-1% from Jan 2022).

## Corporate Responsibility

Doing business the right way and sustainably is vital to Arqiva. It's as important as what we achieve.

Arqiva endeavours to conduct its business in a way that benefits all our stakeholders including customers, suppliers, employees, shareholders and communities in which we operate as well as creating a sustainable future for the business

Our ethics, values and behaviours are weaved through every aspect of what we do.

Our culture is also key to the success of our strategy with our 3 culture goals driving how we serve our customers and creating a great place to work. These goals include

1. Accountability - being accountable for the promises we make
2. One Arqiva – working together as one team
3. Curiosity – striving to look at things different to discover a better way

## Sustainability

Our sustainability principles are embedded into our key processes to support our goals and ensure that we are able to operate and grow our business sustainably.

### Environment

#### *Energy*

*To become a Net Zero Organisation by 2040, with an interim target of reaching net zero across our scope 1 and 2 emissions by 2031.*

Given the nature of the Group's activities, energy consumption is a key area of interest both economically and environmentally. Our energy policy reflects the company's commitments to improving energy efficiency by:

- Reducing energy consumption
- Investing in energy efficient technology; and
- Monitoring carbon emissions

We are always looking at new and innovative ways of driving down our carbon footprint. Responsible management of energy has a key role in minimising environmental impacts and is embedded within Arqiva. Key to this is transitioning our carbon based emissions to a more sustainable alternative, e.g. sustainable alternative such as electric cars to replace our fleet vehicles using combustible engines. We also continue to investigate how emerging technologies and ingenious ways of working can help us and our customers realise sustainable ambitions and decarbonise operations.

For more details on our annual emissions see page 63 in the Directors report.

#### *Biodiversity*

*To positively enhance the environments we operate in*

We always strive to minimise the impact we make on all our sites across the country, in order to improve the habitats for flora and fauna to thrive in and create biodiversity. We work closely with planning authorities and local communities to find the best acceptable solution for locations of masts and other infrastructure essential to keeping both rural and urban communities connected. We also are identifying how we can reduce our demand for electricity and looking at new technologies and ways to insulate our buildings.

*To optimise the use of natural resources*

Understanding and monitoring our water usage enables us to look at how we can reduce our consumption and ensure we can find ways to optimise the use of our natural resources. We will take a holistic view of how we use our natural resources, both upstream to understand how we minimise waste creation and downstream to maximise reuse and recycling.

Our sustainability also extends into waste management, a key responsibility for our industry. We are focusing on what waste it is that we are producing and how this can be reduced. This includes finding efficiencies in our asset maintenance schedules, reducing the number of times we swap out consumables as well as procuring technologies that can be repaired or repurposed at their end of life and finding environmentally friendly ways to dispose of redundant hardware. For example leasing laptops which are returned at the end of their term to be rebuilt and sold again for use and recycling those not under these terms. We also consider the environmental risk of every investment made.

## **Social**

### **Supporting Charities**

We support our colleagues fundraising for local and other national causes close to their hearts. To help, Arqiva provides matched funding enabling colleagues to fundraise for their chosen charities, from Diabetes UK and the NSPCC to local community projects, children's clubs and sports teams.

Arqiva also supports the 'Give as You Earn' scheme in partnership with the Charities Aid Foundation (CAF) allowing colleagues to get tax relief on their donations. In 2021, we retained our Bronze CAF award. The amount provided to charities through this scheme has reached over £100,000 over the past three years.

Between 2019 and 2021, Arqiva also worked in partnership as a proud supporter of Cancer Research UK, over this period raising over £60,000 towards research into a cure for cancer.

Following the fire at our Bilsdale site Arqiva donated £50,000 each to three local charitable organisations to support communities affected by the fire and to help identify those in greatest need.

Also during the year, through colleague donations and matched funding from Arqiva, £20,000 has been raised for the Disasters Emergency Committee (DEC) Ukraine appeal to help UK aid charities and organisations in Ukraine to support those seeking safety and shelter.

### **Supporting Our People**

We aim to create a workplace where people feel engaged, energised and respected, where they can do their best, and look after their personal wellbeing, both in and out of work.

#### **Wellbeing**

The Group has an ongoing commitment to the health and emotional wellbeing of our people. Arqiva runs an annual event focusing on both organisational and personal resilience, which includes wellbeing sessions and training courses. We also have a network of mental health first-aiders, who are equipped to listen without judgement, reassure and respond to colleagues, even in a crisis.

As well as these activities, our colleagues have access to a wealth of support through our Employee Assistance Programme.

#### **Health and Safety**

Health and safety is vital, whether in the office or repairing an antenna on a 1,000ft mast. We have been a driving force in developing the Mast and Tower Safety Group, we run our own accredited IOSH Working Safely training scheme for our engineers, and we collaborate with the union BECTU on an annual employee safety conference.

We are committed to complying with applicable health and safety legislation, and to continual improvement in achieving a high standard of health, safety, and welfare in our operations and for all those in the organisation and others who may be affected by our activities. The Group operates a robust integrated management system that is certified to ISO14001, ISO45001, ISO90001 and ISO270001 as well as offering training programmes covering specific skills and general awareness.

### **Supporting Diversity and Inclusion**

We are committed to making our workplace as diverse and inclusive as possible because the complex engineering and commercial challenges we need to solve can only be done by people with a diverse range of skills, backgrounds and life experiences. Our diversity and inclusion programme ensures we continually focus on what's needed for everyone to feel included and able to perform. We have moved beyond building awareness around unconscious bias and are now supporting colleagues to understand the difference between intent and impact.

Our Diversity Ambassadors have been instrumental in encouraging and engaging other workplace communities. We now have an active Women at Arqiva network, a Working Families group, and a Neurodiversity network, so we can listen, support and take opportunities to make lasting, tangible changes so our working practices are even more inclusive.

#### **Employees**

The average number of persons employed by the Group during the year was 1,287 (2021: 1,528). Arqiva recognises the significant contribution of our employees and makes every effort to create a rewarding and engaging work environment.

Our policy is to provide equal opportunities for all employees, irrespective of race, nationality, gender, sexual orientation, marital status, religion or political beliefs, disability or age. Like many engineering-based businesses we recognise that Arqiva has a higher proportion of men than women and we are working to address this with the Employers Network for Equality and Inclusion through our diversity and inclusion programme.

The table below provides a breakdown of the gender of Directors and employees as at 30 June 2022:

	Female Number / %	Male Number / %
<b>Board of Directors</b>	2 / 20%	8 / 80%
<b>Executive Committee</b>	2 / 25%	6 / 75%
<b>Group Employees</b>	296 / 23%	991 / 77%

The Group continues to address training and development requirements for employees at all levels within the organisation. The Board also reviews future management requirements and succession plans on an on-going basis.

The Arqiva Employee Board ('AEB') has continued throughout the year. The AEB is a democratically elected Board that acts as a voice for employees across Arqiva and provides a clear and direct link between the Group's employees and the Executive Committee. The AEB continues to meet on a monthly basis to discuss key matters such as performance management, or efficiencies and processes to develop responsive action plans. Furthermore, the AEB (as well as the Executive Committee) interacts with representatives of BECTU (the Broadcasting, Entertainment, Cinematograph and Theatre Union) regarding employee matters.

The Group's employee forums provide an effective channel for communication and collective consultation across the Group. They play an important role in enabling employees to help the Group manage change effectively. The goals of each forum are to act as the formal consultative body for its part of the business within Arqiva, provide a voice to management on employee issues, initiate and support social activities, and promote consultation and sharing information.

Significant emphasis is placed on employee communication. The Group intranet, 'The Hub', makes information available to employees on all matters including performance, growth, and issues affecting the industry. The Group also runs "Connect Days" across various sites to bring employees together and provide opportunity for updates and discussion across the business.

Our "Work. Life. Smarter." initiative also recognises the benefit of hybrid working to our employees. This commitment to our people endeavours for our people to feel supported and empowered to work in a way that enables them to thrive in their role, giving a choice about how, when and where we work.

Arqiva wants all our employees to benefit from our success and growth as a business. The annual bonus scheme recognises the importance of high performance and is designed to reward employees for achieving targets and continuous improvement in overall performance, in line with our values and strategy. The scheme takes into account the targets that have been set by the Group. The Group must achieve a minimum operating cash performance before a bonus becomes payable which is then calculated based on these financial KPIs. The bonus payment for the 2022 financial year is expected to be made in October 2022. In addition, certain members of our senior management participate in a long-term incentive plan which is typically 3 years in duration and is designed to recognise the value of strategic initiatives being undertaken by the Group during the longer-term. As with the annual bonus scheme, the Group must achieve a minimum threshold of financial performance before a bonus becomes payable under the long-term incentive plan which is then calculated based upon the 3-year Group financial KPIs of EBITDA and operating cash performance. All such arrangements are cash-based incentive schemes which operate against documented performance targets and are reviewed at least annually by the Remuneration Committee (which comprises members of the Board of Directors).

#### **Gender Pay Gap**

The full annual gender pay gap report is available on the company website at [www.arqiva.com](http://www.arqiva.com). The latest report shows the emphasis and commitment to diversity and inclusion with improvements in both the mean and median pay gaps for the reporting period. The full report provides details on why we have a pay gap, the reasons for the increase in the year and the actions we are taking to address the issue.

#### **Modern Slavery Act**

Arqiva is committed to ensuring that there is no modern slavery or human trafficking in our supply chains or in any part of our business. The supplier Code of Conduct reflects the commitment to acting ethically and with integrity in all business relationships and to implement and enforce effective systems and controls to ensure slavery and human trafficking is not taking place anywhere in our supply chains. The full statement is included on page 42 and is also available on the company website at [www.arqiva.com](http://www.arqiva.com).

#### **Anti-Bribery and Anti-Corruption**

In conjunction with the UK Bribery Act 2010, the Group has adopted a Code of Conduct for employees which incorporates all its anti-corruption policies and procedures. The policies apply to all Arqiva employees employed on both a permanent and temporary basis. The Code of Conduct also sets out the policies and procedures on the giving and receiving of gifts and hospitality.

#### **Information Security**

Due to the critical importance of our sites and systems to the Group, our customers and, in some cases, as Critical National Infrastructure, we take information security very seriously, focusing on protecting and managing access to information throughout its entire lifecycle.

We hold certification to ISO/IEC 27001:2013. ISO27001 is an internationally recognised specification for an information security management system (ISMS), a framework of policies and procedures that includes all legal, physical and technical controls involved in an organisation's information risk management processes. This allows us to compete for new business which requires us to demonstrate the robustness of our security controls. Through independent review and accreditation, supported by internal monthly audits, we continue to

confidently demonstrate our commitment to security and secure working practices. We have held this certification since 2013 and recertify every three years with recertification last given in May 2020.

We also hold Cyber Essentials certification. Cyber Essentials is a government-backed, industry-supported scheme to help organisations guard against the most common cyber threats and demonstrate their commitment to security. We have held this certification since 2016 and recertify annually.

#### **Taxation**

The Group's approach to tax is to ensure compliance with all legal and statutory obligations. Arqiva is committed to maintaining a transparent and constructive working relationship with HM Revenue & Customs and with local tax authorities in the jurisdictions in which we operate. The total contribution to UK tax receipts including business rates, income tax, PAYE and NI paid by both Arqiva and employees, totalled £54.2m for the financial year (2021: £65.4m).

The Arqiva Group is a primarily UK based infrastructure group. There are some trading operations outside of the UK, however these generate less than 1% of operating profit and there are no tax planning activities taken which seek to reduce the Group's UK profits or revenues by transferring revenue or profit out of the UK. The Group's small overseas trading entities deal directly with customers in their area of residence and fulfil their tax requirements in the local jurisdictions.

**This report was approved by the Board on 26 September 2022 and signed on its behalf by:**

A handwritten signature in black ink, appearing to read 'Mike Parton', written over a horizontal line.

**Mike Parton**

**26 September 2022**



## Corporate Governance Statement

The Companies (Miscellaneous Reporting) Regulations 2018 (the “Regulations”), requires companies that meet certain thresholds to report on the Directors’ application of their section 172 duty to promote the success of the Company, as set out in the Companies Act 2006, along with stakeholder and employee engagement.

### Section 172 Statement

The Companies Act 2006 sets out a set of general duties owed by directors to a company, including a list of matters to which directors must have regard, which are set out in s.172(1)(a) to (f). During FY22, in continuing to exercise their duties, the Directors have had regard for these matters, as well as other factors, in considering proposals from the Executive Committee and continuing to govern the Company on behalf of our shareholders.

Section 172 Factor	Key Aspects	Page
Consequence of any decision in the long-term	Strategic overview	19-21
Interests of employees	Employee Engagement	41
	Supporting our people	36 (Corporate Responsibility)
	Employees	37
Fostering relationship with suppliers, customers and others	Stakeholder Engagement	Below
Impact of operations on the community and the environment	Business Update	22-25
	Environment	63
	Energy Consumption and Waste management	64
	Charity	36
Maintaining high standard of business conduct	Governance	45-49
	Health & Safety	36
	Modern Slavery Act, Anti-Bribery & Corruption	42
Acting fairly between members	Stakeholder Engagement	Below
	Accountability	59

### Stakeholder Engagement Statement

Throughout the year, the Board has continued to ensure engagement with relevant stakeholders generally in relation to its day-to-day business and particularly with respect to key challenges, such as the ongoing situation with COVID-19 and the impact of the fire on the Company’s mast at Bilsdale. Examples of the way in which this engagement has taken place are set out in the table below.

Section 172 Factor	Key Examples
Employees	Please see our Employee Engagement Statement below and Corporate Responsibility statement (pages 35-39) for full details
Regulatory Bodies	We have good relationships with representatives in all relevant regulatory bodies and engage regularly with Ofcom; the Department for Culture, Media and Sport (DCMS); and the Department for Business Enterprise and Industrial Strategy (BEIS). We also monitor relevant developments with Ofwat and Ofgem as regulators of customers of our Utilities business, and we participate in consultations and consult with government departments and regulators when setting strategy and making decisions that affect industry generally. We have liaised closely with Ofcom with regard to the impact of the mast fire at Bilsdale on consumers and the wider broadcast industry.
Investors	Quarterly reports to investors are published on our website and available to all; an annual investor call is held, in which we review our annual results and invite questions from investors.
Customers	Our relationships with our customers are very important to us, and we maintain regular contact through account managers; Executive Committee members; and

Suppliers	where appropriate our Chairman. As part of our response to COVID-19 and to the impact of the Bilsdale mast fire, we have sought to understand and support customers who have been affected and ensure continued delivery of services. Our Procurement team oversees supplier relationship management, with a category management structure so that employees have relevant expertise for each supplier. We work closely to ensure positive relationships, seeking to agree fair terms and conditions and ensure timely payment, through adherence to and reporting on the Prompt Payment Code.
Shareholders	Shareholder Representatives on the Board and committees of the Board report back to shareholders on the business and take their interests into account when making decisions, while operating in accordance with their Companies Act duties. The Group's corporate governance specifies a number of categories of decision which are reserved to shareholders, ensuring that the decisions affecting shareholders are subject to the necessary oversight.
Stakeholders	As part of our infrastructure projects, we engage with planning authorities and local communities to foster positive relationships. Arqiva's charitable engagement also seeks to support communities local to the areas in which it operates. The Company is particularly proud of the community support activities it undertook in the aftermath of the Bilsdale fire to assist members of the public effected by the loss of the Bilsdale mast.

#### Employee Engagement Statement

1. *Information*

Regular all company updates are provided to all employees via Arqiva's Hub (intranet) and email updates; Management conducts regular company-wide live broadcasts and hosts face-to-face connect days through the year to update employees on performance, strategy and other key developments; with opportunities for employees to ask questions in real time.

2. *Consultation*

Arqiva has active union representations through the Broadcasting Entertainment Communications and Theatre Union (BECTU); strategic decisions which may affect employees (including business change; pay; and terms and conditions) are discussed with BECTU representatives in advance of action being taken. Similar engagement also takes place with the Arqiva Employee Board (AEB), which is elected by employees, and their feedback and views are taken into account when making decisions affecting the workforce, for example in setting timescales and the content of communications.

3. *Involvement*

Employees participate in annual bonus schemes which are based upon performance of the business throughout the year, encouraging employees to contribute to the success of the business. The Group's cultural value of curiosity encourage new ideas and fostering strong relationships across the organisation, supporting overall performance of the business.

4. *Common Awareness*

Financial and economic factors affecting the business are described to employees throughout the year during management broadcasts; regular email communications with business updates and through the Arqiva Hub.

## **Modern Slavery Act: Slavery and Human Trafficking Statement**

### **Overarching Statement**

This statement sets out the steps we are implementing to combat slavery and human trafficking. We remain committed to further improving our practices in the future to combat slavery and human trafficking.

### **Organisation's Structure**

We are a communications infrastructure and media services provider, operating at the heart of the broadcast, satellite communications, and smart metering markets. We're at the forefront of network solutions and services in the digital world. We provide much of the infrastructure behind television, radio satellite communications and smart metering in the UK and have a presence in Ireland, mainland Europe and the USA.

During the financial year ended 30 June 2022, Arqiva Limited and its subsidiaries, Arqiva Muxco Limited, and Arqiva Smart Metering Limited were part of the Arqiva group with head offices in the UK and over 1300 employees. We operate in the UK and Europe.

Arqiva Limited (and its subsidiaries), Arqiva Muxco and Arqiva Smart Metering Limited each have an annual turnover of in excess of £36 million.

### **Our Supply Chains**

The Arqiva Procurement team works in partnership with our suppliers, ensuring we meet our internal customer needs. The Arqiva values are core to how we interact with suppliers whether a high-volume preferred supplier or one-time only supplier.

*We have an exceptionally diverse range of services and goods that are required by the business and sourced by our Procurement team including:*

- Transmission – Arqiva has numerous transmission sites throughout the UK;
- Construction – Arqiva undertakes a broad range of construction activities from small changes to the construction of new transmission towers;
- Maintenance & Repairs;
- IT software and managed services;
- Satellite Capacity; and
- Corporate facilities (including corporate sites, stationery, recruitment, legal and professional fees).

### **Our Policies on Slavery and Human Trafficking**

We are committed to ensuring that there is no modern slavery or human trafficking in our supply chains or in any part of our business. Suppliers are required to comply with our Supplier Code of Conduct, which reflects our commitment to acting ethically and with integrity in all our business relationships and to implementing and enforcing effective systems and controls to ensure slavery and human trafficking is not taking place anywhere in our supply chains.

### **Due Diligence Process for Slavery and Human Trafficking**

As part of our initiative to identify and mitigate risk we:

- Aim to identify and assess potential risk areas in our own business and our supply chains;
- Try to mitigate the risk of slavery and human trafficking occurring in our own business and our supply chains;
- Monitor potential risk areas in our own business and our supply chains;
- Where possible we build long standing relationships with suppliers and make clear our expectations of their business behaviour;
- Expect our suppliers to comply with the Modern Slavery Act 2015 and have their own suitable anti-slavery and human trafficking policies and processes; and
- Encourage the reporting of concerns and support the protection of whistleblowers.

### **Supplier Adherence to our Values**

We have zero tolerance to slavery and human trafficking. We expect all those in our supply chain to comply with those values and our Supplier Code of Conduct.

Our Procurement team, reporting into our CFO, is responsible for promoting and ensuring compliance with the Modern Slavery Act 2015 as part of our supplier relationships.

### **Training**

To ensure a high level of understanding of the risks of modern slavery and human trafficking in our supply chains and our business, all Directors and members of the Executive Committee have been briefed on the subject, a 15 minute short course around Modern Slavery was sent out to all staff and 1,100 completed that in 2020/2021. An online course was created in December 2021 that included the Modern Slavery Statement as well as an overview of Modern Slavery and that currently goes to all new starters. 199 people have completed the course thus far. We aim to provide a refresher course in 2022/2023 and then every 3 years.

### **Our Effectiveness in combating Slavery and Human Trafficking**

We will use the following key performance indicators (KPIs) to measure how effective we have been to ensure that slavery and human trafficking is not taking place in any part of our business or supply chains:

- Use of robust supplier selection process including supplier questionnaires and compliance with Arqiva's Supplier Code of Conduct; and
- Use of our payroll systems to ensure that purchase orders and payments to suppliers are limited to those who comply with our standards.

### **Steps taken during the financial year to 30 June 2022**

In the past financial year, we have taken the following steps to ensure that slavery and human trafficking is not taking place in our supply chains, and in any part of our own business:

- a) We have fully implemented our qualification process for all suppliers: One Time Only suppliers (low value transactions less than 2% spend in FY22) all use our standard Purchase Order T&Cs, which includes a mandatory compliance clause covering Modern Slavery and Human Trafficking Laws.

Suppliers with ongoing relationships are all required to qualify via our e-procurement system. This process includes background checks and either (a) confirmation of acceptance of the Arqiva Supplier Code of Conduct (which covers modern slavery and human trafficking); or (b) demonstration that the Supplier has its own equivalent policies covering modern slavery and human trafficking. Purchase Orders cannot be placed with new ongoing suppliers before the confirmation has been given.

- b) We continue to limit the number of active suppliers with Oracle to reduce risk. During the financial year to 30 June 2022 we had 976 suppliers registered on oracle and have traded with only 639 of these suppliers during the fiscal year (N.B. this figure has reduced from >2,300 in FY18).
- c) We continue to use our "Speak Up" reporting website and telephone line to enable people to notify any concerns. These are overseen by the Internal Audit function and regular updates given to the Group's Audit & Risk Committee.

### **Statement**

This statement is made pursuant to section 54(1) of the Modern Slavery Act 2015 and constitutes Arqiva Limited, Arqiva Muxco Limited and Arqiva Smart Metering Limited's slavery and human trafficking statement for the financial year ending 30 June 2022.

*Note: The signed statement is available on the Company website at [www.arqiva.com](http://www.arqiva.com)*

## Governance

	Page
Board of Directors and Executive Committee .....	45
Principal Risks and Uncertainties .....	50
Directors' Report.....	56
Statement of Directors' responsibilities .....	72

## Board of Directors and Executive Committee

### Ownership

The Company is owned by a consortium of shareholders comprising Canada Pension Plan Investment Board (48%), Macquarie European Infrastructure Fund II (25%), plus other Macquarie managed fund (1.5%), Health Super Investments (5.5%), IFM Global Infrastructure Fund (14.8%) and Motor Trades Association of Australia (5.2%). There is no ultimate controlling party of the Company, as defined by IAS 24 'Related parties'.

In accordance with IAS 24, there are two investor companies which are related parties with the Group, by virtue of significant shareholding in the Group:

- Frequency Infrastructure Communications Assets Limited ('FICAL') (48%), a company controlled by Canada Pension Plan Investment Board. The Canada Pension Plan Investment Board is a professional investment management organisation in Toronto which invests the assets of the Canada Pension plan. The Canada Pension Plan Investment Board was incorporated as a federal Crown corporation by an Act of Parliament in December 1997.
- Macquarie European Infrastructure Fund II ('MEIF II') (25%), an investment fund managed by the Macquarie Group. Macquarie European Infrastructure Fund II is a wholesale investment fund focusing on investments in high-quality infrastructure businesses across Europe. Macquarie Group Limited is listed in Australia (ASX:MQG ADR:MQBKY).

### Arqiva Board of Directors

The Group's Board of Directors is comprised of ten Directors representing our shareholder consortium as well as two members of the Executive Committee. The following Board members were in office during the year and up to the date of the signing of the annual report and financial statements.

#### Board Committee Membership

A – Audit and Risk Committee  
G – Governance and Nomination Committee  
R – Remuneration Committee  
O – Operational Resilience  
**Bold** – Committee Chair



**Mike Parton, Chairman**

**Governance and Nomination Committee Chair, Audit and Risk Committee Chair**

Mike brings a wealth of experience from his background in the telecoms and technology industry. Mike started his career as a Chartered Management Accountant, working for a number of UK technology companies including ICL, GEC, STC and Marconi, Mike has held the roles of CEO of Marconi plc, Chairman of Damovo Group and Chairman of Tele2 AB.

In addition to his role at Arqiva, Mike is currently also Chairman of TDC Group and a trustee of a young people's charity, Grit.

**A      G      R**



**Shuja Khan, Chief Executive Officer**

Shuja was appointed Chief Executive Officer in June 2022. Prior to this, as Arqiva's Chief Commercial Officer since January 2020, he was responsible for all revenue generating activities including strategy, regulatory affairs, product development and customer experience and at the heart of the development of Arqiva's 10-year strategic plan, vision and purpose.

He draws on more than 20 years of leadership experience in the technology, media and communications sector, including the role of Chief Commercial Officer across 24 territories at Cable & Wireless and various leadership roles at both Virgin Media and Liberty Global Europe with a focus on driving growth.



**Sean West, Chief Financial Officer**

Sean was appointed Chief Financial Officer in September 2019, having joined Arqiva in 2015 as Director of Treasury and Corporate Finance.

Sean has a background in all areas of corporate finance and financing, and as Director of Treasury and Corporate Finance was responsible for all aspects of the Group's capital structure.

Prior to joining Arqiva, Sean held senior corporate finance and treasury positions at the Immediate Capital Group (ICG) and LandSec and brings a wealth of experience across a range of industries and financial markets.

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**Appointed by IFM Investors and Motor Trades Association of Australia (joint appointment)**



**Sally Davis, Director  
Remuneration Committee Chair**

With over 30 years in the TMT sector Sally has held a number of senior product, strategy and chief executive roles including being a former Chief Executive of BT Wholesale, one of four operating divisions of BT. Prior to this, Sally had an early product management career at Mercury Communications before becoming a director at NYNEX during its merger with Bell Atlantic to become Verizon.

Sally is also a Non-Executive Director on the Board of Telenor and is Chairman of Leonard Cheshire.

**R**

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**Appointed by Frequency Infrastructure Communications Assets Limited**



**Mike Darcey, Director  
Operational Resilience Chair**

Mike has over 25 years' experience in the technology, media and telecommunications industry with numerous positions held ranging from CEO of News International to COO of British Sky Broadcasting Group. He has also provided strategic advisory services to a range of clients in the media industry.

Mike has served or is currently serving on Boards including Dennis Publishing (UK) Ltd (Chairman), M247 (Chairman), Home Retail Group (Senior Independent Director) and Sky New Zealand (Director). He is also Chairman of British Gymnastics and Senior Expert Advisor to MTM Consulting.

**O G**



**Batiste Ogier, Director**

Batiste is a Managing Director at CPP Investments. With asset management responsibilities across CPP Investments' global Infrastructure and Sustainable Energy Group portfolios. In his role, Batiste is also a Director on the Board of Renewable Power Capital, a renewable energy investment platform he helped found in 2020 and is a Non-Executive Director representative for CPP Investments on the Board at Anglian Water. Prior to joining CPP Investments, he was a Director in the Infrastructure team at First State Investments, during which time he was a member of the Supervisory Board of the Corianc Group and a Board representative for FSI at Anglian Water.



**Neil King, Director**

Neil runs the European infrastructure business at CPP Investment Board. He has over twenty-five years of experience in the infrastructure market, including ten years at 3i as a founding partner in its infrastructure investment business before joining CPPIB in 2015.

Neil is also a Non-Executive director at Interparking S.A., a European car parking business which is in CPPIB's infrastructure investment portfolio.

G R



**Peter Adams, Director (alternate)**

Peter is a Principal in the Infrastructure group at CPP Investment Board, based in London.

Prior to joining CPP Investment Board, Peter was with the Boston Consulting Group, where he advised clients in the U.S., Canada and Europe on strategy and operations.

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**Appointed by Macquarie European Infrastructure Fund II**



**Paul Donovan, Non-Executive Director**

Paul served as a Non-Executive director at Arqiva from 2018 to 2020. He was re-appointed to the Board in July 2022 following two years in role as Arqiva's Chief Executive Officer.

Paul has over 20 years' experience in senior executive roles across the technology, media and telecommunications sectors. Between 2014 and 2016 Paul led the transformation of Europe's leading cinema operator, Odeon and UCI Cinemas Group, ahead of its successful sale to AMC Theatres. Paul's leadership led to innovations in pricing, digital marketing and guest experience which laid the foundations for improvements in business performance and public perception.

Prior to this Paul was CEO of Irish Telecoms Group eir. His background also includes senior executive appointments with a number of significant global organisations including Vodafone, Cable & Wireless, One2One and Optus as well as senior commercial roles at BT, Apple Computers, Coca-Cola and Schweppes Beverages and Mars Inc.





**Susana Leith-Smith, Director**

Susana was appointed to the Board in May 2022.

Susana is a Senior Managing Director in Macquarie Asset Management's Real Assets business in EMEA.

She has a wealth of experience in capital markets. Prior to joining Macquarie Asset Management, she was at Barclays, most recently as the EMEA Head of Leveraged Finance and managing all transactions in the Telecoms, media and Tech sectors.

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**Appointed by IFM Investors**



**Christian Seymour, Director**

Christian is Head of Infrastructure at IFM Global Infrastructure Fund, responsible for the business expansion in Europe and oversight of IFM's existing European asset portfolio, of which Codan Trust is an investment vehicle.

A G R O



**Max Fieguth, Director (alternate)**

Max is responsible for asset management of existing investments for IFM Global Infrastructure Fund, as well as supporting the execution of infrastructure transactions. Prior to joining IFM Investors, Max worked as a Consultant in the Operations Practice at McKinsey and prior to that at Bechtel on a number of infrastructure projects. He holds a Masters in Mechanical Engineering from Imperial College London, an MBA from INSEAD and is a Chartered Engineer with the Institution of Mechanical Engineers in the UK.

## Executive Committee

(also includes the Chief Executive Officer and the Chief Financial Officer on pages 46)



**Katrina Dick**  
*Chief Legal Officer*

- Joined **Arqiva** in April 2022 with experience in energy, retail, health construction and professional services.
- Most recent roles include interim General Counsel at **Anzo** and General Counsel for Europe Middle East and Asia for **Vice Media**.
- Other previous roles as a partner in private practice, several; roles in the communications, media and broadcasting sectors and in-house counsel for **AAPT**.



**Vivian Leinster**  
*Chief Simplification Officer*

- Appointed to the newly created role in June 2022 from her previous position in the Executive Committee as Chief People Officer, a role held since her appointment to **Arqiva** in June 2020.
- Extensive experience in people, organisation and cultural changes.
- Previous positions including Chief People Officer at **MS Amlin** and **Bupa UK** and senior generalist and specialist HR roles at **BT**.



**Adrian Twynning**  
*Chief of Operations*

- Joined **Arqiva** in March 2021 with experience in energy, retail, health construction and professional services.
- Previously Director of Transformation at **Dixons Carphone**
- Other senior positions at **British Gas** and **Brighton and Sussex Hospitals NHS Trust**



**Clive White**  
*Chief Technology and Transformation Officer*

- Joined **Arqiva** in April 2018.
- Previous transformation positions at **RSA**, **Lloyds Banking Group**, **Accenture**, **AT&T Global Network** and **BSkyB**.



**Peter Baker**  
*Executive Director of Smart Utilities Networks*

- Appointed to **Arqiva** Executive Committee as interim Director of Smart Utilities Networks in June 2022, responsible for helping utilities companies deliver their smart monitoring strategies.
- Previous roles include Head of the Finance, Insurance and Professional Global markets at **Vodafone Business** and leadership roles at **CGI**, **Cable & Wireless** and **Colt Technology Services**



**Chris Alner**  
*Executive Director of Media and Broadcast*

- Appointed to **Arqiva** Executive Committee as interim Director Media & Broadcast in June 2022.
- Working almost exclusively in the media and entertainment industry for almost two decades previous roles have included positions at **Disney**, **MTV** and **BT Vision**.

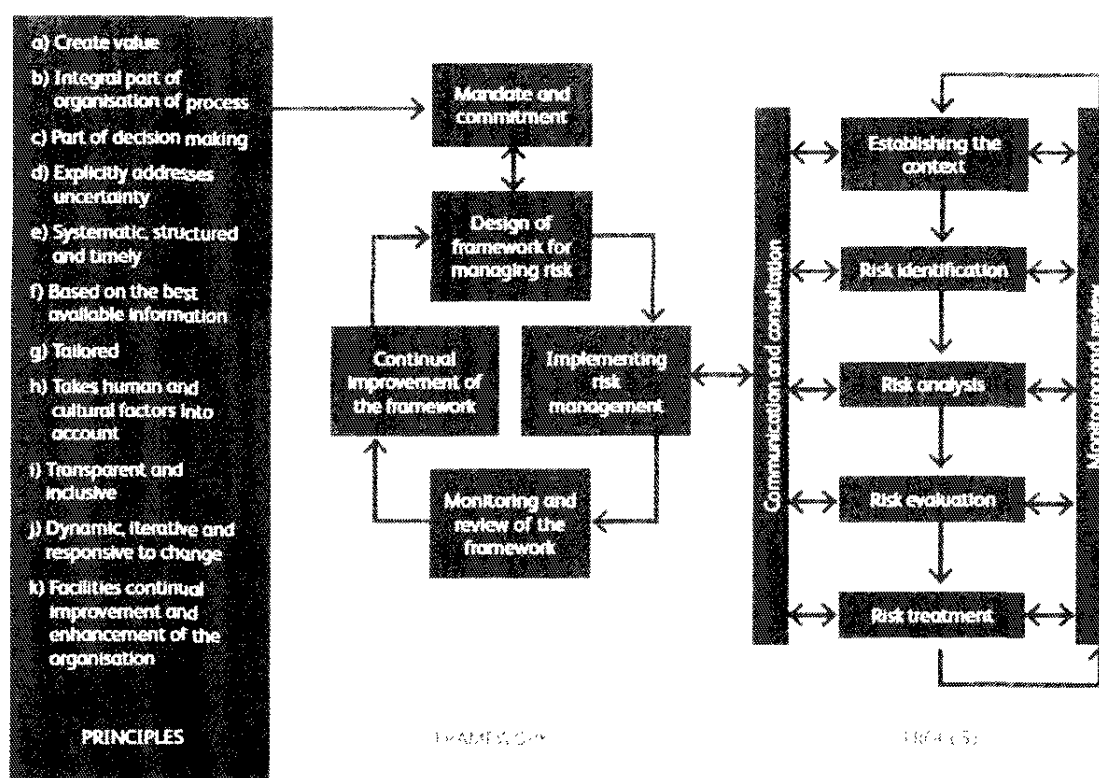
## Principal Risks and Uncertainties

Arqiva's approach to risk management is as follows:

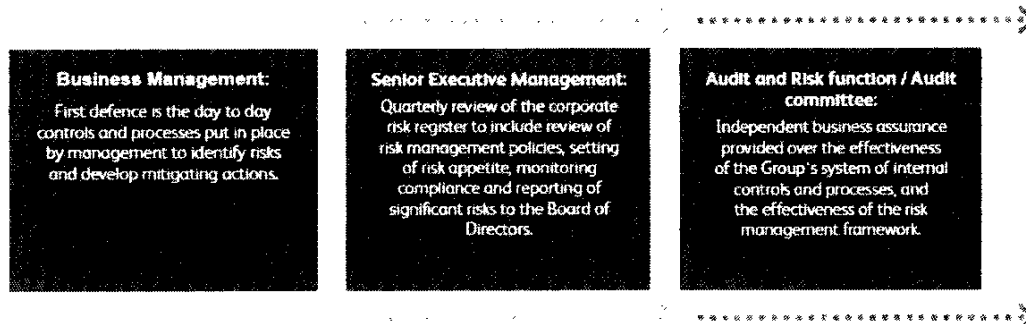
- Arqiva recognises that the effective management of risk is essential to achieve our business objectives
- Arqiva adopts an Enterprise Risk Management ('ERM') approach, which is recognised as 'best practice' for top performing companies
- Managing risk is a core responsibility of management at all levels and is a key component of governance and compliance
- Arqiva aims to embed risk management principles into the culture of the organisation

Enterprise wide management of risk is important for Arqiva to meet our corporate objectives and for us to protect future competitive advantage. The strategic importance of risk management is recognised by top performing companies and is an important part of good corporate governance. Arqiva subscribes to the Enterprise Risk Management approach to managing our risk profile.

Arqiva has adopted ISO31000 as its Enterprise Risk Management standard and ISO Guide 73 terminology. Arqiva has also adopted the ISO 27000 series for Information Security including ISO/IEC 27005 for Security Risk Management which operates within the Arqiva ERM Framework. Our statements and principles are linked to our process through our risk management framework.



The Executive Committee has responsibility for maintaining and updating their line of business risk register which includes utilising the standardised approach to risk assessment and risk monitoring. The Group's centralised Internal Audit and Risk function provides training and support to ensure risks are captured effectively and on a timely basis. The Internal Audit and Risk function works with the Chief Executive Officer to review and consolidate the most significant business risks into a corporate risk register for scrutiny at quarterly Executive Committee and Audit and Risk Committee meetings. The Executive Committee takes recommendations for ensuring the risk management framework remains effective going forward.



Management has identified the following risks as the most significant business risks affecting the Group, presented together with identified mitigating actions.

Risk Type	Description of the Risk	Impact of the Risk	Other Comments
Reputational	<p>Bad publicity damages Arqiva's reputation and customer and business partner confidence and its ability to do business as a result of:</p> <ul style="list-style-type: none"> <li>- A major event or incident impacting our services;</li> <li>- Untimely delivery on major projects;</li> <li>- Repeated unexpected service outages;</li> <li>- Security breach or cyber attack on networks; or</li> <li>- Major network or equipment failure or obsolescence or inability to configure to comply with information security standards</li> </ul>	<p>Arqiva carefully engages with our customers to ensure that project milestones are carefully managed and management regularly reviews the progress of all projects.</p> <p>Through continuous measurement of operational KPIs and addressing shortfalls in performance through process excellence the risk around service reliability is carefully managed.</p> <p>The Group has in place a crisis management plan for public relations and external communications to provide support should there be any major events. This is regularly monitored and reviewed.</p> <p>Cyber-attacks and trends in this area are continually monitored.</p> <p>The Group continues to invest in our infrastructure and perform site inspections.</p>	<p>The Group maintains ISO27001 certification regarding information security and holds periodic reviews of the security environment and training to employees.</p> <p>The Business Continuity Group continues to meet regularly and will test and roll out the Disaster Recovery Plan.</p> <p>Operational resilience plans have been enacted following the fire on the Bilsdale site. Using other sites, services were initially redirected where possible to utilise other transmitters in the area whilst a temporary mast was erected with 98% of households service restored. Arqiva has worked extensively in the community to support impacted viewers with positive feedback.</p> <p>There has been continued capital expenditure in the year to improve infrastructure. The Group has continued with our digital transformation programme with the programme largely complete with new systems launched.</p>

<p><b>Technological</b></p>	<p>Impact of development of alternative competing technological solutions against Arqiva solutions such as a faster move to non-linear and IP delivered services away from broadcast delivered or on the utilities side wider competition to our portfolio of services to the water sector. These could impact customer decisions to not renew contracts or reduce the scope of services for broadcast or utility connectivity.</p> <p>Asset condition is worse than expected leading to equipment failure or obsolescence, service outages leading to penalties with customers requirement for greater than anticipated capital expenditure</p>	<p>Arqiva's Vision 2031 strategy seeks to broaden Arqiva's ambitions and ensure that it can remain sustainable. It sets out key pillars of activities which will drive a focus on building new business areas and responding to technology changes and opportunities in the market. It prepares the business to embrace partnerships and new technologies which go beyond the historic focus on Arqiva's infrastructure and enable the business to access new technologies.</p> <p>Arqiva acts to engage with any relevant Government or regulatory process which might impact Arqiva's business areas in response to the development of alternative or competing technologies.</p> <p>Arqiva acts to ensure that operational performance is retained at a very high-level and that DTT, radio and DTH services remain on-air in order to support their ongoing use relative to IP or broadband alternative methods of delivery.</p> <p>Our approach is to take a balanced but focused approach on asset quality and maintenance combining an asset lifecycle management approach with an established strategic risk framework to prioritise our maintenance strategy and system owner reviews of platform health assessed. Mitigation requiring a Capex investment is prioritised within the Capex budget envelope.</p>	<p>Arqiva remains in dialogue with relevant stakeholders including Government and regulators to include any changes to licences, spectrum or around the future of the PSB including the BBC Charter process or discussions around C4 privatisation. We are currently engaging with the DCMS radio review to seek to ensure a long-term future and clear plan for the radio sector. We act to protect the longevity of the services and seek to avoid a Government decision to take spectrum used for broadcast and award it to mobile or move away from DTT towards full delivery of TV services via IP.</p> <p>The strategic priorities of the Group for the next 10 years put a focus on the sustainable future of the business including the development of solutions for new and emerging sectors to make the most of our existing infrastructure platforms and expertise.</p> <p>Site inspections are completed with a focus on older sites and structural maintenance plans have been implemented.</p>
<p><b>Commercial</b></p>	<p>Our new products do not gain traction in the market due to insufficient investment in product development, limited market opportunity, they do not meet customer needs or have an unsustainable cost base ultimately impacting growth and longevity of the business.</p>	<p>Operating and capital expenditure are budgeted to include investment to support product development.</p> <p>We maintain strong relationships with our customers and engage with them in the development and product discovery phase of new products.</p>	<p>Arqiva remains in dialogue with customers and other stakeholders such as government and Ofcom or developments and opportunities in the markets.</p> <p>The launch of Broadcast 2040+ seeks to safeguard the terrestrial TV and radio broadcast products that underpin the core business of Arqiva and secure the longevity of these contracts.</p>

	<p>Customer demand and ability to pay reduces due to decline in advertising revenues, listening trends, faster migration to non-linear and IP delivered services or structural changes to the broadcast market seeing players exit or consolidate to fewer DTT channels resulting in lower cash flows for the Group</p>	<p>The product development process is performed in increments (e.g. 3 months) with checkpoints after each increment to ensure market and technology assumptions still hold.</p>	<p>Annual budget includes investment to support product development.</p>
Political	<p>Customers attack regulated pricing, challenging long term contracts and returns on existing services and increasing volatility.</p>	<p>Arqiva acts to engage with any relevant Government or regulatory process which might impact Arqiva's business areas in response to the development of alternative or competing technologies.</p> <p>Arqiva's commercial teams engage with customers around pricing and ability to pay and around renewal of services. Prices vary in response to these discussions which reflect market conditions e.g. with media customers on the multiplexes Arqiva operates on DTT or DAB and through its use of transponder capacity. Arqiva seeks to support the industry in instances where changes could undermine the long-term demand or ability to pay.</p>	<p>Arqiva remains in dialogue with relevant stakeholders including Government and regulators to include any changes to licences, spectrum or around the future of the PSB including the BBC Charter process or discussions around C4 privatisation. We are currently engaging with the DCMS radio review to seek to ensure a long-term future and clear plan for the radio sector. We act to protect the longevity of the services and seek to avoid a Government decision to take spectrum used for broadcast and award it to mobile or move away from DTT towards full delivery of TV services via IP.</p> <p>During the Covid crisis this included providing financial support to small radio stations and agreeing reductions with the large radio groups.</p>
	<p>Change in government plans, policy or priorities could lead to changes in licencing and long term contracts for the business e.g. BBC Licence funding freeze for 2 years and potential funding model changes.</p>	<p>Arqiva has long-term contracts in place with its regulated business customers – this provides an inherent level of protection to this risk. Arqiva works closely with the Office of the Adjudicator (OTA) to ensure that the OTA is happy with how the system is operating – this includes regular audits and provision of any information required and monthly meetings.</p> <p>Arqiva maintains regular dialogue with our stakeholders to ensure the delivery of our programmes are efficient, timely and to specification. Where specification changes occur, Arqiva provides a detailed assessment of the potential costs of the scope change and seeks an informed recovery of these costs through mechanisms in our contracts.</p> <p>Arqiva's assets and operations remain predominantly in the UK and therefore our business</p>	<p>Arqiva has successfully agreed scope and change requests on our smart energy metering programme with our customer demonstrating the customer's continued focus on network roll out.</p> <p>Arqiva remains in dialogue with relevant stakeholders including Government and regulators to include any changes to licences, spectrum or around the future of the PSB including the BBC Charter process or discussions around C4 privatisation. We are currently engaging with the DCMS radio</p>

		has minimal exposure to the changing relationships with international markets.	review to seek to ensure a long-term future and clear plan for the radio sector. We act to protect the longevity of the services and seek to avoid a Government decision to take spectrum used for broadcast and award it to mobile or move away from DTT towards full delivery of TV services via IP.
			The launch of Broadcast 2040+ seeks to safeguard the terrestrial TV and radio broadcast products that underpin the core business of Arqiva and secure the longevity of these contracts.
			Debt markets have continued to be monitored for accessibility and open dialogue maintained with ratings agencies. Evolving commercial negotiations are closely monitored.
Operational	Information, networks and systems infrastructure may be subjected to cyber security threats leading to a loss or corruption of data, penalties and impacting the operational capacity of Arqiva.	The Group maintains an ISO270001 certification regarding information security, which includes Cloud Security Services. Employee training on information security is mandatory and quarterly reviews are undertaken by external consultants to examine the robustness of the security environment.	Arqiva has implemented detection and prevention solutions on networks.
		System monitoring and scanning is maintained as well as threat and vulnerability management.	Arqiva has continued to pass our quarterly security reviews and has consequently retained ISO certification.
	Critical transmission structures or IT infrastructure supporting key operational processes could fail leading to operational outages or catastrophic loss of service.	Arqiva ensures data is regularly backed up and Business Continuity Plans and Disaster recovery have been established for each key site and each business area including establishing a network of agencies to support, regular site inspections and corrective and preventative maintenance. A Business Recovery Working Group meets regularly to stress test these plans and continually review the Group's approach to disaster recovery and operational resilience.	A thorough review has been carried out of endpoint security user access to manage who has access to our systems.
			Site inspections are completed with a focus on older sites and structural maintenance plans have been implemented.
			Disaster recovery plans have been enacted following the fire on the Bilsdale site. Using other sites, services were initially redirected where possible to utilise other transmitters in the area whilst a temporary mast was erected with 98% of households service restored. Arqiva has worked extensively in the community to support impacted viewers with positive feedback.
	The scale and complexity of Arqiva's major programmes bear an inherent risk of unforeseen delays through the supply chain and	Arqiva maintains a robust oversight of the delivery of our major programmes. This includes identifying the key personnel and resources	The Group's smart metering communication network in the North of England and Scotland now covers 99.5% of premises. Arqiva

	therefore challenges to delivery. This includes the delays from the global computing component shortage resulting in delays to supply of water metering devices and subsequent risk to customers on ability to meet water leakage targets.	required for delivery and working closely with its suppliers and customers to ensure that these requirements are sufficiently available. A task force has been established to co-ordinate global supply chain (focus on water and energy meters) with orders placed in advance to de-risk supply. We also seek to use multiple device manufacturers and meter providers.	continues to support the DCC on the meter roll out programme.
People and Culture	The risk that the Group does not have an alignment of skills to support the future requirements.	Arqiva recognises the importance of our people and seeks to make Arqiva a rewarding and enjoyable place to work with the People and Culture Initiative roadmap. The Group operates a competitive annual bonus plan for all employees and a long-term incentive plan for our leadership team. Additionally, the Group operates formal retention and succession planning in knowledge-critical areas of the business.	Arqiva has continued to focus on supporting individuals with increased support and training for new managers and emerging talent and has established a People and Culture Initiative Roadmap to support employees and the development of our culture.
	The Group does not have the right culture or the right people in the right place at the right time with the right skills to enable execution of our strategic plans	The changing customer and competitive landscape as well as our internal changes to our strategy, organisational design, technology and processes require a different set of mindsets, behaviours, capabilities and skills so Arqiva has established and launched the Culture transformation programme to drive our people work.	The culture transformation programme was launched in 2022 establishing the 3 culture goals to support the achievement of our strategy.
Sustainability	Failure to achieve long term cost targets impacting the future sustainability of the business.	There is ongoing monitoring and detailed change control and regular monitoring of third-party savings initiatives at both the Executive Committee and shareholder levels.  A simplification team has been established to follow on from the transformation programme undergone and drive forward efficiencies in our processes and operations.	The strategic priorities of the Group for the next 10 years put a focus on the sustainable future of the business including the development of solutions for new and emerging sectors to make the most of our existing infrastructure platforms and expertise.  The Group has also launched in the year its sustainability roadmap with goals to mitigate our impacts and support the environments we operate in.
Financial	Details of the financial risks and details of mitigating factors are set out in the Directors' report on pages 66-67.		



## Directors' Report

The Directors of Arqiva Group Limited ('AGL'), registered company number 05254001, ('the Company') and its subsidiaries ('the Group') submit the annual report and audited consolidated financial statements ('the financial statements') in respect of the year ended 30 June 2022.

The Company is a holding company with an investment in a group of operating companies, financing companies and other holding companies.

The Directors' report for the Company is set out on page 135.

## Wates Corporate Governance Statement

For the year ended 30 June 2022, under The Companies (Miscellaneous Reporting) Regulations 2018, Arqiva has continued to apply the Wates Corporate Governance Principles for Large Private Companies (as published by the Financial Reporting Council (FRC) in December 2018 and available on the FRC website).

Companies are able to adopt the Wates principles as an appropriate framework when making a disclosure regarding corporate governance arrangements. We have adopted the disclosure in our 2022 Annual Report and Financial Statements and we set out below how the principles have been applied over the past year.

**PRINCIPLE ONE - PURPOSE AND LEADERSHIP** – *An effective board promotes the purpose of a company, and ensures that its values, strategy and culture align with that purpose.*

### Purpose/focus and activities during the year.

The focus of the Board and Executive Committee during the year has been to lead Arqiva through the continued uncertain Covid 19 period and respond to the fire at the Bilsdale mast in Yorkshire and to re-set the business' purpose with a particular emphasis on its core broadcast, media networks and utilities businesses and its customers. The following items were the key areas of focus during the year:

Item	Summary
Headline purpose and strategy matters	The development of a new and updated purpose for Arqiva – which is <b>"Enabling a switched-on world to flow"</b> - and also the Vision 2031 work which has brought our purpose, our vision and our strategy together has been the focus for building a sustainable future for Arqiva. The Board has overseen these matters alongside the development and adoption of a detailed and robust long-term plan for the business with appropriate cost and investment assumptions which now underpin the business.
Capital structure	Following the significant repayment of external debts in the prior year, the Board has continued to monitor the capital structure in place to ensure its suitability for the business needs. This included the establishment of new facilities post year end, the proceeds of which will be used to redeem the Groups outstanding £625m Junior bonds.
Customers	Arqiva is a smaller and less complex business post the Telecoms divestment, and the Board has sought to ensure senior engagement with key customers and stakeholders to strengthen working relationships, share Arqiva's new purpose and to open up further opportunities for collaboration.  In addition, a significant customer engagement survey was carried out in May 2022. This provided valuable insights in to Arqiva's performance, what it needs to do to maintain its position in certain areas, and what it needs to do to prepare for the future.
Integrated organisation	The Board has overseen the implementation of an integrated organisational design whose purpose is to more directly and effectively serve our customers and ensure alignment across our functions with the business' purpose and direction.

People & Culture	<p>A continued focus has been on ensuring the right levels of skills and experience amongst our employees which was important to deliver Arqiva's new purpose in the new organisational design. The Board has overseen a company-wide restructuring and redundancy programme which was carried out during the year. This resulted in a significant number of changes in the employee mix – with a number of individuals leaving the business, others being successful in being appointed to new roles, and also a significant recruitment exercise to fill vacant roles.</p> <p>A senior leadership group continues to benefit from significant investment through personal and leadership development activities. The leadership group has been key to certain Culture transformation initiatives over the course of the year and bringing to fruition a target culture blueprint for the business.</p> <p>In addition, the implementation of our post-pandemic “Work. Life. Smarter.” practices continues to be rolled out. The intention is to enable a migration to a hybrid home/office working model for our people.</p>
Operational performance	<p>The operational performance of the business has been closely monitored by the Board as part of the regular Board meeting agendas. In particular, the impact of Covid 19 on the performance of the business has been considered on a more frequent basis, and the relevant operational risks associated with Covid 19 continue to be carefully managed. In addition, the global component shortage has had an impact on meter supply schedules and this has been frequently considered by the Board and senior management.</p> <p>As noted below the operational performance of the business has been impacted by the Bilsdale fire during the year, and the Board has overseen the Group's response as a priority.</p>
Governance	A number of appointments/changes have been made to the Group's executive committee during the year. In addition to the business' new integrated organisational design, a number of improvements and updates have been made to the business' internal governance structures and delegated authorities.
Covid 19	The principal aims of the Board in its response to the ongoing Covid 19 pandemic were to ensure the safety of its employees and assist individuals with the evolving lockdown situations and 'working from home' realities, and also maintain operational capability and delivery to the Group's customers. In addition, the Board continued to oversee the Group's engagement with its most affected and key customers.
Transformation	The Board has continued to oversee the programme to upgrade the Group's IT, systems and processes to enhance operational capability and bring efficiencies to the Group's operations.
Bilsdale transmitter fire	The fire at the Bilsdale transmitter site has had a significant impact on the group's operations in the year, with the response to the incident being a key area of focus for the Board. The Board continues to oversee the restoration programme, with key priorities being supporting the community and returning coverage.

#### Values and culture

Arqiva's values are embedded throughout the organisation, and adherence to them forms part of employees' performance reviews and reward structure. Independent surveys of both employee and customer engagement are undertaken. Engagement with BECTU is described under Principle 6 (Stakeholders) below. The Group's People & Culture team monitors absenteeism rates and processes are also in place to encourage and monitor exit interviews. These form part of matters reported upon to the Operational Resilience Committee, which reports in to the Board.

**PRINCIPLE TWO - BOARD COMPOSITION** - *Effective board composition requires an effective chair and a balance of skills, backgrounds, experience and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of a board should be guided by the scale and complexity of the company.*

#### **Chair**

The Group's corporate governance structure creates a clear separation between the role of the Chair and that of the Chief Executive Officer.

The Chair (who is independent of the Group's Shareholders) is a highly experienced business executive having held many senior executive roles in the technology and telecoms sectors. The Chair has actively encouraged open debate and discussion in the appropriate forums including main Board meetings which are scheduled to take place at least six times per year, and also at Board sub-committee meetings (those committees being the Audit & Risk Committee, Nominations & Governance Committee, Operational Resilience Committee, Capital Structure Committee and the Remuneration Committee).

#### **Balance and diversity**

The Board has deep and relevant experience which has provided invaluable external industry input to assist more effective decision-making in relation to a number of key matters brought before the Board. The Group operates in a number of diverse and complex markets which require the Board to have a detailed understanding of the relevant sector in order to arrive at informed decisions.

Arqiva is actively working with Inclusive Employers in relation to diversity and inclusion. The Group recognises that there is further work to do in this area and continues to promote relevant initiatives. Page 37 of the Annual Report provides a breakdown of the gender of Directors and employees.

#### **Size and structure**

The size and structure of the Board remains under periodic review so that it is best organised to meet the needs and challenges of the Group. In terms of Board size, a balance has been struck between ensuring Shareholders are adequately represented via their nominated Directors but also identifying directors with relevant industry experience to be appointed together with the Group's CEO and CFO (see pages 45-49 of the Annual Report for full details of the composition of the Board of Directors and Senior Executive Management). Whilst Frank Dangeard, Mike Darcey and Sally Davis all originally joined Arqiva as independent non-executive directors, each of them were also Shareholder directors representing Macquarie, CPPIB and MTAA/IFM respectively in the year to 30 June 2022.

We acknowledge that there is a relative lack of diversity on the Board. As part of the new appointments to the Senior Leadership groups, improvements have been made to broaden diversity and this will continue in the future. Details of the actions taken in the year towards this are discussed in the Corporate responsibility statement on page 37 of the annual report.

#### **Effectiveness**

The Group undertook an extensive Board effectiveness/evaluation exercise in December 2020 using an external online platform together with relevant diagnostics, and the results of the exercise were considered and discussed at a meeting of the Nominations & Governance Committee and the Board of directors in February 2021. The key action recommendations from the exercise included the following:

- Arqiva's sustainability activities should be an increasing priority that form part of the company's value creation and strategic objectives.
- Diversity & inclusion and sustainability matters will be a more prominent agenda item at relevant committee meetings and also at the Board twice a year from FY22 onwards.
- Succession planning and talent review matters will be regular agenda items for the Nominations & Governance Committee.
- The composition of the Board (and/or the potential for a Board observer or external advisor) would be kept under review to ensure the right breadth of experience and input at the Board.
- An increased focus by the Audit & Risk Committee in appraising strategic risk factors and whistleblowing matters.

**PRINCIPLE THREE - DIRECTOR RESPONSIBILITIES** – *A board should have a clear understanding of its accountability and terms of reference. Its policies and procedures should support effective decision-making and independent challenge.*

The Board has a programme of six principal meetings every year, with additional meetings arranged for key projects, strategic matters or circumstances such as Covid 19 or the fire at the Bilsdale mast in Yorkshire, as may be required.

#### **Accountability**

Decisions which are within the remit of the Board or Shareholders are set out in a Shareholders' Agreement (as Board Reserved Matters and Shareholder Reserved Matters). There is a comprehensive Delegation of Authority policy which sets out the responsibilities that are delegated to the Executive and those decisions which must be made at Board or Shareholder level. This policy was updated and a revised policy brought to the June 2022 Board meeting for approval. Typically, Board or Shareholder Reserved Matters are raised at regular Board meetings and written resolutions are obtained where otherwise required.

A Conflicts of Interest paper is maintained and regularly updated with details of Board or Shareholder conflicts. Any conflicts which may compromise independent decision making would be raised by the Company Secretary at the relevant Board meeting; a Director having a conflict is not entitled to discuss or vote on the relevant matter, or to count in the quorum.

#### **Committees**

Five Board sub-Committees have been instituted. Pages 68-69 of the Annual Report provides an overview and description of each of the Board sub-Committees comprising: Audit & Risk, Remuneration Committee, Nominations & Governance and Operational Resilience and Capital Structure Committee. The Board sub-Committees promote effective decision making and greater accountability and focus in relation to each of the areas covered by the respective Board sub-Committees.

#### **Integrity of information**

The Board receives regular reports from the Executive and Senior Management on key matters for which the Board has responsibility, including strategic projects; comprehensive financial reporting; key customer and regulatory matters; updates on operational resilience (including physical and cyber security as well as health and safety and environmental issues); details of major bids and performance of key contracts and market issues faced by the Group as well as developments in technology and regulation.

The Group uploads papers to a board portal for ease of review and administration. Other than in exceptional cases papers are submitted in advance and taken as read at Board meetings, allowing any presentations to focus on highlighting key issues, discussion and dealing with questions. The Chairs of each of the Board Committees are aware of the importance of their position and during FY22 they have each met (virtually) with key employees of the Group to build relationships and gain direct access to those dealing with the day to day business of the Group.

**PRINCIPLE FOUR - OPPORTUNITY AND RISK** – *A Board should promote the long-term sustainable success of the company by identifying opportunities to create and preserve value, and establishing oversight for the identification and mitigation of risks.*

#### **Opportunity**

The Group's Board maintains a focus on how the Group creates and preserves value over the long-term which is principally achieved through a well-developed strategic and long-term planning process. The Board keeps its strategy under review which provides a forum to present future business opportunities. Appropriate governance mechanisms are in place to ensure that new business opportunities above a certain value are considered and approved by the Board.

#### **Risk**

The Group has a well-developed risk management process in place and continues to use its an online risk assessment tool, which is used throughout the business (which is described on pages 50 of the Annual report). The Group's Audit and Risk function works with the Chief Executive Officer to review and consolidate the most

significant business risks into a corporate risk register for scrutiny at quarterly Executive Committee and Audit & Risk Committee meetings.

Arqiva's key operational risks and mitigations are outlined in detail on pages 54-55 of the Annual Report.

### **Responsibilities**

The Group has adopted the Enterprise Risk Management approach to managing its risk which has been approved by the Group's Audit & Risk Committee. This incorporates an internal control framework clearly defining roles and responsibilities of those involved. Responsibilities include the following:

- The Group's Executive Committee takes recommendations for ensuring the risk management framework remains effective going forward;
- Processes are in place for managing the principal risks and uncertainties;
- The internal control framework (described on page 50 of the Group's annual report) confirms that there is a monitoring and review process in place to evaluate risks at both business unit and Board level.

**PRINCIPLE FIVE - REMUNERATION** - *A board should promote executive remuneration structures aligned to the long-term sustainable success of a company, taking into account pay and conditions elsewhere in the company.*

### **Remuneration**

A consistent approach has been adopted in setting the level and structure of remuneration in relation to each member of the Executive Committee to secure appropriate and fair levels of remuneration. Benchmarking and advice from external remuneration consultants is obtained. Remuneration comprises of a number of elements including base salary, an annual bonus and a long-term incentive plan.

Page 37 of the Group's annual report provides more detail and explains how remuneration is structured to recognise high performance reward for achieving targets in line with the Group's sustainable success and values. This aligns with remuneration arrangements for the remainder of the organisation where every employee's remuneration is made up of a combination of base salary and annual bonus (which, again, is linked to personal performance and achieving financial targets in line with the Group's objectives).

### **Policies**

The Group has delegated remuneration matters to the Remuneration Committee (which is a committee of the Board). The Remuneration Committee operates in accordance with documented terms of reference. The Remuneration Committee is committed to take into account the pay and employment conditions of the Group's wider workforce when making recommendations in relation to Executive pay.

The Group's bonus and long-term incentive plans are documented in writing and reviewed at least annually by the Remuneration Committee and any payments made operate against documented performance targets.

In addition, the Remuneration Committee considers the company wide annual pay increase on an annual basis. As part of this process, the Remuneration Committee will assess increases against certain criteria including taking into account other comparative pay metrics in the industry, discussions held with BECTU, the existing and future financial capacity of the business, and also aligning with the long term sustainable success of the company. In the year to 30 June 2022, annual pay negotiations were concluded with BECTU with agreement to go to a ballot of its members. This occurred in early July 2022 and agreement was reached on the business' proposals.

The Group has published its full gender pay gap report which is available on the company website at [www.arqiva.com](http://www.arqiva.com). The latest report shows the emphasis and commitment to diversity and inclusion with improvements in both the mean and median pay gaps for the reporting period. The full report provides details on why we have a pay gap, the reasons for the increase in the year and the actions we are taking to address the issue.

**PRINCIPLE SIX - STAKEHOLDERS** – *A board has a responsibility to oversee meaningful engagement with material stakeholders, including the workforce, and have regard to that discussion when taking decisions. The board has a responsibility to foster good stakeholder relationships based on the company's purpose.*

#### **Stakeholders**

The Group's key Stakeholders include its employees; customers; suppliers; debt investors; Shareholders; pensions trustees; and regulatory and government bodies including Ofcom, DCMS and BEIS. Senior Management and the Strategy and Regulatory team work closely with industry and lobby groups and representatives of the various regulatory bodies, and the Board is regularly briefed informally and formally on developments. The value of good relationships with local communities, in the context of planning requirements for example, is understood and focus is given to fostering these relationships. The Group provides reports to investors and creditors as part of its listed debt obligations and conducts regular investor calls which give the opportunity for debt investors to raise questions with the Group. The Group's procurement operations function actively undertakes reviews of its supplier base and to enhance its best practice in this field.

#### **Workforce**

Arqiva communicates to its employees through regular email newsletters, updates over email directly from the CEO and local messaging from the Executive Management. The CEO and Executive Management have also conducted small listening groups in person where possible. However, due to the Covid 19 pandemic, the use of live broadcasts and presentations streamed online (rather than roadshows) has continued and this has been well received by employees. This has been done alongside interactive question functionality which enables a live dialogue with the workforce. Individual video interviews with members of the Executive Management have also been published on the Arqiva intranet. During the Covid 19 pandemic in particular, the Executive Management team has been the principal conduit through which the Board has been able to assess workforce considerations and related views for the purposes of their decision making processes.

The Group has active union representation from BECTU, as well as an elected Employee Board, and employee forums throughout the different functions. The People & Culture team work closely with each of these bodies, consulting on any proposed changes to terms; policies and processes; as well as seeking feedback on workplace morale, culture and issues of concern or interest to the workforce. In the year to 30 June 2022, due to the company wide restructuring and redundancy programme and return to the office after the Covid 19 lockdown, the interaction between Arqiva, its Employee Board and BECTU has been heightened. A constructive and pro-active dialogue was swiftly established between the parties and a constructive relationship has been cemented as a result.

#### **External impacts**

The Group's Corporate Responsibility statement sets out, on pages 35-39 of the Directors' Report, a description of the Group's focus areas used to ensure that it acts responsibly, ethically and safely, from a Corporate; Community; Employee; and Business perspective. The statement also includes a summary of the Group's approach to environmental factors. The Group's Modern Slavery Act: Slavery and Human Trafficking Statement on page 42-43 sets out a description of Arqiva's considerations in this area, including supply chain impacts.

## Streamlined Energy and Carbon Reporting (SECR)

### Introduction

This report provides an overview of Arqiva's approach to environmental sustainability as well as progress and successes made during the financial year. It also provides information and data we are required to report under the Task Force for Climate Change Disclosure (TCFD) and the Streamlined Energy Carbon Reporting (SECR).

### New Sustainability Framework

This year Arqiva launched its sustainability framework. The framework is focused on environmental sustainability and has three clear goals:

- Goal 1**                Become a net zero organisation by 2040, with an interim goal of net zero across our scope 1 and 2 emissions by 2031
- Goal 2**                Positively enhance the environments we operate in
- Goal 3**                Optimise our use of natural resources

### Goal 1 Net Zero

We understand and can currently measure our scope 1 and 2 carbon emissions. As a result we have set a more aggressive goal to achieve net zero compared to our scope 3 emissions. We have specifically chosen a 2031 deadline to align with Arqiva's ten year business strategy Vision 2031.

We are currently focused on the creation of abatement plans detailing how we will achieve net zero on our scope 1 and 2 emissions. Currently we can measure only part of our scope 3 emissions. This year we will undertake further analysis of our supply chain to measure the current carbon emissions and work with our suppliers to understand their plans towards net zero.

We are committed this year to supporting the Science Based Target initiative to enable us to measure our progress towards net zero and provide credibility to our plans.

### Goal 2 Environmental Enhancement

Our second goal targets how we can positively enhance the environments we operate in. Initially we will focus on three areas:

1. Identifying ways in which we can reduce our energy consumption in our buildings and technical equipment
2. Arqiva own and operate a network of over 1,500 sites around the UK. We have an opportunity to make decisions about how we manage the land and how we can support and improve biodiversity
3. To provide greater transparency of the individual carbon footprint of our key products and services to enable our customers to make informed choices

### Goal 3 Resource Optimisation

Our third goal will ensure we can find ways to optimise the use of our natural resources. We will take a holistic view of how we use our natural resources, both upstream to understand how we minimise waste creation and downstream to maximise reuse and recycling.

### Sustainability Successes

We are still developing our plans to achieve our three goals but have still had some notable successes during the year.

### Carbon Emissions Reduction

#### Carbon Emissions

The table below provides a breakdown of carbon emissions by scope in accordance with the Green House Gas Protocol.

<b>UK Greenhouse Gas Emissions</b>		<b>Year ended 30 June 2022</b>	<b>Year ended 30 June 2021</b>
<b>Total Energy consumption (kWh)</b>		<b>214,456,587</b>	<b>222,357,758</b>
	Gas	1,772,197	2,055,282
	Electricity	207,524,329	215,261,826
	Transport Fuel	5,414,256	5,040,650
<b>Scope 1 emissions in t/CO<sub>2</sub>e</b>	Gas	319	376
	Gas Oil*	129	-
	Fluorinated Gases (HVAC)	618	-
	Owned transport (fleet)	1,208	1,120
	<b>Total</b>	<b>2,274</b>	<b>1,496</b>
<b>Scope 2 emissions in t/CO<sub>2</sub>e</b>	Market Based	9,943	639
	Location Based	40,131	46,471
<b>Scope 3** emissions in t/CO<sub>2</sub>e</b>	Business travel (employee owned and hire vehicles)	178	129
	Public Transport and Accommodation	231	-
	Water Consumption	21	-
	Waste in Operations	5	-
	<b>Total</b>	<b>435</b>	<b>129</b>
<b>Total gross emissions in metric tonnes CO<sub>2</sub>e (Scope 1,2 &amp;3)</b>	Market Based	12,946	2,264
	Location Based	43,134	48,096
<b>Intensity Ratio TCO<sub>2</sub>e / £m revenue</b>	Market based method	20.5	3.49
	Location based method	68.30	74.31

#### Footnotes:

Emissions sources reported are where we have verifiable data to support.

\*\*This is not a complete Scope 3 Inventory; we are currently working towards understanding carbon emissions associated with our supply chain.

\*Does not include emissions associated with portable diesel generators.

The following standards and guidance are used to both monitor and report on our relevant carbon emission sources:

- **Greenhouse Gas Protocol Corporate Accounting and Reporting Standard** developed by World Resource Institute (WRI) and World Business Council for Sustainable Development (WBCSD) which can be accessed via <https://ghgprotocol.org/standards>
- **Green House Gas Reporting: Conversion factors 2022**: full set, used to report on 2022 greenhouse gas emissions. Access available via <https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2022>
- **Environmental Reporting Guidelines**: Including streamlined energy and carbon reporting guidance March 2019. Access available via <https://www.gov.uk/government/publications/environmental-reporting-guidelines-including-mandatory-greenhouse-gas-emissions-reporting-guidance>



### ***Scope 1 Emissions***

This year we have trialled several electric vehicles to help gain a better understanding of operating an effective electric vehicle business fleet for our field engineers. We have also installed electric car charging points at our head office and plan to roll out further charging points across our other office locations.

### ***Scope 2 Emissions***

Arqiva, like many businesses, has taken the opportunity following the pandemic to review ways of working to ensure we have the right office environments for all employees. This has resulted in the sale of one office and consolidation of working areas on larger sites to reduce the need for heating and lighting. These initiatives delivered annual energy savings of over 165,000 kilowatt hours.

Our existing on-site solar generation across four of our sites continues to provide the national grid with clean renewable energy. This year our sites generated over 200,000kWh of power, enough to support over 45 domestic homes in the UK using an average energy profile.

## **Environmental Enhancement**

### ***Energy Use Reduction***

The old transmitters at our sites Meldrum, Pontop Pike and Rowridge have all undergone technical refreshes and replaced with new more efficient technology. Transmitters at Washford, Droitwich and Holme Moss have all been re-engineered, allowing them to operate at a reduce power consumption.

The combined impact of all these technology changes has reduced the overall energy consumptions across the six sites by over 1750 Megawatts or 339 tonnes of carbon dioxide.

### ***Biodiversity***

Arqiva is committed to enhance and protect our natural environment. Increasing biodiversity, helps to ensure ecosystems are resilient to climate change and also helps control climate change through carbon sequestration.

Our site at Morn Hill, part of the South Downs National Park, provides a good example of where proactive management can both support and enhance biodiversity. The site is managed predominantly using grazing animals and scrub clearance to create ground conditions suitable for a variety of plant and animal species. This year over 750 Brown Argus butterflies were recorded, the highest number since monitoring started in 1991. The site also hosts a stable population of slow worms and common lizard, which is a great reflection of the overall health of the habitat.

### ***Resource Minimisation***

Our ambition is to embed the principles of a circular economy into all aspects of our business operations to ensure we are considering both the up and downstream effects of our decision making. This year Arqiva recycled over 100 tonnes of waste, achieving an average recycling rate of 46% across its operations.

Our employee canteens are a great example. We removed all single use plastic and promoted the use of bringing your own drink and food receptacles.

### ***Climate Change***

As well as our commitment to reducing our carbon emission and becoming a net zero organisation we also consider the impact of climate change on our business operations.

### ***Climate Change Risk Governance***

Arqiva have implemented a Sustainability Committee consisting of member of ExCo and senior leaders across the business. The role of the committee is to ensure that Arqiva meets its environmental sustainability ambitions and commitments.

Output from this committee is fed into the Operational Resilience Committee, a subcommittee of the Board.

### Climate Risk Management

Arqiva have a large portfolio of sites. We have taken a risk-based approach and assessed the resilience of sites with greater strategic importance for network resilience.

Our assessment has focused primarily on environmental physical risks and opportunities such as:

- Flooding
- Storms and severe weather
- Rising temperature (for example heat stress on equipment)
- Poor Air Quality
- Wildfires
- Through the risk assessment process the following physical risks have been deemed material and the business impact and subsequent response has been provided

Risk / Opportunity	Potential Impact	Business Response
Wildfires (for example moorland fires)	Wildfires can cause significant damage to Arqiva assets and extreme events could cause catastrophic failure to our sites and services	Full site audit completed on significant assets to assess fire risk. Installation of fire breaks and increased maintenance around perimeter fence and stay wires to reduce risk of adjacent fires impacting Arqiva assets
Increasing external temperature	Unexpected increasing external temperatures can lead to instability in equipment performance leading to service failure.	Trial deployment of remote monitoring temperature and humidity sensors. Operational readiness improved through system monitoring reducing response times to potential system failure. Opportunity to reduce engineer resource through on-site monitoring. Increased productivity and reduction in miles travelled and associated carbon emissions
Storms and Severe weather	Extreme weather events can lead to hazardous conditions accessing site to undertake planned or reactive maintenance.	Operations Centres monitor Meteorological Office Weather Forecasts daily and issue pro-active alerts, which are issued to Field Operations Managers to allow forward planning of engineering resource

As our carbon abatement plans mature and formalise over this forthcoming financial year for our scope 1 and 2 emissions sources so will our level of understanding of the risks associated with our transition to a low carbon economy. This process will identify those risks that are material, allowing them to be considered in the context of the overall strategic direction of the organisation.

## Directors Report

### Financial Risk Management

The principal risks and uncertainties of the Group have been outlined previously in this report (see pages 51-55). As a result of these, as well as the on-going business activities and strategy of the Group, Arqiva is exposed to a variety of financial risks that include financing risk, purchase price risk, credit risk, liquidity risk, interest rate risk and foreign exchange risk.

The key financial risks affecting the Group are set out below, together with a summary of how these risks are managed.

Risk Type	Description of Risk	Mitigation
<b>Inflation risk</b>	High inflation risk has an adverse impact on both operating and financing cashflows.	<p>The Group uses derivative contracts to hedge its exposure to adverse impacts to debt as a result of inflation. Inflation-linked swaps convert fixed or floating rate interest costs to RPI-linked costs.</p> <p>A significant proportion of the Group's revenue contracts within core TV and radio products are RPI index linked.</p> <p>Increase in power costs are in part managed via pass-through arrangements to customers.</p>
<b>Financing risk</b>	<p>The Group will need to refinance at least part of our debt as it matures and may need additional financing to cover capital expenditure and certain other expenses to support its growth plans. The Group cannot be certain that such financing will be readily available on attractive or historically comparable terms.</p> <p>Breach of debt covenants and/or a downgrade in our rating could impact the availability of finance or the comparability of terms.</p>	<p>The Group mitigates this risk by the strength of the stable long-term investment grade capital structure in place. Our BBB+/BBB (S&amp;P/Fitch) ratings reflect our strong ability to service and repay debt from our cash flows over a reasonable period of time, maintaining debt with a variety of medium- and long-term maturities, so that over time we do not have a significant concentration of debt due for refinancing in any given year, and aiming to refinance debt well in advance of the maturity date.</p> <p>With regards to covenants the Group maintains financial covenant monitoring and modelling, both retrospectively and prospectively and maintains regular dialogue with credit ratings agencies.</p>
<b>Purchase price risk</b>	Energy is a major component of the Group's cost base and is subject to price volatility.	A proportion of this risk is managed via pass-through arrangements to customers. The Group's residual exposure to fluctuations in the electricity price is managed by forward purchasing the majority of power requirements. Key revenue and cost milestones are set on larger projects to ensure the financial risks of volatile market pricing are mitigated.
<b>Credit risk</b>	The Group is exposed to credit risk on customer receivables.	Credit risk is managed through appropriate credit checking procedures prior to taking on new customers; and higher risk customers paying in advance of services being provided. Performance is closely monitored to ensure agreed service levels are maintained reducing the level of queried payments and mitigating the risk of uncollectible debts.

	<p>The Group is exposed to counterparty risks in its financing operations.</p>	<p>The Group carefully manages the credit risk on liquid funds and derivative financial instruments with balances currently spread across a range of major financial institutions which have satisfactory credit ratings assigned by international credit ratings agencies. The levels of credit risk are monitored through the Group's on-going risk management processes, which include a regular review of the credit ratings. Risk in this area is limited further by setting a maximum level and term for deposits with any single counterparty.</p>
<b>Liquidity risk</b>	<p>Ensuring the Group has sufficient available funds for working capital requirements and planned growth and funding for the Defined Benefit pension scheme.</p>	<p>The Group maintains cash reserves and access to undrawn committed facilities to cover forecast requirements. As at 30 June 2022 the Group had £251.2m cash available and £66m and £150m undrawn working capital and liquidity facilities respectively available to cover senior interest payment if required. The Group also has a £30.0m facility to support 'Comms Hub Receivables Purchasing'. The Board considers the availability and adequacy of working capital funding requirements in conjunction with forming its long-term financial plan for the business. A further £50m working capital facility has been established post year end which can be drawn as required.</p>
<b>Interest rate risk</b>	<p>Exposure to interest rate risk due to borrowing variable rate bank debt.</p>	<p>The Group uses derivative contracts to hedge its exposure to rising interest rates. The Group maintains a hedging policy to manage interest rate risk and to ensure the certainty of future interest cash flows and compliance with debt covenants. The derivative contracts held are fixed rate hedging, split between interest rates and inflation-linked swaps. The Group has, however, elected not to apply hedge accounting meaning gains and losses are recognised through the income statement as fair values fluctuate (2022: £76.1m loss; 2021: £11.1m loss). Interest rate swaps convert variable rate interest costs to fixed rate interest costs while inflation-linked swaps convert fixed or floating rate interest costs to RPI-linked costs, which fluctuate in line with the RPI index as do a significant proportion of the Group's revenue contracts.</p>
<b>Foreign exchange risk</b>	<p>The Group operates from UK sites and predominantly in the UK market. While some customer and supplier contracts are denominated in other currencies (mainly US Dollars and Euros), the majority of the Group's revenues and costs are sterling based, and accordingly exposure to foreign exchange is limited.</p>	<p>Management regularly monitors the impact of foreign exchange risks and assess the need to put any mitigating financial instruments in place. This risk is not currently considered to be material and no currency financial instruments are held at 30 June 2022.</p>

### **Internal control over financial reporting**

The Board of Directors review the effectiveness of the Group's systems of internal control, including risk management systems and financial and operational controls (see page 50).

### **Audit and Risk Committee**

The Audit and Risk Committee includes representation from the Board of Directors. Mike Parton will chair Audit & Risk Committee meetings (or another committee member may be appointed to chair the meetings as required).

The Committee has responsibilities of oversight of risk management procedures, monitoring compliance and regulatory issues (including whistleblowing arrangements) and reviewing the effectiveness of the Group's internal controls and internal audit function.

The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties, and to obtain any external legal or other professional counsel it requires.

Meetings of the Committee are attended, at the invitation of the Chairman of the Committee, by the external auditors, the Chief Executive Officer, the Chief Financial Officer and representatives from the business as required.

#### *Internal Audit*

The Audit and Risk Committee is responsible for reviewing the work undertaken by the Group's internal audit function, assessing the adequacy of the function's resource and the scope of its procedures. The internal audit function agrees its annual audit plan with the Audit and Risk Committee and regularly reports its findings and recommendations. The Group's internal audit plan incorporates an annual rolling review of business activities and incorporates both financial and non-financial controls and procedures.

#### *External Audit*

The Audit and Risk Committee is responsible for making recommendations to the Board on the appointment, re-appointment and removal of the Group's external auditor. The Committee makes an assessment of the auditors' independence and objectivity taking into account the relationship with the auditors as a whole, including the provision of any non-audit services.

PwC were re-appointed as external auditor in 2016 following a competitive tender process.

The auditors have provided certain non-audit services, principally in relation to non-audit assurance. The Audit and Risk Committee considers the acceptability of all non-audit services with the auditors in advance of commencement of work to confirm acceptability and ensures that appropriate safeguards of audit independence are established and applied, such as partner rotation.

### **Remuneration Committee**

The Remuneration Committee, chaired by Sally Davis, is established to make recommendations to the Board regarding executive remunerations, including pension rights and to recommend and monitor the level and structure of remuneration for each member of the Executive Committee. Additional oversight is extended to setting and monitoring reward and incentive policies, including the bonus schemes, and reviewing and making recommendations in relation to wider reward policies.

### **Governance and Nomination Committee**

The Governance and Nomination Committee, chaired by Mike Parton, is established to give oversight to the size, structure and composition (including skills, experience, independence, knowledge and diversity) of the Board to ensure that the continued leadership ability is sufficient to allow the business to compete effectively in the market. This also includes oversight of the succession planning for directors (and other senior executives where appropriate).

### **Operational Resilience Committee**

The Operational Resilience Committee, chaired by Mike Darcey, has oversight of the adequacy and effectiveness of the operational resilience strategies and procedures of the Group (including principles, policies and practices adopted in complying with all statutory, and sub-statutory, standards and regulatory requirements in respect of safety, health and environment ('SHE') matters affecting the activities of the Group). This includes consideration and risk management of areas of significant and individual cyber security, physical security, business continuity and SHE risk.

### **Equal Opportunities policy**

*Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues, and the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of a disabled person, should, as far as possible, be identical to that of a person who does not have a disability. Further information on how Arqiva supports its employees can be found on page 36.*

### **Political Donations**

No political donations were made during the year (2021: none).

### **Charitable donations**

The Group has made £0.1m (2021: £0.1m) of charitable donations in the year.

### **Research and development**

The Group performs research and development into new products and technology, the costs of which are capitalised where they meet the criteria for capitalisation in accordance with the Group's accounting policy. *The research costs expensed in the year were £1.5m (2021: £2.0m). In addition, the Group carries out research and development as part of its contract bid processes and these costs are expensed as part of the bid costs unless the development expenditure can be capitalised. The bid costs expensed during the year total £1.4m (2021: £1.3m).*

Development costs incurred as part of capital expenditure projects, which support customers contracts, are included with the total project spend within property, plant and equipment. The Group's capital expenditure in the year was £98.5m (2021: £104.0m) and includes capitalised labour of £26.1m (2021: £34.4m). Other development costs are capitalised within intangible assets. In the year, new development costs capitalised total £1.8m (2021: £0.3m) with amortisation of £2.5m (2021: £1.6m) charged against such capitalised development costs.

### **Overseas branches**

The Group has trading branches based in the Isle of Man, the Channel Islands and France.

### **Events after the reporting date**

On 19 August 2022, the Group signed a commitment for a £450m term facility and a £50m Working Capital Facility both with an expected maturity date of 2028. These facilities are floating rate in nature with a margin over SONIA. Arqiva Broadcast Intermediate Limited (a subsidiary of the Group) is the borrower of this arrangement. The proceeds of this facility when drawn will be used to redeem the Groups outstanding £625m Junior bonds.

The maturity of Shareholder Loan notes have also been extended since year end and now have maturity dates ranging from March 2029 to March 2030.

On 21 September 2022, a second interim stage payment of £10.0m was received from the insurers in relation to the Bilsdale fire. At 30 June 2022, this represented a contingent asset and has therefore not been recognised in the income statement.

On 23 September 2022, it was announced that the corporation tax rate change from 19% to 25% with effect from 1 April 2023 was to be cancelled. For further detail see notes 12 and 19 of the financial statements.

### **Dividends and transfers to reserves**

Now Digital (East Midlands), a Group company which includes a non-controlling interest, declared a dividend in the year of £nil (2021: £0.4m).

The Directors' of the Group have not recommended a dividend in the year (2021: nil).

The consolidated loss for the year of £634.6m (2021: restated<sup>9</sup> profit of £480.5m) was transferred to reserves.

### **Going Concern**

The Strategic report includes information on the structure of the business, the business environment, financial review for the year and uncertainties facing the Group. Notes 20, 23 and 25 of the consolidated financial statements include information on the Group's cash, borrowings and derivative respectively; and financial risk management information presented within this report.

The Group meets our day-to-day working capital and financing requirements through the net cash generated from our operations. The Group performs a review of going concern through a review of forecasting including cash flow forecasts and considering the requirements of capital expenditure and debt repayments and including any severe but plausible scenarios. The Group has sufficient financial resources which, together with internally generated cash flows, will continue to provide sufficient sources of liquidity to fund our current operations, including our contractual and commercial commitments both in terms of capital programmes and financing as they fall due. This is further supported by the new debt facilities established post year end, see note 31 for further information. For this reason, the Directors are confident that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing this financial information.

### **Future Developments**

The Group plans to continue in its commercial and operational business in accordance with its strategy. Further detail is contained within the Strategic report on page 19.

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<sup>9</sup> The prior year profit has been restated to reflect adjustments to the tax credits recognised. See note 12 to the financial statements for detail.

### **Ownership and Directors**

A description of the ownership of the Group and the Board of Directors holding office during the year and up to the date of signing of the financial statements can be found on page 45.

At 30 June 2022, Mike Parton was the Group's independent Chairman and Katrina Dick was the Company Secretary. *Katrina Dick was appointed to this role on 6 April 2022. This role was previously held by Jeremy Mavor who resigned on this date.*

For details on the background of the Board of Directors and the Executive Committee please refer to page 45.

Details of the statutory directors of the Company are shown on page 135.

### **Directors Indemnities**

The Company has provided an indemnity for its Directors and the Company Secretary, which is a qualifying third-party indemnity for the purposes of the Companies Act 2006. The indemnity was in force during the full financial year and up to the date of approval of the financial statements.

### **Disclosure of information to the Independent Auditors**

The Directors of the Group in office at the date of approval of this report confirm that:

- So far as the Directors are aware there is no relevant audit information of which the Auditors are unaware; and
- Each Director has taken all steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.



## Statement of Directors' responsibilities in respect of the financial statements

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. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

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 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 international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101 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 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 also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

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.

On behalf of the Board



**Mike Parton**

Director  
26 September 2022

## Financial Statements

### Group Financial Statements

Independent Auditors' report to the members of Arqiva Group Limited.....	74
Consolidated income statement.....	80
Consolidated statement of comprehensive income.....	81
Consolidated statement of financial position.....	82
Consolidated statement of changes in equity.....	84
Consolidated cash flow statement.....	85
Notes to the Group financial statements.....	86

### Company Financial Statements

Directors' report for Arqiva Group Limited ('the Company').....	135
Company statement of financial position.....	136
Company statement of changes in equity.....	137
Notes to the Company financial statements.....	138

# Independent auditors' report to the members of Arqiva Group Limited

## Report on the audit of the financial statements

### Opinion

In our opinion:

- Arqiva Group Limited's Group financial statements and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 30 June 2022 and of the Group's loss and the Group's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Consolidated and Company statements of financial position as at 30 June 2022; the Consolidated income statement, Consolidated statement of comprehensive income, Consolidated cash flow statement and Consolidated and Company statements of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Our audit approach

#### Overview

##### Audit scope

- For the Group Financial Statements we performed an audit of the complete financial information of three entities and the consolidation. We also conducted audit procedures on specific line items for 12 entities to ensure sufficient coverage. The audit work performed achieved coverage of 95% of revenue and 99% of adjusted EBITDA (consisting of continuing profit before tax, finance income, finance costs, other gains and losses and exceptional income and expenses). All entities have been audited by the Group audit team and hence no component auditor has been involved in the audit of the Consolidated financial statements

##### Key audit matters

- Carrying value of goodwill (Group)
- Recognition and recoverability of deferred tax assets (Group)
- Valuation of defined benefit pension scheme obligation (Group)
- Recoverability of intercompany receivable balances (Parent)

##### Materiality

- Overall Group materiality: £11,800,000 based on approximately 3.5% of Adjusted EBITDA.
- Overall Company materiality: £200,000 based on approximately 2% of Net Assets.

- Performance materiality: £8,900,000 (Group) and £150,000 (Company).

### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the 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) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Recoverability of intercompany receivable balances (Parent) is a new key audit matter this year. Valuation of financial instruments and Covid-19 impacts, which were key audit matters last year, are no longer included because of the limited ongoing impact of Covid-19 on the Group and Company, and the valuation of financial instruments being less complex and less significant in the current year. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><i>Carrying value of goodwill (Group)</i></p> <p>IAS 36 'Impairment of assets' requires management to perform annual impairment assessments in respect of goodwill. The Group's goodwill is material, amounting to £1,457.4m (£1,339.6m allocated to 'Media Distribution' and £117.8m allocated to 'Smart Utilities Networks'), and the impairment assessments performed over goodwill include a number of assumptions which are subject to management judgement and estimates. Our elevated audit risk relates predominantly to the Smart Utilities Network CGU, given the lower headroom on this CGU and the greater uncertainty around the future growth of the utilities sector.</p> <p>Refer to page 94 and page 108 (note 4 - critical accounting judgements and key sources of estimation uncertainty – Impairment of goodwill and note 14 – goodwill)</p>	<p>We obtained an understanding of the allocation of goodwill to cash generating units in management's impairment model and assessed its appropriateness.</p> <p>We tested the impairment model, assessing its mathematical accuracy, the accuracy of inputs to the model and the reasonableness of the assumptions applied by management in assessing the recoverable amount for each cash generating unit. These included the assumptions for revenue and cost growth, capital expenditure and the discount rate used.</p> <p>We tested the cash flows and agreed these to Board approvals and performed a look back test to assess accuracy of forecasting.</p> <p>We involved our PwC valuations experts to evaluate the discount rate and terminal growth rate used to calculate the present value of the cash flows and confirmed these were calculated using an acceptable methodology and concluded that the discount rate and terminal growth rate is materially in line with what we would expect.</p> <p>We reviewed management's sensitivity analysis and performed our own sensitivity analysis considering various reasonably possible scenarios impacting key assumptions, including forecast cash flows, terminal growth rate and discount rates. Based on this testing, we considered whether the carrying value of the goodwill balances were adequately supported by the value-in-use impairment model prepared by management, and found there to be sufficient headroom.</p>
<p><i>Recognition and recoverability of deferred tax assets (Group)</i></p> <p>Following the introduction of legislation in previous years which restricts interest deductions, the Group recognised a significant deferred tax asset at that time. At year end, a deferred tax asset of £233.8m is capitalised on the balance sheet with a further £478.4m of potential deferred tax assets not recognised on the basis that they are not considered to be recoverable.</p>	<p>We obtained management's detailed workings which set out the various elements of the deferred tax asset, including support for judgements taken on recognition. The appropriateness of this assessment was in conjunction with our taxation specialists.</p> <p>We challenged management's assumptions in relation to tax losses and the evidence available to support the recognition of losses arising in various entities, including</p>

<p>There is judgement involved in the determination of the elements of the deferred tax asset to recognise and the value of that recognition, including the extent to which there are foreseeable taxable profits to support its recoverability.</p> <p>Refer to page 94 and page 114 (note 4 - critical accounting judgements and key sources of estimation uncertainty – deferred tax and note 19 –deferred tax)</p>	<p>consideration of whether specific steps are required in order to enable the value of the losses to be realised and the stage of Arqiva's steps towards recovery.</p> <p>We obtained management's forecast of taxable profits and agreed those to the approved long term plan, and also agreed the consistency of these forecasts with those utilised in management's goodwill impairment assessment. The calculations of the forecast taxable profits were reviewed, and an analysis of the sensitivity of the utilisation horizon to variations in EBITDA was considered.</p> <p>We further assessed the potential deferred tax assets not recognised and concluded that only assets that are expected to be available to the Group have been recognised and judgement relating to these unrecognised assets will remain under review and reassessed as the Group's circumstances and relevant tax legislation evolves. We have reviewed the disclosure over the significant judgement in the financial statements and we concur with the disclosures made.</p> <p>As a result of our work performed no material errors were noted in respect of the amount of deferred tax asset recognised in the financial statements at 30 June 2022.</p>
<p><i>Valuation of defined benefit pension scheme obligation (Group)</i></p> <p>The Group operates one defined benefit plan which has a surplus at the year end of £61.0m (2021: £47.1m). The valuation of the defined benefit plan obligation (£184.6m, 2021: £248.8m) includes a high level of estimation uncertainty, comprising several different key assumptions. There is a risk that an error within one or a combination of those assumptions could lead to a material misstatement in the financial statements.</p> <p>Refer to page 95 and 129 (note 4 - critical accounting judgements and key sources of estimation uncertainty – Actuarial assumptions used to determine the carrying amount of the Group's defined benefit plan liabilities and note 29 – retirement benefits)</p>	<p>With the support of our PwC actuarial specialists we assessed the appropriateness of key assumptions used to derive the pension benefit obligation, including relativity to our acceptable ranges based on market data, and concluded that all of the key assumptions are appropriate.</p> <p>We also tested the key inputs used by management's expert to supporting evidence with no exceptions noted. We reviewed the actuarial report and enquired of management's actuarial expert. We understood how management addresses the risk of the actuary's modelling accuracy and the controls in place for the modelling, and performed our own data validation checks. We also performed risk assessment analytical procedures on both the financial and demographic assumptions.</p> <p>As a result of our work performed no material errors were noted in respect of the pension benefit obligation recognised in the financial statements at 30 June 2022.</p>
<p><i>Recoverability of intercompany receivable balances (Parent)</i></p> <p>The Company has balances receivable from a Group company amounting to £4.4m (2021: £4.0m) as at 30 June 2022. This is considered a key audit matter as there is consideration in the assessment of the recoverability of receivables.</p> <p>Refer to page 144 (note 4 - Other receivables)</p>	<p>We evaluated management's assessment of the recoverability of intercompany receivables, including compliance with the requirements of IFRS 9 and expected credit loss methodology, and reviewed and independently tested an assessment of the ability of other Group companies to repay by comparing the receivable to net assets of the counterparties.</p> <p>As the net asset values did not support the recoverability of the intercompany receivables, we considered the assets held and confirmed that by taking into account the liquidity of assets held that the intercompany receivables are considered to be recoverable.</p>

### How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate. Arqiva Group Limited's business is carried out through a single principal trading subsidiary, aligned into two customer-facing business units; Media Distribution and Smart Utilities Networks, supported by the Group's Operations, Technology and Transformation and Corporate functions. In addition, there are a number of entities which provide financing to the operations.

### Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements - Group	Financial statements - Company
<i>Overall materiality</i>	£11,800,000.	£200,000.
<i>How we determined it</i>	Based on approximately 3.5% of Adjusted EBITDA	Based on approximately 2% of Net Assets
<i>Rationale for benchmark applied</i>	Based on our professional judgement, adjusted EBITDA is an appropriate adjusted measure to assess the performance of the Group, which focuses on the underlying trading results.	Based on our professional judgement, net assets is an appropriate measure to assess the performance of the Company and is a generally accepted auditing benchmark. A rule of thumb of approximately 2% is appropriate given that the entity itself is not a PIE.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between £0.01m and £11.2m. Certain components were audited to a local statutory audit materiality that was also less than our overall Group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% of overall materiality, amounting to £8,900,000 for the Group financial statements and £150,000 for the Company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £590,000 (Group audit) and £10,000 (Company audit) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

### Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and the 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 auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Company's ability to continue as a going concern.

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

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Strategic Report and Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 30 June 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

### **Responsibilities for the financial statements and the audit**

#### **Responsibilities of the Directors for the financial statements**

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### **Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. 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.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Communications Act 2003 and UK Tax law, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to management's manipulation of key performance measures such as adjusted EBITDA (consisting of continuing profit before tax, finance income, finance costs, other gains and losses and exceptional income and expenses). We have determined adjusted EBITDA is the key metric for stakeholders, such as the Group's ultimate shareholders and lenders. It is considered that the most likely risk of management manipulation of this metric is through the posting of manual journals and management bias in significant accounting judgements and estimates. Audit procedures performed by the engagement team included:

- Discussions with management and Directors, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Challenging assumptions and judgements made by management and considering risk of management bias in their significant accounting judgements and estimates as disclosed in Note 4 of the financial statements;
- Identifying and testing unexpected journal entries, including any journal entries posted with unusual account combinations or journals posted by unexpected users;
- Reviewing minutes of meetings of those charged with governance;

- Reviewing financial statement disclosures made by management in their significant accounting estimates and judgements as disclosed in Note 4 of the financial statements; and
- As required by ISA 240, incorporating an element of unpredictability into our audit testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report. In our engagement letter, we also agreed to describe our audit approach, including communicating key audit matters.

#### Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## Other required reporting

#### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the Company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Nigel Comello (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
26 September 2022



# Consolidated income statement

		Year ended 30 June 2022			Year ended 30 June 2021 (Restated) <sup>1</sup>		
	Note	Continuing operations £m	Discontinued operations £m	Total £m	Continuing operations £m	Discontinued operations £m	Total £m
Revenue <sup>2</sup>	1	624.1	-	624.1	543.3	4.2	547.2
Cost of sales		(202.8)	-	(202.8)	(235.1)	(2.6)	(237.1)
<b>Gross profit</b>		<b>421.3</b>	<b>-</b>	<b>421.3</b>	<b>412.2</b>	<b>2.9</b>	<b>415.1</b>
Depreciation	18	111.9	-	111.9	111.1	1.6	112.7
Amortisation	15	113.2	-	113.2	114.7	-	114.7
Exceptional operating expenses <sup>3</sup>	7	114.6	-	114.6	128.1	-	128.1
Exceptional loss on disposal of assets <sup>3</sup>	7	19.5	-	19.5	-	-	-
Impairment of assets		11.5	-	11.5	-	-	-
Other operating expenses		182.1	-	182.1	179.4	2.1	181.5
Total operating expenses		(290.8)	-	(290.8)	(283.0)	(1.0)	(284.0)
Other income		7.7	-	7.7	8.3	-	9.3
Exceptional other income <sup>3</sup>	7	5.0	-	5.0	-	-	-
<b>Operating profit</b>	6	<b>143.2</b>	<b>-</b>	<b>143.2</b>	<b>138.5</b>	<b>1.9</b>	<b>140.4</b>
Finance income	9	2.9	-	2.9	2.7	-	2.7
Finance costs	10	(733.0)	-	(733.0)	(653.6)	(0.1)	(653.1)
Exceptional gain on disposal of discontinued operations <sup>3</sup>	7	-	-	-	-	1,038.3	1,038.3
Other gains and losses	11	(75.1)	-	(75.1)	(67.8)	-	(67.8)
Exceptional other gains and losses <sup>3</sup>	11	-	-	-	(7.6)	-	(7.6)
<b>(Loss) / profit before tax</b>		<b>(662.0)</b>	<b>-</b>	<b>(662.0)</b>	<b>(597.2)</b>	<b>1,040.1</b>	<b>442.9</b>
Tax	12	27.4	-	27.4	43.3	(5.7)	37.6
<b>(Loss) / profit for the year from continuing operations</b>		<b>(634.6)</b>	<b>-</b>	<b>(634.6)</b>	<b>(553.9)</b>	<b>1,034.4</b>	<b>480.5</b>
Profit for the year from discontinued operations		-	-	-	-	-	-
<b>(Loss) / profit for the year</b>		<b>(634.6)</b>	<b>-</b>	<b>(634.6)</b>	<b>(553.9)</b>	<b>1,034.4</b>	<b>480.5</b>
Attributable to:							
Owners of the Company		(634.8)	-	(634.8)	(480.2)	1,034.4	554.2
Non-controlling interests		0.2	-	0.2	6.7	-	6.7
		<b>(634.6)</b>	<b>-</b>	<b>(634.6)</b>	<b>(480.5)</b>	<b>1,034.4</b>	<b>560.9</b>

Further comments on consolidated income statement line items are presented in the notes to the financial statements.

<sup>1</sup> Prior year figures have been restated to reflect a 14% adjustment to the tax charge. See note 12 for detail.

<sup>2</sup> Revenue is divided into of exceptional service credits recognised in the year. See note 7 for detail.

<sup>3</sup> Exceptional items are presented to assist with the understanding of the Group's performance. See note 7 for further information.

# Consolidated statement of comprehensive income

		Year ended 30 June 2022	Year ended 30 June 2021 (Restated) <sup>1</sup>
	Note	£m	£m
(Loss) / profit for the year		(634.6)	480.5
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Actuarial gains on defined benefit pension schemes	25	6.7	28.4
Movement on deferred tax relative to prior periods		(1.7)	(6.6)
		5.0	19.8
<b>Items that may be reclassified subsequently to profit or loss</b>			
Exchange differences on translation of foreign operations		(5.2)	0.3
<b>Total other comprehensive income</b>		<b>4.8</b>	<b>20.0</b>
<b>Total comprehensive (loss) / income</b>		<b>(629.8)</b>	<b>500.5</b>
Attributable to:			
Owners of the Company		(630.7)	500.2
Non-controlling interests		0.9	0.3
		<b>(629.8)</b>	<b>500.5</b>

All items of other comprehensive income relate to non-controlling interests.

<sup>1</sup> The charge for 2021 has been adjusted to reflect an additional tax charge, being 10.2 for 2021.

# Consolidated statement of financial position

		30 June 2022	30 June 2021
			(Restated) <sup>1</sup>
	Note	£m	£m
<b>Non-current assets</b>			
Goodwill	14	1,457.4	1,457.4
Other intangible assets	15	39.4	40.5
Property, plant and equipment	16	1,111.1	1,392.0
Deferred tax	19	133.8	266.1
Retirement benefits	29	51.0	47.1
Associates, subsidiaries and joint ventures	17	0.1	0.1
Derivative financial instruments	21	35.2	7.3
		<b>3,122.8</b>	<b>3,152.2</b>
<b>Current assets</b>			
Trade and other receivables	18	116.0	116.0
Contract assets	18	41.5	61.2
Cash and cash equivalents	20	251.2	343.5
		<b>425.7</b>	<b>432.7</b>
<b>Total assets</b>		<b>3,548.5</b>	<b>3,584.9</b>
<b>Current liabilities</b>			
Trade and other payables	22	(121.7)	(120.0)
Corporation tax	22	(2.4)	(2.7)
Contract liabilities	22	(106.2)	(99.5)
Borrowings	23	(2,951.2)	(2,132.8)
Provisions	26	(15.9)	(19.2)
		<b>(3,194.8)</b>	<b>(2,558.0)</b>
<b>Net current liabilities</b>		<b>(2,769.1)</b>	<b>(2,125.3)</b>
<b>Non-current liabilities</b>			
Contract liabilities	22	(371.4)	(353.5)
Borrowings	23	(3,777.4)	(2,846.4)
Derivative financial instruments	25	(345.5)	(323.5)
Provisions	26	(63.9)	(80.2)
		<b>(4,578.2)</b>	<b>(4,621.6)</b>
<b>Total liabilities</b>		<b>(7,773.0)</b>	<b>(7,179.6)</b>
<b>Net liabilities</b>		<b>(4,224.5)</b>	<b>(3,594.7)</b>

The Consolidated statement of financial position is continuing on the next page.

<sup>1</sup> Some prior figures have been restated to reflect an adjustment to the tax charge, as well as the associated tax benefits, for more detail.

## Consolidated statement of financial position (continued)

	30 June 2022	30 June 2021
	£m	(Restated) <sup>1</sup>
<b>Equity</b>		
Share capital	659.2	654.9
Share premium	315.8	315.8
Accumulated reserves	(4,194.5)	(4,365.1)
Provision on reserves	(0.7)	(0.5)
Total equity attributable to owners of the Parent	(4,226.1)	(3,599.1)
Non-controlling interest	1.6	1.4
<b>Total equity</b>	<b>(4,224.5)</b>	<b>(3,597.7)</b>

These financial statements on pages 81 to 154 were approved by the Board of Directors and authorised for issue on 23 September 2022. They were signed on this date by:



Mike Parson – Director

<sup>1</sup> All original figures have been corrected to reflect the impact of the acquisition of the tax change, as well as the correction of the accounting error in 2021.

# Consolidated statement of changes in equity

		Share capital*	Share premium	Accumulated losses	Translation reserve	Total Equity attributable to owners of the Parent	Non-controlling interests	Total equity
Note		£m	£m	£m	£m	£m	£m	£m
		653.9	315.6	(5,065.1)	(0.7)	(4,096.3)	1.2	(4,095.1)
			-	480.2	-	480.2	0.3	480.5
			-	19.8	0.2	20.0	-	20.0
			-	500.0	0.2	500.2	0.3	500.5
	12	-	-	-	-	-	(0.1)	(0.1)
		653.9	315.6	(4,565.1)	(0.5)	(3,596.1)	1.4	(3,594.7)
		-	-	(634.8)	-	(634.8)	0.2	(634.6)
		-	-	5.0	(0.2)	4.8	-	4.8
			-	(629.8)	(0.2)	(630.0)	0.2	(629.8)
		653.9	315.6	(5,194.9)	(0.7)	(4,226.1)	1.6	(4,224.5)

\*Comprises 653,928,000 (2021: 653,928,000) authorised, issued and fully paid ordinary shares of £1 each

Prior year figures have been restated to reflect the adoption of the tax charge 1, as well as the associated deferred tax balances. See note 12 for details.

# Consolidated cash flow statement

	Note	Year ended 30 June 2022 £m	Year ended 30 June 2021 £m
Net cash inflow from operating activities	27	331.3	398.7
<b>Investing activities</b>			
Interest received		0.8	-
Purchase of tangible assets		(65.9)	(60.5)
Purchase of intangible assets		(4.8)	(0.6)
Receipt of insurance stage payments		5.0	-
Disposal of subsidiaries (after net of cash disposed) and deferred income generated in relation to future services	31	-	1,820.4
<b>Net cash (outflow) / inflow from investing activities</b>		<b>(82.9)</b>	<b>1,734.3</b>
<b>Financing activities</b>			
Raising of external borrowings	23	24.0	-
Repayment of external borrowings	23	(51.5)	(1,362.3)
Movement in borrowings		(25.8)	(1,140.0)
Dividends paid		(34.8)	(100.0)
Repayment of capital element of lease contracts	24	(72.4)	(40.7)
Interest element of lease contracts	24	(6.7)	(7.3)
Cash settlements of derivative contracts and interest on fixed swaps	22	(50.0)	(47.5)
Joint issue costs and finance charges on debt		(1.2)	-
Realisation of early settlement discounts and discounts		-	(55.3)
Cash inflow on redemption of swaps		-	(5,400)
<b>Net cash outflow from financing activities</b>		<b>(240.7)</b>	<b>(1,999.6)</b>
<b>Increase in cash and cash equivalents</b>		<b>7.7</b>	<b>133.4</b>
Cash and cash equivalents at the beginning of the financial year		243.5	110.1
Cash and cash equivalents at end of the financial year	32	251.2	243.5

# Notes to the Group financial statements

## 1 General information, authorisation of financial statements and Statement of Compliance

Argiva Group Limited ('AGL') ('the Company') is a private company limited by shares and incorporated in England, in the United Kingdom ('UK') under the Companies Act 2006 under registration number 05254001. The address of the registered office is Crawley Court, Winchester, Hampshire, England SO21 2QA.

These consolidated financial statements for the year ended 30

June 2022 comprise the Company and its subsidiaries (together the "Group")

The nature of the Group's operations and its principal activities are set out in the Strategic Report on pages 16 to 18.

### Statement of Compliance

These consolidated 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 Company has elected to prepare its financial statements in accordance with FRS 101 Reduced Disclosure Framework and with the requirements of the Companies Act 2006. These are presented on pages 1355 to 1455.

## 2 Adoption of new and revised Standards

### New and revised Standards

The following new and revised Standards and Interpretations have been adopted in the current year. Their adoption has not had any significant impact on the amounts reported in these financial statements

Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform
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At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

IFRS 17 (Including the June 2020 amendments to IFRS 17)	Insurance Contracts
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Annual Improvements to IFRS Standards 2018-2020 Cycle	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture
Amendments to IAS 1 and IFRS Practice Statements 2	Disclosure of Accounting Policies
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

### 3 Significant accounting policies

#### Basis of preparation

These consolidated 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 the historical cost basis, except for the valuation of financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The principal accounting policies adopted are set out below. These policies have been applied consistently across the comparative financial periods included within these financial statements.

The Company's financial statements have been prepared under FRS 101 and in accordance with the Companies Act 2006 and are included in this report – see page 1355.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries, together 'the Group') made up to 30 June 2022.

Control is achieved when the Company:

- has demonstrable power over the relevant activities of the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Intra group profits have been eliminated. Undertakings, other than subsidiary undertakings, in which the Group has an investment representing not less than 20% of the voting rights and over which it exerts significant influence are treated as associated undertakings. Where the Group has an investment that has joint control, this is treated as a joint venture. Associates and joint ventures are accounted for using the equity method of accounting in accordance with IAS 28 'Investments in Associates and Joint Ventures'.

#### Going concern

Historically the Group has reported losses and has a significant net liability position on the Statement of Financial Position, caused primarily by debt and the related financing costs. However, the Group has continued to generate strong operating cashflows.

The Group meets our day-to-day working capital and financing requirements through the net cash generated from our operations. The Group performs a review of going concern through a review of forecasting including cash flow forecasts and considering the requirements of capital expenditure and debt repayments and including any severe but plausible scenarios.

The Group has sufficient financial resources which, together with internally generated cash flows, will continue to provide sufficient sources of liquidity to fund our current operations, including our contractual and commercial commitments both in terms of capital programmes and financing as they fall due. For this reason, the Directors are confident that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, the Group continues to adopt the going concern basis of accounting in preparing this financial information.

#### Revenue recognition

Revenue represents the gross inflow of economic benefit for services provided utilising Arqiva's communications infrastructure, completion of significant engineering projects and the sale of communications equipment. Revenue is stated net of value added tax. Revenue is measured at the fair value of the consideration received or receivable.

On inception of a contract, performance obligations are identified for each of the distinct goods or services that have been promised to be provided to the customer. The consideration specified in the contract is allocated to each performance obligation identified based on their relative standalone selling prices and is recognised as revenue as they are satisfied. Determining the standalone selling price often requires judgement and may be derived from negotiated prices, list prices, a cost plus derived price, or the price of similar products when sold on a standalone basis by Arqiva or a competitor. In some cases it may be appropriate to use the contract price when this represents a bespoke price that would be the same for a similar customer in a similar circumstance.



Cash received on invoices raised in advance are taken to deferred income and recognised as contract liabilities, and subsequently recognised as revenue when the services are provided. Where consideration received in advance is discounted, reflecting a significant financing component, it is reflected within revenue and interest payable and similar charges on a gross basis.

Revenue recognised in advance of cash being received or an invoice being raised is recognised as accrued income within contract assets and subsequently reclassified to receivables when the right to consideration is unconditional. Invoices are issued in line with contract terms.

The Group recognises deferred income within contract liabilities which relates to cash received in relation to future services for TSAs and the utilisation of broadcast sites for telecommunications equipment as a result of the sale of the Telecoms business. The contract liability associated with the utilisation of broadcast sites and equipment is expected to be released over the next 34 years.

The Group does not have any material obligations in respect of returns, refunds or warranties.

The following summarises the performance obligations we have identified, and provides information on the timing of when they are satisfied and the related revenue recognition policy. The revenue expected to be recognised in future periods for contracts in place at 30 June 2022 that contain unsatisfied performance obligations is included in note 5.

#### *Rendering of services*

Performance obligations under contracts for the rendering of services, which includes network access rights and licence ownership, are identified for each distinct service or deliverable for which the

customer has contracted and are considered to be satisfied over the time period that the services or deliverables are delivered. Revenue is recognised over time in line with the service provision over the contractual period and appropriately reflects the pattern by which the performance obligation is satisfied. Such revenues include television and radio transmission services, media services, and machine-to-machine connectivity.

For long-term services contracts revenue is recognised on a straight-line basis over the term of the contract. However, if the performance pattern is other than straight line, revenue is recognised as services are provided, usually on an output or network coverage basis. Such revenues include Smart metering network build and service operation.

Pre-contract costs relate to the Smart Utilities Network contracts and are incurred in the initial set up phase and deferred. These costs are then recognised in the income statement on a straight-line basis over the remaining contractual term, unless the pattern of service delivery indicates a different profile is appropriate. These costs are directly attributable to specific contracts, relate to future activity, will generate future economic benefits and are assessed for recoverability on a regular basis. Costs related to delivering services under long-term contractual arrangements are expensed as incurred.

The Group holds contracts which include a customer's right to receive credits in the event of service loss. Provisions for service credits are recognised through a reduction in revenue which reflects the expected value of any such service credits. The Group only recognises revenue to the extent that it is highly probable that there will not be a material reversal in the future.

#### *Delivery of engineering projects*

Arqiva provides support to its customers by undertaking various engineering projects. Contracts for the delivery of engineering projects are split into specific performance obligations. Performance obligations relating to services are satisfied over the time period that services are delivered, performance obligations relating to the provision of assets are satisfied at the point in time that control passes to the customer. Revenue from such projects, which are long-term (greater than 12 months) contractual arrangements, is recognised based on satisfaction of the identified performance obligations using the percentage of completion method. The stage of completion is based on the portion of costs incurred as a percentage of total costs. Profit is recognised, if the final outcome can be assessed with reasonable certainty, by including revenue and related costs in the income statement as contract activity progresses.

A loss on a fixed price contract is recognised immediately when it becomes probable that the contract cost will exceed the total contract revenue.

#### *Sale of communications equipment*

Performance obligations from the sale of communications equipment provided as part of customer contracts are satisfied and revenue is recognised at the point in time that control passes to the customer, which is typically upon delivery and acceptance by the customer. In some cases, payment is not received in full at the time of the sale, and a contract asset is recognised for the amount due from the customer that will be recovered over the contract period. Revenue to be recognised is calculated by reference to the relative standalone selling price of the equipment.

#### **Business combinations, including goodwill**

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a

business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred. Goodwill is measured as the sum of the consideration transferred, the amount of any non-controlling

interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) less the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Goodwill is not amortised but is reviewed for impairment at least annually or where there is indication of impairment. On disposal of a subsidiary, the attributable amount of goodwill is included in the

determination of the profit or loss on disposal.

#### Intangible assets

Intangible assets are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is charged to the income statement on a straight-line basis over the estimated useful life of the asset, on the following bases:

Asset Description	Estimated Useful Life
Licences	Length of the licence period (no more than 20 years)
Development costs	10 years
Access Rights	Length of the agreement (no more than 20 years)
Software	5-10 years

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial, and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure

incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the income statement in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

#### Property, plant and equipment

Property, plant and equipment are stated at historical purchase cost (which includes costs directly attributable to bringing the assets into working condition), being fair value for tangible assets acquired on

acquisition, less accumulated depreciation and any provision for impairment.

Assets in the course of construction for production, supply or administrative purposes, are carried at cost, less any recognised impairment loss. The cost of self-constructed assets includes the cost of materials and direct labour. Labour costs are capitalised within the cost of an asset to the extent that they are directly attributable to the construction of the asset. The value capitalised captures all elements of employee benefits as defined by IAS 19.

Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy.

Depreciation of these assets commences when the assets are ready for their intended use. Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and assets under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Asset Description	Estimated Useful Life
Freehold buildings	20 – 80 years
Leasehold buildings	Length of lease (typically between 20-80 years)
Plant and equipment	
- Communications infrastructure network	8 – 80 years
- Network computer equipment	3 – 20 years
- Motor vehicles	3 – 5 years

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

Freehold land is not depreciated.

Assets held under leases are depreciated over the shorter of their lease term and their expected useful lives (on the same basis as owned assets).

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset, and is recognised in the income statement.

#### Impairment of non-financial assets

At each reporting period date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also

allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

An intangible asset with an indefinite useful life, such as goodwill, is tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or

loss unless the impairment relates to goodwill, in which case it cannot be reversed.

#### Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss, presented as an 'other gain or loss'.

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned.

The Group's **financial assets** are classified into the following specified categories: financial assets 'at fair value through profit or loss' ('FVTPL'), 'measured at amortised

cost' or 'measured at fair value through other comprehensive income' ('FVOCI'). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets measured at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method. They are included in current assets, except for maturities greater than 12 months after the reporting date, which are classified as non-current assets. The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents:

#### *Trade receivables*

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Impairment of irrecoverable amounts is based on an expected credit loss model. In addition to the expected credit loss model, the Group's policy is to also consider specific provisions for trade receivables outstanding for more than 30 days beyond the agreed terms, or where the business environment indicates a specific risk. Management makes an assessment of the level of provision required and adjustments to the calculated level of provision are made accordingly.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

The Group's **financial liabilities** are classified as either financial liabilities 'at FVTPL' or financial liabilities 'at amortised cost' according to the substance of the contractual arrangements entered into.

#### *Borrowings*

Interest-bearing bank loans and overdrafts are initially recorded at fair value, calculated as the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption, and direct issue costs are accounted for on an accruals basis to the income statement using the effective interest method, and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

#### *Trade and other payables*

Trade and other payables are not interest-bearing and are initially recorded at fair value and subsequently measured at amortised cost using the effective interest method. They are included in current liabilities, except for maturities greater than 12 months after the reporting date, which are classified as non-current liabilities.

The Group enters into a variety of **derivative financial instruments** to manage its exposure to interest rate through interest rate swaps.

Derivative financial instruments are recognised at fair value at the date the derivative contract is entered into and are revalued at fair value at each balance sheet date. The fair value of these instruments is determined from the expected future cash flows discounted at a risk-adjusted rate. The future cash flows are estimated based on forward (interest/inflation) rates observable from rates and yield curves at the end of the reporting period, and contract rates. The difference between the fair value at the risk-adjusted rate and the fair value at the risk-free rate is used to

determine the debit valuation adjustment and/or credit valuation adjustment to these instruments. The Group does not apply hedge accounting principles.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Otherwise derivatives are presented as current assets or current liabilities. Where derivatives have an amortising profile, the fair value of the element (i.e. the notional principal) that matures within 12 months is presented as a current asset or current liability. These derivatives are presented on a net basis.

#### **Fair value measurement**

IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

that the entity can access at the measurement date,

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### **Disposal group held for sale, discontinued operations and gain on disposal of discontinued operations**

Disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable within the next 12 months. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits and financial assets that are carried at fair value.

An impairment loss is recognised for any initial or subsequent write-down of the disposal group to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset for disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the disposal group is recognised at the date of derecognition.

Non-current assets that are part of a disposal group are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

The assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the Income Statement.

A gain or loss on disposal of discontinued operations is recognised within the consolidated income statement representing the consideration received less transaction costs and the carrying value of the disposal group held for sale, and deferred income generated in relation to future services.

#### **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 the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Decommissioning provisions are recognised within provisions for liabilities and charges and included within property, plant and equipment, where the costs of dismantling assets are considered material. The amounts recognised within property, plant and equipment are depreciated over the useful economic life of the asset. The provisions are discounted to reflect the time value of money where material.

When the probability that the Group will be required to settle an obligation or a reliable estimate cannot be made of the amount of the obligation the Group discloses a contingent liability in the notes to the financial information.

#### **Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

##### *Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

##### *Deferred tax*

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. 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 against which deductible temporary differences can be utilised.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### **Retirement benefits**

##### *Defined contribution schemes*

For defined contribution schemes, the amount charged to the income statement in respect of pension costs and other post-retirement benefits is the contribution payable in the year. Differences between contributions payable for the year and contributions actually paid are shown as either accruals or prepayments in the statement of financial position.

##### *Defined benefit schemes*

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the Group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent

currency and terms to the scheme liabilities.

The Plan closed to future accrual of benefits on 31 January 2016. Prior to closing the scheme to future accrual, the Group presented current and past service costs within cost of sales and administrative expenses (see note 29) in its consolidated income statement. Curtailments gains and losses are accounted for as a past-service cost.

Net interest expense or income is recognised within finance income (see note 9).

The retirement benefit obligation recognised in the consolidated statement of financial position represents the deficit or surplus in the Group's defined benefit schemes. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the schemes or reductions in future contributions to the schemes.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

#### **Leases**

##### *The Group as lessee*

When the Group enters into a lease a 'right-of-use asset' is recognised for the leased item and a lease liability is recognised for any future lease payments due at the lease commencement date. The right-of-use asset is initially measured at cost, being the present value of the lease payments paid or payable, plus any initial direct costs incurred in entering the lease.

Right-of-use assets are depreciated on a straight line basis from the commencement date to the earlier of the end of the asset's useful life or the end of the lease term. The lease term is the non-cancellable period of the lease plus any periods for which

the Group is 'reasonably certain' to exercise any extension options.

The useful life of the asset is determined in a manner consistent to that for owned property, plant and equipment. If right-of-use assets are considered to be impaired, the carrying value is reduced accordingly.

Lease liabilities are initially measured at the value of the lease payments that are not paid at the commencement date and are usually discounted using the incremental borrowing rates of the applicable Group entity. Lease payments included in the lease liability include both fixed payments and in-substance fixed payments during the term of the lease.

After initial recognition, the lease liability is recorded at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate (e.g. an inflation related increase), a renegotiation of the lease terms or if the Group's assessment of the lease term changes; any change in the lease liability as a result of these changes also results in a corresponding change in the recorded right-of-use asset.

#### **Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in

the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

#### **Operating profit and exceptional items**

Operating profit is stated after exceptional items, including restructuring costs, impairment and after the share of results of associates but before finance income and finance costs.

Exceptional items are those that are considered to be one-off, non-recurring in nature or material, either by magnitude or nature, that the Directors believe require separate disclosure to avoid the distortion of underlying performance, for example one-off impairments, redundancy programmes, restructuring and costs

related to significant corporate finance activities. The Directors believe the resulting EBITDA represents underlying performance, excluding significant one-off and non-recurring events, that more fairly represents the on-going trading performance of the business. These items are therefore presented separately on the face of the income statement.

EBITDA is an alternative performance measure defined as operating profit before depreciation, amortisation, profits/(losses) on disposal of fixed assets, impairment of assets, other income, and exceptional items. A reconciliation between operating profit and EBITDA is provided in note 5.

#### **Foreign currencies**

Transactions in foreign currencies are translated at the exchange rate

ruling at the date of the transaction, except in the case of certain financing transactions where hedging arrangements are in place and transactions are recorded at the contracted rate.

Monetary assets and liabilities denoted in foreign currencies are retranslated at the exchange rate ruling at the balance sheet date or the contracted rate if applicable. Any exchange differences arising are taken to the income statement. Transactions in the income statement of overseas operations are translated using an average exchange rate.

Exchange differences on translation of overseas subsidiaries are recognised through the statement of comprehensive income in the Group's translation reserve.

## **4 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources

The judgements, estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these judgements, estimates and assumptions.

The judgements, estimates and underlying assumptions are reviewed on an on-going basis. Revisions are recognised in the period in which the estimate is revised.

#### **Critical judgements and key sources of estimation uncertainty in applying the Group's accounting policies**

The following are the critical judgements and those involving estimations that the Directors have made in the process of applying the

Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements and could reasonably be expected to change materially in the next 12 months.

#### **Deferred tax**

##### *Critical accounting judgements:*

As disclosed in note 19, the Group has a significant unrecognised deferred tax asset, primarily in respect of deferred interest expenses and tax losses. Judgement is required in determining whether these assets can be accessed considering the restrictions of relevant tax legislation and expectations of future profits within particular group entities.

Only assets that are expected to be available to the Group have been recognised but the judgement relating to these unrecognised assets will remain under review and reassessed as the Group's circumstances and relevant tax legislation evolves.

#### **Provisions and contingent liabilities** *Critical accounting judgements:*

As disclosed in note 26, the Group's provisions principally relate to obligations arising from contractual obligations, restructuring and property remediation plans and decommissioning obligations.

The identification of such obligations in the context of daily operations which require provisions to be made requires judgement.

Judgement is also required to distinguish between provisions and contingent liabilities. See note 28 for detail.

#### **Impairment of goodwill**

##### *Key estimates:*

The carrying amount of the Group's goodwill is reviewed at each statement of financial position date to determine whether there is any impairment, in compliance with the Group's accounting policies. See note 14 for detail.

### Actuarial assumptions used to determine the carrying amount of the Group's defined benefit plan obligation

#### *Critical accounting judgements:*

The Group's defined benefit plan liabilities are discounted at a rate set by reference to market yields at the end of the reporting period on high quality corporate bonds. Significant judgement is required when setting the criteria for bonds to be included in the population from which the yield curve is derived. The most significant criteria considered for the selection of bonds include the issue size of the corporate bonds, quality of the bonds and the identification of outliers which are excluded. The Group selects these assumptions in consultation with an external qualified actuary.

#### *Key estimations:*

Estimates are used in determining the present value of the scheme liabilities, which depend on such factors as the life expectancy of the members, the salary progression of our current employees and price inflation.

Management has considered the estimated impact of adjusting the assumptions used to determine the present value of the scheme liabilities, which are summarised in note 29.

### Important accounting judgements and estimates

Important accounting judgements and estimates are those judgements and estimates which management considers to be important to the understanding of the financial statements but that are not materially significant enough to be deemed critical.

### Useful lives for property, plant and equipment and intangibles

#### *Important accounting estimates:*

Depreciation or amortisation is charged to the income statement based upon the useful lives selected. This assessment requires estimation of the period over which the Group will derive benefit from these assets.

Management monitor and assess the appropriateness of useful economic lives, such lives may also be impacted by external market changes. In the event that such a change were to result in a revision of useful economic lives this could result in a change to the annual depreciation charge going forwards. In the theoretical scenario whereby medium and long term useful economic lives of property, plant and equipment were to be reduced by one year the estimated impact on the depreciation charge for the year is approximately £14m (2021: approximately £12m), with a reduction in depreciation in later years.

The Group manages its property, plant and equipment on a portfolio basis through a central estates team. This team contains qualified surveyors who have a wealth of

experience working for the Group and within the industry as a whole.

The carrying values of intangibles are disclosed in note 15, and those for property, plant and equipment are disclosed in note 16.

### Provisions

#### *Key estimations:*

Estimates have been made in respect of the probable future obligations of the Group. These estimates are reviewed annually to reflect current economic conditions and strategic plans.

The decommissioning provisions are reviewed annually and are calculated based upon expected costs and past costs incurred on similar sites as determined by site and project management, as well as assessments made by internal experts (see note 26).

Management is also required to make estimates in relation to the discount rates applied in the calculations.

Management has estimated the impact of reducing the decommissioning timetable by one year to be £0.2m (2021: £0.2m) in relation to the unwinding of provision discounting or, if all site decommissioning was recognised in line with potential earlier expiration dates, a sensitivity of up to £10m across the portfolio as a whole. Such movement in any one financial year is not considered likely.



## 5 Revenue and functional information

The Group derives its revenue from the rendering of services, engineering projects, and the sale of communications equipment. See note 3 for the accounting policies adopted.

The following tables disaggregate revenue from contracts with customers by our major service lines.

	Media Distribution	Smart Utilities Networks	Total continuing operations	Total discontinued operations <sup>1</sup>	Total
Year ended 30 June 2022	£m	£m	£m	£m	£m
Rendering of services	464.3	113.0	577.3	-	577.2
Engineering projects	2.1	-	2.1	-	2.1
Sale of goods	-	44.8	44.8	-	44.8
<b>Revenue</b>	<b>466.3</b>	<b>157.8</b>	<b>624.1</b>	<b>-</b>	<b>624.1</b>

	Media Distribution	Smart Utilities Networks	Total continuing operations	Total discontinued operations <sup>1</sup>	Total
Year ended 30 June 2021 (Re-presented) <sup>2</sup>	£m	£m	£m	£m	£m
Rendering of services	482.7	109.4	592.1	4.4	596.5
Engineering projects	11.2	-	11.2	0.5	11.7
Sale of goods	-	39.4	39.4	-	39.4
<b>Revenue</b>	<b>493.9</b>	<b>148.8</b>	<b>642.3</b>	<b>4.9</b>	<b>647.2</b>

Revenue expected to be recognised in future periods, included in our order book, for performance obligations that are not complete (or are partially complete) as 30 June 2022 is £3,397.2m (Restated 2021: £3,743.1m). During the year management has performed a review of the classification of expected revenues between rendering of services and sale of goods in the order book. The prior year numbers have been restated to remove £0.4bn of contract RPI indexation incorrectly included.

The anticipated timing of recognition of this revenue is as follows:

	< 1 year	1-2 years	2 – 5 years	5-10 years	> 10 years	Total
Year ended 30 June 2022	£m	£m	£m	£m	£m	£m
Rendering of services	502.6	445.6	1,093.4	1,031.9	359.0	3,362.5
Engineering projects	-	-	-	-	-	-
Sale of goods	5.4	5.4	15.2	8.1	-	34.1
<b>Revenue</b>	<b>508.0</b>	<b>451.0</b>	<b>1,108.6</b>	<b>1,040.0</b>	<b>359.0</b>	<b>3,397.2</b>

<sup>1</sup> Discontinued operations arise solely from the Telecommunications business and in the year ended 30 June 2021, were used for the sale of the business.

Year ended 30 June 2021 (Restated)	< 1 year	1-2 years	2 – 5 years	5-10 years	> 10 years	Total
£m	£m	£m	£m	£m	£m	£m
Rendering of services	479.7	426.5	1,028.6	1,149.3	365.9	2,450.0
Engineering projects	2.0	1.1	-	-	-	3.1
Sale of goods	55.6	40.9	118.5	89.0	-	304.0
<b>Revenue</b>	<b>531.3</b>	<b>468.5</b>	<b>1,148.1</b>	<b>1,229.3</b>	<b>365.9</b>	<b>3,743.1</b>

Prior to restatement, the order book for the prior year were reported as follows:

Year ended 30 June 2021 (Reported)	< 1 year	1-2 years	2 – 5 years	5-10 years	> 10 years	Total
£m	£m	£m	£m	£m	£m	£m
Rendering of services	479.7	426.5	1,028.6	1,149.3	281.3	2,865.4
Engineering projects	2.0	1.1	-	-	-	3.1
Sale of goods	55.6	40.9	118.5	89.0	-	304.0
<b>Revenue</b>	<b>531.3</b>	<b>468.5</b>	<b>1,148.1</b>	<b>1,229.3</b>	<b>766.3</b>	<b>4,143.5</b>

### Contract assets and liabilities

The Group has recognised the following assets and liabilities in relation to contracts with customers:

	30 June 2022	30 June 2021
	£m	£m
<b>Contract assets</b>		
Contract	41.5	61.2
<b>Contract liabilities</b>		
Current	130.2	28.5
Non-current	372.7	355.5
	<b>477.6</b>	<b>455.0</b>

£164.8m of the contract liability recognised at 30 June 2021 was recognised as revenue during the year (2020: £95.2m). Impairment losses of £0.2m (2021: £0.2m) were recognised on contract assets during the year.

Other than business-as-usual movements there were no significant changes in contract asset and liability balances during the year. In addition to the contract balances

disclosed above, the Group has also recognised an asset in relation to the prepayment of costs to fulfil a contract. This is presented within other receivables in the balance sheet and totalled £0.8m (2021: £1.0m). An omission recognised as a cost of providing services during the year was £0.1m (2021: £0.1m).

### Reporting by markets

During the current financial year, the Group changed its reporting structure, moving away from the traditional business units and adopting an integrated functional operating model. Under the new structure the business considers the customer-facing functions of Media Distribution and Smart Utilities Networks, supported by Operations, Technology and Transformation and Corporate functions. The functional revenue and EBITDA for the Group for the prior year have been re-presented to align to this new structure.

Year ended 30 June 2022	Commercial		Other			Discontinued Operations	Consolidated
	Media Distribution	Smart Utilities Networks	Operations	Technology and Transformation	Corporate		
	£m	£m	£m	£m	£m	£m	£m
Revenue	466.3	157.8	-	-	-	-	624.1
Functional result* (EBITDA)	543.1	67.2	(25.3)	(28.5)	(15.1)	-	541.4
Depreciation and amortisation							(171.1)
Loss on disposal of fixed assets							(7.1)
Impairment of assets							(0.5)
Exceptional operating expenses							(11.1)
Exceptional loss on disposal of assets							(9.1)
Other income							7.7
Exceptional other income							5.1
Exceptional revenue							(7.6)
Operating profit from continuing operations							143.2
Finance income							3.9
Finance costs							(773.0)
Other gains and losses							(76.1)
Loss before tax from continuing operations							(662.0)

\* Functional result is defined as total operating profit before the items set out below.

Year ended 30 June 2021 (Re-presented) <sup>1</sup>	Commercial		Other			Discontinued Operations	Consolidated
	Media Distribution	Smart Utilities Networks	Operations	Technology and Transformation	Corporate		
	£m	£m	£m	£m	£m	£m	£m
Revenue	493.5	148.8	-	-	-	4.9	647.2
Functional result* (EBITDA)	334.7	57.4	(21.4)	(24.4)	(13.9)	2.5	334.9
Depreciation and amortisation							(173.2)
Exceptional operating expenses							(15.1)
Other income							0.2
Operating profit from discontinued operations							(11.0)
Operating profit from continuing operations							138.5
Finance income							2.7
Finance costs							(473.0)
Other gains and losses							(70.4)
Loss before tax from continuing operations							(597.2)

<sup>1</sup> From year 2021, the IEs have been re-presented to reflect the new accounting in IEs.

\* Functional result is defined as total operating profit before the items set out below

EBITDA<sup>1</sup> is a key measure of the Group's financial performance. A reconciliation of the reported EBITDA to the operating profit is provided below.

	Note	Year ended 30 June 2022 £m	Year ended 30 June 2021 £m
Operating profit from continuing operations		143.2	136.5
Depreciation	16	158.4	156.5
Amortisation	16	18.2	17.7
Loss on disposal of fixed assets	6	2.1	-
Exceptional operating expenses	7	19.5	25.6
Exceptional loss on disposal of assets	7	9.9	-
Impairment of assets		0.6	-
Operating profit from discontinued operations		-	1.2
Other income		(7.7)	(9.2)
Exceptional other income	7	(5.9)	-
Exceptional revenue	7	7.8	-
<b>EBITDA</b>		<b>341.4</b>	<b>334.9</b>

The accounting policies of the reportable functions are the same as the Group's accounting policies described in note 3.

Functional result represents the EBITDA earned by each operating function without allocation of the

central administration costs. This is the measure reported to the Group's CODM for the purpose of resource allocation and assessment of functional performance.

For the purpose of monitoring functional performance and

allocating resources between functions, the CODM monitors the capital expenditure of property, plant and equipment and intangible assets (presented on a cash basis) planned and utilised by each function, an analysis of which is shown below.

<sup>1</sup> EBITDA is a non-financial measure and refers to earnings before interest, tax, depreciation and amortisation. It is not a measure of performance and should not be used as a primary measure of performance. The Group's consolidated adjusted EBITDA is set out in the separate statement.

	Media Distribution	Smart Utilities Networks	Other*	Consolidated
	£m	£m	£m	£m
<b>Capital expenditure:</b>				
For the year ended 30 June 2022	29.5	15.9	43.3	<b>88.7</b>
For the year ended 30 June 2021	10.8	13.5	50.8	<b>86.1</b>

\*includes maintenance capex which is managed centrally and not allocated to individual business functions.

Note: The above is presented on a cash basis and therefore cannot be agreed directly to the capital additions presented in notes 15 and 16. The total balance comprises property, plant and equipment of £83.9m (2021 restated, £85.5m) and intangible assets of £4.8m (2021 restated, £0.6m) as referred to in the cash flow statement.

### Geographical information

The UK is the Group's country of domicile and the Group generates the majority of its revenue from external customers in the UK. The geographic analysis of revenue is on the basis of the country of origin in which the customer is invoiced.

The following revenue was generated from external customers:

	Year ended 30 June 2022 Continuing operations £m	Year ended 30 June 2022 Discontinued operations £m	Year ended 30 June 2022 Total £m	Year ended 30 June 2021 Continuing operations £m	Year ended 30 June 2021 Discontinued operations £m	Year ended 30 June 2021 Total £m
UK	618.5	-	<b>618.5</b>	634.7	4.9	<b>639.6</b>
Rest of European Economic Area (EEA)	5.1	-	<b>5.1</b>	6.4	-	<b>6.4</b>
Rest of World	0.5	-	<b>0.5</b>	1.2	-	<b>1.2</b>
<b>Revenue</b>	<b>624.1</b>	-	<b>624.1</b>	<b>642.3</b>	<b>4.9</b>	<b>647.2</b>

The Group holds non-current assets (excluding financial instruments, deferred tax assets and pension surplus) in the following geographical locations:

	30 June 2022 £m	30 June 2021 £m
UK	2,792.8	2,688.2
Rest of European Economic Area (EEA)	1.5	1.5
Rest of World	-	-
	<b>2,794.3</b>	<b>2,889.7</b>

### Information about major customers

Included in the revenues arising from Media Distribution are revenues of £146.3m (2021: £146.3m) which arose from sales to a major customer, and Smart Utilities Networks revenues include £93.5m (2021: £81.7m) from a major customer.

No other single customers contributed 10% or more to the Group's revenue in the aforementioned financial years.

## 6 Operating profit

Operating profit for the year has been arrived at after charging / (crediting):

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Net foreign exchange (gains) / losses	(0.1)	1.2
Research and development costs	1.5	2.6
Depreciation of property, plant and equipment (see note 16)		
Owned assets	150.9	143.8
Leased assets	22.5	34.6
Loss on disposal of property, plant and equipment and intangible assets	2.1	3.1
Amortisation of intangible assets (see note 15)	13.2	9.7
Grant income	(4.2)	(10.5)
Employee costs (see note 3)	74.4	82.4
Exceptional operating expenses (see note 7)	19.0	15.6
Exceptional loss on disposal of assets (see note 7)	9.5	
Exceptional other income (see note 7)	(5.0)	
Exceptional revenue (see note 7)	7.6	

### Services provided by the Group's Auditors and network firms

During the year the Group obtained the following services from the Group's Auditors at costs as detailed below:

	Group Year ended 30 June 2022	Group Year ended 30 June 2021
	£m	£m
Fees payable to Company Auditors for the audit of parent company and consolidated financial statements	0.1	0.1
Fees payable for the audit of the Company's subsidiaries	0.4	0.5
Other audit fees	0.3	0.1
<b>Non-audit services</b>		
Other services	0.1	0.1
<b>Total cost of services provided by the Group's Auditors</b>	<b>0.8</b>	<b>0.9</b>

## 7 Exceptional items

The Group recognises exceptional items which are one-off and non-recurring in nature or material items which the Directors believe require disclosure by virtue of their size or incidence for the financial statements to give a true and fair view. Further information is disclosed in note 3.

(Loss) / profit before tax is stated after (charging)/crediting:

	Year ended 30 June 2022	Year ended 30 June 2022	Year ended 30 June 2022	Year ended 30 June 2021	Year ended 30 June 2021	Year ended 30 June 2021
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total
	£m	£m	£m	£m	£m	£m
<b>Revenue:</b>						
Revenue service credits	(7.6)	-	(7.6)	-	-	-
	(7.6)	-	(7.6)	-	-	-
<b>Operating expenses:</b>						
Reorganisation and severance	(5.4)	-	(5.4)	(21.8)	-	(21.8)
Corporate finance activities	(4.2)	-	(4.2)	(3.8)	-	(3.8)
Restoration costs	(10.0)	-	(10.0)	-	-	-
	(19.6)	-	(19.6)	(25.6)	-	(25.6)
Loss on disposal of fixed assets	(9.5)	-	(9.5)	-	-	-
<b>Other exceptional items:</b>						
Other income	5.0	-	5.0	-	-	-
Gain on disposal of discontinued operations	-	-	-	-	1,038.3	1,038.3
	5.0	-	5.0	-	1,038.3	1,038.3
<b>Total exceptional items</b>	<b>(31.7)</b>	<b>-</b>	<b>(31.7)</b>	<b>(25.6)</b>	<b>1,038.3</b>	<b>1,012.7</b>

Exceptional gains and losses are disclosed separately within note 11.

Reorganisation and severance expenses include costs relating to changes in the organisational design and restructuring of the business and delivery of the Group's transformation programme. This is a one-off multi-year transformation programme that will help Arqiva streamline processes, modernise IT systems and achieve significant cost efficiencies and savings. The transformation programme is expected to complete later this calendar year.

Corporate finance activities figures relate to costs and accruals associated with one off projects, and

corporate transactions including refinancing activities.

The gain on disposal of discontinued operations relates to the sale of the Group's Telecoms infrastructure and related assets on 8 July 2020 as disclosed in note 21.

With the exception of the corporate finance activities the amounts included within exceptional operating expenses above are deductible for the purpose of taxation. The gain on disposal of the discontinued operation is not subject to UK Corporation tax as it is exempt under the Substantial Shareholding Exemption.

*Bilsdale - Project Restore*

The restoration costs relate to costs incurred to reinstate services present at the Bilsdale transmitter site following a fire which broke out on 10 August 2021 and include £4.8m of community support activities. Engineers have been working on a recovery plan to reinstate services present on the mast. The recovery plan included service recovery with works completed for the improvement of TV coverage from other local hot-spot sites, as well as the erection of a temporary mast at the Bilsdale site. To date around 99% of households have been returned to coverage for TV and commercial radio has benefited from improved coverage from what it was before the fire. Further works to complete the enduring solution and re-build is

ongoing with works started on the build of a new permanent mast

Management is still assessing the financial impact of the incident and the assets damaged by the fire, and has engaged with the Group's insurers. Costs recognised are those which have been incurred to date and can be reliably measured, including £7.6m of service credits deducted from revenue during the period

See note 28 for further details of contingent liabilities and assets in relation to the Bilisdale fire.

The exceptional loss on disposal of assets relates to the impairment and subsequent disposal of assets damaged by the Bilisdale transmitter site fire discussed above.

Exceptional other income relates to a stage payment received from insurance claims related to the

Bilisdale transmitter site fire discussed above. This income is subject to UK corporation tax.

On 21 September 2022, a second interim stage payment of £10.0m was received from the insurers in relation to the Bilisdale fire. At 30 June 2022, this represented a contingent asset and has therefore not been recognised in the income statement.

The overall financial impact of the fire at Bilisdale for the year is summarised as follows:

	P&L impact £m	Balance sheet impact £m
Internal labour – within other operating expenses	1.3	
Restoration costs – within other operating expenses	10.0	
Loss on disposal of assets – within exceptional loss on disposal of assets	9.5	
Insurance – first stage payment – within exceptional income	(15.0)	
Revenue service credits – within exceptional revenue	7.6	
Capital expenditure		14.7
<b>Total</b>	<b>23.4</b>	<b>14.4</b>

## 8 Employees

The average monthly number of persons (representing 'full-time equivalents') employed by the Group during the year was as follows:

	Year ended 30 June 2022 Number	Year ended 30 June 2021 Number
UK	1,248	1,403
Non-UK	12	25
<b>Total employees</b>	<b>1,287</b>	<b>1,528</b>



	Year ended 30 June 2022	Year ended 30 June 2021 (Re-presented) <sup>1</sup>
	Number	Number
Media Distribution	198	203
Smart Utilities Networks	57	64
Operations	571	655
Technology and Transformation	30	30
Corporate	361	461
<b>Total employees</b>	<b>1,287</b>	<b>1,528</b>

Their aggregate remuneration comprised:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Wages and salaries	86.2	100.5
Social security costs	8.7	9.8
Other pension costs	5.6	7.0
<b>Total staff costs</b>	<b>100.5</b>	<b>117.3</b>
Capitalised staff costs	(26.1)	(34.4)
<b>Income statement expense</b>	<b>74.4</b>	<b>82.9</b>

## 9 Finance income

	Year ended 30 June 2022	Year ended 30 June 2021
	Total £m	Total £m
Bank deposits	0.8	-
Other finance income	3.1	3.7
<b>Total finance income</b>	<b>3.9</b>	<b>2.7</b>

Other finance income includes £1.0m (2021: £0.3m) in relation to net finance income on the defined benefit pension scheme.

All finance income the year ended 30 June 2022 and 30 June 2021 relates to continuing operations.

<sup>1</sup> Prior financial years have been re-presented to reflect the new reporting functions. See note 5 for further detail.

## 10 Finance costs

	Year ended 30 June 2022	Year ended 30 June 2022	Year ended 30 June 2022	Year ended 30 June 2021	Year ended 30 June 2021	Year ended 30 June 2021
	Continuing operations £m	Discontinued operations £m	Total £m	Continuing operations £m	Discontinued operations £m	Total £m
Interest on bank overdrafts and loans	21.6	-	21.6	20.6	-	20.6
Other loan interest	72.6	-	72.6	75.6	-	75.6
Bank and other loan interest	94.2	-	94.2	96.2	-	96.2
Amortisation of debt issue costs	4.2	-	4.2	4.0	-	4.0
Interest on lease obligations (note 24)	6.7	-	6.7	7.4	0.1	7.5
Shareholder loan note interest	602.7	-	602.7	579.8	-	579.8
Other interest	21.0	-	21.0	20.1	-	20.1
<b>Total interest payable</b>	<b>728.8</b>	<b>-</b>	<b>728.8</b>	<b>657.5</b>	<b>0.1</b>	<b>657.6</b>
Lowering by of discount on derivatives	4.2	-	4.2	5.5	-	5.5
<b>Total finance costs</b>	<b>733.0</b>	<b>-</b>	<b>733.0</b>	<b>663.0</b>	<b>0.1</b>	<b>663.1</b>

The shareholder loan notes carry fixed interest rates of between 13.0% and 14.0%, payment of which can be deferred at the option of the Group subject to certain conditions, qualification of which are subject to bi-annual review (see note 23).

## 11 Other gains and losses

	Note	Year ended 30 June 2022 £m	Year ended 30 June 2021 £m
Foreign exchange loss on financing		-	(0.2)
Foreign exchange loss on derivative financial instruments	25	(70.1)	(11.1)
Financial costs on early debt repayments and investments		-	(5.9)
<b>Other losses</b>		<b>(76.1)</b>	<b>(67.8)</b>
Exceptional loss on derecognition of interest rate swap	25	-	(8.7)
Exceptional loss on derecognition of inflation-linked swap	25	-	(8.9)
<b>Exceptional other losses</b>		<b>-</b>	<b>(17.6)</b>
<b>Total other gains and losses</b>		<b>(76.1)</b>	<b>(75.4)</b>

All other gains and losses in the year ended 30 June 2022 and 30 June 2021 relate to continuing operations.

## 12 Tax

	Year ended 30 June 2022	Year ended 30 June 2021 (Restated)
	£m	£m
UK corporation tax		
- Current year		2.3
Total current tax	-	2.3
Deferred tax (see note 19)		
- Origination and reversal of temporary differences	(11.5)	13.1
- Recognition of previously unrecognised deferred tax asset		(46.6)
- Adjustment in respect of prior years	(4.4)	0.8
- Impact of rate change	(11.5)	(29.2)
Total deferred tax	(27.4)	(61.9)
<b>Total tax credit for the year</b>	<b>(27.4)</b>	<b>(37.6)</b>
Income tax expense is attributable to:		
Loss from continuing operations	(27.4)	(43.1)
Profit from discontinued operations		5.7
<b>Total tax credit for the year</b>	<b>(27.4)</b>	<b>(37.6)</b>

UK corporation tax is calculated at a rate of 19.0% (2021: 19.0%) of the taxable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

The tax credit for the year can be reconciled to the profit/ (loss) before tax in the income statement as follows:

	Year ended 30 June 2022	Year ended 30 June 2021 (Restated)
	£m	£m
Profit / (loss) before tax	(862.0)	442.3
Tax at the UK corporation tax rate of 19.0% (2021: 19.0%)	(125.8)	84.2
Tax effect of expenses that are not deductible in determining taxable profit (a)	69.7	55.3
Tax effect of income not taxable (b)		(157.2)
Change in unrecognised deferred tax assets (c)	44.6	85.3
Recognition of previously unrecognised deferred tax asset (d)		(46.1)
Adjustment in respect of prior years (e)	(4.4)	0.8
Impact of change in tax rate	(11.5)	(29.2)
<b>Total tax (credit) / charge for the year</b>	<b>(27.4)</b>	<b>(37.6)</b>

During completion of the tax compliance process for the year ended 30 June 2021, it was identified that the disallowed finance expenses under the Corporation Interest Restriction legislation were materially

higher than reflected in the prior year statutory accounts. This arose due to the treatment within this legislation of the exceptional gain on the disposal of discontinued operations. As a result, additional deferred tax

assets of £53.3m were utilised in the period and a UK corporation tax charge of £2.4m has been recognised in addition, a deferred tax asset has been recognised in the year ended 30 June 2021. This resulted from a

review of the ability of the group to utilise this asset taking into account the above-described restatement. This gives rise to an increased deferred tax asset of £31.3m and a reduced unrecognised deferred tax asset of £31.3m (see note 4). The net impact of these adjustments has resulted in a restatement in the year ended 30 June 2021 of £24.4m decreased tax credit, £22.0m decreased deferred tax assets and £2.4m increased corporation tax payable.

The main rate of UK corporation tax was 19.0% during the year. In the Finance Act 2021 it was enacted that the main rate of UK corporation tax would be increased to 25.0% from 1 April 2023. UK deferred tax has been valued at between 19% and 25% (30 June 2021: between 19% and 25%) depending on the period it is forecast to reverse in.

On 23 September 2022, it was announced that the corporation tax rate change from 19% to 25% with effect from 1 April 2023 was to be cancelled. This was not substantively

enacted at the balance sheet date and therefore the impact of this change is not reflected in the measurement of deferred tax. If the rate change had been substantively enacted prior to 30 June 2022, the impact would have been to reduce the deferred tax asset by £50.1m with a corresponding charge to the income statement.

(a) Expenses that are not deductible in determining taxable profit principally relate to interest payable on shareholder loan notes and in the year ended 30 June 2021 interest expense from third party lenders which has been treated as not tax deductible in the period in which it arose as a result of the Corporate Interest Restriction legislation.

(b) Income not taxable principally relates to the profit arising on the sale of Arqiva Services Ltd. The gain arising is not taxable as it falls within the Substantial Shareholding Exemption for sales of trading businesses.

(c) Change in unrecognised deferred tax assets principally relates to deferred interest expenses (see note 19).

(d) Recognition of previously unrecognised deferred tax asset represents the additional recognition of deferred tax assets in respect of tax losses as it becomes probable that the group will be able to utilise these in future.

(e) The adjustment in respect of prior years relates to refinements of estimates of taxable profits arising from the completion of the tax compliance process.

#### Tax in Consolidated Statement of Comprehensive Income

There is a tax charge of £1.7m (2021 credit of £6.6m) in respect of the actuarial movement of £6.7m (2021 £26.4m) in the Consolidated Statement of Comprehensive Income.

## 13 Dividends

	Year ended 30 June 2022		Year ended 30 June 2021	
	£ per share	£m	£ per share	£m
Flow Digital Plant Machinery Limited			40.0	0.1
<b>Total dividends payable to minority interests</b>		-		<b>0.1</b>

The above amounts represent dividends declared to non-controlling interest shareholders by companies within the AGL Group.

No dividends were declared or paid to AGL shareholders during the year (2021: £nil).

## 14 Goodwill

	£m
<b>Cost:</b>	
At 1 July 2020 and 30 June 2021	1,457.9
At 30 June 2022	1,457.8
<b>Accumulated impairment losses:</b>	
At 1 July 2020 and 30 June 2021	0.4
At 30 June 2022	0.4
<b>Carrying amount:</b>	
At 30 June 2022	1,457.4
At 30 June 2021	1,457.4

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ('CGUs') that are expected to benefit from that business combination. The CGUs that have associated goodwill are Media Distribution and Smart Utilities Networks.

These are the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other groups of assets, and to which goodwill is allocated.

The carrying value of goodwill as at the balance sheet date by the principal CGUs is shown as follows:

	30 June 2022 £m	30 June 2021 £m
Media Distribution	1,339.6	1,339.6
Smart Utilities Networks	117.8	117.8
<b>Total</b>	<b>1,457.4</b>	<b>1,457.4</b>

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. The recoverable amounts of the CGUs are determined from value-in-use calculations ('VIU').

The key assumptions for the VIU calculations are those regarding the discount rates, growth rates and expected changes to cash flows during the year for which management has detailed plans.

Management estimates discount rates using pre-tax rates that reflect current market assessments of the

time value of money and the risks specific to the CGUs. Growth rates are based on internal and external growth forecasts. Changes to cash flows are based on past practices and expectations of future changes in the market.

### *Projected cash flows and the 'recoverable amount'*

The value in use of each CGU is determined from the cash flow forecasts derived from the most recent financial forecasts approved by the Board for the next five years. They reflect management's expectations of revenue, EBITDA growth, capital

expenditure and working capital based on past experience and future expectations of performance.

### *Discount rate*

The pre-tax discount rate applied to the Group's cash flow forecasts are derived using the capital asset pricing model for comparable businesses.

The assumptions used are benchmarked to externally available data. The pre-tax discount rate used for the Group is 8.3% (2021: 8.1%). This discount rate does not represent the weighted average cost of capital (WACC) for Arqiva, but instead is an industry and comparative company

based capital asset pricing model (CAPM) derived discount rate, utilising current spot rates at the time of calculation.

#### Terminal growth rates

The terminal growth rate is determined based on the long-term

growth rates of the markets in which the CGU operates (2022: 2.0%; 2021: 2.1%). The growth rate has been benchmarked against externally available data. This rate does not exceed the average long-term growth rate for the relevant markets.

#### Sensitivities

There is headroom in all CGUs. No reasonably possible change in the key assumptions would cause the carrying amount of the goodwill by CGU to exceed the recoverable amount based upon the VIU.

## 15 Other intangible assets

	Licences	Development costs	Access rights	Software	Assets under the course of construction (AUC)	Total
	£m	£m	£m	£m	£m	£m
<b>Cost</b>						
At 1 July 2021	13.7	22.4	15.4	101.1	-	152.6
Additions	-	0.4	-	0.4	-	0.8
Transfers from AUC (note 16)	-	-	-	7.5	-	7.5
Disposals	-	(0.7)	-	-	-	(0.7)
At 30 June 2022	13.7	22.1	15.4	109.0	-	159.2
At 1 July 2022	-	1.9	-	-	3.7	5.6
Transfers from AUC (note 16)	-	-	-	2.4	-	2.4
Disposals	-	(1.4)	-	(45.7)	-	(47.1)
At 30 June 2023	13.7	21.4	15.4	63.4	3.0	116.9
<b>Accumulated amortisation</b>						
At 1 July 2021	7.1	1.8	15.4	74.2	-	98.5
Amortisation	1.1	1.5	-	7.3	-	9.9
Disposals	-	(0.2)	-	-	-	(0.2)
At 30 June 2022	8.2	11.2	15.4	81.5	-	116.3
Amortisation	1	1.5	-	9.7	-	12.2
Disposals	-	(2.1)	-	(45.7)	-	(47.8)
At 30 June 2023	9.2	10.6	15.4	45.5	-	80.7
<b>Carrying amount</b>						
At 30 June 2022	4.5	10.7	-	18.2	3.0	36.4
At 30 June 2023	4.5	10.8	-	17.9	3.0	36.2

Development costs in respect of products and services that are being developed by the Group are being capitalised in accordance with IAS 38. These are amortised over their expected useful life once the product or service has been commercially launched.

Disposals in the year relate to old software replaced as part of the Group's transformation programme.

Other intangible assets are recognised at cost and are amortised over their estimated useful lives.

## 16 Property, plant and equipment

	Freehold land and buildings	Leasehold buildings	Plant and equipment	Assets under the course of construction (AUC)	Total
	£m	£m	£m	£m	£m
<b>Cost</b>					
At 1 July 2020	322.0	145.8	1,786.6	103.1	2,357.5
Reclassifications	(53.4)	27.2	26.2	-	-
Adjusted balance at 1 July 2020	268.6	173.0	1,812.8	103.1	2,357.5
Additions	-	11.7	10.3	51.4	103.4
Completion of AUC	4.5	0.5	47.2	(52.3)	-
Transfers to other intangibles (note 15)	-	-	-	(3.3)	(3.3)
Disposals	-	(8.2)	(22.4)	(0.1)	(33.9)
At 30 June 2021	273.1	176.9	1,848.0	128.8	2,426.8
Additions	-	4.8	7.3	79.4	91.5
Completion of AUC	2.3	0.5	51.6	(54.8)	-
Transfers to other intangibles (note 15)	-	-	-	(4.4)	(4.4)
Disposals	(2.3)	(15.5)	(20.3)	-	(37.2)
Impairment	(0.5)	-	-	-	(0.5)
At 30 June 2022	271.6	169.0	1,926.6	109.0	2,476.2
<b>Accumulated depreciation</b>					
At 1 July 2020	57.1	40.9	784.1	-	882.1
Reclassifications	(53.4)	27.2	26.2	-	-
Adjusted balance at 1 July 2020	3.7	68.1	810.3	-	882.1
Depreciation	6.9	14.9	146.7	-	168.5
Disposals	(5.1)	1.6	(12.3)	-	(15.8)
At 30 June 2021	5.5	84.6	944.7	-	1,034.8
Depreciation	7.9	11.1	159.4	-	156.4
Disposals	(2.5)	(7.1)	(8.5)	-	(18.1)
At 30 June 2022	10.9	88.6	1,075.6	-	1,175.1
<b>Carrying amount</b>					
At 30 June 2022	260.7	80.4	851.0	109.0	1,301.1
At 30 June 2021	267.6	92.3	903.3	128.8	1,392.0

Freehold land included above but not depreciated amounts to £155.9m (2021: £156.1m).

Reclassifications have been recognised between categories to adjust opening balances following reassessment of category of historic assets.

The Group's current and non-current assets have been pledged as security under the terms of the Group's external debt facilities (see note 23). In addition, the Group's lease obligations (see note 24) are secured by the lessors' title of the leased assets, which have a carrying amount of £4.6m (2021: £5.1m) included within leasehold buildings.

At 30 June 2022, the Group had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £16.6m (2021: £23.1m) – see note 28 for further details.

## 17 Interest in associates and joint ventures

In addition to the subsidiary undertakings (see note 3 to the Company financial statements on page 140) the Group holds the following interests in associates and joint ventures:

Company	Country of incorporation	Principal activities	Registered office	Year end	Percentage of ordinary shares held
<b>Joint ventures</b>					
Shed Digital Centre	United Kingdom	Ownership and operation of UK DAB radio multiplex licence	Media House, Peterborough 81-85a Peter Lynch Way, Peterborough, United Kingdom PE2 9EA	31 Dec	40.0%
<b>Associate undertakings:</b>					
Muxco Limited	United Kingdom	Bidding for UK DAB digital radio multiplex licences	Greenworks Ltd And East, North Clarendon Street, Ipswich, England, Wk1R 4TH	31 Dec	25.0%
US Satellite Limited	United Kingdom	Support delivery of a satellite service for radio	15 Airedale Place, London, England, WC1E 7TB	31 Mar	10.0%

Share of results of associates and joint ventures was £nil (2021: £nil) for the year with the interest in associates and joint ventures being +£0.1m (2021: £0.1m).

There are no other associates or joint ventures that are considered material, either individually or in aggregate, to the Group's position or performance.

The Directors consider the carrying value of the Group's investments on an annual basis, or more frequently should indicators arise, and believe

that the carrying values of the investments are supported by the underlying trade and net assets.

Transactions with associates and joint ventures in the year are disclosed in note 30.



## 18 Trade and other receivables

	30 June 2022	30 June 2021
	£m	£m
<b>Trade and other receivables</b>		
Trade receivables	62.3	65.0
Other receivables	5.7	3.0
Prepayments	58.0	60.0
	<b>126.0</b>	<b>128.0</b>
<b>Contract assets</b>	<b>41.5</b>	<b>61.2</b>

The decrease in contract assets in the year is driven principally by releases in the utilities business, together with regular business as usual movements.

The ageing of the Group's net trade receivables which are past due but where no indication of non-recoverability has been identified is as follows:

	30 June 2022	30 June 2021
	£m	£m
Up to 30 days overdue	5.5	3.3
Up to 90 days overdue	2.2	1.1
Between 91 and 180 days overdue	2.2	0.4
More than 180 days overdue	2.0	1.6
	<b>11.9</b>	<b>6.4</b>

Trade receivables and contract assets are stated after deducting allowances for expected credit losses, as follows:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Allowance at 1 July	4.5	5.5
Amounts utilised	(2.0)	(3.1)
Provided during the year	2.1	0.1
<b>Allowance at 30 June</b>	<b>4.6</b>	<b>2.5</b>

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and contract assets.

To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped

based on similar credit risk aging. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts.

The expected loss rates are based on the Group's historical credit losses experienced over the five year period

prior to the period end. The historical loss rates are then considered for current and forward-looking information on macroeconomic factors affecting the Group's customers. No adjustments were made to the expected loss rates applied for the current year.

The Group's expected loss rate for receivables is 0.4% (2021: 0.4%). At 30 June 2022 the lifetime expected loss provision for trade receivables and contract assets is as follows:

30 June 2022	Current	Up to 30 days overdue	Up to 90 days overdue	Between 91 and 150 days overdue	More than 150 days overdue	Total
	£m	£m	£m	£m	£m	£m
Brandsbury amount						
- Trade receivables	57.4	5.4	2.5	3.1	5.4	73.8
- Contract assets	41.6	-	-	-	-	41.6
	99.0	5.4	2.5	3.1	5.4	115.4
Loss provision - Expected	0.4	-	-	-	-	0.4
Loss provision - Specific	-	-	0.2	0.6	3.2	4.0
	0.4	-	0.2	0.6	3.2	4.6

30 June 2021	Current	Up to 30 days overdue	Up to 90 days overdue	Between 91 and 150 days overdue	More than 150 days overdue	Total
	£m	£m	£m	£m	£m	£m
Brandsbury amount						
- Trade receivables	17.6	3.4	2.2	1.6	5.5	29.3
- Contract assets	61.4	-	-	-	-	61.4
	79.0	3.4	2.2	1.6	5.5	91.7
Loss provision - Expected	0.4	-	-	-	-	0.4
Loss provision - Specific	-	-	-	0.3	3.2	4.0
	0.4	-	-	0.3	3.2	4.0

£0.2m (2021: £0.2m) of the £4.6m (2021: £4.5m) lifetime expected loss provision relates to the contract assets.

In addition to the expected credit loss model, the Group's policy is to also consider a specific provision for trade receivables outstanding for more than 30 days beyond the agreed terms, or

where the business environment indicates a specific risk. Management will make an assessment of the level of provision based on the Group policy. Adjustments to the calculated level of provision will be made accordingly.

In determining the recoverability of a trade receivable the Group considers

any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. Before accepting any new customer, the Group uses an external credit scoring system to assess the potential customer's credit quality. For further information on how the Group manages credit risk, see note 25.

## 19 Deferred tax

The balance of deferred tax recognised at 30 June 2022 is £233.8m (2021: £208.1m (restated)<sup>1</sup>). The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax assets	Tax losses	Fixed asset temporary differences	Derivative financial instruments	Other temporary differences	Total
	£m	£m	£m	£m	£m
At 1 July 2020	18.8	40.6	109.4	9.2	178.0
Credited / (charged) to the income statement	55.3	(16.4)	(28.8)	19.1	47.2
At 30 June 2021 (Restated)	72.7	24.2	74.6	48.3	229.8
Credited / (charged) to the income statement	15.0	17.6	(5.5)	2.1	29.2
<b>At 30 June 2022</b>	<b>87.7</b>	<b>41.8</b>	<b>69.1</b>	<b>50.4</b>	<b>249.0</b>

Deferred tax liabilities	Retirement benefits	Total
	£m	£m
At 1 July 2020	3.0	3.0
Charged to the income statement	2.1	2.1
Charged to statement of comprehensive income	6.6	6.6
At 30 June 2021	11.7	11.7
Charged to the income statement	1.8	1.8
Charged to statement of comprehensive income	1.7	1.7
<b>At 30 June 2022</b>	<b>15.2</b>	<b>15.2</b>

The corporation tax rate was increased to 25% from 19% effective from 1 April 2023; the deferred tax asset is anticipated to reverse both in the periods prior to and after 1 April 2023 and therefore the deferred tax asset has been recognised at the relevant tax rate.

On 23 September 2022, it was announced that the corporation tax rate change from 19% to 25% with effect from 1 April 2023 was to be cancelled. This was not substantively enacted at the balance sheet date and therefore the impact of this change is not reflected in the measurement of deferred tax. If the rate change had been substantively enacted prior to 30 June 2022, the impact would have been to reduce the deferred tax asset by £50.1m

with a corresponding charge to the income statement.

Other temporary differences are comprised primarily of timing differences relating to deferred income and provisions that are tax deductible as utilised. Temporary differences arising in connection with unremitted earnings of overseas subsidiaries and interests in associates are insignificant

There is an unrecognised deferred tax asset of £478.4m (2021: £420.4m (Restated)). This is in respect of tax losses of £40.7m (2021: £40.7m) and deferred interest expenses £437.8m (2021: £379.7 (Restated)). These deferred tax assets may be carried forward indefinitely. These assets have not been recognised since it is not probable that these assets will be able to be utilised against future taxable profits of the Group.

The Group continues to recognise its deferred tax assets as supported by the same long-term group profit forecasts that are used for goodwill impairment testing (see note 14). No attributes have a time expiry and these forecasts show the deferred tax assets reversing to a net liability position by 30 June 2030. Due to the

<sup>1</sup> For disclosure figures have been restated to reflect an adjustment to the deferred tax position. See note 12 for details.

long-term stable nature of the business, with significant long term contracts, the recognised deferred

tax asset is not considered to be materially exposed to the performance of the Group based on

reasonably possible trading forecasts.

## 20 Cash and cash equivalents

	30 June 2022	30 June 2021
	£m	£m
Cash at bank	15.7	25.4
Short-term deposits	235.5	219.1
<b>Total cash and cash equivalents</b>	<b>251.2</b>	<b>243.5</b>

## 21 Discontinued operations and disposal group held for sale

On 8 July 2020, the Group sold its Telecoms infrastructure and related assets including its 100% interest in Arqiva Services Limited and its subsidiaries

The profit on the disposal of the discontinued operation is not subject to UK Corporation tax as it is exempt under the Substantial Shareholding Exemption

The post-tax gain on disposal of discontinued operations was determined as follows:

	30 June 2021
	£m
Total cash consideration received	1,342.7
Less cost disposed of	5.1
Less deferred income generated in relation to future services	123.2
<b>Net cash inflow from disposal of discontinued operations</b>	<b>1,820.4</b>
Net assets disposed (after tax effects)	
Goodwill	621.0
Intangible assets	2.6
Property, plant and equipment	601.5
Trade and other receivables	17.7
Contract assets	22.0
Deferred tax	33.8
Loans receivable	(153.5)
Trade and other payables	(5.5)
Contract liabilities	(12.1)
Provisions	(26.2)
	<b>782.1</b>
Pre-tax gain on disposal of discontinued operation	1,038.3
<b>Gain on disposal of discontinued operation</b>	<b>1,038.3</b>

Included within the total cash consideration received was an amount related to the buyers continued use of Arqiva sites in future years, and as such represents deferred income for the Group. This amount has therefore been deducted from the total consideration when calculating the gain on disposal.

**Result of discontinued operations**

The results of the discontinued operations are disclosed in the Income Statement.

**Statement of cash flows**

The statement of cash flows includes the following amounts relating to discontinued operations:

	30 June 2021
	£m
Operating activities	2.5
Investing activities	-
Financing activities	-
Net cash from discontinued operations	2.5

## 22 Trade and other payables

	30 June 2022	30 June 2021 (Restated) <sup>1</sup>
	£m	£m
<b>Current</b>		
<b>Trade and other payables</b>		
Trade payables	18.2	41.9
Taxation and social security	14.6	16.5
Other payables	4.4	5.1
Accruals	63.8	54.5
	<b>121.0</b>	<b>120.4</b>
<b>Corporation tax</b>	<b>2.4</b>	<b>2.4</b>
<b>Contract liabilities</b>	<b>106.2</b>	<b>99.5</b>
<b>Non-current</b>		
<b>Contract liabilities</b>	<b>371.4</b>	<b>355.5</b>

<sup>1</sup> For your information, we have restated the prior year figures relating to the safe working conditions for all for 2021.

## 23 Borrowings

	Denominated currency	30 June 2022 £m	30 June 2021 £m
<b>Within current liabilities:</b>			
Lease liabilities	sterling	16.8	21.7
Bank facilities	sterling	34.0	
Senior bonds, notes and private placements	sterling	50.4	56.7
Accrued interest on junior and senior financials <sup>1</sup>	sterling	15.2	11.7
Accrued interest on shareholder notes <sup>2</sup>	sterling	2,846.9	2,241.2
<b>Borrowings due within one year</b>		<b>2,961.3</b>	<b>2,332.9</b>
<b>Within non-current liabilities:</b>			
Bank loans		284.5	287.6
- Senior debt	sterling	262.0	262.0
- Issue costs	sterling	(0.5)	(0.5)
- Other facilities	sterling	23.0	26.1
Other debt		1,278.0	1,324.4
- Senior bonds, notes and private placements	sterling	657.0	727.4
- Junior bonds	sterling	611.0	624.0
- Issue costs	sterling	(4.7)	(8.0)
Shareholder notes	sterling	2,148.1	2,148.1
Residual items	sterling	66.8	86.3
<b>Borrowings due after more than one year</b>		<b>3,777.4</b>	<b>3,846.4</b>

Included within the £6,738.7m (2021: £6,179.3m) are debt issue costs of £4.5m (2021: £8.5m). Total borrowings excluding these amounts are £6,743.2m (2021: £6,187.8m), which comprise debt principal and interest, the maturity of which is included in the table below.

	30 June 2022 £m	30 June 2021 £m
<b>Borrowings falling due within:</b>		
One year	2,061.3	2,930.9
One to five years <sup>1</sup>	3,317.2	3,303.3
More than five years	41.2	547.9
<b>Total</b>	<b>6,738.7</b>	<b>6,179.3</b>

The weighted average interest rate of borrowings (excluding shareholder interest as described above) is 5.85% (2021: 5.44%).

Bank loans form part of the Group's **senior debt**. Other loans comprise the Group's **senior bonds and notes** and **junior bonds**.

A summary of the movement in borrowings during the financial year is given below.

<sup>1</sup> The balance at 30 June 2022 includes £111.2m (2021: £111.2m) interest receivable under swap arrangements entered into with the company by financing. The maturity payments on term loans and notes have been prioritised as follows with interest in £m on page 103.

<sup>2</sup> At 30 June 2022 this category includes £2,140.1m (2021: £2,148.1m) senior debt in notes repayable between September 2024 and September 2025.

Borrowings:	Reference	At 1 July 2021	Lease movements	Amounts drawn	Amounts repaid	At 30 June 2022
		£m	£m	£m	£m	£m
Senior debt – institutional – term loan	(a)	90.0	-	-	-	90.0
Senior debt – European Investment Bank	(b)	172.0	-	-	-	172.0
Other facilities	(c)	26.1	-	-	(13.1)	23.0
Bank facilities	(c)	-	-	54.0	-	54.0
Senior bonds, notes and US private placement	(e)	764.1	-	-	(58.7)	705.4
Junior bonds	(f)	625.0	-	-	-	625.0
<b>Total bank loans and private placements</b>		<b>1,677.2</b>	<b>-</b>	<b>54.0</b>	<b>(59.8)</b>	<b>1,651.4</b>
Lease liability	(g)	107.3	(21.7)	-	-	85.6
Shareholder loan notes	(h)	2,148.1	-	-	-	2,148.1
<b>Total borrowings excluding accrued interest</b>		<b>3,932.6</b>	<b>(21.7)</b>	<b>54.0</b>	<b>(59.8)</b>	<b>3,885.1</b>

The Group's borrowings outlined in the table above incorporate:

**(a)** an institutional term loan (2022: £90.0m outstanding; 2021: £90.0m) with an expected maturity date of December 2023

**(b)** a loan from the European Investment Bank (2022: £172.0m outstanding; 2021: £172.0m) with an expected maturity date of June 2024.

**(c)** financing facilities in Arqiva Smart Financing Limited (a Group company) established in December 2013 that support the Group's smart energy metering contracts by financing the purchase of communication hubs. This £30m facility matures in June 2028 and a net of £23.0m was drawn at the end of June 2022 (June 2021: £26.1m). The remaining £3.9m commitment was cancelled on 27th November 2020. This loan is amortising over time with the final maturity in June 2028.

These loans have floating rates of interest with margins ranging from SONIA + 1.30% to 2.50%.

**(d)** Working capital facility (2022: £34.0m outstanding; 2021: £nil), which has an expected maturity date of July 2024. This facility is floating

rate in nature with a margin over SONIA of 130 bps. Arqiva Financing No1 Limited ('AF1') is the borrower under all these arrangements

The Group has £216.0m (2021: £250m) of undrawn senior debt facilities available. These facilities are at floating interest rates. For further information on the Group's liquidity risk management, see note 25.

**(e)** a combination of publicly listed bonds and US private placement notes.

As at 30 June 2022, the Group has £444.0m (2021: £470.7m) sterling denominated bonds outstanding with fixed interest rates ranging between 4.88% and 5.34% (2021: 4.88% and 5.34%). These bonds are repayable between December 2022 and December 2032 and are listed on the London Stock Exchange. Arqiva Financing Plc is the issuer of all the Group's senior listed bonds.

The remaining senior notes relate to a number of US private placement issues in sterling with floating interest rates. The Group has £263.4m (2021: £293.4m) of sterling denominated floating rate US private placements that are amortising in nature with repayments due

between December 2022 and December 2029. These instruments have a margin over SONIA of between 210 and 220 bps

The fair value of the quoted senior bonds based upon observable market prices (fair value hierarchy level 1) was £474.8m (2021: £561.7m) whilst their carrying value was £444.0m (2021: £470.7m).

The remaining £263.4m (2021: £293.4m) of senior debt relates to other unquoted borrowings.

The directors consider the fair value of all other un-quoted borrowings to be a close approximate to their carrying amount.

**(f)** Junior bonds of £625.0m represent amounts raised from the issuance of notes by Arqiva Broadcast Finance Plc. These notes have a fixed interest rate of 6.75% and are repayable in September 2023. These notes are listed on the Luxembourg Market.

As discussed in note 31, on the 19 August 2022, the Group signed a commitment for a £450m term facility and a £50m Working Capital Facility both with an expected maturity date of 2028. These

facilities are floating rate in nature with a margin over SONIA. Arqiva Broadcast Intermediate Limited (a subsidiary of the Group) is the borrower of this arrangement. The proceeds of this facility when drawn will be used to redeem the Groups outstanding £625m Junior bonds.

The Group continues to comply with all covenant requirements, including financial covenants as detailed on page 32

The fair value of the quoted Junior Bonds based upon observable market prices (fair value hierarchy level 1) was £597.6m (2021: £643.0m) whilst their carrying value was £625.0m (2021: £625.0m).

(g) Obligations under leases are as defined within note 24.

(h) Shareholder loan notes which are unsecured, are listed on the Channel Islands Stock Exchange, are repayable between September 2024 and September 2025, and cannot be called upon early. The shareholder loan notes carry a fixed rate of interest ranging between 13% and 14% applicable to the capital and unpaid interest which can be deferred at the option of the Group subject to certain conditions, qualification of which are subject to bi-annual review, applicable to the capital and unpaid interest. The

Group has exercised this option to defer interest payments since 2009

The Group's senior bonds and notes are structured within a Whole Business Securitisation package (WBS). These instruments have covenants attached, principally an interest and debt service cover ratio and a debt leverage ratio. The Group continues to comply with all covenant requirements

There have been no breaches of the terms of the loan agreements during the current or previous year. The value of the interest deferred on the shareholder loan notes at 30 June 2022 was £2,846.9m (2021: £2,244.2m)



## 24 Leases

### Leases as lessee (IFRS 16)

The Group holds lease arrangements primarily relating to land and buildings, circuit contracts and vehicles.

#### Right-of-use assets

Right-of-use assets related to leased properties and land are presented as plant and equipment. Plant and equipment leases relate to the use of fibre, other fixed telecommunications lines, and IT equipment.

	Leasehold buildings £m	Plant and equipment £m	Total £m
As at 1 July 2020	68.8	51.0	119.8
Depreciation charge for the year	(10.0)	(14.6)	(24.6)
Additions to right-of-use assets	8.1	4.4	12.5
Effect of modification to lease terms	2.3	3.3	5.6
De-recognition of right-of-use assets	(4.1)	(8.8)	(12.9)
<b>At 30 June 2021</b>	<b>64.6</b>	<b>35.3</b>	<b>99.9</b>
Depreciation charge for the year	(9.3)	(13.2)	(22.5)
Additions to right-of-use assets	1.0	0.3	1.3
Effect of modification to lease terms	(1.8)	1.3	(0.5)
De-recognition of right-of-use assets	(0.9)	-	(0.9)
<b>Balance at 30 June 2022</b>	<b>53.6</b>	<b>24.2</b>	<b>77.8</b>

### Amounts recognised in the Income Statement

Leases under IFRS 16	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Expense relating to variable lease payments not included in the measurement of lease liabilities	2.7	5.7
Interest on lease liabilities	5.7	7.4

### Amounts recognised in the Cash flow Statement

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Repayment of capital element of lease rentals	22.1	40.6
Interest element of lease rentals	5.7	7.4

The Group's lease liabilities are disclosed in note 23 Borrowings. The maturity profile of the Group's lease liabilities are disclosed in note 25 Financial instruments and risk management.

## 25 Financial instruments and risk management

### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debt (as set out in note 27; see note 20 for cash and cash equivalents and note 23 for borrowings) and equity of the Group (comprising issued capital and share premium, reserves, retained earnings and non-controlling interests).

Levels of debt are maintained on an ongoing basis to ensure that no breaches occur and repayments can be and are made as necessary with refinancing carried out as required.

### Significant accounting policies

Details of significant accounting policies and methods adopted (including criteria for recognition, the basis of measurement and the bases for recognition of income and expenses) for each class of financial asset and financial liability are disclosed in full in note 3.

The Group's derivatives (i.e. interest rate and inflation linked) are measured on a fair value through profit and loss basis. Whilst the Group's derivatives act as an effective hedge in economic terms, hedge accounting principles are not applied. This means that the Group's derivatives are recognised at their risk-adjusted fair value (i.e. risk-adjusted Mark-to-Market value) at the date they are entered into and are revalued at each balance sheet

date, with gains and losses being reported separately in the income statement within 'other gains and losses'. Net amounts paid in the year (excluding termination amounts) on interest rate swaps (together with similar amounts under the cross currency and index linked swaps) are reported as a component of net bank and other loan interest within finance costs.

### Financial risk management

The Group's treasury function provides services to the business, coordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group using financial instruments wherever it is appropriate to do so.

The treasury function reports into the Group Finance Director and the Group's Board of Directors and the Audit and Risk Committee, an independent function with a scope that includes monitoring the risks and policies implemented to mitigate risk exposures. The main risks addressed by financial instruments are interest rate risk and foreign currency exchange risk. The Group's policies in respect of these risks remain unchanged throughout the year.

The Group enters into a variety of derivative financial instruments to manage its exposure to foreign currency and interest rate risk, including:

- Interest rate swaps, including inflation-linked swaps, to mitigate the risk of movement in interest rates; and
- Forward foreign exchange contracts to manage exchange risks arising from transactional foreign exchange exposures.

The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

### Foreign currency risk management

The Group principally operates from UK sites and predominantly in the UK market, but has some overseas subsidiaries and transactions denominated in foreign currencies. While some customer and supplier contracts are denominated in other currencies (mainly US dollars ('USD') and Euro), the majority of the Group's revenue and costs are Sterling based and accordingly exposure to foreign exchange risk is limited.

Foreign currency exchange risk can be subdivided into two components, transactional risk and translation risk:

**Transactional risk:** The Group's policy is to hedge material transactional currency exposures via the use of forward foreign exchange contracts. The measurement and control of this risk is monitored on a Group-wide basis.

**Translation risk:** The Group translates overseas results and net assets in accordance with the accounting policy in note 3. Given the Group predominantly operates in the UK, there is a relatively small exposure with overseas entities accounting for only 1.3% (2021: 0.1%) of operating profit and 0.1% (2021: 0.1%) of total assets for the Group.

The Sterling equivalents of the carrying amounts of the Group's foreign currency denominated monetary assets and liabilities (excluding hedged currency and US dollar-denominated borrowings) at the year-end were as follows:

	30 June 2022	30 June 2021
	£m	£m
<b>Monetary assets:</b>		
- US Dollar	4.1	3.4
- Euro	11.9	20.6
- Other (including SGD*)	1.3	2.5
<b>Total</b>	<b>17.3</b>	<b>26.5</b>
<b>Monetary liabilities:</b>		
- US Dollar	(1.4)	(7.6)
- Euro	(7.1)	(7.6)
<b>Total</b>	<b>(8.5)</b>	<b>(8.2)</b>

\* refers to Singapore dollar, being the most frequently transacted currency within other monetary assets and liabilities.

### Interest rate risk management

The Group has variable rate bank and US private placement debt and uses interest rate swaps ('IRS') and inflation-linked swaps ('ILS') to hedge its exposure to rising interest rates. The Group maintains a hedging policy to manage interest rate risk and to ensure the certainty of future interest cash flows. The Group has fixed rate hedging, split between IRS and ILS. IRS convert variable rate interest costs to fixed rate interest costs while ILS convert fixed or variable rate interest costs to RPI-linked costs, which fluctuate in line with the RPI index as do a portion of the Group's revenue contracts. These swaps are entered into on terms (including maturity) that mirror the debt instrument they hedge, and therefore act as an effective economic hedge.

As the Group uses hedging to maintain fixed interest rates on the majority of its material borrowings (excluding revolving facilities), there is minimal exposure on the interest expense to interest rate movements. A rise or fall in interest rates would therefore not materially impact the interest expense payable by the Group.

### Liquidity risk management

To ensure it has sufficient available funds for working capital requirements and planned growth, the Group maintains cash reserves and access to undrawn committed facilities to cover forecast requirements.

The Group is due to repay or refinance £3.3bn of debt in the next 5 years to 30 June 2027. Regular reviews are performed to assess headroom between interest and capital repayments against forecast cash flows, thus monitoring the liquidity risk and the Group's ability to repay the debt.

### Credit risk management

The Group carefully manages the counterparty credit risk on liquid funds and derivative financial instruments with balances currently spread across a range of major financial institutions, which have credit ratings not lower than A- assigned by international credit rating agencies. The levels of credit risk are monitored through the Group's ongoing risk management processes, which include a regular review of counterparty credit ratings. Risk in this area is limited further by setting a maximum level and term for deposits with any single counterparty.

The Group is exposed to credit risk on customer receivables, which is managed through credit-checking procedures prior to taking on new customers and higher risk customers paying in advance of services being provided. Performance is closely monitored to ensure agreed service levels are maintained, reducing the level of queried payments and mitigating the risk of uncollectable debts. Expected impairment for trade receivables are calculated based on historical default rates. Details of this provision are shown in note 18.

The following tables set out the maturity profile of the Group's non-derivative financial liabilities and derivative financial liabilities.

The amounts presented in respect of the non-derivative financial liabilities represent the gross contractual cash flows on an un-discounted basis. Accordingly, these amounts may not reconcile directly with the amounts disclosed in the statement of financial position.

The amounts presented in respect of the Group's derivative financial instruments represent their fair value and are accordingly consistent with the amounts included in the statement of financial position.

30 June 2022	Amounts falling due					Effect of discounting	Interest to be incurred in future periods	Total financial liability per statement of financial position
	Within one year	Between one and two years	Between two and five years	After five years	Total			
	£m	£m	£m	£m	£m			
						£m	£m	£m
Trade payables	38.1	-	-	-	38.2	-	-	38.2
Other payables	4.4	-	-	-	4.4	-	-	4.4
Accruals	63.8	-	-	-	63.8	-	-	63.8
Borrowings*	84.4	932.5	2,326.7	451.7	3,795.1	-	-	3,795.1
	190.8	932.5	2,326.7	451.7	3,901.5	-	-	3,901.5
Lease liabilities	18.9	16.1	17.9	22.7	85.6	-	-	85.6
Interest on borrowings**	87.8	53.2	109.9	55.3	276.9	-	(255.7)	11.2
Interest on shareholdings from issues***	-	-	2,846.9	-	2,846.9	-	-	2,846.9
Interest rate swaps	(50.2)	(10.1)	(11.7)	(2.7)	(53.7)	3.7	-	(33.0)
Variable forward interest rate swaps	(26.3)	14.7	182.4	-	170.8	(27.2)	-	345.5
Total swaps	126.3	44.6	171.5	(2.7)	339.7	(27.2)	-	312.5
Total financial liability	423.7	1,046.3	5,453.8	526.8	7,450.6	(27.2)	(265.7)	7,157.7

\*Borrowings are presented as at 30 June 2022, excluding accrued interest and lease liabilities, which are presented separately in the table.

\*\*Accruals represent interest on borrowings, which are for which interest payments will be performed at the end of the Group.

\*\*\*Accruals represent interest payable on shares issued in 2009 and 2010 at a rate of 10%.

30 June 2021 (Restated)*	Amounts falling due					Effect of discounting	Interest to be incurred in future periods	Total financial liability per statement of financial position
	Within one year	Between one and two years	Between two and five years	After five years	Total			
	£m	£m	£m	£m	£m			
						£m	£m	£m
Trade payables	43.9	-	-	-	43.9	-	-	43.9
Other payables	5.1	-	-	-	5.1	-	-	5.1
Accruals	54.5	-	-	-	54.5	-	-	54.5
Borrowings**	52.7	50.1	3,203.7	514.8	3,821.3	-	-	3,821.3
	160.2	50.1	3,203.7	514.8	3,928.8	-	-	3,928.8
Lease liabilities	10.7	10.7	27.7	27.6	107.3	-	-	107.3
Interest on borrowings***	50.4	26.7	24.4	74.6	136.1	-	(310.3)	11.0
Interest on interest rate swap contracts****	-	-	2,244.2	-	2,244.2	-	-	2,244.2
Interest rate swaps	3.4	(1.1)	(4.8)	(3.1)	(5.6)	0.6	-	(6.8)
Interest on variable interest rate swaps	78.8	53.1	185.3	43.7	360.9	(30.4)	-	330.5
Total swaps	78.9	53.1	181.0	43.7	356.7	(30.4)	-	326.3
Total financial liability	336.7	200.6	5,760.0	661.0	6,958.3	(30.4)	(310.3)	6,617.6

\*The above table is based on information in accordance with IFRS 7 - Financial Instruments, including Trade payables and Accruals at 30 June 2021.

\*\*Borrowings

\*\*Borrowings are presented as at 30 June 2021, excluding accrued interest and lease liabilities, which are presented separately in the table.

\*\*\*Accruals represent interest on borrowings, which are for which interest payments will be performed at the end of the Group.

\*\*\*\*Accruals represent interest payable on shares issued in 2009 and 2010 at a rate of 10%.

The table below outlines the additional financing facilities available to the Group:

	30 June 2022	30 June 2021
	£m	£m
Secured Bank facilities		
- Amount utilised	24.0	
- Amount unutilised	216.0	250.0
<b>Total</b>	<b>250.0</b>	<b>250.0</b>

### Financial instruments

With the exception of derivative financial instruments (which are recognised and measured at fair value through profit and loss) the Group's financial assets and financial liabilities are recognised and measured following the financial assets measured at amortised cost recognition category.

The weighted average interest rate of fixed rate financial liabilities at 30 June 2022 for the next 12 months was 6.044% (2021: 6.1%) and the weighted average period of funding was 3.4 years (2021: 4.3 years). Within the Group's financial liabilities were borrowings of £6,738.7m (2021: £6,179.3m) (see note 23), which includes £582.3m (2021: £581.5m) with floating rate interest and the remainder with fixed rate interest (prior to the hedging arrangements described previously).

The Group's financial assets measured at amortised cost comprise cash and cash equivalents of £251.2m (2021: £243.5m) and

other financial assets of £75.0m (2021 restated<sup>1</sup>: £68.0m) as presented in notes 20 and 18 respectively.

### Derivative financial instruments

The Group seeks to manage the exposures of its debt payment obligations through a combination of index linked and interest rate swaps.

At the year end, the Group held interest rate swaps with notional amounts of £420.5m (2021: £444.6m) which hedge the interest obligations of the Group's floating rate debt. The average fixed rate on these instruments is 0.2% (2021: 0.2%). The swap contracts have termination dates that match the maturities of the underlying floating rate debt instruments (see note 23).

The Group has also entered into index linked swaps (notional amounts of £681.8m in 2022; 2021: £681.8m) where the Group receives floating and pays fixed linked to inflation interest obligations to an average rate of 2.9% indexed with

RPI. The notional amounts of these swaps increase with RPI and these accretion amounts are cash settled annually, most recently in June 2022 (£89.96m; 2021: £14.5m) based on the March index.

All of these instruments have a maturity date of April 2027. These instruments were established to hedge the Group's fixed rate debt (namely fixed rate sterling bonds and the fixed rate US Private Placement issues) and in order to ensure that the cash flow characteristics align with these instruments, the Group has entered into £600.5m (2021: £657.1m) of fixed to floating rate interest rate swaps to match the cash flows on both the fixed rate debt instruments and the index linked swaps set out above.

The fair value of the interest rate and inflation linked swaps at 30 June 2022 is a liability of £312.5m (2021: £326.3m). This fair value is calculated using a risk-adjusted discount rate.

<sup>1</sup> The prior year cumulative has been restated to exclude prepayment balances which totalled £60m.

The following table details the fair value of financial instruments recognised on the statement of financial position:

	30 June 2022	30 June 2021
	£m	£m
<b>Within non-current assets</b>		
Interest rate swaps	33.0	7.2
	<b>33.0</b>	<b>7.2</b>
<b>Within non-current liabilities</b>		
Interest rate swaps	-	(0.4)
Inflation-linked interest rate swaps	(345.5)	(333.5)
	<b>(345.5)</b>	<b>(333.5)</b>
<b>Total</b>	<b>(312.5)</b>	<b>(326.3)</b>
Change in fair value recognised in the income statement		
- Attributable to changes in market conditions	(77.5)	(11.5)
- Attributable to changes in perceived credit risk	(5.6)	(9.5)
<b>Total loss recognised in the income statement</b>	<b>(76.1)</b>	<b>(11.1)</b>
Cash settlement of principal payments on inflation-linked swaps	30.0	14.4
Cash outflow on redemption of swaps	-	(39.5)
Exceptional loss recognised on settlement of inflation-linked swaps	-	(5.0)
Exceptional loss recognised on settlement of interest rate swaps	-	(3.3)
<b>Total change in fair value</b>	<b>13.9</b>	<b>39.2</b>

Where possible, the Group seeks to match the maturity of any derivative contracts with that of debt instruments that it has issued. In

some of the Group's derivative instruments, break clauses have been included to both match underlying facility maturities and to optimise the availability and cost of hedging lines with the Group's derivative counterparties. The fair value of all other financial assets and liabilities is considered to be a close approximation to their carrying amount.

#### Fair value hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped

into levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those

derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Interest rate swaps and inflation-linked swaps are all classified as level 2 on the fair value hierarchy. In each case the items are valued based upon discounted cash flow. Future cash flows are estimated based on forward (interest/ inflation/ exchange) rates observable from rates and yield curves at the end of the reporting period, and contract rates, discounted at a risk-adjusted rate.

## 26 Provisions

	Decommissioning	Restructuring	Remediation	Onerous Contracts	Other	Total
	£m	£m	£m	£m	£m	£m
At 1 July 2021	71.5	1.9	5.1	3.7	7.2	89.4
Income statement expense	1.7	0.3	-	-	0.7	2.7
Adjustments through property, plant and equipment	1.3	-	-	-	-	1.3
Unwind of discount	2.8	-	0.2	-	-	4.0
Released	-	-	(1.6)	(1.2)	(3.1)	(5.9)
Utilised	-	(1.2)	-	(2.5)	-	(3.7)
<b>At 30 June 2022</b>	<b>78.3</b>	<b>1.0</b>	<b>3.7</b>	<b>-</b>	<b>4.8</b>	<b>87.8</b>

	30 June 2022	30 June 2021
	£m	£m
<b>Analysed as:</b>		
Current	3.9	5.2
Non-current	83.9	84.2
	<b>87.8</b>	<b>89.4</b>

Provisions are made for decommissioning costs where the Group has an obligation to restore sites and the cost of restoration is not recoverable from third parties.

The decommissioning provisions are reviewed annually and calculated using expected costs as determined by site and project management. The provision is in relation to assets for which the remaining useful economic life ranges up to 20 years, with the

majority of the provision relating to TV and Radio products for which there is no material decommissioning expected before 2040. A discount rate of 5.6% has been applied in calculating the decommissioning provision (2021: 5.4%) based on the Group's weighted average cost of capital.

The restructuring provision relates to the costs of exceptional activities to reorganise the Group.

The remediation provision represents the cost of works identified as being required across a number of the Group's sites and is expected to be utilised over the next one to ten years.

Other provisions represent a variety of smaller items which are expected to be utilised over the next one to ten years.

## 27 Notes to the cash flow statement

Reconciliation from operating profit to net cash from operating activities:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Operating profit	142.2	140.4
Adjustments for:		
Depreciation of property, plant and equipment	158.4	166.5
Amortisation of intangible assets	13.2	9.7
Exceptional loss on disposal of assets	5.5	-
Impairment of assets	2.5	-
Loss on disposal of property, plant and equipment	2.1	3.1
Other income	(7.7)	(3.2)
Revenue service credits	7.6	-
Receipt of insurance of legal payments	(5.6)	-
Operating cash flows before movements in working capital	317.6	312.4
Decrease in trade debt	25.2	34.1
(Decrease) / increase in payables	(10.5)	57.0
(Decrease) / increase in provisions	15.8	5.5
Contributions relating to the defined benefit Pension Plan	0.0	1.1
<b>Cash generated from operating activities</b>	<b>331.4</b>	<b>400.2</b>
Taxes paid	(10.1)	(11.5)
<b>Net cash from operating activities</b>	<b>331.3</b>	<b>398.7</b>

Analysis of changes in financial liabilities:

	At 1 July 2021	Changes in financing cash flows (Cash)	Changes in foreign exchange (Non-cash)	Changes in fair value (Non-cash)	Other changes including accrued interest (Non-cash)	At 30 June 2022
	£m	£m	£m	£m	£m	£m
Current borrowings (Note 23)	77.7	(54.6)	-	-	80.1	103.2
Non-current borrowings (Note 23)	3,554.9	-	-	-	(77.5)	3,477.4
Accrued interest on shareholder loans (Note 23)	3,244.1	-	-	-	502.7	3,746.9
Accrued interest on other borrowings (Note 23)	11.0	(14.5)	-	-	35.2	31.7
Other financial liabilities (non-current borrowings) (Note 23)	425.3	(50.0)	-	75.2	-	350.5
<b>Total</b>	<b>6,514.1</b>	<b>(239.4)</b>	<b>-</b>	<b>75.2</b>	<b>700.3</b>	<b>7,051.2</b>

The movements above do not include issue costs associated with entering the borrowing arrangements (see note 23)



## 28 Financial commitments and contingent liabilities

### Financing commitments

Under the terms of the Group's external debt facilities, the Group has provided security over substantially all of its assets by way of a Whole Business Securitisation structure.

### Capital commitments

Commitments for the acquisition of plant and equipment contracted for at the reporting date but not recognised as a liability are payable as follows:

	30 June 2022 £m	30 June 2021 £m
Within one year	9.7	23.1
Within two to five years	6.9	-
<b>Total capital commitments</b>	<b>16.6</b>	<b>23.1</b>

There are no capital commitments payable in more than five years.

### Contingent assets and liabilities

#### *Bilsdale Tower Fire:*

On 10 August 2021 a fire broke out at our Bilsdale transmitter site. Arqiva's engineers have worked on a four-stage recovery plan to reinstate services delivered via this site. Through efforts utilising existing and temporary infrastructure, to date around 99% of households have been returned to a coverage area for TV and commercial radio benefited from improved coverage to what it was before the fire. Arqiva continues to engage with local stakeholders, including viewers, MPs, local government and the media through its 'Bilsdale Mast: Project Restore' programme.

Arqiva has been informed that its' insurers have now concluded their investigations. Precise findings have

not been publicly shared and Arqiva is unable to comment in detail on these findings while the claims process is ongoing.

These financial statements include losses recognised on disposal of assets damaged or destroyed in the incident and subsequently disposed of, as well as costs incurred in the period, see note 7. Management continues to work with specialist advisors to assess any further potential financial penalties and service credits that may be due to third parties. At the current time it is not possible to determine the expected outcome or quantification of such amounts and therefore the Directors consider this represents a contingent liability. The group holds insurance coverage and management continues to engage with the group's

insurers to assess the value of losses and restoration costs.

At the current time such insurance claims are considered contingent assets and are not therefore recognised in the statement of financial position in accordance with accounting standards, with the exception of a first interim stage payment of £5.0m which was received from the Group's insurers in June 2022 which has been recorded as exceptional other income (see note 7).

On 21 September 2022, a second interim stage payment of £10.0m was received from the insurers in relation to the Bilsdale fire. At 30 June 2022, this represented a contingent asset and has therefore not been recognised in the income statement

## 29 Retirement benefits

### Defined contribution scheme

Arqiva Limited has operated a Defined Contribution Scheme during the year, for those employees who are not members of the Group's Defined Benefit Plan. Contributions payable in respect of this Scheme for the year were £5.4m (2021: £6.8m). The assets of the Scheme are held outside of the Group.

An amount of £0.9m (2021: £1.2m) is included in accruals being the outstanding contributions to the Defined Contribution Scheme.

### Defined benefit plan

In the year to 30 June 2022, the Group operated one Defined Benefit Plan, sponsored by Arqiva Limited. The Defined Benefit Plan is administered by a separate entity that is legally separated from the Group, and therefore the Plan assets are held

separately from those of Arqiva Limited. The Trustees of the Plan are required by law to act in the interests of the Plan and of all relevant stakeholders in the Plan. The Trustees are responsible for the investment policy with regards the assets of the Plan.

The Plan typically exposes the Group to risks such as: investment risk, interest rate risk, longevity risk, and salary risk.

<b>Investment risk</b>	The present value of the defined benefit Plan liability for IAS19 purposes is calculated using a discount rate determined by reference to high quality corporate bond yields, which is different to how the Plan assets are invested. Currently the Plan has a relatively balanced investment in equity securities, debt instruments and real estate. Due to the long-term nature of the Plan liabilities, the trustees of the Plan consider it appropriate that a reasonable portion of the Plan assets should be invested in equity securities to leverage the expected return generated by the Plan assets.
<b>Interest risk</b>	A decrease in the bond interest rate will increase the valuation of the Plan's IAS19 liability but this will be partially offset by an increase in the value of the Plan's corporate bond investments.
<b>Longevity risk</b>	The present value of the defined benefit Plan liability is calculated by reference to a best estimate of the mortality of Plan participants both during and after their retirement. An increase in the life expectancy of the Plan participants will increase the Plan's assessed liability.
<b>Salary risk</b>	The present value of the defined benefit Plan liability is calculated by reference to the future salaries of Plan participants. As such, an increase in the salary of the Plan participants will increase the Plan's liability.

The Plan closed to the future accrual of benefits on 31 January 2016. The weighted average duration of the expected benefit payments from the Plan is around 16 years.

The triennial valuation carried out as at 30 June 2020, has been used for the purposes of measuring the plan assets and the present value of the defined benefit liability. This was carried out by an independent firm of consulting actuaries. The present value of the

IAS19 defined benefit liability, and the related current service cost and past service cost, have been measured using the projected unit credit method based on roll-forward updates to the latest triennial valuation figures.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	30 June 2022	30 June 2021
<b>Key assumptions</b>		
Discount rate	1.60%	1.30%
Inflation (RPI)	1.20%	1.00%
Life expectancy of a male, female age 60 (current pensioners)	24.7/29.7 yrs	26.2/30.4 yrs
Life expectancy of a male, female age 60 (future pensioners)	27.7/32.4 yrs	27.7/32.0 yrs
<b>Other linked assumptions</b>		
Rate of inflation (CPI)	2.50%	2.50%
Annual increases (CPI) with a maximum limit of 5% and maximum of 9%	3.70%	3.60%
Annual increases (CPI) with a maximum of 10%	3.80%	3.10%
Salary growth	n/a	n/a

Amounts recognised in the consolidated income statement in respect of the defined benefit plan were as follows:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Net interest on the defined benefit asset	1.0	0.3
Loss on curtailments	(0.5)	(1.1)
	<b>0.4</b>	<b>(0.8)</b>

The net interest item above has been included within finance income (see note 9). The re-measurement of the net defined benefit liability is included in the statement of comprehensive income. The loss on curtailments incurred during the year has been included within exceptional costs (see note 7).

Amounts recognised in the statement of comprehensive income in respect of the defined benefit plan were as follows:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
(Loss) / return on Plan assets excluding interest income	(53.6)	12.2
Experience (losses) / gains arising on the Plan's liabilities	(7.5)	5.3
Actuarial gains arising from changes in financial assumptions	(5.9)	8.3
Actuarial gains arising from changes in demographic assumptions	0.6	0.6
	<b>6.7</b>	<b>26.4</b>

The amount included in the statement of financial position arising from the Group's obligations in respect of its defined benefit plan was as follows:

	30 June 2022	30 June 2021
	£m	£m
Fair value of Plan assets	245.6	245.9
Present value of defined benefit Plan liabilities	(184.6)	(148.4)
<b>Surplus at 30 June</b>	<b>61.0</b>	<b>47.1</b>

The Group has considered the impact of IFRIC14 and in line with the Plan's Rules, the Group is able to recognise the Plan's surplus in its entirety.

## Annual Report and Consolidated Financial Statements 2022

The reconciliation of the statement of financial position over the year is as follows:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Surplus at 1 July	47.1	16.1
Amount recognised in profit or loss	0.4	(9.1)
Amount recognised in Other Comprehensive Income	6.7	26.4
Company contributions	0.8	0.4
<b>Surplus at 30 June</b>	<b>61.0</b>	<b>47.1</b>

The present value of the plan liabilities has moved over the year as follows:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
1 July	1,745.8	1,762.8
Contributions by employees	-	(0.5)
Interest cost	14.6	13.9
Benefits paid	3.1	2.3
Experience losses / gains arising on the plan's liabilities	(7.2)	5.3
Actuarial gains arising from changes in financial assumptions	16.9	0.2
Actuarial gains arising from changes in demographic assumptions	0.6	0.6
Loss on curtailments	(2.1)	(1.1)
<b>30 June</b>	<b>(184.6)</b>	<b>(248.8)</b>

The fair value of the plan assets has moved over the year as follows:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
1 July	182.5	182.5
Interest income	4.1	4.0
(Loss) / return on Plan assets excluding interest income	(13.0)	10.2
Contributions by employer	3.8	3.4
Contributions by employees	-	1.5
Benefits paid	(8.1)	(9.1)
<b>30 June</b>	<b>245.6</b>	<b>295.9</b>

The major categories and fair values of Plan assets at the end of the reporting year for each category are as follows:

	30 June 2022 £m	30 June 2021 £m
Equity instruments	80.6	89.8
Diversified growth funds	13.7	21.2
Corporate bonds	61.4	74.0
Multi-asset merit	16.5	20.1
Government bonds	53.3	90.5
Cash and equivalents	3.7	0.3
<b>Total</b>	<b>245.6</b>	<b>295.9</b>

As at 30 June 2022 £7.4m of the Plan's corporate bonds were unquoted. All other equity and debt assets have quoted prices in active markets.

The Plan includes holdings of gilts and corporate bonds, which are intended to partially hedge the financial risk from liability valuation movements associated with changes in gilt and corporate bond yields. IAS19 liability movements from changes in the discount rate will also be partially hedged by the Plan's corporate bond holding.

No amounts within the fair value of the Plan assets are in respect of the

Group's own financial instruments or any property occupied by, or assets used by, the Group.

The triennial valuation carried out as at 30 June 2020, was approved and signed on 27 January 2022, has been used for the purposes of measuring the plan assets and the present value of the defined benefit liability. This was carried out by an independent firm of consulting actuaries. The present value of the IAS19 defined benefit liability, and the related current service cost and past service cost, have been measured using the projected unit credit method based on roll-forward

updates to the latest triennial valuation figures. Following completion of the valuation as at 30 June 2020, Arqiva Limited agreed to pay deficit contributions of £5.4m in July 2020, £5.0m in March 2022 and £7.0m in June 2023

#### Sensitivity Analysis

The assumptions considered to be the most significant are the discount rate adopted, inflation represented by RPI, and the longevity assumptions

The sensitivity of the 2022 year end results to changes in the three key assumptions is shown below:

Funding Position	Discount rate decrease of 0.1%	RPI increase of 0.1%	Longevity assumption increase of 1 year
Increase in Plan liabilities	£0.9m	£2.0m	£6.1m

The sensitivity of the 2021 year end results to changes in the three key assumptions is shown below:

Funding Position	Discount rate decrease of 0.1%	RPI increase of 0.1%	Longevity assumption increase of 1 year
Increase in Plan liabilities	£4.5m	£3.3m	£10.5m

This sensitivity analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

## 30 Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note

Transactions with the Group's pension scheme are disclosed in note 29.

Transactions between the Group and

its associates, joint ventures and entities under common influence are disclosed below

The disclosure of transactions with related parties reflects the periods in which the related party relationships exist. The disclosure of amounts outstanding to/from related parties at

the reporting date reflects related party relationships at that date

#### Trading transactions

During the year ended 30 June 2022 the Group entered into the following transactions with related parties who are not members of the Group:

# Annual Report and Consolidated Financial Statements 2022

	Sale of goods and services		Purchase of goods and services	
	Year ended	Year ended	Year ended	Year ended
	30 June 2022	30 June 2021	30 June 2022	30 June 2021
	£m	£m	£m	£m
Associates	0.1	-	0.1	3.6
Joint ventures	4.4	2.8	2.2	2.0
Entities under common influence	15.8	16.9	-	-
	18.3	20.7	2.3	5.6

All transactions are on third party terms and all outstanding balances, are interest free, unsecured and are not subject to any financial guarantee by either party.

As at 30 June 2022, the amount receivable from associates was £nil (2021: £0.2m) and the amount payable to associates was £nil (2021: £nil).

As at 30 June 2022 the amount payable to joint ventures was £0.2m (2021: £0.3m).

As at 30 June 2022, the amount receivable from entities under common influence was £7.6m (2021: £5.0m).

## Remuneration of Directors and key management personnel

The remuneration of the Directors and key management personnel of the Group is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Short term employee benefits	3.9	5.7
Termination benefits	0.6	0.2
Post-employment benefits	0.2	0.2
	4.7	6.1

There are no members of the Directors and key management personnel (2021: none) who are a member of the Group's defined benefit pension scheme (see note 29).

The members of the Directors and key management personnel had no material transactions with the Group during the year, other than in

connection with their service agreements.

Further information in respect of the remuneration of the Company's statutory Directors, including the highest paid Director, has been provided on page 139.

## Investor transactions

There are two investor companies, FICAL and MEIF II, which are related parties with the Group in accordance with IAS 24, by virtue of significant shareholding in the Group. Refer to the Directors' report for further details of these investor companies.

30 June 2022	MGIF II *	MEIF II *	Macquarie Prism *	FICAL *
	£m	£m	£m	£m
Shareholders' net assets	17.5	616.6	6.2	1,208.4
Shareholders' net assets increased for the year	9.0	193.5	9.2	174.0
Attributable share of net assets interest	17.3	844.7	34.0	1,124.0

\* Attributable to the Company's shareholding in June.

\* An investor company and a related party by virtue of significant shareholding (as at 30 June 2022).

## Annual Report and Consolidated Financial Statements 2022

30 June 2021	MGIF II *	MEIF II +	Macquarie Prism *	FICAL +
	£m	£m	£m	£m
Shareholder loan notes	11.8	625.5	3.3	1,208.4
Shareholder loan note interest for the year	2.7	134.9	4.6	360.3
Accrued shareholder loan note interest	9.8	490.0	28.7	940.8

\* A related party by virtue of common influence

+ An investor company and a related party by virtue of significant shareholding (as at 30 June 2021).

## 31 Events after the reporting period

Post year end on 19 August 2022, the Group signed a commitment for a £450m term facility and a £50m Working Capital Facility both with an expected maturity date of 2028. These facilities are floating rate in nature with a margin over SONIA. Arqiva Broadcast Intermediate Limited (a subsidiary of the Group) is the borrower of this arrangement. The proceeds of this facility when drawn will be used to redeem the Groups outstanding £625m Junior bonds.

The maturity of Shareholder Loan notes have also been extended since year end and now have maturity dates ranging from March 2029 to March 2030.

On 21 September 2022, a second interim stage payment of £10.0m was received from the insurers in relation to the Bilsdale fire. At 30 June 2022, this represented a contingent asset and has therefore not been recognised in the income statement.

On 23 September 2022, it was announced that the corporation tax rate change from 19% to 25% with effect from 1 April 2023 was to be cancelled. For further detail see notes 12 and 19

## 32 Controlling parties

The Company is owned by a consortium of shareholders including Canada Pension Plan Investment Board, Macquarie European Infrastructure Fund II, other Macquarie managed funds and minorities.

The largest and smallest group in which the results of the Company are

consolidated is that headed by Arqiva Group Limited.

In June 2022 it was announced that Digital 9 Infrastructure has agreed to purchase Canada Pension Plan Investment Board's (CPPIB) entire 48% stake in Arqiva. Digital 9 Infrastructure is a dedicated infrastructure investor, headquartered in the UK and with

significant experience in the infrastructure industry. It is anticipated that this deal will be completed later in this calendar year. At that point the representatives from CPPIB appointed to the Board of Directors will be replaced by representatives from Digital 9 Infrastructure. This will not change the day-to-day operations of our business.

## Directors' report for Arqiva Group Limited ('the Company')

The Directors of Arqiva Group Limited, registered company number 05254001, ('the Company') submit the following annual report and audited financial statements in respect of the year ended 30 June 2022.

The Directors are responsible for the preparation of the financial statements as explained in the Statement of Directors' Responsibilities, set out on page 72.

### Business review and principal activities

The Company acts as an ultimate holding company of the Arqiva Group Limited ('AGL') group ('the Group') of companies.

The Company has made a loss for the financial year of £0.8m (2021: £0.8m) and has net liabilities of £12.3m (2021: £11.5m).

### Principal risks and uncertainties and key performance indicators ('KPIs')

From the perspective of the Company, the principal risks and uncertainties arising from its activities are integrated with the principal risks and uncertainties of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed on pages 50 to 55.

Given the straightforward nature of the Company's activities, the Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The KPIs of the Group are discussed on pages 33 and 34.

### Dividends and transfers to reserves

The Directors do not propose to pay a dividend (2021: nil). The loss for the financial year of £0.8m (2021: £0.8m) was charged to reserves.

### Financial risk management

Due to the straightforward nature of the Company's operations, it is exposed to limited financial risks. The Group's financial risk management programme is detailed on page 66 to 67.

### Future developments and going concern

It is the intention of the Company to continue to act as the Group's ultimate holding company.

The Company adopts the going concern basis in preparing its financial statements on the basis of the future profit, cash flows and available resources of the Group which lead the Directors of the Company to be confident that the Company will have adequate resources to continue in operational existence for the foreseeable future.

### Directors

The following held office as directors of the Company during the year and up to the date of this report:

- Mike Parton
- Mark Braithwaite (resigned 13 May 2022)
- Christian Seymour
- Peter Adams (resigned 9 December 2021)
- Sally Davis
- Neil King
- Martin Healey
- Frank Dangeard (resigned 1 July 2021)
- Michael Darcey
- Maximilian Fieguth (resigned 9 December 2021)
- Batiste Ogier
- Nathan Lurkey (appointed 1 July 2021)
- Susana Leith Smith (appointed 13 May 2022)

Jeremy Mavor resigned from his position as Company Secretary on 6 April 2022. Katrina Dick was appointed as Company Secretary on 6 April 2022.

### Directors' indemnities

The Company has provided an indemnity for its Directors and the Company Secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006. This was in place throughout the year ended 30 June 2022 and up to the date the financial statements are signed.

### Disclosure of information to the independent auditors

The Directors of the Company in office at the date of approval of this report confirm that:

- so far as the Directors are aware there is no relevant audit information of which the Auditors are unaware; and
- each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

Signed for and on behalf of the Board



Mike Parton - Director  
26 September 2022



# Company statement of financial position

	Note	30 June 2022	30 June 2021
		£m	£m
<b>Non-current assets</b>			
Deferred tax		-	-
Investments	3	-	-
Other receivables	4	3.4	1.4
		<b>3.4</b>	<b>1.4</b>
<b>Current assets</b>			
Other receivables	4	1.0	2.6
<b>Total assets</b>		<b>4.4</b>	<b>4.0</b>
<b>Current liabilities</b>			
Other payables	5	(15.7)	(15.5)
<b>Net current liabilities</b>		<b>(15.7)</b>	<b>(12.9)</b>
<b>Net liabilities</b>		<b>(12.3)</b>	<b>(11.5)</b>
<b>Equity</b>			
Share capital		652.9	652.9
Share premium		315.6	315.6
Accumulated losses		(581.8)	(581.0)
<b>Total equity</b>		<b>(12.3)</b>	<b>(11.5)</b>

The accounting policies and notes on page 138 form part of these financial statements.

The result for the financial year for the Company was a loss of £0.8m (2021: £0.8m loss).

These financial statements on pages 135 to 145 were approved by the Board of Directors on 26 September 2022 and were signed on its behalf by:



Mike Parton - Director

## Company statement of changes in equity

	Share capital*	Share premium	Accumulated losses	Total equity
	£m	£m	£m	£m
Balance at 1 July 2020	653.9	315.6	(980.2)	(10.7)
Losses for the financial year	-	-	(0.8)	(0.8)
Balance at 30 June 2021	653.9	315.6	(981.0)	(11.5)
Losses for the financial year	-	-	(0.8)	(0.8)
Balance at 30 June 2022	653.9	315.6	(981.8)	(12.3)

\*Comprises 653,900,000 (2021: 653,900,000) authorised, issued and fully paid ordinary shares of £1 each.

# Notes to the Company financial statements

## 1 Arqiva Group Limited accounting policies and other information

### Basis of preparation

As used in these financial statements and associated notes, the term 'Company' refers to Arqiva Group Limited.

Arqiva Group Limited is a private company limited by shares incorporated in the United Kingdom. The registered address of the Company is Crawley Court, Winchester, Hampshire, SO21 2QA.

The Financial Statements of the Company have been prepared in accordance with Financial Reporting

Standard 101, 'Reduced Disclosure Framework' ('FRS 101'). The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006. The Group's financial statements (Arqiva Group Limited and its subsidiaries) are available online at [www.arqiva.com](http://www.arqiva.com).

The financial statements have been prepared in accordance with The Companies Act 2006 as applicable using FRS 101. As permitted by Section 408(3) of the Companies Act 2006, the

Company's income statement has not been presented.

Accounting policies have been applied consistently throughout.

New and revised Standards and Interpretations have been adopted in the current year, a list of which can be found in note 2 of the Group financial statements. There is no material impact on the Company. The following disclosure exemptions, as permitted by paragraph 8 of FRS 101, have been taken in these Company financial statements and notes:

EU-adopted IFRS	Relevant disclosure exemptions
IAS 1 Presentation of financial statements	The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B to D, 40A to D, 111 and 134 to 136
IAS 7 Statement of Cash Flows	All disclosure requirements.
IAS 24 Related Party Disclosures	The requirements of paragraph 17; the requirement to disclose related party transactions entered into between two or more members of a Group, provided that any subsidiary party to the transaction is wholly owned by such a member.
IFRS 7 – Financial Instruments	All disclosure requirements.

### Accounting policies

#### Investments

Investments in subsidiaries and associates are shown at cost less provision for impairment.

#### Cash and cash equivalents

Cash includes cash at bank and in hand and bank deposits repayable on demand.

#### Other payables

Other payables are not interest bearing and are recorded at fair value. They are included in current liabilities, except for maturities greater than 12 months after the reporting date, which are classified as non-current liabilities.

#### Dividends

Dividend distributions are recognised as a liability in the year in which the dividends are approved by the Company's shareholders.

#### Share capital

Ordinary shares are classified as equity.

#### Other information

##### Employees

The Company had no employees during the year (2021: none). None of the Directors (2021: none) were remunerated by the Company.

Their individual remuneration reflects the services they provide to the Company, its subsidiaries and a number of other entities outside of the Group. It is therefore not possible to make an accurate apportionment of each Director's remuneration in respect of their service to the Company except where sums are paid to third parties in respect of their services. There were no such sums paid in the year (2021: none).

#### Audit fees

The audit fee in respect of the Company and fees payable to PricewaterhouseCoopers LLP for non-audit services were not specific to the Company and are disclosed in the notes to the Group financial statements (see note 6).

#### Critical accounting estimates and judgements

No critical accounting estimates or judgements have been used in the preparation of these financial statements.

## 2 Directors' remuneration

The aggregate of the amount paid to the Directors in respect of their services as a Director of the Group are set out below:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Aggregate remuneration	0.4	0.5
	<b>0.4</b>	<b>0.5</b>

Certain of the Directors were representatives of the Company's shareholders and their individual remuneration reflects the services they provide to the Company, its subsidiaries and a number of other entities outside of the Group. It is not possible to make an accurate apportionment of each Director's remuneration in respect of

their service to the Company and the Group except where sums are paid to third parties in respect of their services, of which there were £nil (2021: £nil) in relation to the Company. Accordingly, no remuneration in respect of these Directors is recognised in the Company.

There are no directors to whom retirement benefits accrued in respect of qualifying services (2021: none).

### Highest paid director

Included in the above is remuneration in respect of the highest paid Director of:

	Year ended 30 June 2022	Year ended 30 June 2021
	£m	£m
Aggregate remuneration	0.2	0.3
	<b>0.2</b>	<b>0.3</b>

### 3 Investments

The Company's subsidiary investments (held indirectly unless stated) are shown below

Company	Country of incorporation	Principal activities	Year end	Percentage of ordinary shares held
ABH Digital Limited	United Kingdom	Holding company	30-Jun	100%
ABH Digital Radio Limited	United Kingdom	Holding company	30-Jun	100%
ABH Multiplex Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Mexico Limited	United Kingdom	Transmission services	30-Jun	100%
Arqiva (Scotland) Limited	United Kingdom	Transmission services	30-Jun	100%
Arqiva Broadcast Finance Plc	United Kingdom	Financing vehicle	30-Jun	100%
Arqiva Broadcast Intermediate Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Broadcast Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Broadcast Parent Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Communications Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Defined Benefit Pension Plan Trustees Limited	United Kingdom	Pension company	30-Jun	100%
Arqiva Digital Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Finance Limited	United Kingdom	Operating company	30-Jun	100%
Arqiva Financing No. 1 Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Financing No. 2 Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Financing No. 3 Plc	United Kingdom	Holding company	30-Jun	99.99% (Held directly)
Arqiva Financing Plc	United Kingdom	Financing vehicle	30-Jun	100%
Arqiva Group Holdings Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Group Intermediate Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Group Parent Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Holdings Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Inc.	USA	Satellite transmission services	30-Jun	100%
Arqiva International Holdings Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Intermediate Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Limited	United Kingdom	Transmission services	30-Jun	100%
Arqiva Limited	Ireland	Transmission services	30-Jun	100%
Arqiva Media Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Mobile Broadcast Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Mobile Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Mobile TV Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva No. 10 Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva No. 11 Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Pension Trust Limited	United Kingdom	Dormant company	31-Mar	100%
Arqiva F.P. Financing Plc	United Kingdom	Financing vehicle	30-Jun	100%

## Annual Report and Consolidated Financial Statements 2022

Company	Country of incorporation	Principal activities	Year end	Percentage of ordinary shares held
Arqiva Ete Limited	Singapore	Satellite transmission services	30-Jun	100%
Arqiva Public Safety Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva SAS	France	Satellite transmission services	30-Jun	100%
Arqiva Satellite Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva Senior Finance Limited	United Kingdom	Financing vehicle	30-Jun	100%
Arqiva Smart Financing Limited	United Kingdom	Financing vehicle	30-Jun	100%
Arqiva Smart Holdings Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Smart Metering Limited	United Kingdom	Smart metering communications	30-Jun	100%
Arqiva Smart Permits Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva SRL	Italy	Satellite transmission services	30-Jun	100%
Arqiva Swing Limited	United Kingdom	Dormant company	30-Jun	100% (held directly)
Arqiva Telecoms Investment Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Transmission Limited	United Kingdom	Dormant company	30-Jun	100%
Arqiva UK Broadcast Holdings Limited	United Kingdom	Holding company	30-Jun	100%
Arqiva Wireless Limited	United Kingdom	Dormant company	30-Jun	100%
Capable Limited	United Kingdom	Dormant company	30-Jun	100%
Celt Communications Limited	United Kingdom	Dormant company	30-Jun	100%
Comnet TV (Scotland) Limited	United Kingdom	Dormant company	30-Jun	100%
Comnet TV Limited	United Kingdom	Dormant company	30-Jun	100%
Digital One dot net	United Kingdom	Transmission services	30-Jun	100%
Emedia Communications (Europe) Limited	United Kingdom	Dormant company	30-Jun	100%
Emedia Communications Limited	United Kingdom	Transmission services	30-Jun	100%
EMG Limited	United Kingdom	Dormant company	30-Jun	100%
Macquarie Limited	United Kingdom	Dormant company	30-Jun	100%
Now Digital (East Midlands) Limited	United Kingdom	Transmission services	30-Jun	100%
Now Digital (Oxford) Limited	United Kingdom	Dormant company	30-Jun	100%
Now Digital (Southern) Limited	United Kingdom	Transmission services	30-Jun	100%
Now Digital Limited	United Kingdom	Transmission services	30-Jun	100%
NWP Security Holdings Limited	United Kingdom	Holding company	30-Jun	100%
Principle No 1 Limited	United Kingdom	Dormant company	30-Jun	100% (held directly)
Scannet (Europe) Limited	United Kingdom	Dormant company	30-Jun	100%
Scannet Televison Oy Asin Schuchardt	United Kingdom	Dormant company	30-Jun	100%
Seaside Media Limited	United Kingdom	Dormant company	30-Jun	100%
South West Digital Radio Limited	United Kingdom	Transmission services	30-Jun	100%
Spectrum Interactive (UK) Limited	United Kingdom	Dormant company	30-Jun	100%
Spectrum Interactive GmbH	Germany	Dormant company	30-Jun	100%
Spectrum Interactive Limited	United Kingdom	Holding company	30-Jun	100%

With the following exceptions, the registered office of each of the subsidiary companies listed was Crawley Court, Winchester, Hampshire, SO21 2QA:

Company	Registered office
Arqiva Inc	c/o The Corporation Trust Company, Corporation Trust Centre, 1209 Orange Street Wilmington, DE19801, United States of America
Arqiva Pte Limited	8 Marina Boulevard #05-02, Marina Bay Financial Centre, 010981, Singapore
Arqiva SAS	Four Vendôme 304, Rond-Point du Fort De Sevres - 92120, Levallois-Perret, France
Arqiva SFL	c/o Studio Bandini & Associati Via Calabria 22, Rome, Italy
Arqiva (Ireland) Limited	Unit 9 Willborough, Clonsillaugh Industrial Estate, Dublin 17 Co. Dublin, Ireland
Arqiva (Scotland) Limited	c/o Morton Fraser, Quadrant 11, 21ster Square, Edinburgh, EH3 5QL, Scotland

In addition to the subsidiary undertakings the Company indirectly holds the following interests in associates and joint ventures:

Company	Country of incorporation	Principal activities	Registered office	Year end	Percentage of ordinary shares held
<i>Joint ventures</i>					
Sound Digital Limited	United Kingdom	Ownership and operation of UK DAB radio multiplex licence	Media House Peterborough Business Park, Lynch Wood, Peterborough, United Kingdom PE2 6EA	31 Dec	49.0%
<i>Associate undertakings:</i>					
Muxco Limited	United Kingdom	Bidding for UK L AB digital radio multiplex licences	Greenwich Dog And Duck Yard Praegerod Street, London, England, WC1P 4BW	31 Dec	24.0%
UK Digital Radio Limited	United Kingdom	Support delivery of a digital future for radio	15 Aldford Place London, England WC1E 7EY	31 Mar	10.0%

## Annual Report and Consolidated Financial Statements 2022

The following companies within the Group will adopt the Department for Business, Energy and Industrial Strategy (BEIS) audit exemption for the year ended 30 June 2022. As the ultimate parent company, AGI has guaranteed the debts and liabilities held within these companies as required under section 479A of the Companies Act 2006.

Company	Company registration number
Arqiva Group Intermediate Limited	05120989
Arqiva Group Holdings Limited	08321044
Arqiva UK Broadcast Holdings Limited	05254048
Arqiva Telecoms Investment Limited	03096464
Arqiva Scotland Limited	SC030508
ASPL Digital Limited	03638587
ASPL Digital Range Limited	08573733
Digital One Limited	08537535
Now Digital Limited	05546021
Now Digital Southern Limited	03684765
Arqiva Financial Holdings Limited	06137891
Arqiva International Holdings Limited	08759524
Arqiva International Limited	19776518
Arqiva Japan Finance Limited	00127147
Arqiva Smart Holdings Limited	08713410
Arqiva Smart Range Limited	08723415
Arqiva Smart Limited	03339549
Arqiva Financial Services Limited	06797924
Arqiva Broadcast Intermediate Limited	08065710

The following dormant companies within the Group will take the exemption from preparing and filing financial statements for the year ended 30 June 2022 (by virtue of s394A and s448A of Companies Act 2006 respectively). As the ultimate parent company, AGI has guaranteed the various debts and liabilities held within these companies as required under section 394C of the Companies Act 2006.

Company	Company registration number
ASPL Mobile Limited	05138184
Arqiva Mobile TV Limited	04307730
Arqiva Mobile Satcom Limited	03642257
Arqiva Communications Limited	02328508
Arqiva Media Limited	02026184
Arqiva Media Limited	08199175
Arqiva Media Limited	05439578
Arqiva Satellite Limited	03190912
Arqiva Digital One Limited	06314148
Arqiva Digital Limited	07143414
Arqiva Telecommunications Limited	03348100
Orascom Limited	01462192
Orascom Communications Limited	08039516
Orascom TV Limited	07474436
Orascom TV Services Limited	00403931
Orascom Communications Holdings Limited	02755211



## Annual Report and Consolidated Financial Statements 2022

Company	Company registration number
Immedia Communications Group Limited	05097517
Immedia Communications Limited	05097525
JFMG Limited	03297517
Metropolitan Limited	05401565
Primrose No 1 Limited	07046887
Scandinavia (Europe) Limited	02892717
Spectrum Television Outside Broadcasts Limited	03391685
Selective Media Limited	06579687
Selectra - Interactive (UK) Limited	03500167
NWP Spectrum Holdings Limited	04412179
Spectrum Interactive Limited	04440500

The Company held the following investments in subsidiaries:

	Total £m
<b>Cost</b>	
At 1 July 2020, 30 June 2021, and 30 June 2022	-
<b>Carrying value</b>	
At 30 June 2022	-
At 30 June 2021	-

The Directors consider the carrying value of the Company's investments in its subsidiaries on an annual basis, or more frequently should indicators arise.

## 4 Other receivables

	30 June 2022 £m	30 June 2021 £m
<b>Within current assets</b>		
Amounts receivable from other Group entities	1.0	2.6
<b>Within non-current assets</b>		
Amounts receivable from other Group entities	3.4	1.4
<b>Total</b>	<b>4.4</b>	<b>4.0</b>

With the exception of £0.9m (2021: £0.8m) due from Arqiva Holdings Limited which incurs interest at 9.5% per annum, all amounts receivable are due from other Group entities and are unsecured, interest-free, and repayable on demand.

## 5 Other payables

	30 June 2022	30 June 2021
	£m	£m
<b>Within current liabilities</b>		
Amounts payable to other Group entities	16.7	15.5
<b>Total</b>	<b>16.7</b>	<b>15.5</b>

The Company has no payables falling due after more than one year. Amounts payable to other Group entities are unsecured, interest-free, and repayable on demand.

## 6 Related parties

The Company has applied the provisions within FRS 101 to be exempt from the disclosure of transactions entered into, and balances outstanding, with a Group entity which is wholly-owned by another Group entity.

## 7 Controlling parties

The Company is owned by a consortium of shareholders including Canada Pension Plan Investment Board, Macquarie European Infrastructure Fund II, other Macquarie managed funds and minorities.

The largest and smallest group in which the results of the company are consolidated is that headed by Arqiva Group Limited.

In June 2022 it was announced that Digital 9 Infrastructure has agreed to purchase Canada Pension Plan Investment Board's (CPPIB) entire 48% stake in Arqiva. Digital 9 Infrastructure is a dedicated infrastructure investor headquartered in the UK and with significant experience in the infrastructure industry. It is anticipated that this deal will be completed later in this calendar year. At that point the representatives from CPPIB appointed to the Board of Directors will be replaced by representatives from Digital 9 Infrastructure. This will not change the day-to-day operations of our business.