

COMPANY REGISTRATION NUMBER: 08006877

**Closerstill Media 3 Limited**  
**Unaudited Annual Report and Financial Statements**  
**For the year ended 31 December 2021**



**Closerstill Media 3 Limited**  
**Annual Report and Financial Statements**  
**Year ended 31 December 2021**

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**Closerstill Media 3 Limited**  
**Officers and Professional Advisers**

**The board of directors**

S J King  
P J Nelson  
P W Soar  
M J Westcott

**Company secretary**

S J King

**Registered office**

Suite 17  
Exhibition House  
Addison Bridge Place  
London  
United Kingdom  
W14 8XP

# Closerstill Media 3 Limited

## Strategic Report

### Year ended 31 December 2021

The directors submit their strategic report for CloserStill Media 3 Limited for the year ended 31 December 2021.

#### Principal activities

The principal activity of the Company during the year was to act as an intermediate holding company within the CloserStill Group Limited (formally CSM Topco Limited) Group of companies.

#### Review of business performance and key performance indicators

|                        | 2021 | 2020 |
|------------------------|------|------|
|                        | £000 | £000 |
| Profit before taxation | 170  | 610  |

The business performance of the Company is entirely dependent on the trading performance from the exhibitions managed by the Company's subsidiaries. The directors monitor profitability and cash generation on a CloserStill Group wide basis.

The wider CloserStill trading Group, which has historically been very profitable with significant annual growth, has continued to operate throughout 2021 despite restrictions due to Covid-19 in various jurisdictions. 2021 saw the return of physical events principally since the fourth quarter across the Group but predominantly in the UK. Whilst the Group's event attendance during 2021 was generally lower than previous editions, exhibitors fed back that the audience quality was high and due to well managed expectations along with Covid safe environments meant exhibitor satisfaction was high. The events that the Group delivered in the fourth quarter demonstrated a strong rebound from Covid and delivered higher than normal rebook results which subsequently has helped generate a very strong book of business going into 2022.

#### Outlook

As regards the wider Group, all the events we have run since September 2021 and through to 2022 have exceeded our initial expectations and as such reinforces our view as to the undimmed demand for, and sustainability of, leading face to face events of the type that CloserStill operates. The Group went into the new year with an order book for 2022 that was c16% in excess of the like for like point in the pre-Covid 2019/2020 cycle. This is due not only to the strength of postponed events where customers have maintained their booking through to the postponed future event, but also due to very strong on-site rebooking for 2022 events after running successful 2021 editions, for which we have seen in total forward bookings that have been ahead of previous cycles by c10%.

We believe that the Group runs the No.1 events in our markets with predominantly domestic audiences and so are less impacted by travel restrictions and therefore management fully expect all events to run in 2022 in the belief that the geographies continue to remain open. Management have set 2022 budgets with strong top-line growth relative to the Covid disruption the Group has faced, whilst continuing to ensure we invest sufficiently in our post-Covid event delivery to best secure strong stakeholder satisfaction as well as invest in our content and audience delivery capabilities to ensure short- and medium-term organic growth. In addition, the Group continues to invest in structural improvements to our infrastructure in order to create better capability and capacity to execute upon our future in-organic and launch growth agenda.

The Group enters 2022 with the vast majority of its individual event clusters expecting to grow in size compared to the pre-Covid position which management considers hugely encouraging. This growth expectation is supported by the feedback on Q4 2021 and Q1 2022 events, the growth in order book compared to previous cycles and the recent sales trends in which we have seen several record sales weeks for the Group being recorded.

# Closerstill Media 3 Limited

## Strategic Report *(continued)*

Year ended 31 December 2021

### Results and dividends

The profit for the year and total comprehensive income was £170,000 (2020: £610,000). The directors do not recommend a dividend and none was paid during the year (2020: £Nil).

### Financial risks

The Company's principal financial instruments comprise of amounts receivable and payable from and to other CloserStill group companies. The financial position of the Company is managed on a group basis by the directors of CloserStill Group Limited. The Group and therefore the Company has sufficient available financing facilities and remains strongly cash generative.

### Environment

CloserStill Group is committed to promoting sustainable corporate business practices, both within our offices and at our events. We encourage all individual businesses within the Group to take steps to consider and improve their impact as a whole, under a framework of 'People, Profit and the Planet'. This includes considering the impacts relating to customers, employees, suppliers and our investors in how we manage our events. Our work in this area is evolving as we re-establish live events following the disruption caused by the pandemic.

#### *Streamlined Energy and Carbon Reporting (SECR)*

The Company is exempt from the SECR disclosure regime as a low energy user. The Group is not required to present SECR disclosures as all subsidiary companies are individually small. The Group intends to keep this matter under review and will consider voluntarily adopting disclosures, should the size/energy use thresholds not be met in future years.

# Closerstill Media 3 Limited

## Strategic Report *(continued)*

Year ended 31 December 2021

### Statement of engagement with employees

The CloserStill Group is committed to providing a great place to work for our people in which to develop a rewarding and fulfilling career. The focus on our people has never been greater, and we consider our people, and the way we organise, train, engage and motivate them, as a critical competitive advantage. In February 2020, the CloserStill Group featured in the Sunday Times '100 Best Companies to work for' list for the third year running. We hope to continue to receive such achievements in the future now the business is operating physical events, post Covid, which engages team ethos and CloserStill spirit.

The CloserStill Group aims to focus on employee engagement. We have worked hard to communicate openly and regularly with our employees as we recognise effective communication is a key part of building stronger levels of employee engagement. We share business news, successes and updates with employees frequently and invite feedback from our people as we know that how our people feel and how they are engaged ultimately drives business performance. We believe in transparency with our employees, so we send round weekly reporting on sales numbers and delegate registrations/revenue to all our teams.

We regularly engage with our teams through quarterly company meetings where we update on performance, introduce new starters, announce promotions, etc. We run annual awards for best sales, best operations, best finance, best marketing and best team where we acknowledge excellence in their fields which are announced at our Christmas party. As we continue to grow and develop the business, we are always interested in speaking to talented and passionate people who want to build a career in events. We run active graduate schemes in London, Singapore, New York and Germany and are also interested in hearing from experienced event professionals wanting to join our winning team.

Diversity and an employee base that brings different perspectives, backgrounds and ways of thinking is very important to our business. Fair consideration is given to all applications, including from those with disabilities. We make all reasonable efforts to be able to continue to employ those who become disabled during employment. Appropriate training is arranged for disabled persons, including retraining for alternative work of employees who become disabled, to promote their career development within the Group.

Many of CloserStill's employees are also shareholders and are therefore engaged in the future development of the business. The Board prides itself in the support and flexibility of the workforce to adapt and deliver events that are best in their category, as evidenced by the number of industry awards won by CloserStill events and employees.

### CloserStill's reputation in the industry

In the last 12 years, CloserStill has been repeatedly recognised as a leading innovator within the Exhibition Industry and has, we believe, won more awards than any other event business in the industry. We have won over 50 major industry awards, including the coveted 'Best Business Exhibition' seven times, featured in The Sunday Times 100 Best Places to Work three times (2018, 2019 & 2020) and have been voted by members of the Association of Exhibition Organisers as the 'Most Respected Company' in the exhibition Industry. The awards are down to the people and teams that work together to deliver the events ensuring customer service and satisfaction. The accolades include: Best Trade Show (x7), Best Marketing (x9), Best Operations (x4), Best Sales (x5), Best Event Director (x4) and Best Launch or Brand Extension (x6). Adapting to digital during 2020, we have also won 4 awards at the new Digital Event Awards.

CloserStill looks to run, launch or acquire the number one event in the sector and geography that it operates in. We review our products, events and customer service on an ongoing basis with post event surveys and content reviews ensuring we provide the most appropriate content for the audience and the best possible networking ability for delegates and exhibitors.

# Closerstill Media 3 Limited

## Strategic Report *(continued)*

Year ended 31 December 2021

### **Statement of engagement with suppliers, customers and others in a business relationship with the company**

CloserStill Group aims to deliver the best possible value for all our customers and stakeholders and deliver great experiences for everyone involved in our events.

#### *Organisational Structure*

The Board of Directors headed by the Chairman and the Chief Executive Officer are based in the UK. As at 31 December 2021 there were 330 Group employees consisting of sales, marketing, operations and administration staff, based in the following countries: United Kingdom 210, Germany 28, Spain 19, France 1, Singapore 20, Hong Kong 1 and USA 51.

The company is not involved in manufacturing and has strict employment policies and therefore we believe there is low risk of non-compliance amongst our direct employees.

#### *Suppliers*

The company organises trade shows and conferences in Healthcare and Technology market sectors. Our major suppliers are the venues where the events are held, the contractors who build exhibition stands, supply furniture, carpets, logistics and data registration services. Our major suppliers all have their own procedures and policies with regard to anti-slavery and anti-trafficking and we will continue to work with them to identify areas of risk further along the supply chain. We recognise that due diligence procedures with smaller suppliers needs to be enhanced.

#### *Customers*

Our customers range from large pharmaceutical manufacturers to suppliers of kit for data centres and operators of care homes. Whilst we consider that our customer base is of generally very low risk, we undertake a review of our processes to ensure we identify where customers originate from areas of risk and enhancing our due diligence process to mitigate this risk. Our terms and conditions of business are under review with the aim of incorporating the expectation that people we work with should adhere to the same standards we set ourselves.

#### *Shareholders*

Providence Equity Partners are majority shareholders with a 65% controlling stake in the CloserStill Group. Management and employees hold the remaining 35%. The Board meets monthly to discuss the trade and operation of the Group with key strategy and decisions being discussed and agreed as part of these meetings. All acquisition considerations and longer-term plans are set out and approved with the support of Providence. The Board communicates to the employee shareholders quarterly at Group employee update meetings. The company also ensures a cascade of information where appropriate.

#### *Debt capital / credit facility providers*

The Group Chief Financial Officer and Group Financial Director are responsible for managing the relationships with our banks and for the Group's cash / debt management and financing activities. Regular reports are made to the board on these activities including the Group's plans to ensure appropriate access to debt capital, monitoring the headroom and maturity schedules of primary credit facilities.

Monthly financial information is shared with the banks on profitability and cashflow following the monthly Board Meetings. Quarterly review meetings also take place to ensure the banks are kept informed of trading and forecast expectations. Higher level of reporting during Covid-19 outbreak is in place as detailed in the going concern section of the Directors' report (page 7-9).

# Closerstill Media 3 Limited

## Strategic Report *(continued)*

Year ended 31 December 2021

### HR Policies

The company has strict HR policies and procedures, which include identity verification and right to work checks. The company ensures that employees are paid fairly for their role with a competitive remuneration package. We undertake regular review and updates of our specific policies related to maintaining a high standard of employee conduct and a whistleblowing policy.

### Directors' Duties - Compliance with s.172 of the Companies Act 2006

Section 172 of the Companies Act 2006 ("s.172") requires directors to promote the success of the Company for the benefit of the members as a whole and in doing so have regard to the interest of the stakeholders including customers, employees, suppliers and the wider community in which it operates. The Board is focused on its responsibilities under s.172 and the impact of the business on key stakeholder groups is considered on a regular basis. The below table identifies where in the Annual Report information on factors the Board believe demonstrate its compliance with section 17(1)(a)-(f) are set out in more detail.

| The Board has had regard to the following matters:  | More information:  |
|---|--|
| <b>(a) Long-term results</b><br>-the likely consequences of any decision in the long term   | <b>Strategic Report:</b><br>Principal activities, <b>Page 2</b><br>Review of business performance & key performance indicators, <b>Page 2</b><br>Results and Dividends, <b>Page 3</b><br>Financial risk management, <b>Page 3</b><br><br><b>Directors' Report:</b><br>Going concern, <b>Page 8</b> |
| <b>(b) Our workforce</b><br>-the interest of the Company's employees  | <b>Strategic Report:</b><br>Statement of engagement with employees, <b>Page 4</b>  |
| <b>(c) Our business relationships</b><br>-the importance of the Company's business relationships with suppliers, customers and others | <b>Strategic Report:</b><br>CloserStill's business relationships, <b>Page 5</b>  |
| <b>(d) The community and environment</b><br>- the impact of the Company's operations on the community and the environment             | <b>Strategic Report:</b><br>Environment, <b>Page 3</b>   |
| <b>(e) The company's reputation</b><br>- the desire to maintain a reputation for high standards of business conduct                   | <b>Strategic Report:</b><br>CloserStill's reputation in the industry, <b>Page 4</b>  |
| <b>(f) Fairness between Shareholders</b><br>-the aim to act fairly as between members of the Company                                  | <b>Strategic Report:</b><br>CloserStill's business relationships, <b>Page 5</b>  |



# **Closerstill Media 3 Limited**

## **Strategic Report** *(continued)*

**Year ended 31 December 2021**

This report was approved by the board of directors on 26 September 2022 and signed on behalf of the board by:



S J King  
Director

Registered office:  
Suite 17  
Exhibition House  
Addison Bridge Place  
London  
United Kingdom  
W14 8XP

# **Closerstill Media 3 Limited**

## **Directors' Report** *(continued)*

### **Year ended 31 December 2021**

The directors present their report and the unaudited Financial Statements of the company for the year ended 31 December 2021.

#### **Principal activities**

The principal activity of the Company during the year was to act as an intermediate holding company within the CloserStill Group Limited (formally CSM Topco Limited) Group of companies.

#### **Directors**

The directors who served the company during the year were as follows:

S J King  
P J Nelson  
P W Soar  
M J Westcott

#### **Dividends**

The directors do not recommend a dividend and none was paid during the year (2020 - £Nil).

#### **Future developments**

The Company's Strategic Report (which is incorporated into this report by cross reference) sets out the major events for the year to 31 December 2021, including the impact of COVID-19. Enquiries and bookings for future editions of existing and new events are being taken, and these have increased significantly since the end of January 2022 with record Group sales being delivered through February ahead of the UK Tech event. As at March 2022 bookings versus budget are ahead of prior cycle as a percentage of total by 1% on H1 events and 6.7% ahead on H2 events on a like for like basis.

#### **Directors indemnities**

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the current year and through to the date of approval of the financial statements. A fellow group company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of the Company and its Directors.

#### **Events after the balance sheet date**

There are no subsequent events to report after the balance sheet date.

#### **Going concern**

At 31 December 2021, the Company had net current liabilities of £33,293,000 (2020: £32,055,000), net liabilities of £1,580,000 (2020: £1,750,000) and made a profit before tax of £170,000 (2020: £610,000). The Company is reliant on its fellow subsidiaries to generate cash flows to service its costs incurred. The Directors consider the Company to be a going concern on the basis that the results since 31 December 2021 and forecasts prepared indicate that the Company, with the support provided by the Group, is able to meet its liabilities as they fall due.

The Directors monitor profitability and cash generation on a CloserStill Group wide basis.

# Closerstill Media 3 Limited

## Directors' Report *(continued)*

### Year ended 31 December 2021

At 31 December 2021, the Group's financing arrangements consist of a £110m term loan (2020: £110m), a £35m (2020: £35m) CAPEX facility of which £25.7m (2020: £17.1m) had been drawn down, a £5m (2020: £5m) revolving credit facility and £7m (2020: £7.2m) of management loan notes. During the year, a draw down of the CAPEX facility was undertaken for \$5.5m on 29 December 2021 to fund 50% of the acquisition of Influence Group, LLC. The remaining 50% was funded by Providence Equity Partners (PEP) through a further issue of preference shares. £17.5m was drawn from PEP in the year (2020: £6m) through preference share issues against the Equity Commitment Letter (ECL) £32m facility which was put in place as part of the revised Senior Facilities Agreement with Hayfin. No further funding from PEP is expected in 2022.

The Group is ordinarily highly cash generative but due to Covid-19 related restrictions for most of 2020 and 2021, generation of cash was significantly reduced. The Group has prepared for 2022 with a budget that shows good like-for-like revenue growth versus the 2019 pre-Covid-19 pandemic period. In addition, management has also prepared a sensitised downside scenario. Management believe that all events will run in 2022 in some form due to the easing of Covid-19 restrictions, however management can plausibly envisage a scenario where revenues are lower than current expectations due to the timing of returning to full confidence for all regions. As such the downside scenario reflects a significant reduction in revenue across some of the H1 smaller events and also a general reduction across H2 events where bookings are still to be secured. In reality, H2 bookings are ahead of expectations (and ahead of previous cycles on a like for like basis) and therefore whilst it is plausible that sales may reduce, management do not believe a materially significant reduction is likely. Some direct cost savings have been assumed against the reduced revenue, however an allowance for sunk costs and continued investment has been maintained given that, in reality, management would not wish to cut costs to the detriment of any future event. Management are confident that continued careful cash management under the budgeted scenario will require no further funding from PEP. This is the same case under the downside scenario as management have again assumed that they can work with suppliers to support a level of cash management and maintain minimal liquidity levels as required under the current SFA. If, however, this were not possible, there remains an available £8.5m in funding under the ECL commitment that has been received from PEP. Management therefore do not believe there is likely to be a liquidity shortfall in 2022.

Whilst the Group has proven it can run events in 2021 and 2022 globally the Directors were aware in 2021 that the situation could change, and this could have a significant impact on the liquidity and covenant projections. For this reason, management again worked closely with PEP and Hayfin, to agree a further amendment to the SFA, which ensures the Group, under a no event scenario through to the end of March 2023, has sufficient liquidity and remains within banking covenants.

The agreement provides for a waiver on covenant submissions through to March 2023 with the first covenant test under the original 2018 SFA being due in June 2023. All liquidity tests and additional information agreed in the temporary amended SFA will continue.

A Bridge Liquidity arrangement was executed on 2 July 2020 through a PEP Equity Commitment Letter (with an availability of funds of no less than £32m) for general corporate and working capital purposes of the Group to ensure it maintains a minimum liquidity of £5m within the Group at each month end. The Bridge Liquidity arrangement remains in place for an open-ended period, to ensure there will be no liquidity issues for the foreseeable future, until such point that the Group can maintain liquidity to £5m and achieve covenants with a leverage of 5x using EBITDA as calculated under normal accounting rules. The Bridge Liquidity arrangement is also guaranteed by Citibank Europe PLC. As at 31 December 2021 the Group had drawn £23.5m. There remains a further £8.5m available to draw under the guaranteed facility.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

# Closerstill Media 3 Limited

## Directors' Report *(continued)*

Year ended 31 December 2021

### Statement of directors' responsibilities

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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, 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 company will continue in business.

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

This report was approved by the board of directors on 26 September 2022 and signed on behalf of the board by:



S J King  
Director

Registered office:  
Suite 17  
Exhibition House  
Addison Bridge Place  
London  
United Kingdom  
W14 8XP

**Closerstill Media 3 Limited**  
**Statement of Comprehensive Income**  
**Year ended 31 December 2021**

|   | Note     | 2021<br>£000 | 2020<br>£000 |
|---|----------|--------------|--------------|
| Administrative expenses   |          | (479)        | —            |
| <b>Operating loss</b>   | <b>4</b> | <b>(479)</b> | <b>—</b>     |
| Interest receivable   | 6        | 649          | 610          |
| <b>Profit before taxation</b>                                       |          | <b>170</b>   | <b>610</b>   |
| Tax on loss   | 7        | —            | —            |
| <b>Profit for the financial year and total comprehensive income</b> |          | <b>170</b>   | <b>610</b>   |

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the year as set out above.

The notes on pages 14 to 24 form part of these Annual Report and Financial Statements.

# Closerstill Media 3 Limited

## Statement of Financial Position

31 December 2021

|  | Note | 2021<br>£000    | 2020<br>£000    |
|--|------|-----------------|-----------------|
| <b>Fixed assets</b>                            |      |                 |                 |
| Investments                                    | 9    | 31,713          | 30,305          |
| <b>Current assets</b>                          |      |                 |                 |
| Debtors  | 10   | 20,954          | 16,349          |
| Creditors: amounts falling due within one year | 11   | (54,247)        | (48,404)        |
| <b>Net current liabilities</b>                 |      | <b>(33,293)</b> | <b>(32,055)</b> |
| <b>Total assets less current liabilities</b>   |      | <b>(1,580)</b>  | <b>(1,750)</b>  |
| <b>Capital and reserves</b>                    |      |                 |                 |
| Called up share capital                        | 12   | 54              | 54              |
| Share premium account                          | 13   | 50              | 50              |
| Capital contribution reserve                   | 13   | 1,305           | 1,305           |
| Profit and loss account                        | 13   | (2,989)         | (3,159)         |
| <b>Total shareholders' deficit</b>             |      | <b>(1,580)</b>  | <b>(1,750)</b>  |

For the year ending 31 December 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its Annual Report and Financial Statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of Annual Report and Financial Statements.

These Financial Statements on pages 11 to 24 were approved by the board of directors on 26 September 2022, and are signed on its behalf by:



S J King  
Director

Company registration number: 08006877

The notes on pages 14 to 24 form part of these Annual Report and Financial Statements.

# Closerstill Media 3 Limited

## Statement of Changes in Equity

Year ended 31 December 2021

|  | Called up<br>share<br>capital<br>£000 | Share<br>premium<br>account<br>£000 | Capital<br>contribution<br>reserve<br>£000 | Profit and<br>loss<br>account<br>£000 | <b>Total<br/>£000</b> |
|--|---------------------------------------|-------------------------------------|--|---------------------------------------|-----------------------|
| <b>At 1 January 2020</b>                           | 54                                    | 50                                  | 1,305                                      | (3,769)                               | (2,360)               |
| Profit for the year                                | —                                     | —                                   | —  | 610                                   | 610                   |
| <b>Total comprehensive income for<br/>the year</b> | —                                     | —                                   | —  | 610                                   | 610                   |
| <b>At 31 December 2020</b>                         | 54                                    | 50                                  | 1,305                                      | (3,159)                               | <b>(1,750)</b>        |
| Profit for the year                                | —                                     | —                                   | —  | 170                                   | 170                   |
| <b>Total comprehensive income for<br/>the year</b> | —                                     | —                                   | —  | 170                                   | 170                   |
| <b>At 31 December 2021</b>                         | 54                                    | 50                                  | 1,305                                      | (2,989)                               | <b>(1,580)</b>        |

The notes on pages 14 to 24 form part of these Annual Report and Financial Statements.

# **Closerstill Media 3 Limited**

## **Notes to the Annual Report and Financial Statements**

**Year ended 31 December 2021**

### **1. General information**

The Company is a private company limited by shares, incorporated in England and Wales, United Kingdom. The address of the registered office is Suite 17, Exhibition House, Addison Bridge Place, London, W14 8XP, United Kingdom.

The Company's principal activities are disclosed in the Strategic Report.

### **2. Statement of compliance**

These Financial Statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

### **3. Accounting policies**

#### **Basis of preparation**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

These financial statements are prepared on a going concern basis, under the historical cost convention.

The financial statements are prepared in sterling, which is the functional currency of the entity and all monetary amounts have been rounded to the nearest £000.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed on page 19.

#### **Going concern**

At 31 December 2021, the Company had net current liabilities of £33,293,000 (2020: £32,055,000), net liabilities of £1,580,000 (2020: £1,750,000) and made a profit before tax of £170,000 (2020: £610,000). The Company is reliant on its fellow subsidiaries to generate cash flows to service its costs incurred. The Directors consider the Company to be a going concern on the basis that the results since 31 December 2021 and forecasts prepared indicate that the Company, with the support provided by the Group, is able to meet its liabilities as they fall due.

The Directors monitor profitability and cash generation on a CloserStill Group wide basis.



# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year ended 31 December 2021

#### 3. Accounting policies *(continued)*

At 31 December 2021, the Group's financing arrangements consist of a £110m term loan (2020: £110m), a £35m (2020: £35m) CAPEX facility of which £25.7m (2020: £17.1m) had been drawn down, a £5m (2020: £5m) revolving credit facility and £7m (2020: £7.2m) of management loan notes. During the year, a draw down of the CAPEX facility was undertaken for \$5.5m on 29 December 2021 to fund 50% of the acquisition of Influence Group, LLC. The remaining 50% was funded by Providence Equity Partners (PEP) through a further issue of preference shares. £17.5m was drawn from PEP in the year (2020: £6m) through preference share issues against the Equity Commitment Letter (ECL) £32m facility which was put in place as part of the revised Senior Facilities Agreement with Hayfin. No further funding from PEP is expected in 2022.

The Group is ordinarily highly cash generative but due to Covid-19 related restrictions for most of 2020 and 2021, generation of cash was significantly reduced. The Group has prepared for 2022 with a budget that shows good like-for-like revenue growth versus the 2019 pre-Covid-19 pandemic period. In addition, management has also prepared a sensitised downside scenario. Management believe that all events will run in 2022 in some form due to the easing of Covid-19 restrictions, however management can plausibly envisage a scenario where revenues are lower than current expectations due to the timing of returning to full confidence for all regions. As such the downside scenario reflects a significant reduction in revenue across some of the H1 smaller events and also a general reduction across H2 events where bookings are still to be secured. In reality, H2 bookings are ahead of expectations (and ahead of previous cycles on a like for like basis) and therefore whilst it is plausible that sales may reduce, management do not believe a materially significant reduction is likely. Some direct cost savings have been assumed against the reduced revenue, however an allowance for sunk costs and continued investment has been maintained given that, in reality, management would not wish to cut costs to the detriment of any future event. Management are confident that continued careful cash management under the budgeted scenario will require no further funding from PEP. This is the same case under the downside scenario as management have again assumed that they can work with suppliers to support a level of cash management and maintain minimal liquidity levels as required under the current SFA. If, however, this were not possible, there remains an available £8.5m in funding under the ECL commitment that has been received from PEP. Management therefore do not believe there is likely to be a liquidity shortfall in 2022.

Whilst the Group has proven it can run events in 2021 and 2022 globally the Directors were aware in 2021 that the situation could change, and this could have a significant impact on the liquidity and covenant projections. For this reason, management again worked closely with PEP and Hayfin, to agree a further amendment to the SFA, which ensures the Group, under a no event scenario through to the end of March 2023, has sufficient liquidity and remains within banking covenants.

The agreement provides for a waiver on covenant submissions through to March 2023 with the first covenant test under the original 2018 SFA being due in June 2023. All liquidity tests and additional information agreed in the temporary amended SFA will continue.

A Bridge Liquidity arrangement was executed on 2 July 2020 through a PEP Equity Commitment Letter (with an availability of funds of no less than £32m) for general corporate and working capital purposes of the Group to ensure it maintains a minimum liquidity of £5m within the Group at each month end. The Bridge Liquidity arrangement remains in place for an open-ended period, to ensure there will be no liquidity issues for the foreseeable future, until such point that the Group can maintain liquidity to £5m and achieve covenants with a leverage of 5x using EBITDA as calculated under normal accounting rules. The Bridge Liquidity arrangement is also guaranteed by Citibank Europe PLC. As at 31 December 2021 the Group had drawn £23.5m. There remains a further £8.5m available to draw under the guaranteed facility.

# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year ended 31 December 2021

#### 3. Accounting policies *(continued)*

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

#### Disclosure exemptions

In accordance with FRS 102, the Company has taken advantage of the exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flow and related notes and disclosures
- Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' - Carrying amounts and interest expense for each category of financial instrument recognised in the Statement of Comprehensive Income and in other comprehensive income; and
- Section 33 'Related Party Disclosures' - Compensation for key management personnel

#### Consolidation

The Company has taken advantage of the exemption from preparing consolidated financial statements contained in Section 400 of the Companies Act 2006. Consequently, these financial statements present the financial position and financial performance of the Company as a single entity.

#### Taxation

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting year. Tax is recognised in profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current period. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2021

### 3. Accounting policies *(continued)*

#### Intangible assets

The Company capitalises expenditure to externally acquire exhibition rights and titles.

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortisation and impairment losses.

#### Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Exhibition titles and rights        -        Straight line 3 years

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

#### Investments

Interests in subsidiaries are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Interests in subsidiaries are assessed for impairment at each reporting date. Any impairments losses or reversals of impairment losses are recognised immediately in the Statement of Comprehensive Income.

#### Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

#### Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held on call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year ended 31 December 2021

#### 3. Accounting policies *(continued)*

##### Financial instruments

The Company has elected to apply the provision of Section 11 'Basic Financial Instruments' in full to all its financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

##### Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

##### Other financial assets

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

##### Basic financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow Group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

##### Classification of financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2021

### 3. Accounting policies *(continued)*

#### Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors that are considered to be relevant, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

#### *Estimates*

Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### *Judgements*

##### a) Going concern

The directors' assessment of Company's ability to continue as a going concern involved the estimation of future sales, expenses, taxation and cash flows in order to meet its obligations as they fall due. Further detail is provided above in this note.

### 4. Operating profit

Operating profit or loss is stated after charging:

|   | 2021 | 2020 |
|---|------|------|
|   | £000 | £000 |
| Foreign exchange differences on inter-company loans | 83   | —    |

Directors' remuneration borne by Closerstill Acquisitions Limited in the year ended 31 December 2021 and year ended 31 December 2020.

### 5. Particulars of employees

There are no employees. However, there are four (2020: four) directors.

The average monthly number of persons employed by the company during the year, including the directors, amounted to:

|                  | 2021 | 2020 |
|------------------|------|------|
|                  | No.  | No.  |
| Management staff | 4    | 4    |

The emoluments of the Directors are paid by Closerstill Acquisitions Limited, a fellow group company. The services of the Directors to this company and to a number of fellow group companies are of a non-executive nature and their emoluments are deemed to be wholly attributable to the trading companies within the Closerstill Group Limited group. Accordingly, these financial statements include no emoluments in respect of the Directors.

# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2021

### 6. Interest receivable

|  | 2021 | 2020 |
|--|------|------|
|  | £000 | £000 |
| Interest on inter-company loans receivable | 649  | 611  |

### 7. Tax on loss

#### Reconciliation of tax income

The tax assessed on the profit for the year is lower than (2020: lower than) the standard rate of corporation tax in the UK of 19% (2020: 19%).

|  | 2021 | 2020  |
|--|------|-------|
|  | £000 | £000  |
| Profit before taxation                             | 170  | 610   |
| Profit before taxation by rate of tax              | 32   | 116   |
| Effect of expenses not deductible for tax purposes | —    | (116) |
| Group relief claimed but not recharged             | (32) | —     |
| Tax on profit                                      | —    | —     |

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements. Changes in overseas tax rates will similarly have an effect on both current and deferred tax.

### 8. Intangible assets

|  | Exhibition<br>titles and<br>rights<br>£000 |
|--|--|
| <b>Cost</b>                            |  |
| At 1 January 2021 and 31 December 2021 | 196  |
| <b>Accumulated Amortisation</b>        |  |
| At 1 January 2021 and 31 December 2021 | 196  |
| <b>Carrying amount</b>                 |  |
| At 31 December 2021                    | —  |
| At 31 December 2020                    | —  |

# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2021

### 9. Investments

|  | Shares in<br>group<br>undertakings<br>£000 |
|--|--|
| <b>Cost</b>                            |  |
| At 1 January 2021                      | 30,305                                     |
| Additions                              | 1,408                                      |
| <b>At 31 December 2021</b>             | <b>31,713</b>                              |
| <b>Amortisation</b>                    |  |
| At 1 January 2021 and 31 December 2021 | —  |
| <b>Carrying amount</b>                 |  |
| <b>At 31 December 2021</b>             | <b>31,713</b>                              |
| At 31 December 2020                    | 30,305                                     |

On 9 December 2021, the Company acquired the remaining 20% of the issued share capital of FocusZone Media Inc, that it did not already own, for an agreed purchase price of £1,408,000.

The Company held more than 20% of the ordinary share capital in following undertakings:

| Company  | Effective<br>share<br>holding | Registered                | Principal activity           |
|--|-------------------------------|---------------------------|------------------------------|
| <sup>^</sup> France Vet Limited                      | 100%                          | England <sup>1</sup>      | Organisation of exhibitions  |
| <sup>^^</sup> CloserStill Media Limited              | 100%                          | England <sup>1</sup>      | Organisation of exhibitions  |
| <sup>*</sup> CloserStill Learntech Asia Pte. Limited | 90%                           | Singapore <sup>3</sup>    | Organisation of exhibitions  |
| <sup>*</sup> Cloud Expo Asia Pte. Limited            | 100%                          | Singapore <sup>3</sup>    | Organisation of exhibitions  |
| <sup>^^</sup> CloserStill Nominees Limited           | 100%                          | England <sup>1</sup>      | Holder of employee shares    |
| <sup>^^</sup> CloserStill Powering The Cloud Limited | 100%                          | England <sup>1</sup>      | Organisation of exhibitions  |
| <sup>^^</sup> Pharmagora Limited                     | 100%                          | England <sup>1</sup>      | Organisation of exhibitions  |
| <sup>*</sup> CloserStill Media Hong Kong Limited     | 100%                          | Hong<br>Kong <sup>4</sup> | Organisation of exhibitions  |
| <sup>^^</sup> CloserStill Big Data Limited           | 100%                          | England <sup>1</sup>      | Organisation of exhibitions  |
| <sup>*</sup> CloserStill Vet US LLC                  | 100%                          | USA <sup>5</sup>          | Organisation of exhibitions  |
| <sup>*</sup> CloserStill France SARL                 | 100%                          | France <sup>6</sup>       | Organisation of exhibitions  |
| <sup>^^</sup> DE France Limited                      | 100.0%                        | England <sup>1</sup>      | Organisation of exhibitions  |
| <sup>*</sup> Big Data World Europe GmbH              | 50.01%                        | Germany <sup>2</sup>      | Organisation of exhibitions  |
| <sup>^^</sup> Closerstill France Limited             | 100%                          | England <sup>1</sup>      | Intermediary holding company |
| <sup>*</sup> CloserStill MVM LLC                     | 80%                           | USA <sup>7</sup>          | Intermediary holding company |
| <sup>*</sup> Modern Veterinary Media Inc             | 80%                           | USA <sup>10</sup>         | Organisation of exhibitions  |
| <sup>*</sup> Wild West Veterinary Conference LLC     | 80%                           | USA <sup>10</sup>         | Organisation of exhibitions  |
| <sup>*</sup> Chicagoland Veterinary Conference LLC   | 80%                           | USA <sup>10</sup>         | Organisation of exhibitions  |
| <sup>*</sup> CloserStill Learning Technologies LLC   | 100%                          | USA <sup>7</sup>          | Intermediary holding company |

## Closerstill Media 3 Limited

### Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2021

#### 9. Investments *(continued)*

|  |      |                       |                              |
|--|------|-----------------------|------------------------------|
| *CSM Learning LLC                                  | 100% | USA <sup>8</sup>      | Organisation of exhibitions  |
| *FocusZone Media Inc                               | 100% | USA <sup>9</sup>      | Organisation of exhibitions  |
| *CloserStill Limited                               | 100% | England <sup>1</sup>  | Intermediary holding company |
| *CSM Finance Limited                               | 100% | England <sup>1</sup>  | Intermediary holding company |
| *^CloserStill Exhibitions Limited                  | 100% | England <sup>1</sup>  | Intermediary holding company |
| *^CloserStill Media Holdings Limited               | 100% | England <sup>1</sup>  | Intermediary holding company |
| *^Healthcare Publishing & Events Limited           | 100% | England <sup>1</sup>  | Organisation of exhibitions  |
| *Interalia. Ferias Profesionales y Congresos, S.A. | 80%  | Spain <sup>11</sup>   | Organisation of exhibitions  |
| *Closerstill Tecnologia SLU                        | 100% | Spain <sup>11</sup>   | Organisation of exhibitions  |
| *Spring Messe Management GmbH                      | 100% | Germany <sup>12</sup> | Organisation of exhibitions  |
| *CloserStill US Holding Company Inc                | 100% | USA <sup>13</sup>     | Intermediary holding company |
| *Influence Group, LLC                              | 60%  | USA <sup>14</sup>     | Organisation of exhibitions  |

The subsidiaries in the table above are included in the consolidated financial statements.

Key to the above table:

\*Held indirectly through subsidiaries of the Company.

^Subsidiaries audit exempt under s479A-C of the Companies Act 2006

<sup>1</sup>Address: Exhibition House, Addison Bridge Place, London, W14 8XP

<sup>2</sup>Address: Leibnizstrasse 32, 10625 Berlin

<sup>3</sup>Address: 10-05 Anson House, 72 Anson Road, Singapore 079911

<sup>4</sup>Address: 6th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong

<sup>5</sup>Address: Suite 1202, 266 West 37<sup>th</sup> Street, New York, 10018, USA

<sup>6</sup>Address: Bureau 122, 16-18 Rue de Londres, 75009 Paris, France

<sup>7</sup>Address: 1675 S State St Ste B, Dover, Kent, DE, USA, 19901

<sup>8</sup>Address: 3500 S Dupont Hwy, Dover, Kent, DE, USA, 19901

<sup>9</sup>Address: 120 Stony Point Road, Suite 125, Santa Rosa, CA, USA 95401

<sup>10</sup>Address: 10 S Jefferson St, Ste 1400, Roanoke, VA, 24011

<sup>11</sup>Address: Rambla de Catalunya nº 60, 3º 1º, 08700 Barcelona, Spain

<sup>12</sup>Address: Theodor-Heuss-Anlage 2, 68165, Mannheim

<sup>13</sup>Address: 266 West 37th Street, Suite 1202, New York, NY 10018

<sup>14</sup>Address: 85 Broad Street 18<sup>th</sup> Floor, New York, 10004



# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year ended 31 December 2021

#### 10. Debtors

|                                    | 2021   | 2020   |
|------------------------------------|--------|--------|
|                                    | £000   | £000   |
| Amounts owed by group undertakings | 20,954 | 16,349 |

The amounts owed by group undertakings are unsecured, non-interest bearing, have no fixed date of repayment and are repayable on written demand by the Company.

#### 11. Creditors: amounts falling due within one year

|                                    | 2021   | 2020   |
|------------------------------------|--------|--------|
|                                    | £000   | £000   |
| Amounts owed to group undertakings | 53,542 | 48,404 |
| Deferred consideration             | 705    | —      |
|                                    | 54,247 | 48,404 |

The amounts owed to group undertakings are unsecured, non-interest bearing, have no fixed date of repayment and are repayable on written demand by the counterparty.

#### 12. Called up share capital

##### Issued, called up and fully paid

|                                   | 2021        |        | 2020        |        |
|-----------------------------------|-------------|--------|-------------|--------|
|                                   | No.         | £      | No.         | £      |
| Ordinary shares of £0.0001 each   | 536,010,000 | 53,601 | 536,010,000 | 53,601 |
| A Ordinary shares of £0.0001 each | 39,776      | 4      | 39,776      | 4      |
|                                   | 536,049,776 | 53,605 | 536,049,776 | 53,605 |

The Ordinary shares and A Ordinary shares rank pari passu in all respect of rights, voting and dividends but constitute separate classes of shares.

#### 13. Reserves

Share premium account - This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Profit and loss account - This reserve records retained earnings and accumulated losses.

Capital contribution reserve - This reserve records the contribution to the Company of an investment in certain fellow subsidiary undertakings in 2015.

#### 14. Contingencies

The Company is party to cross guarantees in respect of bank loan and revolving credit facilities with certain fellow group undertakings. The indebtedness subject to this cross guarantee at the year end was £140,614,925 (2020: £132,964,195).

# Closerstill Media 3 Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year ended 31 December 2021

#### 15. Events occurring after the balance sheet date

There are no subsequent events to report after the balance sheet date.

#### 16. Related party transactions

Transactions between the Group/Company and its related parties are discussed below:

|                                    | 2021<br>£000 | 2020<br>£000 |
|------------------------------------|--------------|--------------|
| Costs recharged by Group companies | —            | 3            |
| Costs recharged to Group companies | —            | 5            |

Transactions comprised recharges for staff salaries, expenses and Group management charges. Transactions between 100% owned subsidiaries are exempt from disclosure.

#### 17. Controlling party

The immediate parent undertaking in the UK is CloserStill Media 2 Limited. The ultimate parent undertaking in the UK is CloserStill Group Limited. The ultimate parent undertaking and controlling party is Providence Equity Partners VIII L.P. (Cayman Islands), which is one of the holding companies for Providence Fund VIII.

The consolidated financial statements of CloserStill Group Limited are the largest group in which the Company was consolidated for the period ended 31 December 2021. Copies of the consolidated financial statements are publicly available from Companies House, Crown Way, Cardiff, CF14 3UZ.