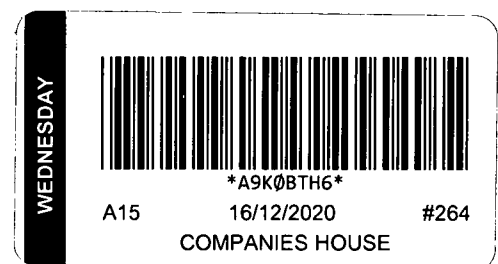


Ascential Operations Limited
Annual Report and Financial Statements
For the year ended 31 December 2019

Registered Number: 8255890



Principal activities and future developments

Ascential Operations Limited ("the Company") provides technology services to Ascential plc and its subsidiaries ("the Group").

Results

The results for the Company show revenue of £20,001,000 (2018: £16,358,000) and a pre-tax loss of £119,000 (2018 Restated* profit: £153,000) for the year.

Principal risks and uncertainties

The Directors consider the following to be the key risks and uncertainties of the Company:

1. Impact of Coronavirus

The Company's operations and the UK economy have seen significant disruption from the outbreak of COVID-19 for which the timing of resolution is uncertain. The outbreak may impact the health of the Company's workforce and key employees, customer ability to pay on a timely basis and demand for our services. Our business continuity plans have allowed staff to remain both safe and productive. In respect of the other risks and uncertainties, these are managed as described below.

2. Brexit risk

As there remain significant uncertainties and unknowns in respect of the final outcome of Brexit, our impact analysis concludes that the most significant threat is the increased broader economic uncertainty including risk of recession. The Board has concluded that it remains appropriate to identify and manage impacts from Brexit under the relevant specific principal risk, rather than recording Brexit as a discrete principal risk.

3. Macroeconomic and geopolitical conditions

Economic uncertainty or downturns in markets may reduce the revenue and profit of the group and in turn impact the performance of the Company. Political and regulatory changes, such as those that may arise following the UK's decision to leave the European Union, may disrupt patterns of trade, impose operating inefficiencies, and may significantly affect the company's tax position.

Other risks

In addition, the principal risks of the Ascential plc Group ("the Group"), whilst not material to the Company, may indirectly impact the Company. Please refer to the Ascential plc annual report pages 40-45 for further details on these risks and actions taken by the Group to manage the risks:

1. Customer end-market development
2. Competition/substitution
3. Execution of new product and capability development
4. People
5. Reliance on data providers
6. Cyber threat and information security
7. Business resilience
8. Financial risk
9. Regulation and compliance

* Restated for initial application of IFRS16 (see note 18).

Key performance indicators ("KPIs")

During the course of the year, the Board set operational KPIs which are tracked and reviewed at each Board meeting in order to assess performance. The KPI below is useful for the understanding of the development, performance and position of the business.

Adjusted earnings before interest, tax, depreciation, amortisation, share-based payments and exceptional items ("Adjusted EBITDA") of £2,719,000 (2018 Restated*: £2,091,000) provides a measure of the underlying profitability of the business.

The KPI above is not defined in the Financial Reporting Standard 101 Reduced Disclosure Framework.

Going concern

Notwithstanding net current liabilities of £1,347,000 as at 31 December 2019 and a loss for the year then ended of £64,000, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors of the Company have prepared cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, through funding from its intermediate parent company, Ascential Group Limited, to meet its liabilities as they fall due for that period if required.

Those forecasts are dependent on Ascential Group Limited providing additional financial support during that period. Ascential Group Limited has indicated its intention to continue to make available such funds as are needed by the company for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The directors of the Company have taken into account the recent condensed consolidated interim financial statements of the Ascential plc group ("the Group") for the six month period to and as at 30 June 2020 (approved 24 July 2020) and significant updates since this, in particular the cancellation of Money20/20 Europe and US (announced 4 August) in forming their conclusions. These are available at www.ascential.com.

The interim financial information for the Group as at and for the six months to 30 June 2020 was prepared on a going concern basis. In making this determination, the directors of the Group considered the uncertainty surrounding the resolution of the COVID-19 outbreak and the impact to the wider global economy through the evaluation of a number of stressed scenarios. They took into account the strong condition of the Group balance sheet, the recent refinancing, the diversification of business models and proactive steps taken already to provide covenant headroom and adjust the cost base as well as further potential mitigating actions. The directors concluded they were satisfied that there were sufficient resources for the operational needs of the Group and it would remain in compliance with the financial covenants in its bank facilities agreement for at least the next 12 months from the date of approving the interim statements. Further details including the various assumptions for the severe but plausible scenarios considered in coming to this conclusion are presented in the interim financial information which is available at www.ascential.com.

* Restated for initial application of IFRS16 (see note 18).

Ascential Operations Limited
Strategic Report
For the year ended 31 December 2019

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Approved by the Board on 1 October 2020.



M Gradden
Director

Company registered number: 8255890

Ascential Operations Limited
Directors' Report
For the year ended 31 December 2019

The Directors submit their report and financial statements for the year ended 31 December 2019.

Directors

The Directors who held office at any time during or since the end of the financial year are D Painter and M Gradden.

Insurance of Directors

Throughout the year, Directors' and Officers' liability insurance has been maintained by the ultimate parent company, Ascential plc.

Employment practices

All employment decisions are made irrespective of colour, race, age, nationality, ethnic or national origin, gender, gender identity, mental or physical disabilities, marital status or sexual orientation. For employees who may have a disability, the Group ensures proper procedures and equipment are in place to aid them. When it comes to training, career development and promotion, all employees are treated equally, and job applications are always judged on aptitude. Further details on the Group's policies on engagement and employment practices are set out on pages 46 to 47 of the Ascential plc annual report.

Corporate and Social responsibility

2019 saw the launch of the Group's new Corporate Responsibility framework and highlighted two strategic issues for focus: Sustainability (for our customers and internally) and Diversity & Inclusion. The framework also identifies helping young people thrive in a digital world as key signature activity. In order to implement this new framework, Ascential has multiple initiatives across the group. All of the Group's major events are addressing gender inequality in their industries (for example See it Be it at Cannes Lions, Money20/20's Rise Up programme), and WGSN furthered its partnership with Just Like Us. Sustainability at events has been a focus and Cannes Lions operated several awards as part of Lions for Good. Along with being a Patron of The Prince's Trust in order to implement the key activity of helping young people thrive in a digital world, Ascential also support various local charities across the Group, including Prostate Cancer UK.

Political Donations

The Company did not make any political donations during the year (2018: £nil).

Dividends

No interim dividend was paid during the year (2018: £nil). The Directors do not recommend the payment of a final dividend (2018: £nil).

Disclosure of information to the auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the 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 auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board on 1 October 2020.



M Gradden
Director

Company registered number: 08255890

Ascential Operations Limited**Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements****For the year ended 31 December 2019**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Opinion

We have audited the financial statements of Ascential Operations Limited ("the company") for the year ended 31 December 2019 which comprise the Balance Sheet, Statement of Profit or Loss and Other Comprehensive Income, the Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects. However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or

- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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



Ian Griffiths (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London, E14 5GL
United Kingdom

1 October 2020

Ascential Operations Limited
Profit and loss and Other Comprehensive Income
For the year ended 31 December 2019

			Restated**
		2019	2018
	Note	£'000	£'000
Continuing operations			
Turnover	2	20,001	16,358
Cost of sales		(20,056)	(16,176)
Gross (loss)/ profit		(55)	182
Administrative expenses		(11)	(10)
Operating (loss)/ profit	3	(66)	172
Adjusted EBITDA*		2,719	2,091
Depreciation and amortisation		(2,211)	(1,323)
Share-based payments		(574)	(596)
Operating (loss)/ profit	3	(66)	172
Interest payable	6	(53)	(19)
(Loss)/ profit before taxation		(119)	153
Tax	7	55	(70)
(Loss)/ profit for the year		(64)	83
Total comprehensive (loss)/ profit for the year		(64)	83

The accompanying notes form part of these financial statements.

*Adjusted EBITDA is a non-FRS measure, defined as the Company's operating profit before expensing depreciation, amortisation, exceptional items and share-based payments

**Restated for initial application of IFRS16 (see note 18).

Ascential Operations Limited
Balance Sheet
As at 31 December 2019

			Restated*
	Note	2019 £'000	2018 £'000
Assets			
Fixed Assets			
Intangible assets	8	1,097	1,342
Tangible assets	9	2,115	2,839
Deferred tax asset	11	1,281	1,263
Total fixed assets		4,493	5,444
Current assets			
Debtors	10	36,433	11,413
Total current assets		36,433	11,413
Total assets		40,926	16,857
Liabilities			
Current liabilities			
Creditors: amounts falling due within one year	12	(37,389)	(12,892)
Provisions	14	(391)	(392)
Total current liabilities		(37,780)	(13,284)
Non-current liabilities			
Creditors: amounts falling due more than one year	13	(696)	(1,059)
Total non-current liabilities		(696)	(1,059)
Total liabilities		(38,476)	(14,343)
Net assets		2,450	2,514
Capital and reserves			
Called up share capital		-	-
Profit and loss account		2,450	2,514
Shareholders' funds		2,450	2,514

*Restated for initial application of IFRS16 (see note 18).

The accompanying notes on pages 11 to 23 are an integral part of these financial statements and were approved by the Board of Directors on 1 October 2020 and were signed on its behalf by:



M Gradden
 Director
 Company registered number: 8255890

Ascential Operations Limited
Statement of Changes in Equity
For the year ended 31 December 2019

	Called up share capital	Profit and loss account	Total Equity
	£'000	£'000	£'000
Balance at 1 January 2018	-	2,269	2,269
Adjustment on initial application of IFRS 16, net of tax	-	34	34
Restated Balance at 1 January 2018*	-	2,303	2,303
Total comprehensive income for the year*	-	83	83
Taxation on share-based payments	-	128	128
Balance at 31 December 2018*	-	2,514	2,514
Total comprehensive expense for the year	-	(64)	(64)
Balance at 31 December 2019	-	2,450	2,450

The accompanying notes form part of these financial statements.

*Restated for initial application of IFRS16 (see note 18).

1. Accounting policies

Ascential Operations Limited ("the Company") is a company limited by shares and incorporated and domiciled in the UK. The Company is a private company incorporated, domiciled and registered in England in the UK. The registered number is 8255890 and the registered address is The Prow, 1 Wilder Walk, London W1B 5AP.

Basis of accounting

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's parent undertaking, Ascential plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Ascential plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from The Prow, 1 Wilder Walk, London W1B 5AP.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible assets and intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of Ascential plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 "Fair Value Measurement" and the disclosures required by IFRS 7 "Financial Instrument Disclosures".
- IFRS 2 "Share Based Payments" in respect of group settled share-based payments.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Change in accounting policy

The Company has adopted IFRS 16: "Leases" in these financial statements. This has been adopted using the full retrospective method and as a result the comparatives have been restated.

Leases

The standard includes an exemption for leases of low-value assets and short-term leases. The Company has elected to take both exemptions.

Definition of a lease

Previously, the Company determined at contract inception whether an arrangement contained a lease under IFRIC 4. The Company now assesses whether a contract is or contains a lease based on the new definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions were leases and applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as a lease under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee

The Company leases commercial office space. The Company presents right of use assets that do not meet the definition of investment property within tangible assets.

The Company recognises a right of use asset and lease liability at the lease commencement date. The right of use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability. The assets are depreciated over the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date and are discounted using the Company's incremental borrowing rate. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Measurement convention and presentation

The financial statements are prepared on the historical cost basis. The financial statements are presented in thousands of pounds sterling which is the Company's functional currency.

Going concern

Notwithstanding net current liabilities of £1,347,000 as at 31 December 2019 and a loss for the year then ended of £64,000, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors of the Company have prepared cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, through funding from its intermediate parent company, Ascential Group Limited, to meet its liabilities as they fall due for that period if required.

Those forecasts are dependent on Ascential Group Limited providing additional financial support during that period. Ascential Group Limited has indicated its intention to continue to make available such funds as are needed by the company for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The directors of the Company have taken into account the recent condensed consolidated interim financial statements of the Ascential plc group ("the Group") for the six month period to and as at 30 June 2020 (approved 24 July 2020) and significant updates since this, in particular the cancellation of Money20/20 Europe and US (announced 4 August) in forming their conclusions. These are available at www.ascential.com.

The interim financial information for the Group as at and for the six months to 30 June 2020 was prepared on a going concern basis. In making this determination, the directors of the Group considered the uncertainty surrounding the resolution of the COVID-19 outbreak and the impact to the wider global economy through the evaluation of a number of stressed scenarios. They took into account the strong condition of the Group balance sheet, the recent refinancing, the diversification of business models and proactive steps taken already to provide covenant headroom and adjust the cost base as well as further potential mitigating actions. The directors concluded they were satisfied that there were sufficient resources for the operational needs of the Group and it would remain in compliance with the financial covenants in its bank facilities agreement for at least the next 12 months from the date of approving the interim statements. Further details including the various assumptions for the severe but plausible scenarios considered in coming to this conclusion are presented in the interim financial information which is available at www.ascential.com.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Intangible assets

Intangible assets other than goodwill are those that are distinct and can be sold separately or arise from legal rights. Intangible assets acquired as part of a business combination are capitalised at fair value at the date of acquisition. Intangible assets purchased separately are capitalised at cost.

The cost of intangible assets is amortised and charged to the profit and loss account on a straight-line basis over their estimated useful lives as follows:

Software	2-5 years
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Useful lives are examined every year and adjustments are made, where applicable, on a prospective basis.

Website development costs relating to websites which are revenue generating are capitalised and amortised over three to five years. Development costs relating to websites which are not revenue generating are taken immediately to the profit and loss account.

Tangible assets

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost comprises expenditure directly attributable to the purchase of the asset. Assets are depreciated to their estimated residual value, on a straight-line basis, over their estimated useful life as follows:

Office equipment	2-5 years
Right of use assets	over the period of the lease

Estimated useful lives and residual values are reviewed at each reporting date. Tangible assets are written off either on disposal or when there is no expected future economic benefit from its continued use. Any gain or loss on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the profit and loss account in the year the item is derecognised.

Debtors

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less loss allowances.

Loss allowances are calculated for lifetime expected credit losses. Expected credit losses are a probability weighted estimate of credit losses and are calculated based on actual historical credit losses over the past three years and adjusted to reflect differences between the historical credit losses and the Group's view of the economic conditions over the expected lives of the receivables. The amount of the loss is recognised

in the profit and loss account. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to the profit and loss account. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the profit and loss account.

Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Intra-group financial instruments

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

Foreign currency translation

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Tax

The Company is primarily subject to corporation tax in the UK and judgement and estimates of future profitability are required to determine the Company's deferred tax position. If the final tax outcome is different to that assumed, resulting changes will be reflected in the profit and loss account, unless the tax relates to an item charged to equity, in which case the changes in tax estimates on those items will be reflected in equity.

Income tax on the profit or loss for the period comprises current tax and deferred tax. Income tax is recognised in the profit and loss account, except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is tax payable based on taxable profits for the period, using tax rates that have been enacted or substantively enacted at the reporting date, along with any adjustment relating to tax payable in previous years. Taxable profit differs from net profit in the profit and loss account in that income or expense items that are taxable or deductible in other years are excluded, as are items that are never taxable or deductible.

Using the liability method, deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except for certain temporary differences, such as goodwill that is not deductible for tax purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year in which the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

The deferred tax assets and liabilities are only offset where they relate to the same taxing authority and the Company has a legal right to offset.

Employee Benefits

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Pension and other post-employment benefits

The Company operates a defined contribution pension scheme. Contributions payable are charged to the profit and loss account and included in employee costs as an operating expense as incurred.

Share-based payments

Certain employees of the Company receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares of the ultimate parent company, Ascential plc.

Where the Company grants options over its ultimate parent company's shares to employees, it accounts for the transaction as a cash-settled share-based payment and recognises an employee benefits expense and an increase in the intercompany payable.

Turnover

Turnover relates to the provision of IT support services which are recharged to other entities within the Ascential plc group during the year in which those services are provided.

Dividends

Dividends paid are recognised as an appropriation of the profit and loss account reserve in the year in which they are approved by the Company's shareholders. Interim dividends are recorded in the year in which they are paid.

Dividends receivable are recognised as income in the profit and loss account in the year in which they are approved by the payee's shareholders. Interim dividends receivable are recorded in the year in which they are paid.

Critical accounting judgments and key sources of estimation uncertainty

Preparation of these financial statements requires the Directors to exercise judgement and to make estimates about uncertain future events in the process of applying the Company's accounting policies. The actual future outcomes may differ from these estimates and give rise to material adjustments to the reported results and financial position of the Company. The areas requiring a higher degree of judgement, or areas where assumptions and estimates are significant to the financial statements, are discussed below.

Critical accounting judgements

Alternative Performance Measures

The Group uses alternative performance measures which are not defined or specified under IFRS and comprises adjusting items. Adjusting items include amortisation and impairment of acquired intangibles, share-based payments and exceptional items. The classification of exceptional items requires significant management judgement to determine the nature and presentation of such transactions. Exceptional items are those which are considered significant by virtue of their nature, size or incidence. These items are presented as a separate column on the face of the profit and loss account but within their relevant profit and loss account caption. The Board view this as a relevant analysis to assist the reader in their understanding of the underlying performance and financial results of the Group.

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2. Analysis of turnover

All revenue relates to the provision of IT support services which are recharged to other entities within the Ascential plc group.

An analysis of revenue by geographical market is given below:

	2019	2018
	£'000	£'000
United Kingdom	17,154	15,021
Rest of the World	2,847	1,337
Total	20,001	16,358

3. Operating (loss)/ profit before taxation

Operating (loss)/ profit before taxation is stated after charging:

			Restated*
	Note	2019	2018
		£'000	£'000
Employee costs	5	11,058	7,426
Amortisation of intangible assets	8	1,245	946
Depreciation of tangible assets	9	966	377
Loss on disposal of intangible assets	8	579	-
Fees for the audit of the Company		11	10

4. Remuneration of Directors

None of the Directors received any remuneration for their qualifying services to the Company (2018: £nil). The Directors' services were incidental to their service to the Group as a whole and no allocation has been made to the Company.

5. Staff numbers and costs

(a) Employees

The average monthly number of persons employed by the Company during the year that the Company traded is as follows:

By job category	2019	2018
Cost of sales	30	6
Sales and marketing	32	22
Other administrative functions	71	62
Total	133	90

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(b) Costs

	2019	2018
	£'000	£'000
Wages and salaries	9,072	5,952
Social security costs	1,059	686
Share-based payments	574	596
Other pension costs	353	192
Total	11,058	7,426

(c) Pension costs

The Company participates in a defined contribution pension scheme. The assets of the scheme are held by independent custodians and are kept entirely separate from the assets of the Company. No loans have been made by the scheme to the Company and no shareholdings of the scheme have been used as security for any loans to the Company. The pension charge represents contributions due from the employer. During the year it amounted to £353,000 (2018: £192,000). The pension scheme is administered by Ascential Group Limited, an intermediate parent undertaking.

(d) Share-based payments

Certain employees of the Company receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares of the ultimate parent company, Ascential plc. Refer the Ascential plc accounts, note 7, for details of the type of share-based payment arrangements and the general terms and conditions of each arrangement.

6. Interest payable and similar expenses

		Restated*
	2019	2018
	£'000	£'000
Discount unwind on lease liability	53	19
Total	53	19

* Restated for initial application of IFRS16 (see note 18).

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7. Taxation

	2019 £'000	Restated* 2018 £'000
Current tax		
UK corporation tax on profit for the year	(7)	26
Adjustments in respect of prior year	(30)	(2)
Total current tax (credit)/charge	(37)	24
Deferred tax		
Current year	(52)	38
Impact of rate changes	-	-
Adjustments in respect of prior years	34	8
Total deferred tax (credit)/ charge	(18)	46
Total tax (credit)/ charge	(55)	70

*Restated for initial application of IFRS16 (see note 18).

Factors affecting the tax charge for the current year

The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference between tax as per the financial statements and tax at the UK standard rate is explained below:

	2019 £'000	Restated 2018 £'000
Profit before tax	(119)	153
Expected tax (credit)/ charge at 19.0% (2018: 19%)	(23)	29
Non-deductible permanent items	38	34
Impact of tax rate changes	3	(1)
Share based payments tax deductions in excess of accounts charge	(77)	-
Adjustments in respect of prior years	4	8
Total tax (credit)/ charge for the year	(55)	70

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8. Intangible assets

	Software £'000	Total £'000
Cost		
At 1 January 2019	8,697	8,697
Additions	1,579	1,579
Disposal	(7,059)	(7,059)
At 31 December 2019	3,217	3,217
Amortisation		
At 1 January 2019	(7,355)	(7,355)
Disposal	6,480	6,480
Charge for the year	(1,245)	(1,245)
At 31 December 2019	(2,120)	(2,120)
Net book value		
At 31 December 2019	1,097	1,097
At 31 December 2018	1,342	1,342

Disposals mainly relate to the write off of fully depreciated software assets.

9. Tangible Assets

	Right of use assets* £'000	Office equipment £'000	Total £'000
Cost			
At 1 January 2019 (Restated*)	1,575	4,250	5,825
Additions	-	271	271
Disposals	-	(2,708)	(2,708)
Transfers	-	(32)	(32)
At 31 December 2019	1,575	1,781	3,356
Accumulated depreciation			
At 1 January 2019 (Restated*)	(131)	(2,855)	(2,986)
Charge for the year	(394)	(572)	(966)
Disposals	-	2,706	2,706
Transfers	-	5	5
At 31 December 2019	(525)	(716)	(1,241)
Net book value			
At 31 December 2019	1,050	1,065	2,115
At 31 December 2018 (Restated*)	1,444	1,395	2,839

*Restated for initial application of IFRS16 (see note 18).

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10. Debtors

	2019	2018
	£'000	£'000
Trade debtors, net of allowance for doubtful debts	-	39
Other debtors	20	9
Amounts receivable from Group undertakings	35,389	10,419
Prepayments	1,024	946
Total	36,433	11,413

	2019	2018
	£'000	£'000
Due within one year	36,433	11,413
Total	36,433	11,413

Amounts due from Group undertakings are unsecured, are interest free and are repayable on demand.

11. Deferred tax

	2019	Restated* 2018
	£'000	£'000
Deferred tax		
Accelerated capital allowances	1,033	1,040
Other short-term timing differences	248	223
Total deferred tax asset	1,281	1,263
Balance at the start of the year	1,263	1,187
Transition to IFRS 16	-	(6)
Charged to equity	-	128
Deferred tax charge in the profit and loss account	18	(46)
Balance at the end of the year	1,281	1,263

*Restated for initial application of IFRS16 (see note 18).

The deferred tax asset has arisen as a result of accelerated capital allowances and other short term timing differences, which includes the impact of share based payments. The Directors consider that it is more likely than not that there will be sufficient taxable profits in the future such as to realise the deferred tax asset and therefore the asset has been recognised in these financial statements.

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12. Creditors: falling due within one year

	2019	Restated*
	£'000	2018 £'000
Trade creditors	1,200	595
Other taxation and social security	461	296
Accruals	898	1,501
Amounts payable to Group undertakings	34,255	9,978
Other creditors	79	26
Lease liabilities	496	496
Total	37,389	12,892

*Restated for initial application of IFRS16 (see note 18).

Amounts due to Group undertakings are unsecured and are repayable on demand. Included within the amounts payable to Group undertakings is the cash swept daily by the intermediate parent company Ascential Group Limited. There is a cash sweeping agreement in place between entities within the Group.

13. Creditors: falling due more than one year

	2019	Restated*
	£'000	2018 £'000
Lease liabilities	696	1,059
Total	696	1,059

*Restated for initial application of IFRS16 (see note 18).

14. Provisions

Provisions of £391,000 (2018: £392,000) relate to credit balances for which there is uncertainty around if and when the liability will be claimed by the customer.

15. Called up share capital

	2019	2018
	£	£
Allotted, issued and fully paid		
2 Ordinary shares of £1 each	2	2

16. Dividends

No interim dividend was paid during the year (2018: £nil). The Directors do not recommend the payment of a final dividend (2018: £nil).

17. Commitments and contingencies

On 12 February 2016, the Group entered into a Facilities Agreement of £66 million, €171 million and \$96 million and a revolving facility of £95 million. The Company was identified as a guarantor to this Facilities Agreement. In January 2020, the Group entered into a new 5-year multi-currency revolving credit facility ("RCF") of £450m with an accordion of up to a further £120m or 150% of EBITDA subject to individual

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lender approval. As part of this refinancing, the existing facility was cancelled, and the Company ceased to be a guarantor.

During the year the Company was a member of the Group cash pooling arrangement. This allows the Group to combine the liquidity of companies within the Group in order to distribute such cash centrally as required.

The Company is registered with H.M. Revenue & Customs as a member of the Ascential Group Limited group for value added tax and Pay As You Earn purposes and is therefore jointly and severally liable on a continuing basis for amounts owing by other members of the Group in respect of their value added tax, income tax and national insurance contributions liabilities.

The company had capital commitments of £11,000 at 31 December 2019 (2018: £190,000) relating to software under construction and hardware costs.

18. Leases

The Company leases commercial office space. Previously, these leases were classified as operating leases under IAS 17. Right of use assets for leased properties are presented within tangible assets in note 9 and the lease liabilities are included within current or non-current liabilities as appropriate (note 12 and note 13 respectively). The results for the year ending 31 December 2018 have been restated for the initial application of IFRS 16. The impact of on the financial statements is shown below.

	2019	2018
	£'000	£'000
Non-current assets		
Right of use assets	1,050	1,444
Deferred tax assets	(3)	(6)
Current liabilities		
Trade and other payables	149	147
Lease liabilities	(496)	(496)
Non-current liabilities		
Lease liabilities	(696)	(1,059)
Net asset and adjustment to Retained Earnings on initial application of IFRS 16	4	30

	2019	2018
	£'000	£'000
Rent expense	418	146
Depreciation	(394)	(131)
Interest payable and similar expenses	(53)	(19)
Deferred tax	2	-
Loss for the year	(27)	(4)

19. Related party transactions

The Company is exempt from disclosing related party transactions as it is wholly owned by a member of Ascential plc.

20. Ultimate parent company

The immediate and controlling parent undertaking is Ascential UK Holdings Limited.

The ultimate controlling party at 31 December 2019 was Ascential plc. The results of the Company are included in the consolidated financial statements of Ascential plc. Copies of Ascential plc accounts can be obtained from the Company Secretary at The Prow, 1 Wilder Walk, London W1B 5AP.

21. Events after the reporting period

On 14 January 2020, the Group entered into a new 5 year multi-currency revolving credit facility ("RCF Agreement") of £450 million with an accordion of up to a further £120 million or 150% of EBITDA. The maturity of the facility may be extended at the option of the Group for up to two further one year terms subject to individual lender approval. As part of this refinancing, the existing facility was cancelled, and the Company ceased to be a guarantor.

After the year end, the COVID-19 pandemic has created significant disruption to the global economy. This may lead to an increase in churn of customers, and in addition there is an expectation of an increased number of potential customers with financial difficulties which may increase the risk of bad debt. Due to the uncertainty this unprecedented situation has resulted in, a fellow Group company, Ascential Group Limited, has indicated its intention to provide adequate financial support to the Company if required to enable it to continue as a going concern.