Registered number: 09958003

OES EXHIBITIONS LIMITED

UNAUDITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021



COMPANY INFORMATION

Directors Nicholas Perkins

Crosswall Nominees Limited UNM Investments Limited

Company secretary Crosswall Nominees Limited

Registered number 09958003

Registered office 5 Howick Place

London SW1P 1WG

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their report and the financial statements for the year ended 31 December 2021. The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

PRINCIPAL ACTIVITY

The principal activity of the Company is selling space in overseas exhibitions and providing technical assistance relating to exhibitions.

RESULTS AND FUTURE DEVELOPMENTS

The loss for the year, after taxation, amounted to £986,038 (2020 - loss £1,863,789).

No change to the Company's activity is expected in the foreseeable future.

The Directors have considered the events and implications of COVID-19 up to the date of signing and do not consider there to be material impact on the Company.

DIRECTORS

The Directors who served during the year and up to the date of signing were:

Nicholas Perkins **Crosswall Nominees Limited UNM Investments Limited**

DIRECTORS' INDEMNITIES

The Informa Group has made qualifying third-party indemnity provisions for the benefit of its Directors which were made during the year and remain in force at the date of this report.

GOING CONCERN

The Company has net current liabilities and is reliant on the support of its ultimate parent company. Informa PLC, to be able to meet its liabilities as they fall due. Informa PLC has confirmed that it will provide such financial support as is necessary to ensure that the Company is a going concern for at least twelve months from the date of signing these financial statements.

DIVIDENDS

The Directors do not recommend the payment of a final ordinary dividend for the year ended 31 December 2021 (2020 - £nil).

This report was approved by the board on 1 September 2022 and signed on its behalf.

DocuSigned by: NM Perkins D1BCC35C2C6243D Nicholas Perkins Director

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors are responsible for preparing 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 the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 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 judgments 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 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 also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The members have not required the Company to obtain an audit of its financial statements for the year in question in accordance with section 476 of the Companies Act 2006. The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and preparation of the financial statements.

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £	2020 £
Revenue	2	167,800	73,990
Cost of sales		(23,377)	-
Gross profit		144,423	73,990
Administrative expenses		(1,130,113)	(1,937,120)
Loss before tax	3	(985,690)	(1,863,130)
Tax on loss	6	(348)	(659)
Loss for the financial year		(986,038)	(1,863,789)

All amounts in 2021 and 2020 relate to continuing operations.

There were no recognised gains and losses for 2021 or 2020 other than those included in the income statement.

The notes on pages 6 to 16 form part of these financial statements.

OES EXHIBITIONS LIMITED REGISTERED NUMBER: 09958003

BALANCE SHEET AS AT 31 DECEMBER 2021

	Note		2021 £		2020 £
Non current assets					
Goodwill	7		-		-
Property, plant and equipment	8		424		1,568
Deferred tax asset	11		2,491		2,839
			2,915		4,407
Current assets					
Trade and other receivables	9	1,266,688		4,249,935	
Current liabilities					
Provision	12	-		(4,000)	
Trade and other payables	10	(8,373,827)		(10,368,528)	
		(8,373,827)		(10,372,528)	
Net current liabilities			(7,107,139)		(6,122,593)
Net liabilities			(7,104,224)		(6,118,186)
Capital and reserves					
Share capital	13		2		2
Share premium			2,199,999		2,199,999
Share option reserve			3,787		3,787
Retained losses			(9,308,012)		(8,321,974)
Shareholders' deficit			(7,104,224)		(6,118,186)

For the year ended 31 December 2021 the Company was entitled to exemption from the requirement to have an audit under section 479A of the Companies Act 2006 relating to subsidiary undertakings. The members have not required the Company to obtain an audit of its financial statements for the year in question in accordance with section 476 of the Companies Act 2006. The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 1 September 2022.

Docusigned by:

NM Purellus

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Nicholas Perkins

Director

The notes on pages 6 to 16 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

	Share capital	Share premium	Share option reserve	Retained losses	Total
	£	£	£	£	£
At 1 January 2020	2	2,199,999	-	(6,458,185)	(4,258,184)
Loss for the year	-	-	-	(1,863,789)	(1,863,789)
Share based payments	-	_	3,787	-	3,787
Total comprehensive expense					
for the year	-	-	3,787	(1,863,789)	(1,860,002)
At 1 January 2021	2	2,199,999	3,787	(8,321,974)	(6,118,186)
Loss for the year	-	-	-	(986,038)	(986,038)
Total comprehensive expense for the year	-	-	-	(986,038)	(986,038)
At 31 December 2021	2	2,199,999	3,787	(9,308,012)	(7,104,224)

The notes on pages 6 to 16 form part of these financial statements.

Share option reserve

This reserve relates to long-term incentive plan shares ('LTIPS') granted to colleagues reduced by the transferred and vested awards. It also relates to the share incentive plan ('SIP') which colleagues are eligible to participate in and the shares purchased to satisfy this scheme.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. These have all been applied consistently throughout the current and preceding year.

General information

OES Exhibitions Limited is a private company, limited by shares, incorporated in England and Wales under the Companies Act 2006. The address of the registered office and the Company's registered number are given on the company information page. The nature of the Company's operations and its principal activities are set out in the Business Review section of the Strategic Report / Directors' Report on page.

The Company has applied FRS 101 'Reduced Disclosure Framework' incorporating the Amendments to FRS 101 issued by the Financial Reporting Council ('FRC') in July 2015 and the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015.

Basis of preparation of financial statements

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' as issued by the FRC.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. The principal accounting policies adopted are set out below.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, share-based payments, financial instruments, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where relevant, equivalent disclosures are given in the Group financial statements of Informa PLC. The Group financial statements of Informa PLC are available to the public and can be obtained as set out in note 16.

Adoption of new and revised standards

Standards and interpretations in issue, but not yet effective

At the date of authorisation of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but have not yet come into effect:

 Amendments to IFRS 9, IAS 39 and IFRS 7, IFRS 4 and IFRS 16: Interest Rate Benchmark Reform Phase 2

Other amendments and interpretations to IFRSs effective for the year ending 31 December 2021 have no impact on the Company.

The Directors anticipate that the adoption of planned standards, amendments and interpretations in future periods will not have a material impact on the financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. ACCOUNTING POLICIES (continued)

Going concern

The Company is a 100% subsidiary of Informa PLC. In reaching their decision to prepare the financial statements on a going concern basis, the Directors have considered the impact of the current economic climate on both the Company and also the Group of which it is a member.

At the year end the Company is in a net current liability position due to an outstanding intercompany loan. The Directors of the Company have obtained a subordination agreement from Informa PLC, whereby Informa PLC states that they will not recall the intercompany payable until such time that the Company has sufficient funds to make the repayment.

Having given due consideration to the above factors and the anticipated future performance of the Company and the Group, taking in account possible changes in trading performance in light of uncertainty related to COVID-19, the Directors have been able to form a reasonable expectation that the Company has adequate resources to continue in operational existence for at least twelve months from the date of signing these financial statements.

Revenue

IFRS 15 Revenue from Contracts with Customers provides a single, principles-based five-step model to be applied to all sales contracts. It is based on the transfer of control of goods and services to customer and requires the identification and assessment of the satisfaction of delivery of each performance obligation in contracts in order to recognise revenue.

Where separate performance obligations are identified in a single contract, total revenue is allocated on the basis of relative stand-alone selling prices to each performance obligation, or management's best estimate of relative value where stand-alone selling prices do not exist.

Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes, and provisions for returns and cancellations. Revenue for each category type of revenue is typically fixed at the date of the order and is not variable.

Payments received in advance of the satisfaction of a performance obligation are held as deferred income until the point at which the performance obligation is satisfied. Deferred income balances in current liabilities as at 31 December 2021 will be recognised as revenue within 12 months. Therefore, the aggregate amount of the transaction price in respect of performance obligations that are unsatisfied at the year-end reporting date, is the deferred income balance which will be satisfied within one year.

Revenue Type	Performance obligations	Revenue recognition accounting policy	Timing of customer payments
Exhibitor and related services	Provision of services assoicated with exhibition and conference events	Performance obligations are satisfied at the point of time that services are provided to the customer with revenue recognised when the event has taken place.	Payments for events are normally received in advance of the event dates, which are typically up to 12 months in advance of the event date, and are held as deferred income until the event date.

See note 2 for further details of revenue.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. ACCOUNTING POLICIES (continued)

Foreign currency

The financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the Company's functional currency are recorded using the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Balance Sheet date are reported at the rates of exchange prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. The translation differences are reported in the Income Statement.

The Balance Sheet of foreign branches is translated into pounds sterling at the closing rates of exchange. The Income Statement results are translated at an average exchange rate.

Share based payments

The Company issues equity settled share-based payments to certain employees. A fair value for the equity settled share awards is measured at the date of grant. The fair value is measured using Monte Carlo model of valuation, which is considered to be the most appropriate valuation techniques. The valuation takes into account factors such as non-transferability, exercise restrictions and behavioural considerations. The charge for the share-based payments is apportioned between the Group companies and accounted for as a cost in the subsidiary funded by the capital contribution from the parent.

An expense is recognised to spread the fair value of each award over the vesting period on a straight-line basis, after allowing for an estimate of the share awards that will actually vest. The estimate of vesting is reviewed annually, with any impact on the cumulative charge being recognised in the Income Statement immediately.

Taxation

Current tax

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the Balance Sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the Balance Sheet date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax is charged or credited in the Income Statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Interest receivable and similar income

Interest receivable is recognised on an accruals bases, by reference to the principal outstanding and at the effective interest rate applicable.

Interest payable and similar charges

Interest payable is recognised on an accruals bases, by reference to the principal outstanding and at the effective interest rate applicable.

Goodwill

Goodwill arising on the acquisition of businesses is calculated as the excess of purchase consideration over the fair value of net identifiable assets and liabilities at the date of acquisition. Goodwill also includes amounts corresponding to deferred tax liabilities recognised in respect of acquired intangible assets. It is recognised as an asset at cost, assessed for impairment at least annually and subsequently measured at cost less accumulated impairment losses. The value in use basis is used for the impairment calculation and any impairment is recognised immediately in the Income Statement. On disposal of a subsidiary or business, the attributable goodwill is included in the determination of the profit or loss on disposal.

Property, plant and equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and provision for impairment.

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Computer equipment 3 years

Residual values is calculated on prices prevailing at the date of acquisition. Useful lives and residual values are reviewed at the end of every reporting period.

Financial assets

Financial assets are recognised in the Company's Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets are classified into the following categories: trade and other receivables.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Company recognises lifetime expected credit losses (ECL) for trade receivables and twelve month expected credit losses for intercompany receivables. The expected credit losses on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. The carrying amount is reduced by the ECL through the use of a provision account. When a receivable balance is considered uncollectible, it is written off against the provision account. Subsequent recoveries of amounts previously written off are credited against the provision account. Changes in the carrying amount of the provision are recognised in the Income Statement.

Trade and other receivables

Trade receivables and other receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method, less any impairment.

Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into.

Trade and other payables

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

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

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

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

Pension costs

For defined contribution schemes the amount charged to the Income Statement in respect of pension costs and other post-retirement benefits is the contribution payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the Balance Sheet.

Key sources of estimation uncertainty and critical accounting judgements

There are deemed to be no key sources of estimation uncertainty or critical accounting judgements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. REVENUE

An analysis of turnover by class of business is as follows:

		2021 £	2020 £
	Commisions	167,800	73,990
3.	LOSS FOR THE YEAR		
	Loss for the year is stated after charging:		
		2021 £	2020 £
	Depreciation of property, plant and equipment	1,144	2,411
	Foreign currency translation (gain)/loss	(25,827)	102,494
4.	STAFF COSTS		
		2021 £	2020 £
	Wages and salaries	688,716	1,501,245
	Social security costs	83,866	124,433
	Other pension costs (see note 14)	46,448	78,045
	Share based payments	-	3,787
		819,030	1,707,510

Within wages and salaries a credit of £4,000 (2020 - cost of £367,513) relates to redundancy costs.

The average monthly number of employees, including the Directors, during the year was as follows:

	2021 N o.	2020 N o.
Sales	15	23

5. DIRECTORS' REMUNERATION

The Directors are employed and remunerated by other companies in the Informa PLC Group and do not receive any remuneration specifically for their services as Directors of the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

6. TAXATION

	2021 £	2020 £
Analysis of tax charge/(credit) in the year		
Current tax		
UK corporation tax charge on loss for the year	-	-
Total deferred tax (see note 11)	348	659
Taxation on loss	348	659

Reconciliation of total tax to the accounting profit

The tax assessed for the year is lower than (2020 - lower than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Loss before tax	(985,690)	(1,863,130)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%) Effects of:	(187,281)	(353,995)
Expenses not deductible for tax purposes	116	1,579
Prior period adjustments to deferred tax	-	752
Difference in rates	-	(323)
Group relief surrendered for nil consideration	185,260	350,368
Transfer pricing adjustments	2,253	2,278
Total tax charge for the year	348	659

Factors that may affect future tax charges

The Finance Bill 2021 increases the UK corporation tax rate from 19% to 25%, with effect from 1 April 2023.

Deferred tax has been provided at the rate of 19% in respect of short-term temporary differences which are expected to reverse at the prevailing rate.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

7. GOODWILL

	Goodwill £
Cost	
At 1 January 2021 and 31 December 2021	2,147,077
Impairment	
At 1 January 2021 and 31 December 2021	2,147,077
Carrying amount	
At 31 December 2021	
At 31 December 2020	-
8. PROPERTY, PLANT AND EQUIPMENT	
	Computer equipment £
Cost or valuation	
At 1 January 2021 and 31 December 2021	56,708
Depreciation	
At 1 January 2021	55,140
Charge for the year	1,144
At 31 December 2021	56,284
Carrying amount	
At 31 December 2021	424
At 31 December 2020	1,568

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

9. TRADE AND OTHER RECEIVABLES

	2021 £	2020 £
Amounts owed by other Group undertakings	1,264,161	4,246,026
Trade receivables	1,186	-
Other receivables	632	620
Taxation and social security	304	2,677
Prepayments and accrued income	405	612
	1,266,688	4,249,935

Of the amounts owed by Group undertakings £1,264,161 (2020 - £4,246,026) is non-interest bearing.

Amounts owed by Group undertakings are unsecured. Trading balances are subject to payment terms.

The Directors consider the carrying amounts approximate their fair value.

10. TRADE AND OTHER PAYABLES

2021 £	2020 £
8,315,141	10,297,755
8,315,141	10,297,755
1,823	5,242
48,242	-
5,345	43,636
3,276	21,895
8,373,827	10,368,528
	8,315,141 8,315,141 1,823 48,242 5,345 3,276

Of the amounts owed to Group undertakings £8,315,141 (2020 - £10,297,755) is non-interest bearing.

Amounts owed to Group undertakings are unsecured. Trading balances are subject to payment terms.

The Directors consider the carrying amounts approximate their fair value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

11. DEFERRED TAX ASSET

		,	Accelerated capital allowances
	At 1 January 2021		2,839
	Charged to the Income Statement		(348)
	At 31 December 2021		2,491
12.	PROVISIONS		
		F	Restructuring provision £
	At 1 January 2021		4,000
	Utilised in year		(4,000)
	At 31 December 2021	-	-
13.	SHARE CAPITAL		
		2021	2020
	Allotted, called up and fully paid	£	£
	2 (2020 - 2) Ordinary shares of £1.00 each	2	2

14. PENSION COMMITMENTS

The Company's employees particiapte in pension schemes operated by the Group for their employees.

Defined contribution pension scheme

The total cost charged for the year under the Group defined contribution scheme was £46,448 (2020 - £78,045). There were no contributions that were due in respect of the current reporting period that had not been paid over to the scheme (2020 - £nil).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking of the Company is UBM Asia B.V., a company incorporated in the Netherlands. The registered address of UBM Asia B.V. is Coengebouv - suite 8.04, Kabelweg 37, 1014 BA Amsterdam, Netherlands.

The ultimate parent undertaking and controlling party is Informa PLC, a company incorporated in England and Wales under the Companies Act 2006 with number 08860726. This is the smallest and largest Group into which the Company is consolidated. Copies of the Group financial statements for Informa PLC are available at its principal place of business at Informa PLC, 5 Howick Place, London, SW1P 1WG.