

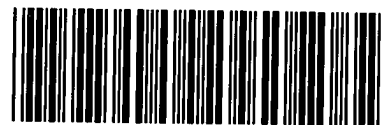
Registered number: 02809261

## **Haymarket Group Limited**

### **Annual Report and Financial Statements**

**For the Year Ended 30 June 2023**

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## **Haymarket Group Limited**

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## Haymarket Group Limited

### Chairman's Statement For the Year Ended 30 June 2023

The Chairman presents his statement for the period.

Haymarket Group is a media, data and information group providing trusted, premium content across a range of platforms.

As a family-owned global business our people and culture are of paramount importance. We pride ourselves on caring deeply about the way we do business, always remaining true to our values and our Purpose of shaping a better future through our remarkable content. In March 2023 we launched our first ever global sustainability strategy, Haymarket Impact, aimed at supercharging our efforts in creating meaningful change and having a positive impact on the world around us.

Our success relies on the 1,300+ colleagues we employ in our operations spanning the UK, US, Germany, Hong Kong, Singapore and India, as well as recently acquired businesses in both Canada and the Netherlands. Our workforce is inherently diverse and we are proud to have an average global tenure of over seven years - we have people who have built their careers at Haymarket, with learning and development being core to our culture. But we also recognise the importance of recruiting new talent with fresh perspectives, skills, experience and ideas. Our investment in early careers and apprenticeship programmes continue to pay dividends, helping ensure we remain relevant and fit for future success.

Our brands deliver trusted, expert content, catering to highly-engaged professional and automotive audiences, and as respected content marketing partners, we help other brands to achieve their audience ambitions too. This unrelenting focus on quality content is what sets us apart, the proof demonstrated in the healthy underlying profit we have generated for the 12 months to 30 June 2023.

The Board is also encouraged to report that revenues continue to diversify. Print now represents just 14% of our total revenue. Over the past decade, the proportion of revenue generated from the UK has shifted from just under 70%, to 41% today. In such uncertain times, diversifying the business internationally has made us more resilient. The US business represents 50% of our income and largely derived from the medical market.

The management team led by Chief Executive, Kevin Costello, continues to execute a growth strategy focused on a balanced portfolio of diversified revenues in our chosen markets. Cash levels have been strengthened providing the funds for investment, whether organic or through new acquisition opportunities. This period has seen organic investment in new product development return to levels last seen before the global financial crisis as the business invested for future growth.

The Board is mindful of the continuing economic and trading uncertainties at a macro level. We continue to focus on proactively managing our cost base accordingly, whilst protecting our valuable market-leading positions.

I would personally like to thank every one of our employees globally for their hard work and commitment during the reporting period, ensuring we continue to deliver the remarkable content that inspires, informs and empowers our clients, audiences, partners and communities. This year of strengthened growth puts us in a stronger position for the financial year ahead and the burgeoning opportunities it promises.

Name The Hon. R W D Heseltine  
Chairman

Date 21 December 2023

## Haymarket Group Limited

### Company Information

<b>Directors</b>	The Rt Hon the Lord M R D Heseltine CH The Hon R W D Heseltine K Costello B J Freeman D B Fraser (resigned 31 December 2022) M Gibson Lord P K Levene of Portsoken KBE (resigned 31 December 2022) S H Biggs (appointed 1 December 2022)
<b>Registered number</b>	02809261
<b>Registered office</b>	Bridge House 69 London Road Twickenham TW1 3SP
<b>Independent auditor</b>	Grant Thornton UK LLP 30 Finsbury Square London EC2A 1AG
<b>Banker</b>	The Royal Bank of Scotland plc 280 Bishopsgate London EC2M 4RB
<b>Solicitor</b>	Lewis Silkin LLP Arbor - 255 Blackfriars Road London SE1 9AX

## Haymarket Group Limited

### Group Strategic Report For the Year Ended 30 June 2023

#### Introduction

The Directors present their Strategic Report for the year ended 30 June 2023. The Directors, in preparing this Strategic Report, have complied with s414c of the Companies Act 2006.

Haymarket Group's mission is to be the best media, data and information business, providing trusted premium content across a range of platforms.

The Group offers brands, products, services, live and virtual experiences to highly engaged audiences across business-to-business, content marketing and automotive. We span the UK and USA but also operate in a number of other countries including Germany, Hong Kong, Singapore and India.

#### Business Review

	2023	2022
<b>Total Turnover</b>	<b>£183.1m</b>	<b>£165.9m</b>
<b>Profit before Tax</b>	<b>£9.7m</b>	<b>£11.2m</b>
<b>EBITDAE</b>	<b>£14.8m</b>	<b>£16.9m</b>
Earnings before Interest, Tax, Depreciation, Amortisation and Exceptional items		
<b>Cash</b>	<b>£47.0m</b>	<b>£43.6m</b>

The Group has generated a healthy EBITDAE in the 12 months to 30 June, despite challenging macroeconomic conditions. The Directors consider exceptional items to be unusual items by virtue of size or incidence but incurred in the normal course of business and this year they are largely restructuring.

Trading performance this year has ensured that the business retained a positive cash position throughout the year, thereby strengthening our Statement of Financial Position.

These results are set in the context of continued investment in our digital platforms to ensure we continue to diversify revenues around our valuable data and paid content opportunities. Although the business continued to grow by acquisition, it has also embarked on a significant programme of new product development. Whilst in a nascent stage of development, these products generated losses in the year which is responsible for the decrease in EBITDAE. It should be noted that underlying profits before new product development continued to show growth during the financial year.

The Directors are mindful of the continuing economic and trading uncertainties at the macro level, with global inflation affecting all of territories in which the Group operates. The business has been impacted at every level and we remain focussed on exercising firm management of the cost base whilst protecting our valuable market positions. Cash levels have been strengthened to ensure the business can weather the turbulent macro economic conditions, whilst ensuring funds remain available for prudent investment in growth opportunities.

Our strategy continues to focus on developing a balanced portfolio of diversified revenues in our chosen markets, particularly in areas such as the automotive technology, marketing-communications and medical markets. We will continue to build out new opportunities in our UK business and US medical portfolios, whilst making additive acquisitions to accelerate growth wherever possible. Since the year end we have expanded into Canada and the Netherlands to develop revenues in existing B2B market sectors.

The Directors carried out a review of its acquired goodwill and have concluded that it was only necessary to make a small impairment in the year. The review compared the carrying value of each asset to the present

## Haymarket Group Limited

### Group Strategic Report (continued) For the Year Ended 30 June 2023

value of the asset's estimated future cashflows. The directors remain of the view that the value of the Group's overall brand portfolio exceeds the FRS 102 accounting carrying value.

#### Principal risks and uncertainties

##### a) General economic conditions

The Group's largest operations are situated in the UK and the USA, although also trades in Germany, Hong Kong, Singapore and India. With the US business primarily focused on the medical markets, changes to this market as a result of any change in the US administration are monitored closely so the business can react accordingly, as changes in administration adds uncertainty if new drug approvals are impacted. In addition, the Group's business-to-consumer interests are centred on the automotive market, which is still to fully recover from the impact of the semi conductor crisis stemming the production of new cars. The business is reacting to the impact to the advertising revenues associated with this crisis. The Group's long established strategy of holding both business-to-business and business-to-consumer products and services in its portfolio, together with the specialist subject matter of those products and services, means that the Directors, despite macro economic uncertainties and the global inflation, have confidence that the Group's balanced portfolio will allow the Group to benefit.

##### b) Market risks

Despite the retention of a balanced portfolio, the large US operation is heavily dependent on the medical sector. Given this is a highly regulated sector, the company continues to review any potential risk from regulatory change. This risk is mitigated by ensuring revenues are diversified across digital advertising, promotional and medical education sectors to support an audience of healthcare professionals, agencies and assisted living businesses.

##### c) Digital revenues

There remains both fierce competition and significant opportunity in the digital markets where the Group operates. The Group continues to invest across its digital platforms in order to further diversify its revenue streams, particularly through its investment in paid content B2B licenses and to also address competitive action.

##### d) Employees

The Group's performance is dependent on its employees and a failure to recruit and appropriately develop staff would have an impact on its performance. This risk is addressed by investment in the recruitment process, staff training and ensuring that the Group's compensation and benefits are competitive.

##### e) Financial risks

The financial risks that the Directors consider most applicable to the Group and Company are credit risk and liquidity risk. The Group's principal financial assets are bank balances and cash, trade and other receivables, and investments. The Group's credit risk is primarily attributable to its trade receivables. The Group actively monitors amounts owed by its customers by way of comprehensive and detailed information that is supplied regularly to management. The Group has low concentration of credit risk, with its exposure being spread over a large number of clients. The Group monitors exchange rates to ensure risks of adverse fluctuations are mitigated.

As at 30 June 2023 the Group had cash of £47m. The Directors therefore consider that the Group has more than adequate funds for its day-to-day operations. Nonetheless the Group continues to monitor its working capital levels and seeks to improve them wherever possible.

**Haymarket Group Limited**

**Group Strategic Report (continued)  
For the Year Ended 30 June 2023**

**Directors' statement of compliance with duty to promote the success of the Group**

When making decisions, the Board of Directors of Haymarket Group Ltd must act in the way they consider, in good faith, would most likely to promote the success of the Group for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Companies Act 2006).

The Group has a clearly defined strategy as set out in the Strategic and Directors' Reports.

The Directors ensure that all decisions are taken for the long term, and collectively and individually aim to always uphold the highest standard of conduct. The Directors recognise their duty to consider the needs of all stakeholders when establishing company strategy and ahead of all decision making. Although key consideration is given to employees, the impact on our clients, suppliers and audiences also has due consideration in all decision making as well as the environment we operate within. The Directors fulfil their duties partly through a governance framework that delegates day-to-day decision making to operational boards and employees of the company and ensure that sufficient information and access is available at all times in order to make decisions, and will take into account the views and expertise of others to assist this process.

The Directors recognise that such delegation needs to be part of a robust governance structure, which covers our values, how we engage with our stakeholders, and how the Board assures itself that the governance structure and systems of controls continue to be robust to ensure all requirements of section 172 are always met.

This report was approved by the Board and signed on its behalf.

*Brian Freeman*

**B J Freeman  
Director**

Date: 21 December 2023

## **Haymarket Group Limited**

### **Directors' Report For the Year Ended 30 June 2023**

The Directors present their report and the financial statements for the year ended 30 June 2023.

#### **Directors' responsibilities statement**

The Directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Dividends**

Dividends of £3m were paid in the financial year (2022: £3m).

#### **Directors**

The Directors who served during the year were:

The Rt Hon the Lord M R D Heseltine CH

The Hon R W D Heseltine

K Costello

B J Freeman

D B Fraser (resigned 31 December 2022)

M Gibson

Lord P K Levene of Portsoken KBE (resigned 31 December 2022)

S H Biggs (appointed 1 December 2022)



## **Haymarket Group Limited**

### **Directors' Report (continued) For the Year Ended 30 June 2023**

#### **Environmental matters**

Our UK, US and Asia offices are ISO 14001 (environmental management) accredited and our UK office is ISO 50001 (energy management) accredited. In the UK we have been implementing ISO 20121 (sustainable event management) and were successfully audited in 2023. Haymarket has global and local environmental policies and sets environmental improvement targets that are regularly communicated to our employees. Haymarket communicates our environmental standards to our suppliers through a Supplier Code of Conduct.

In the UK, we carried out our second Scope 3 audit of our print emissions, a voluntary measurement from sources not owned or directly controlled by the organisation but related to its activities. We measure and report on our Scope 1 & 2 emissions, and have subsequently commissioned work to measure and report on our entire company emissions.

In the UK we are signed up to Ad Net Zero and a signatory of the United Nations SDG Publishers Compact.

We publish an annual statement on Modern Slavery, and have policies and processes in place to support our approach.

#### **Going concern**

As at 30 June 2023 the Group had cash of £47m (2022: £44m). The Group has not required a lending facility, the Group's banker has however, stated its willingness to offer new facilities should they be required for working capital purposes, acquisitions or brand development.

With the impact of global inflation on the business, the Directors have carried out additional scenario planning to consider what mitigating action should be taken.

After considering the Group's current financial projections, which take into account their view of any potential adverse variations in trading performance, the Directors consider that the Group will have access to sufficient financial resources to continue in operational existence for the foreseeable future and therefore the Directors continue to adopt the going concern basis in preparing the financial statements.

## Haymarket Group Limited

### Directors' Report (continued) For the Year Ended 30 June 2023

#### Employees

Details of the number of employees and related costs can be found in note 7 to the financial statements.

The Group's employee engagement strategy keeps its employees up to date about matters affecting them.

Information is provided on a regular basis through internal communications, including regular business performance and strategy updates through a range of channels, including in-person town halls with our global CEO. The Group seeks feedback from its employees through a range of mediums including its employee engagement surveys, quarterly performance review process and regular divisional town halls and Q&A sessions.

The Group's global sustainability/ESG strategy goes from strength to strength with the launch of Haymarket Impact in March 2023, reinforcing our leading position as a global sustainable media, data and information business.

Haymarket Impact is aligned with the United Nations Sustainable Development Goals and we have appointed a global Impact Board chaired by the CEO and which includes external sustainability experts and key employees, as well as employee-led Steering Groups focusing on the 4 SDGs we are currently prioritising: Gender Equality, Climate Action, Quality Education and Partnerships for the Goals.

The Group recognises the value of, and is committed to, fostering a culture that encourages a diverse employee base. Our work for good continues through our employee resource groups who play a key role in influencing our Diversity, Equity and Inclusion strategy; the Group has implemented a number of measures in response to direct recommendations from these groups. We are a part of the Tech Talent Charter and we are committed to being a Disability Confident Employer. Through collaboration with our Body & Mind employee network, we are working towards achieving full Disability Confident Employer status. As part of this we engaged external consultants to carry out a full accessibility audit of our workspace and reviewed our ways of working to ensure we have measures in place to support disabled colleagues.

Our recent investment in a new applicant tracking system was driven by our desire to attract more diverse applicants, including disabled people. At every stage of the recruitment and selection process, we ask candidates whether they require any adjustments to be made to ensure they can perform to their potential. Last year we launched our Getting the Best out of You programme, with the aim of ensuring that our disabled colleagues, neurodivergent colleagues, or those with any long-term condition affecting their day to day life, are provided with tailored adjustments to help overcome any barriers or challenges they may face at work, regardless of whether or not they have a diagnosed or recognised condition.

For the last financial year, every member of our global leadership teams had a personal financial objective that required them to demonstrate actions taken within their respective businesses, to positively impact the social and/or environmental outcomes for the communities within which they operate.

The Group successfully trialled a global hybrid working model with all colleagues working in the office a minimum of 3 days a week. This alongside our 3-week Working from Anywhere policy, balances the benefits of in-person collaboration and learning from each other, while providing flexibility for employees. We invest heavily in our culture and the well-being of our people.

The learning and development of our people is core to our success and our ability to transform the business in recent years. Every employee globally has access to our in-house learning management system, MyKnowledge and LinkedIn Learning, an external training repository offering a full range of skills and knowledge development opportunities. As well as our online learning, we also offer a wide range of in-person training covering important topics such as Sexual Harassment, Diversity, Equity and Inclusion at Haymarket, Cyber Security and Modern Slavery in the supply chain, along with various technical training. We also have various internal mentoring programmes in place, as well as coaching programmes, including one here in the UK working with young people from under-represented groups through our partner, Circl.

We have people who have built their entire careers with us but also many new people bringing in new and diverse ideas, perspectives and experience. The average tenure at Haymarket globally is 7 years, way above the global average. Globally our upskilling and early career programmes continue to be a key focus including

## **Haymarket Group Limited**

### **Directors' Report (continued) For the Year Ended 30 June 2023**

internships in the US, UK entry-level cohorts and apprenticeship programmes all of which are designed to drive more diversity into our workforce.

In the UK, the Group is the largest employer in its head office borough and plays an active role in local education and charity, particularly through its involvement with Richmond upon Thames school and college, and as the corporate partner to Skylarks, a local charity supporting children with special educational needs and their families. Our employees continue to volunteer and fundraise for the charity throughout the year. In the last financial year we raised over £84,000 for the charity.

#### **Engagement with suppliers, customers and others**

The Directors recognise their duty to consider the needs of all stakeholders when establishing company strategy and ahead of all decision making. Although key consideration is given to employees (see above), the impact on our clients, suppliers and audiences also has due consideration in all decision making. The Directors ensure that sufficient information and access is available at all times in order to make decisions, and will take into account the views and expertise of others to assist this process.

#### **Qualifying third party indemnity provisions**

The Company 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.

## Haymarket Group Limited

### Directors' Report (continued) For the Year Ended 30 June 2023

#### Greenhouse gas emissions, energy consumption and energy efficiency action

The Group's greenhouse gas emissions and energy consumption are as follows:

	2023	2022
Emissions resulting from activities for which the Group is responsible involving the combustion of gas or consumption of fuel for the purposes of transport (in tonnes of CO <sub>2</sub> equivalent)	13.81	13.11
Emissions resulting from the purchase of the electricity by the Group for its own use, including the purposes of transport (in tonnes of CO <sub>2</sub> equivalent)	1.28	40.78
Energy consumed from activities for which the Group is responsible involving the combustion of gas, or the consumption of fuel for the purposes of transport, and the annual quantity of energy consumed resulting from the purchase of electricity by the Group for its own use, including for the purposes of transport, in kWh	39.15	72.18

The methodology used to establish this report is aligned with the UK Government's Environmental Reporting Guidelines: Including Streamlined Energy and Carbon Reporting guidance March 2019 (Updated Introduction and Chapters 1 and 2). Emission scopes have been reported in line with The Greenhouse Gas Protocol: Corporate Accounting and Reporting Standard. Emissions were calculated using the UK Government conversion factors for each period.

Calculations were made using data from electricity and gas meters and mileage expense claims from staff. In a small number of months, where meter readings did not take place at the start of months, electricity consumption was estimated based on kWh consumed per day as indicated in meter readings.

Measures taken to improve energy efficiency include: promoting the use of public transport and use of our hybrid cars taxi partner and car-sharing schemes; continually increasing the proportion of EV being used for business travel; using 100% renewable electricity supply and forming an internal Net Zero committee.

The most recent edition of the GHG Protocol Corporate Accounting and Reporting Standard was used to calculate the emissions of the business. We have used 2021 UK Government's Conversion Factors for Company Reporting. We have used the financial control approach and chosen the intensity measurement metric based on the number of full-time employees. Total intensity ratio was 0.31tCo<sub>2</sub>e per employee (2022: 0.36 tCo<sub>2</sub>e).

#### Disclosure of information to auditors

The Directors confirm that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps that ought to have been taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

**Haymarket Group Limited**

**Directors' Report (continued)  
For the Year Ended 30 June 2023**

**Post balance sheet events**

Haymarket Group Limited has made two post year end acquisitions. A 100% Canadian subsidiary, Message Media Inc was acquired on 6 July 2023 for £0.2m. On 14 September 2023, the Group entered into a joint venture agreement with a German software solutions company, and acquired Garden Connect B.V., a Netherlands based online marketing agency for horticulture businesses. The acquisition price for the Group's 50% shareholding was £0.9m with a further £0.9m of deferred consideration expected to be paid over a 3 year earn out period. This acquisition is aligned to the Group's strategy to diversify its revenues.

On 14 November 2023, the following UK subsidiaries were formally dissolved; Haymarket New3 Ltd, Podcast Awards Limited and Rockcliffe Limited.

In addition, the following US dormant entities were formally dissolved on 21 September 2023; Prescribing Reference LLC, Haymarket Worldwide LLC, Haymarket Business Publications LLC, CPS Communications LLC and H Media LLC, with HME Global Education LP being formally dissolved on 26 September 2023.

**Auditor**

The auditors, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the Board and signed on its behalf.

*Brian Freeman*

B J Freeman  
Director  
Date: 21 December 2023  
Bridge House  
69 London Road  
Twickenham  
TW1 3SP

## **Haymarket Group Limited**

### **Independent Auditors' Report to the Members of Haymarket Group Limited**

#### **Opinion**

We have audited the financial statements of Haymarket Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2023, which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2023 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including effects arising from macro-economic uncertainties such as cost of inflation, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the group's and the parent company's financial resources or ability to continue operations over the going concern period.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

#### **Other information**

## **Haymarket Group Limited**

### **Independent Auditors' Report to the Members of Haymarket Group Limited**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

#### **Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

#### **Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements 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.

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

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

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

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free

## Haymarket Group Limited

### Independent Auditors' Report to the Members of Haymarket Group Limited

from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We understood how the group is complying with legal and regulatory frameworks by making enquiries of management and those charged with governance. We corroborated our enquiries through review of the board minutes and legal expenses incurred during the year.
- To gain an understanding of legal and regulatory requirements specific to the group we made enquiries with management and the internal legal liaison.
- The group is subject to many laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures within the financial statements. We identified the following laws as most likely to have a material effect if non-compliance were to occur; financial reporting legislation, modern slavery laws, distributable profit legislation, GDPR, tax legislation, health and safety legislation, anti-bribery legislation and employment law.
- We assessed the susceptibility of the group financial statements to material misstatement including how fraud might occur, by evaluating managements incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined the principal risks were in relation to:
  - Journal entries
  - Potential management bias in determining accounting estimates, especially in relation to assessment of impairment of non-current assets.
  - Revenue recognition.
- Our audit procedures involved:
  - Journal entry testing, with a focus on material entries, intercompany or related party entries, transactions around the period end date and post year end entries.
  - Challenging assumptions and judgements made by management in its significant accounting estimates.
  - Revenue data analytics to identify specific transactions outside the expected flow of postings to be further analysed and investigated.
- In addition, we completed audit procedures to conclude on the compliance of disclosures in the annual report and accounts with applicable financial reporting standards.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and



## Haymarket Group Limited

### Independent Auditors' Report to the Members of Haymarket Group Limited

regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation.
  - Knowledge of the industry in which the client operates.
  - Understanding of the legal and regulatory requirements specific to the entity including:
    - ◆ The provisions of applicable legislation
    - ◆ The regulations and related guidance including guidance issues by relevant authorities that interprets those rules
    - ◆ The applicable statutory provisions.
- No matters of non-compliance with laws and regulations and fraud were communicated to the engagement team.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### Use of our report

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

Handwritten signature of Sergio Cardoso in black ink, with the letters 'UK LLP' written in small capital letters below the signature.

**Sergio Cardoso**  
**Senior Statutory Auditor**  
**For and on behalf of Grant Thornton UK LLP**  
**London**

21 December 2023

## Haymarket Group Limited

Consolidated Income Statement  
For the Year Ended 30 June 2023

	Note	2023 £000	2022 £000
Turnover	4	183,148	165,927
Cost of sales		(134,076)	(118,058)
<b>Gross profit</b>		<u>49,072</u>	<u>47,869</u>
Administrative expenses		(40,961)	(36,918)
Loss on disposal of assets		(12)	(5)
<b>Operating profit</b>	5	<u>8,099</u>	<u>10,946</u>
Income from other participating interests		368	404
Finance income	9	3,254	4,764
Finance expense	10	(2,027)	(4,921)
<b>Profit before tax</b>		<u>9,694</u>	<u>11,193</u>
Tax on profit	12	(2,544)	(2,123)
<b>Profit for the financial year</b>		<u>7,150</u>	<u>9,070</u>
<b>Profit for the year attributable to:</b>			
Non-controlling interests		3	67
Owners of the parent		7,147	9,003
		<u>7,150</u>	<u>9,070</u>

The notes on pages 24 to 52 form part of these financial statements.

## Haymarket Group Limited

**Consolidated Statement of Comprehensive Income**  
**For the Year Ended 30 June 2023**

	2023 £000	2022 £000
Profit for the financial year	7,150	9,070
<b>Other comprehensive income</b>		
Currency translation differences on re translation of subsidiaries	(2,664)	3,615
<b>Total comprehensive income for the year</b>	<u>4,486</u>	<u>12,685</u>
<b>Profit for the year attributable to:</b>		
Non-controlling interest	3	67
Owners of the parent Company	4,483	12,618
	<u>4,486</u>	<u>12,685</u>

The notes on pages 24 to 52 form part of these financial statements.

**Haymarket Group Limited**  
**Registered number: 02809261**

**Consolidated Statement of Financial Position**  
**As at 30 June 2023**

	Note	2023 £000	2022 £000
<b>Fixed assets</b>			
Intangible assets	14	11,048	12,223
Tangible assets	15	18,604	17,527
Investments	16	1,434	946
		<u>31,086</u>	<u>30,696</u>
<b>Current assets</b>			
Stocks	17	250	245
Debtors: amounts falling due after more than one year	18	7,004	7,313
Debtors: amounts falling due within one year	18	37,881	40,058
Cash at bank and in hand		47,038	43,639
		<u>92,173</u>	<u>91,255</u>
Creditors: amounts falling due within one year	19	(69,427)	(58,195)
<b>Net current assets</b>		<u>22,746</u>	<u>33,060</u>
<b>Total assets less current liabilities</b>		<u>53,832</u>	<u>63,756</u>
Creditors: amounts falling due after more than one year	20	(6,957)	(17,948)
Provisions	23	(1,150)	(1,569)
<b>Net assets</b>		<u>45,725</u>	<u>44,239</u>
<b>Capital and reserves</b>			
Called-up share capital	24	258	258
Capital redemption reserve	25	254	254
Merger reserve	25	6,236	6,236
Profit and loss account	25	38,848	37,365
<b>Equity attributable to owners of the parent Company</b>		<u>45,596</u>	<u>44,113</u>
Non-controlling interests		129	126
		<u>45,725</u>	<u>44,239</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 21 December 2023.

*Brian Freeman*

**B J Freeman**  
Director

The accompanying notes on pages 24 to 52 form part of these financial statements.

**Haymarket Group Limited**  
**Registered number: 02809261**

**Company Statement of Financial Position**  
**As at 30 June 2023**

	Note	2023 £000	2022 £000
<b>Fixed assets</b>			
Investments	16	140,000	144,106
		<u>140,000</u>	<u>144,106</u>
Creditors: amounts falling due within one year	19	(80)	(35)
<b>Total assets less current liabilities</b>		<u>139,920</u>	<u>144,071</u>
Creditors: amounts falling due after more than one year	20	(33,568)	(33,844)
<b>Net assets</b>		<u>106,352</u>	<u>110,227</u>
<b>Capital and reserves</b>			
Called-up share capital	24	258	258
Capital redemption reserve	25	254	254
Profit and loss account	25	105,840	109,715
		<u>106,352</u>	<u>110,227</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf by:

*Brian Freeman*

B J Freeman  
**Chairman**  
Date: 21 December 2023

The accompanying notes on pages 24 to 52 form part of these financial statements.

The parent company's loss for the year is £875k (2022: loss £1,554k).

## Haymarket Group Limited

Consolidated Statement of Changes in Equity  
For the Year Ended 30 June 2023

	Called-up share capital	Capital redemption reserve	Merger reserve	Profit and loss account	Equity attributable to owners of parent Company	Non- controlling interests	Total equity
	£000	£000	£000	£000	£000	£000	£000
At 1 July 2021	258	254	6,236	27,747	34,495	59	34,554
<b>Comprehensive income for the year</b>							
Profit for the year	-	-	-	9,003	9,003	67	9,070
Other comprehensive income	-	-	-	3,615	3,615	-	3,615
<b>Total comprehensive income for the year</b>	-	-	-	12,618	12,618	67	12,685
Dividends: Equity capital	-	-	-	(3,000)	(3,000)	-	(3,000)
<b>Total transactions with owners</b>	-	-	-	(3,000)	(3,000)	-	(3,000)
At 1 July 2022	258	254	6,236	37,365	44,113	126	44,239
<b>Comprehensive income for the year</b>							
Profit for the year	-	-	-	7,147	7,147	3	7,150
Other comprehensive income	-	-	-	(2,664)	(2,664)	-	(2,664)
<b>Total comprehensive income for the year</b>	-	-	-	4,483	4,483	3	4,486
Dividends: Equity capital	-	-	-	(3,000)	(3,000)	-	(3,000)
<b>At 30 June 2023</b>	<b>258</b>	<b>254</b>	<b>6,236</b>	<b>38,848</b>	<b>45,596</b>	<b>129</b>	<b>45,725</b>

The notes on pages 24 to 52 form part of these financial statements.

## Haymarket Group Limited

Company Statement of Changes in Equity  
For the Year Ended 30 June 2023

	Called-up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 July 2021	258	254	114,269	114,781
<b>Comprehensive income for the year</b>				
Loss for the year	-	-	(1,554)	(1,554)
<b>Contributions by and distributions to owners</b>				
Dividends: Equity capital	-	-	(3,000)	(3,000)
At 1 July 2022	258	254	109,715	110,227
<b>Comprehensive income for the year</b>				
Loss for the year	-	-	(875)	(875)
<b>Contributions by and distributions to owners</b>				
Dividends: Equity capital	-	-	(3,000)	(3,000)
<b>At 30 June 2023</b>	<u>258</u>	<u>254</u>	<u>105,840</u>	<u>106,352</u>

The notes on pages 24 to 52 form part of these financial statements.

## Haymarket Group Limited

Consolidated Statement of Cash Flows  
For the Year Ended 30 June 2023

	2023 £000	2022 £000
<b>Cash flows from operating activities</b>		
Profit for the financial year	7,150	9,070
<b>Adjustments for:</b>		
Amortisation of intangible assets	2,969	3,377
Depreciation of tangible assets	1,861	1,702
Impairment of intangibles	308	-
Loss on disposal of tangible assets	12	5
Finance expense	2,027	4,921
Finance income	(3,254)	(4,764)
Taxation charge	2,544	2,123
(Increase) in stocks	(5)	(105)
Decrease/(increase) in debtors	1,781	(4,202)
(Increase)/decrease in amounts owed by joint ventures	(18)	-
Increase in creditors	853	6,604
(Decrease) in provisions	(419)	(352)
Share of operating (loss) in joint ventures	(352)	(404)
Share of operating (loss)/profit in associates	(16)	-
Corporation tax (paid)	(2,830)	(4,469)
<b>Net cash generated from operating activities</b>	<b>12,611</b>	<b>13,506</b>
<b>Cash flows from investing activities</b>		
Purchase of intangible fixed assets	(1,340)	(2,004)
Purchase of tangible fixed assets	(3,021)	(2,364)
Purchase of unlisted investments	(175)	(121)
Sale of unlisted and other investments	-	1,813
Acquisition of subsidiaries	(1,206)	-
Contractual property exit costs paid	-	(5,000)
Purchase of share in associates	(105)	-
Interest received	661	5
Dividends received	120	428
<b>Net cash from investing activities</b>	<b>(5,066)</b>	<b>(7,243)</b>
<b>Cash flows from financing activities</b>		
Dividends paid	(3,000)	(3,000)
Interest paid	(150)	(150)
<b>Net cash used in financing activities</b>	<b>(3,150)</b>	<b>(3,150)</b>
<b>Net increase in cash and cash equivalents</b>	<b>4,395</b>	<b>3,113</b>
Cash and cash equivalents at beginning of year	43,639	37,930
Foreign exchange gains and losses	(996)	2,596



## Haymarket Group Limited

**Consolidated Statement of Cash Flows (continued)**  
**For the Year Ended 30 June 2023**

	2023 £000	2022 £000
<b>Cash and cash equivalents at the end of year</b>	<u>47,038</u>	<u>43,639</u>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	<u>47,038</u>	<u>43,639</u>
	<u>47,038</u>	<u>43,639</u>

The notes on pages 24 to 52 form part of these financial statements.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 1. General information

Haymarket Group Limited is a private company, limited by shares and incorporated in the United Kingdom under the Companies Act.

The registered office, and principal place of business is Bridge House, 69 London Road, Twickenham, TW1 3SP.

A description of the nature of the Group's operations and its principal activities is set out in the Strategic Report on pages 3 to 5.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The Parent Company has taken advantage of section 408 of the Companies Act 2006 and has not included its own Statement of Comprehensive Income in these financial statements. The Parent Company has adopted the following disclosure exemptions:

- the requirement to present a statement of cash flow and related notes; and
- financial instrument disclosures, including,
  - categories of financial instruments;
  - items of income, expenses, gains or losses relating to financial instruments; and
  - exposure to, and management of, financial risks.

The Parent Company's loss for the year was £875k (2022: loss £1,554k). The loss in the year is after a dividend received from Haymarket Group Properties Limited of £5,000k offset in part by the impairment of Haymarket Group Limited's investment in Haymarket Group Properties Limited of £4,106k.

The functional currency of the Group is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are also presented in pounds sterling. Foreign operations are included in accordance with the policies set out below.

The Parent meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to intra-group transactions, cashflow and remuneration of key management personnel.

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Income Statement in these financial statements.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

## 2. Accounting policies (continued)

### 2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Income Statement from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the Group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 July 2014.

### 2.3 Associates and joint ventures

An entity is treated as a joint venture where the Group is a party to a contractual agreement with one or more parties from outside the Group to undertake an economic activity that is subject to joint control.

An entity is treated as an associated undertaking where the Group exercises significant influence in that it has the power to participate in the operating and financial policy decisions.

In the consolidated accounts, interests in associated undertakings are accounted for using the equity method of accounting. Under this method an equity investment is initially recognised at the transaction price (including transaction costs) and is subsequently adjusted to reflect the investors share of the profit or loss, other comprehensive income and equity of the associate. The Consolidated Income Statement includes the Group's share of the operating results, interest, pre-tax results and attributable taxation of such undertakings applying accounting policies consistent with those of the Group. In the Consolidated Statement of Financial Position, the interests in associated undertakings are shown as the Group's share of the identifiable net assets, including any unamortised premium paid on acquisition.

Any premium on acquisition is dealt with in accordance with the goodwill policy.

### 2.4 Going concern

As at 30 June 2023 the Group had cash of £47m (2022: £44m). The Group has not required a lending facility, the Group's banker has however, stated its willingness to offer new facilities should they be required for working capital purposes, acquisitions or brand development.

With the impact of global inflation on the business, the Directors have carried out additional scenario planning to consider what mitigating action should be taken.

After considering the Group's current financial projections, which take into account their view of any potential adverse variations in trading performance, the Directors consider that the Group will have access to sufficient financial resources to continue in operational existence for the foreseeable future and therefore the Directors continue to adopt the going concern basis in preparing the financial statements.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

## 2. Accounting policies (continued)

### 2.5 Intangible assets

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated amortisation and any provision for impairment in value and is amortised on a straight-line basis over the useful economic life of the asset, which ranges from 10 to 20 years.

Intangible assets arising from the internal or external development of websites are capitalised if, and only if, all of the following can be demonstrated:

- It is technically feasible to complete the intangible asset so that it will be available for use or sale.
- There is an intention to complete the intangible asset and use or sell it.
- There is an ability to use or sell the intangible asset.
- The intangible asset will generate probable future economic benefits. Among other things, the existence of a market for the output of the intangible asset or the intangible asset itself can be demonstrated or, if it is used internally, the intangible asset's usefulness can be demonstrated.
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- The expenditure attributable to the intangible asset during its development can be measured reliably.

Costs incurred in the development of new websites are amortised on a straight-line basis over a useful economic life of up to 3 years.

A review of the useful life of intangible assets is undertaken annually.

### 2.6 Impairment of assets

Intangible assets and investments are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

### 2.7 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

## 2. Accounting policies (continued)

### 2.7 Tangible fixed assets (continued)

Agricultural and residential properties are shown at cost less accumulated depreciation.

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range is as follows:

Freehold property	-	50 years
Leasehold property	-	5 - 10 years
Plant and machinery	-	4 - 5 years
IT infrastructure & equipment	-	3 - 5 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

### 2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted company shares, whose market value can be reliably determined, are remeasured to market value at each Statement of Financial Position date. Gains and losses on remeasurement are recognised in the Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

### 2.9 Stocks

Stocks are valued at the lower of cost and net realisable value. Stocks of magazine back issues are not valued. Agricultural stock is included at independent professional valuation.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

## 2. Accounting policies (continued)

### 2.10 Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods and services rendered net of sales tax and trade discounts.

Turnover from the sale of goods is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer. Turnover from services rendered is recognised in the income statement once the service has been completed.

Revenue is recognised when the Group:

- can reliably measure the amount of the revenue
- can reliably measure the stage of completion of any relevant contract at the end of the reporting period and
- when it is probable that the Group will receive the consideration due under the transaction.

Revenue represents the amount receivable for goods and services rendered net of sales tax and trade discounts.

Revenue from the sale of goods is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer. Revenue from services rendered is recognised in the income statement once the service has been completed.

The following revenue recognition criteria also apply:

- Revenue from the sale of goods arises from print publishing and is recognised on the date of sale of the related publication. Prepaid subscription revenues from print publishing are categorised as deferred income and released to the income statement over the life of the subscription.
- Revenue from sale of services principally comprises:
  - Live and virtual events such as exhibitions, conferences and awards – revenue is recognised on the date of the event
  - Subscriptions to digital services - prepaid subscription revenues are categorised as deferred income and released to the income statement over the life of the subscription
  - Digital advertising - revenue is recognised once contracted terms have been met.
  - Content marketing agency - revenue is recognised once contracted terms have been met.

### 2.11 Finance income and expenses

Interest income and expenses are reported on an accruals basis using the effective interest method.

### 2.12 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

### 2.13 Financial instruments

The Group enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other

**Haymarket Group Limited****Notes to the Financial Statements  
For the Year Ended 30 June 2023****2. Accounting policies (continued)****2.13 Financial instruments (continued)**

third parties and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Consolidated Income Statement if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated Income Statement.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the reporting date.

**2.14 Creditors**

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

## **Haymarket Group Limited**

### **Notes to the Financial Statements For the Year Ended 30 June 2023**

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

##### **2.15 Foreign currency translation**

###### **Functional and presentation currency**

The Company's and Group's functional and presentational currency is pounds sterling.

###### **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when initial fair value was determined.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Income Statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

On consolidation, the results of overseas operations are translated into sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Income Statement.

##### **2.16 Operating leases: the Group as lessee**

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

##### **2.17 Pensions**

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a employees individual plans. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated Income Statement when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

##### **2.18 Holiday pay accrual**

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Statement of Financial Position date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement accrued at the Statement of Financial Position date.



## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

## 2. Accounting policies (continued)

### 2.19 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Consolidated Statement of Financial Position.

### 2.20 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. 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.

##### a) Key sources of estimation uncertainty

The assessment of the useful economic life and the method of amortising tangible and intangible assets require judgement. Depreciation and amortisation are charged to the Consolidated Income Statement based on the useful economic life selected, which requires an estimation of the period and profile over which the Group expects to consume the future economic benefits embodied in the assets. The Group reviews its useful economic life on an annual basis.

Estimations are also required on property exit costs based on contractual agreements due to timing and nature of the agreements.

When carrying out an impairment review of investments and intangible assets, estimation of net present value of future cashflows is made using cashflow projections. Estimations of the value of freehold land and buildings at open market value are taken from external professional valuers.

##### b) Critical accounting judgements

Determining whether the carrying amount of intangible fixed assets and investments have indicators of impairment also requires judgement. If an indication of impairment is identified, further judgement is required to assess whether the carrying amount can be supported by the net present value of future cashflows forecast or fair value less costs to sell to be derived from the asset. This forecast involves cashflow projections and selecting the appropriate discount rate.

Assessing whether website development assets meet the required criteria for initial capitalisation requires judgement. This requires a determination of whether the assets will result in future benefits to the Group and are commercially viable. In particular, internally generated intangible assets must be assessed during the development phase to identify whether the Group has the ability and intention to complete the development successfully.

Judgement is also required when deciding if a dilapidation provision is needed. Each leasehold property is reviewed and the obligations set out in the contract and the length of time remaining on the lease are taken into consideration in order to make the decision.

There were no other critical accounting judgements made in applying the Company's accounting policies.

## Haymarket Group Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2023**4. Turnover**

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

	2023 £000	2022 £000
Sale of goods	22,603	20,671
Rendering of services	159,992	144,275
Other	553	981
	<u>183,148</u>	<u>165,927</u>

Analysis of turnover by country of destination:

	2023 £000	2022 £000
United Kingdom	74,793	70,447
USA	91,641	80,592
Rest of the world	16,714	14,888
	<u>183,148</u>	<u>165,927</u>

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

	2023 £000	2022 £000
Digital	109,194	98,064
Print	25,808	26,665
Live events	39,977	34,707
Other	8,169	6,491
	<u>183,148</u>	<u>165,927</u>

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 5. Operating profit

The operating profit is stated after charging:

	2023 £000	2022 £000
Depreciation of tangible fixed assets	1,861	1,702
Amortisation of tangible assets	2,969	3,377
Other operating lease rentals	3,527	3,259
Onerous lease provision	185	94
Defined contribution pension cost	3,299	3,717
Restructuring costs	926	393
	<u>          </u>	<u>          </u>

The restructuring costs in both years consist of staff redundancy costs linked to internal reorganisations.

#### 6. Auditors' remuneration

During the year, the Group obtained the following services from the Company's auditors and their associates:

	2023 £000	2022 £000
Fees payable to the Company's auditors and their associates for the audit of the consolidated and parent Company's financial statements	285	220
Fees payable to the Company's auditors and their associates in respect of:		
All non-audit services not included above	-	4
	<u>          </u>	<u>          </u>

#### 7. Employees

Staff costs were as follows:

	Group 2023 £000	Group 2022 £000
Wages and salaries	80,848	77,430
Social security costs	5,868	5,737
Cost of defined contribution scheme	3,299	3,716
	<u>          </u>	<u>          </u>
	90,015	86,883
	<u>          </u>	<u>          </u>

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

	2023 No.	2022 No.
Staff numbers	1,341	1,271
	<u>          </u>	<u>          </u>

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 8. Directors' remuneration

	2023 £000	2022 £000
Directors' emoluments	2,707	2,516
Company contributions to defined contribution pension schemes	9	13
Amounts earned under long term incentive plans (LTIP)	3,405	3,064
	<u>6,121</u>	<u>5,593</u>

The highest paid Director received remuneration of £3,504k, of which £2,427k was LTIP (2022 - £3,278k including £2,212k of LTIP)

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid Director amounted to £NIL (2022 - £NIL)

#### 9. Finance income

	2023 £000	2022 £000
Bank and other interest receivable	661	5
Foreign exchange gain	2,593	4,759
	<u>3,254</u>	<u>4,764</u>

#### 10. Finance expense

	2023 £000	2022 £000
Other interest payable	148	149
Foreign exchange loss	1,879	4,772
	<u>2,027</u>	<u>4,921</u>

#### 11. Income from investments

	2023 £000	2022 £000
Income from joint ventures and associates	<u>368</u>	<u>404</u>

Share of profits during the year are net of tax.

## Haymarket Group Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2023

## 12. Taxation

	2023 £000	2022 £000
<b>Corporation tax</b>		
Current tax on profits for the year	-	43
Adjustments in respect of previous periods	(765)	(76)
	<u>(765)</u>	<u>(33)</u>
<b>Foreign tax</b>		
Foreign tax on income for the year	3,776	3,609
Foreign tax in respect of prior periods	96	(73)
	<u>3,872</u>	<u>3,536</u>
<b>Total current tax</b>	<u>3,107</u>	<u>3,503</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	(457)	(1,032)
Adjustments in respect of previous periods	(111)	(399)
Movement due to tax rate changes	5	51
	<u>(563)</u>	<u>(1,380)</u>
<b>Taxation on profit on ordinary activities</b>	<u>2,544</u>	<u>2,123</u>

## Haymarket Group Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2023

## 12. Taxation (continued)

## Factors affecting tax charge for the year

The tax assessed for the year is higher than (2022 - lower than) the standard rate of corporation tax in the UK, which changed from 19% to 25% on 1 April 2023, giving an average corporation tax rate for the financial year of 20.5% (2022 - 19%). The differences are explained below:

	2023 £000	2022 £000
Profit on ordinary activities before tax	9,694	11,193
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.5% (2022 - 19%)	1,987	2,127
<b>Effects of:</b>		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	224	123
Adjustment in relation to prior years	(784)	(548)
Non-deductible depreciation/amortisation/impairments of assets not qualifying for capital allowances	24	268
Non-taxable income	(62)	(5)
Unprovided short term timing difference leading to a decrease in the tax charge	-	(126)
Unutilised and unprovided overseas losses	284	2
Utilised overseas losses	(52)	(118)
Overseas withholding tax	8	3
Effect of overseas tax rates	571	788
Book profit on chargeable assets	2	-
Double taxation relief	-	(3)
Use of unrelieved and unprovided UK losses brought forward	-	(385)
Unutilised and unprovided UK tax losses	315	74
Other differences leading to an increase (decrease) in the tax charge	17	56
Fx rate changes	-	1
Change in tax rates	10	(134)
<b>Total tax charge for the year</b>	<b>2,544</b>	<b>2,123</b>

## Factors that may affect future tax charges

With effect from 1 April 2023 the main rate of corporation tax is 25% in the UK.

**Haymarket Group Limited**

**Notes to the Financial Statements  
For the Year Ended 30 June 2023**

**13. Parent company results**

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Income Statement in these financial statements. The loss in the year of £875k (2022: loss £1,554k) is after a dividend received from Haymarket Group Properties Limited of £5,000k offset in part by the impairment of Haymarket Group Limited's investment in Haymarket Group Properties Limited of £4,106k.



## Haymarket Group Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2023

## 14. Intangible assets

## Group

	Website development £000	Goodwill £000	Total £000
<b>Cost</b>			
At 1 July 2022	5,997	63,975	69,972
Additions	1,340	1,206	2,546
Disposals	(2,540)	(144)	(2,684)
Foreign exchange movement	-	(388)	(388)
At 30 June 2023	4,797	64,649	69,446
<b>Amortisation</b>			
At 1 July 2022	3,364	54,385	57,749
Charge for the year on owned assets	1,903	1,066	2,969
On disposals	(2,541)	-	(2,541)
Impairment charge	-	308	308
Foreign exchange movement	-	(87)	(87)
At 30 June 2023	2,726	55,672	58,398
<b>Net book value</b>			
At 30 June 2023	2,071	8,977	11,048
At 30 June 2022	2,633	9,590	12,223

A review of impairment indicators was performed and Management concluded that there were no indicators present. Management then conducted an impairment review of its intangible assets using a 5-year discounted cashflow analysis with a terminal value, assuming a discount rate of 7.3% and long-term growth rates of between 0% and 2%. Management sensitised the discount rate to 10% which still showed no further impairment.

## Haymarket Group Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2023

## 15. Tangible fixed assets

Group and Company

	Freehold property £000	Long-term leasehold property £000	Plant and machinery £000	Total £000
<b>Cost or valuation</b>				
At 1 July 2022	16,326	5,107	12,459	33,892
Additions	1,482	21	1,518	3,021
Disposals	-	-	(2,622)	(2,622)
Exchange adjustments	-	(53)	(136)	(189)
At 30 June 2023	17,808	5,075	11,219	34,102
<b>Depreciation</b>				
At 1 July 2022	3,029	3,022	10,314	16,365
Charge for the year on owned assets	191	562	1,108	1,861
Disposals	-	-	(2,592)	(2,592)
Exchange adjustments	-	(30)	(106)	(136)
At 30 June 2023	3,220	3,554	8,724	15,498
<b>Net book value</b>				
At 30 June 2023	14,588	1,521	2,495	18,604
At 30 June 2022	13,297	2,085	2,145	17,527

## Haymarket Group Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2023

## 16. Fixed asset investments

## Group

	Investments in associates £000	Unlisted investments £000	Investment in joint ventures £000	Total £000
<b>Cost or valuation</b>				
At 1 July 2022	-	271	675	946
Additions	105	175	-	280
Foreign exchange movement	-	-	(40)	(40)
Transfers intra group	211	(211)	-	-
Share of profit/(loss)	16	-	232	248
At 30 June 2023	332	235	867	1,434
<b>Net book value</b>				
At 30 June 2023	332	235	867	1,434
At 30 June 2022	-	271	675	946

Joint venture share of profits during the year is net of tax of £352k (2022: £404k) and dividends of £120k (2022: £428k).

During the year the Group purchased a further 7% share in TMotions Global Limited bringing the total shareholding to 21%. Management concluded that the investment became an associate due to the increased shareholding and as such was transferred out of Unlisted investments and into Investments in associates. In the period to June 2023 its share of profits was £16k and no dividends were received. There is an option to purchase up to 50% shareholding over the next 4 years. The Directors have deemed the value of the options not to be material.

The Group's investments are listed on page 45.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 16. Fixed asset investments (continued)

Company

	Investments in subsidiary companies £000
<b>Cost or valuation</b>	
At 1 July 2022	144,106
	<hr/>
At 30 June 2023	144,106
<b>Impairment</b>	
Charge for the period	4,106
	<hr/>
At 30 June 2023	4,106
	<hr/>
<b>Net book value</b>	
At 30 June 2023	140,000
	<hr/> <hr/>
At 30 June 2022	144,106
	<hr/> <hr/>

At the start of the year, Haymarket Group Limited held investments in Haymarket Group Properties Limited and Haymarket Media Group Ltd.

During the year the Company's investment in Haymarket Group Properties Limited was impaired fully for £4,106k as the intention at year end was to strike off that subsidiary post year end.

Also during the year Haymarket Group Limited transferred its ownership of the entire issued share capital of Haymarket Media Group Ltd to Thenhurst Agricultural Limited in exchange for the issue of 118,000,000 £1 ordinary shares by Thenhurst Agricultural Limited.

Following this transaction, Thenhurst Agricultural Limited remains a 100% owned direct subsidiary of Haymarket Group Limited, with Haymarket Media Group Ltd now being directly owned by Thenhurst Agricultural Limited, not Haymarket Group Limited. The transfer of Haymarket Media Group Ltd ownership streamlines the Haymarket Group's vertical structure, and is part of the group-wide reorganisation and simplification programme that has been ongoing over the last two years since the Group became free of any third party debt.

At 30 June 2023, the investment of £140m represents Haymarket Group Limited's investment in Thenhurst Agricultural Limited. Management conducted an impairment review of this investment using a 5-year discounted cashflow analysis with a terminal value, assuming a discount rate of 7.3% and long-term growth rates of between 0% and 2%. Management sensitised the discount rate to 10% which still showed no further impairment.

A list of the company's subsidiary undertakings is shown on page 43.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 16. Fixed asset investments (continued)

##### Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Haymarket Media Group Ltd	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Thenhurst Agricultural Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket Group Properties Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket Publishing Services Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket UK2 Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket Worldwide Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
PR Publications Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket Consumer Media Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket New3 Limited **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket Medical Publications Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Rockcliffe Ltd **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Podcast Awards Limited **	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket Media GmbH	Frankfurter St, 38122, Braunschweig, Germany	Ordinary	100%
Bay Publishing Limited	Bridge House, 69 London Road, Twickenham, UK	Ordinary	100%
Haymarket Media Inc	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
CPS Communications LLC	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
Haymarket Business Publications LLC	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
Haymarket Medical Education LP	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
Haymarket Worldwide LLC	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
HME Global Education LP	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
PR Publications LLC	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 16. Fixed asset investments (continued)

##### Subsidiary undertakings (continued)

Name	Registered office	Class of shares	Holding
Prescribing Reference LLC	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
PRI Healthcare Solutions LP	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
H Media LLC	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
National Association of Continuing Education LLC	275 7th Avenue, 10th Floor, New York, NY 10001, USA	Ordinary	100%
Haymarket Media India Pvt Ltd	Unit 401, Raheja Xion, Byculla (East), Mumbai, India	Ordinary	100%
Haymarket SAC Publishing Pvt Ltd	Unit 401, Raheja Xion, Byculla (East), Mumbai, India	Ordinary	75%
Haymarket Media Ltd	10/F Zung Fu Industrial Building, 1067 King's Rd, Quarry Bay, Hong Kong	Ordinary	100%
Haymarket Media Asia Pte Ltd	Level 17, Frasers Tower, 182 Cecil Street, 069547, Singapore	Ordinary	100%
Haymarket Media Asia Ltd	10/F Zung Fu Industrial Building, 1067 King's Rd, Quarry Bay, Hong Kong	Ordinary	100%
Haymarket Shanghai Ltd	5/F East Building, China Merchants Plaza, 333 North Changdu Rd, Shanghai, China	Ordinary	100%

\*\* These Group entities are exempt from audit by virtue of Section 479A of the Companies Act 2006. Haymarket Group Limited has provided statutory guarantees to the following entities in accordance with Section 479C of the Companies Act 2006.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 16. Fixed asset investments (continued)

##### Associate

The following was an associate of the Company:

Name	Registered office	Class of shares	Holding
TMotions Global Limited	3rd Floor, 207 Regent Street, London, W1B 3HH	Ordinary	21%

##### Joint ventures

The following were joint ventures of the Company:

Name	Registered office	Holding
Asian Advertising Festival Pte Ltd	182 Cecil Street, Level 17 Frasers Tower, Singapore 069547	50%

#### 17. Stocks

	Group 2023 £000	Group 2022 £000
Raw materials and consumables	250	245

Raw materials and consumables include £159,000 (2022: £157,000) of agricultural stocks which are included at independent professional valuation.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 18. Debtors

	Group 2023 £000	Group 2022 £000
<b>Due after more than one year</b>		
Other debtors	933	1,637
Deferred tax asset (see note 22)	6,071	5,676
	<u>7,004</u>	<u>7,313</u>
	Group 2023 £000	Group 2022 £000
<b>Due within one year</b>		
Trade debtors	24,756	27,700
Amounts owed by joint ventures and associated undertakings	18	-
Other debtors	507	280
Prepayments and accrued income	12,449	11,204
Tax recoverable	151	874
	<u>37,881</u>	<u>40,058</u>

#### 19. Creditors: Amounts falling due within one year

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Trade creditors	8,191	8,038	-	-
Corporation tax	505	1,081	-	-
Other taxation and social security	1,587	1,173	-	-
Other creditors	2,531	2,462	-	-
Accruals and deferred income	56,613	45,441	80	35
	<u>69,427</u>	<u>58,195</u>	<u>80</u>	<u>35</u>

Included within £56,613k of creditors falling due within 1 year is £16,231k of LTIPs payable.

The Directors consider that the carrying amount of creditors approximates to their fair value.



## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 20. Creditors: Amounts falling due after more than one year

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Amounts owed to group undertakings	-	-	28,618	28,894
3% Redeemable £1 preference shares	4,950	4,950	4,950	4,950
Accruals and deferred income	2,007	12,998	-	-
	<u>6,957</u>	<u>17,948</u>	<u>33,568</u>	<u>33,844</u>

Included within £2,007k of creditors falling due after 1 year is £1,871k of LTIPs payable.

The Directors consider that the carrying amount of creditors approximates to their fair value.

The amounts owed to group undertakings by the company is unsecured, interest free and repayable on demand.

#### 21. Financial instruments

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
<b>Financial assets</b>				
Financial assets that are debt instruments measured at amortised cost	<u>26,197</u>	<u>29,617</u>	<u>-</u>	<u>-</u>
<b>Financial liabilities</b>				
Financial liabilities measured at amortised cost	<u>(15,673)</u>	<u>(15,201)</u>	<u>(33,568)</u>	<u>(33,843)</u>

## Haymarket Group Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2023

## 22. Deferred taxation

## Group

	2023 £000	2022 £000
At beginning of year	5,676	3,950
Charged to other comprehensive income	563	1,380
Utilised in year	(168)	346
<b>At end of year</b>	<b>6,071</b>	<b>5,676</b>

The deferred tax asset is made up as follows:

	Group 2023 £000	Group 2022 £000
Accelerated capital allowances	924	1,138
Other timing differences - deferred tax asset	5,125	4,524
Overseas losses	22	14
	<b>6,071</b>	<b>5,676</b>

Deferred tax assets or liabilities have been recognised at 25% in the financial statements, being the tax rate that was enacted at the date of the Statement of Financial Position and will be in effect from 1 April 2023.

There is also an unrecognised net deferred tax asset in the Group of £6,322k (2022: £6,848k) comprising of amounts as shown overleaf:

	Group 2023 £000	Group 2022 £000
Unutilised overseas tax losses	4,061	4,148
Unutilised UK tax losses	2,779	3,218
Capital losses	-	-
Gain deferred by rollover relief	(518)	(518)
	<b>6,322</b>	<b>6,848</b>

Deferred tax has not been provided for gains rolled over into replacement assets as gains or losses have not yet been realised in respect of these assets.

Deferred tax has not been provided for part of the Group's unutilised losses, as there is insufficient evidence that these losses will be offset against future taxable profits.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 23. Provisions

Group

	Onerous lease provision £000
At 1 July 2022	1,569
Charged to profit or loss	185
Utilised in year	(604)
<b>At 30 June 2023</b>	<b><u>1,150</u></b>

**Haymarket Group Limited****Notes to the Financial Statements  
For the Year Ended 30 June 2023****24. Called-up share capital**

	2023 £000	2022 £000
<b>Shares classified as equity</b>		
<b>Allotted, called-up and fully paid</b>		
25,796,410 (2022: 25,796,410) Ordinary shares of £0.01 each	258	258

The Rt. Hon the Lord Heseltine and his family have a controlling interest in the Company.

Ordinary shares rank equally for voting rights, dividends declared and for any distribution made on a winding up. Ordinary shares are not redeemable.

**Share classified as debt**

The redeemable preference shares have full righting rights, the right to a fixed cumulative dividend (payable annually), the right to participate fully in any further dividend and preferential right to amount paid up on each share on capital distribution (including on winding up). The Company has the option to redeem the preference shares at any time, but is not obliged to do so. There is no premium payable on redemption.

**25. Reserves****Capital redemption reserve**

The capital redemption reserve represents the nominal value of ordinary shares that have been bought back by the Company. It is non-distributable.

**Merger Reserve**

The merger reserve arose when the Group consolidated subsidiaries following a Group reconstruction in 1993. It represents the difference between the cost of the investment in the subsidiaries and the nominal value of the share capital of those companies.

**Profit and loss account**

Includes all current and prior period retained profit and losses.

## Haymarket Group Limited

### Notes to the Financial Statements For the Year Ended 30 June 2023

#### 26. Commitments under operating leases

At 30 June 2023 the Group had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2023 £000	Group 2022 £000
Not later than 1 year	4,037	3,696
Later than 1 year and not later than 5 years	12,029	11,521
Later than 5 years	1,870	4,455
	<u>17,936</u>	<u>19,672</u>

	Group Land and Buildings 2023 £000	Group Other 2023 £000	Group Land and Buildings 2022 £000	Group Other 2022 £000
Not later than 1 year	4,004	33	3,664	32
Later than 1 year and not later than 5 years	11,965	64	11,504	16
Later than 5 years	1,870	-	4,455	-
	<u>17,839</u>	<u>97</u>	<u>19,623</u>	<u>48</u>

#### 27. Related party transactions

During the year the Group entered into transactions with one of its Directors. Personal costs of £501k (2022: £325k) for Lord Heseltine were paid for by the Group and fully reimbursed during the year.

The Group purchased a further 7% share in TMotions Global Limited bringing its total shareholding to 21% (see note 16). TMotions is also a supplier of website development services to the Group. During the year £1,444k (2022: £1,391k) of services were supplied of which £715k (2022: £532k) was capitalised.

## **Haymarket Group Limited**

### **Notes to the Financial Statements For the Year Ended 30 June 2023**

#### **28. Post balance sheet events**

Haymarket Group Limited has made two post year end acquisitions. A 100% Canadian subsidiary, Message Media Inc was acquired on 6 July 2023 for £0.2m.

On 14 September 2023, the Group entered into a joint venture agreement with a German software solutions company, and acquired Garden Connect B.V., a Netherlands based online marketing agency for horticulture businesses. The acquisition price for the Group's 50% shareholding was £0.9m with a further £0.9m of deferred consideration expected to be paid over a 3 year earn out period. This acquisition is aligned to the Group's strategy to diversify its revenues.

On 14 November 2023, the following UK subsidiaries were formally dissolved; Haymarket New3 Ltd, Podcast Awards Limited and Rockcliffe Limited.

In addition, the following US entities were formally dissolved on 21 September 2023; Prescribing Reference LLC, Haymarket Worldwide LLC, Haymarket Business Publications LLC, CPS Communications LLC and H Media LLC, with HME Global Education LP being formally dissolved on 26 September 2023.