

**CLARION EVENTS LIMITED**

**ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31<sup>ST</sup> JANUARY 2021**

**COMPANY NO: 00454826**

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## CLARION EVENTS LIMITED

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<b>CONTENTS</b>	<b>Page</b>
Strategic report	1
Directors' report	10
Statement of directors' responsibilities	12
Income statement	13
Statement of financial position	14
Statement of changes in equity	16
Notes to the financial statements	17

The directors present their Strategic report for the year ended 31<sup>st</sup> January 2021.

**Review of strategy**

The company is a member of the Comet Midco group of companies (the Group). The Group is one of the world's leading event organisers, producing and delivering innovative and market-leading outcomes and experiences since 1947. The Group is an international business, with a portfolio of leading brands across a range of vertical markets. At 31<sup>st</sup> January 2021, we had over 1,600 employees based in 52 offices worldwide who specialise in delivering first-class marketing, networking and information solutions in high-value sectors, both in mature and emerging geographies.

Our purpose is to deliver exceptional customer outcomes and experiences, by making every connection count and, whilst our stated vision is to aspire that every one of our brands is the recognised leader in customer satisfaction in its segment.

In order to deliver on our purpose and vision we have five core strategic pillars:

**PEOPLE, CULTURE & VALUES**

Assemble and develop an industry-leading talent pool, under a clear and shared framework of values, behaviours and aspirations.

**STRONG RESILIENT PORTFOLIO**

Establish a world-class portfolio of leading brands in attractive underlying markets.

**BUSINESS MODEL**

Focus on business model evolution to deliver innovative products that meet the connection needs of their markets.

**CUSTOMER CENTRICITY**

Place exceptional customer outcomes and experiences at the heart of our approach to business.

**OPERATING MODEL & TECHNOLOGY**

Deliver customer value and grow our brands via an effective and progressive technology platform and operating model.

**Business model**

We are market leaders in providing connectivity and business-critical insight across communities of buyers and sellers. We do this by focusing on our five pillars which create innovative products. Placing exceptional customer outcomes and experiences at the heart of our business model enables our customers to realise their investment in our offerings.

**Business model (continued)**

Customers have always used our range of exhibitions, conferences, tradeshow and websites to target new business, demonstrate their products, build deeper relationships with their clients and identify new opportunities for performance improvement. In helping them achieve this, we experienced strong rebook rates and attracted new customers. The impact of COVID-19 on the Group has allowed us to explore more of the online or “non-live” forms of connections between market participants which have become more significant and higher profile than ever – providing an exciting new avenue for growth and product development for both the Group and our customers. We operate in stable, long-term, vertical industries with significant international growth potential. Our business model evolves to ensure we continue to meet our customers’ expectations.

**COVID-19 actions and implications**

COVID-19 has had a major impact on the events industry worldwide since the pandemic was declared on 12<sup>th</sup> March 2020. The health and safety of our employees and customers continues to be the most important consideration as we work through our approach to returning to normal. Throughout the financial year, most of our offices continued to adopt a work from home policy, following local government advice on return to office working and business continuity.

We were unable to run the majority of our events during the financial year due to the restrictions on mass gatherings and international travel. The majority of customers continue to support us and we have worked with our venues to postpone a number of our events worldwide. We have only cancelled events where there is no other option.

Throughout the year we looked at our cost base across the portfolios and centrally, removing costs or deferring them in line with postponements to align with our expectations over event restart. This included a cycle of headcount review and subsequent reductions in line with business activity, deferring capital expenditure and managing our cost base to preserve liquidity. We also utilised COVID-19 government assistance schemes in the UK, China, Hong Kong, Germany and USA, and continue to do so where appropriate.

*Consistent with the prior year, we continue to regularly model a number of possible forward-looking outcomes which consider, amongst other things, the overall length of the restrictions in each location, as well as the anticipated rate of recovery across key regions and events. These scenarios give a broad range of outcomes and continue to drive our approach to revenue and cost management, as well as discretionary spend, as we moved through 2020 and in to 2021. Further information is contained in the going concern section within the Directors’ report which starts on page 10.*

It is clear that the pandemic has significantly impacted our 31<sup>st</sup> January 2021 results and although we are seeing signs of recovery, given the level of uncertainty that still exists and the dynamic nature of the situation in each geography, it is too early to quantify COVID-19’s full impact on the financial year ended 31<sup>st</sup> January 2022. We continue to be confident that the demand for our live events remains and that coming out of this extremely difficult period and unprecedented situation, we are still well placed to deliver exceptional customer outcomes and experiences, alongside longer-term value creation.

## **CLARION EVENTS LIMITED**

### **STRATEGIC REPORT (CONTINUED)**

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#### **Principal activity and review of the business**

The principal activity of the company is the organisation of exhibitions and shows. During the year, the company generated revenue of £19,287,000 (2020: £64,135,000). The company made an operating loss of £19,060,000 (2020: loss of £11,655,000) and the operating margin decreased to (98.8%) (2020: (18.2%)). The decline in revenue and operating margin was due to the cancellation of events as a result of COVID-19.

#### **Principal risks and uncertainties, financial risk management and key performance indicators**

Principal risks and uncertainties, financial risk management and key performance indicators (KPIs) of the company are integrated with those of the Group, and are not managed separately. Accordingly, the principal risks and uncertainties of the Group and its KPIs, which include those of the company, are described in the Strategic report of the Consolidated financial statements of Comet Midco Limited for the year ended 31<sup>st</sup> January 2021.

#### **Trends and factors affecting future performance**

Looking to the years ahead, we remain encouraged by the company's underlying prospects. Alongside the familiar external unknowns, we continue to face the extraordinary in COVID-19. This has adversely affected our results in the current year and will impact year ended 31<sup>st</sup> January 2022. We are confident we have the strength in demand, quality brands and people, the strategy and the financial strength to ensure the company emerges successfully from this period, and as a recognised category leader.

The industry continues to evolve through advances in technology and modernisation. Throughout the last year, we have done significant work to better understand our customer and improve the alignment of visitor and exhibitor requirements. This is balanced with considering the opportunities for online or "non-live" forms of connections between market participants, which are becoming more significant and higher profile than ever. We see this as providing an exciting new avenue for growth and product development, alongside our live events.

Whether through live or digital formats, customer expectations are changing and becoming more sophisticated, with important implications for how we run the business. As we approach the recovery period, we want to bring "live" back in ways which meet these emergent needs and behaviours, including improving the product through technology use and complementary non-live services. We also need to transition our growing range of digital products generally into brands which deliver for our customers as a complement to our live events.

Live remains key to the future of the business and in all of our locations, the company continues to closely monitor government responses to recovery and the journey towards normal. Local roadmaps out of lockdown, including vaccine rollout and removal of social distancing, particularly for our domestic events, will play a key part in the recovery of our live formats.

#### **Environmental matters**

The company recognises it has an effect on the environment, regardless of how minor, and is committed to identifying and implementing environmental improvements where possible.

Greenhouse gas (GHG) reporting and the Streamlined Energy and Carbon Report (SECR) reportable emissions scope and categories of the company are integrated with those of the Group, and are not managed separately. Accordingly, GHG and SECR reporting and methodology for the Group, which include those of the company, are described in the Strategic report of the Consolidated financial statements of Comet Midco Limited for the year ended 31<sup>st</sup> January 2021.

## CLARION EVENTS LIMITED

### STRATEGIC REPORT (CONTINUED)

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#### **Social, community and human rights issues**

The company is committed to the highest standards of ethical conduct in its business activities across the world. *Every employee and individual acting on behalf of the company is responsible for maintaining the reputation of the company and for conducting company business professionally.*

Company policies include: Anti-Bribery and Corruption; Anti-Bullying and Harassment; Dignity at work; and Whistleblowing. The company takes a zero-tolerance approach to bribery and corruption and is committed to *acting professionally, fairly and with integrity in all its business dealings and relationships* wherever it operates.

The company has a robust employee grievance procedure that ensures that any problems or concerns regarding an employee's work, the working environment or working relationships are dealt with fairly and sensitively.

In accordance with section 54(1) of the Modern Slavery Act 2015, the Group's slavery and human trafficking statement for the financial year ended 31<sup>st</sup> January 2021, which applies equally to the company, is published on the Group's website: [www.clarionevents.com](http://www.clarionevents.com).

The Group has a Corporate and Social Responsibility Committee consisting of representatives from central and operational teams. The aim of the Committee is to review and make recommendations to the Board on initiatives for the Group and the company to take responsibility for its impact on a number of issues ranging from human rights to looking after the environment.

#### **Employees**

The company values its employees and is committed to the continued improvement of employee engagement.

Employee objectives are aligned with business strategy, vision, and purpose.

The company has a comprehensive set of policies and processes that inform and support its employees in the way in which the company does business. This includes an employee handbook, *global appraisal processes and competency framework tools to drive performance, talent, personal and career development.*

The company has a wide selection of employee benefits, bonus/incentive schemes and participates in an Employee Benefit Trust for senior management.

The company has a culture that is inclusive, entrepreneurial and open. The company's values are passion, care, imagination and trust and these are at the heart of how the company behaves and makes decisions around recruiting, developing and promoting talent. The company also uses its values to inform decision making around the customers, suppliers and third parties that it works with.

#### **Unconscious bias**

Employment decisions around recruitment, promotion, compensation benefits and performance management are based on individual skills, performance and behaviour and how this relates to the needs of the business. *We are in the process of including unconscious bias training for managers as part of our recruitment training and will be including information about the subject in our manager guide.*

**Gender pay gap**

As required by the Equality Act 2010, Clarion Events Limited submits an annual gender pay gap report. The gender pay gap refers to differences between the earnings of male and female employees performing a variety of different jobs across the company.

The table below shows our mean and median hourly gender pay gap as at 5<sup>th</sup> April 2020 and our bonus gap for the 12 months to 5<sup>th</sup> April 2020:

	<b>Mean</b>	<b>Median</b>
Hourly pay	30.13%	23.15%
Bonus	57.51%	54.71%

The mean gap is largely driven by a higher proportion of men than women in our most senior positions and higher proportion of women than men within the lowest paid roles within our UK employee population. This has a disproportionate impact on the mean, and therefore it is believed that the median figures are a more accurate representation as it removes any skewing of higher and lower pay.

Additionally, the bonus gap calculation looks at actual bonus paid and is not adjusted for part-time hours or an absence such as maternity leave. Therefore, a bonus for a part-time female employee which has been adjusted for part-time work, or for a female who has taken a period of maternity leave, is compared to that of a full-time male employee which results in a bonus gap. At 30<sup>th</sup> April 2020, the majority of our permanent part-time roles were held by women, as well as a number of women on maternity leave.

We are continuing to take positive actions towards the gender pay gap as follows:

- providing opportunities and information for flexible working at all levels within the company where possible, including senior roles and communicating the benefits of flexible and inclusive ways of working;
- our annual pay and bonus review will continue to be interrogated and approved by our management board to ensure consistency, fairness and avoid unconscious bias;
- training on diversity and unconscious bias will be included in management recruitment training, the managers guide and in manager briefings; and
- we strengthened our parental leave rights for fathers and second parents to help to tackle the gender pay gap. We have reviewed our policy on shared parental leave pay and now offer fathers and second parents the enhanced company maternity pay given to mothers.

## CLARION EVENTS LIMITED

### STRATEGIC REPORT (CONTINUED)

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#### Section 172 Companies Act 2006

The Board works to promote the success of the Group for the benefit of its members as a whole with regard to all its stakeholders and to the matters set out in Section 172 of the Companies Act 2006. The Board sees the fostering of good business relationships and maintaining a high degree of business integrity and stakeholder engagement as key to the continued success of the company. The following disclosure describes how the directors have had regard to the matters set out in section 172(1)(a) to (f) and forms the directors' statement required under section 414CZA of The Companies Act 2006.

#### *Board governance*

The Board has chosen to apply the Wates Corporate Governance Principles for Large Private Companies for the year ended 31<sup>st</sup> January 2021. These principles provide a code of corporate governance for large private companies to raise awareness of good practice and over time to help to improve standards of corporate governance. They also support directors to meet the requirements of Section 172 Companies Act 2006 by providing guidance on six key principles, as laid out in the Corporate governance report, on pages 28 to 31 of the Consolidated financial statements of Comet Midco Limited for the year ended 31<sup>st</sup> January 2021.

#### *Activities of the Board*

The Board operates an agenda of items aligned to the Group's operating and reporting cycles with approvals, endorsements, review and monitoring, where appropriate. As discussed in the Corporate governance report, on pages 28 to 31 of the Consolidated financial statements of Comet Midco Limited for the year ended 31<sup>st</sup> January 2021, our stakeholders are key to the Group's ability to deliver long-term value and this is a key area of focus for the Board. All decisions take into account the impact on stakeholders and the views of stakeholders are gathered in board papers and inform the decisions made in Board meetings. The principle decisions made by the Board relate to business development, namely acquisitions, trading and strategy.

The health and safety of our employees, customers and partners has remained a high priority for the Board during the last year.

It has been necessary to manage costs and cashflow more effectively during the last year. This included all employees being asked to take a pay reduction during a period of 2020, which was unequivocally agreed to by all employees. In taking this decision, the directors had regard to the financial situation of the company and the impact of COVID-19 at this time. The directors do not believe that this is a decision that will need to be repeated but will monitor and act accordingly, considering the likely consequence of any decision in the long term.

As the situation with COVID-19 affected live events and lockdowns commenced, the management board met at least weekly to review the situation. It quickly made a decision to expand the remit of the Business Continuity Planning (BCP) team who have met weekly since the pandemic commenced. The BCP team worked to assist employees to work from home effectively and to monitor government guidance in each of the offices in which the Group operates and advise Board accordingly.

As government guidance has evolved, the Board, via the BCP team and the overseas chief executive officers (CEOs), has issued internal guidance to employees and during the times when offices have been able to open and/or employees have been unable to work from home, all employees have had a COVID-19-safe environment in which to work. Further details of the UK COVID-19-safe risk assessments can be found on our website, [www.clarionevents.com](http://www.clarionevents.com). The management board, acting through the BCP team and overseas CEOs, will continue to monitor government guidance and respond accordingly, both in the short and long-term.

**Section 172 Companies Act 2006 (continued)**

*Stakeholders*

The Group's key stakeholders are considered to be investors, customers, suppliers, employees and the communities and environments in which we operate. The relationships with stakeholders, how the directors engage with them, along with key decisions and interactions are presented throughout the Annual Report and specifically in the Corporate governance report on pages 28 to 31 of the Consolidated financial statements of Comet Midco limited for the year ended 31<sup>st</sup> January 2021.

<b>Stakeholders</b>	<b>Objectives</b>	<b>Method of engagement</b>
Investors	Long-term, sustainable value growth, clear strategy and direction.	<p>Monthly executive board meetings, provision of detailed regular and ad hoc management information, ongoing communications with Investor Directors. This communication has been increased to weekly with our Investor Directors as the situation with COVID-19 developed together with ad hoc meetings with our lenders to keep them appraised. Both Investor Directors and lenders remain supportive.</p> <p>Regular board meetings are held with shareholders who maintain a stake in our subsidiaries, with at least one member of the executive team present to discuss trading, strategy and ensure effective communication with shareholder partners. During the past year, this cadence has been increased, where necessary, to discuss any COVID-19 impact.</p>
Customers	Provision of high-quality product, tailored by portfolio and event, to meet customer expectations and generate value.	<p>Customer engagement is directly through attending live and digital events. During the last financial year, business units throughout the Group pivoted to holding more digital events in order to meet customer demand during the pandemic. In addition, investments for the long-term were made in virtual event platforms in order to continue to connect exhibitors and attendees and offer alternative solutions to attending live events. It is expected that these hybrid solutions will continue post pandemic.</p> <p>Inclusion of regular event-level metrics in board reporting, to be able to review customer behaviour and adapt accordingly.</p>

**Section 172 Companies Act 2006 (continued)**

<b>Stakeholders</b>	<b>Objectives</b>	<b>Method of engagement</b>
Customers (continued)		<p>Developing 'Customer Centricity through Needs, Purpose, Value' framework through regular feedback to develop a deeper understanding of customer needs and enable sustainable and purpose driven products.</p> <p>The formation of a series of 'WhatIf' seminars designed to assist employees to design and deliver outstanding digital products to customers. This was seen as increasingly important for employees as they worked from home to connect with, and learn from their peers.</p> <p>Pioneering, in conjunction with other exhibition organisers, the All Secure Framework which has since been adopted by Association of Exhibition Organisers and Society of Independent Organisers.</p> <p>This has been adopted as the common standards of health, safety and operational planning, management and on-site conduct for the events industry. The framework, is approved by the UK government, and provides support and assessments to ensure a safe return to live events. Work continues with this group to review the return to live and adapt accordingly.</p>
Suppliers	Working together to deliver world-class events, both live and digital, considering environmental and social impacts of the whole supply chain.	<p>Open and transparent relationships and communications with key suppliers and venues is encouraged. During the last year, as the pandemic occurred, work commenced with suppliers to preserve cash flow and eliminate costs where possible. This was managed by local teams in a way that ensured objectives were met, whilst also ensuring supply base would be able to deliver services when live events returned and relationships with suppliers were preserved.</p> <p>Key suppliers remain venues. During the last year, projects were undertaken by local and central teams to work with venues to postpone events. Where needed, the management board, in agreement with Investor Directors, made decisions to cancel events and open and transparent communication was had with suppliers at this time to work to a best outcome for all involved in order to foster relationships for the long-term.</p>

**CLARION EVENTS LIMITED**

**STRATEGIC REPORT (CONTINUED)**

**Section 172 Companies Act 2006 (continued)**

Stakeholders	Objectives	Method of engagement
Employees	<p>Attraction and retention of high-quality employees with the information and tools to be effective in their roles.</p> <p>Support to employees as employees were working from home for the majority of the year.</p> <p>Appropriate recognition and reward in the short-term with development opportunities to build successful future careers.</p>	<p>Via regular communication and town halls, including Q&amp;A, with the CEO.</p> <p>Regular communication from management throughout the business from global senior leadership meetings through to local team meetings.</p> <p>Through regular HR reports to the Board including engagement initiatives and measures such as employee engagement surveys.</p> <p>Initiatives launched during the year to support employees during this difficult time including the launch of a mental wellbeing portal in association with the Association of Exhibition Organisers. Regular wellness emails to employees were sent by the HR team(s). Black History Month was celebrated with a series of informative facts sent by members of the management board highlighting historical facts and also members of staff who were positively contributing to the “Black Lives Matter” initiative. This was considered by the Board to be important to support employees and encourage innovation.</p> <p>Continued support of initiatives by the Association of Exhibition Organisers to support exhibition industry professionals who have lost employ during 2020.</p> <p>During the year a Diversity and Inclusivity (D&amp;I) initiative was launched: strategy document published, global D&amp;I representatives appointed and employee forums held with a roadmap in place for further initiatives.</p>
Community and environment	Positive impact on local communities and management of environmental footprint.	Corporate and Social Responsibility Committee reporting to the Board. Active contribution to the Exhibitions Industry Cross-Association Group formed to share know-how and good practices in corporate social responsibility within the exhibitions Industry.

By order of the Board



R Johnson  
 Director  
 20 October 2021

## **CLARION EVENTS LIMITED**

### **DIRECTORS' REPORT**

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The directors present their report of Clarion Events Limited (the company) together with the unaudited financial statements for the year ended 31<sup>st</sup> January 2021.

#### **Dividends**

No dividend has been paid or declared during the year (2020: £nil). The company did not receive a dividend during the year (2020: £nil).

#### **Corporate governance**

The corporate governance of the company is integrated with that of the Group, and is not managed separately. Accordingly, detailed corporate governance information for the Group, which includes that of the company, is described on pages 28 to 31 of the Consolidated financial statements of Comet Midco Limited for the year ended 31<sup>st</sup> January 2021.

#### **Employee information**

Our employees and workers are considered one of our key stakeholders. Detailed information on employee engagement and other relevant information is set out on page 4 of the Strategic report.

#### **Trends and factors affecting future performance**

This is set out on page 3 of the Strategic report.

#### **Financial risk management**

The Group's approach to financial risk management is set out in on page 3 of the Strategic report.

#### **Post balance sheet events**

None noted.

#### **Directors**

The directors who served during the year, and up to the date of signing the financial statements, were as follows:

R Johnson  
S R Kimble  
L A Hannant  
R S Wilcox

The Group holds a directors' and officers' insurance policy which covers all the directors of the company.

## CLARION EVENTS LIMITED

### DIRECTORS' REPORT (CONTINUED)

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#### Going concern

As part of the going concern assessment performed in respect of the Comet Midco Limited consolidated financial statements for the year ended 31<sup>st</sup> January 2021, the directors have made current consideration of the potential impact of the COVID-19 pandemic on the cashflows, liquidity, banking covenants and business activities of the Group over the next 15 months. This assessment, background, key assumptions and the views of the Board are set out in detail in the Director's report of the Comet Midco Limited consolidated financial statements.

The Board has confidence in the base case and the robust assumptions on which it is built but has reviewed and challenged the modelling undertaken by management and stress-tested the model for the impact of a number of different scenarios. The extreme scenario assumptions are set out in the Comet Midco Limited consolidated financial statements.

Despite the positivity visible in the market and the indicators of demand we are seeing from our customers who are keen to be back in face-to-face contact with their customers at our events, the directors acknowledge that uncertainties over exhibitions, events and mass gatherings, as well as travel restrictions, continue to exist. When considering this extreme scenario, the assumptions and related cashflows, there are points at which, within the next 15 months the Group would not have sufficient liquidity within its existing operating cash balances to satisfy all financial obligations when they fall due.


Therefore, the Group's indirect controlling shareholder, Blackstone Capital Partners (Cayman) VII, LP, part of The Blackstone Group Inc., has provided a letter confirming that, for a period of 15 months from 31<sup>st</sup> May 2021, it will provide support to the Group up to a fixed amount, if required. Having considered the forecast performance of the Group, including the extreme downside risks, the directors are satisfied that the Group will not require more than the fixed amount of support to be provided.

Further, Blackstone Capital Partners (Cayman) VII, LP, has confirmed that for a period of a 15 months from 31<sup>st</sup> May 2021, it does not intend to undertake any decision or action, in its capacity as an indirect controlling shareholder of the Group, which would reasonably be expected to negatively affect the Group's ability to continue as a going concern. The details of this support and the ability of Blackstone Capital Partners (Cayman) VII, LP to pay have been reviewed by the directors.

Since the Comet Midco Limited consolidated financial statements were signed, the model continues to be updated on a rolling basis and closely monitored. In the most extreme scenario, which the directors believe is highly unlikely, and with the support provided by Blackstone throughout the period to August 2022, the model shows headroom through the 15 months to January 2023.

Accordingly, but acknowledging the uncertainty in respect of the ongoing situation with COVID-19 and the continuing impact of this on the global economy, the directors continue to believe that it is appropriate to prepare the financial statements on a going concern basis.

By order of the Board



R Johnson  
Director  
20 October 2021

## **CLARION EVENTS LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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#### **Directors' responsibilities for the financial statements**

The directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable UK 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, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## CLARION EVENTS LIMITED

### INCOME STATEMENT

For the year ended 31 <sup>st</sup> January	Notes	2021 £000	2020 £000
Revenue	4	19,287	64,135
Cost of sales		(8,185)	(36,871)
<b>Gross profit</b>		<b>11,102</b>	<b>27,264</b>
Other income		7,071	283
Administrative expenses		(37,233)	(39,202)
Impairment		(7,792)	-
<b>Operating loss</b>	5	<b>(26,852)</b>	<b>(11,655)</b>
Interest payable and similar charges	7	(1,534)	(1,647)
Interest receivable	8	1,584	883
<b>Loss before taxation</b>		<b>(26,802)</b>	<b>(12,419)</b>
Tax credit	9	3,666	491
<b>Loss after taxation</b>		<b>(23,136)</b>	<b>(11,928)</b>
Exchange difference on overseas branch		5	(5)
<b>Loss and total comprehensive expense for the year</b>		<b>(23,131)</b>	<b>(11,933)</b>

The accompanying accounting policies and notes form an integral part of these financial statements.

The company had no other comprehensive income or expense in the current or prior period.

All amounts relate to continuing activities.

**CLARION EVENTS LIMITED**

**STATEMENT OF FINANCIAL POSITION**

**COMPANY NO: 00454826**

<b>At 31<sup>st</sup> January</b>	<b>Note</b>	<b>2021 £000</b>	<b>2020 £000</b>
Goodwill	10	4,526	4,526
Other intangible assets	10	8,455	11,661
Property, plant and equipment	11	611	936
Investments	12	207,559	215,351
Right-of-use assets	13	1,330	2,660
Deferred tax assets	14	3,636	428
Prepaid event costs	15	242	-
<b>Non-current assets</b>		<b>226,359</b>	<b>235,562</b>
Cash and cash equivalents		6,990	11,719
Trade and other receivables	15	272,304	457,952
<b>Current assets</b>		<b>279,294</b>	<b>469,671</b>
<b>Total assets</b>		<b>505,653</b>	<b>705,233</b>
Lease liabilities	16	-	(1,365)
Provisions	17	-	(286)
Trade and other payables	18	(6,921)	(8,197)
<b>Non-current liabilities</b>		<b>(6,921)</b>	<b>(9,848)</b>
Lease liabilities	16	(1,365)	(1,286)
Provisions	17	(286)	-
Deferred tax liabilities	14	(170)	(259)
Trade and other payables	18	(509,091)	(683,734)
<b>Current liabilities</b>		<b>(510,912)</b>	<b>(685,279)</b>
<b>Total liabilities</b>		<b>(517,833)</b>	<b>(695,127)</b>
<b>Net (liabilities)/assets</b>		<b>(12,180)</b>	<b>10,106</b>
<b>Equity</b>			
Called up share capital	20	-	-
Translation reserve		(302)	(307)
Other reserves	20	665	673
Share based payment reserve		5,958	5,105
Retained earnings		(18,501)	4,635
<b>Total equity</b>		<b>(12,180)</b>	<b>10,106</b>

For the year ended 31<sup>st</sup> January 2020 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The directors confirm that:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and
- they acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The notes on pages 17 to 48 form part of these financial statements. These financial statements on pages 13 to 48 were approved by the board of directors on 20 October 2021 and signed on its behalf by:



R Johnson  
Director

**CLARION EVENTS LIMITED**

**STATEMENT OF CHANGES IN EQUITY**

	Note	Share capital £000	Foreign currency translation reserve £000	Other reserves £000	Share based payments reserve £000	Retained earnings £000	Total shareholders' funds £000
<b>At 1<sup>st</sup> February 2019</b>		-	(302)	-	2,917	13,709	16,324
Loss for the year		-	-	-	-	(11,928)	(11,928)
Exchange movement		-	(5)	-	-	-	(5)
Total comprehensive expense		-	(5)	-	-	(11,928)	(11,933)
<b>Movements in non-controlling interests</b>							
Other movements	20	-	-	673	-	2,854	2,854
Share based payments	21	-	-	-	2,188	-	2,188
<b>At 31<sup>st</sup> January 2020</b>		-	(307)	673	5,105	4,635	10,106
Loss for the year		-	-	-	-	(23,136)	(23,136)
Exchange movement		-	5	-	-	-	5
Total comprehensive expense		-	5	-	-	(23,136)	(23,131)
<b>Other movements</b>							
Other movements	20	-	-	(8)	-	-	(8)
Share based payments	21	-	-	-	853	-	853
<b>At 31<sup>st</sup> January 2021</b>		-	(302)	665	5,958	(18,501)	(12,180)

## 1. Accounting policies

### 1.1 Corporate information

Clarion Events Limited (the company) is a private company, limited by shares, incorporated and domiciled in the United Kingdom. The address of its registered office is Bedford House, 69-79 Fulham High Street, London, SW6 3JW.

### 1.2 Basis of preparation

The financial statements of the company have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards as issued by the Financial Reporting Council and with those parts of the Companies Act 2006 applicable to companies reporting under FRS 101.

These financial statements are prepared on a going concern basis under the historical cost convention as set out in the Director's report.

The company has taken advantage of the following exemptions from the requirements of International Financial Reporting Standards (IFRS) in the preparation of these financial statements, in accordance with FRS 101:

- the requirements of IFRS 7 *Financial Instruments: Disclosures* and IFRS 9 *Financial Instruments*;
- the requirements of paragraphs 91 to 99 of IFRS 13 *Fair Value Measurement*;
- disclosures in respect of capital management outlined in IAS 1 *Presentation of Financial Statements*;
- the requirement of IAS 7 *Statement of Cash Flows*;
- the requirements in IAS 24 *Related Party Disclosures* to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 *Impairment of assets*; and
- the effects of new but not yet effective IFRS.

The principal accounting policies of the company have been consistently applied to the periods presented.

### 1.3 Foreign currency translation

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

Items included in the financial statements of the company are presented in sterling, which is the company's functional and presentation currency. All values are rounded to the nearest thousand (£000), except when otherwise indicated.

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

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign-exchange gains and losses resulting from the settlement of such transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Non-monetary items that are measured at historical cost in a foreign currency are translated at rates prevailing at the date of the transactions. Non-monetary items measured at fair value in a foreign currency are translated at the rates prevailing at the date when the value is determined. The gain or loss on translation of non-monetary items is recognised in line with where the gain or loss of the item that gave rise to the translation difference has been recognised.

## CLARION EVENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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#### 1. Accounting policies (continued)

##### 1.4 Revenue recognition

Revenue is recognised in order to depict the transfer of control of goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Revenue is measured net of value-added tax, duties and other sales tax. Transaction prices for performance obligations are fixed within contracts. Payment terms come into force once the relevant performance obligations have been satisfied.

Revenue from exhibitions, trade shows, conferences and other live events, together with event sponsorship, delegate fees and ticket sales, is recognised when the event is held, with advance receipts recognised as deferred income in the balance sheet until such date.

Digital revenue is recognised when the performance obligations detailed in the associated contract have been fulfilled, with advance receipts recognised as deferred income in the balance sheet until such date.

Advertising revenue is recognised on publication or over the period of the online display. Subscription revenue arising from subscriptions to directories and market research reports is recognised evenly over the period of the subscription.

Revenue relating to barter transactions is recorded at stand-alone selling prices and recognised in accordance with the Group's revenue recognition policies.

The company does not adjust consideration for the effects of a financing component if there is less than one year between receiving payment and satisfying the performance obligation. In addition, the company expenses contract acquisition costs when the asset that would have resulted from capitalising such costs would have been amortised within one year or less.

##### 1.5 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Grants received are deducted against the related expense on a systematic basis over the periods that the costs, for which they are intended to compensate, are expensed.

##### 1.6 Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, calculated under tax rates and laws enacted or substantively enacted at the reporting date.

Deferred tax is provided, using the liability method, on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply in the period when the deferred tax is settled or realised.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised on all deductible temporary differences to the extent it is probable that taxable profits will be available, against which the temporary differences can be utilised. Recognition of deferred tax, therefore, includes judgements regarding the timing and level of future taxable income.

Deferred tax is provided on temporary differences arising on investments in subsidiaries and equity-accounted investments, except where the company controls the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

**1. Accounting policies (continued)**

**1.6 Taxes (continued)**

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

**1.7 Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

- equipment, fixtures and fittings 2-5 years; and
- leasehold improvements shorter of the lease term or 8 years.

The assets' residual values and useful lives are reviewed annually and adjusted if appropriate.

**1.8 Prepaid event costs**

Prepaid event costs relating to future events are deferred and only expensed once the event has taken place.

**1.9 Leases**

For leases with a lease term of more than 12 months, the company recognises a right-of-use asset and a lease liability as at the lease commencement date. The right-of-use asset is initially measured at cost, comprising the initial amount of the lease liability plus any initial direct costs incurred and any lease payments made at or before the lease commencement date, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term.

Right of use assets are assessed for any indication of impairment whenever events or circumstances indicate that the carrying value may not be recoverable. Depreciation and any impairment charges are recognised in operating expenses in the consolidated income statement.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounting using the interest rate implicit in the lease. If that rate cannot readily be determined, the lessee's incremental borrowing rate is used. The incremental borrowing rate is the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset in a similar economic environment with similar terms and conditions. The lease liability is subsequently measured at amortised cost using the effective interest method. Interest is recognised within finance costs in the consolidated income statement. The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or a rate or a change in the company's assessment of whether it will exercise an extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the right-of-use asset.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are typically small items of IT equipment, office equipment and office furniture.

**1. Accounting policies (continued)**

**1.10 Intangible assets**

***Goodwill***

Goodwill represents the excess of the aggregate of the consideration transferred, the amount recognised for any non-controlling interests and the fair value of any previously held equity interest in the subsidiary acquired over the fair value of the identifiable net assets acquired.

Goodwill is tested at least annually for impairment and is held at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to each of the company's cash generating units (CGUs) that are expected to benefit from the business combination in which the goodwill arose. Significant judgement is required by management for the purposes of goodwill allocation to the CGUs.

An impairment loss is recognised in the income statement to the extent that the carrying value of the goodwill is greater than the relevant CGU's recoverable amount, which is the higher of the value in use and the fair value less costs to sell. Value in use is the present value of future cash flows of the CGU to which the goodwill has been allocated.

The impairment tests are sensitive to management's estimates in respect of the inputs used to derive the expected future cashflows and hence recoverable amounts, including the discount rate and the growth rate used for terminal value purposes. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed in note 10.

On disposal of a business which includes all or part of a CGU, any attributable goodwill is included in the carrying amount of the operation when determining the gain or loss on disposal.

***Other intangible assets***

Other intangible assets acquired separately are capitalised at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition.

Certain internal and external costs incurred during the development of intangible assets are capitalised if they can be measured reliably and they are directly associated with separately identifiable assets having an economic benefit of more than one year.

Following initial recognition, other intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets are amortised on a straight-line basis over their useful economic lives as follows:

- trade names 2-20 years;
- customer relationships 2-17 years; and
- software up to 5 years.

Other intangible assets are assessed for any indication of impairment whenever events or circumstances indicate that the carrying value may not be recoverable. Any impairment reviews undertaken are subject to similar management judgements, estimates and assumptions when undertaking impairment reviews of goodwill as discussed above. Amortisation and any impairment charges are recognised in operating expenses in the income statement.

**1.11 Investments**

Investments in subsidiaries are held at historical cost less provision for impairment.

**1. Accounting policies (continued)**

**1.12 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognised on the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets held by the company are classified at initial recognition as financial assets at fair value through profit or loss or loans and receivables. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Subsequent to initial recognition, financial assets classified as loans and receivables are carried at amortised cost using the effective interest rate method.

Financial liabilities owed by the company are classified at initial recognition as financial liabilities at fair value through profit or loss or at amortised cost. All financial liabilities are initially recognised at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

***Trade and other receivables***

Trade and other receivables are recognised when it is probable that a future economic benefit will flow to the company. Trade receivables are initially recognised at fair value less provision for impairment.

The provision for impairment of trade receivables is based on expected credit losses (ECLs). The company has applied a simplified approach in calculating ECLs therefore does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

Allowances for ECLs relating to amounts due from subsidiary undertakings are a probability-weighted estimate of credit losses and are calculated on actual historical credit losses adjusted to reflect differences between the historical credit losses and the company's forward-looking view of the economic conditions over the expected lives of the receivables.

***Cash and cash equivalents***

Cash and cash equivalents comprise cash at bank and in hand.

***Impairment of financial instruments***

The company assesses at each reporting date whether there are any indicators of impairment of financial assets. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the asset, there is a negative impact on the estimated future cash flows of the asset that can be estimated reliably.

***Trade and other payables and interest-bearing loans***

Trade and other payables and interest-bearing loans are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method.

***Put option liabilities***

Any contract with a single or multiple settlement option that contains an obligation for the company to purchase equity in a subsidiary for cash gives rise to a financial liability for the present value of the purchase price. An amount equal to the liability is recorded against the investment on initial recognition of a written put option. The liability is subsequently remeasured through the income statement.

Determining fair value for put option liabilities requires management to make certain judgements and estimates which are discussed further in note 2.

**1. Accounting policies (continued)**

**1.13 Impairment of non-financial assets**

For non-financial assets, excluding, goodwill, the company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying value of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in the income statement.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement.

**1.14 Provisions**

Provisions are liabilities of uncertain timing or amount. Provisions are recognised when the company has a present legal or constructive obligation as a result of a past event that can be reliably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. The carrying amounts of provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

**1.15 Pension and other employment benefits**

The company makes contributions to a scheme which provides employees with retirement benefits. Contributions accruing under the scheme are charged to administrative expenses in the income statement.

**1.16 Share based payment transactions**

The Group operates an equity-settled share based compensation plan, in which the company participates. The plan is based on shares granted in respect of Expo Holdings I Limited's shares. The fair value of rights granted is initially measured at grant date, based on a Monte Carlo option-pricing model and market-based performance criteria, and is charged to the income statement on a straight-line basis over the vesting period. At each reporting date, the company revises its estimate of the number of shares expected to vest using non-market-based performance criteria. It recognises the impact of the revision of original estimates, if any, in the income statement over the remaining vesting period with a corresponding adjustment to equity.

Management's estimates, assumptions and judgements include the most appropriate inputs to the valuation model, which are discussed further in note 21.

**2. Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that could have a material impact on the financial statements and to make judgements in the process of applying its accounting policies.

Estimates and assumptions applied by management are based on information available, historical experience and other factors, including expectations of future events that are believed to be reasonable and relevant under the circumstances. Matters involving the most significant judgements, estimates and assumptions are outlined below.

**Impairment of non-financial assets**

The assessment of the recoverable amount of assets or cash generating units (CGUs) involves management's estimate of a number of key assumptions relating to the inputs, including those used to derive the expected future cashflows, such as future capital expenditure, discount rates, long-term growth rates and tax rates. In addition, management's judgement of short-term growth rates was required when considering the speed of recovery of each CGU subsequent to COVID-19 and the impact of this on future cashflows. These assumptions and a sensitivity analysis are disclosed in note 10.

**Taxation**

Deferred tax assets are only recognised to the extent that either there are sufficient deferred tax liabilities available to offset the deferred tax assets at the balance sheet date or where it is probable that future taxable profits will be available against which the asset can be utilised. Recognition of deferred tax assets, therefore includes judgements regarding the timing and level of future taxable income.

**Right-of-use assets and lease liabilities**

Judgements are involved in estimating the appropriate discount rate used to calculate the initial measurement of the lease liability. Changes to these judgements and estimates could result in a material difference to the value of right-of-use assets and lease liabilities recorded and the resulting depreciation and interest charged to the income statement.

**Put option liability**

Estimating the fair value of the put option liability requires determination of certain factors relating to the inputs, including those used to derive the expected future cashflows, such as discount rates. Changes to management's judgement of these factors could result in a materially different liability recognised.

**Share based payments**

Management's judgement is required when determining the most appropriate inputs to the share based payments valuation model including enterprise value, expected term assumptions, lapse rate and volatility. The fair value of the rights granted was estimated at the dates of grant using a Monte-Carlo simulation pricing model. Changes to management's judgements and estimates could have a material effect upon the fair value of share based payments transactions in the income statement.

**2. Critical accounting judgements and key sources of estimation uncertainty (continued)**

**Impairment of trade receivables and amounts due from subsidiary undertakings**

For the purposes of impairment of trade receivables, management is required to consider forward-looking estimates when determining an appropriate loss allowance based on lifetime expected credit losses (ECLs) at the reporting date. These estimates include future cash-collection and refund rates, external market and other economic factors and both the geographic and market spread of the customer base.

ECLs relating to amounts due from subsidiary undertakings are a probability-weighted estimate of credit losses and are calculated on future cash generation by the borrower, external market and other economic factors.

**3. Changes in accounting policies and new and amended accounting standards**

**New and amended standards and interpretations**

During the year ended 31<sup>st</sup> January 2021, the company adopted Amendments to the definition of material in IAS 1 *Presentation of Financial Statements* and IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. The amendments clarify the definition of 'material'. Adoption of these accounting standards had no impact on the company's results or financial position.

**Revised Conceptual Framework for Financial Reporting**

The revision helps preparers of financial statements develop consistent accounting policies if there is no applicable standard in place and assists understanding and interpretation of the standards.

No other new or amended accounting standards have led to any significant changes to the company's accounting policies or had any material impact on the company.

**Standards not yet effective**

Management has considered the new standards, amendments and clarifications issued and believes the following are relevant to the company.

**Amendments to IAS 1 *Presentation of Financial Statements* – Classification of Liabilities as Current or Non-current**

The amendments clarify the classification of liabilities as current or non-current. The amendments are applied for annual periods beginning on or after 1<sup>st</sup> January 2023.

**Amendments to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* – Onerous Contracts - Cost of Fulfilling a Contract**

The amendments clarify the definition of the cost of fulfilling a contract and are effective for annual periods beginning on or after 1<sup>st</sup> January 2022.

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

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate is replaced with an alternative nearly risk-free interest rate. The amendments are effective for annual periods beginning on or after 1<sup>st</sup> January 2021.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**3. Changes in accounting policies and new and amended accounting standards (continued)****Annual Improvements to IFRS Standards 2018–2020**

The Annual Improvements include an amendment to one standard that is relevant to the company:

- *IFRS 9 Financial Instruments*: the amendment clarifies the definition of fees when applying the '10 per cent' test for derecognition of financial liabilities. The amendment is effective for annual periods beginning on or after 1<sup>st</sup> January 2022.

The company will apply these amendments and clarifications when they become effective and none is expected to have a material impact on the company's results or financial position.

**4. Revenue**

Analysis of revenue from contracts with customers:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
<b>Type of service</b>		
Live event organisation	17,311	64,100
Digital event organisation, databases and publications	1,976	35
	<b>19,287</b>	<b>64,135</b>
<b>Geographical markets</b>		
United Kingdom	7,177	37,498
North and South America	2,241	7,377
Europe	8,412	14,355
Middle East	109	1,602
Asia	1,088	2,697
Africa	260	606
	<b>19,287</b>	<b>64,135</b>
<b>Timing of revenue recognition</b>		
Services transferred at a point in time	19,287	64,100
Services transferred over time	-	35
	<b>19,287</b>	<b>64,135</b>

No individual customer contributed more than 10% of the company's revenue in the year ended 31<sup>st</sup> January 2021 or the prior year.

Contract assets consist of accrued income and contract liabilities consist of deferred revenue. The decrease in contract assets and the decrease in contract liabilities between 31<sup>st</sup> January 2020 and 31<sup>st</sup> January 2021 is predominantly due to the impact of COVID-19.

Of the £18,081,000 deferred revenue reported as at 31<sup>st</sup> January 2020, £15,899,000 has been recognised within revenue in the year ended 31<sup>st</sup> January 2021.

## CLARION EVENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### 5. Operating loss

The loss on ordinary activities is stated after charging:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Depreciation of property, plant and equipment (note 11)	486	742
Depreciation of right-of-use assets (note 13)	1,330	1,331
Amortisation of intangible assets (note 10)	3,649	3,595
Impairment of investment in subsidiary	7,792	-
Loss on translation of assets and liabilities denominated in foreign currency	1,145	3,524
Operating rentals of low-value and short-term leases	30	38
	<u>14,692</u>	<u>21,166</u>

The company received £548,000 of government grants relating to COVID-19 assistance during the year ended 31st January 2021.

#### 6. Employees

Aggregate staff costs were as follows:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Wages and salaries	11,659	16,546
Social security costs	1,440	1,741
Pension costs	740	691
Share based payments charge (note 21)	853	2,188
	<u>14,692</u>	<u>21,166</u>

The average number of employees (including directors) during the year was:

	<b>2021</b>	<b>2020</b>
	<b>Number</b>	<b>Number</b>
Exhibitions	97	137
Conferences	28	45
Administration	102	92
Publishing	2	-
Telemarketing	22	-
	<u>251</u>	<u>274</u>

Directors' emoluments:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Directors' emoluments	715	718
Pension contributions	23	23
	<u>738</u>	<u>741</u>

## CLARION EVENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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#### 6. Employees (continued)

During the year, two directors (2020: two) were employed by the company. The emoluments, excluding pension contributions of the highest paid director were £409,000 (2020: £401,000). Their pension cost was £13,000 (2020: £14,000). There were two (2020: two) directors accruing benefits in a defined contribution pension scheme.

#### 7. Interest payable and similar charges

	2021 £000	2020 £000
Unwinding of provision (note 17)	-	3
Unwinding of put option liability (note 19.3)	297	351
Lease interest expense (note 16)	110	184
Intercompany loans	1,127	1,109
	<u>1,534</u>	<u>1,647</u>

#### 8. Interest receivable

	2021 £000	2020 £000
Intercompany loans	<u>1,584</u>	<u>883</u>

#### 9. Taxation

##### a) Tax (credited)/charged in the income statement

	2021 £000	2020 £000
<b>Current tax</b>		
United Kingdom corporation tax at 19%		
Receipt for UK group relief	-	(505)
Adjustments in respect of prior years	(369)	-
<b>Total current tax credit</b>	<u>(369)</u>	<u>(505)</u>
<b>Deferred tax</b>		
Origination and reversal of temporary differences	(3,019)	101
Recognition of deferred tax asset	(204)	(76)
Impact of change in tax laws and rates	(74)	(11)
<b>Total deferred tax (credit)/charge</b>	<u>(3,297)</u>	<u>14</u>
<b>Total tax credit on loss on ordinary activities</b>	<u>(3,666)</u>	<u>(491)</u>

**CLARION EVENTS LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

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**9. Taxation (continued)****b) Factors affecting the tax credit for the period**

The tax assessed on the loss on ordinary activities for the period varies from the standard rate of corporation tax in the United Kingdom of 19% (2019: 19%). The differences are explained below:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Loss on ordinary activities before tax from continuing operations	<u>(26,802)</u>	<u>(12,419)</u>
Tax calculated at UK rate of 19% (2019: 19%)	(5,092)	(2,360)
Effect of:		
Expenses that are not deductible in determining taxable profit	2,331	1,988
Non-taxable income	(321)	(32)
Adjustments in respect of prior periods	(510)	(76)
Impact of changes in tax rate	(74)	(11)
<b>Total tax credit</b>	<u><u>(3,666)</u></u>	<u><u>(491)</u></u>

***Factors that may affect future tax charges***

The UK rate of corporation tax was due to reduce to 17% from 1<sup>st</sup> April 2020. However, a change to keep the rate at 19% was announced in the Budget in March 2020. As this change was substantively enacted on 17<sup>th</sup> March 2020, continued use of the 19% rate has been taken into account in the calculation of the net deferred tax liability provided at the balance-sheet date as the rate for the years over which most deferred tax liabilities are expected to reverse. This results in a re-measurement of deferred tax balances up from 17% in 2020.

In March 2021, it was announced that the corporation tax rate will increase from 19% to 25% with effect from 1<sup>st</sup> April 2023. The Finance Bill 2021 was substantively enacted on 24<sup>th</sup> May 2021; however, as this was after the balance-sheet date, the UK deferred tax balances have been measured at 19% as at 31<sup>st</sup> January 2021.

The effect of this legislation, once substantively enacted, would be to increase the net deferred tax asset of the company by £1,095,000 to £4,561,000.

## 10. Goodwill and intangible assets

	Goodwill £000	Customer relationships £000	Trade names £000	Software £000	Total £000
<b>Cost</b>					
At 1 <sup>st</sup> February 2019	4,526	1,308	1,867	15,405	23,106
Reclassified	-	-	-	3,284	3,284
Additions	-	-	-	1,271	1,271
At 31 <sup>st</sup> January 2020	4,526	1,308	1,867	19,960	27,661
Additions	-	-	-	604	604
Disposals	-	-	-	(788)	(788)
<b>At 31<sup>st</sup> January 2021</b>	<b>4,526</b>	<b>1,308</b>	<b>1,867</b>	<b>19,776</b>	<b>27,477</b>
<b>Amortisation</b>					
At 1 <sup>st</sup> February 2019	-	854	461	3,341	4,656
Reclassified	-	-	-	3,223	3,223
Charge for the year	-	282	160	3,153	3,595
At 31 <sup>st</sup> January 2020	-	1,136	621	9,717	11,474
Charge for the year	-	172	160	3,317	3,649
Disposals	-	-	-	(627)	(627)
<b>At 31<sup>st</sup> January 2021</b>	<b>-</b>	<b>1,308</b>	<b>781</b>	<b>12,407</b>	<b>14,496</b>
<b>Net book value at 31<sup>st</sup> January 2021</b>	<b>4,526</b>	<b>-</b>	<b>1,086</b>	<b>7,369</b>	<b>12,981</b>
Net book value at 31 <sup>st</sup> January 2020	4,526	172	1,246	10,243	16,187

**Impairment methodology***Value in use*

The key assumptions underlying the estimates of value in use are the expected changes to future cashflows, the discount rate, and growth rates over the short, medium and long-term.

Cashflow projections - cashflow projections are based on three-year internal forecasts, the results of which are reviewed and approved by the Comet Midco Limited Board. The forecasts are extrapolated to five years based on management's expectations, and beyond five years using medium to long-term growth-rate assumptions.

Discount rates – discount rates are initially derived at a Group level, before being tailored to be suitable for company-specific impairment testing. The methodology underpinning the calculation of Group discount rates is discussed further in note 12 of the consolidated financial statements of Comet Midco for the year ended 31<sup>st</sup> January 2021.

Growth rates – growth rates are initially derived at a Group level, before being tailored to be suitable for company-specific impairment testing. The methodology underpinning the calculation of Group growth rates is discussed further in note 12 of the consolidated financial statements of Comet Midco for the year ended 31<sup>st</sup> January 2021.

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**10. Goodwill and intangible assets (continued)**

**Impairment methodology (continued)**

Based on impairment testing performed, no impairments were identified to the carrying value of goodwill or other intangible assets within the company.

*Sensitivity*

The company has carried out sensitivity analyses on the reasonably possible changes in key assumptions in the impairment test. The company has assessed the effect on headroom of the following sensitivities:

- a reduction of 0.5% in the estimated long-term growth rate;
- an increase of 0.5% in the estimated WACC underlying the discount rates; and
- a reduction in the estimated short-term growth rates, being a blend of the effect of specific event cancellations alongside a 5% non-specific operating cashflow reduction.

From this sensitivity testing, management has concluded that no reasonably possible change in key assumptions would result in a material change to the carrying amounts of the company's intangible assets in the next 12 months.

**11. Property, plant and equipment**

	Leasehold improvements £000	Fixtures and fittings £000	Total £000
<b>Cost</b>			
At 1 <sup>st</sup> February 2019	1,103	4,207	5,310
Additions	-	733	733
Disposals	-	(99)	(99)
Reclassified	-	(3,284)	(3,284)
At 31 <sup>st</sup> January 2020	1,103	1,557	2,660
Additions	21	186	207
Disposals	-	(1,152)	(1,152)
<b>At 31<sup>st</sup> January 2021</b>	<b>1,124</b>	<b>591</b>	<b>1,715</b>
<b>Depreciation</b>			
At 1 <sup>st</sup> February 2019	963	3,314	4,277
Charge for the year	124	618	742
Disposals	-	(72)	(72)
Reclassified	-	(3,223)	(3,223)
At 31 <sup>st</sup> January 2020	1,087	637	1,724
Charge for the year	17	469	486
Disposals	-	(1,106)	(1,106)
<b>At 31<sup>st</sup> January 2021</b>	<b>1,104</b>	<b>-</b>	<b>1,104</b>
<b>Net book value at 31<sup>st</sup> January 2021</b>	<b>20</b>	<b>591</b>	<b>611</b>
Net book value at 31 <sup>st</sup> January 2020	16	920	936

## CLARION EVENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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#### 12. Investments

	£000
<b>Cost</b>	
At 1 <sup>st</sup> February 2019	194,276
Additions	33,779
At 31 <sup>st</sup> January 2020 and 31 <sup>st</sup> January 2021	<u>228,055</u>
<b>Impairment</b>	
At 1 <sup>st</sup> February 2019	11,969
Charge for the year	735
At 31 <sup>st</sup> January 2020	<u>12,704</u>
Charge for the year	7,792
At 31 <sup>st</sup> January 2021	<u>20,496</u>
<b>Net book value at 31<sup>st</sup> January 2021</b>	<u><b>207,559</b></u>
Net book value at 31 <sup>st</sup> January 2020	<u>215,351</u>

Refer to note 27 for details of subsidiary undertakings.

The carrying amounts of the company's investments in subsidiary undertakings are reviewed annually to determine if there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. The recoverable amounts of assets are the greater of their fair value less the costs of disposal and their value in use. In assessing the value in use, the estimated future cashflows are discounted to their present values using appropriate pre-tax discount rates. Impairment losses are recognised when the carrying amount of an asset exceeds its estimated recoverable amount.

During the year ended 31<sup>st</sup> January 2021, the company recognised an impairment charge of £7,792,000. This arose due to both the impact of COVID-19 and pre-existing unfavourable market conditions, resulting in lower than previously expected future cash inflows in the Fashion sector.

#### *Acquisition of subsidiary undertakings during the prior year*

On 23<sup>rd</sup> May 2019, the company acquired 100% of Media 10 (Shanghai) Exhibition Company Limited, which operates a business to business design event in China, for £32.9 million consideration comprising solely of cash.

#### *Acquisition of non-controlling interests during the prior year*

In April 2019, the company acquired the 20% of Getenergy Events Limited not previously owned for £1 on exercise of a call option.

In November 2019, the company acquired an additional 14% share in Slotacademy B.V. for £69,000 on exercise of a call option. As at 31<sup>st</sup> January 2020, the company has a total shareholding in Slotacademy B.V. of 95%.

## CLARION EVENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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#### 13. Right-of-use assets

	£000
<b>Cost</b>	
At 1 <sup>st</sup> February 2019	-
Right-of-use assets on transition	3,991
<b>At 31<sup>st</sup> January 2020 and 31<sup>st</sup> January 2021</b>	<b>3,991</b>
<b>Accumulated depreciation</b>	
At 1 <sup>st</sup> February 2019	-
Charge for the year	1,331
At 31 <sup>st</sup> January 2020	1,331
Charge for the year	1,330
<b>At 31<sup>st</sup> January 2021</b>	<b>2,661</b>
<b>Net book value at 31<sup>st</sup> January 2021</b>	<b>1,330</b>
Net book value at 31 <sup>st</sup> January 2020	2,660

Contracts may contain both lease and non-lease components. Under IFRS 16 *Leases*, the company has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The assessment of the lease term is reviewed if a significant event or a significant change in circumstances occurs that affects this assessment, and that is within the control of the company.

#### 14. Deferred tax

The deferred tax assets and liabilities recognised in the balance sheet are shown below:

	2021 £000	2020 £000
<b>Deferred tax asset</b>		
Accelerated depreciation	457	345
Other temporary differences	16	13
Tax losses carried forward	3,163	70
	<b>3,636</b>	<b>428</b>
<b>Deferred tax liability</b>		
Intangible assets	(170)	(241)
Other temporary differences	-	(18)
	<b>(170)</b>	<b>(259)</b>

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**15. Trade and other receivables**

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Trade receivables	2,226	1,883
Less: allowance for expected credit losses	(369)	(532)
Trade receivables - net	<u>1,857</u>	<u>1,351</u>
Amounts due from Group undertakings	77,332	272,197
Intercompany loans receivable	186,423	177,131
Prepaid event costs	2,988	4,419
Other prepayments	381	563
Corporation tax debtor	1,729	1,781
Accrued income	-	49
Other taxation and social security	1,321	-
Other receivables	515	461
	<u><b>272,546</b></u>	<u><b>457,952</b></u>
Analysed as:		
Current	272,304	457,952
Non-current	242	-
	<u><b>272,546</b></u>	<u><b>457,952</b></u>

Of the intercompany loans receivable, £23,117,000 is interest-bearing, unsecured and repayable on demand (2020: £16,515,000). The remaining intercompany loans receivable of £163,306,000 (2020: £160,616,000) and all the amounts due from Group undertakings are interest-free, unsecured and repayable on demand.

The ageing analysis of the company's gross trade receivables is as follows:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Current	120	172
Past due less than 30 days	168	997
Past due 30 – 60 days	35	132
Past due 60 – 90 days	97	70
Past due 90 – 120 days	179	60
Past due more than 120 days	1,627	452
	<u><b>2,226</b></u>	<u><b>1,883</b></u>

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

**CLARION EVENTS LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****15. Trade and other receivables (continued)**

The movement in the allowance for expected credit loss was as follows:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
<b>At 1<sup>st</sup> February</b>	532	658
Charge to profit or loss	457	1,192
Allowance utilised during the year	(338)	(627)
Allowance released during the year	(282)	(691)
<b>At 31<sup>st</sup> January</b>	<b>369</b>	<b>532</b>

Trade receivables past due but not impaired are as follows:

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Current	120	160
Past due less than 30 days	168	941
Past due 30 – 60 days	32	66
Past due 60 – 90 days	86	51
Past due 90 – 120 days	147	22
Past due more than 120 days	1,304	111
	<b>1,857</b>	<b>1,351</b>

The company's management of customer credit risk is described in note 19.5 of the Consolidated financial statements of Comet Midco Limited for the year ended 31<sup>st</sup> January 2021.

**16. Lease liabilities**

	<b>£000</b>
At 1 <sup>st</sup> February 2019	-
Lease liabilities on transition	3,862
Interest charge in the year (note 7)	184
Payment of lease liabilities	(1,395)
At 31 <sup>st</sup> January 2020	2,651
Interest charge in the year (note 7)	110
Payment of lease liabilities	(1,396)
<b>At 31<sup>st</sup> January 2021</b>	<b>1,365</b>
Of which are:	
Current lease liabilities	1,365
Non-current lease liabilities	-
	<b>1,365</b>

As at 31<sup>st</sup> January 2021, there were no potential future cash outflows that were not included in the measurement of the lease liability.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 17. Provisions

	Lease dilapidations £000
At 1 <sup>st</sup> February 2019	283
Unwinding of discount and changes in discount rate (note 7)	3
<b>As at 31<sup>st</sup> January 2020 and 31<sup>st</sup> January 2021</b>	<b>286</b>
Analysed as:	
Current	286
Non-current	-
	<b>286</b>

*Lease dilapidations*

A provision has been recognised for the costs associated with restoring the building to its original state prior to all leasehold improvements. This is calculated over the period of the lease.

## 18. Trade and other payables

	2021 £000	2020 £000
Deferred revenue	13,985	18,081
Trade payables	1,611	5,515
Intercompany loans payable	427,375	585,534
Amounts due to Group undertakings	66,093	66,429
Other payables	951	932
Taxation and social security	-	1,124
Put option liabilities	3,755	8,150
Accruals	2,242	6,166
	<b>516,012</b>	<b>691,931</b>
Analysed as:		
Current	509,091	683,734
Non-current	6,921	8,197
	<b>516,012</b>	<b>691,931</b>

Management considers that the carrying value of the Group's trade and other payables approximates fair value.

Of the intercompany loans payable, £59,610,000 (2020: £155,305,000) is interest-bearing, interest-free and repayable on demand. The remaining intercompany loans payable of £367,765,000 (2020: £430,229,000), and all the amounts owed to Group undertakings are interest-free, unsecured and repayable on demand.

## CLARION EVENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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#### 19. Financial assets and financial liabilities

The company's principal financial assets include loans, trade and other receivables, and cash that derive directly from its operations. The company's principal financial liabilities comprise loans and borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations.

##### 19.1 Financial assets at amortised cost

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Cash and cash equivalents	6,990	11,719
Trade receivables (note 15)	1,857	1,351
Amounts due from Group undertakings	77,332	272,197
Intercompany loans receivable	186,423	177,131
	<u><b>272,602</b></u>	<u><b>462,398</b></u>

##### 19.2 Other financial liabilities

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
Lease liabilities (note 16)	1,365	2,651
Trade payables (note 18)	1,611	5,515
Amounts owed to Group undertakings	66,093	66,429
Intercompany loans payable	427,375	585,534
Put option liabilities	3,755	8,150
Other reserves (note 20)	665	673
	<u><b>500,864</b></u>	<u><b>668,952</b></u>
Analysed as:		
Current	496,444	660,129
Non-current	4,420	8,823
	<u><b>500,864</b></u>	<u><b>668,952</b></u>

Put option liabilities arise on options granted to non-controlling interests to sell their remaining interests at a price dependent on the recent trading performance of the relevant business.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 19. Financial assets and financial liabilities (continued)

## 19.2 Other financial liabilities (continued)

The table below sets out the company's classification of its other financial liabilities.

	2021 £000	2020 £000
<b>Other financial liabilities at fair value through profit or loss</b>		
Put option liabilities	<u>3,755</u>	<u>8,150</u>
<b>Other financial liabilities at amortised cost</b>		
Lease liabilities (note 16)	1,365	2,651
Trade payables (note 18)	1,611	5,515
Amounts owed to Group undertakings	66,093	66,429
Intercompany loans payable	<u>427,375</u>	<u>585,534</u>
	<b>496,444</b>	<b>660,129</b>
<b>Other financial liabilities recognised in other comprehensive income</b>		
Other reserves (note 20)	<u>665</u>	<u>673</u>

## 19.3 Fair value of financial instruments

All assets and liabilities for which fair value is disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- level 1 – quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- level 2 – valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- level 3 – valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Management assessed that the fair values of cash, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the put option liabilities and contingent consideration are determined under the discounted cashflow method using the latest estimate of future performance by which the exercise price is determined and a discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31<sup>st</sup> January 2020 was assessed to be insignificant. The change in fair value is recognised in administrative expenses.

Management concluded that contingent consideration and put option liabilities fell within level 3 of the fair value hierarchy due to the presence of significant unobservable inputs, including the dates on which certain options will be exercised, the discount rates applied, and estimates of future performance.

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**19. Financial assets and financial liabilities (continued)**

**19.3 Fair value of financial instruments (continued)**

	<b>2021</b>	<b>2020</b>
	<b>£000</b>	<b>£000</b>
<b>Fair value of put option liabilities</b>		
At 1 <sup>st</sup> February	8,150	6,730
Change in fair value	(1,001)	4,018
Unwind of discount	297	351
Settled	(3,707)	-
Lapsed	-	(2,854)
Exchange differences	16	(95)
At 31 <sup>st</sup> January	<u>3,755</u>	<u>8,150</u>

The sensitivity of the company's put option liabilities to fluctuations in discount rates is as shown in the table below:

Year ended	Impact of 1.0% on put option liability		Impact of 0.5% on put option liability	
	Increase in discount rates	Decrease in discount rates	Increase in discount rates	Decrease in discount rates
	£000	£000	£000	£000
31 <sup>st</sup> January 2021	(58)	60	(29)	30
31 <sup>st</sup> January 2020	(64)	65	(32)	32

**19.4 Risk Management**

The risk management of the company is integrated with that of the Group, and is not managed separately. Accordingly, risk management of the Group, which includes that of the company, is described in note 19 of the Consolidated financial statements of Comet Midco Limited for the year ended 31<sup>st</sup> January 2021.

**20. Share capital and reserves**

Share capital	Number of shares	Share capital £
Authorised, issued and fully paid ordinary shares of £1 each		
At 31 <sup>st</sup> January 2020 and 2021	<u>101</u>	<u>101</u>
<b>Other reserves</b>		<b>Other reserves £000</b>
At 31 <sup>st</sup> January 2020		673
Other movements		(8)
At 31 <sup>st</sup> January 2021		<u>665</u>

**20. Share capital and reserves (continued)**

During the year ended 31<sup>st</sup> January 2020, the company acquired Media 10 (Shanghai) Exhibition Company Limited from its parent company in exchange for consideration comprising solely of cash. The fair value of the net assets acquired included a future obligation for the owner of the acquired company to settle the unpaid portion of the issued share capital of Media 10 (Shanghai) Exhibition Company. The company has recognised this obligation as a fair value through other comprehensive income financial instrument.

**21. Share based payments**

Under the Management Incentive Plan, the Group provides senior executive employees the opportunity to invest in shares in a parent company, Expo Holdings I Limited, held by Clarion Events Employee Benefit Trust.

The expense recognised for employee services received during the year for equity-settled share based payment transactions is £853,000 (2020: £2,188,000).

Further details of the scheme and the inputs used in the measurement of the fair values at grant dates of the equity-settled share based payment plans are set out in note 24 in the Consolidated financial statements of Comet Midco Limited.

**22. Contingent liabilities**

At 31<sup>st</sup> January 2021, there exists a charge over £272,161,000 of the company's assets measured at fair value, as continuing security for the repayment on their maturity date of the term loans and the revolving credit facility due to third parties (see note 19.2 of the Consolidated financial statements of Comet Midco Limited).

At 31<sup>st</sup> January 2021, the company had no other contingent liabilities in respect of bank and other guarantees or other matters arising in the ordinary course of business from which material losses are anticipated.

**23. Retirement benefit schemes**

The company makes contributions to a scheme which provides employees with retirement benefits. Contributions accruing under the scheme are charged to administrative expenses in the income statement. The charge for the year ended 31<sup>st</sup> January 2021 was £740,000 (2020: £691,000).

## CLARION EVENTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### 24. Transactions with related parties and key management

##### Related party transactions

2021	Sales £000	Purchases £000	Due from Group undertakings £000	Due to Group undertakings £000
Awesome Con, LLC	-	(6)	-	(7)
Clarion Events Brasil Exibições e Feiras Ltda	-	2	9	-
Gaming Summits B.V.	6	-	16	-
Image Engine Pte. Ltd.	(23)	(67)	-	(67)
Insuretech Connect LLC	-	2,633	-	(85)
International Training Equipment Conference Limited	(593)	1,240	68	(1,505)
Leftfield Media LLC	-	(319)	-	(329)
Mobile Apps Unlocked LLC	-	(11)	-	(11)
Premium Exhibitions GmbH	-	1,423	-	(12,798)
PT Adhouse Clarion Events	(18)	-	-	-
Rose City Comicon LLC	(12)	(8)	-	(8)
Slotacademy B.V.	(257)	41	300	(257)
Traffic & Conversion Summit, LLC	(85)	1,238	-	(285)

Digital Marketer Labs, LLC is a minority shareholder in Traffic & Conversion Summit, LLC. During the year ended 31<sup>st</sup> January 2021, Digital Marketer Labs, LLC invoiced £173,064 regarding a hold-back payment for the Traffic & Conversion Summit, LLC acquisition and also invoiced a further £27,184 regarding its profit share, consultancy costs and reimbursement of expenses. At 31<sup>st</sup> January 2021, it was owed £146,915 by the Group.

Toy Industry Association, is a minority shareholder in Play Fair, LLC. At 31<sup>st</sup> January 2021, it was owed £146,949 by the Group.

At 31<sup>st</sup> January 2021, Greg Topalian, a director of Leftfield Media LLC, had a loan payable to the Group of £568,398. Interest accrued at 2% on the principal amount and was included in the loan. The loan was repayable upon the earlier of any distribution payments made from the Group to Greg Topalian or an exercise of a call/put option.

Simon Williams, a director of International Training Equipment Conference Limited, was also a director of Reddrig Limited. Reddrig Limited was paid £96,803 for the year ended 31<sup>st</sup> January 2021 for consultancy services. At 31<sup>st</sup> January 2021, there was no balance outstanding.

Julian Graves, the minority interest holder in Slotacademy B.V., was also a Director of Graves and Company Limited. During the year ended 31<sup>st</sup> January 2021, Graves and Company Limited charged the Group £45,370 for consultancy services. At 31<sup>st</sup> January 2021, it was owed £2,400 by the Group.

Michael Caselli, a director of iGaming Business Limited, was also a director of Lyceum Digital Ltd and Svengali Productions Limited. Lyceum Digital Ltd charged the Group £223,613 during the year ended 31<sup>st</sup> January 2021 for consultancy services. At 31<sup>st</sup> January 2021, they were owed £17,500 by the Group. Svengali Productions Limited charged the Group £1,200 during the year ended 31<sup>st</sup> January 2021 for event sponsorship. At 31<sup>st</sup> January 2021 there was no balance outstanding.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**24. Transactions with related parties and key management (continued)****Related party transactions (continued)**

Adam Lovallo, a director of Mobile Apps Unlocked LLC, charged the Group £86,737 for the year ended 31<sup>st</sup> January 2021 for consultancy services. At 31<sup>st</sup> January 2021, there was no balance outstanding. In addition, Adam Lovallo was issued a promissory note of £147,733 which is owed to the Group as at 31<sup>st</sup> January 2021.

Benjamin Penrod, a director of Awesome Con, LLC, charged the Group £83,843 for the year ended 31<sup>st</sup> January 2021 for consultancy services. At 31<sup>st</sup> January 2021, there was no balance outstanding.

Jay Weintraub, a director of Insuretech Connect LLC, charged the Group £194,082 for the year ended 31<sup>st</sup> January 2021 for consultancy services. Jay Weintraub was also a director of NextCustomer LLC. During the year ended 31<sup>st</sup> January 2021, NextCustomer LLC charged the Group £577,067 for management services. At 31<sup>st</sup> January 2021, there was no balance outstanding.

During the year, the Group invoiced, or was invoiced, the following amounts to certain companies in which Blackstone has an interest:

	Sales	Purchases	Year-end balances
	£	£	£
Arch Company (Network Rail)	1,260	-	-
BASF Construction Chemicals	36,357	-	36,686
Change Healthcare	2,039	-	(1,602)
Consilium Marine & Safety AB	2,052	-	-
Cryoport, Inc.	24,393	-	4,000
Diligent Boardbooks Limited	-	15,552	7,776
HH Global Interactive Limited	-	43,500	9,000
Mphasis Pte Limited	-	959,896	-
NEC Group Birmingham	-	2,320,932	780,972
Refinitiv	-	8,467	-

There are no other related party transactions for the year ended 31<sup>st</sup> January 2021.

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**Prior year related party transactions**

<b>2020</b>	<b>Sales £000</b>	<b>Purchases £000</b>	<b>Due from Group undertakings £000</b>	<b>Due to Group undertakings £000</b>
Awesome Con, LLC	-	(1)	-	(1)
Clarion Events Brasil Exibições e Feiras Ltda	(3)	(2)	8	(2)
Gaming Summits B.V.	(17)	11	10	-
iGaming Business Limited	4,814	(9,555)	18,978	(36,155)
iGaming Business North America, Inc.	2	-	107	-
Image Engine Pte. Ltd.	23	-	23	-
Insuretech Connect LLC	-	(2,718)	-	(2,718)
International Training Equipment Conference Limited	(302)	-	662	(2,745)
Leftfield Media LLC	(10)	(10)	-	(10)
Premium Exhibitions GmbH	(77)	(4,681)	-	(14,221)
PT Adhouse Clarion Events	5	-	18	-
Rose City Comicon LLC	4	-	4	-
Slotacademy B.V.	272	(166)	557	(298)
Traffic & Conversion Summit, LLC	85	(1,523)	85	(1,523)

Simon Williams, a director of International Training Equipment Conference Limited, was also a director of Reddrig Limited. Reddrig Limited was paid £108,530 for the year ended 31<sup>st</sup> January 2020 for consultancy services. At 31<sup>st</sup> January 2020, there was £46,114 outstanding.

Michael Caselli, a director of iGaming Business Limited, was also a director of Lyceum Digital Ltd and Svengali Productions Limited. Lyceum Digital Ltd was paid £152,213 during the year ended 31<sup>st</sup> January 2020 for consultancy services. At 31<sup>st</sup> January 2020, Lyceum Digital Ltd was owed £52,500 by the Group. Svengali Productions Limited was paid £10,560 during the year ended 31<sup>st</sup> January 2020 for event sponsorship. At 31<sup>st</sup> January 2020 there was no balance outstanding.

At 31<sup>st</sup> January 2020, Greg Topalian, a director of Leftfield Media LLC, had a loan of £571,220 with the Group. Interest accrued at 2% on the principal amount and was included in the loan. The loan was repayable upon the earlier of any distribution payments made from the Group to Greg Topalian or an exercise of a call/put option. During the year ended 31<sup>st</sup> January 2020, Greg Topalian was issued with a promissory note worth £70,310 which was outstanding at 31<sup>st</sup> January 2020.

Paula Brister is the wife of Ron Brister, a director of Rose City Comicon LLC. During the year ended 31<sup>st</sup> January 2020, Paula Brister invoiced the Group £32,112 for contracting services. At 31<sup>st</sup> January 2020, there was no balance outstanding.

Adam Lovallo, a director of Mobile Apps Unlocked LLC, was paid £29,524 for the year ended 31<sup>st</sup> January 2020 for consultancy services. At 31<sup>st</sup> January 2020 there was £7,616 outstanding.

Jay Weintraub, a director of Insuretech Connect LLC, was paid £190,512 for the year ended 31<sup>st</sup> January 2020 for consultancy services. At 31<sup>st</sup> January 2020, there was no balance outstanding. Jay Weintraub is also a director of NextCustomer LLC. During the year ended 31<sup>st</sup> January 2020, NextCustomer LLC was paid £503,509 for management services and at 31<sup>st</sup> January 2020, it was owed £3,047 by the Group.

## **CLARION EVENTS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

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#### **25. Post balance sheet events**

None noted.

#### **26. Immediate and ultimate parent undertaking and controlling party**

The company's immediate parent company is Fintry 3 Limited. The company's ultimate parent undertaking and controlling party is The Blackstone Group Inc., a company incorporated in Delaware, USA and listed on the New York Stock Exchange.

The consolidated accounts of Comet Midco Limited are the highest level consolidation in which the company is included. Accounts are available at Bedford House, 69-79 Fulham High Street, London, United Kingdom SW6 3JW.

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**27. Group subsidiaries**

In accordance with Section 409 of the Companies Act 2006, a full list of subsidiaries, associates and joint ventures as at 31<sup>st</sup> January 2021 is disclosed below, along with the principal activity, the country of incorporation and the effective percentage of equity owned.

**100% Wholly owned companies – organisation of exhibitions and shows**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Affiliate Summit Corporation	820 Bear Tavern Road, West Trenton, New Jersey, 08628	USA
Clarion Defence and Security Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Defence (UK) Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events, Inc.	110 South Hartford Avenue, Suite 200, Tulsa, Oklahoma, 74120	USA
Clarion Events PTE. LTD	#20-02/03, 78 Shenton Way, 079120	Singapore
Clarion Events Shanghai Limited	Room 3203A, Building 32, 707 Zhangyang Road, Pudong Xinqiu, Shanghai	China
Clarion Events USA, Inc.	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Freight Transport Logistics Expo Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Furniture & Gift Fairs Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Getenergy Events Ltd	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
iGaming Business Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
iGaming Business North America, Inc.	1209 Orange Street, Wilmington, Delaware, 19801	USA
Imago Techmedia Inc	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Imago Techmedia Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
January Furniture Show Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Revo Media Partners Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Synergy B.V.	Bisonspoor 3002-C601, 3605LT, Maarssen	Netherlands

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**27. Group subsidiaries (continued)**

**100% wholly owned companies – organisation of conferences**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Clarion Energy Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Energynet Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Pennwell International Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Spintelligent Pty Ltd	2nd Floor, North Wing, Great Westford, 240 Main Road, Rondebosch, Cape Town, 7700	South Africa

**100% wholly owned companies – organisation of lead generation**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Qualifa Ltd	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Qualifa USA LLC	6 Research Drive, Suite 350, Shelton, Connecticut, 06484	USA

**100% wholly owned investing companies**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Clarion Conferences Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Holdings Inc.	1209 Orange Street, Wilmington, Delaware, 19801	USA
Clarion Events North America Inc.	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Clarion Events USA Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Fuarciik Danismanlik Ltd STI	Maslak Mah. Eski Büyükdere Cad. No:9/78 Oda:9-GK İz Plaza Giz Giriş Kat Sarıyer, İstanbul	Turkey
Qualifa Holdings Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Spintelligent LLC	311 S Division St., Carson City, Nevada, 89703	USA

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**27. Group subsidiaries (continued)**

**100% wholly owned dormant companies**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Amusement Trades Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Amusement Trades Exhibitions Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Avren Events Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Avren Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Birmingham Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Clarion Events Publications and Promotions Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
DSEI Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Exhibit Freight Solutions, LLC	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Internet Retailing Events Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Lift Event Management LLC	3753 Howard Hughes Parkway, Las Vegas, Nevada, 89169	USA
Niche Events Ltd	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Phacilitate Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
SAM Media LLC	701 S. Carson Street, Suite 200, Carson City, Nevada, 89701	USA
The Energy Exchange Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Transec Events Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom

**Partly owned (50% or more) dormant entities**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Clarion Greenfield Exibições e Feiras Ltda (50%)	Alameda Santos, 1.787, 10th Floor, São Paulo, 01419-002	Brazil
Gift Ventures, LLC (61.1%)	2016 Goldleaf Parkway, Canton, Georgia, 30114	USA

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**27. Group subsidiaries (continued)**

**Partly owned businesses (50% or more) Organisation of exhibitions and shows**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Awesome Con, LLC (52.5%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Clarion Events Brasil Exibições e Feiras Ltda (99.99%)	Alameda Santos, 1.787, 10th Floor, São Paulo, 01419-002	Brazil
Clarion Quartier Exibições e Feiras Ltda (99.99%)	Alameda Santos, 1.787, 10th Floor, São Paulo, 01419-002	Brazil
Image Engine Pte. Ltd. (70%)	#11-15/16, 60 Paya Lebar Road, Paya Lebar Square, 409051	Singapore
Inapex Pte. Ltd. (70%)	#20-02/03, 78 Shenton Way, 079120	Singapore
Leftfield Media LLC (75%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Premium Exhibitions GmbH (90%)	Tempelhofer Ufer 36, 10963, Berlin	Germany
PT Adhouse Clarion Events (70%)	Menara MTH, 9th Floor, Sebelah Barat, Jl. MT Haryono Kav.23, Jakarta Selatan	Indonesia
Rose City Comicon LLC (75%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Traffic & Conversion Summit, LLC (80%)	1209 Orange Street, Wilmington, Delaware, 19801	USA

**Partly owned businesses (50% or more) Organisation of exhibitions and conferences**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Independent Grocers Show Management, LLC (70%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
Insuretech Connect LLC (70%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
International Training Equipment Conference Limited (90%)	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Mobile Apps Unlocked LLC (94%)	1209 Orange Street, Wilmington, Delaware, 19801	USA

**CLARION EVENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**27. Group subsidiaries (continued)**

**Partly owned businesses (50% or more) Organisation of conferences**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
Gaming Summits B.V. (95%)	Bisonpoor 6000, 3605LT, Maarssen	Netherlands
Slotacademy B.V. (95%)	Bisonpoor 6000, 3605LT, Maarssen	Netherlands

**Share in Joint Venture or Associate (20-50%)**

<b>Name</b>	<b>Registered office</b>	<b>Country of incorporation</b>
The Halloween and Party Show, LLC (45%)	289 S. Culver Street, Lawrenceville, Georgia, 30046	USA
Play Fair, LLC (38.2%)	1209 Orange Street, Wilmington, Delaware, 19801	USA
V111 GmbH (previously Premium Digital GmbH) (40.5%)	Luckenwalder Strasse 4-6, 10963, Berlin	Germany