

CLARION EVENTS LIMITED

ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST JANUARY 2022

COMPANY NO: 00454826

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CLARION EVENTS LIMITED

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The directors present their Strategic report for the year ended 31st January 2022.

Review of strategy

The company is one of the world's leading event organisers, producing and delivering innovative and market-leading outcomes and experiences since 1947. The company is a member of Comet Bidco group of companies (the Group). The Group is an international business, with a portfolio of leading brands across a range of vertical markets. At 31st January 2022, the Group had over 1,600 employees based in 50 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, whilst our stated vision is 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 provide connectivity and business-critical insight across communities of buyers and sellers. We do this by focussing 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.

Customers have always used our range of exhibitions, conferences, tradeshows 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.

CLARION EVENTS LIMITED

STRATEGIC REPORT (CONTINUED)

Business model (continued)

The impact of COVID-19 on the Group allowed us to explore more of the online or “non-live” forms of connections between market participants which have become more significant over recent years – 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 12th March 2020. This financial year, across our markets, we have seen a phased return to our core business of live events. The US, UK and Europe markets are now fully reopened. In China and Hong Kong, the recent outbreak has triggered new restrictions while the rest of Asia is reopening gradually.

As we progress on our recovery journey the health and safety of our employees and customers continues to be the most important consideration. 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. As restrictions were lifted across our office locations, we are now operating a “hybrid” approach to work in our major offices, with majority of the week in the office, connecting with our colleagues and working collaboratively, with the choice to work remotely at other times.

As markets opened and we returned to live events, we worked with local Government and trade organisations to ensure the wellbeing of our customers.

Although we were unable to run the majority of our events during the first half of the financial year due to the restrictions on mass gatherings and international travel, the summer brought a lifting of restrictions in the US as well as UK and Europe, which allowed us to run a near complete schedule of events during the second half of the financial year. Concerns over the Omicron variant towards the end of 2021 led to the postponement of a handful of events in the UK and the US. These postponed events have now run successfully in the early part of 2022 and we see these markets returned to normal.

Outside of the successes we continue to see in our online business, COVID-19 continues to have an impact on the majority of our operations in Asia. We saw events in mainland China run throughout the financial year; however, at the start of 2022 the restrictions over travel and mass gatherings were reinstated in China and this has led to the postponement of our Chinese events in the first half of FY23 as well as the continued postponement of our events in Hong Kong. Restrictions remain in place elsewhere in Asia and continue to impact our events in Hong Kong.

We continued our focus on our cost base, both within portfolio and centrally, during the financial year. We anticipated both increased costs and cash outflows as we returned to a near-full schedule of live events in Europe and the US.

Consistent with the prior year, we continue to regularly model a number of possible forward-looking outcomes. These models take account of the current environment which has included delays due to the Omicron variant, global inflationary pressure and the uncertainty in China and Hong Kong.

COVID-19 actions and implications (continued)

It is clear that the pandemic has significantly impacted our 31st January 2022 results; however, we have seen recovery in Europe and the US which has driven an increase in both revenue and operating profit this year. We acknowledge the uncertainty that exists in our Asian markets and therefore, given the dynamic nature of the situation in some of our geographies, it is too early to quantify COVID-19's full impact on the financial year ending 31st January 2023.

The second half of the year demonstrated that the demand for our live events remains across the world and that we have traded out of this extremely difficult period. We are still well placed to deliver exceptional customer outcomes and experiences, alongside longer-term value creation.

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 a revenue of £24,689,000 (2021: £19,287,000). The company made an operating loss of £19,064,000 (2021: operating loss of £26,852,000), the operating margin increased to (77.22%) (2021: (139.2%)). The operating loss is driven by the cancellation of events as a result of COVID-19 pandemic, however, despite the loss, the performance is an improvement from prior year.

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

Principal risks, uncertainties and key performance indicators (KPI's) 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 Bidco Limited for the year ended 31st January 2022.

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, although we have seen a return to trading in the majority of our markets. COVID-19 continued to adversely affected our results in the current year and will impact year ending 31st January 2023. We are confident we have the strength in demand, quality brands and people, the strategy and the financial strength, to ensure the company builds upon the recovery we have seen to date and reinforces our position as a recognised category leader.

The industry continues to evolve through advances in technology and modernisation. We have done significant work to better understand our customers 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 are seeing success in this area as we return to live, providing an exciting new avenue for growth and product development.

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 brought "live" back across Europe and the US, we developed our product offering to meet these emergent needs and behaviours, improving our products through technology use and complementary non-live services. We continue the work we are doing on transitioning our growing range of digital products generally into brands which deliver for our customers as a complement to our live events.

CLARION EVENTS LIMITED

STRATEGIC REPORT (CONTINUED)

Trends and factors affecting future performance (continued)

Adapting to this new landscape and looking forward, the company hopes to reinvigorate the acquisition programme, continue investment in innovation and refresh infrastructure networks to build for the future.

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

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 Bidco Limited for the year ended 31st January 2022.

Social, community and human rights issues

We are committed to the highest standards of ethical conduct in our business activities across the world. Every employee and individual acting on Clarion's behalf is responsible for maintaining our reputation and for conducting company business professionally.

Our policies include: Anti-Bribery and Corruption; Anti-Bullying and Harassment; Dignity at Work; and Whistleblowing. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

We have 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 31st January 2022 will be signed and published on our website: www.clarionevents.com within six months of the year-end.

We have 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 which includes the company to take responsibility for its impact on a number of issues ranging from human rights to looking after the environment.

Employees

At Clarion, we value our employees and are committed to the continued improvement of our employee engagement.

Employee objectives are aligned with business strategy, vision, and purpose. At 31st January 2022, we have over 1,600 employees globally, with roughly 350 of these employees based in the UK.

We have a comprehensive set of policies and processes that inform and support our employees in the way in which we do business. This includes an employee handbook, global appraisal processes and competency framework tools to drive performance, talent, personal and career development.

CLARION EVENTS LIMITED

STRATEGIC REPORT (CONTINUED)

Employees (continued)

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

We have human resources (HR) teams across the business that provide people compliance and best practice.

We have a culture that is inclusive, entrepreneurial and open. Our values are passion, care, imagination and trust and these are at the heart of how we behave and make decisions around recruiting, developing and promoting talent. We also use our values to inform our decision making around the customers, suppliers and third parties that we work with.

As part of this, our approach to our employees and the benefits we offer them is paramount to attracting and retaining quality individuals. Each office has a number of local benefits such as gym memberships and social events. Groupwide, we have a number of initiatives:

Helping Our World (HOW) days - We recognise that employees will gain many benefits from volunteering. By sharing new experiences and becoming part of a new community, employees can enhance their own personal learning and achievement and utilise this in all areas of life. We give all permanent employees the opportunity to take one day per quarter to volunteer in the community.

Birthday gift day - All employees are gifted their birthday as a special day of leave so they can spend time as they wish without using time from their annual leave allowance.

Private health insurance and support - The majority of our offices globally are covered by private medical insurance.

Gender diversity – global

Clarion is an equal opportunities employer and we seek to employ a workforce that is reflective of the diverse community that we operate within.

The table below provides a breakdown of the gender of directors, senior managers and employees as at 31st January 2022 at group level:

	Male Number	Male %	Female Number	Female %
Directors	4	100	-	-
Senior managers*	93	44	118	56
Employees	462	32	970	68
Total	559	34	1,088	66

* Senior managers include our management board, managing directors, portfolio directors, show and event directors/managers and non-event heads of department.

CLARION EVENTS LIMITED

STRATEGIC REPORT (CONTINUED)

Gender pay gap – UK only

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 our UK company.

The table below shows our median and mean hourly gender pay gap (as at 5th April 2021) and bonus gap (for the twelve months to 5th April 2021):

	Mean	Median
Hourly pay	25.36%	26.94%
Bonus	42.92%	64.31%

The median pay gap is the most commonly used metric when quoting gender pay statistics. The figure is arrived at by calculating the difference between what the mid-earning woman and the mid-earning man in our UK business is paid.

The pay gap is largely driven by a gender imbalance in the highest-paid roles in the company as the majority of the UK employees at Managing Director level and above are male.

The higher mean bonus gap is also influenced by the greater number of males than females in sales roles, which attract higher commissions and performance-related bonuses. Approximately two thirds of our UK sales-based roles are male.

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 5th April 2021, the majority of our permanent part-time roles were held by women, as well as a number of women on maternity leave.

During the financial year we took positive actions towards the gender pay gap as follows:

- introduced a number of Diversity, Equity and Inclusion (DE&I) initiatives including e-learning training on diversity and unconscious bias for all employees, DE&I network listening forums to help highlight issues, challenges and propose solutions and introduced DE&I representatives to support and promote DE&I initiatives;
- we have reviewed our recruitment processes and introduced initiatives such as assessing blind CVs, using recruitment score cards and using inclusive interview panels;
- launched a mentor programme to assist new starters in successfully onboarding to achieve their full potential as well as supporting longer-serving employees to develop professionally; and
- maintained rigorous interrogation and approval process for annual pay review and bonus payment.

Consistent with prior years, we are committed to 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.

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 31st January 2022. 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 30 to 33 of the consolidated financial statements for Comet Bidco Limited for the year ended 31st January, 2022.

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, 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. Principle decisions discussed and approved at board level during the financial year included the listing of the loan notes on the International Stock Exchange, the transition to SONIA and the disposal of the South African business.

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

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. 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.

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 30 to 33 of the Consolidated financial statements of Comet Midco limited for the year ended 31st January 2022.

CLARION EVENTS LIMITED

STRATEGIC REPORT (CONTINUED)

Section 172 Companies Act 2006 (continued)

Stakeholders	Objectives	Method of engagement
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><i>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.</i></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)

Stakeholders	Objectives	Method of engagement
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 the Association of Exhibition Organisers and the 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.</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&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 prior year to support employees during this difficult time were continued into 2021. This included provision of mental health and wellbeing courses, continuing our Inclusivity Forums and a programme of events across Mental Health Awareness Week in May 2022.</p> <p>Work continued on the Diversity, Equity and Inclusion (DE&I) agenda. Following our work on strategy, appointing representatives and holding employee forums in the prior year, we built on our key theme, Awareness. Going forward we are focussed on embedding our strategy into our culture, furthering the education, awareness and understanding of our employees, as well as managing talent.</p>
Community and environment	<p>Positive impact on local communities and management of environmental footprint.</p>	<p>During the financial year, we formalised our commitment for greater focus, attention and consideration of environmental, social and governance (ESG) factors by establishing an ESG Committee.</p> <p>The Committee has reported our current status to the Board and are now engaging a third party to support us on our journey.</p>

By order of the Board



R Johnson
 Director
 31 October 2022

CLARION EVENTS LIMITED

DIRECTORS' REPORT

31The directors present their report of Clarion Events Limited (the company) together with the unaudited financial statements for the year ended 31st January 2022.

Dividends

No dividend has been paid or declared during the year (2021: £nil). The company did not receive a dividend during the year (2021: £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 30 to 33 of the Consolidated financial statements of Comet Bidco Limited for the year ended 31st January 2022.

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 pages 4 to 5 of the Strategic report.

Trends and factors affecting future performance

This is set out on pages 3 to 4 of the Strategic report.

Financial risk management

The company's approach to financial risk management are integrated with the Group, this is set out in the Strategic report of the consolidated financial statements of Comet Bidco Limited for the year ended 31st January 2022.

Post balance sheet events

None noted.

Directors

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

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

CLARION EVENTS LIMITED

DIRECTORS' REPORT (CONTINUED)

Going concern

As part of the going concern assessment performed in respect of the Comet Midco Limited consolidated financial statements for the year ended 31st January 2022, 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 period to August 2024 in a base case. 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.

Although across the UK, Europe and the US, we have seen a return to a normalised schedule of events, given the experiences of the previous two years, the directors acknowledge that there are uncertainties over exhibitions, events and mass gatherings, as well as travel restrictions, particularly across Hong Kong and China. Therefore, an extreme scenario, which the Directors believe is highly unlikely, has been prepared. When considering this extreme scenario, the assumptions and related cashflows, there are points at which 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 the period through to August 2024, 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 through to August 2024, 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.

In relation to this assessment in the prior year, similar assurances were given by Blackstone Capital Partners (Cayman) VII, LP and during the year ended 31st January 2022, support was provided to the Group to meet ongoing working capital commitments and minimum liquidity covenants.

Since the Comet Midco Limited consolidated financial statements were signed, the model continues to be updated on a rolling basis and closely monitored for the impact of both the extreme scenario assumptions as well as recent macroeconomic changes. In the most extreme scenario, which the directors believe is highly unlikely, and with the support provided by Blackstone throughout the period to August 2024 as noted above, the extended model shows headroom through the 15 months to January 2024.

Accordingly, but acknowledging the impact of COVID-19 and the continuing effect 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.

CLARION EVENTS LIMITED

DIRECTORS' REPORT (CONTINUED)

By order of the Board

A handwritten signature in black ink, appearing to read 'R Johnson', written in a cursive style.

R Johnson
Director

CLARION EVENTS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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**STATEMENT OF COMPREHENSIVE INCOME**

For the year ended 31st January	Notes	2022 £000	2021 £000
Revenue	4	24,689	19,287
Cost of sales		<u>(16,012)</u>	<u>(8,185)</u>
Gross profit		8,677	11,102
Other income		5,020	7,071
Administrative expenses		(32,761)	(37,233)
Impairment		-	(7,792)
Operating loss	5	(19,064)	(26,852)
Interest payable and similar charges	7	(989)	(1,534)
Interest receivable	8	1,243	1,584
Loss before taxation		(18,810)	(26,802)
Tax credit	9	5,745	3,666
Loss from continuing operations		13,065	23,136
Profit from discontinued operations	24	987	-
Loss for the year		(12,078)	(23,136)
Exchange difference on overseas branch		25	5
Loss and total comprehensive expense for the year		(12,053)	(23,131)

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

CLARION EVENTS LIMITED

STATEMENT OF FINANCIAL POSITION

COMPANY NO: 00454826

At 31st January	Note	2022 £000	2021 £000
Goodwill	10	4,526	4,526
Other intangible assets	10	6,256	8,455
Property, plant and equipment	11	474	611
Investments	12	207,559	207,559
Right-of-use assets	13	4,899	1,330
Deferred tax assets	14	9,462	3,636
Prepaid event costs	15	3,450	242
Non-current assets		236,626	226,359
Cash and cash equivalents		3,321	6,990
Trade and other receivables	15	283,558	272,304
Current assets		286,879	279,294
Total assets		523,505	505,653
Lease liabilities	16	(4,130)	-
Trade and other payables	18	(9,711)	(6,921)
Non-current liabilities		(13,841)	(6,921)
Lease liabilities	16	(1,396)	(1,365)
Provisions	17	-	(286)
Deferred tax liabilities		-	(170)
Trade and other payables	18	(532,183)	(509,091)
Current liabilities		(533,579)	(510,912)
Total liabilities		(547,420)	(517,833)
Net liabilities		(23,915)	(12,180)
Equity			
Called up share capital	20	-	-
Translation reserve		(277)	(302)
Other reserves	20	655	665
Share based payment reserve		6,286	5,958
Retained earnings		(30,579)	(18,501)
Total equity		(23,915)	(12,180)

CLARION EVENTS LIMITED

STATEMENT OF FINANCIAL POSITION (CONTINUED)

COMPANY NO: 00454826

For the year ended 31st January 2022, 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 18 to 48 form part of these financial statements. These financial statements on pages 14 to 48 were approved by the board of directors on 31 October 2022 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
At 1st February 2020		-	(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)
Movements in non-controlling interests		-	-	-	-	-	-
Other movements	20	-	-	(8)	-	-	(8)
Share based payments	21	-	-	-	853	-	853
At 31st January 2021		-	(302)	665	5,958	(18,501)	(12,180)
Loss for the year		-	-	-	-	(12,078)	(12,078)
Exchange movement		-	25	-	-	-	25
Total comprehensive expense		-	25	-	-	(12,078)	(12,053)
Other movements		-	-	(10)	-	-	(10)
Share based payments	21	-	-	-	328	-	328
At 31st January 2022		-	(277)	655	6,286	(30,579)	(23,915)

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)

1. Accounting policies (continued)

1.4 Going concern

In making the going concern assessment for the year ended 31st January 2022, 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 company through to 31st August 2023.

With the removal of restrictions over international travel and mass gatherings across Europe and the United States, as well as the successes of H2 FY22, Management has confidence in the annual budget which was approved early in 2022, which also covers the period through to 31 August 2023. This budget and cashflow forecast was used as a base case for the purposes of going concern and cashflow modelling. The business is performing ahead of the original budget and cashflow forecast.

1.5 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.

1.6 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.

1.7 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.

1. Accounting policies (continued)

1.7 Taxes (continued)

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.

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.

1.8 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.

1.9 Prepaid event costs

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

1.10 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, as is the case in the vast majority of the leasing activities of the company, the lessee's incremental borrowing rate is used.

1. Accounting policies (continued)

1.10 Leases (continued)

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 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.

Judgements are involved in determining the lease term, particularly because extension and termination options are included in a number of property leases across the company to facilitate operational flexibility. The majority of extension and termination options held are exercisable only by the company and not by the respective lessor. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension or termination option. Extension and termination options are only included in the lease term if it is reasonably certain that the option will be exercised. The assessment of the lease term is reviewed if a significant event or a significant change in circumstances occurs that is within the control of the company.

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.

1.11 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 consolidated 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 12 in the consolidated financial statements for Comet Bidco Ltd.

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.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

1. Accounting policies (continued)

1.11 Intangible assets (continued)

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 consolidated income statement.

1.12 Investments

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

1.13 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.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

1. Accounting policies (continued)

1.13 Financial Instruments (continued)

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.

ECLs relating to amounts due from Group 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 banks and in hand.

Loans and receivables

Loans and receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method.

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 Consolidated income statement.

Determining fair value for put and call option liabilities requires management to make certain judgements and estimates which are discussed further in note 19.4 in the consolidated financial statements for Comet Bidco Ltd.

1.14 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 or cash generating unit's (CGU) 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 or CGU 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.

1. Accounting policies (continued)

1.14 Impairment of non-financial assets (continued)

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 or CGU'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.

1.15 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.

1.16 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.

1.17 Share based payment transactions

The Group operates an equity-settled share based compensation plan based on shares granted in respect of Expo Holdings 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 Consolidated income statement on a straight-line basis over the vesting period. At each reporting date, the Group 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 Consolidated 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 24 of the consolidated financial statements for Comet Bidco Ltd.

2. Significant accounting judgements, estimates and assumptions

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.

2. Significant accounting judgements, estimates and assumptions (continued)

Allocation of goodwill and impairment of non-financial assets

For the purposes of impairment, significant judgement is required by management when allocating goodwill to each of the company's cash generating units (CGUs) that are expected to benefit from the business combination in which the goodwill arose. This is discussed further in note 12 of the consolidated financial statements for Comet Bidco Ltd.

The assessment of the recoverable amount of assets or 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 12 of the consolidated financial statements for Comet Bidco Ltd.

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 determining the lease term of right-of-use assets, particularly extension and termination options in certain leases. Management is also required to estimate 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.

Impairment of trade receivables and amounts due from Group 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 ECLs at the reporting date. These estimates include future cash-collection, external market and other economic factors and both the geographic and market spread of the customer base.

ECLs relating to amounts due from Group 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.

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.

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

New and amended standards and interpretations

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

The amendments provide a practical expedient to treat a change in interest rate as a change in the floating rate when an interbank offered rate is replaced with an alternative nearly risk-free interest rate on an economically equivalent basis.

No 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 IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The IASB has deferred the effective date of these amendments indefinitely.

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 1st 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 1st January 2022.

Annual Improvements to IFRS Standards 2018-2020

The Annual Improvements include amendments to two standards that are 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 1st January 2022.
- IFRS 16 *Leases*: the amendment removes the illustration of the reimbursement of leasehold improvements. The amendment is effective for annual periods beginning on or after 1st January 2022.

Disclosure of Accounting Policies – Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements

The amendments replace the requirement for entities to disclose their 'significant' accounting policies with those that are 'material' and add guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments are effective for annual periods beginning on or after 1st January 2023.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. Changes in accounting policies, new and amended accounting standards (continued)

Definition of Accounting Estimates – Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors.

Deferred Tax relating to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12 Income Taxes

The amendments narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments are effective for annual periods beginning on or after 1st January 2023.

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 consolidated results or financial position.

4. Revenue

Analysis of revenue from contracts with customers:

	2022	2021
	£000	£000
Type of service		
Live event organisation	22,077	17,311
Digital event organisation, databases and publications	2,612	1,976
	24,689	19,287
Geographical markets		
United Kingdom	17,442	7,177
North and South America	4,019	2,241
Europe	2,842	8,412
Middle East	130	109
Asia	185	1,088
Africa	71	260
	24,689	19,287
Timing of revenue recognition		
Services transferred at a point in time	24,689	19,287
Services transferred over time	-	-
	24,689	19,287

One customer generated 21% of the company's revenue but in prior year, no individual customer contributed more than 10% of the company's revenue.

Contract liabilities consist of deferred revenue, the increase in contract liabilities between 31st January 2021 and 31st January 2022 is predominantly due to the impact of COVID-19 as customers have scheduled events to future periods.

Of the £13,985,000 deferred revenue reported as at 31st January 2021, £5,452,000 has been recognised within revenue in the year ended 31st January 2022.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. Operating loss

The loss on ordinary activities is stated after charging:

	2022	2021
	£000	£000
Depreciation of property, plant and equipment (note 11)	137	486
Depreciation of right-of-use assets (note 13)	1,122	1,330
Amortisation of intangible assets (note 10)	3,725	3,649
Impairment of investment in subsidiary	-	7,792
(Gain) / Loss on translation of assets and liabilities denominated in foreign currency	(823)	1,145
Operating rentals of low-value and short-term leases	<u>30</u>	<u>30</u>

The company received £26,000 of government grants relating to COVID-19 assistance during the year ended 31st January 2022.

6. Employees

Aggregate staff costs were as follows:

	2022	2021
	£000	£000
Wages and salaries	13,395	11,659
Social security costs	1,629	1,440
Pension costs	690	740
Share based payments charge (note 21)	328	853
	<u>16,042</u>	<u>14,692</u>

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

	2022	2021
	Number	Number
Exhibitions	77	97
Conferences	24	28
Administration	86	102
Publishing	1	2
Telemarketing	30	22
	<u>218</u>	<u>251</u>

Directors' emoluments:

	2022	2021
	£000	£000
Directors' emoluments	591	715
Pension contributions	27	23
	<u>618</u>	<u>738</u>

CLARION EVENTS LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****6. Employees (continued)**

During the year, two directors (2021: two) were employed by the company. The emoluments, excluding pension contributions of the highest paid director were £327,000 (2021: £409,000). Their pension cost was £15,000 (2021: £13,000). There were two (2021: two) directors accruing benefits in a defined contribution pension scheme.

7. Interest payable and similar charges

	2022	2021
	£000	£000
Unwinding of put option liability (note 19.3)	(3)	297
Lease interest expense (note 16)	231	110
Intercompany loans Interest	761	1,127
	<u>989</u>	<u>1,534</u>

8. Interest receivable

	2022	2021
	£000	£000
Intercompany loans	1,230	1,584
External Loan	<u>13</u>	<u></u>

9. Taxation**a) Tax (credited)/charged in the income statement**

	2022	2021
	£000	£000
Current tax		
United Kingdom corporation tax at 19%		
Receipt for UK group relief	249	-
Adjustments in respect of prior years	2	(369)
Total current tax charge/(credit)	<u>251</u>	<u>(369)</u>
Deferred tax		
Origination and reversal of temporary differences	(3,383)	(3,019)
Recognition of deferred tax asset	(267)	(204)
Impact of change in tax laws and rates	(2,278)	(74)
Total deferred tax (credit)	<u>(5,929)</u>	<u>(3,297)</u>
Total tax credit on loss on ordinary activities	<u>(5,678)</u>	<u>(3,666)</u>

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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% (2021: 19%). The differences are explained below:

	2022 £000	2021 £000
Loss on ordinary activities before tax from continuing operations	<u>(17,815)</u>	<u>(26,802)</u>
Tax calculated at UK rate of 19% (2021: 19%)	(3,385)	(5,092)
Effect of:		
Expenses that are not deductible in determining taxable profit	1	2,331
Non-taxable income	-	(321)
Adjustments in respect of prior periods	(16)	(510)
Impact of changes in tax rate	(2,278)	(74)
Total tax credit	<u>(5,678)</u>	<u>(3,666)</u>

Factors that may affect future tax charges

In March 2021, it was announced that the corporation tax rate will increase from 19% to 25% with effect from 1st April 2023.

As this rate was substantively enacted on 24th May 2021 the increased rate of 25% has been taken into account in the calculation of the net deferred tax liability provided at the balance sheet date where deferred tax liabilities are expected to reverse after 1st April 2023.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10. Goodwill and intangible assets

	Goodwill £000	Customer relationships £000	Trade names £000	Software £000	Total £000
Cost					
At 1 st February 2020	4,526	1,308	1,867	19,960	27,661
Additions	-	-	-	604	604
Disposals	-	-	-	(788)	(788)
At 31 st January 2021	4,526	1,308	1,867	19,776	27,477
Additions	-	-	-	434	434
Reclassified	-	-	-	(2,635)	(2,635)
Disposals	-	-	-	-	-
At 31st January 2022	4,526	1,308	1,867	17,575	25,276
Amortisation					
At 1 st February 2020	-	1,136	621	9,717	11,474
Charge for the year	-	172	160	3,317	3,649
Disposals	-	-	-	(627)	(627)
At 31 st January 2021	-	1,308	781	12,407	14,496
Reclassified	-	-	-	(3,727)	(3,727)
Charge for the year	-	-	160	3,565	3,725
Disposals	-	-	-	-	-
At 31st January 2022	-	1,308	941	12,245	14,494
Net book value at 31st January 2022	4,526	-	926	5,330	10,782
Net book value at 31 st January 2021	4,526	-	1,086	7,369	12,981

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 Bidco 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 represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cashflow estimates. The discount-rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity.

Growth rates - growth rates are initially derived at a Group level, then tailored to 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 Bidco for the year ended 31st January, 2022.

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 5% in all cashflows FY23-FY25;
- an increase of 5% in costs;
- the elimination of revenues arising from certain Global Sources Electronics (GSE) events;
- a reduction of 0.5% in the estimated LTGR; and
- an increase of 0.5% in the estimated WACC underlying the discount rates.

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
Cost			
At 1 st February 2020	1,103	1,557	2,660
Additions	21	186	207
Disposals	-	(1,152)	(1,152)
At 31 st January 2021	1,124	591	1,715
Additions	-	-	-
Disposals	-	-	-
At 31 st January 2022	1,124	591	1,715
Depreciation			
At 1 st February 2020	1,087	637	1,724
Charge for the year	17	469	486
Disposals	-	(1,106)	(1,106)
At 31 st January 2021	1,104	-	1,104
Charge for the year	20	117	137
Disposals	-	-	-
At 31 st January 2022	1,124	117	1,241
Net book value at 31st January 2022	-	474	474
Net book value at 31 st January 2021	20	591	611

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

12. Investments

	£000
Cost	
At 1 st February 2020	228,055
Additions	-
At 31 st January 2021 and 31 st January 2022	<u>228,055</u>
Impairment	
At 1 st February 2020	12,704
Charge for the year	7,792
At 31 st January 2021	<u>20,496</u>
Charge for the year	-
At 31 st January 2022	<u>20,496</u>
Net book value at 31st January 2022	<u>207,559</u>
Net book value at 31 st January 2021	<u>207,559</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.

13. Right-of-use assets

	£000
Cost	
At 1 st February 2020	3,991
At 31 st January 2021	<u>3,991</u>
Re-measurement	4,691
At 31 st January 2022	<u>8,682</u>
Accumulated depreciation	
At 1 st February 2020	1,331
Charge for the year	1,330
At 31 st January 2021	2,661
Charge for the year	1,122
At 31 st January 2022	<u>3,783</u>
Net book value at 31st January 2022	<u>4,899</u>
Net book value at 31 st January 2021	<u>1,330</u>

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.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

13. Right-of-use assets (continued)

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 recognised in the balance sheet are shown below:

	2022	2021
	£000	£000
Deferred tax asset		
Accelerated depreciation	596	457
Other temporary differences	20	16
Tax losses carried forward	8,846	3,163
	<u>9,462</u>	<u>3,636</u>

15. Trade and other receivables

	2022	2021
	£000	£000
Trade receivables	2,978	2,226
Less: allowance for expected credit losses	(282)	(369)
Trade receivables - net	<u>2,696</u>	<u>1,857</u>
Amounts due from Group undertakings	90,089	77,332
Intercompany loans receivable	182,676	186,423
Prepaid event costs	7,677	2,988
Other prepayments	419	381
Corporation tax	623	1,729
Accrued income	-	-
Other taxation and social security	641	1,321
Other receivables	2,187	515
	<u>287,008</u>	<u>272,546</u>
Analysed as:		
Current	283,558	272,304
Non-current	<u>3,450</u>	<u>242</u>
	<u>287,008</u>	<u>272,546</u>

Of the intercompany loans receivable, £23,117,000 is interest-bearing, unsecured and repayable on demand (2021: £23,117,000). The remaining intercompany loans receivable of £159,559,000 (2021: £163,306,000) and all the amounts due from Group undertakings are interest-free, unsecured and repayable on demand.

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

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

	2022	2021
	£000	£000
Current	560	120
Past due less than 30 days	304	168
Past due 30 – 60 days	183	35
Past due 60 – 90 days	634	97
Past due 90 – 120 days	90	179
Past due more than 120 days	1,207	1,627
	<u>2,978</u>	<u>2,226</u>

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

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

	2022	2021
	£000	£000
At 1st February	369	532
Charge to profit or loss	565	457
Allowance utilised during the year	(386)	(338)
Allowance released during the year	(266)	(282)
At 31st January	<u>282</u>	<u>369</u>

Trade receivables past due but not impaired are as follows:

	2022	2021
	£000	£000
Current	560	120
Past due less than 30 days	278	168
Past due 30 – 60 days	169	32
Past due 60 – 90 days	610	86
Past due 90 – 120 days	82	147
Past due more than 120 days	997	1,304
	<u>2,696</u>	<u>1,857</u>

The company's management of customer credit risk is described in note 19.5 of the Consolidated financial statements of Comet Bidco Limited for the year ended 31st January 2022.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

16. Lease liabilities

	£000
At 1 st February 2020	2,651
Interest charge in the year (note 7)	110
Payment of lease liabilities	(1,396)
At 31 st January 2021	1,365
Interest charge in the year (note 7)	231
Lease liabilities Re-assessment	3,930
At 31st January 2022	5,526
Of which are:	
Current lease liabilities	1,396
Non-current lease liabilities	4,130
	5,526

As at 31st January 2022, there were no potential future cash outflows that were not included in the measurement of the lease liability.

17. Provisions

	Lease dilapidations £000
At 1 st February 2020	286
Unwinding of discount and changes in discount rate (note 7)	-
At 31st January 2021	286
Provision utilisation	(286)
At 31st January 2022	-

Lease dilapidations

The provision utilisation relates to the costs associated with restoring a building to its original state prior to all leasehold improvements.

18. Trade and other payables

	2022 £000	2021 £000
Deferred revenue	18,099	13,985
Trade payables	3,409	1,611
Intercompany loans payable	451,927	427,375
Amounts due to Group undertakings	58,886	66,093
Other payables	1,432	951
Put option liabilities	3,046	3,755
Accruals	5,095	2,242
	541,894	516,012

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

18. Trade and other payables (continued)

Analysed as:

Current	532,183	509,091
Non-current	9,711	6,921
	<u>541,894</u>	<u>516,012</u>

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 (2021: £59,610,000) is interest-bearing, and repayable on demand. The remaining intercompany loans payable of £392,317,000 (2021: £367,765,000), and all the amounts owed to Group undertakings are interest-free, unsecured and repayable on demand.

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

	2022 £000	2021 £000
Cash and cash equivalents	3,321	6,990
Trade receivables (note 15)	2,696	1,857
Amounts due from Group undertakings	90,089	77,332
Intercompany loans receivable	182,676	186,423
	<u>278,782</u>	<u>272,602</u>

19.2 Other financial liabilities

	2022 £000	2021 £000
Lease liabilities (note 16)	5,526	1,365
Trade payables (note 18)	3,409	1,611
Amounts owed to Group undertakings	58,886	66,093
Intercompany loans payable	451,927	427,375
Put option liabilities	3,046	3,755
Other reserves (note 20)	655	665
	<u>523,449</u>	<u>500,864</u>

Analysed as:

Current	516,273	496,444
Non-current	7,176	4,420
	<u>523,449</u>	<u>500,864</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.

CLARION EVENTS LIMITED

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.

	2022 £000	2021 £000
Other financial liabilities at fair value through profit or loss		
Put option liabilities	<u>3,046</u>	<u>3,755</u>
Other financial liabilities at amortised cost		
Lease liabilities (note 16)	5,526	1,365
Trade payables (note 18)	3,409	1,611
Amounts owed to Group undertakings	58,886	66,093
Intercompany loans payable	<u>451,927</u>	<u>427,375</u>
	<u>519,748</u>	<u>496,444</u>
Other financial liabilities recognised in other comprehensive income		
Other reserves (note 20)	<u>655</u>	<u>665</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 31st January 2022 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)**

	2022	2021
Fair value of put option liabilities	£000	£000
At 1 st February	3,755	8,150
Grant of put options over non-controlling interests	540	-
Change in fair value	(833)	(1,001)
Unwind of discount	261	297
Settled	-	(3,707)
Lapsed	-	-
Exchange differences	(677)	16
At 31 st January	<u><u>3,046</u></u>	<u><u>3,755</u></u>

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 19.5 of the Consolidated financial statements of Comet Bidco Limited for the year ended 31st January 2022.

20. Share capital and reserves

Share capital	Number of shares	Share capital £
Authorised, issued and fully paid ordinary shares of £1 each At 31 st January 2021 and 2022	<u>101</u>	<u>101</u>
Other reserves		Other reserves £000
At 31 st January 2021		665
Other movements		(10)
At 31 st January 2022		<u><u>655</u></u>

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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 £328,000 (2021: £853,000).

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 Bidco Limited.

22. Contingent liabilities

At 31st January 2022, there exists a charge over £243,625,000 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 Bidco Limited).

At 31st January 2022, 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 31st January 2022 was £690,000 (2021: £740,000).

24. Discontinued operations

In December 2021, the Group committed to plans to wind down its Dubai operations following the sale of its trade and assets in November 2021.

	Clarion branch Dubai
	2022
	£000
Revenue	-
Cost of sales	-
Gross profit	-
Gain on disposal of trade and assets	2,497
Administrative expenses	(1,354)
Operating profit/(loss)	1,143
Net interest expense	(2)
Profit/(loss) before tax	1,141
Taxation charge	(154)
Profit/(loss) for the year from discontinued operations, net of tax	<u>987</u>

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

25. Transactions with related parties and key management

Related party transactions

2022	Sales £000	Purchases £000	Due from Group undertakings £000	Due to Group undertakings £000
Awesome Con, LLC	3	-	3	-
Gaming Summits B.V.	-	-	-	-
Image Engine Pte. Ltd.	20	-	2	-
Insuretech Connect LLC	(34)	-	-	(41)
International Training Equipment Conference Limited	422	-	540	(1,544)
Leftfield Media LLC	5	-	-	(5)
Mobile Apps Unlocked LLC	4	-	4	-
Premium Exhibitions GmbH	2,394	7	16	(9,697)
PT Adhouse Clarion Events	15	-	33	-
Rose City Comicon LLC	1	(1)	1	-
Slotacademy B.V.	4	17	474	(243)
Traffic & Conversion Summit, LLC	4	82	268	-

Digital Marketer Labs, LLC is a minority shareholder in Traffic & Conversion Summit, LLC. During the year ended 31st January 2022, Digital Marketer Labs, LLC invoiced £162,111 regarding a hold-back payment for the Traffic & Conversion Summit, LLC acquisition and also invoiced a further £51,784 regarding its profit share, offset by event related costs. At 31st January 2022, they were owed £7,826 by the Group.

Toy Industry Association, is a minority shareholder in Play Fair, LLC. At 31st January 2022, they owed £150,398 to the Group.

At 31st January 2022, Greg Topalian, a director of Leftfield Media LLC, had a loan payable to the Group of £608,965. 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. In addition, at 31st January 2022 £11,906 was owed by the Group to Greg Topalian.

Adam Lovallo, a director of Mobile Apps Unlocked LLC, charged the Group £87,263 for the year ended 31st January 2022 for consultancy services with no balance outstanding at the year-end. In addition, Adam Lovallo holds a promissory note of £162,066 which was owed to the Group as at 31st January 2022. Interest accrued at 7% on the principal amount and was included in the loan.

Julian Graves, the minority interest holder in Slotacademy B.V., was also a Director of Graves and Company Limited. During the year ended 31st January 2022, Graves and Company Limited charged the Group £64,800 for consultancy services. At 31st January 2022, 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 £206,775 during the year ended 31st January 2022 for consultancy services. At 31st January 2021, they were owed £17,500 by the Group. Svengali Productions Limited charged the Group £nil during the year ended 31st January 2022. At 31st January 2022 there was no balance outstanding.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

25. Transactions with related parties and key management (continued)

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 31st 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 31st January 2021, it was owed £146,915 by the Group.

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

At 31st 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 31st January 2021 for consultancy services. At 31st 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 31st January 2021, Graves and Company Limited charged the Group £45,370 for consultancy services. At 31st 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 31st January 2021 for consultancy services. At 31st January 2021, they were owed £17,500 by the Group. Svengali Productions Limited charged the Group £1,200 during the year ended 31st January 2021 for event sponsorship. At 31st January 2021 there was no balance outstanding.

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

25. 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 31st January 2021 for consultancy services. At 31st 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 31st January 2021.

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

Jay Weintraub, a director of Insuretech Connect LLC, charged the Group £194,082 for the year ended 31st January 2021 for consultancy services. Jay Weintraub was also a director of NextCustomer LLC. During the year ended 31st January 2021, NextCustomer LLC charged the Group £577,067 for management services. At 31st 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 31st January 2021.

26. Post balance sheet events

None noted.

27. 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.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

28. Group subsidiaries

In accordance with Section 409 of the Companies Act 2006, a full list of subsidiaries, associates and joint ventures as at 31st January 2022 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

Name	Registered office	Country of incorporation
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)

28. Group subsidiaries (continued)

100% wholly owned companies – organisation of conferences

Name	Registered office	Country of incorporation
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
Gaming Summits B.V.	Bisonpoor 6000, 3605 LT, Maarssen	Netherlands
Pennwell International Limited	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Slotacademy B.V.	Bisonpoor 6000, 3605 LT, Maarssen	Netherlands

100% wholly owned companies – organisation of lead generation

Name	Registered office	Country of incorporation
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

Name	Registered office	Country of incorporation
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 Fuarçılık Danismanlık Ltd STI	Maslak Mah. Eski Büyükdere Cad. No:9/78 Oda:9-GK iz Plaza Giz Giriş Kat Sarıyer, Istanbul	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)

28. Group subsidiaries (continued)

100% wholly owned dormant companies

Name	Registered office	Country of incorporation
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

Name	Registered office	Country of incorporation
Clarion Greenfield Exibições e Feiras Ltda (50%)	Alameda Santos, 1.787, 10th Floor, São Paulo, 01419-002	Brazil
Clarion Connexa Limited (70%)	Bedford House, 69-79 Fulham High Street, London, SW6 3JW	United Kingdom
Gift Ventures, LLC (61.1%)	2016 Goldleaf Parkway, Canton, Georgia, 30114	USA

CLARION EVENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

28. Group subsidiaries (continued)

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

Name	Registered office	Country of incorporation
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

Name	Registered office	Country of incorporation
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)

28. Group subsidiaries (continued)

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

Name	Registered office	Country of incorporation
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