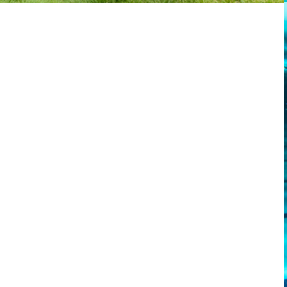
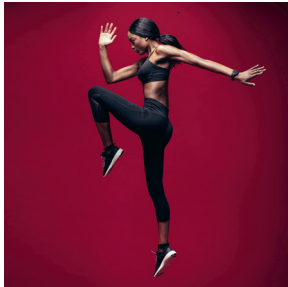
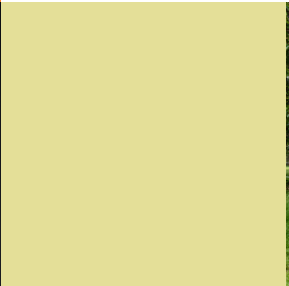


FUTURE



FY2022 ANNUAL REPORT





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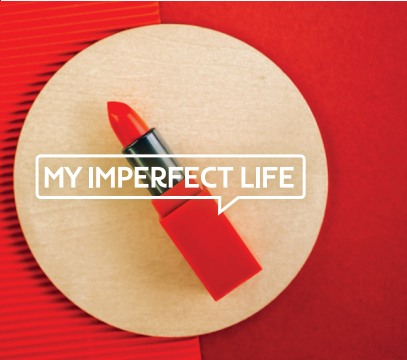
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# Strategic report

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# Group overview

**Future** is a global platform for **intent-led specialist media** underpinned by **technology**, enabled by **data**; with **diversified revenue** streams.

We operate c.250 brands in diversified content verticals, across our B2C and B2B divisions. We organise our brands by specialist interest and have four main content verticals with 16 sub-categories ranging from Consumer Technology to Games to Women’s Lifestyle to Homes or Wealth.

Our content is published and distributed through various forms: websites, email newsletters, videos, magazines, events and has three core monetisation frameworks (advertising, eCommerce affiliate and direct consumer monetisation as described on the next page).

Our content reaches 1 in 3 adults online in the UK and in the US.\*

The successful execution of the strategy is based on a value-led organisation with a clear purpose: “**We change people’s lives through sharing our knowledge and expertise with others, making it easy and fun for them to do what they want**”.

For more information, please visit our website: [www.futureplc.com/investor-relations](http://www.futureplc.com/investor-relations)

\* Source: comScore Media Metrix Demographic Profile, September 2022 - Desktop Age 2+ and Total Mobile 18+

## Our reach



### North America (USA and Canada)

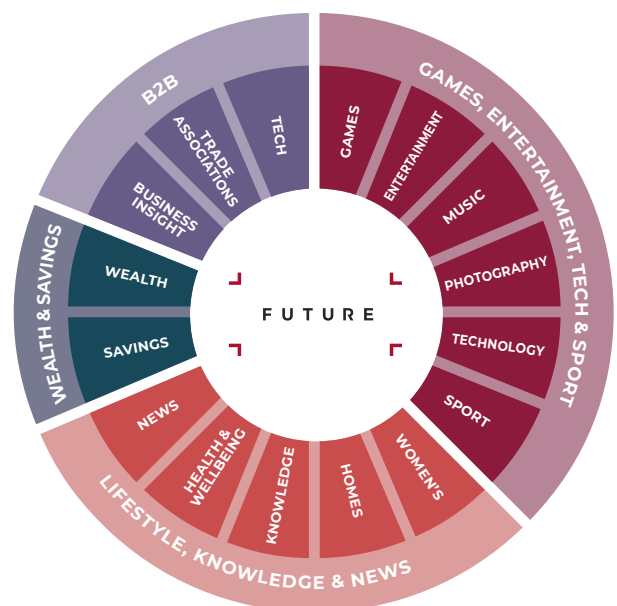
		% Group
Revenue	325.9	39%
Employees	2,274	76%



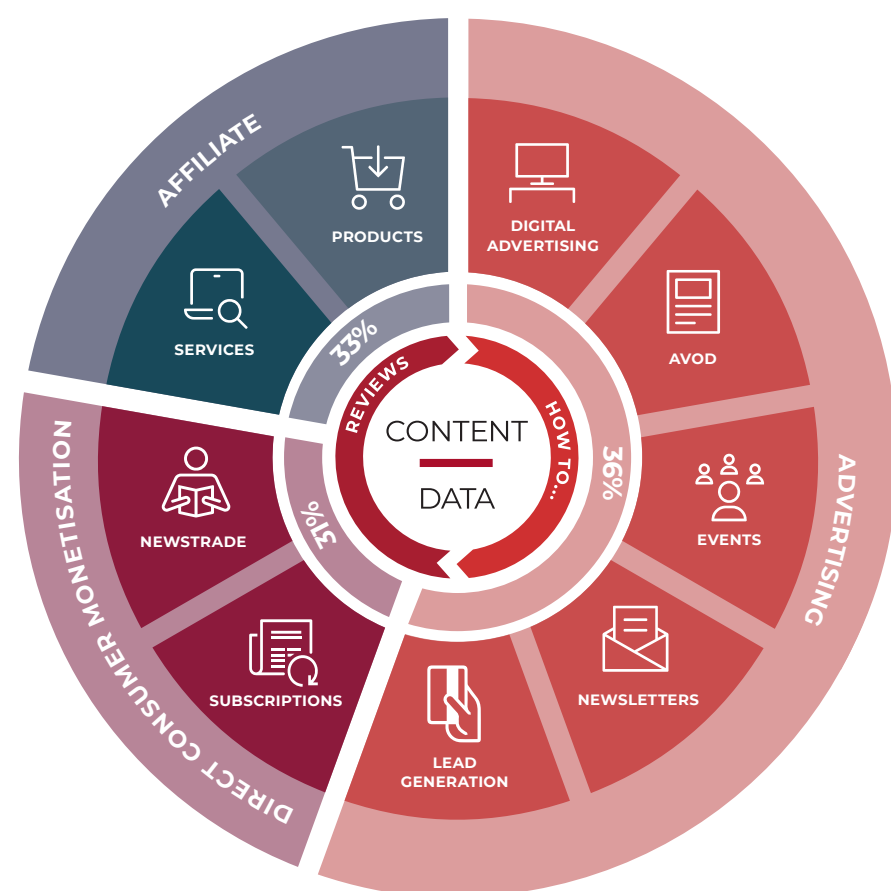
### UK & ROW

		% Group
Revenue	499.5	61%
Employees	715	24%

## Verticals



## Future wheel of monetisation



## Group revenue

- 1. Advertising** (36% of Group's revenue, 39% in FY 2021) is the revenue we earn from ads displayed alongside our content on various platforms (our own websites, social platforms, videos, email newsletters, magazines (physical or digital), and events (physical or digital).
- 2. Direct consumer monetisation** (31% of Group's revenue, 25% in FY 2021) is derived through the direct purchase of content or services by consumers e.g. the sale of magazines either directly from the newsstand or through subscriptions, or the purchase of an online membership.
- 3. eCommerce affiliate** (33% of Group's revenue, 36% in FY 2021) is the commission we earn when an online user clicks through to a retailer or service provider's website to make a purchase, we offer this across our content and comparison websites.

## Top 10 Brands

TechRadar	31.3
Tom's Guide	29.9
CinemaBlend	27.0
GamesRadar	19.9
Live Science	19.8
PC Gamer	18.6
MarieClaire.com	13.9
Space.com	12.4
Windows Central	7.9
Who What Wear	7.4
Other	124.8

TOTAL ONLINE USERS<sup>3</sup> (M) 312.9

## FY 2022 financials

Adjusted <sup>1</sup> results	FY 2022	FY 2021	Var
Revenue (£m)	825.4	606.8	+36%
Adjusted operating profit (£m)	271.7	195.8	+39%
Adjusted operating profit margin (%)	33%	32%	+1ppt
Adjusted diluted EPS (p)	163.5	131.9	+24%
Adjusted Free Cash Flow <sup>2</sup> (£m)	267.2	199.3	+34%
Statutory results	FY 2022	FY 2021	Var
Revenue (£m)	825.4	606.8	+36%
Operating profit (£m)	188.6	115.3	+64%
Operating profit margin (%)	23%	19%	+4ppt
Profit before tax (£m)	170.0	107.8	+58%
Cash generated from operations (£m)	268.5	197.2	+36%
Diluted EPS (p)	100.9	58.1	+74%

<sup>1</sup> Adjusted results are adjusted to exclude share-based payments (relating to equity settled share awards with vesting periods longer than 12 months) and associated social security costs, exceptional items, amortisation of intangible assets arising on acquisitions and any related tax effects.

<sup>2</sup> Adjusted free cash flow is defined as adjusted operating cash flow less capital expenditure. Capital expenditure is defined as cash flows relating to the purchase of property, plant and equipment and purchase of computer software and website development. Adjusted operating cash flow represents cash generated from operations adjusted to exclude cash flows relating to exceptional items and payment of accruals for employer's taxes on share-based payments relating to equity settled share awards with vesting periods longer than 12 months, and to include lease repayments following adoption of IFRS 16 Leases. Adjusted free cash flow conversion reflects adjusted free cash flow as a percentage of adjusted operating profit.

<sup>3</sup> Online users are taken from Google Analytics. Unless stated otherwise, online users are monthly and the monthly average across the year

# Our brands

We own and operate c250 brands segmented in four main categories and 16 content verticals, you can see a snapshot of our brands here:

<b>chat</b>	NEXT TV	LIVESCI=NC=	 GOLDEN JOYSTICK AWARDS	Guitarist	Boat Owner
Livingetc	Digital Camera World	tom'sHARDWARE	Future Genius	Wallpaper*	trg
<b>T3</b>	GoCompare	SPACE	CINEMA BLEND	WHAT HI-FI?	whattowatch
TVB EUROPE	tvtech	cyclingnews	RADIO WORLD	Mac FORMAT	PROSOUND
electronic MUSICIAN	Laptop	Homebuilding & Renovating	retro GAMER	COACH	3D WORLD
<b>scn</b>	THE FIELD	GoodtoKnow	GETPRICE	Residential Systems	PhotoPlus
Computer active	The Photography & Video Show	Pets R'DAR	SmartBrief	woman	marketforce
woman&home	REAL HOMES	FUTURE GAMES SHOW	PC GAMER	PERIOD LIVING	5Gradar
Multichannel News WONDER WOMEN	ImagineFX	What's on TV	Amateur Gardening	TWICE	iMore
HOMES & GARDENS	RUGBY WORLD	CB CREATIVE BLOG	Kiplinger	Total 911	MIX
MAXIMUMPC	mbr	THE WEEK Junior	Style at Home	Adventure	- MR - MOBILE
HISTORY WAR	FutureMusic	mozo	SOUND & VIDEO CONTRACTOR	THE WEEK	LOOK AFTER MY BILLS



# Chair's statement

Richard Huntingford **Chair**

## Dear Shareholders,

I am delighted to report another highly successful year for Future which has delivered strong growth, both organically and inorganically, across all our key metrics.

These results, achieved against a very challenging economic backdrop, demonstrate the resilience and robustness that our diversified strategy brings to the Group, and the effectiveness of our business model. They are also testament to the strength of our Executive Leadership Team combined with the enormous hard work, dedication and enthusiasm that all our colleagues across Future put into their roles, again rising to the considerable challenges of adapting to new working models post-Covid whilst dealing with the many macro-economic issues that have continued to disrupt businesses across the world.

## FY 2022 in review

During the year, the Group made progress on audience and leadership positions with online users of 313m (FY 2021: 305m), a +3% reported growth driven by the acquisition of Dennis, What Culture and Who What Wear. Revenue reached £825.4m (FY 2021: £606.8m), a +36% increase over the prior year of which +2% was organic driven by Media organic revenue growth of +5%.

The Group continues to demonstrate strong operating leverage with a +1ppt adjusted margin progression to 33% (FY 2021: 32%) translating into adjusted operating profit of £271.7m (FY 2021: £195.8m), a +39% year-on-year increase of which ~21% was organic and due to the platform effect. On a statutory

basis, operating profit was £188.6m (FY 2021: £115.3m), a +64% year-on-year increase, leading to an operating margin of 23%, a 4ppt year-on-year increase (FY 2021: 19%). The Group remains highly cash generative with adjusted free cash flow of £267.2m (FY 2021: £199.3m), representing 98% of adjusted operating profit (FY 2021: 102%). Cash generated from operations was £268.5m (FY 2021: £197.2m).

You can read more about the review of FY 2022 in pages 60 to 71 as well as in Zillah's Q&A on pages 22 to 24.

## Continued execution of the strategy supported by a strong business model

The last year saw continued successful execution of the strategy that has delivered value for Future shareholders over the recent past. We have created a global platform for intent-led specialist media, with scalable, diversified brands and products, underpinned by proprietary technology and enabled by data, delivering diversified revenue streams.

At the heart of the Group lies our content. The Group continues to invest in content to ensure that we are always providing our audiences with the most valuable and relevant information that they need to fulfil their interests and needs, regardless of how they wish to consume this content - provided, of course, that the creation and delivery of the content is commercially viable. Our content is aimed at audiences that are passionate, ask a lot of questions and have a high-intent to purchase. These characteristics are fundamental in making our audiences relevant from a monetisation perspective. Our

audience engagement allows us to capture valuable proprietary first-party data which, combined with our data audience platform Aperture, further improves our monetisation by enabling targeting within the Future ecosystem. For more on Aperture, please read the case study on page 13.

The Group is, by design, highly diversified: in content with 16 different content verticals organised around four divisions, in routes of monetisation with three main segments (advertising, affiliate and direct consumer monetisation) and in geographies (principally the UK and US). This diversification enables the Group to manage uncertainties, tailwinds and headwinds, driving consistent robust performance on all key metrics: revenue growth, profitability and cash conversion.

Future is organised as a matrix to ensure that every title benefits from the platform, from expertise and efficient processes delivered by the centres of excellence to the benefit of proprietary technology and sharing of data across the Group. In turn, the platform benefits from the experiences and expertise that each new vertical and title brings to the Group. This one-platform approach ensures incremental improvements from one title are shared by many. The operating model also provides flexibility and agility across the organisation, leaning into areas of momentum to maximise growth and allowing the editorial team to pivot the content to anticipate audience needs. The model is also highly efficient and allows for continued margin progression. You can read more about the Group's strategy and business model on pages 12 to 19.

M&A is used as an accelerator of our strategy by adding content and/or capabilities to drive further audience growth and new routes of monetisation. The Group completed four transactions during the year and one in October 2022 allocating over £400m of capital. This investment was funded from cash and bank facilities, whilst maintaining leverage below 2x, continuing to deploy our balance sheet strength effectively and with discipline. Dennis, acquired at the start of the financial year in October 2021, has brought key additional content to the Group (MoneyWeek and Kiplinger) to significantly strengthen our



These results, achieved against a very challenging economic backdrop, demonstrate the resilience and robustness that our diversified strategy brings to the Group, and the effectiveness of our business model





# WHO WHAT WEAR

Wealth vertical, as well as giving the Group a robust operating model for subscriptions and lead generation.

In March 2022, we acquired WhatCulture, the digital-only brand focused on the gaming and entertainment market, which strengthens our position in video, notably with its expertise in monetisation on YouTube. At the same time, we complemented this addition to our stable with the acquisition of data insight platform Waive which provides intelligence on emerging content trends, providing a valuable enhancement to our Aperture data platform and our data science capabilities. Finally, in June, we acquired a leading US digital-only women's lifestyle publisher, Who What Wear, which significantly strengthens our position in the Women's Lifestyle market, making the Group number six in the Comscore ranking for Fashion and Beauty in the US.

Future has a strong track record of successfully integrating acquisitions by deploying a proven integration playbook. This playbook is continuously enhanced thanks to constant feedback we generate following the latest integration. As part of our corporate governance, the Board also carefully reviews all acquisitions twelve months after integration to assess whether the strategic rationale and financial objectives for the acquisition have been met.

### A responsible and resilient business

The successful execution of Future's strategy is underpinned by our values. As a purpose-driven organisation, our strategy is to operate as a responsible business and everything we do is underpinned by our purpose and values which fosters an aligned culture across the organisation.

Being a responsible employer is an important part of our strategy and we were quick to recognise the impact that soaring energy prices and inflation would have on our people in terms of their financial wellbeing. We are proud of the fact that in all our markets we have a Future base-level wage that is higher than any central or local government standard. However, we thought it was important that we should do even more to help our colleagues. We accelerated the payment of our all-staff annual profit pool bonus scheme so that 40% of the full-year bonus was paid in June to help mitigate the immediate inflationary pressures being felt by our employees. In addition, we have accelerated the standard salary review process from January 2023 to November 2022 and for colleagues with lower salaries, we have made a one-off additional payment of 2% of salary in FY 2023.

In December 2021, we were pleased to launch our Responsibility strategy, entitled 'Our Future, Our Responsibility', which outlined our ESG ambitions to help build a more sustainable future for our communities and planet. The strategy reflects our commitment to drive further change within our own company and through the content we produce. We are focusing our efforts on what is important to us at Future and where we can make a unique difference, building on what we do already, with clear ambitions to do more.

Further details on our Responsibility strategy and the initiatives carried out in the year can be found on pages 34 to 53.

### Board composition

We continue to benefit from a strong Board that brings a breadth of relevant skills and

diversity in terms of experience, background and gender. As covered in my statement last year, Rachel Addison stood down from her position as CFO on 31 October 2021 and we were delighted to announce the appointment of Penny Ladkin-Brand as CFO, effective 1 November 2021. Penny had served as Chief Strategy Officer from June 2020, having previously served as CFO of the Group from 2015.

In September 2022, we announced that Zillah Byng-Thorne had informally indicated that she would like to step down as CEO by the end of 2023, around her 10-year anniversary at the Group. As mentioned in last year's annual report, CEO succession has been an ongoing focus of the Board and the Nomination Committee, and a formal search for a successor is underway through the appointment of a global leading executive search firm. We will communicate the outcome of that search as appropriate in due course, and, in the meantime, I would like to thank Zillah for her ongoing, tireless commitment to the Group. In addition, Penny's role has been extended to Group CFO and Strategy Officer. Penny will continue to lead all finance activities within the organisation, and will now also focus on inorganic growth opportunities and execution of the strategy to deliver medium and long term growth.

The biographies of the current directors can be found on pages 78 to 79.

### Looking forward

Whilst we expect the current challenging macro-economic conditions will continue to be difficult for consumers and businesses alike, I am confident that Future's clear, proven strategy, resilient business model and leading market positions means we are well placed to not only deal with these tough trading conditions, but also to grow market share by outperforming peers in terms of the quality of the service we provide to our loyal audiences. We will continue to focus on both running our business exceptionally and investing in growth opportunities as appropriate. I remain as confident as ever that Future will continue its strong track record of success in the coming years.



**Richard Huntingford**  
Chair

30 November 2022

# Our purpose and strategy

Future is a global platform for intent-led specialist media underpinned by technology, enabled by data; with diversified revenue streams. We are a global leader in intent-led media, helping people achieve their goals while entertaining and engaging them. Our purpose is clear: **“We change people’s lives through sharing our knowledge and expertise with others, making it easy and fun for them to do what they want.”** Our purpose is central to the way our strategy is deployed and our organisation behaves.

Our strategy is simple and our focus is on the consistency of its execution whilst managing the risks. For more on risks, please go to pages 66 to 70.



**We help people do the things that matter in their life, our content and brands give them a place where they want to spend their time while meeting their needs**

We successfully deliver expert content that our audiences want to consume about the things that matter to them. Our audiences are largely endemic and intent-led, so it is crucial for us to be a trusted partner to help them meet their needs.

We continue to monetise our highly-engaged audiences through websites, events, social media, email newsletters, podcasts and magazines. We operate primarily in English speaking markets where we aim to have leadership positions.



**We leverage our data and analytics to predict our audiences’ needs, this drives innovation and execution of our strategy**

Data is an inherent part of our business and we have a wealth of rich first-party data, across our multiple data sources (ranging from newsletter subscriptions, to online audience behaviour, to price comparison insight around spending trends). This data helps us to understand our audiences needs, creating the most relevant content for them, serving the most contextual ads or understanding how to innovate our product format. While Aperture - our data audience platform, allows advertisers to access Future’s rich first-party audience data captured across our vast portfolio of brands, helping them reach high-intent target audiences. The recent acquisition of Waive has enabled us to launch our SmartDiscovery technology which is helping us to spot consumer trends online faster. All of the data we use and access complies with all regulatory requirements in terms of privacy.



**We expand our global reach through organic growth, acquisitions and strategic partnerships**

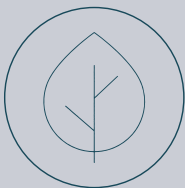
In order to increase our efficiency we look to maximise our reach in the English-speaking markets, this allows us not only to create content once but to increase our audience reach materially by looking beyond the UK. To drive sustainable growth, we believe we need to grow organically and continue to invest in editorial, product and engineering resources to facilitate this, while we also look to acquisitions and partnerships to accelerate our growth. The recent acquisition of Who What Wear is a great example of using acquisitions to accelerate our global reach in Fashion & Beauty. For more information on this, you can view our Capital Market Day from September 2022 which is available on replay on the Investor’s section of our website.



**We diversify our monetisation models to create significant revenue streams. We are focused on three material revenue types, Advertising, Direct consumer monetisation and eCommerce affiliate**

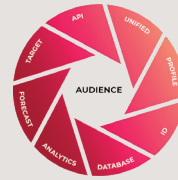
We believe that operating a diversified revenue model enables our business to withstand cyclical to the extent it occurs. As a result we operate across both B2B and B2C, in four main content divisions - for example, money saving advice would be in demand in a recessionary environment.

In addition to diversified audiences, we have three main revenue streams, which are frequently incremental to each other. For example we are focused on creating efficiency and increasing sustainability within our content. As a result we aim to create content that endures through time, helping as many people as possible, with multiple opportunities to syndicate both internally and externally. Content published in a magazine (consumer direct & print advertising monetisation) can then be republished online (affiliate & digital advertising) or added to a newsletter content (advertising).



**We operate as a responsible business driven by strong purpose, value and culture. Our strategy drives returns and sustainability for the long term**

We are a value-led business and this is ingrained within the organisation but the horizon goes beyond the Future borders and we look to have a positive impact for our audiences through our expert content, for our employees and for our communities. We believe in responsible capitalism, working according to our values, we have a people strategy that develops early careers, has flexible working practices and considers remuneration responsibly with benefits beyond just base pay - including life assurance for all staff and an all-staff bonus profit share. We play an active part in our local communities and look to take the lead with our industry as required. We believe that this holistic approach to sustainable business allows us to deliver returns for the long term. For more information about our Responsibility strategy please go to page 34.



**Case Study – Aperture**

**What is Aperture?**

Aperture is our end-to-end data platform that enables us to collect, process and activate data across all of our brands and across all the spokes of the Future wheel.

**Aperture where data comes to life for Future.**

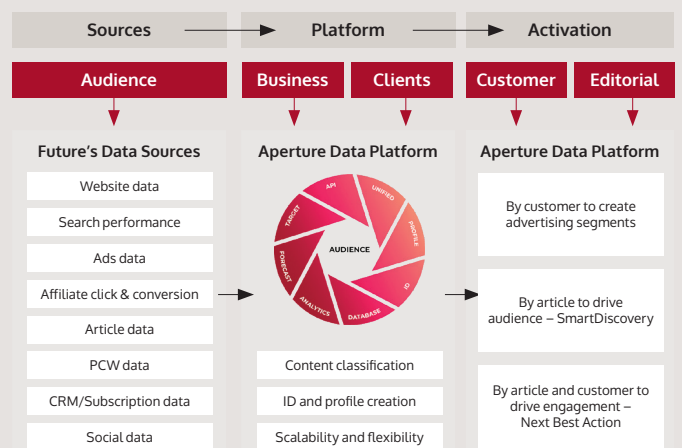
Aperture is the Vanilla for our data: a single, scalable, proprietary and agile platform that unlocks value across the Future portfolio.

**Why Aperture?**

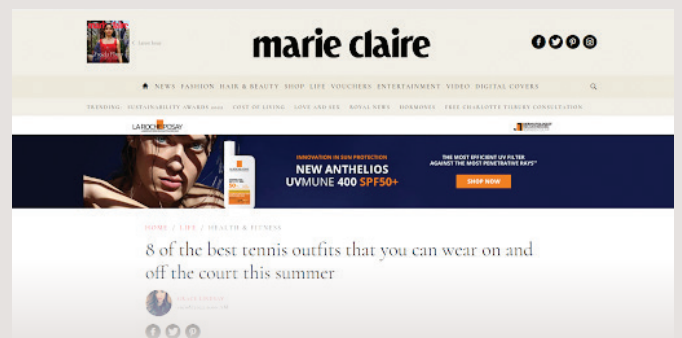
To maximise the value of our data, particularly first-party data. Why is our data valuable: 1. Because of the nature of our audience which gives very strong signals by being specialists with high engagement and intent (affiliate). 2. Because of the current direction of travel on privacy: we are in control of our data, first-party (on our platform), permissioned (collection of content) and we protect our users’ privacy by storing, securing and managing our data.

**How does it work?**

The platform is the enabler but it is the specific activations that drive improved monetisation: we can activate Aperture to segment the audience to provide niche valuable advertising segments, we can activate Aperture to ensure we write relevant articles, etc.



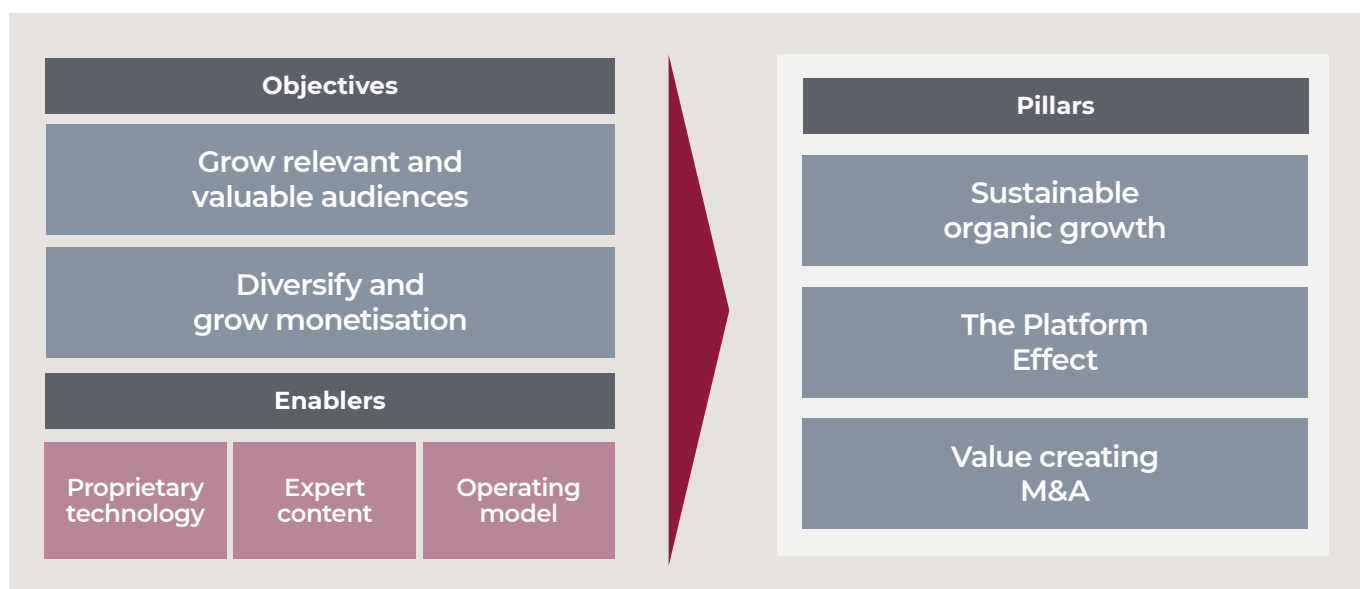
This is an example of an ad matching women with travel interest for a sun cream product.



This is only the start, Aperture is a product in constant evolution with further opportunities ahead.

# How we execute on our strategy

We believe that strategy is the easy part and execution is what makes the difference. This is why we focus on ensuring consistent and sustainable execution. This consistent focus on delivery drives results.



## Strategic objectives

We have two strategic objectives, ensuring we have the most relevant and valuable audiences and ensuring we are able to grow our monetisation. The delivery of these objectives creates long-term value by providing further leadership positions and benefits of scale and the platform. Breaking down the strategy into intentional steps creates an agile organisation that can manage risks and adapt quickly to the constantly changing media landscape and is able to prioritise accordingly.

### The right audience

At Future we want to ensure we are market leaders, and growing our audience is at the heart of this. Typically there is a correlation between audience growth and revenue growth, while having a leadership position generally results in better monetisation and yield improvements. Consequently, growing our audiences is a core part of our strategy. However, having the relevant audience is also an imperative. For example, having a large audience at our Go.Compare brand that does not transact, is not valuable. For our premium content, finding the one person who wishes to subscribe is far more valuable than an unqualified audience. As a result finding the right audience is a core underpin of our strategy.

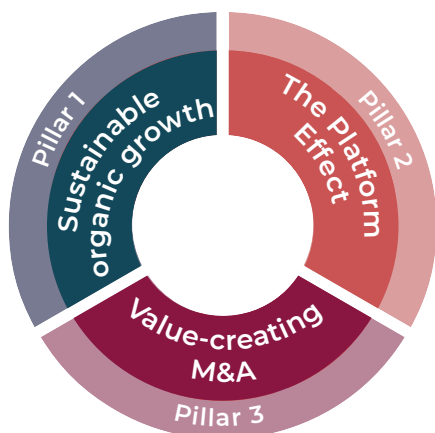
### Growing the monetisation

Growing the monetisation provides stronger operating leverage, driving margin progression. Monetisation can be improved either by increasing prices, for example by selling an audience direct rather than programmatically, or by adding an additional monetisation method. For example, some content powers both digital advertising displayed on the website but can also attract an affiliate commission on a transaction.

Having our own proprietary technology means that we can focus on small iterative improvements which across our now significant volume can deliver upside. Through time, this has facilitated an ability to monetise an audience which we believe to be incredibly strong and have seen yield uplifts from deploying Hybrid, our advertising technology, onto a newly acquired site.



## Three execution pillars

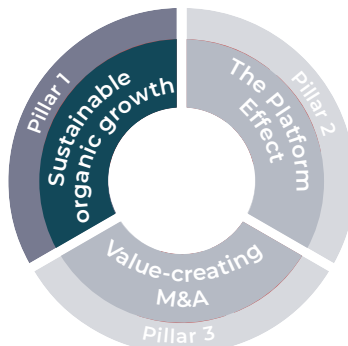


Our execution is focused on three pillars:

- Organic growth
- Platform Effect
- Value-creating M&A

We create our own momentum.

## Pillar 1: Sustainable organic growth



There are multiple ways of driving organic growth, which also means that we can lean into areas of strengths and mitigate areas under pressure, enabling the Group to deliver revenue growth consistently. This is the power of **diversification**, by geography, revenue type and content vertical.

Driving **vertical leadership** is a key lever to accelerate the monetisation of a content vertical, by growing the audience to unlock a market leading position. We use data and expert content creators to write the content that our audiences want to read and what is most useful for them. We ensure that the content is also current, refreshing on a regular basis our advice and “best of” lists to enable ongoing relevance and demonstrate expertise, this helps us to rank highly on Search Engine Optimisation (SEO) while meeting our audiences needs. With our evergreen content we ensure that we write it once and monetise it many times and this approach contributes to our operating

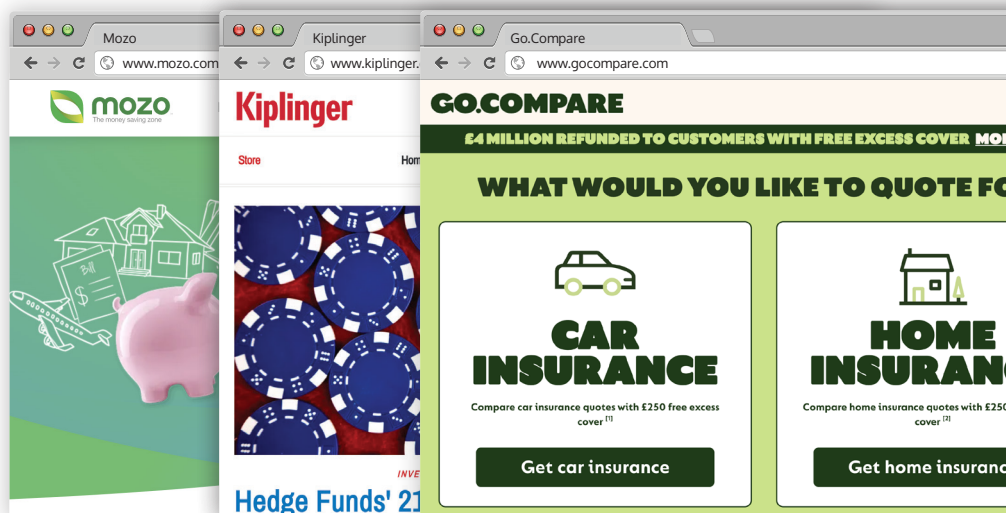
leverage. We believe in a podium approach, where we want to be our own competition and maximise our audience reach by focusing on the same categories across a number of different brands.

**We have 28 Leadership positions.**

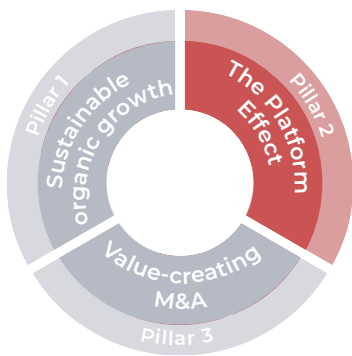
Attractive verticals to us are verticals that demonstrate audiences with intent (likely to make a purchase of a product or a service), that ask a lot of questions that our expert content can answer or who are highly engaged and loyal. Our newest vertical, Wealth & Savings was created in FY 2021 with the organic launch of The Money Edit in July 2021 and powered by the acquisition of Mozo and GoCo plc in February 2021 and Kiplinger and MoneyWeek in October 2021.

We look to reach English-speaking markets, with a **US-first mindset**: the US audience is almost five times bigger than in the UK, so by prioritising the US audience we drive higher audiences and return on our content investment.

**The model works, since 2018, we recorded an average of 17% organic growth for online users which translated into an average organic Media revenue growth of 25%. Some brands which have been in the market for decades continue to grow audiences; which gives us great confidence for the future. For example, Tom’s Guide which was launched in 2007 has grown online users from 13.8m in 2018 to 29.9m in 2022, a CAGR growth of 21%.**



## Pillar 2: The Platform Effect



**The Platform Effect is more than operating leverage and growing the bottom line, it is about the multiplier effect of the organic and inorganic capabilities that deliver unique value creation, both in top and bottom lines. We believe our platform model is a source of competitive advantage.**

### Content

Our **evergreen** content means that we write it once and monetise it many times, creating strong operating leverage - about 50% of our content is evergreen. For example, the "how to clean my bike" article on Cycling Weekly is an article that will largely be unchanged yet will still be relevant for many years and continue to earn revenue from user views. Expert content is the key to our success and is the primary focus of investment in the Group. We continue to reinvest in content by hiring expert editorial heads as well as developing talent within the Group.

Our **digital-first approach** to content enables our content to be re-used in multiple media, creating multiple monetisation routes for one same piece of content both through time as mentioned above but also through various different distribution channels as determined by our audience demand. For example, we prolong the life of magazines via pricing and distribution and by increasing the mix of subscriptions. Magazines are a valuable, profitable and cash generative segment which bring expert content and can be expanded into premium editions and bookazines as well as subscriptions. Bookazines are luxury editions of magazine format content without a periodicity. The benefit of bookazines is that it encompasses a wealth of evergreen content and is sold at a premium with no shelf life, resulting in a better return on sale for retailers and less cost to merchandise. Similarly, in our photography vertical, we produce the Photography Show, we publish magazines

such as Digital Camera, Digital Photographer, PhotoPlus, and we own and operate the website Digital Camera World that is monetised through digital advertising and affiliate revenue. The different offerings provide a halo effect with the vertical sales team able to offer packages across the different products.

**Global-first mindset:** we focus on English-speaking countries to create greater operating leverage. Operationally, our teams are global and we focus on delivering the best content from our investment through a focus on access to talent in our operating locations and developing our own talent through an early careers focus. A good example of this is Louder, one of our music websites, all of our editorial team is based in the UK despite two thirds of the revenue being generated in the US.

### Proprietary technology

We continue to invest in our proprietary technology, which is a key enabler of the execution of the strategy. We have a one platform approach which drives scalability and high return on continued investment but also ensures that our organisation remains agile and proactive with industry changes. As a result, when we enhance our technology this is leveraged across the Group. We believe our proprietary technology is a source of competitive advantage for two reasons:

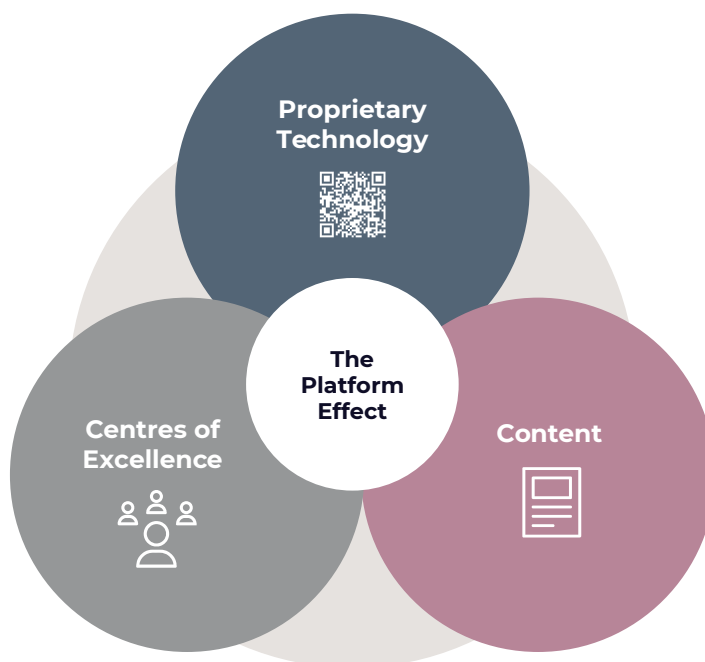
1. The one platform approach drives scalability and agility at a lower incremental cost
2. Our proprietary technology stack is unique and comprehensive.

During the year, we have further deployed Eagle, our proprietary voucher technology, to Tom's Guide. In addition, we have been working on the re-platforming of the affiliate eCommerce for services widget to be able to utilise on Future's Owned & Operated websites to create a new distribution channel.

### Centres of excellence

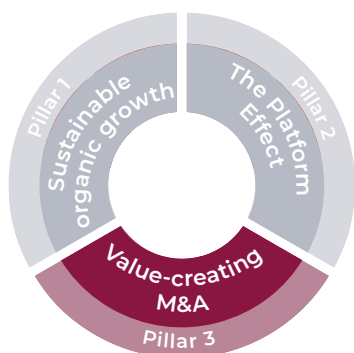
The centres of excellence have the same philosophy as the other pillars we have mentioned: 'do it once, apply it across many areas'. They enable us to have one common approach but also gives us the capability to invest in the areas that benefit the whole of the Group. For example, we have an SEO centre of excellence which shares its expertise across the Group. In addition, we have a talent centric location approach to these centres of excellence which means we focus on bringing teams together in locations where we can hire and develop talent, enhancing our operating leverage. This year, we opened a new US hub in Atlanta to ensure we can attract and retain talent through proximity to universities whilst being located in a location in line with our responsibility strategy which allows for both retention of staff and an affordable environment to have a good quality of life. During the year we also announced a new UK hub in Cardiff (Wales, UK) to provide access to a new source of talent in the UK which will open in January 2023.

**The Platform Effect works, since FY 2018, the margin has grown by 190ppt to 33%.**





## Pillar 3: Value-creating M&A



### The 10/5/10 model

	Average sustainable target
Driving organic growth	+10%
The platform effect	+5%
Value-creating M&A	+10%

	2020-2022 CAGR	2018-2022 CAGR
Revenue	+56%	+59%
AOP	+71%	+96%
Adjusted FCF	+67%	+98%

Consistent track record of doubling profit (AOP) every couple of years

Whilst organic growth is our priority, we look to accelerate the strategy through M&A. At its core, this pillar aims to increase our market leadership, or enter new markets. There are three types of acquisitions: tactical, strategic or transformative and they each fall into three categories: content, capabilities or both. The M&A pipeline also depends on our own valuation.

**A content acquisition** is an acquisition where we look to either bolster an existing content vertical or enter a new one. For example, in March 2022, we acquired WhatCulture, a digital-only brand focused on the gaming and entertainment market. This acquisition notably reinforces Games and Entertainment verticals whilst benefiting from the Future operating model.

**A capability acquisition** is an acquisition that adds a technology or a route of monetisation. For example, in March 2022 we acquired Waive, a data insight platform, which provides intelligence on emerging content trends. This acquisition strengthens Aperture, our data platform and provides insight for content production.

**A tactical or bolt-on acquisition** is a small acquisition, funded out of cash and is usually a content-based acquisition to deliver on our podium strategy, such as the WhatCulture acquisition mentioned above.

A **strategic acquisition** is an acquisition that either adds capability and or enters a new vertical. For example, In October 2021, we acquired Dennis which enhanced our wheel by adding subscriptions capabilities as a route of monetisation and increased our B2B portfolio.

A **transformational acquisition** is an acquisition that furthers the Group strategy in terms of size but also adds content and/or capabilities in adjacencies. For example, in February 2021 we acquired GoCo Group plc which added eCommerce affiliate technology for services but also entered a new vertical with Wealth & Savings.

We are very disciplined regarding acquisitions, both on valuation but also on the unique value creation opportunities. This is why our ratio of reviewed vs executed transactions is 23 to 1 in FY 2022.

The full integration of acquisitions is an important part of our M&A playbook which has proven its efficacy over our multiple transactions - 16 transactions since 2018. We focus the first four to six months of an acquisition on fully integrating all the systems and technologies and people. This "industrial" phase of the integration enables us not only to remove duplicative costs and technical debt but also to deploy the Future platform on the acquired business. This phase is also important to reduce the risk and increase the

controls within the Group (for more on this, please see the risk section on page 66).

The strategy is executed in line with our values which are fully embedded within the organisation.

### Sustainable profit growth

By executing on the strategy, we target adjusted operating profit growth of 25% per annum, which can be funded organically, broken down in three categories:

1. Organic adjusted operating profit (AOP) growth of 10% through a combination of audience growth and improved monetisation of the overall growing audience.
2. Platform Effect drives 5% of AOP growth through the scale benefits of the group combined with synergies from acquisitions.
3. Finally, acquisitions drive 10% of AOP growth by using our Free Cash Flow generation.

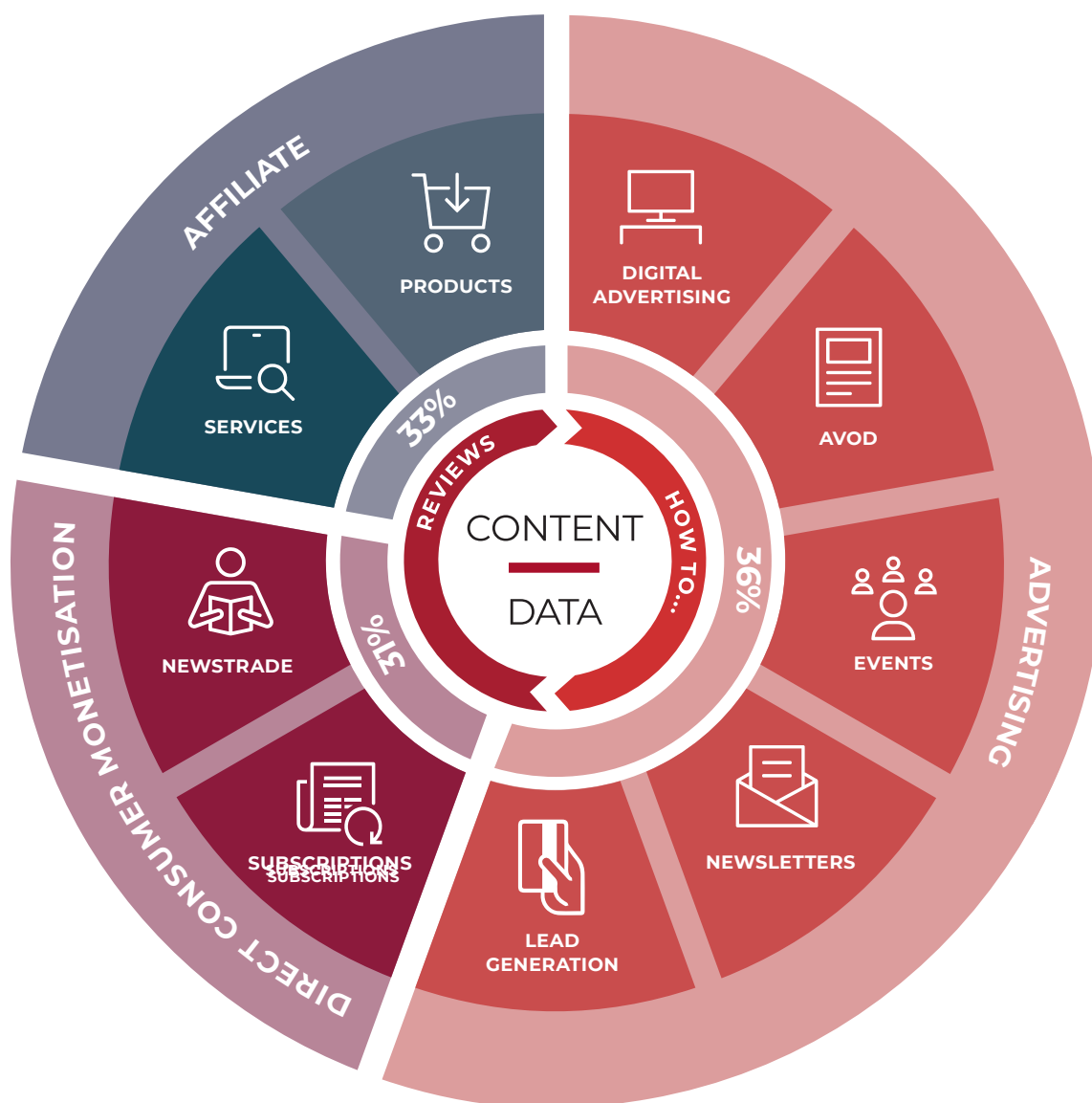
We believe these targets are achievable on average and on a sustainable basis.

In FY 2022, we delivered +39% of AOP growth: 11% organic, 10% from platform effect and 18% from acquisitions.

### Our M&A framework

	Tactical	Strategic	Transformational	Areas of interest
Content	Existing	New/existing	New	Audience characteristics for areas of interest for future M&A • Specialist • Ask a lot of questions • Likely to make a purchase
Capabilities	Existing	New/existing	New	
Funding	Free cash flow	Debt	Debt/equity	
Recent transactions	 			

# Our business model



The Future Wheel of monetisation is a depiction of our business model, with content and data at the heart of our business. Our content strategy is underpinned by data, ensuring we create the most relevant and most engaging content that our communities want. Primarily we are a specialist intent-led media business, and so the majority of the content we create is focused on reviews (from products to money saving tips) and "how to's" (from how to clean your bike, to how to file a tax return).

This content strategy enables us to drive diversified revenue streams to ensure we meet our audience's needs in whichever way required. The Wheel is all about reaching and monetising our audiences, which we group into verticals, from Homes to Games to

Technology and Wealth & Savings. As a result our business model or "Wheel" can be deployed across each audience vertical in the same way, with the focus on how we leverage our platform effect to enable us to maximise the revenues in each vertical.

Our business model is split into three main areas, Advertising, eCommerce affiliate and Direct consumer monetisation. By having diversified revenue streams it ensures we are not overly exposed to any one supply chain, i.e. we generate our revenues from advertisers and manufacturers directly, retailers and service providers directly and consumers who pay to access our content.

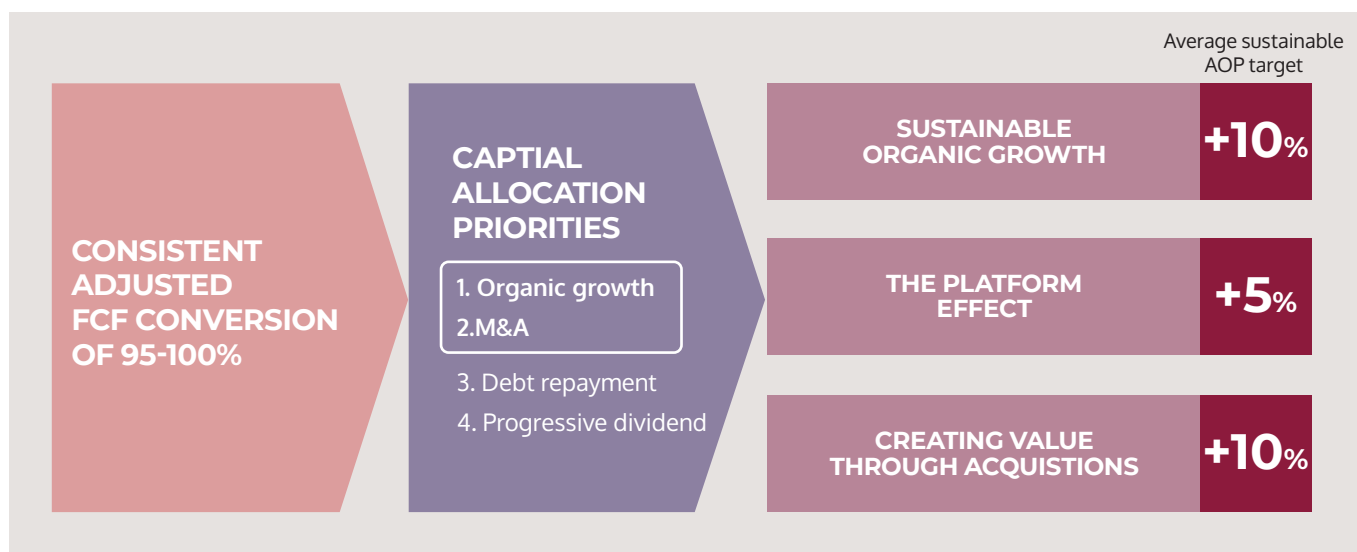
**Advertising** (36% of Group's revenue) is the revenue we earn from ads displayed alongside our content on various platforms

(our own websites, social platforms, videos, email newsletters, magazines (physical or digital), and events (physical or digital)).

**Direct consumer monetisation** (31% of Group's revenue) is made through the direct purchase of content or services by consumers - e.g. the sale of magazines either directly from the newsstand or through subscriptions, or the purchase of an online membership.

**eCommerce affiliate** (33% of Group's revenue) is the commission we earn when an online user clicks through to a retailer or service provider's website to make a purchase, we offer this across our content and comparison websites.

## Capital allocation



Future is a highly cash generative business with adjusted free cash flow conversion of 95-100%. The Group is highly disciplined when it comes to allocating this cash and its approach is to prioritise the returns in the longer term. The Group's capital allocation is linked to our sustainable operating profit medium term targets.

As a result, we have two main priorities: organic investment to fund growth and acquisitions, whilst maintaining a prudent balance sheet. These two opportunities compete against each other, meaning that any organic or inorganic investment is

benchmarked against its inorganic or organic alternative, from a feasibility and return perspective.

Given the asset light nature of the Group, our organic growth investment is minimal with capital expenditure representing c.1.5% of revenue.

Therefore, typically a large proportion of our cash generation is allocated to accelerating the execution of the strategy through acquisitions. We are extremely disciplined when it comes to acquisitions, both financially and strategically. We have a proven model of successfully integrating acquisitions to drive

further value for all stakeholders.

The Group keeps the capital allocation priorities, as with overall strategy, under review to make sure that it takes account of market conditions. In light of recent macroeconomic conditions, it has been important to consider all potential uses of capital, most notably share buy-backs or debt repayment as interest rates have increased.

The Board regularly reviews the acquisition pipeline in conjunction with the optionality of buy-backs. The capital allocation decisions are aimed to create value over the long-term, making sure that short-term gain is not at the sacrifice of long-term benefit.

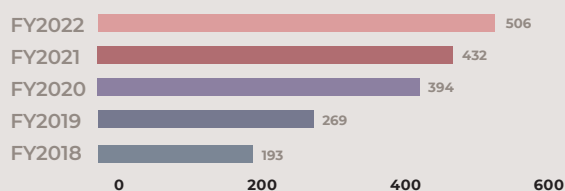
### The execution of the strategy and our robust business model ensures that we maximise value for stakeholders:

<b>01</b>	<b>Audience</b>	<p><b>Our audiences value our expert content</b> We reach 1 in 3 in the US and in the UK</p>
<b>02</b>	<b>Customers</b>	<p><b>Our value proposition satisfies our customers thanks to our rich first-party data, our scale and our expertise</b> Digital advertising grew organically by +7% in FY 2022</p>
<b>03</b>	<b>Employees</b>	<p><b>We have flexible working practices enabling a diverse and inclusive workforce, with a benefits package that focus on welfare not just pay today, including unlimited leave</b> Our annual profit pool reward ALL employees</p>
<b>04</b>	<b>Shareholders</b>	<p><b>Successful execution of the strategy drives strong earnings performance</b> CAGR (2018-2022) adjusted EPS growth +61%</p>
<b>05</b>	<b>Communities</b>	<p><b>We work with communities across the locations we operate in - eg Future foundations in London and also where we have audience, eg Games Community - taking leadership positions on misogynistic behaviour</b> Launched in December 2021 Our Future, Our Responsibility - our ESG strategy</p>

# Key performance indicators (KPIs)

Our strategy is measured by a set of KPIs

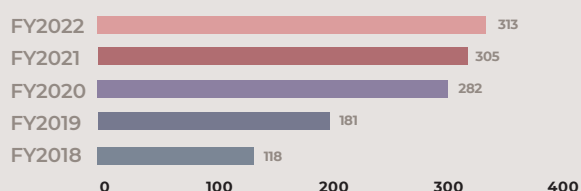
## Global audience (million)



**Global audience was up +17% year-on-year driven by online users, email newsletter subscribers and social media followers**

Includes magazines and bookazines circulation, online users (see definition below), event attendees, social media followers (Twitter, Facebook and YouTube) and newsletter subscribers.

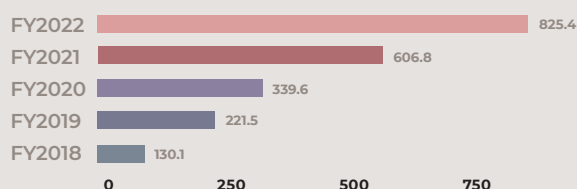
## Online users (million)



**Reported users growth of +3% benefited from the acquisition of Dennis, WhatCulture and Who What Wear. On a CAGR basis, online users have grown by +28% since FY 2018.**

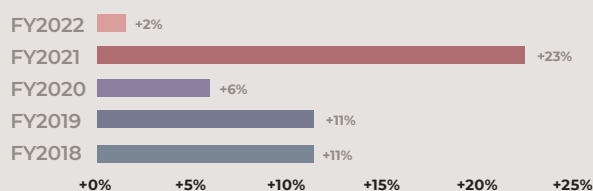
Total global monthly online users to Future websites. Source: Google Analytics All figures are excluding forums as they are non-commercial websites for which Future does not write content or actively manage or monetise.

## Revenue (£million)



**Revenue grew +36% in FY 2022, a combination of organic growth of +2% and the benefits of acquisition. On a CAGR basis, revenue has grown by +59% since FY 2018.**

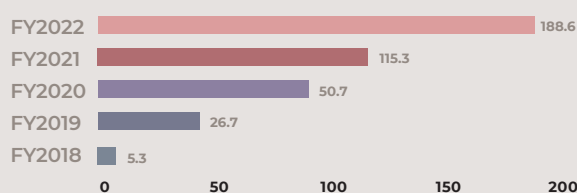
## Organic Revenue Growth (%)



**Organic revenue growth of +2% in FY 2022 was mainly driven by Media organic revenue growth of +5% , with a (2)% organic decline in Magazines revenue. Average organic growth between FY 2018 and FY 2022 was +11%.**

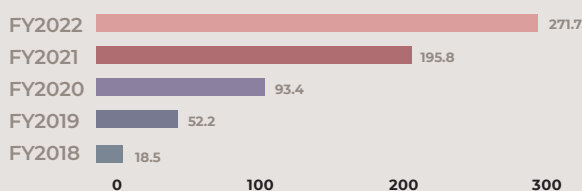
Organic growth defined as the like for like portfolio excluding acquisitions and disposals made during FY 2021 and FY 2022 and including the impact of closures and new launches at constant FX rates. Constant FX rates is defined as the average rate for FY 2022

## Operating Profit (£million)



**Operating profit of £188.6m was up +64% in the year. On a CAGR basis, operating profit has grown by +144%, outpacing revenue growth since FY 2018.**

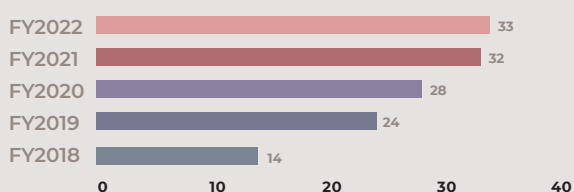
## Adjusted Operating Profit (AOP) (£million)



**Adjusted operating profit growth of +39%, outpaced revenue growth due to favourable mix and operating leverage. On a CAGR basis, adjusted operating profit has grown by +96%, outpacing revenue growth since FY 2018.**

Adjusted results are adjusted to exclude share-based payments (relating to equity settled share awards with vesting periods longer than 12 months) and associated social security costs, exceptional items, amortisation of intangible assets arising on acquisitions and any related tax effects as well as the impact of the UK tax rate change. The prior year results are also adjusted for fair value movements on contingent consideration (and unwinding of associated discount) and on the currency option (including any related tax effects).

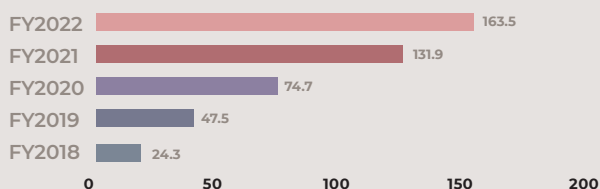
## Adjusted Operating Profit (AOP) Margin (%)



**Improved quality of earnings, despite inflationary pressures, resulting from favourable revenue mix, scalability of the model and platform effect, drove adjusted operating profit margin of 33%, up +1ppt.**

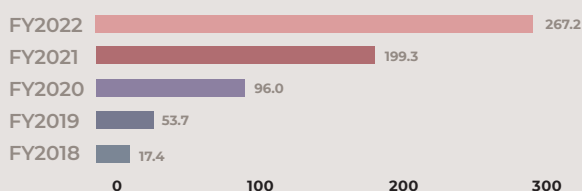
Adjusted operating profit margin is defined as adjusted operating profit as a percentage of revenue.

## Adjusted Diluted Earnings Per Share (EPS) (p)



**Adjusted diluted EPS represents adjusted profit after tax divided by the weighted average dilutive number of shares at the year end date. Adjusted EPS of 163.5p was up +24% in the year mainly driven by adjusted operating profit growth.**

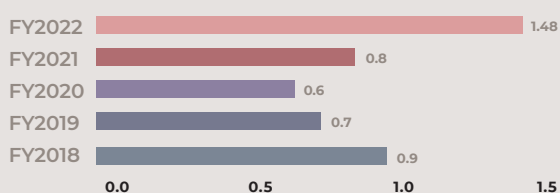
## Adjusted Free Cash Flow (FCF)



**Strong cash generation is a feature of the Group, Adjusted FCF grew by +34% year-on-year and represented 98% of AOP (FY 2021: 102%). On a CAGR basis, adjusted FCF has grown by +98% since FY 2018.**

Adjusted free cash flow is defined as adjusted operating cash inflow less capital expenditure. Adjusted operating cash inflow represents cash generated from operations adjusted to exclude cash flows relating to exceptional items and movement on accrual for employer's taxes on share based payments relating to equity settled share awards with vesting periods longer than 12 months, and to include lease repayments following adoption of IFRS 16 Leases in the prior year.

## Leverage (x)



**Our strong cash generation enables rapid de-leveraging. Leverage at September 2022 was 1.48x with net debt of £423.6m (FY 2021: 0.8x, £176.3m).**

Leverage is defined as Net Debt (excluding capitalised bank arrangement fees and including any non-cash ancillaries), as a proportion of adjusted EBITDA adjusted for the impact of IFRS 16 and including the 12 month trailing impact of acquired businesses (in line with the Group's bank covenants definition).



# Chief Executive's Q&A

Zillah Byng-Thorne **Chief Executive**

**We qualified FY 2021 as being extraordinary, it feels like FY 2022 was no different and yet the Group delivered another very strong set of results, how would you describe the year?**

I am delighted with the performance we delivered in FY 2022 - it's evidence that the strategy of diversification with our business model is continuing to deliver growth in ever disrupted markets. Despite the world changing rapidly and the emergence of new and material headwinds, we were able to increase profit guidance at the start of the financial year, and then again adjust upwards in May to reflect the acquisition of Who What Wear. Our business has a true competitive advantage in our scale, leadership positions, technology and operating model. While the ongoing focus of the team is on execution, the quality of our content and the quality of our audiences is what underpins our success. I am very proud of all of our colleagues, as they have returned to work post the pandemic and adjusted to our rapidly changing world, it is with their ongoing support that we have managed to deliver record results despite a more challenging macroeconomic backdrop.

**Economists are forecasting a recession, how resilient is Future? How did the Group perform in the last recession? And how can you absorb inflation?**

We believe that we have created a Group that can deliver despite macroeconomic conditions for three main reasons. First, we are diversified. The diversification enables us to absorb headwinds and lean into tailwinds. Secondly, the quality of our audiences, which are largely endemic and with high-intent, coupled with our leadership positions makes us a publisher that advertisers want to partner with to reach their targeted audience. In times of reduced marketing budget we have typically seen a flight to quality of market leaders and high performers i.e. publishers that reach the targeted audience or have the ability to segment the audience, and we have these characteristics! Finally, our purpose is to help our audiences by fulfilling their passions or helping them to make the right purchasing decisions. And on this last point, we help people make the best buying decisions at the cheapest price which we believe in the current environment is a strong proposition for consumers, whether for products or services through Go.Compare. We have also pivoted some of our content to help consumers by providing lower price points: I am very proud of the innovation and agility that our teams are demonstrating to create opportunities for the Group in a challenging environment. As you can see, the Group has changed significantly since the last recession: it is more resilient, agile, diversified and has greater scale.

A number of years ago as part of our commitment to being a responsible employer, we looked to create new hubs in locations with a lower cost of living, opened Atlanta at the start of 2022 and we will be opening Cardiff in January 2023. As we enter higher inflationary markets we are able to support our colleagues by actively looking to source our roles in affordable locations. This is just one of the ways in which we are able to absorb inflation as we replace roles into these locations.

**In FY 2022, Future made four acquisitions - can you give an update on the integrations? Do you have the bandwidth to focus on organic growth as well as these integrations?**

The more you do something, the more you perfect it and the Group has a strong track record of successfully integrating businesses, and after each one we perform a "lessons learned" process to ensure that we continue to get better at it.

When we acquire businesses, we also acquire talent, and therefore as we have grown, we have also added to the bench strength. For example, with the GoCo acquisition in February 2021, one of the co-founders, Lee Griffin stayed on and leads our affiliate services business as part of my leadership team, it is therefore great to see that model repeat itself with the acquisition of Who What Wear where one of the co-founders Hillary Kerr, is staying on to lead our US Health and Beauty strategy: she has a wealth of experience in Fashion and Beauty but also in using social media as a channel of audience acquisition.

We are very pleased with the progress on each of our acquisitions. We look at integration in two stages: first, the industrial phase, which is about merging the back office functions and ensuring that not only are all the controls in place, but also that we are all on one system. This phase is now complete for all acquisitions. This phase typically takes between four to six months.



I am delighted with the performance we delivered in FY 2022 - it's evidence that the strategy of diversification with our business model is continuing to deliver growth in ever disrupted markets



Secondly, we focus in parallel on the revenue synergies realisation, which is about delivering against the strategic rationale. All of this is underpinned by our robust and efficient technology which allows for these acquisitions to be quickly incorporated onto our integrated media platform.

Change is always hard, and the lead up to and afterwards bring a lot of uncertainty and change to our new colleagues - most of whom have had no say in the decision to be sold. While the process of integration is inevitable, we could not have the success we enjoy if it was not for the ongoing support and resilience of these teams and it is reassuring to see in our engagement survey that, as acquired colleagues reach the two-year mark at Future, their engagement increases to the same levels as the rest of the business, that initial period of adjustment proving the most challenging. I would like to thank all the colleagues we have acquired throughout the year as they have gone through this period of adjustment.

**What do you think makes Future a great place to work?**

I think there are a few reasons why Future is a great place to work, Future creates content that largely relates to people's passions, with over 1,000 colleagues who work with us to create that content, many of them are part of the communities we reach. There are not many places where you can create content that relates directly to your own passions. In addition, as one of the fastest growing businesses in Media over the last few years, Future has been acknowledged as a leader in its industry,



and working for a successful leading business is a great place to start - Success feels good!

Our values are core to how we do things at Future and importantly, they translate into real outcomes. For example, "Results matter, success feels good" means that as a result of the strong performance in FY 2022, the all-employee profit pool is paying out to all staff and we also recognise outstanding performance with our Star of the Month programme. Importantly, we made the decision in May, given the strength of our HY results, to pay 40% of the annual bonus in June to help our people with the cost of living, and also brought forward the pay review process by two months to November 2022.

We recognise that people are our biggest asset. This is why we continuously invest in

our people, through training and development, to nurture talent, to give people all the tools they need to thrive. We relaunched during 2022 our audience, editorial and content ("ACE") monthly lunch and learn programme - with 8 sessions and an average attendance of 90-100. While over ~30% of roles were filled with internal promotions throughout the year, including two members of my leadership team being promoted from within the organisation.

Communication is also paramount, and we believe that by being open and transparent and communicating on a regular basis we foster a sense of belonging, which is crucial in ensuring people are motivated. Since the start of the pandemic, I have been writing a weekly email to all staff sharing my thoughts and showcasing achievements across the Group. We also have a weekly snapshot that is curated by our colleagues which showcases the best of Future in that week, from content highlights to charity fundraising.

We work hard at Future, however we also believe that people being able to switch off is just as important, as it gives them the opportunity to step back and reflect. This is why we offer unlimited leave and have defined times during the year (Christmas and two long weekends in August) when the organisation is closed.

**In FY 2022, the Group has launched its Responsibility strategy, what progress did you make in the year and how was it received by employees?**

We launched Our Future, Our Responsibility not only because it is the right thing to do, but also because it is at the heart of our



purpose - helping people, through sharing our knowledge. This has been about formalising a lot of the initiatives that were already in place and that we have been working on.

What has been front of mind whilst developing it is that we are focused on our areas of expertise and where we can make a difference. Therefore we are putting the emphasis on areas that resonate with our industry and where we can have the biggest impact. For example, we are not a carbon intensive business and therefore, whilst we minimise our impact on the environment as much as possible, it did not sound genuine to make this an area of focus. However, given we produce online content, we have a role to play in ensuring the internet is a safe place and reducing the impact of misinformation.

During the year, we have been communicating our strategy with our people and I have been delighted by the level of support we have been gaining from the teams. People are very enthusiastic about our ambition and are keen to "row the boat" to make a difference. We have also started to make some progress with the launch earlier in the year of the Responsible Content Framework, some fantastic accreditation by NewsGuard to attest to the quality of our content and our fight against fake news.

As with anything the Group undertakes, we are ambitious to make a difference in our area of expertise.

**It was announced that you would be stepping down at around your 10-year anniversary in 2023. Why this decision? What has been your biggest achievement at Future?**

Future is a fantastic business and my enduring objective has been to create a sustainable business that would endure. Our



strategy has highlighted that we have achieved that with diversification and economies of scale and efficiency at the heart of the business. I have been privileged to lead this business and as a steward of the organisation guarding this phase of the Future journey. I believe that we should not outstay our welcome and after 10 years, I feel it is time to hand over the stewardship to someone new who can lead the next phase of growth.

#### **What is the outlook for FY 2023?**

Future enters FY 2023 in a strong competitive position and we expect to further strengthen our market positions within our verticals. The agility of the business model means we expect to deliver modest profit growth in FY 2023. The strong balance sheet and cash generation serve the business well for ongoing investment and growth and we are well-placed to add additional content and capabilities to further enhance the Future platform.

#### **Future is an ambitious organisation: what is the ultimate goal?**

Indeed, Future is very ambitious - one of our values is that whilst we are proud of our past, we are more excited about our future. There are so many opportunities for the Group. The challenge is actually to make sure we prioritise these opportunities and don't lose our focus on execution. There is no finish line per se, there are constant opportunities and it is a fast evolving industry: agility and execution are two key words.

Today we reach 1 in 3 people online in the US, so we want to expand our presence and reach 1 in 2 by deploying our playbook to our newer verticals: Homes, Women's and Wealth and we hosted a CMD in September to showcase how the Women's vertical is one of our key propellers.

We will continue to focus on flawlessly executing our strategy, and further diversifying our revenue streams, both in terms of products and content, and I am confident that we can continue to build on our strong track record of delivering for all stakeholders.

I am very excited about our Future!

Zillah Byng-Thorne



We launched *Our Future, Our responsibility* not only because it is the right thing to do, but also because it is at the heart our our purpose - *helping people, through sharing our knowledge* ”

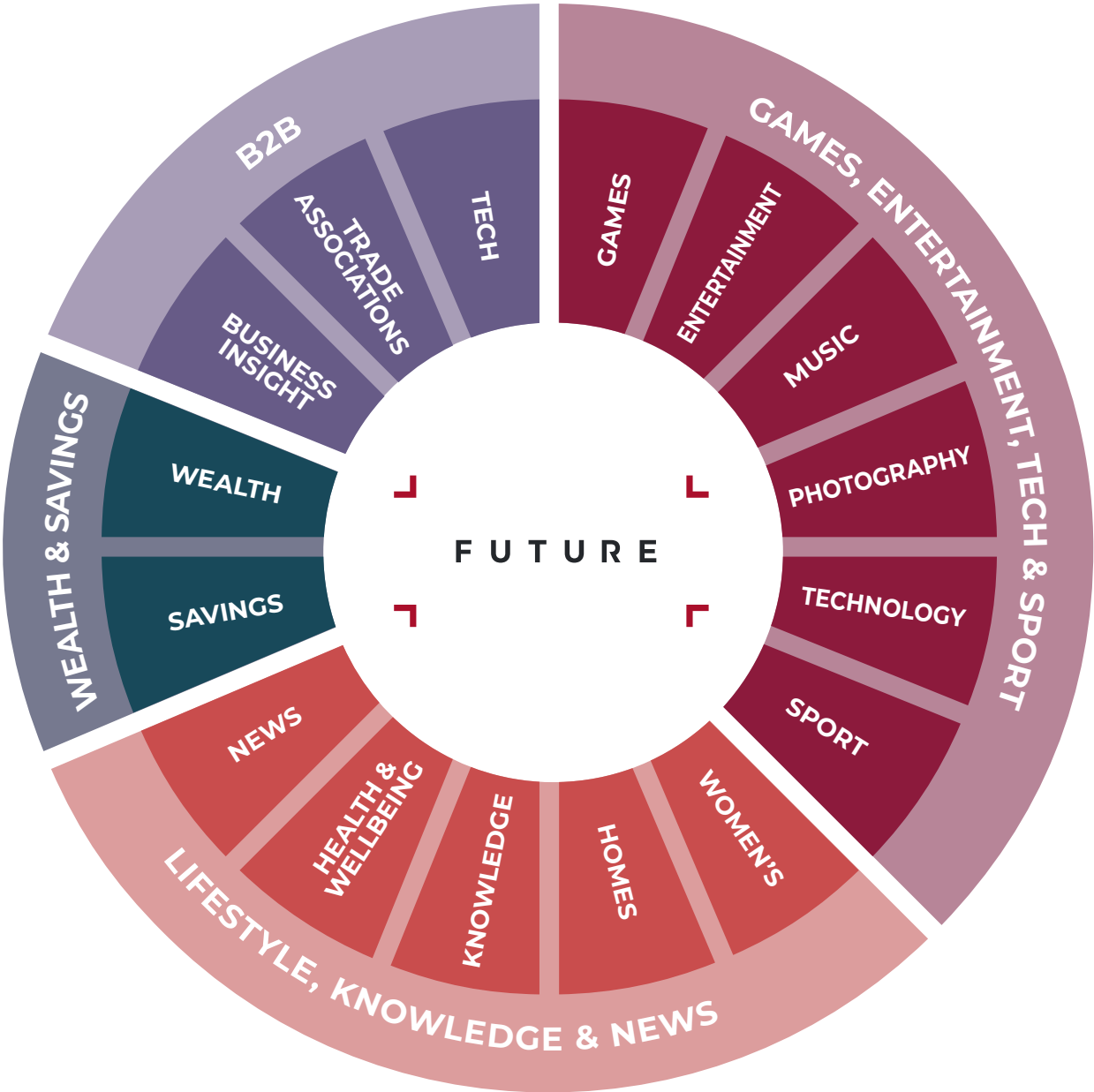


# Operational review

## Vertical review

By creating content that meets the needs of our audiences and helping them do the things they love, we create strong specialist communities. At Future, we believe that loyal communities are a differentiator in media; where we create content that meets a need and as a result has a value for our partners.

### Our verticals

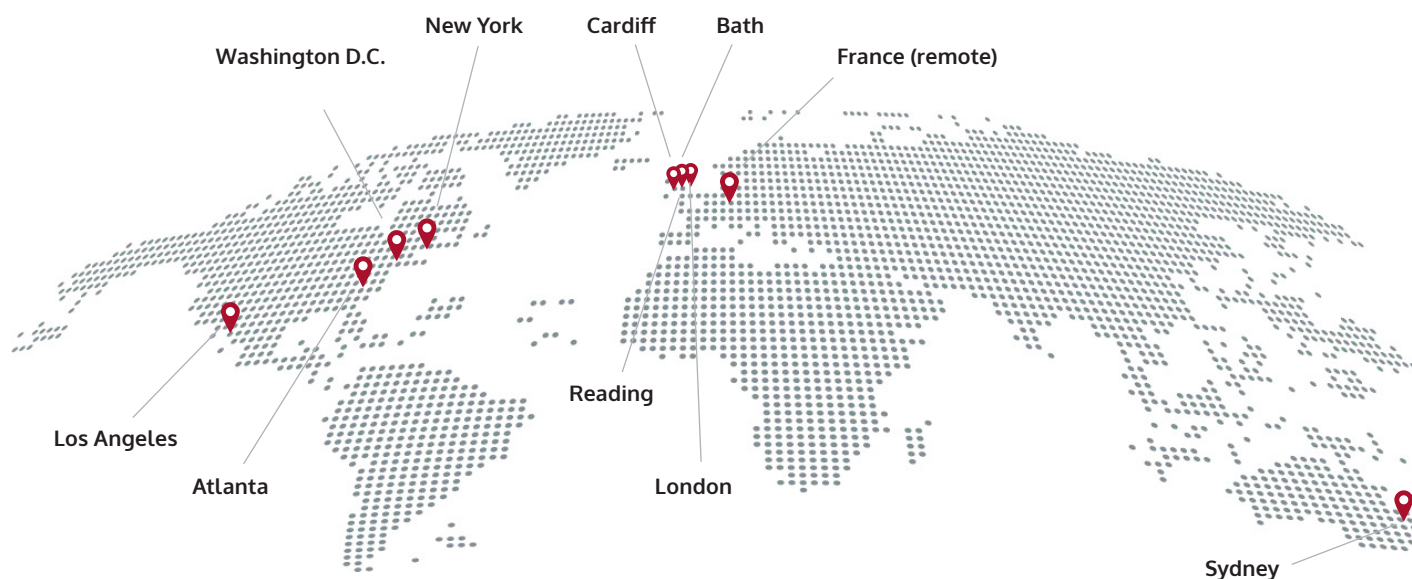


# Operational review

## Geographical segmental review

Our global-first approach translates into our ability to be country or region agnostic, which gives us flexibility and ability to deliver maximal return on our cost base. We operate two geographic segments: US and UK.

### Our office locations



### UK

The UK monetises all our online content outside the US and Canada and also includes our satellite operations in Australia. Our UK operations consist of editorial, video production, advertising sales and events across websites, video, newsletters, the production of the large majority of print magazines and licencing operations which distribute online and print magazines. In addition, the UK hosts our centres of excellence for back office functions such as finance, human resources and technology. The technology team is split between Bath (UK) and France. UK represents 61% of the Group's total revenue and 57% of its revenue is in Media. During FY 2022, online users declined by (5)%.

### US

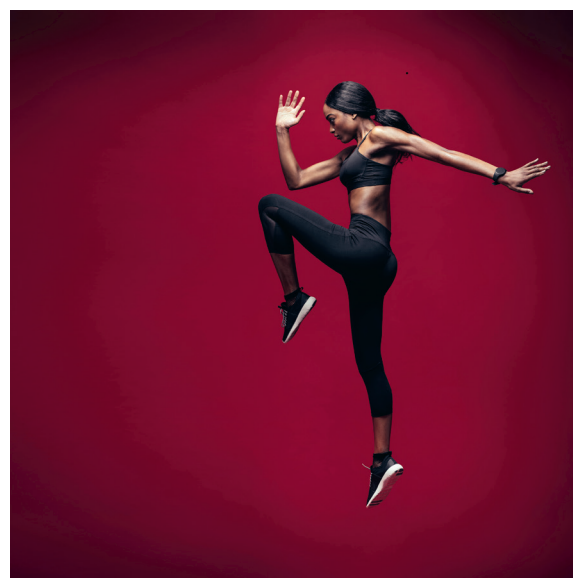
The US encompasses both the USA and Canada. Our reach is significant as we reach 1 in 3 adults online every month and we have ambitions to pursue our strong growth in the region. In FY 2022, online users grew from 158m to 173m, driven by the acquisition of Dennis, WhatCulture, Who What Wear and strong performance in Homes. Our US operations consist of editorial, video production, marketing, advertising sales and events across websites, video, newsletters and magazines. US represents 39% of the Group's total revenue and 77% of its revenue is in Media.

	FY 2022	FY 2021	Reported growth	Organic growth
Online users (m)	140	147	(5)%	
Revenue (£m)	499.5	396.6	+26%	(1)%
- Media (£m)	284.2	220.4	+29%	+1%
-Magazines (£m)	215.3	176.2	+22%	(3)%
Adjusted operating profit (£m)	148.7	133.6	+11%	

	FY 2022	FY 2021	Reported growth	Organic growth
Online users (m)	173	158	+10%	
Revenue (£m)	325.9	210.2	+55%	+7%
- Media (£m)	251.0	202.4	+24%	+8%
-Magazines (£m)	74.9	7.8	+861%	+2%
Adjusted operating profit (£m)	123.0	62.2	+98%	

# Operational review

## Media & Magazines



### Media

Media is the largest division with 65% of the Group's total revenue with the fastest growth of +5% organic growth in FY 2022. The Media division encompasses all revenue which is not magazines and includes sub-segments like digital advertising (revenue from advertising on our websites or on social platforms and email marketing), affiliate revenue for both products and services, and events.

Media revenues are now generated from 125 websites and 65 events held this year in the UK, US and Australia.

**Long term growth drivers:** The media division growth is powered by strong, attractive long-term growth fundamentals.

First, digital advertising is expected to continue to take share in the advertising market to reach \$785bn by 2025, representing 72% of the total advertising market (eMarketer November 2021) compared to 65% in 2022. Secondly, online retail continues to gain share, with an accelerated conversion during the pandemic. According to eMarketer, global eCommerce sales are projected to reach 23.6% share vs 20.3% currently, growing at 10% CAGR.

Long-term, we expect solid growth from this revenue stream on an organic basis.

### Magazines

Magazines represent 35% of the Group's total revenue.

The Magazine division encompasses all revenue associated with digital or printed magazines or bookazines from advertising, to subscriptions, to newstrade. During the year, this division has been bolstered by the acquisition of Dennis. As a result, 48% of the magazines revenue is now subscriptions, which provide predictable, repeatable revenue with positive working capital.

We published 106 magazines and 743 bookazines in FY 2022.

74% of magazine revenues are generated from the UK.

**Revenue drivers:** the magazine industry has experienced long-term secular decline. However, the pandemic has created an unusual set of comparators. Fundamentally, we think this business will continue to decline high single-digit per annum given the improved profile with higher subscription revenue.

	FY 2022	FY 2021	Reported growth
Online users (m)	313	305	+3%
Social media followers (m)	179	123	+46%
Event attendees (k)	111	93	+19%
Email newsletter subscribers (m)	13	11	+18%
eCommerce transactions (m)	13.2	15.9	(17)%

	FY 2022	FY 2021	Reported growth
Total circulation (m)	4.8	3.4	+41%
Magazines published	106	131	(19)%
Bookazines published	743	735	+1%

Case study:

# Games, Entertainment & Tech (GETs)



## Blog during peak trading to drive audience and affiliate revenue

We are an agile and innovative company and we foster innovation at every level of the Group, not just in the Tech department.

One of our editors in our Cycling vertical created a live blog to follow the Tour de France and inform his audience in real time of the competition. This format was a great success and received positive feedback. One of our affiliate editors decided to use this successful format to help our audience navigate Peak trading in terms of deals and product availability.

During Future's six-day Black Friday period, starting on Black Friday 2021 and then running through to the following Wednesday, Future brands made very effective use of live blogs to drive engagement with users looking for deals in organic search. Live blogs enable Future brands to report on new deals as they go live on retail partner sites and, in some cases, help readers find scarce items such as next generation video games consoles.

During this period Tom's Guide achieved over 5.3m page views to live blog content, with the most successful articles focused on PS5 restocks, Cyber Monday TV deals and the best Black Friday deals still available. This evolution of Tom's Guide's content strategy contributed to a 35% year-on-year increase in affiliate revenue. Live blogs are now a mainstay of our coverage of key market moments, with brands ranking from TechRadar to CreativeBlogs and Android Central deploying them to great effect.

### GETs KPIs:



Online users  
211m



Social media  
followers  
72m



Market leading  
positions  
18

### Key brands

**techradar**  
**gamesradar+**

**T3**  
Digital  
**Camera**  
World

**tom's guide**

CINEMA BLEND

**PC GAMER**

**LOUDER**

**whatculture.com**

**GOLF**  
WEEKLY  
**Cycling**  
WEEKLY



Case study:

# Lifestyle, Knowledge & News (LKN)



## Acquisition of Who What Wear

We look at acquisitions to accelerate our strategy. In June 2022, we acquired Who What Wear, a leading digital-only women's lifestyle publisher based in the US.

This acquisition is further strengthening Future's position in the Women's Lifestyle vertical and gives the Group greater scale and reach in North America to further monetise its audience. Indeed, with Who What Wear, Future's Women's Lifestyle portfolio of brands reached position number 6 in Comscore for Fashion and Beauty. This leadership position is the key to better monetise the audience through direct campaigns, notably using Who What Wear 18 direct sales force with existing advertisers.

The Group's existing Women's Lifestyle brands will benefit from Who What Wear's leading direct advertising sales capabilities, whilst Who What Wear will benefit from Future's proprietary technology stack and operating model to drive the platform effect. The migration to Vanilla is scheduled for the Spring of 2023, as we look to enrich Vanilla for Fashion and Beauty content before the migration.

### LKN KPIs:



Online users  
**92m**



Social media  
followers  
**44m**



Market leading  
positions  
**10**

### Key brands

**mariedaire**  
**WHO WHAT WEAR**  
**woman&home**  
**REAL HOMES**  
**HOMES**  
OF GARDENS  
**Ideal Home**  
**Wallpaper\***  
**COUNTRY LIFE**  
**Decanter**  
**SPACE**  
UNO  
**Fit&Well**  
**THE WEEK**  
**THE WEEK**  
Junior

Case study:

# Wealth & Savings (W&S)



## Innovation in marketing channel to drive audience with The Money Edit

As mentioned in the GETs (Games, Entertainment & Tech) vertical case study, innovation and agility are two characteristics of the way the organisation behaves.

In the early Autumn of 2021, the UK energy market collapsed, leaving the thousands of Look After My Bills (LAMB) customers idle. However, in line with our purpose to help share our knowledge and expertise with others, making it easy and fun for them to do what they want, we decided to use our customer database to provide them with regular newsletters with tips and articles about saving money, leveraging our email newsletter technology from SmartBrief and our editorial expertise in Wealth and Savings. As a result, we have seen limited unsubscribing from LAMB and increased traffic to our organic website The Money Edit, which now reaches over 450k online users (September 2022), which is a fantastic performance for a website that was launched in July 2021.

### W&S KPIs:



Online users  
**8m**



Social media followers  
**1m**

### Key brands

**Go.Compare**

**Kiplinger**

**MONEYWEEK**

**THE MONEY EDIT**

**LOOK AFTER MY  
BILLS**

Case study:

# Future B2B



## The email marketing technology

SmartBrief is our end-to-end platform for email newsletter publishing and ad monetisation within email.

SmartBrief is scalable: it has been improved to facilitate migrations for both B2B and B2C content.

SmartBrief is agile and efficient with automated content and categorisation scrapping and curated editorial workflow. Content curation is built into the CMS (Content Management System) allowing editors to seamlessly surface content from thousands of external sources or across multiple Future sites, greatly reducing the timing of newsletter creation.

SmartBrief is effective with higher deliverability as trusted by email services.

SmartBrief is optimised with smart advertising technology that delivers set timeframe for yield optimisation. This ensures a better user experience and optimum advertiser performance. It delivers both endemic and demographic ad targeting for both sponsored and dedicated send/solus email newsletters.

SmartBrief  
KPIs:



Emails sent  
in FY 2022

**1.9bn**



New B2B newsletters  
launched in FY 2022

**19**



B2B Subscribers

**6.4m**

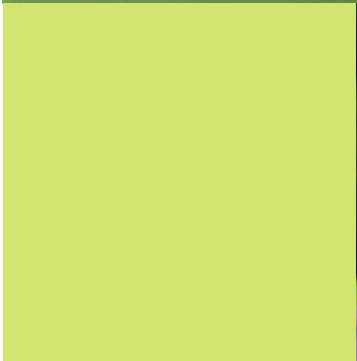
Key brands

**SmartBrief**

**techradar.pro**

**ITPro.**





# Corporate responsibility

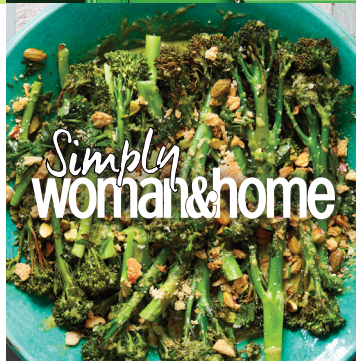
**34** ..... RESPONSIBILITY  
COMMITTEE REPORT

**36** ..... OUR FUTURE,  
OUR RESPONSIBILITY

**50** ..... TASK FORCE ON  
CLIMATE-RELATED  
FINANCIAL DISCLOSURES

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WITH OUR  
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**57** ..... S172 STATEMENT





# Our Future, Our Responsibility

At Future we operate as a responsible business driven by our clear purpose, values and culture.

At Future we operate as a responsible business, driven by our clear purpose, values and culture. Our corporate strategy was formulated to drive both returns and sustainability for the long term; as a consequence, Environment, Social and Governance (ESG) has been at the heart of what we do.

We are committed to using our scale and reach to make a positive societal impact and inspire change, in line with our purpose, as well as playing our part in building a sustainable future for all our communities and our planet. While we continue to operate responsibly (see pages 46 for details on what we have delivered this year) we also knew that we could do more. At Future we strive to truly make a difference, and so in December 2021 we launched our responsibility strategy called Our Future, Our Responsibility (see page 36). This described our pillars but also our ambitions within each pillar.

## Our focus in 2022

Following the launch of Our Future, Our Responsibility in December 2021, we have focused on two areas. Firstly, ensuring we have detailed milestones for our objectives for each pillar; and secondly, communicating our strategy to our stakeholders. We continue to monitor the execution of our Responsibility strategy with regular Board Committee and steering team meetings.

As highlighted in last year's report, we focused our strategy on key topics that resonate with our organisation: these are actionable; are in line with all our stakeholder expectations; are where we feel we, as Future, can make a unique difference; and ensure the Responsibility strategy incorporates the best in-class approach to governance and corporate culture.



# Introduction

Pillar	FY 2022	Horizon 1 0 - 12 months	Horizon 2 12 - 24 months	Horizon 3 24 - 36 months
<b>Culture Behind the Company</b>	We have published our DE&I objectives and Diversity Policy.	These will help us to improve our colleague development frameworks.	Through our job families we will improve internal mobility, especially for diverse talent pipelines. We intend to improve social mobility beyond London.	Our intention is that our colleagues will reflect the diversity of our markets.
<b>Taking Responsibility</b>	We have invested in three new intelligent data centre technologies that are 100% powered by renewable energy.	We are continuing to improve our reporting and governance and delivering training in line with our policies.	We will report on our Scope 3 emissions and we will set targets to reduce our direct carbon emissions.	Our intention is to achieve Net Zero GHG emissions from scope 1 and 2.
<b>Expanding Horizons</b>	We have gathered data about our experts in order to publish a directory across brands that curates and showcases our expert content creators.	We will embed our Accessibility Guide to ensure that all content creators refer to and act on the guidance within it.	We will create internal learning opportunities on topics that we are authoritative on for our 'colleagues as consumers'.	We intend to collaborate with partners to grow our reach and develop new content.
<b>Shaping the Future</b>	Four of our websites (TechRadar, The Week, Space.com and LiveScience) are now certified as Green by Newsguard.	We will formalise our commercial guidelines into a framework to ensure Future's reputation and the reputation of its clients is protected.	Our aim is to inspire our audiences by creating a positive impact on society through cross-brand campaigns.	Our intention is to be recognised as an industry leader for our work in this area.

While we are driven by the desire for actions that make a difference, we are mindful of the importance of ensuring that we are accountable and transparent; as a result we are guided by a framework. We have adopted the UN's Sustainable Development Goals (SDGs) as a guide for our objectives and our performance. We plan to also align our objectives to the Task Force for Climate-related Financial Disclosures (TCFD) framework in FY 2023, enabling us to more effectively evaluate climate-related risks and plan for the short, medium and long-term (see page 50).

We are driven and excited about the challenges and opportunities of ESG affecting our communities today. While there are many topics we might consider, by staying true to Future's principles we have been disciplined in focusing on issues where we believe we can truly make a difference.

In this report you will find a description of our Responsibility strategy and a deep dive on each of the four pillars to report on what we have achieved in FY 2022, against these. You will also find in this section our update on S172, our carbon efficiency reporting and our non-financial information statement.



Chair of the Responsibility Committee  
29 November 2022

## Responsibility Committee

Ensuring governance of our responsibility strategy is critical, and consequently we created a new Board Committee in 2021, with the mandate to ensure board level oversight of our responsibility strategy, monitoring and approving the output.

### Members

Hugo Drayton - Chair (since 2021)

Meredith Amdur (since 2021)

Angela Seymour-Jackson (since 2021)

Zillah Byng-Thorne (since November 2022)

The Company Secretary, or nominee, acts as secretary to the Committee. Details of individual Directors' attendance can be found on page 77.

### Key responsibilities

The Responsibility Committee supports the Board in the oversight of our Responsibility strategy:

- Oversee and assess Future's overall contribution to, impact on, and role in society.
- Oversee Future's plans to deliver the Our Future, Our Responsibility strategy, including the setting, disclosing and achievement of targets.
- Review progress against priorities and objectives, across Future's sustainability strategy.
- Consider Future's position on relevant, emerging sustainability issues.

## Our four pillars

Our strategy is centred around four pillars that we know are important to our colleagues and our audiences. We have separated these into:

### Future Differentiators

Where we have a unique opportunity to make a difference.

### Future Foundations

The things that we do which we believe are critical to all businesses who operate responsibly.

#### Pillar 1:



#### EXPANDING HORIZONS

Connecting people with their passions and lifelong learning.

Our depth of expert content enables us to take positive action to fuel passions and provide compelling learning opportunities for colleagues, audiences and future talent.

We will leverage our brands' influence and content to facilitate lifelong learning for all.

#### Pillar 2:



#### SHAPING THE FUTURE

Leading conversations on the future of the internet and publishing.

We will not tolerate misinformation or fake news. We will further strengthen the responsible content framework for our brands and will use our data responsibly.

We will adopt a leadership position in championing a safer internet and we will make it integral to our day-to-day business.

#### Pillar 3:



#### THE CULTURE BEHIND THE COMPANY

Great content emerges from a great culture.

Great content is created by great people: we will build an environment where all our people can do their best work. We will continue to invest in our employee experience in order to attract, retain and grow the best talent, championing inclusive growth and development opportunities for all. At Future everyone has something to contribute.

To create content that our customers love, we value diversity in our business, people and thoughts. We enrich lives by embracing difference, driving diversity in content, discussion and views.

#### Pillar 4:



#### TAKING RESPONSIBILITY

Going further to deliver a sustainable, transparent and well-governed business.

We are committed to making a positive impact and inspiring change — playing our part in building a sustainable future for our planet and our communities.

## Our values



### We are part of the audience and their community

Our passion for our products and brands makes us part of the community in which we engage. Our 3,000 colleagues are our audience as well as our external readership – an incredible privilege which we treat with total respect.



### We are proud of our past and excited about our future

Founded in 1985 with one magazine, over the last 38 years we have undertaken a number of acquisitions and it is that combined past that makes us who we are today. Today Future boasts a portfolio of over 250 brands, many of which are growing fast: we celebrate our heritage, and we remain excited about our future.



### We all row the boat

Everyone at Future has a part to play and a contribution to make, because together we are stronger.



### Let's do this

We have a bias for action, taking the best decisions we can in the face of uncertainty; we won't always get it right, and that's ok.



### It's the people in the boat that matter

We make sure we have the right team, with the right skills, to deliver our strategy, supporting each other, challenging each other and having fun along the way.



### Results matter, success feels good

We are restless in our pursuit of improvement, to be ever creative and unashamedly commercial in our ventures. Positive momentum helps us achieve extraordinary results, and celebrating our successes is a great way to support this.

## Pillar 1:

# Expanding Horizons

### Connecting people with their passions and lifelong learning

We have an opportunity to take positive action to fuel passions and provide compelling learning opportunities for our colleagues, our audiences and our future talent.

We will leverage our brands' influence to facilitate lifelong learning for all.



#### Why is this important to Future?

We're one of the biggest publishers in the UK and growing fast in the US. We are focused on expanding mindsets and prospects. Our brands connect people with their current passions and help them to find new ones. Our aim is to help people learn:

- informally;
- from a diverse range of content;
- through democratising information;
- by loving our subjects and making them accessible;
- ensuring our content can be reached through non-conventional pathways, using technology and innovation.

Our content will be accessible, engaging, authoritative and expert so that everyone from diverse and global backgrounds will be able to fuel their passion or gain valuable learning.

#### What have we accomplished in FY 2022?

The Expanding Horizons pillar is one of our Future differentiators, which were new to us last year. Although we acted responsibly in these areas prior to the launch of our Responsibility strategy, we had not coalesced our approach explicitly until now.

Since then, we've clustered our ambitions into three topics, in order to derive tangible outcomes from this pillar:

- **Discovery**  
Helping our audiences to easily find and consume even more of our content.
- **Accessibility**  
Ensuring our content is accessible to diverse communities.
- **Partnerships**  
Working with external partners to supercharge the above.

The eight employees who worked on this pillar developed the three topics into more detailed objectives with success measurements: these became our workstreams. Their core competencies are in consumer marketing, video and content. Our progress in these areas is detailed on the next page.





Topic	Ambitions (2021 and beyond)	Measurement	FY 2022 Progress	FY 2023 Objectives
Discovery	We will leverage the expertise we have within each of the verticals in the business to cross pollinate content across the different brands in order to widen access to expert content, providing learning opportunities across our brands e.g. leveraging our financial services expertise to add a "Money" channel on Tom's Guide.	Each website should include Authorship hub pages which will demonstrate the expertise of our editorial teams.	In FY 2022, we agreed to create a directory of experts which will sit on the Future plc website, in order to:	We will create a directory of Experts across verticals / brands. This builds on the Authorship hub template being worked on by our editorial teams to support our goal to be seen by Google and our audiences as expert, authoritative and trustworthy.
		Brands using a wider pool of writers year on year, leveraging the internal database of experts.	<ol style="list-style-type: none"> <li>1) Showcase our expertise through our experts, underpinning the quality of our content and enabling more of our audience to find our content and allowing our content to reach new audiences.</li> <li>2) Enable our editors to ensure our content is written by a diverse group of experts. It will also be used as a lens to identify topics that are lacking in a diverse set of experts.</li> </ol>	
		Drive an increase in engagement metrics e.g. page views per session, dwell time etc. Drive growth in audience trust and positive sentiment about our brands.	Establishment of Audience, Content and Editorial (ACE) monthly forums, with agendas to address these points.	
		Live learning opportunities (at least monthly) for colleagues on topics about which we are authoritative.		We will enable our audience to consume more of our content from first touch, through, for example, "recirculation"(e.g. showing our audience more opportunities to read content written by the expert who wrote the article they are currently reading).
Accessibility	We will develop content that is fully accessible for lifelong learning. For example, avoiding colour contrast ratios above 20:1 in our print and digital content ensures those with vision or cognitive impairments are more able to access and enjoy our content.	Improvements in accessibility, benchmarked and measured by a tool such as Wave / Google Lighthouse.	<p>We have created an editorial guide for accessibility focused on ensuring all Future content is accessible and from a diverse range of voices.</p> <p>The Guide provides a single resource for all content creators, highlighting the significance of accessibility and inclusion &amp; diversity in our content.</p>	<p>We will publish the guide internally and promote it to all new hires as well as to existing colleagues, on a regular basis.</p> <p>We will agree an audit frequency and methodology to ensure the guide is embedded.</p>
Partnerships	To accelerate this pillar of connecting people with their passions and lifelong learning, we are looking at partnerships with organisations where there is a mutual benefit. The aim is to use their platform with our content to reach a bigger audience and focus on topics important to our audience.	<p>Partnership in place with a content creator that can enhance our distribution.</p> <p>Raise the profile of our writers and editors.</p>	We have initiated contact with organisations and are in the early stages of exploring partnerships.	We will develop a partnership with at least one of the organisations to bring mutual benefit to both parties. This means a partner who will either develop content that promotes lifelong learning and which we will house on our network, or can provide a way for us to amplify our own content to reach an even wider, diverse global audience and enable lifelong learning for all.

## Pillar 2:

# Shaping the Future

## Leading conversations on the future of the internet and publishing

We will not tolerate misinformation or fake news. We will develop a responsible content framework for our brands and will use our data responsibly.

We will adopt a leadership position in championing a safer internet and embed it in our day-to-day business.



### Why is this important to Future?

Our core purpose is that 'we change people's lives through sharing our knowledge and expertise with others, making it easy and fun for them to do what they want.' At Future we only have experts creating content, to ensure we meet our audiences' needs, promote a safer internet and produce truly responsible content.

As a leading digital publisher we have a responsibility to create a safe internet. Future has an audience reach of over 500 million, and with this comes a responsibility to ensure we work hard to secure the internet we want, the environment we need, and to keep our audiences safe.

For example, our relevant brands leaned into supporting the people of Ukraine, to keep our audiences informed. Both The Week UK and US reported extensively on the conflict, and we planned special content for The Week Junior to help parents explain to their children what was happening, in a way that did not terrify.

Online content is a vital part of our business and we are committed to championing an internet that is safe for all ages, and is free of misinformation or fake news. We will take a lead in conversations on this issue and embed it in our day-to-day business.

The internet enables us to share our expert content with our audiences and to engage with them. We hold ourselves to high standards, ensuring our content is ethical and in line with our values. We are working continuously on a Responsible Content Framework to set common principles across the Group, to guide our editorial colleagues.

### What have we accomplished in FY 2022?

The Shaping the Future pillar is our other Future differentiator, which was also new to us last year. As with the Expanding Horizons pillar, we had not coalesced our approach explicitly until now.

The twelve colleagues who worked on this pillar developed the three topics into more detailed objectives, with success measurements, and these became our workstreams.

The three topics are:

- Fake news and misinformation
- Responsible content
- Encourage positive impact.

Their core competencies are in trade marketing, video, compliance, commercial and content. Our progress in these areas is detailed in the next page.



Topic	Ambitions (2021 and beyond)	Measurement	FY 2022 Progress	FY 2023 Objectives
Fake News and Misinformation	<p>We will take an active role in the 'future of the internet' debate.</p> <p>We will commission thought leadership and research to ensure we fight fake news and participate in the debate on the safe internet.</p>	<p>Partnering with at least two external associations.</p> <p>Taking a public, leadership position promoting Trust and Safety in content, lobbying at least two topics relating to creating a safer internet each year.</p>	<p>FY 2022 has seen Future take a leadership position in promoting trust and safety in content.</p> <p>We've partnered with the PPA (UK) and have supported them in lobbying the Government on its proposed Online Safety Bill, which would introduce a regulatory framework aimed at tackling illegal and harmful content published online. We continue to support the PPA's lobbying efforts on this Bill.</p> <p>We submitted a response to the UK Government's new body, the Digital Regulation Cooperation Forum (DCRF)'s call for input on its position paper on the benefits and harms of algorithms. We continue to engage with the DCRF on this paper.</p> <p>We're in conversations with a number of potential partners in the US and will decide on the partner(s) in Q1 FY 2023.</p>	<p>We will continue to lobby on regulation, and to publish our viewpoint in the UK and US markets.</p> <p>We will develop a partnership with a US organisation.</p> <p>We aim to lobby on at least two topics in FY 2023.</p>
			<p>Gain accreditations for Future websites from third party content-quality certification providers.</p> <p>Four of Future's websites are now certified by Newsguard: Tech Radar (which has a Nutrition Label of 100/100), The Week, Space.com and LiveScience.</p>	<p>We hope to gain accreditation for further Future websites from third party content-quality providers.</p>
Responsible Content	<p>We will develop a 'Responsible Content Framework' that will be implemented across all verticals.</p> <p>We will formalise editorial guidelines on equal access, accuracy, independence, freedom of expression and rights.</p>	<p>Our Responsible Content and Commercial Frameworks will be published internally and externally, and we will ensure that all our content creators engage with them on a regular basis.</p>	<p>We have published our Responsible Content Framework internally and are promoting it to all new hires as well as to existing colleagues, on a regular basis, using tools such as Lunch &amp; Learns.</p> <p>The Responsible Content Framework is a set of editorial principles or standards that can act as a guide for everyone who creates content for Future. Version One contains the five most important topics identified by the responses to a survey sent out to the whole business:</p> <ul style="list-style-type: none"> <li>• Accuracy and fairness in reporting.</li> <li>• Corrections, amendments and apologies.</li> <li>• Duty of care for staff, contributors and interviewees.</li> <li>• Honesty in reviews and e-commerce.</li> <li>• Editorial independence</li> </ul>	<p>We will publish Version Two of the Responsible Content Framework, which will include additional topics that will be discussed with the leaders of our brands first.</p> <p>We will also develop a 'Responsible Commercial Framework' which will formalise Future's commercial guidelines to:</p> <ul style="list-style-type: none"> <li>• Ensure Future's reputation and the reputation of their clients is adequately protected in all advertising and sponsorship agreements.</li> <li>• Ensure that we adopt a consistent and professional approach towards advertising and sponsorship.</li> <li>• Protect Futures stakeholders from allegations of inappropriate dealings or relationships with advertisers and sponsors.</li> <li>• Support the development of ethical commercial partnerships.</li> <li>• Ensure compliance with legislation, advertising industry codes and other councils.</li> </ul>
	<p>We will reignite our Ethics Committee, who are the guardians of ethical behaviour in the content we publish and the commercial products we sell. The Future Ethics Committee's role encompasses three areas:</p> <ul style="list-style-type: none"> <li>• Policy.</li> <li>• Education.</li> <li>• Consultation.</li> </ul>	<p>The Ethics Committee will meet quarterly to debate issues that require a decision and cannot be resolved by the Editor-in-Chief and/or Content Directors, or to the respective Vertical MD and the Chief Revenue Officer (CRO).</p> <p>The Ethics Committee will also proactively address thematic issues that arise between quarterly meetings.</p>	<p>The Ethics Committee has been reconstituted, immediately tackling challenging issues where editorial and commercial stakeholders overlapped. The Committee has proactively addressed thematic issues that have arisen between quarterly meetings, and when matters have arisen that require an urgent decision: sportswashing, for example. Sportswashing is described by Wikipedia as 'an individual, group, corporation or nation-state using sport to improve their tarnished reputation, through hosting a sporting event [...] or by participation in the sport itself'. The Ethics Committee has developed some guidance around sportswashing, which has been published internally. The Ethics Committee will debate any grey areas that may arise, and make recommendations that support our journalists in exposing, highlighting, discussing and challenging sportswashing activities.</p>	<p>The Ethics Committee will continue to hold quarterly meetings, to debate issues that require a decision and cannot be resolved by the Editor-in-Chief and/or Content Directors, or by the respective Vertical MD and the CRO.</p> <p>The Ethics Committee will continue to proactively address thematic issues that arise between quarterly meetings.</p>
Encourage Positive Impact	<p>We will use our content to positively influence consumer behaviour.</p> <p>We will collaborate with editors to establish how we use our expertise to amplify and promote issues. This will differ across brands, to be truly authentic for our audiences.</p>	<p>We will demonstrate how we've used our content to positively influence consumer behaviour.</p>	<p>We have collated examples across our verticals and brands which demonstrate the impact we've had on society and how we've positively influenced consumer behaviour.</p> <p>The examples are not about our individual actions, or even our corporate actions; they're about inspiring others at scale. A positive impact could be an article or campaign that:</p> <ul style="list-style-type: none"> <li>• positively benefits our community and our planet;</li> <li>• encourages a positive impact / outcome among our audiences; or</li> <li>• amplifies issues through our reach; enabling our communities to have a beneficial impact to society or our environment.</li> </ul> <p>We have launched a new award internally which will be presented at the end of the calendar year: the Positive Impact Award. This award will celebrate content that has amplified or encouraged a positive impact.</p>	<p>We'll continue to collate and share examples of brands that have demonstrated Positive Impact, with an Award at the end of the calendar.</p> <p>We'll engage with the Vertical MDs to identify brands that sit in the same vertical and have similar aspirations in the way that they might inspire our audiences and therefore create a positive impact on society or our environment.</p> <p>Our long term ambition is to bring together those brands to jointly campaign around a particular issue, inspiring action at scale.</p>

## Pillar 3:

# The Culture Behind the Company

## Great content emerges from a great culture

We are a people business first and foremost. We believe in nurturing a smart, diverse and inclusive culture which brings people together from all backgrounds and lets them shine.



### Why is this important to Future?

In order to attract, retain and develop top talent, we continue to invest in our people strategy, to ensure that we are an employer of choice for all.

To create content that our customers love, we value diversity in our business, people and thoughts. This is what drives diversity in content, discussion and views, enriching lives. At Future:

- Everyone is welcome (inclusion & diversity)
- Everyone can shine (learning & development)
- Everyone contributes (deliver social impact)
- Everyone is engaged (colleague engagement, community & opinions)
- Everyone is supported (well-being & safety)

### Everyone is welcome (inclusion and diversity)

Throughout FY 2022 we continued to build momentum towards this goal of inclusion. This involves ensuring we are inclusive from recruitment all the way through the colleague lifecycle. We are working hard to ensure that our workforce reflects the diverse communities we serve, and that we create an inclusive culture where every colleague can truly be themselves at work. We want people to feel they have found a tribe, feel welcome and valued for who they are, as well as what they do.

Embracing diversity underpins our commitment to providing equal opportunities to our current and future colleagues, and to applying fair and equitable employment practices. We codify this through our Diversity, Equality and Inclusion Policy, our Inclusion and Diversity Strategy, and our Values, which you can find on page 37.

### Disability policy

When considering recruitment, training, career development, promotion or any other aspect of employment, we strive to ensure that no colleague or job applicant is discriminated against, either directly or indirectly, on the grounds of disability.

If a colleague becomes disabled while in employment - and as a result is unable to perform their duties - we will make every effort to offer suitable alternative employment and assistance with retraining.

### Everyone can shine (learning & development)

FY 2022 has seen Future welcome over 1,600 new colleagues into the business, through acquisition and hiring. We have continued to use our on-boarding tool to further enhance the colleague journey, and we continue to build content into our flexible online learning portal, Future University, which gives colleagues access to bitesize learning opportunities at a time that is convenient for them.



We are launching a new Human Resource Information System (HRIS) in FY 2023, which will consolidate the digital journey for new hires, from application through to the end of their probationary period.

All of our Managers work to our Performance & Potential framework, which is a continuous process. This is a colleague-led framework which facilitates continuous quality conversations to help us achieve higher levels of performance, development, engagement and recognition.

**Everyone contributes (delivers social impact)**

Our approach to development also extends to supporting employability and career development outside Future. In FY 2022 we continued the Future Foundation which seeks, through investment of our time, expertise, resources and passion, to provide the opportunity for disadvantaged children to reach their full potential.

At Future we are also proud of our charity-matching scheme that supports our people with their fundraising endeavours. In support of the incredible efforts of our colleagues, a donation is made to match their fundraising efforts.

**Diversity**

	Male		Female	
<b>Board</b>	5	56%	4	44%
<b>ELT</b>	9	60%	6	40%
<b>SLT</b>	65	63%	37	36%
<b>All Colleagues</b>	1,356	47%	1,502	53%

	Board	ELT	SLT
<b>White</b> (or other white including minority white groups)	100%	89%	86.7%
<b>Mixed/multiple ethnic groups</b>	0%	11%	6.65%
<b>Asian</b>	0%	0%	6.65%
<b>Black/African/Caribbean</b>	0%	0%	0%
<b>Other ethnic group including Arab</b>	0%	0%	0%
<b>Not specified/prefer not to say</b>	0%	0%	0%

Following the tragedy that took place in America during May 2022, we matched any donation that colleagues made to EveryTown for Gun Safety. We also matched the donations that colleagues made to any charity supporting the people of Ukraine. Colleagues within our offices also worked together to help where they could; in London, for instance, they organised collections of warm clothes, medicines and sleeping bags.

**Everyone is engaged (employee engagement, community, opinions)**

Having an engaged workforce is critical to business growth and success. In April 2022 we conducted our first Annual Colleague Engagement Survey to measure satisfaction. We had a 71% response rate where many colleagues shared meaningful and insightful feedback about their Future experience.

We have a consistent rhythm of internal communications that engage all our colleagues in regular updates, formal and informal, in person and online. All staff are given frequent opportunities to ask questions directly of the senior management and receive direct feedback. We encourage all managers to have regular check-ins, both individual and team meetings. We run Star of the Month activities and annual awards aligned to our values.

Colleagues' involvement in the Company's performance is encouraged through share schemes and other initiatives such as our profit pool. We launched our Value Creation Plan in FY 2021, giving all colleagues the opportunity to share in the success of the business. We strongly believe that colleagues who can benefit from the success of the Company are engaged, ensuring everything we do is for the benefit of all.

At Future, colleagues are invited to contribute their experience, expertise and ideas. Colleagues are encouraged to partake in cross-functional working, with team members collaborating on projects throughout the business, sharing their knowledge and expertise and learning from other departments.



## The culture behind the Company

All colleagues transferring through acquisition are given a 'buddy', an opportunity to meet with someone from the existing Future workforce, informally, to support them through the transition; this is in addition to meeting their own manager and team. We invite all new colleagues to tailored 'Welcome' sessions and Town Halls with the senior management team. Throughout the process, we invite feedback to understand how we can continue to improve our colleague engagement and onboarding activities.

### Everyone is supported (well-being and safety)

At Future, prioritising health and colleague well-being is a critical part of our Company culture. By supporting our colleagues physically, mentally and emotionally they can be fulfilled in their career and give their best performance.

Future is largely an office-based environment; all locations across the Group comply with relevant legislation and we communicate our health and safety policy to all colleagues. In the UK, US & Australia, there were no fatalities and seven minor injuries across these sites during FY 2022.

We are committed to being a great place to work and an employer of choice, ensuring that we have the best people. We remain proud of our unlimited holidays - an extraordinary benefit that allows colleagues time to reset. We also provide other non-financial benefits such as discounted gym membership in some office locations, and shopping discounts. Our financial benefits are referenced on page 97 (Directors' Report on Remuneration). We also have communities that look after each of our office locations. Each community is a team of volunteers from across departments who are passionate and enthusiastic about building a sense of community and connectivity at Future. They work hard to keep



everyone informed, give them a chance to provide feedback, to make a difference and to have some fun together.

### What else have we accomplished in FY 2022?

The Culture behind the Company pillar is one of our Foundation pillars, which focuses on what we believe is critical to all businesses who operate responsibly. These topics were consequently not new to us last year, but were expanded upon with the launch of the 'Our Future, Our Responsibility' strategy in December 2021.

The eight colleagues who worked on this pillar developed the five topics (as listed on page 42) into more detailed objectives with success measurements, and these became our workstreams. Their core competencies are in HR, talent development, talent acquisition and communications. Our progress in these areas is detailed below:

Topic	Ambitions (2021 and beyond)	Measurement	FY 2022 Progress	FY 2023 Objectives
Everyone's engaged	We will incorporate Future values as part of the recruitment process, colleague reviews and all existing HR processes.  Annually, we will hold a Town Hall to review the Values and reflect on the Annual Colleague Engagement Survey results.	Our ambition is to see an increase in retention by ~5% and an increase in colleague engagement metrics, captured by our Annual Colleague Engagement Survey.	In April 2022 we conducted our first Annual Colleague Engagement Survey to measure satisfaction. We had a 71% response rate where many colleagues shared meaningful and insightful feedback about their Future experience. The results of the Annual Colleague Engagement Survey were hosted on a dedicated Google Site, and we have since hosted a series of listening sessions to talk through ideas around how we could improve, and to understand the feedback so that we could ensure the changes we make are the ones that matter.  Community is also important, and now we are back in our offices, different groups of colleagues are coalescing to help build our culture. For example, during June our offices were rainbow-hued for Pride, thanks to suggestions from our LGBTQ+ community; activities took place in the UK to celebrate the Queen's Jubilee; book clubs were launched; and invitations were sent out for summer BBQs and events.	We plan to use the feedback from our Annual Colleague Engagement Survey and listening sessions to make Future an even more engaging place to work, and we have a series of actions in place to ensure this happens.
Everyone is supported	We will continue to train Mental Health First Aiders (MHFAs), operating a ratio of around 1 per 50 colleagues, and support the individuals who provide this service across the Group.	Our ambition is to see an increase in retention by ~5% and an increase in colleague engagement metrics, captured by our Annual Colleague Engagement Survey.	Well-being at Future does not end with physical safety. In FY 2021 we took a number of steps to ensure the mental and emotional well-being of our colleagues was supported. We have continued to support colleagues in this way during FY 2022, maintaining over 50 Mental Health First Aiders across our sites, to provide our colleagues with resources and confidential support, focusing on mental health. They have all had refresher training, run weekly drop-in sessions and are available at any time via a dedicated email account. We have a Colleague Assistance Programme in each of our geographies, which provides colleagues with access to free and confidential support services, such as a qualified counsellor.	We will continue to provide training to all our MHFAs and ensure there is always someone available to answer requests for help.
	Our Annual Colleague Engagement Survey will include a section on well-being and knowledge of current activities and available solutions.  We will ensure colleagues are taking a minimum of 15 days leave each year, and within any rolling 12 weeks at least two days off.	All colleagues take a minimum of 15 days leave each year, and within any rolling 12 weeks at least two days off.	The Annual Colleague Engagement Survey in FY 2022 included a section on well-being. We have since held listening sessions to understand the feedback and formulate an action plan.  Our People Team started work on guidance for managers and employees on how to implement the unlimited leave policy offered to employees in most of our territories. This was a key issue coming out of the employee engagement survey that whilst staff appreciated the opportunity to take leave, they needed further guidance on how to benefit from the policy.	We will ensure the well-being section is repeated in the FY 2023 Annual Colleague Engagement Survey in order to measure any change.  Our new HRIS will enable us to ensure colleagues take a minimum of 15 days leave a year and within any rolling 12 weeks at least two days off.

Topic	Ambitions (2021 and beyond)	Measurement	FY 2022 Progress	FY 2023 Objectives
Everyone is welcome	We will set our DE&I objectives and publish our diversity policy.	Our ambition is for the diversity of our workforce to match the diversity of our local populations, and for 20% of our vacancies to be filled by internal promotions.	We have set our DE&I objectives, which are focused around training our commercial team initially. We've also published our new diversity policy internally. Our Board diversity policy can be found on our website: <a href="http://www.futureplc.com/governance/">www.futureplc.com/governance/</a>	We will expand on our DE&I objectives which will extend beyond our commercial team.
	We will publicly report on the diversity of the Executive Leadership Team.		We've publicly reported on the diversity of the Executive Leadership Team (see page 43 in this report).	We will continue to report on the diversity of the Executive Leadership Team.
	We have an opportunity to build new and existing partnerships, in order to diversify our workforce and our content.		We've begun developing partnerships with universities close to our office locations.	We will continue to develop partnerships with universities and potentially colleges, in particular those which are close to our office locations.
	Inclusion training will be mandatory, and all managers will have inclusive leadership training.		We have worked with Inclusive Employers to deliver inclusion training for a group of Commercial colleagues. Three of our People team attended this session and have also attended a Train the Trainer session. We have also launched online Anti-Harassment training across our US workforce.	We will work with Inclusive Employers to deliver inclusive hiring training to our hiring managers of the pilot programme. Three of our People team will attend this session and a Train the Trainer session; they will roll out this training for hiring managers across the business.  We will also roll out Anti-Harassment training across our entire workforce.
Everyone can shine	We will increase internal mobility. We will continue to offer training and mentoring for colleagues.	Our ambition is for 20% of our vacancies to be filled by internal promotions, and for 85% colleagues to still be in role after one year, as well to see an increase in colleague engagement metrics, captured by our Annual Colleague Engagement Survey.	As referenced on page 43, our Performance & Potential Framework provides structure to enable colleagues to get the best out of their performance on a day-to-day basis, to release their potential and navigate their career at Future, whether that be a sideways move, or moving up the career ladder.	In preparation for our new HRIS, we are creating Job Families. We plan to run a series of workshops with each group to launch the job families, framed in the context of career paths at Future. We will use this as an opportunity to highlight how people can move up in their career and show what some of the competencies would look for at each job level. We will publish career paths online internally and externally, and create real-life case studies of colleagues' journeys at Future.
			We review our top talent annually, calibrating with the Executive Team to identify potential and ensure we are all aware of the talent in our business, and that we have succession plans and individual training plans for each.	We are currently working on a tiered approach to our management training, and plan to launch programmes for all levels in FY 2023.  We are also developing a competency framework which will be used to assess all of our senior leaders' capability and competencies, and which will lead to a formal performance conversation with each leader.  Following this, a Development Action Plan (DAP) may be created for them, depending on their ambitions, and performance.
			Our internal SEO training programme has continued to develop. Built for new and current editorial staff, it enables them to learn or improve audience development techniques.	We are developing this programme further in FY 2023, from training on how to use our proprietary Content Management System (CMS) and eCommerce platforms - Vanilla, our website platform and HAWK - our eCommerce technology, through to media training or how to deal with online harassment. The new framework will ensure that all editorial colleagues receive consistent training, and that they all have access to the same learning opportunities.
	We will have a digital skills programme for junior staff.		We have launched two new early careers programmes in FY 2022. Our graduate programme runs in both the UK and US and our locations are all in close proximity to higher education institutions. Graduates in England can also obtain professional qualifications in the form of apprenticeships.  Our Accelerator Apprenticeship programme encompasses courses for apprenticeship at various junior levels, acting as an early career entry point into Future, without the requirement for a degree.  Our Degree Apprenticeship programme encompasses fully-funded degree courses at apprenticeship levels 6 & 7 (as defined by the Education & Skills Funding Agency), alongside employment for specific tech areas.  We work with multiple training institutions to facilitate our apprenticeships, including Kaplan (UK) and Multiverse (UK & US).	
Everyone contributes	We will create partnerships with charities that align with our values. We will invest in the Future Foundation and increase its impact.  We will increase the number of colleagues coaching young people from disadvantaged backgrounds, via Future Frontiers.	We hope to see an increase in colleague engagement metrics, captured by our Annual Colleague Engagement Survey.	We continued to support a programme that provides mentoring, coaching and internships to disadvantaged students in London, inspiring them with the confidence and skills to pursue a career in media. Future Frontiers is an award-winning education charity that ensures young people from disadvantaged backgrounds fulfil their potential at school, and when transitioning to education, employment and training at ages 16 and 18.  Double the number of UK colleagues participated in a one-to-one coaching programme in FY 2022 compared to last year, and the feedback from both Future colleagues and the students they coached was extremely positive.  We also continued to partner with Media Trust, a charity that runs unique programmes such as Kickstart to encourage young, diverse talent to develop their confidence, passions and talents to work in the media sector. Kickstart roles at Future have spanned advertising operation executives, eCommerce marketing assistants, supply chain administrators, researchers, circulation executives, website administrators and content writers, across all brands, and at least four of our Kickstarters have gone on to secure permanent roles at Future.  In the US we partnered with DreamYard, a not-for-profit organisation that collaborates with Bronx youth, families and schools to build pathways to equity and opportunity through the arts. The two interns shadowed, worked with, and learned from a Future colleague, rotating across teams.	We aim to increase the number of colleagues volunteering to take part in programmes such as Future Frontiers even further in FY 2023, and to explore similar opportunities elsewhere in the UK.  We will explore partnerships with other organisations that run similar programmes, in order to continue our work with young, diverse talent and help them to enter into and flourish within the media sector.
	We will support our office communities with their charitable endeavours.  All colleagues will have the opportunity to volunteer up to two days per year.		All colleagues were given the opportunity to volunteer up to two days per year.	All colleagues will continue to have the opportunity to volunteer for up to two days per year.  In FY 2023 the focus will be on a Giving Back Day in December 2022, which will see colleagues in each of our communities coming together to work on a project that will improve some element of the community around us.



Pillar 4:

# Taking Responsibility

## Building a sustainable future

We are committed to making a positive impact and inspiring change — playing our part in building a sustainable future for our planet and our communities



### Why is this important to Future?

At Future, we acknowledge our responsibility to build a sustainable future for our planet and our communities. We are committed to delivering a sustainable, transparent and well-governed business. We will be principled and transparent in reducing our own impacts, and behaving ethically.

We already do much work to ensure our business is sustainable - from sourcing paper responsibly to our travel policies - and we have brands at the forefront of these conversations. Marie Claire, for example, won the Innovation of the Year Award from the British Society of Magazine Editors for their work over the past two years bringing their key purpose pillar - sustainability - to life and engaging new audiences in the topic through live panel events, a festival, awards, specials, guest edits, digital partnerships, campaigns and a dedicated channel. Woman & Home also featured content on 'Sustainable living: How to help combat climate change at home' and the Tom's Guide awards now feature sustainability for the prestigious Hero Award.

Ideal Home introduced the 'One Small Step' badge to its print content around three years ago to highlight products or stories that encourage a more sustainable approach to homes. This has now been expanded to a one-page feature in every issue, focusing on news and ideas for a more sustainable home.

### Reducing waste Sourcing paper

Paper is the largest raw material we use as a Group. We work hard to make sure that whatever we consume, we do it in a way that is ethically responsible and environmentally sustainable. Our paper is sourced and produced from sustainable, managed forests, conforming to strict environmental and socio-economic standards. Our paper mills and paper merchants all hold full FSC (Forest Stewardship Council) certification and accreditation, showing our commitment to sourcing paper supplies from sustainable sources.

### Recycling of unsold magazines and gifts

The Group is strongly incentivised to minimise the number of unsold magazines and we employ sophisticated techniques to help achieve this. In the UK, Future's unsold magazines are either used in recycled paper manufacture or in other recycling operations, or they are handed to local schools and hospitals. We also support the Professional Publishers Association's initiative, encouraging readers to recycle their magazines after use, and we are now full members of the OPRL (On-Pack-Recycling-Label) Scheme which provides full access to and use of correct recycling labelling, instructing consumers how to responsibly recycle or dispose of our magazines and packaging.

### Packaging

We comply with our obligations under the Producer Responsibility Obligations (Packaging Waste) Regulations, and carry out an annual packaging waste audit where we declare our packaging waste volumes and offset our waste by purchase of Packaging Waste Recovery Notes. Our UK subscription copies are now all mailed in paper-wrap, along with the majority of promotional

packs to the retail newsstand. In FY 2022 we explored moving our export subscriptions to paper wrap, from their current LDPE4 (number 4-coded low-density polyethylene) fully recyclable wrap. We have three export titles (Golf Monthly, Rugby World and Sporting Gun) in paper wrap; the rest are still in polywrap. We are trialling the paper wrap with these three titles to assess how well it travels through international postal systems and also to compare costs. We remain committed to ensuring recycling logos show the latest information available on recyclability of the wrappers, directing customers to recycle the bags at local supermarkets.

### Recycling and waste management in the office

All of our offices have clearly defined communal waste and recycling areas. Our in-office signage for colleagues ensures we all play an active part in recycling. We have separate general waste, mixed recycling and food waste in all offices, and we operate a zero single-use plastic policy, which has significantly reduced our impact already. We work with our waste provider to complete quarterly reporting to trace waste usage more efficiently and monitor progress on reducing waste that is sent to landfill.

### Global tonnes CO2e emissions from

		FY 2018	FY 2019	FY 2020	FY 2021	FY 2022
		Total (tCO2e)	Total (tCO2e)	Total (tCO2e)	Total (tCO2e)	Total (tCO2e)
The combustion of fuel: gas for heating and fuel for vehicles (Scope 1)	UK	97	96	106	232	154
	US	-	-	2	2	0
	Aus	-	-	1	0	0
	TOTAL	97	96	109	234	154
The purchase of electricity: heat, steam or cooling by the Group for its own use (Scope 2) Location Based	UK	331	298	235	230	271.81
	US	3	205	34	8	71.76
	Aus	-	-	-	3	9.30
	TOTAL	334	503	269	241	352.87
The purchase of electricity: heat, steam or cooling by the Group for its own use (Scope 2) Market Based	UK	-	-	337	-	147.85
	US	-	-	34	-	71.76
	Aus	-	-	-	-	9.3
	TOTAL	-	-	371	-	228.91
Total Emissions (tCO2e) - Location Based		431	599	378	475	609
Total Revenue (£m)		130.1	221.5	339.6	606.8	825.4
Intensity Ratio (tCO2e per £1m) - Location Based		3.3	2.7	1.1	0.8	0.7

### Global tonnes CO2e emissions from

		FY 2021 Total (kWh)	FY 2022 Total (kWh)
		Total (kWh)	Total (kWh)
The combustion of fuel: gas for heating and fuel for vehicles (Scope 1)	UK	1,152,393	820,246
	US	7,318	0
	Australia	-	0
	TOTAL	1,159,711	820,246
The purchase of electricity: heat, steam or cooling by the Group for its own use (Scope 2)	UK	1,084,041	1,575,827
	US	41,433	413,121
	Australia	3,776	11,773
	TOTAL	1,129,250	2,000,720
Total Energy (kWh)		2,288,961	3,222,176
Total Revenue (£m)		606.8	825.4
Intensity Ratio (kWh per £1m)		3,772.18	3909.78

1 [https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/850130/Env-reporting-guidance\\_inc\\_SECR\\_31March.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/850130/Env-reporting-guidance_inc_SECR_31March.pdf)  
2 <https://ghgprotocol.org/>  
3 <https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2020>  
4 Source: IEA (2019) Emission Factors ([https://www.iea.org/t\\_c/termsandconditions/](https://www.iea.org/t_c/termsandconditions/))

### FY 2021:

**Total waste:** 15.129 tonnes across four locations

**Total recycled:** 5.354 tonnes (35.4%) across four locations

### FY 2022:

**Total waste:** 32 tonnes across three locations

**Total recycled:** 21 tonnes (67%) across three locations

### Scope 1 and 2 emission reporting

Climate risk and opportunities have not yet been considered as part of our risk process. However, the Group has commissioned a third-party to include climate risks and opportunities in our risk assessment in FY 2023. You can read more about our approach to risk on page 66.

### Streamlined Energy & Carbon Report (SECR)

Summary In accordance with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 ('the 2013 Regulations') and the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018

## Taking responsibility

(‘the 2018 Regulations’) we have reported our Streamlined Energy and Carbon Report disclosure for 2022, covering the period 1 October 2021 to 30 September 2022.

### Methodology

Our reporting covers our UK, US and Australian entities: Future Publishing Limited, Future US, and Mozo Pty. Limited. We use the Environmental Reporting Guidelines: including streamlined energy and carbon reporting guidance 1 and Greenhouse Gas Protocol 2 methodology for compiling this greenhouse gas (GHG) data; and included all required emissions sources. GHG emissions factors have been sourced and applied from BEIS conversion factors for GHG emissions 3; the equivalent reports on non-UK (Australia) properties used the CO 2e factors provided by the International Energy Agency (IEA 4); and for USA regional factor for New York, provided by United States Environmental Protection Agency, sourced from carbon footprint 5 for emissions associated with grid electricity consumption. As a Group with only office-based activities and no manufacturing activities, under the GHG Protocol Corporate Standard, emissions fall under Scope 1 (combustion of fuel) and Scope 2 (purchase of electricity).

### Intensity Ratio

We are using ‘Tonnes per £1 million revenue’. Our GHG emissions CO 2e intensity has decreased further from 0.8 tonnes CO 2e per £m in 2021, to 0.74 tonnes CO 2e per £m in 2022, which is a decrease of 7.5%.

### Energy Efficiency Action Taken

Two of Future’s largest UK sites, Paddington and Bath, now have electrical charging points for vehicles in place.

We have also invested in new Trend Controls panels to ensure the Bath office Building Management System (BMS) is as efficient as possible. In our NY office we have installed a new BMS so we have better control of our air conditioning systems which in turn will reduce usage.

In the coming financial year we are completing the LED lighting upgrades to one floor of the Paddington office and the whole site in Reading. The LED lighting upgrades will lead to a 71.1% reduction of total circuit watts in the Paddington office, and a 63.5% reduction in the Reading office.

We are also going to be upgrading the air conditioning system to a new Variable Refrigerant Volume system to aid usage and provide better performance. TM44 surveys are also being completed at all UK sites.

### What have we accomplished in FY 2022?

Taking Responsibility is our other Future Foundation pillar. Although these were not new to us last year, through the launch of our ‘Our Future, Our Responsibility’ pillar in December 2021 we have further developed our ambitions surrounding climate and sustainability.

The six colleagues who worked on this pillar developed the five topics (Climate Change - Direct; Value Chain Impacts; Corporate Governance & Compliance; Lobbying & Public Affairs and Stakeholder Engagement) into more detailed objectives, with success measurements, and these became our workstreams. Their core competencies are in building management and facilities, supply chain and production, IT, finance and corporate governance. Our progress in these areas is detailed next:

Topic	Ambitions (2021 and beyond)
Climate change - direct	<p>Our intention is to achieve net zero GHG emissions from Scope 1 and 2.</p> <p>We will demonstrate reductions via energy saving and renewable energy.</p> <p>We will initiate a Scope 3 footprint report in FY 2023.</p>
Value Chain Impacts	<p>We commit to producing hard copy issues from certified or responsibly-sourced paper will continue.</p> <p>We will remain committed to responsible sourcing of paper and other materials.</p> <p>We will set a single-use plastic-free policy, and report on compliance by January 2023.</p> <p>We will disclose our operational waste tonnage and introduce programmes to increase our recycling rate.</p> <p>We will set targets to measure emissions from our digital value chain by FY 2024 at the latest.</p>
Corporate Governance and Compliance	<p>A sub-committee of the board will govern the Responsibility strategy.</p> <p>Our policy committee will take responsibility for reviewing, updating and circulating our policies.</p> <p>Training will support the Group’s key policies.</p> <p>We will publish our tax strategy in our annual report.</p>
Lobbying and Public Affairs	<p>Using the responsible lobbying framework we will interact with regulators and policy makers.</p>
Stakeholder Engagement	<p>We will continue to disclose our Section 172 statement, annually.</p> <p>We will engage in Ratings providers’ research, and ensure transparency of our data.</p>

Measurement	FY 2022 Progress	FY23 objectives
Information and data published in our Annual Report. We will measure our GHG emissions (intensity ratio) once a year via our sustainable energy consultancy partner.	We continue to publish scope 1 and 2 and our intention is to be net zero GHG.	We continue to publish scope 1 and 2 and our intention is to be net zero GHG.  We will implement training for key members of the business.  We will initiate a Scope 3 footprint report in FY 2023, which will be published in our FY 2024 annual report at the latest. We are employing an independent management consultancy that specialises in ESG and sustainability, to provide guidance on conducting our Scope 3 reporting. Key suppliers have already provided us with their own 'carbon calculators' in order for us to be able to calculate our impact from tonnages. We will review their methodology through the consultancy work.
Information and data published in our Annual Report.	We've produced our hard copy print products from certified or responsibly-sourced paper in all our locations.  As above, we do not use plastic covermounts, and we package in recyclable materials; There are no plastic covermounts (promotional gifts), packaging is the envelopes for subscribers and the pallet wrapping for distribution. UK subscriber copies are in recyclable paper, overseas subscribers are in recyclable poly. We have removed single-use plastics from our domestic shipping and marketing. We continue to disclose our operational waste and tonnage in the UK through our annual return to the Department for Environment, Food & Rural Affairs (DEFRA), and you can find details of this year's disclosure on page 47. 100% of our unsold waste (returned copies from shops) is recycled in the UK. The industry has surveyed customers and therefore we can estimate that 90% of our manufactured product is recycled (post consumer waste) but note that this pre-dates the pandemic.  We also continue to implement industry-wide initiatives or government-led best practice, e.g. recycling logos in our magazines and on the recyclable plastic, and encouraging recycling in the panels.  We have invested in three new intelligent data centre technologies that are 100% powered by renewable energy, and our usage is scaled according to demand. This project started in January 2022 and completed in July 2022. The Data centres are operated by third party providers, but all the equipment we utilise in them is Future owned. We've invested c£2.5 million in brand new kit which is 30% more energy efficient than the kit it replaces. All end-of-life kit is recycled.  We constantly optimise our web pages across our brands to reduce page load time and therefore reduce energy usage.  We only retain data for as long as we need to, from a financial or legal perspective.	We will continue to produce hard copy issues from certified or responsibly-sourced paper.  We will continue to not use plastic covermounts, and to package in recyclable materials.  We will continue our discussions with freight consolidators about removing single-use plastics from our international shipping.  We will continue to disclose our waste and tonnage through our annual return to DEFRA. We will also continue to implement industry-wide initiatives, e.g. recycling logos in our magazines and on the recyclable plastic, and encouraging recycling in the panels.  We will continue to use data centre technologies that are 100% powered by renewable energy, and our usage will continue to be scaled according to demand.  We will continue to replace our kit with more energy-efficient kit, and recycle all end of life kit.  We will continue to only retain data for as long as we need to, from a financial or legal perspective.  Our Scope 3 reporting, in conjunction with the independent management consultancy, will enable us to identify our current digital emissions and set targets to reduce them.
Information and data published in our Annual Report.	Our governance is key to operating a fair and transparent business: in 2021, we created a new Board Committee; this Responsibility Committee supports the Board in the oversight of our Responsibility Strategy (see page 35 for information on committee members).  Our policy committee meets once a quarter to review, update and circulate our policies. We make our policies available to all employees across the business via a number of communication channels, including our People site, our Snapshot (weekly update) and general email communications.  We train and embed our policies. In FY 2022 all Future colleagues (including contractors with privileged data access) were required to undertake mandatory Privacy and Data Protection training; on the core basics of privacy, the specific requirements by region from laws such as GDPR (UK/EU), CCPA (US) and PIPEDA (Canada). The training is held in Future's privacy platform, One Trust, which enables us to tailor training, send personalised emails and track progress. All colleagues who work in the FCA-regulated part of Future are required to undertake Conduct Rules training, which is broken down into three sections: a background to FCA regulation, an introduction to SM&CR, and the full set of Conduct Rules which apply to individuals who work in FCA and PRA regulated firms. External independent audits are conducted at least once every two years on Information Security Policies and Systems, and our policies are reviewed quarterly and hosted on our internal InfoSec wiki. The Board also receives an update on Cyber Security as part of the Future risk register.  You can find more information on this on page 69. We have published our tax strategy on our website.	Our Board Committee will continue to govern the Responsibility strategy.  Our policy committee will continue to meet once a quarter to review, update and circulate our policies.  We will continue to train and embed our policies within the Group.  We discuss ESG in our Town Halls and at all Onboarding events, and we will consider the possibility of introducing training for all colleagues on sustainability and ESG.  We will continue to publish our tax strategy on our website
Information published in our Annual Report.	We have followed the responsible lobbying framework in all lobbying that has taken place this year, e.g. around the Online Safety Bill  We've had conversations with MSCI, Sustainalytics and ISS around the transparency of our data and are working through a list of recommendations.  As part of the wider shareholder consultation on remuneration, we have also engaged with IVIS, Glass Lewis and ISS to get their input to ensure alignment.	We will continue to use the responsible lobbying framework when interacting with regulators and policymakers.  We will continue to disclose our Section 172 statement, annually.  We plan to publish information around our approach to data and privacy that wasn't previously in the public domain.

## Task Force on Climate-related Financial Disclosures (TCFD)

At Future, climate change is treated as a Board-level governance topic. Our governance framework is outlined in the Corporate Governance section on pages 76 to 77. For more detail on the roles of the Board and its Committees, please see the matters reserved for the Board and its Committees' terms of reference, which are available in the governance section of Futureplc.com. The Responsibility Committee provides updates to the Board throughout the year, including on climate change, to ensure the Board is able to make informed decisions. Our Responsibility Committee evidences our commitment to drive improvements in our environmental and wider sustainability performance, and to ensure that as a business we are making real progress with our environmental commitments. Climate change and how we are responding to the risks and opportunities that it poses is important to our stakeholders (Our Audience, People, Investors, Commercial Partners and Suppliers and Regulators). We support the Task Force on Climate-related Financial Disclosures (TCFD) and its recommendations and are committed to assessing the impacts of climate risks in FY 2023 and opportunities across our operations and supply chains (you can read more about our plan below). This year, we have focused on establishing our reporting structure and internal process to ensure we can identify and manage climate risks and opportunities. We plan to further enhance (see below) and improve these as we evolve along the TCFD journey.

The Group has prepared its TCFD disclosures, as set out below, in line with guidance in the 2021 updates to the TCFD Final Report and Annex, including the supplementary guidance for all sectors. We are building on our progress on reducing greenhouse gas emissions (see GHG data on page 47) from previous years to develop a net zero strategy, and we intend to evolve our reporting under the TCFD recommendations. We have the ambition to be scope 1 and 2 net zero. We previously set a target of net-zero on scope 1 and 2 by 2026. We have decided to postpone this target. We had not prepared a detailed transition plan and therefore could not commit to meeting the target. As part of the work undertaken by Carnstone, we will reassess and set a new target by FY 2023. We are continuing to work towards this ambition whilst in parallel assessing our Scope 3 footprint before elaborating a net zero strategy (scope 1, 2 and 3) and an updated goal. At the time of publication, Future plc has disclosed sufficient information to comply with one of the 11 recommended disclosures set out in Figure 4 of Section C of the report entitled "Recommendations of the Task Force on Climate-related Financial Disclosures" published in June 2017 by the TCFD (LR 9.8.6R). While we have made good progress on our reporting, we acknowledge that the Group does not comply with all TCFD recommendations and that further work is required to enhance the identification, impact and reporting for climate-related risks and opportunities, and how these map over the short, medium and long term. Further work will be undertaken in the coming financial year in the following areas:

	Compliant Y/N
<b>Governance</b>	
a. Describe the Board's oversight of climate-related risks and opportunities.	N
b. Describe management's role in assessing and managing climate-related risks and opportunities.	N
<b>Strategy</b>	
a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long-term.	N
b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.	N
c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	N
<b>Risk management</b>	
a. Describe the organisation's processes for identifying and assessing climate-related risks.	N
b. Describe the organisation's processes for managing climate-related risks.	N
c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	N
<b>Metrics and Targets</b>	
a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	N
b. Disclose scope 1, scope 2 and, if appropriate, scope 3 greenhouse gas (GHG) emissions and the related risks.	Y
c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	N



Rationale	Plan to address	Timeline
<p>The Board established the Responsibility Committee, but as the risks and opportunities have not yet been identified, the Committee has not been able to perform its role in overseeing and managing climate-related risks and opportunities during FY 2022. Whilst climate change is not currently included within the Principal Risks and Uncertainties, it remains an area the Group keeps under review through the work being done by the Our Future, Our Responsibility workstreams.</p>	<p>The Board has created in 2021 a Responsibility Committee and the Group has established a Responsibility Steering Group that will make decisions and take action on the outcome of the work that has been commissioned to third-party to include climate risks and opportunities in our risk assessment.</p>	<p>As a result, we intend on being compliant on this recommendation within the FY 2023 Annual Report.</p> <hr/> <p>As a result, we intend on being compliant on this recommendation within the FY 2023 Annual Report.</p>
<p>Climate risk and opportunities have not yet been considered as part of our risk process.</p>	<p>In FY 2023, the climate-related risks and opportunities will be identified and assessed as part of our bi-annual review of the risk register as well as their impact.</p> <p>The risk register is reviewed and discussed at least twice a year by the Audit and Risk Committee (ARC).</p> <p>The assessment of the climate-related risks will be reviewed by the Responsibility Steering Group once performed and then presented to the Responsibility Committee (with the Chair of the ARC in attendance) in Spring 2023 and the risk register will be updated in accordance with the findings.</p> <p>The outcome of this work will be shared to the Responsibility Committee and Steering Group.</p>	<p>The climate-related risks and opportunities, including the resilience of the Group's strategy, taking into consideration different climate-related scenarios, will feature in our FY 2023 risk register and TCFD disclosure following a planned workstream conducted by Carnstone.</p> <p>The elaboration of climate scenarios is scheduled for the Spring of 2023. The outcome of this work will feature in the risk section and the TCFD disclosure in the FY 2023 Annual Report. As a result, we intend on being compliant on this recommendation within the FY 2023 Annual Report.</p> <p>The statement of work from Carnstone with a timeline is highlighted below.</p>
<p>Climate-related scenarios have not been part of the risk management process during FY 2022</p>	<p>The elaboration of climate scenarios is scheduled for the Spring of 2023.</p> <p>The statement of work from Carnstone with a timeline is highlighted below.</p> <p>The outcome of this work will be shared to the Responsibility Committee and Steering Group.</p>	<p>A description of the resilience of the organisation's strategy taking into consideration different climate-related scenarios, including a 2°C or lower scenario will be published in our FY 2023 Annual Report. As a result, we intend on being compliant on this recommendation within the FY 2023 Annual Report.</p>
<p>Climate risk and opportunities have not been considered as part of our risk process in FY 2022.</p>	<p>A detailed gap analysis will be carried out by the Spring of 2023 against the TCFD recommendations. Once complete, this will be considered at the Responsibility Committee, with the Chair of the ARC in attendance, to allow recommendations for how climate change could be best integrated into the company-wide risk processes.</p> <p>In addition, once the risks and opportunities have been assessed and agreed, the Group will work on a mitigation strategy (as part of its broader risk strategy) as well as strategy to maximise the opportunities. This work will include financial assessment.</p>	<p>As a result, we intend on being compliant on this recommendation within the FY 2023 Annual Report.</p>
<p>Whilst we measure and monitor our scope 1 and 2 emissions and the sustainability of our paper supply chain, given we have not yet integrated climate related-risks as part of our risk management process, we do not yet have a full set of metrics to track these.</p>	<p>As mentioned above, we have removed our target to be net zero by 2026 on Scope 1 and 2 and this will be re-assessed during the year in tandem with a detailed plan to achieve the ambition and define a timeframe.</p>	<p>Future has embarked on a review of our baseline position during FY 2023 with external expert support and will disclose a detailed plan in our FY 2023 Annual Report on how we intend to achieve this ambition.</p> <p>As a result, we intend on being compliant on this recommendation within the FY 2023 Annual Report.</p>
<p>N/A</p>	<p>N/A</p>	<p>N/A</p>
<p>Whilst we measure and monitor our scope 1 and 2 emissions and the sustainability of our paper supply chain, given we have not yet integrated climate related-risks as part of our risk management process, we do not yet have associated targets.</p>	<p>As mentioned above, we have removed our target to be net zero by 2026 on Scope 1 and 2 and this will be re-assessed during the year in tandem with a detailed plan to achieve the ambition and define a timeframe.</p>	<p>Future has embarked on a review of our baseline position during FY 2023 with external expert support and will disclose a detailed plan in our FY 2023 Annual Report on how we intend to achieve this ambition.</p> <p>As a result, we intend on being compliant on this recommendation within the FY 2023 Annual Report.</p>

## Task Force on Climate-related Financial Disclosures (TCFD)

We have partnered with Carnstone, a specialist provider to the Media industry on developing ESG strategy, who previously helped us on assessing the landscape of ESG in Media when the Group developed its ESG strategy. They will assist the Group in the elaboration of a robust plan with clear milestones and targets, starting with interviews with relevant stakeholders (Finance, Risk, ELT, etc) whilst reviewing existing process and documentations. This will then allow the production of a detailed gap analysis by the Spring of 2023 against the TCFD recommendations and make

recommendations for how climate change could be best integrated into the company-wide risk processes, including the climate scenario analysis in the Spring of 2023. Carnstone will then support internal stakeholders with the implementation of the recommendations in the Summer of 2023 with the ambition to be fully compliant on the 11 recommendations by FY 2023. The table below shows both areas in which we have made good progress and areas we believe more work is required to fulfil a disclosure requirement to a high standard.

In green text are the TCFD disclosures where the Group is compliant and in orange are the TCFD disclosures where the Group is not yet compliant:

Recommendation	Response	Disclosure location
<b>Governance</b>		
Disclose the organisation's governance around climate related risks and opportunities		
<p>a. Describe the board's oversight of climate-related risks and opportunities.</p> <p>b. Describe management's role in assessing and managing climate-related risks and opportunities.</p>	<p>Future is not compliant with these recommendations. However, the Group has the structure in place to address once the climate-related risks and opportunities have been identified. The responsibility for assessing and managing climate-related risks sits at both executive and Board level. A more detailed governance structure is set out on page 76, but in respect of climate risk reporting the structure is as follows:</p> <p><b>Board</b> The Board receives updates on risk assessments, mitigation methods and progress from the ARC, and are involved in significant strategic decisions, for example, the adoption of a science-based target. The Board reviews the risk register at least once a year.</p> <p>The Board receives updates from the Responsibility Committee on progress on our wider Responsibility Strategy, and from FY 2023 will receive reports on climate related risks and opportunities, together with updates on our plans to manage these.</p> <p><b>Responsibility Committee</b> The Responsibility Committee oversees the progress towards fulfilling the ambitions and targets of our Responsibility strategy, including regulatory disclosures and change in requirements, including on climate-related disclosures.</p> <p>The ARC Chair will attend two meetings a year of the Responsibility Committee at which climate risk will be discussed. Where possible, every Board member attends each meeting of the Responsibility Committee, even if they are not a member of the Committee, providing context for Board discussions. The Chair of the Responsibility Committee also reports back to the Board after every meeting.</p> <p><b>CEO</b> (chairs the ELT)</p> <p><b>Audit and Risk Committee</b> The ARC receives detailed updates from management twice a year on risk assessments, mitigation methods and progress. For FY 2022 climate change was not included within the Principal Risks and Uncertainties. This position is kept under constant review.</p> <p><b>CFO</b> Has responsibility for the consideration of climate-related risks on the financial performance of the Group and compliance with environmental reporting.</p>	<p>ARC section of the Governance Report on risk review process (page 86)</p> <p>Responsibility Report, terms of reference (page 35)</p>
<p><b>Executive Leadership Team (ELT)</b> Executive responsibility for climate change impact is held by our Executive Directors, supported by the ELT. They have responsibility for oversight of our climate change agenda and are responsible for ensuring that climate-related risks are integrated into the existing business strategy.</p> <p>The ELT is supported by the Responsibility Steering Group. The ELT regularly reviews progress against our sustainability commitments and targets.</p> <p>Responsibility Steering Group (chaired by the COO) and has six members of the ELT, including the four pillar leads, and other subject-matter expert members. This Responsibility Steering Group monitors our approach to sustainability and, in FY 2023, will be responsible for ensuring our action plan is properly resourced and progress is being made on each responsibility pillar, including climate-related actions.</p>		

Recommendation	Response	Disclosure location
<b>Strategy</b>		
Disclose the actual and potential impacts of climate related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.		
<p>a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long-term.</p> <p>b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.</p> <p>c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.</p>	<p>Future is not compliant with these recommendations.</p> <p>However, the Group has aligned its Responsibility strategy with its strategy and identified opportunities to create content to promote sustainability. By ensuring we have a limited carbon footprint compared with most companies we are more attractive for our partners who are also looking to reduce their own scope 3 emissions.</p> <p>For example, during the year we have taken certain business decisions that created opportunities from a climate perspective, for our organisation but also for our customers. Our move to 100% renewable powered data centres in July 2022 makes us more attractive to digital advertisers looking to improve their own ESG credentials. Advertisers and agencies have welcomed our updated credentials.</p> <p>Equally from our content perspective and strategy, we can use our content to inform and influence positive changes, including on climate, on our audience. For example, Ideal Homes created the "one small step" badge for products that encourage sustainability. This helps our Audience to meet their own climate-related agenda.</p> <p>We acknowledge that there are climate-related risks to the business (for example extreme weather events which might impact our paper supply, or cause electricity shortages) but that a full risk assessment still needs to be performed.</p>	<p>Responsibility Report, Pillar 4 Taking Responsibility (pages 46-49), Pillar 1 Expanding Horizons (pages 38-40)</p>
<b>Risk Management</b>		
Disclose how the organisation identifies, assesses, and manages climate-related risks.		
<p>a. Describe the organisation's processes for identifying and assessing climate-related risks.</p> <p>b. Describe the organisation's processes for managing climate-related risks.</p> <p>c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.</p>	<p>Future is not compliant with these recommendations as the climate related risks and opportunities have not yet been identified and therefore cannot be managed.</p> <p>Because of the nature of our business, climate change has not previously been considered to be a risk for Future and so has not featured on our risk register.</p> <p>However, these will be assessed in FY 2023 and will feature in our FY 2023 Annual Report.</p>	<p>Governance section, ARC report (page 86)</p>
<b>Metrics and Targets</b>		
Disclose the metrics and targets used to assess and manage relevant climate related risks and opportunities where such information is material.		
<p>a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.</p> <p>b. Disclose scope 1, scope 2 and, if appropriate, scope 3 greenhouse gas (GHG) emissions and the related risks.</p> <p>c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.</p>	<p>We measure our climate impact through a variety of measures:</p> <ul style="list-style-type: none"> <li>- GHG emissions (scope 1 and 2)</li> <li>- Paper supply to ensure it is sustainably sourced.</li> </ul> <p>Origin of Scope 1 emissions are from the combustion of fuel for heating or for cars.</p> <p>We also purchase energy from the grid (Scope 2)</p> <p>Our GHG emissions have been verified by an independent third-party (BIU). We will keep this verification under review to ensure it continues to provide appropriate measurement for our reporting.</p> <p>We have indirect GHG emissions throughout the value chain mainly as a result of our purchase of goods, services, fuels and transportation.</p> <p>We have not yet assessed our Scope 3 emissions, however, we are partnering with Carnstone to elaborate our Scope 3 reporting with the ambition to publish Scope 3 emission by FY 2024 at the latest.</p> <p>Our ambition is to be net zero on scope 1 and 2 emissions and progress on this workstream is monitored through our annual emission reporting.</p> <p>Future has embarked on a review of our baseline position during FY 2023. During FY 2022 we realised we did not have sufficient internal expertise or resources so an external expert has been appointed to support this. We will disclose an updated net zero target within FY2023 alongside a detailed plan on how we intend to achieve this revised ambition. (which we recognise will be challenging). This work will include a journey to Scope 3 GHG disclosure on which we will update next year. We intend to be in a position to disclose our scope 3 emissions and set out our detailed plan to reduce these by FY 2024 at the latest. The statement of work from Carnstone with a timeline has been highlighted above.</p> <p>On paper supply (our biggest raw material), as part of its wider business continuity planning, the Group maintains a regular sustainability assessment of our vendors and raw material suppliers.</p>	<p>Responsibility Report, Pillar 4 for Scope 1 and 2 disclosures, page 47</p> <p>And for paper sourcing, page 46</p>

## Non-financial information statement

The Company is required to comply with the non-financial reporting requirements set out in Sections 414CA and 414CB of the Companies Act 2006. The table below sets out where in the Annual Report the relevant information regarding the key non-financial matters can be found.

Reporting Requirement	Relevant Group principal and emerging risks, pages 66 to70	Policies which govern our approach	Policy embedding, due diligence, outcomes and key performance indicators
<b>Environmental Matters</b> • Carbon performance, metrics and targets	Climate change, pages 46 to 53	Responsibility Policy	Risk section, page 66 Responsibility Report, pages 50 to 53
<b>Colleagues</b> • Health and safety • Culture and ethics • Inclusion and diversity • Well-being and support	Key person risk People	Health and Safety Policy Diversity Policy Whistleblowing Policy	Responsibility Report, pages 42 to 45 Risk section, pages 69 to 70 Governance Report, page 74 Directors' Report, page 121
<b>Social Matters</b> • Contributing to the economy • Partnership	Personal data Cyber security and IT Digital advertising market changes	Charity Policy Health and Safety Policy	Responsibility Report, pages 42 to 45 Risk section, page 69 to 70 Financial Review, page 62 Directors' Report pages 120 to 122
<b>Human Rights And Anti-Corruption And Anti-Bribery</b> • Reinforcing an ethical business culture • Speaking up against wrongdoing • Prevention of bribery and corruption • Approach to human rights and modern slavery	Personal data Cyber security and IT Economic & geo-political uncertainty	Anti-corruption and Bribery Policy Whistleblowing Policy Slavery and Human Trafficking Policy	Responsibility Report, pages 40 to 45 Risk section, page 66 Directors' Report, page 120 to 122



# How we engage with our stakeholders

Our key stakeholders are those who influence or are affected by our day-to-day activities. These stakeholder groups have varying needs and expectations; our aim at Future is to engage effectively with all of them, to develop and maintain positive and productive relationships.

	Why we engage	Input to Future	Value created
<b>Our Audience</b>	We create fans of our brands by giving them a place where they want to spend their time and where they go to meet their needs. They are central to our business and without them we would not exist.	Our Audience is largely endemic and intended. We reach 1 in 3 in the US and UK online with a total audience of 506 million. We focus on providing expert content to ensure we meet the needs of our audiences.	Strong specialist communities are a differentiator in media. Our diversified business model provides us with revenue streams from newsletters, online advertising, print and events. They also provide an opportunity to make a difference, using our collective strength to inspire positive change.
<b>Our People</b>	Engagement helps Future attract, retain and develop a diverse and talented workforce.	Diversity in our people and our thoughts helps us to create content that our audience love, with many of our colleagues being part of the communities we reach.	Our workforce reflects the communities we serve. Our culture is a powerful asset and empowers and enables our people to deliver our purpose, supported by our values.
<b>Our Investors</b>	We place great importance on having constructive relationships with all shareholders and seek to ensure there is an appropriate level of dialogue with them on all matters, including strategy, governance and remuneration, throughout the year.	Our investors provide finance, strategic direction and stewardship. Shareholders are directly consulted by the Board on such matters as Remuneration Policy and views are sought on key corporate activity.	Successful execution of the strategy drives strong earnings performance.
<b>Our Commercial Partners and Suppliers</b>	Fostering healthy reciprocal relationships helps Future to ensure it achieves the greatest all-round value from its investments and activities.	Developing mutually beneficial relationships with our commercial partners and suppliers and building resilience, quality and efficiency across our supply chain is a fundamental contributor to our long-term sustainability.	Through alignment with our values, continuous improvement and risk we build mutual confidence and respect.
<b>Regulators</b>	Constructive engagement aims to ensure fair energy sector frameworks for energy customers and investors.	Public policy and regulatory frameworks influence the markets where we operate.	Considered and expert sector views; delivery of policy and regulatory aims.

## Our Audience

### Group engagement

- Engagement methods include dedicated audience panels to ensure the perspectives of all of our diverse audience are considered.
- We evolved our platforms to take advantage of the evolving landscape in search, and to ensure that our content was able to reach and meet the needs of our audiences (see page 28).
- Future also monitors a wide range of indicators of performance.
- We relaunched our audience, editorial and content (ACE) working group (see page 39).

### How the Board engaged in FY 2022

- The Board receives regular audience insight reports through the year, and regularly reviews our audience needs.

### What we learnt

- Responsiveness to need.
- Quality customer service.
- Mutual confidence and respect.
- Platform capabilities.

### What are we going to do in FY 2023?

Looking ahead, the challenge is to ensure that our platforms continue to evolve to meet the needs of our new audiences, and that we take advantage of our platform capabilities across the new verticals in which we now operate as well as our core business.

### Measuring engagement and value created

- Global audience up 17% year-on-year, driven by online users, email newsletter subscribers and social media followers.
- Revenue grew by 36% in FY 2022.

## Our People

### Group engagement

- Multi-channel engagement through town hall meetings, ELT listening sessions, direct correspondence with the executive, weekly all staff emails from the CEO and the weekly Future snapshot.
- Group-wide colleague survey to assess engagement levels (see page 43).
- Data from colleague exit surveys.
- Formal engagement with trade unions in the US.

### How the Board engaged in FY 2022

- Site visits to our Bath, London, New York and Washington DC offices and virtual engagement sessions.
- Continuous feedback on employee sentiment and the support being provided.
- Mentoring key talent.

### What we learnt

- Employee well-being, support and resilience.
- Future's colleague offering: reward, benefits, inclusivity, flexibility.
- Engagement with inclusion and diversity strategy.
- The opportunity for all colleagues to have a say and make a difference within Future.
- Being supported to make decisions centred around doing the right thing.

### What are we going to do in FY 2023?

- Continued engagement on purpose, vision, strategy and culture.
- Continued focus on improving inclusion and diversity.
- Continued focus on developing our amazing talent
- Continuing to improve on the integration of people from acquisitions

### Measuring engagement and value created

- Employee engagement response rate of 71%.
- Two volunteering days offered.

## Our Commercial Partners and Suppliers

### Group engagement

- Ongoing trading agreements with the largest advertising agencies: GroupM, Publicis and Opera.
- Regular meetings with the large platform businesses, such as Facebook, Google and Snapchat, throughout the year. Future hosted Industry events, such as the Cycling Summit.
- Following the completion of the Dennis and other acquisitions, we engaged with commercial partners to ensure that those who had operated on acquired brands were migrated over to Future terms.
- We engage and meet regularly with key raw material and service providers to ensure they understand and align with our objectives.

### How the Board engaged in FY 2022

- Board updates on progress in integration work.

### What we learnt

- Mitigation and management of social and environmental impacts.
- Project design and innovation.
- Effective governance and operations.
- Fair expectation in the delivery of projects and prompt payment.

### What are we going to do in FY 2023

- Future will continue to use the existing trading agreements with key agencies, while expanding their scope to cover any new brands that we own and operate.
- In areas such as privacy, we continue to engage with our key vendors and the broader media industry to agree on frameworks and systems that allow us to manage new and existing trends.

### Measuring engagement and value created

- **36% of Group's revenue comes from direct advertising.**

## Regulators

### Group engagement

- Ongoing constructive dialogue with the FCA to provide an understanding of our strategy, business plans and culture.
- Engagement with UK policymakers: sharing expertise on auto-switching in the energy sector, including meetings with the Department for Business, Energy, and Industrial Strategy, Ofgem, the Business, Energy, and Industrial Strategy Select Committee, and MP groups, including the APPG for Consumer Protection and APPG for Fuel Poverty and Energy Efficiency.

### How the Board engaged in FY 2022

- Monitoring of engagement activity and responses to regulators to ensure that strategic, financial, investment and operating frameworks remain aligned to the external landscape.

### What we learnt

- Proactive and open communications with regulators has enabled us to understand and respond to their views and concerns and to discuss our approach and opinions around important issues.
- An ongoing dialogue helps us to maintain our high standards of regulatory compliance.

### What are we going to do in FY 2023

- We will continue to engage with government and other stakeholders, to feed areas of business expertise into policymaking.
- Areas for engagement include: ethical content and protection for journalists online; development of technology skills; and the regulation of price comparison websites operating in the energy market.

### Measuring engagement and value created

- We have submitted a response to the UK Government's new body, the Digital Regulation Cooperation Forum (DCRF)'s call for input on its position paper on the benefits and harms of algorithms.
- Four of Future's websites are now certified by NewsGuard: Tech Radar (which has a Nutrition Label of 100/100), The Week, Space.com and LiveScience.

## Our Investors

### Group engagement

- Responding to queries from shareholders and debt providers, and holding meetings with all types of investors on an ongoing basis.
- Communicating shareholder and debt provider views to Future's senior management teams.
- Three webinars during the year to inform our shareholders about the value of the audience (October 2021), the video opportunity (February 2022), further market development on privacy (February 2022) (recordings of these can be found on our website).
- Capital Market Day in September 2022 to cover the Group's ambition to reach 1 in 2 in the US and UK with a spotlight on the Women's vertical.
- Quarterly investor newsletter, which gives an update on the business to demonstrate progress on the strategy including sustainability, previous communications with the financial markets, thought leadership as well as upcoming events.
- Engagement with environmental, social and governance (ESG) ratings agencies that many investors and debt providers rely on to gauge sustainability credentials.

### How the Board engaged in FY 2022

- A programme of Director-investor meetings covering key financial announcements, long-term priorities and specific issues at investors' request.
- Participation in virtual and physical investor conferences.
- Chair meeting with top shareholders to maintain the interaction and to obtain feedback.
- Remuneration Committee Chair engagement with key shareholders and proxy agencies in advance of our AGM and then as part of the consultation on our remuneration policy (see page 90).
- Regular Board updates on investor and financial market sentiment.
- Detailed reporting of shareholder feedback during and after half- and full-year results roadshows.
- Engagement with shareholders at the AGM.

### What we learnt

- Investors are highly engaged with Future and understand the strategy that underpins our future growth plans. They are keen to see the traction from these and they are supportive of the strategy and its implementation.
- Focus on ensuring key management is retained, good succession planning is in place across the leadership teams as well as appropriate future remuneration policy.

### What are we going to do in FY 2023?

- Continue to engage with our shareholders throughout FY 2023 through regular communication including the AGM (see page 75).
- Board members are available should investors like to hear an update and share feedback.

### Measuring engagement and value created

- Adjusted diluted earnings per share (EPS) 163.5p.
- 192 users of the Investor Relations newsletter.

## Section 172(1) Statement

This statement intends to set out how our Board of Directors, both individually and collectively, act with regard to matters set out in section 172(1) of the Companies Act 2006 when undertaking their duties during FY 2022.

We have a broad range of stakeholders who influence or are affected by our day-to-day activities, and have varying needs and expectations. Our aim is to try to ensure that the perspectives, insights and opinions of stakeholders are understood and taken into account when key operational, investment or business decisions are being made, so that those decisions:

- are more robust and sustainable in themselves; and
- support Future's strategic approach of creating value for shareholders and society.

This allows the Board to build trust and fully understand the potential impacts of the decisions it makes on all our stakeholders. Our engagement with Future's main stakeholder groups at all levels and across the organisation, are summarised on pages 54 and 55 of our Responsibility Report. The company's governance architecture and processes are summarised on pages 75 to 76 of our Corporate Governance report. This summary explores how the Board considers all relevant matters in making its principal decisions to contribute to the delivery of Future's long-term priorities.

To avoid duplication, this statement incorporates information from other areas of the Annual Report. The Board considers that the statement focuses on those risks and opportunities that are strategically important to Future, and consistent with the Group's size and complexity. More information on the issues, factors and stakeholders that the Board considers relevant to complying with Section 172(1) (a) to (f) of the Act can be found in the locations outlined below.



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**(a) Long-term results**

The likely consequences of any decision in the long-term

**Strategic report:**

Our business model (page 18)

Chair's statement (page 10)

CEO's statement (page 22)

Key performance indicators (page 20)

Risk management (page 66)

Viability statement (page 71)

**Corporate Governance report:**

Chair's governance statement (page 74)

Board activity (page 80)

Audit and Risk Committee report (page 86)

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**(b) Our workforce**

The interests of the Group's employees

**Strategic report:**

Our business model (page 18)

Responsibility Committee report (page 34)

Stakeholder engagement (page 54)

**Corporate Governance report:**

Chair's governance statement (page 74)

Board activity (page 86)

Audit and Risk Committee report (page 86)

Nomination Committee report (page 83)

**Remuneration report:**

Remuneration Committee Chair's statement (page 90)

Directors' pay in a wider setting (page 105)

**futureplc.com:**

Responsibility

Gender pay gap report

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**(c) Our business relationships**

The importance of developing the Group's business relationships with suppliers, customers and others

**Strategic report:**

Our business model (page 18)

Our external environment (page 22)

Proprietary technology (page 16)

Responsibility Committee report (page 34)

Stakeholder engagement (page 54)

Investment (page 16)

Performance (page 62)

Risk management (page 66)

**Corporate Governance report:**

Board activity (page 80)

Audit and Risk Committee report (page 86)

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**(d) The community and our environment**

The impact of the Group's operations on the community and our environment

**Strategic report:**

Responsibility Report (page 34)

Climate-related financial disclosure (page 50)

**futureplc.com:**

Responsibility

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**(e) Our reputation**

Our desire to maintain our reputation for high standards of business conduct

**Strategic report:**

Responsibility Report (page 34)

Non-financial information statement (page 54)

**futureplc.com:**

Responsibility

Modern slavery statement

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**(f) Fairness between our shareholders**

Our aim to act fairly as between members of the Group

**Strategic report:**

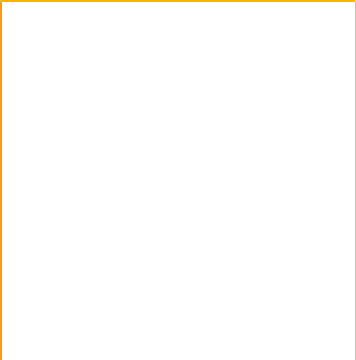
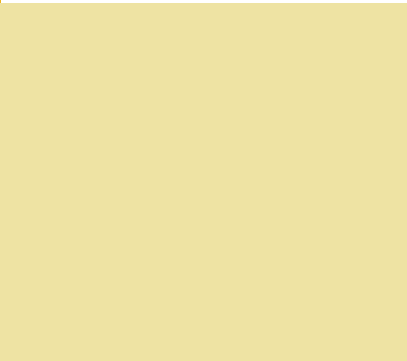
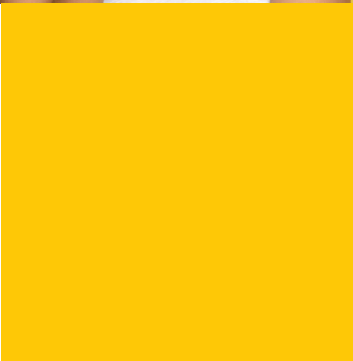
Responsibility Report (page 34)

**Corporate Governance report:**

Chair's governance statement (page 74)

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# Financial review

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66 ..... RISKS AND  
UNCERTAINTIES

68 ..... SUMMARY OF  
PRINCIPAL RISKS

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VIABILITY STATEMENT





# Financial review

**Penny Ladkin-Brand**  
Chief Financial and Strategy Officer

## Financial summary

The financial review is based primarily on a comparison of results for the year ended 30 September 2022 with those for the year ended 30 September 2021. Unless otherwise stated, change percentages relate to a comparison of these two periods. Organic growth is defined as the like for like portfolio excluding acquisitions and disposals made during FY 2021 and FY 2022 at constant FX rates and including the impact of closures and new launches. Constant FX rates is defined as the average rate for FY 2022.

	FY2022 £m	FY2021 £m
Revenue	<b>825.4</b>	606.8
Adjusted operating profit <sup>1</sup>	<b>271.7</b>	195.8
Adjusted profit before tax <sup>1</sup>	<b>253.1</b>	188.3
Operating profit	<b>188.6</b>	115.3
Profit before tax	<b>170.0</b>	107.8
Basic earnings per share (p)	<b>101.4</b>	59.3
Diluted earnings per share (p)	<b>100.9</b>	58.1
Adjusted basic earnings per share (p) <sup>1</sup>	<b>164.4</b>	134.6
Adjusted diluted earnings per share (p) <sup>1</sup>	<b>163.5</b>	131.9

<sup>1</sup> Adjusted items are a non-GAAP measure. For further details refer to the section on Alternative Performance Measures on page 64.

The Directors believe that adjusted results provide additional useful information on the core operational performance of the Group, and review the results of the Group on an adjusted basis internally. See page 65 for a reconciliation between adjusted and statutory results.

Group revenue increased 36% or £218.6m to £825.4m (FY 2021: £606.8m), achieved organically (increase of 2% at constant currency and 5% at actual currency) and through acquisition, with FY 2021 and FY 2022 acquisitions net of disposals contributing £308.3m to revenue in the year.

UK revenue grew by 26% or £102.9m to £499.5m (FY 2021: £396.6m). Total UK organic revenues down 1% with 1% organic revenue growth in Media being offset by a 3% decline in Magazines. UK Media organic growth of 1% was driven by digital advertising (+1%) as well as the recovery in events (+47%) which were previously impacted by the pandemic, partially offset by the decline in Affiliates revenue as expected.

Performance was strong in the US where growth of 55% or £115.7m to £325.9m (FY 2021: £210.2m) and was supported by organic growth of 7% reflecting strong growth in digital advertising and a stronger affiliates performance despite the impact of the comparators.

Media revenue increased by £112.4m or 27% and by 5% organically. Organic digital advertising revenue grew 7% despite the impact of lower online audiences and organic affiliate revenue was down 6%, with the decline broadly equal to the COVID one-off performance in the prior year. Events recovered and grew by 62% to over £15m.

Magazine revenue increased by 58% to £290.2m (FY 2021: £184.0m), including the full-year impact of the Dennis acquisition which continued to perform well with subscription revenues growing on a proforma basis by 6%. In the organic portfolio, subscriptions declined by 11% as we returned to a normalised level of subscribers post pandemic, whilst newstrade held up well with a marginal decline at 2% organic basis by 5%. Magazine organic revenue performance marginally decreased by 2% as we are now through the COVID comparators.

Included below is a reconciliation between statutory revenue and organic revenue:

	FY2022 £m	FY2021 £m
Total revenue	<b>825.4</b>	606.8

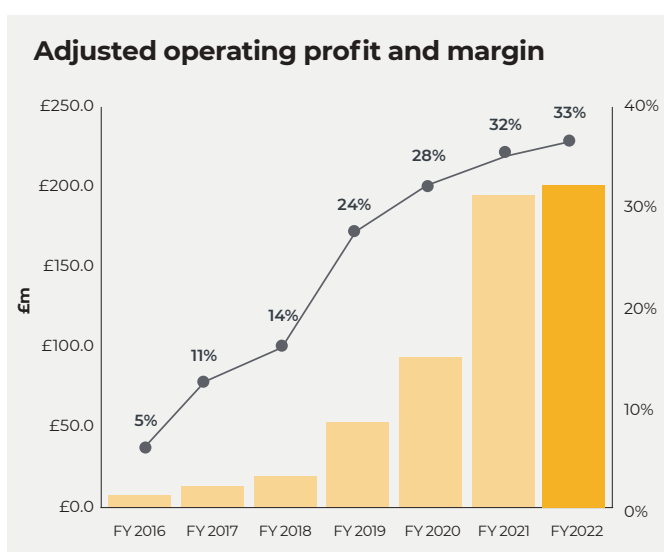
	Segment		FY2022 £m	Segment		FY2021 £m	YoY Var	Organic YoY Var
	UK £m	US £m	Total £m	UK £m	US £m	Total £m		
Digital ads	<b>67.8</b>	<b>163.4</b>	<b>231.2</b>	61.5	125.1	186.6	+24%	+7%
Affiliates	<b>194.4</b>	<b>78.3</b>	<b>272.7</b>	142.4	73.8	216.2	+26%	(6)%
Events, digital licensing and other media	<b>22.0</b>	<b>9.3</b>	<b>31.3</b>	16.5	3.5	20.0	+57%	+54%
<b>Total Media</b>	<b>284.2</b>	<b>251.0</b>	<b>535.2</b>	220.4	202.4	422.8	+27%	+5%
Newstrade	<b>85.2</b>	<b>0.8</b>	<b>86.0</b>	84.4	0.9	85.3	+1%	(2)%
Subscriptions	<b>75.8</b>	<b>65.0</b>	<b>140.8</b>	45.1	2.0	47.1	+199%	(11)%
Print advertising, licensing and other print	<b>54.3</b>	<b>9.1</b>	<b>63.4</b>	46.7	4.9	51.6	+23%	+5%
<b>Total Magazines</b>	<b>215.3</b>	<b>74.9</b>	<b>290.2</b>	176.2	7.8	184.0	+58%	(2)%
<b>Total revenue</b>	<b>499.5</b>	<b>325.9</b>	<b>825.4</b>	396.6	210.2	606.8	+36%	+2%



Revenue from FY 2022 and FY 2021 acquisitions	<b>(308.4)</b>	(115.2)
Organic revenue	<b>517.0</b>	491.6
Impact of FX at constant FX rates	<b>0.3</b>	13.3
Organic revenue at constant currency	<b>517.3</b>	504.9

### Operating profit

Cost of sales have increased year-on-year driven by inflation, mostly in magazines with increases to paper and printing costs due to high energy prices as well as the inclusion of acquisitions and their respective costs. Other costs have increased due to inflationary pressures on salary and wages, and our ongoing investment in editorial, technology, infrastructure and people. Despite the impact of investments and inflation combined with initial dilutive impact of acquisitions, the Group has delivered an improved margin of 33% (FY 2021: 32%). This is a testament of the strength of the platform and the



ability to create operating leverage. As a result, adjusted operating profit increased by £75.9m to £271.7m (FY 2021: £195.8m) driven by both organic profit growth and contributions from acquisitions. Statutory operating profit increased by £73.3m to £188.6m (FY 2021: £115.3m) and statutory operating margin improved to 23% (FY 2021: 19%) driven by the performance in adjusted operating profit combined with lower relative adjusting items.

Earnings per share	FY2022 £m	FY2021 £m
Basic earnings per share (p)	<b>101.4</b>	<b>59.3</b>
Adjusted basic earnings per share (p)	<b>164.4</b>	<b>134.6</b>
Diluted earnings per share (p)	<b>100.9</b>	<b>58.1</b>
Adjusted diluted basic earnings per share (p)	<b>163.5</b>	<b>131.9</b>

Basic earnings per share are calculated using the weighted average number of ordinary shares in issue during the period of 120.5m (FY 2021: 111.5m), the increase reflecting the weighted impact of the issue of 22.6m shares to fund the acquisition of GoCo in the prior year.

Adjusted earnings per share is based on profit after taxation which is then adjusted to exclude share-based payments (relating to equity-settled share awards with vesting periods longer than 12

months) and associated social security costs, exceptional items, amortisation of intangible assets arising on acquisitions and any related tax effects. Adjusted profit after tax was £198.1m (FY 2021: £150.0m).

### Exceptional items

Exceptional items include acquisition and integration related costs of £4.7m including £2.9m and £1.2m relating to the Dennis and Who What Wear acquisitions respectively, in addition to £1.7m and £0.6m of restructuring costs attributable to the review of titles in our portfolio and building of a finance centre of excellence in Bath (2021: £13.1m in respect of the GoCo acquisition and £4.5m in respect of the Dennis acquisition). A total of £10.9m has been recognised in respect of onerous properties, partly reflecting extended time frames in subletting existing onerous property leases as well as £5.7m relating to properties acquired as part of the Dennis acquisition (2021: £1.0m net expense on the exit of onerous properties).

During 2021 the impairment charge of £8.8m related to a write down of the brand and customer relationship intangible assets relating to Look After My Bills ('LAMB') which was acquired as part of the GoCo acquisition, by £4.4m each respectively, as a result of turbulence in the UK energy market which directly impacted the auto-switch service offering.

### Other adjusting items

Acquired amortisation increased by £20.0m to £58.3m (FY 2021: £38.3m) reflecting amortisation arising from the in-year acquisitions of Dennis, What Culture and Who What Wear and the acquisition of GoCo in FY2021.

Share-based payment expenses (relating to equity-settled share awards with vesting periods longer than 12 months), together with associated social security costs decreased by £7.9m to £6.9m (FY 2021: £14.8m). The nature of the scheme means that a charge is booked irrespective of the likelihood of achieving the vesting targets, however, this was mitigated by a reduction for expected associated employers' national insurance.

### Net finance costs

Net finance costs increased to £18.6m (FY 2021: £7.5m) which includes external interest payable of £13.6m reflecting the drawdown of the RCF to fund the Dennis and Clique Brands Inc. (Who What Wear) acquisitions, higher interest rates and £2.8m in respect of the amortisation of arrangement fees relating to the Group's bank facilities.

Leverage at 30 September 2022 was 1.48 times down from 1.9 times following the Dennis acquisition on 1 October (excluding other cash movements) (FY 2021: 0.8 times).

In November 2022, we secured a new facility of £400m with a syndicate of banks and supported by a partial guarantee from UK Export Finance, with attractive terms. Therefore, total facilities at the end of November 2022 were £900m.

Including commitment fees, external interest payable in FY 2023 is expected to increase to £27m, reflecting a blended interest rate of 7.2% on average gross debt of £378.2m. The total forecast net finance cost for FY23 of £32.5m also includes £3.0m in respect of amortisation of arrangement fees and £2.5m of IFRS16 related interest costs.

## Taxation

The tax charge for the year amounted to £47.8m (FY 2021: £41.7m), comprising a current tax charge of £38.3m (FY 2021: £30.2m) and a deferred tax charge of £9.5m (FY 2021: £11.5m credit). The current tax charge arises in the UK where the standard rate of corporation tax is 19% and in the US where the Group pays a blended Federal and State tax rate of 28%.

The Group's adjusted effective tax rate is 21.75% (FY 2021: 20.3%).

The Group's statutory effective tax rate is 28.12% (FY 2021: 28.69%) with the difference between the statutory rate and adjusted effective rates attributable to movements on the group's share-based payments and other non-deductible costs.

The Group's deferred tax liability increased by £63.7m to £130.2m (FY 2021: £66.5m) mainly as a result of the deferred tax liabilities recognised in respect of the acquisition of The Dennis group and Who What Wear.

For FY2023, the Group expects adjusted tax rate to be at 24%.

## Dividend

The Board is recommending a final dividend of 3.4p per share for the year ended 30 September 2022, payable on 14 February 2023 to all shareholders on the register at close of business on 20 January 2023.

## Balance sheet

Property, plant and equipment increased by £5.6m to £53.0m in the period (FY 2021: £47.4m) reflecting the acquisition of Dennis (£13.2m) and acquisition of Who What Wear (£5.0m) offset by depreciation (£9.1m) and impairment of right of use assets (£6.6m), primarily attributable to property leases inherited via the acquisition of Dennis (included within exceptionals).

Intangible assets increased by £561.1m to £1,715.8m (FY 2021: £1,154.7m) mainly reflecting the in-year acquisitions of Dennis, WhatCulture, Waive and Who What Wear (£513.8m) and capitalisation of website development costs (£9.0m) offset by amortisation (£71.3m) and the impact of FX (£109.6m).

Trade and other receivables increased by £36.3m to £134.3m (FY 2021: £98.0m) primarily driven by the acquisition of Dennis (£20.9m on acquisition) and the acquisition of Who What Wear (£9.9m on acquisition).

Trade and other payables inclusive of deferred income increased by £58.9m to £199.7m (FY 2021: £140.8m) primarily driven by the acquisition of Dennis (£60.7m on acquisition). Provisions increased by £15.3m, primarily due to £10.0m provision for legal costs being recognised on Dennis opening balance sheet relating to historic litigation claims.

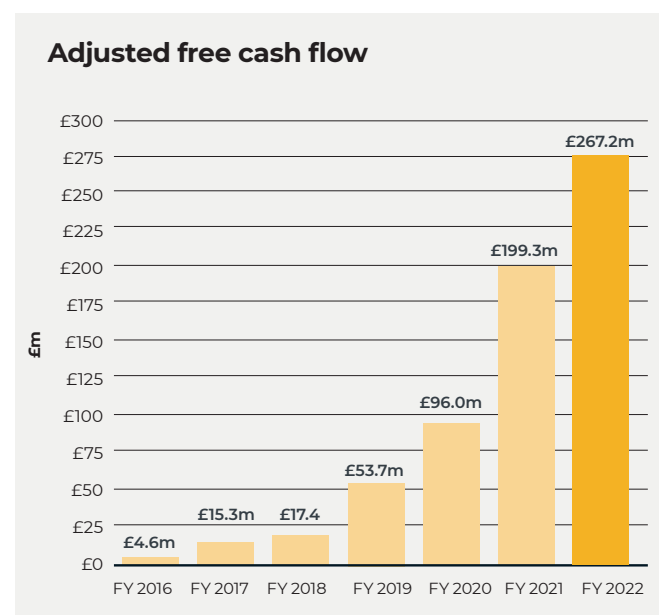
## Cash flow and net debt

Net debt at 30 September 2022 was £423.6m (FY 2021: £176.3m) reflecting the Dennis, Waive, WhatCulture and Who What Wear acquisitions, offset by strong cash generation.

During the year, there was a cash inflow from operations of £268.5m (FY 2021: £197.2m) reflecting the Group's strong trading performance.

Adjusted operating cash inflow was £278.8m (FY 2021: £210.4m). A reconciliation of cash generated from operations to adjusted free

cash flow is included below:



	FY2022 £m	FY2021 £m
<b>Cash generated from operations</b>	<b>268.5</b>	197.2
Cash flows related to exceptional items	<b>13.7</b>	22.7
Settlement of employer's NI on share based payments	<b>2.0</b>	(3.4)
Lease payments following adoption of IFRS 16 Leases	<b>(5.4)</b>	(6.1)
<b>Adjusted operating cash inflow</b>	<b>278.8</b>	210.4
Cash flows related to capital expenditure	<b>(11.6)</b>	(11.1)
<b>Adjusted free cash flow</b>	<b>267.2</b>	199.3

Other significant movements in cash flows include £11.6m (FY 2021: £11.1m) of capital expenditure, net repayment of bank loans and overdraft (net of arrangement fees) of £372.3m, with £298.6m relating to debt settled on completion of the Dennis acquisition and the balance reflecting the Group's strong cash generation (FY 2021: net drawdown of £334.8m) and lease payments of £5.4m (FY 2021: £6.1m). The Group paid a dividend in the period of £3.4m (FY 2021: £1.6m). Foreign exchange and other movements accounted for the balance of cash flows.

Adjusted free cash flow increased to £267.2m (FY 2021: £199.3m), representing 98% of adjusted operating profit (FY 2021: 102%), reflecting the ongoing efficient cash management by the Group.

## Going concern

The Group has produced forecasts which have been modelled for different plausible downside scenarios and include the impact of the increase in the Group's facilities of £240m following the completion of a £400m UK Export Finance facility in November 2022 and the subsequent immediate repayment of the term loan. These scenarios confirm that even in the most severe but plausible downside scenarios, the Group is able to generate profits and positive cash flows.

At the period end the Group had net current liabilities of £115.3m (FY 2021: net current assets of £234.9m or net current liabilities of £65.1m on an underlying basis if the cash related to the Dennis acquisition is excluded). This is primarily driven by the current portion of the term loan (£79.5m), deferred income of £55.8m (which is materially higher following the acquisition of Dennis) and the nature of the Group's magazine business where the profile of cash receipts from wholesalers is often ahead of payment of certain magazine related costs. The Group has consistently delivered adjusted free cash flow conversion of around 100% or higher and is forecast to generate sufficient cash flows to meet its liabilities as they fall due.

After due consideration, the Directors have concluded that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for at least 12 months from the date of this report. For this reason the Directors continue to adopt the going concern basis in preparing the consolidated financial statements for the FY 2022 results.

### Alternative performance measures

Alternative performance measures (APMs) are used by the Board to assess the Group's performance, providing additional useful information for shareholders on the underlying performance of the Group. These measures are not defined by IFRS and are not intended to be a substitute for IFRS measures.

The Group presents adjusted operating profit and EPS, which are calculated as the statutory reported measures stated before charges relating to share-based payments (relating to equity-settled share awards with vesting periods longer than 12 months), and associated social security costs, exceptional items, amortisation of intangible assets arising on acquisitions, and any related tax effects, including

the UK tax rate change. The prior year results are also adjusted for fair value movements on contingent consideration (and unwinding of associated discount) and on currency option (including any related tax effects).

EPS is used as a key performance indicator for the Performance Share Plan. The table below reconciles the APMs to the statutory reported measures.

### Conclusion

The Group has delivered another year of strong growth (both organic and complemented by acquisitions), record profit and cash flow, adding to our track record. The Group is well positioned to continue to deliver its strategy. The Strategic Report and the Financial Review are approved by the Board of Directors and signed on its behalf by:



**Penny Ladkin-Brand**  
Chief Financial Officer  
29 November 2022

	FY2022				
	Statutory	Share-based payments	Exceptional items	Amortisation of acquired intangibles	Adjusted
Revenue (£m)	825.4	-	-	-	825.4
Operating profit (£m)	188.6	6.9	17.9	58.3	271.7
Net finance income/(costs) (£m)	(18.6)	-	-	-	(18.6)
Profit before tax (£m)	170.0	6.9	17.9	58.3	253.1
Tax (£m)	(47.8)	9.6	(4.0)	(12.8)	(55.0)
Profit after tax (£m)	122.2	16.5	13.9	45.5	198.1
Basic earnings per share (pence)	101.4p	13.7p	11.5p	37.8p	164.4p
Diluted earnings per share (pence)	100.9p	13.6p	11.5p	37.5p	163.5p

	FY2021					
	Statutory	Share-based payments	Exceptional items	Amortisation of acquired intangibles	Effect of tax rate change	Adjusted
Revenue (£m)	606.8	-	-	-	-	606.8
Operating profit (£m)	115.3	14.8	27.4	38.3	-	195.8
Net finance (costs)/income (£m)	(7.5)	-	-	-	-	(7.5)
Profit before tax (£m)	107.8	14.8	27.4	38.3	--	188.3
Tax (£m)	(41.7)	1.5	(1.3)	(12.4)	15.6	(38.3)
Profit after tax (£m)	66.1	16.3	26.1	25.9	15.6	150.0
Basic earnings per share (pence)	59.3p	14.6p	23.5p	23.2p	14.0p	134.6p
Diluted earnings per share (pence)	58.1p	14.4p	22.9p	22.8p	13.7p	131.9p

# Risks and uncertainties

The Group operates in fast-paced and dynamic sectors and markets in different territories and faces a variety of opportunities, risks and challenges that may have direct or indirect impacts on our ability to deliver value and achieve our strategic objectives, which requires well-informed and risk-aware decision making at all levels in the Group.

The Board has overall responsibility for risk management and our robust approach to the identification and evaluation of key risks enables us to support the achievement of strategic and operational objectives and to address the challenges, uncertainties and opportunities Future faces.

Identification of risks, uncertainties and opportunities is a fundamental part of strategic decision making and part of day-to-day management of our operations across the Group.

## Risk appetite

The Group's risk appetite statements set out the nature and extent of the risks the Group is prepared to take, retain and accept in pursuit of strategic objectives. Risk appetite statements may change to reflect the Group's strategy, business performance and to reflect developments in both the internal and external environments.

Risk appetite statements are matters reserved for the Board and are reviewed at least annually.

## Emerging risks

The Group operates in a number of dynamic markets and environments and takes a forward-looking and proactive approach to the identification and evaluation of new and emerging risks, which are identified from current business activities, acquisitions, integration workstreams and through developments in the wider environment. Climate change is an area the Group keeps under review as part of










the Task Force on Climate-related Financial Disclosures reporting (TCFD) requirements. Whilst climate change is not currently included within the Principal Risks and Uncertainties, it remains a key area of focus for the Group, through the work being of the Our Future, Our Responsibility workstreams. (Read more about TCFD on page 50.) The re-emergence of pandemic related restrictions on work and travel is also being monitored.

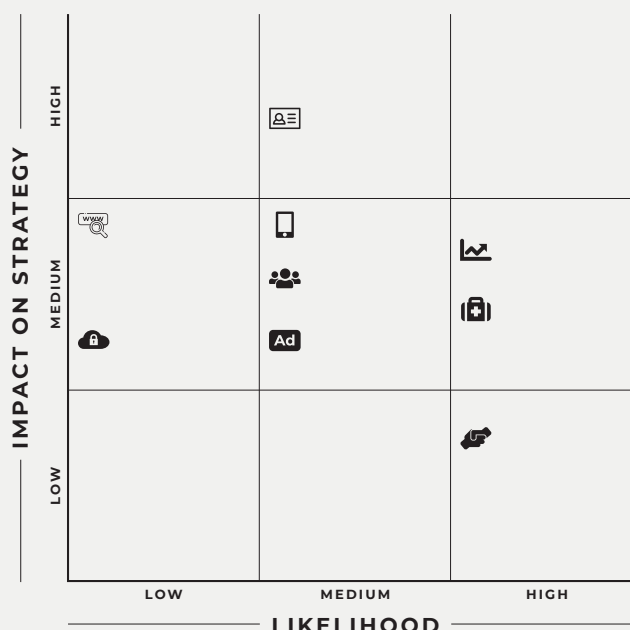
## Developments in 2022

The overarching risk management framework continues to evolve and is subject to ongoing oversight from the Executive Leadership Team (ELT) and robust challenge by the Audit and Risk Committee and Board.

- Formal bi-annual review by the ELT of current and emerging risks, which is subject to robust oversight and challenge from the Audit and Risk Committee.
- Specific FCA risk management requirements for a distinct approach to risk management and risk governance within Go. Compare are in place.
- Dedicated integration cross-functional workstreams in place to identify any new or emerging risks arising from acquisitions.
- Cyber and information security and IT operational resilience capabilities remain a key area of focus for the Group.

## Risk Matrix

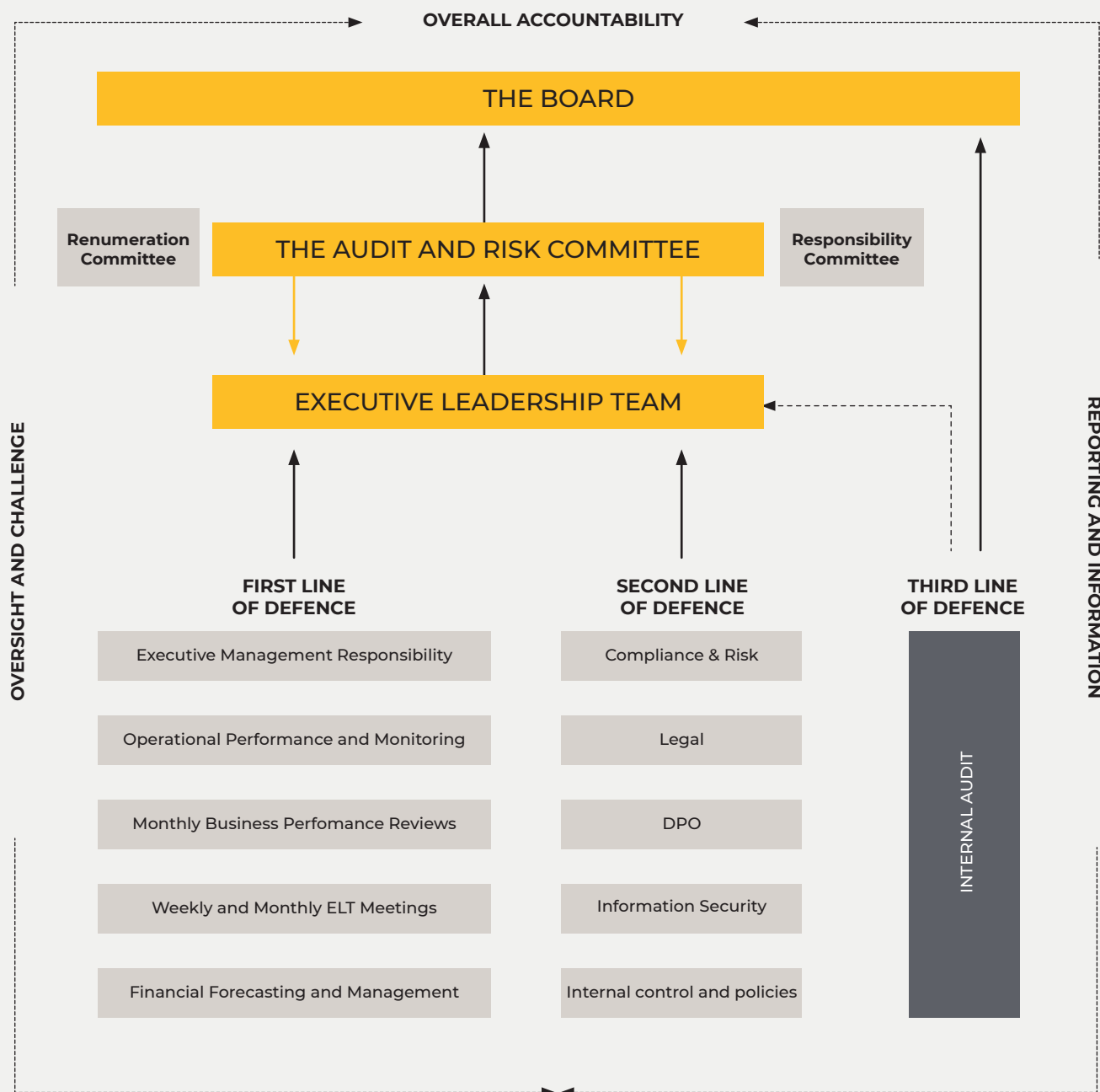
-  Personal Data
-  Media Market Disruption and Changing Consumer Habit
-  Key Personnel
-  Cyber Security
-  Reliance on Third Party Distribution Platforms
-  Digital Advertising Market Changes
-  Economic & Geo-political
-  Reliance on Third Party Service Partners
-  Continuing Pandemic Impact





## Three lines of defense

Future has adopted the three lines of defence model for the effective oversight and support of risk management.



### First Line

Operational areas are responsible for day-to-day identification, management and reporting of risks.

In addition, M&A risks are identified and managed through pre-acquisition due diligence activities, integration planning and weekly project meetings.

### Second Line

Specialist functions provide support and advice to operational areas in areas of risk management and control design, which include Compliance, Data Protection & Privacy, The second line functions support assists management in ensuring that risks, issues and incidents are escalated and reported throughout the organisation, including (where appropriate) the Audit and Risk Committee and the Board.

### Third Line

Internal Audit delivers a risk based programme to provide assurance on the management of key risks and the effectiveness of the control environment.

# Summary of principal risks

Risk movement relative to prior year New Principal Risk

<p><b>Personal data</b></p> <p>  Business Model link: iii, iv, vi, viii Strategy link: 1, 3, 4</p> <p style="text-align: right;"></p>	<p><b>Economic &amp; Geo-political uncertainty</b></p> <p>  Business Model link: i-viii Strategy link: 3, 5</p> <p style="text-align: right;"></p>	<p><b>Reliance on key third party service providers</b></p> <p>  Business Model link: ii, v, viii Strategy link: 1, 3</p> <p style="text-align: right;"></p>
<p>The Group derives its revenue principally through the marketing activities and the interaction of customers with websites and online publications. This includes using digital advertising, subscription services and insurance comparison journeys.</p> <p>The Group (and the third parties it relies on) is required to comply with strict data protection and privacy legislation, including the General Data Protection Regulation (GDPR), relating to the collection and use of personal information and places significant transparency and accountability on the Group.</p> <hr/> <p><b>Impact</b></p> <p>The collection, storage and use of personal data presents a risk of misuse, loss, compromise or unauthorised access, which could result in reputational damage, regulatory intervention, financial penalties in the event of a serious breach along with a loss of trust amongst customers and partners.</p> <hr/> <p><b>Mitigation</b></p> <p>Group Data Protection &amp; Privacy functions provide expert support, best practice and advice across the Group.</p> <p>Contractual provisions to ensure compliance with data protection legislation with third parties involved in providing or processing data.</p> <p>Mandatory training and awareness programmes to ensure that colleagues across the Group are aware of regulatory requirements and developments.</p> <p>Data Protection &amp; Privacy workstream is a key part of acquisition and integration activities.</p> <p>Data Steering Committee meets regularly to review developments and to set Data Protection &amp; Privacy priorities.</p> <hr/> <p><b>Governance oversight</b></p> <p>The Audit and Risk Committee regularly reviews results of internal control reports and the Board receives internal corporate governance and compliance updates. You can read more about our governance framework on page 76.</p> <hr/> <p><b>Risk movement</b></p> <p>Stable</p>	<p>Group performance could be adversely impacted by factors beyond our control such as the economic conditions in key markets and political uncertainty.</p> <p>The macroeconomic climate and continued uncertainty surrounding the impact of rising interest rates, inflation, energy costs, the war in Ukraine, Brexit and the US political landscape could lead to reduced consumer spending and a related downturn in advertising.</p> <hr/> <p><b>Impact</b></p> <p>An economic downturn, fiscal policy changes or unexpected developments linked to worsening economic conditions may have a negative impact on revenue and profit.</p> <hr/> <p><b>Mitigation</b></p> <p>The Group is diverse geographically and continues to grow the diversity of its revenue segments which provides resilience to economic shocks in any particular country or region.</p> <p>Continuous monitoring of macroeconomic developments and market conditions.</p> <p>The Group is a market leader in many sectors in which it operates, which provides resilience in tough economic conditions.</p> <hr/> <p><b>Governance oversight</b></p> <p>Reports and forecasts on the impact of the macroeconomic environment are presented at each Board meeting. You can also read more about this in the Strategic Report starting on page 26.</p> <hr/> <p><b>Risk movement</b></p> <p>Increasing</p>	<p>Certain third parties are critical to the operations of our businesses.</p> <p>Key third parties include:</p> <ul style="list-style-type: none"> <li>• Printers and paper suppliers</li> <li>• Magazine wholesalers and hauliers</li> <li>• Data centre and cloud service providers</li> <li>• High performing technology and data science solutions</li> </ul> <p>Third party service providers are also critical to the Group’s approach to managing climate risks and opportunities as we evolve along the TCFD journey. More information can be found on page 50.</p> <hr/> <p><b>Impact</b></p> <p>A failure of one of our critical third parties may cause disruption to business operations, impact our ability to deliver products and services, meet the needs of our customers and result in financial loss. The reputation of our businesses may be damaged by poor performance or a regulatory breach by critical third parties.</p> <hr/> <p><b>Mitigation</b></p> <p>Robust continuity arrangements are in place for disruption to key third parties.</p> <p>Print options and contingency plans are regularly assessed.</p> <p>Magazine wholesaler finances under regular review.</p> <p>Contingency plans in place to switch to alternative networks should a failure occur by wholesalers.</p> <p>Multiple data centres to provide resilience in key services and avoid unplanned downtime or service disruption.</p> <p>Operational and financial due diligence is undertaken for any new key suppliers or material changes.</p> <p>Contracts, service levels and outputs are closely managed on an on-going basis for key third party services.</p> <hr/> <p><b>Governance oversight</b></p> <p>The Board discusses third party distribution platforms with specific focus on the investment needed. You can also read more about our Business Model and how our business is diversified in the Strategic Report on page 18.</p> <hr/> <p><b>Risk movement</b></p> <p>Increasing</p>

**Key:**

Link to Future's Business Model:

- i. Advertising
- ii. Content publishing & licensing
- iii. Events and integrated marketing
- iv. Membership & Subs
- v. Newstrade
- vi. CRM
- vii. Platform as a service
- viii. Ecommerce & lead Gen

Link to our vision and strategy:

- 1. A global specialist media platform
- 2. Fans of brands and loyal communities
- 3. Diversifying monetisation
- 4. Leveraging our data and analytics
- 5. Expanding global reach

Long-term viability:

▼: Risk taken into account as part of the Company's long-term viability assessment (see overleaf)

Mitigation: ● Strong mitigation ● Average mitigation ● Low mitigation

### Media market disruption and changing consumer habits

▼●  
Business Model link: i, ii, viii  
Strategy link: 1-5



### Key person risk

▼●  
Business Model link: i-viii  
Strategy link: 1-5



### Cyber security and IT

●  
Business Model link: i, ii, vi, vii, viii,  
Strategy link: 1, 4



The Group's strategic priority is to stay relevant for newer generations and new media models. The Group continues to grow its organic audience and that of its acquired websites through investment in its editorial content.

**Impact**

Failure to anticipate and respond to market disruption and changing content consumer habits may affect demand for our products and services and our ability to drive long-term growth.

**Mitigation**

The Group distributes content across all relevant media channels with capability to access the high growth market of VOD and social channel content distribution in addition to extending the Group's capability to develop video content on owned websites.

The Group continues to develop its partnerships with digital app stores to maximise distribution of its digital subscription content.

**Governance oversight**

The CEO provides the Board with regular updates on market and competitor activity. You can also read more about our Business Model in the Strategic Report on page 18.

**Risk movement**

Stable

Our future success will depend upon our continued ability to identify, hire, develop, motivate and retain highly skilled individuals in both the UK and US, in our senior management and technical teams.

For FY 2023 the Group retains a long standing CEO with a successful track record in growing the profitability of the business and maintaining its strategic direction.

**Impact**

Lack of skilled, experienced and motivated people at executive board level and throughout the wider group may lead to an inability to deliver on strategy and business and financial performance targets.

**Mitigation**

The Group has recruited several new senior roles recently to provide additional strength and depth to the leadership team.

Operational leadership and FCA expertise has been expanded through the Dennis and Who What Wear acquisitions, building US key market knowledge.

CEO succession planning has already been a focus for the Board and the Nomination Committee and there is a robust process in place for the recruitment of a new CEO in FY 2023.

Continued strengthening of the ELT to reflect the evolution of geographic location and sectors in which the Group operates.

In order to attract and retain top talent and ensure that the Group remains an attractive place to work, appropriate reward packages including the all employee Value Creation Plan are in place for key individuals.

**Governance oversight**

The Nomination Committee regularly reviews Board succession planning and the Board receives updates on senior talent management programmes. You can read more about the work of the Nomination Committee on page 83.

**Risk movement**

Stable

The Group relies on resilient websites, customer journeys and systems to provide high-quality and relevant content and services to customers.

The Group is exposed to a variety of cyber threats including Distributed Denial of Service attacks, malware and hacking that may result in the compromise of commercial and customer data.

**Impact**

A failure to manage and mitigate cyber-related incidents affecting datastores, tech infrastructure and websites may lead to unavailability of services, access to or compromise of data, which could have reputational, financial and regulatory consequences.

**Mitigation**

Continuous and proactive monitoring of the cyber threat landscape is led by the Information Security team.

Business continuity arrangements in place for websites and office systems.

Cyber threat monitoring, detection, prevention and response capabilities which are reviewed and upgraded regularly.

Antivirus protection for all company-owned devices.

Ongoing vulnerability assessment programme in place.

Servers are distributed in diverse data centre locations across geographic locations.

Information Security is a key element of acquisition integrations.

Annual training and awareness programme for all colleagues.

**Governance oversight**

The Board discusses third party distribution platforms with specific focus on the investment needed. You can also read more about our Business Model and how our business is diversified in the Strategic Report on page 18.

**Risk movement**

Stable

## Summary of principal risks continued

**Reliance on third party distribution platforms**

V ●

Business Model link: i, ii, viii  
Strategy link: 1-5**Digital advertising market changes**

V ●

Business Model link: i, ii, viii  
Strategy link: 1-5**People**

V ●

Business Model link: i-viii  
Strategy link: 3, 5**IT operational resilience**

V ●

Business Model link: i-viii  
Strategy link: 3, 5

The Group depends on its ability to market, distribute and monetise content through search engines and social media platforms. These platforms could decide not to market or distribute some or all of our products and services, change their terms and conditions of use at any time and/or significantly increase fees.

**Impact**

A key risk for our market are search engine algorithm updates. These could shift audience patterns and as witnessed in FY 2022 impacted audience trends across the whole market. Our portfolio geographic and content breadth helps insulate us from these effects.

Changes in algorithms and strategies of tech giants could materially impact traffic and media revenues.

**Mitigation**

Audience development team to embed best practice within its editorial and technical teams.

Continuous approach to create expert quality content to meet the needs of audiences to deliver information and advice users are searching for.

Investment in our online platforms to provide a secure environment with strong user experience and are committed to ensure that we adhere to online advertising standards (IAB) and upcoming Google Web Vitals (standards) introduction.

Considerable expertise in distributing and monetising content across a broader group of digital platforms with which the Group has strong partnerships.

Diversification into B2B helps drive a direct relationship with the end customer and the Group continues to invest in other direct sources to drive direct traffic.

**Governance oversight**

The Board discusses third party distribution platforms with specific focus on the investment needed. You can also read more about our Business Model and how our business is diversified in the Strategic Report on page 18.

**Risk movement**  
Stable

The Group relies on digital advertising as a key channel to drive volume and interact with its audiences. Advertising propositions must be relevant to drive engagement and optimal performance as users shift to mobile devices and increasingly to video consumption.

The Group's ability to compete for a share of available advertising expenditures will be challenged as more traditional offline and emerging media companies continue to enter the online advertising market.

**Impact**

Failure to anticipate changing customer behaviour, developments in technology, privacy standards, changes on targeted personalised ads and the approach to customer acquisition by third parties advertisers may have a negative impact on market share, revenue and profit.

**Mitigation**

The Group is a premium publisher of well known brands with large and loyal audiences, which is attractive to advertising partners.

Continued investment in direct sales capabilities to maintain and develop relationships.

Enhanced first party audience capabilities to target advertiser campaigns with first party audience data and is facilitated by our Aperture data platform.

This allows advertisers to hyper target the Group's special interest user base and their purchase intents. This first party data proposition is completely unaffected by any third party cookie changes.

Continued investment in the Group's Hybrid technology delivers quality, optimised audiences for advertisers.

Expansion of video offering including specialist digital video production and social media distribution enables the Group to capitalise on growing social media and video advertising demand.

**Governance oversight**

The Board receives updates on innovation and reviews digital advertising risks as part of the corporate plan process. You can also read more about our Business Model and our approach to Digital Advertising in the Strategic Report on page 18.

**Risk movement**  
Stable

The Group's current and future success relies on its ability to recruit, retain and motivate people with the necessary skills across many disciplines to generate growth and revenue to meet business targets.

**Impact**

Lack of experienced, skilled and motivated people at all levels may have a negative impact on business and financial performance of the Group.

Legal claims due to for example an unfair dismissal or increased cost of hiring due to a poor reputation.

**Mitigation**

Skilled executive and senior leadership teams with experience in content creation across brands and verticals.

Regular review of and changes to reward packages at all levels.

Varied approach to talent acquisition.

Flexible and evolutionary approach to working practices and environments.

Employee engagement survey completed in FY 2022, which has identified a number of areas for action and change.

**Governance oversight**

The Board has responsibility for setting the culture and received regular updates on employee engagement throughout the year. Our culture is reviewed and monitored through the ELT. You can read more about this in the Responsibility Report on pages 44 to 45.

**Risk movement**

Increasing

The Group relies on high-performing and resilient IT solutions and infrastructure to support business critical systems and data science solutions that meet customer and partner expectations for experience, use and device of choice. These include content management, e-Commerce and advertising and CRM systems along with datastores.

**Impact**

Insufficient investment or disruption, poor performance or unavailability of key IT solutions may result in an inability to produce content and to provide first class customer experience and support e-Commerce and advertising activities may result in an inability to meet business performance and financial targets.

**Mitigation**

Dedicated IT teams in place consisting of Technology & Engineering and Ops & IT, reporting to the Group Chief Technology Officer, who is a member of the Executive Leadership Team (ELT).

Technology & Engineering - Philosophy governs the Technology Stack, informs Organisational Design and evolves through learning and interaction of people in the relevant teams.

Network redundancy and resilience (multiple network connections) built into all locations including data centres. Resilient links and connectivity across colocation sites, offices and the cloud.

Data centre infrastructure in place with geographical failover capabilities for greater resilience.

Full backups capabilities in place for key systems.

**Governance oversight**

The Board receives updates and reports from the CEO and CTO on IT related matters, including budgets and ongoing delivery of key projects and initiatives.

**Risk movement**

Increasing



# Longer term viability statement

## Assessing the Group's longer term prospects and viability

The Directors have based their assessment of viability on the Group's current strategy, which is outlined in pages 12 - 17. The Group's prospects are assessed primarily through its annual long-term detailed planning process which considers profitability, the Group's cash flows, committed facilities, liquidity and forecast funding requirements over the next three years. This exercise is completed annually and was signed off by the Board in Q4 of FY 2022. As part of this the Board considers the appropriateness of key assumptions, taking into account the external environment and the Group's strategy.

## The assessment period

A three-year period is used for the Group's Viability Statement as this aligns with the length of the Group's detailed plan, and this horizon most appropriately reflects the dynamic and changing Media environment in which the Group operates.

## Assessing the Group's viability

The viability of the Group has been assessed, taking into account the Group's current financial position, including external funding in place over the assessment period, and after modelling the impact of certain scenarios arising from the principal risks, which have the greatest potential impact on viability in that period.

A number of scenarios have been modelled, considered severe but plausible, that encompass these identified risks. Whilst each of the risks on pages 68 to 70 has a potential impact and has been considered as part of the assessment, only those that represent severe but plausible scenarios were selected for modelling. None of these scenarios individually threaten the viability of the Group. The scenarios have been run both individually and with 2) and 3) combined (as the combination of all downside scenarios occurring at once is considered to be remote).

The scenarios have been modelled using the Group's existing £500 million RCF which runs to July 2025 and the £400 million UKEF facility which amortises over the next five years, with a final bullet payment

on expiry in November 2027. The RCF has a one year extension option which, if exercised, would extend the life of the facility to July 2026. We have assumed for the purposes of this viability assessment that the Group will take advantage of the extension options to maximise the availability of the RCF facility.

The scenarios below are hypothetical and purposefully severe with the aim of creating outcomes that have the ability to threaten the viability of the Group. The Group has multiple control measures in place to prevent and mitigate the scenarios from taking place.

Although each of the downside (and the combined) scenarios result in increased leverage they all result in headroom over the existing bank facilities and covenants at all testing points (even where none of the various options available to the Group in order to maintain liquidity such as reducing any non-essential capital and operating expenditure as well as not paying dividends are utilised). The results of the above stress testing showed that the Group would be able to withstand the impact of these scenarios occurring over the assessment period.

The exercise undertaken indicates that the Group is extremely diversified and very resilient to a number of extreme but plausible downside scenarios however in order to illustrate the level of headroom, we have separately quantified that it would require adjusted operating cashflow to reduce by 62% in total across FY 2023 and FY 2024 (which is worse than any year of actual performance) for the Group to breach its interest cover covenant limits in November 2023. The Directors consider such a large reduction to be extremely unlikely and would contradict the Group's underlying track record and success of the business model. This also does not account for various mitigating actions the board could undertake to offset the impacts of such a reduction in adjusted operating cashflow.

## Viability Statement

Based on these severe but plausible scenarios, the Directors have a reasonable expectation that the Group will continue in operation and meet its liabilities as they fall due over the three-year period considered.

Scenario	Associated Principal Risk(s)	Description
1) Data security breach	1) Personal data	A serious data security or regulatory breach would result in significant loss of reputation among customers and result in a significant reduction in Media revenues and additional IT costs whilst the breach is rectified. It would also result in the most significant monetary penalty being the higher of £17.5 million or 4% of the total annual worldwide turnover in the preceding financial year. Given the inherent uncertainty of total quantum, this test is purposely severe as a stress test for the Group.
2) Significant Media revenue reduction	4) Media market disruption and changing consumer habits 5) Key person risk 8) Digital Advertising market changes 7) Reliance on 3rd party distribution platforms	This scenario assumes a significant reduction in eCommerce and digital advertising revenues (net of direct cost reductions) compared to the three year plan of 15% per annum. This could be from a change in consumer habits and/or changes in algorithms and strategies of tech giants which could materially impact traffic and media revenues. The scenario also assumes no bonus payment in any of the next three years.
3) Significant change in external environment	2) Economic and geo-political uncertainty 3) Reliance on 3rd party service providers 7) Reliance on 3rd party distribution platforms 9) People	This assumes a reduction in Advertising and Magazine revenues as well as a print margin decline and extended collection days and an overseas third party distributor going bankrupt, resulting in bad debt exposure and supply disruption.  The scenario also assumes no bonus payment in any of the next three years.



# Corporate Governance

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# Chair's Introduction

Richard Huntingford **Chair**

**Dear fellow shareholders,**  
**This report provides you with a more detailed look at our approach to governance, how it facilitates the achievement of our purpose and strategy, and the Board's key focus areas during the year.**

As the effects of the COVID-19 pandemic started to recede in 2021, Future's well-established governance framework continued to provide the foundation for a strong, effective and engaged Board. I am delighted that our Board and Committee governance structures operated effectively and efficiently throughout the pandemic and beyond. I am proud that every decision was guided by our purpose and values as a business.

While a small number of Board and Board Committee meetings were held as either hybrid or fully virtual meetings (to comply with COVID-19 restrictions or where circumstances dictated), we were able to hold in person meetings throughout most of the year. While the culture of transparency, openness and respect among Board members and senior managers supported effective virtual meetings, it is clear that the relationships that develop and strengthen during in-person meetings

are critical to the long-term success of the business and our aim in FY 2023 will be to continue to hold physical meetings whenever it is safe and practicable to do so. We have also reinstated site visits for the Board to meet face-to-face with management and employees (see page 81 for further details).

The Board's role continues to ensure that there is a clear focus on our long-term strategic objectives, supporting senior management as they make quick decisions to respond to the needs of the business on behalf of all stakeholders. We achieved this by receiving clear and regular reporting, including regular updates on the operational and financial position of the business and on the impact of our actions on our stakeholders, which supported our discussions over a broad range of topics, including our approach to responsibility and responses to the impact of external regulatory and societal shifts on our business and workforce.

## Acquisitions

The Board continued to consider merger and acquisition (M&A) opportunities, completing four deals in the year, including Dennis at the start of the financial year and culminating with Who What Wear in June

2022. You can read more about these acquisitions and how they support our strategy on page 11.

## Board changes

As announced in September 2022, Zillah Byng-Thorne, who joined the business in November 2013 and is approaching nine years at the Group as Chief Executive Officer, has informally indicated that she would like to step down towards the end of 2023. She has not formally resigned and remains very committed to the business.

CEO succession planning had already been a focus of the Nomination Committee during FY 2021 and FY 2022 as highlighted in last year's Report and you can read more about the work that the Committee has done in this area, as well as wider Board and ELT succession planning, on page 83.

As announced in last year's Annual Report, Rachel Addison stood down from her position as Chief Financial Officer (CFO) with effect from 31 October 2021 and, as a result of the ongoing succession planning work undertaken by the Board, the natural succession candidate to Rachel, was the internal appointment of Penny Ladkin-Brand. Penny was appointed as the new CFO on 1 November 2021, having served as Chief Strategy Officer from June 2020, and having previously served as CFO from 2015. Penny's role has been extended to Group CFO and Strategy Officer. Penny will continue to lead all finance activities within the organisation, and will now also focus on inorganic growth opportunities and execution of the strategy to deliver medium and long term growth. In conjunction with this her notice period has been extended from six to twelve months.

## Remuneration

The Board was naturally disappointed with the overall voting outcome on the Remuneration Report at the 2022 AGM. Following the AGM, Mark Brooker, the Remuneration Committee Chair, engaged with over 40 of the Company's largest



Our priority is to build on our strengths to unlock value by moving with greater pace and urgency to deliver performance in line with our potential whilst at the same time remaining watchful and nimble in our decision making. ”



shareholders to fully understand their concerns. We discussed four main areas with our shareholders:

- proposed changes to the operation of the VCP
- Remuneration Policy for FY 2023
- leaver arrangements for our former CFO
- adjustment to 2019 PSP award for Penny Ladkin-Brand.

The Board values the feedback and insights these discussions have provided, and we remain committed to engaging proactively with shareholders and advisory bodies on remuneration matters. Ensuring that our remuneration approach, practices and outcomes fully support our strategy is the overarching priority for FY 2023, particularly as we transition to new leadership for the Company.

The current remuneration policy was approved by shareholders in 2021 and is required to be put to shareholders at the forthcoming AGM. For further details of the revised remuneration policy for consideration by shareholders at the 2023 AGM, please refer to pages 114 to 119.

### Culture and stakeholder engagement

The Board places significant focus not just on the strategic plans developed by management, but also on our wider culture and the ethical behaviour demonstrated within our business. The Board recognises that culture plays a fundamental role in delivering strategy, and we are committed to promoting a strong and positive culture supported by our core values. These values define how we do business globally, how we treat our colleagues and stakeholders, and how we set the leadership behaviours that are embedded in our culture.

A comprehensive engagement programme complemented by an all-employee survey has created platforms for conversations at all levels. We have created job families to help our colleagues better navigate their career paths and have continued to

strengthen our mental and emotional wellbeing support. You can read about these and other initiatives in our Responsibility Report on page 47.

Although the Group does not have a nominated Director responsible for workforce engagement, my Board colleagues and I had various opportunities to meet with colleagues during FY 2022, providing the opportunity to learn more about working at Future and the business in general. I look forward to continuing with this engagement with existing and new colleagues in FY 2023. The Board continued to be satisfied that the approach towards engagement with the workforce as set out above and as described in the Responsibility Report on pages 42 to 45 is robust.

The Section 172 Statement on pages 57 to 58 describes how the Board's approach is supported by business-led stakeholder relationships.

### Board effectiveness

Central to setting the correct tone is the review of the Board's own performance. An external assessment was carried out in FY 2021 so the evaluation this year was internally-led. You can read more about how this was run and the findings on page 82.

### AGM

Shareholder views remain a key influence and have been gathered through the year within investor meetings, capital market days and the consultation on the remuneration policy (described in more detail on page 90). I look forward to being able to meet shareholders at our 2023 AGM in February. You can read more about our plans for the AGM later in the report and in the notice of meeting on page 184, and I look forward to seeing as many of you there



**Richard Huntingford**  
Chair  
29 November 2022

## Compliance with the 2018 Code

An explanation of how the Company has complied with the 2018 UK Corporate Governance Code (the Code is available at [www.frc.org.uk](http://www.frc.org.uk)), including how it has applied the principles contained therein, is set out within this Corporate Governance Report, the Strategic Report and the Directors' Report. In particular, the following pages will be most relevant in enabling shareholders to evaluate how these principles have been applied:

<b>Board leadership and company purpose</b>	pages 12, 34
<b>Division of responsibilities</b>	page 76
<b>Composition, succession and evaluation</b>	pages 82, 83
<b>Audit, risk and internal control</b>	page 86
<b>Remuneration</b>	Page 90

The Company confirms that it has complied with the provisions of the Code throughout the financial year, or where it has not complied an explanation has been provided as shown below:

<b>Provision 5</b>	page 75
Approach to workforce engagement	
<b>Provision 15</b>	page 119
External directorships	
<b>Provision 20</b>	page 83
Board appointment process	
<b>Provision 36</b>	page 116
Explanation of historic approach and revised shareholding guidelines	
<b>Provision 38</b>	page 99
Timing on alignment of Executive Director pensions with the wider workforce	
<b>Provision 40 &amp; 41</b>	page 92
Engagement with workforce on executive remuneration	

# Governance Framework

## Stakeholders

The owners of the Company and the other stakeholder groups to whom the Board is responsible.

## Board

The Board is collectively responsible for the long-term success of the Group and for ensuring leadership within a framework of effective controls. The key roles of the Board are:

- setting the strategic direction of the Group;
- overseeing implementation of the strategy by ensuring that the Group is suitably resourced to achieve its strategic aspirations;
- providing entrepreneurial leadership within a framework of prudent and effective controls which enables risk to be assessed and managed;
- ensuring that the necessary financial and human resources are in place for the Group to meet its objectives;
- reviewing the Group's culture supported by its values; and
- other matters reserved for the Board can be found on the website at [www.futureplc.com/governance/](http://www.futureplc.com/governance/)

## Chair

- Primarily responsible for overall operation, leadership and governance of the Board.
- Leads the Board, sets the agenda and promotes a culture of open debate between Executive and non-Executive Directors. Ensures that there is a focus on Board succession plans to maintain continuity of skilled resource.
- Provides advice and acts as a sounding board.
- Ensures effective communication with our shareholders.

## Chief Executive

- Responsible for executive management of the Group as a whole.
- Delivers strategic and commercial objectives within the Board's stated risk appetite.
- Builds positive relationships with all the Group's stakeholders.

## Senior Independent Director

- Provides a sounding board to the Chair.
- Leads the appraisal of the Chair's performance with the other non-Executive Directors annually.
- Acts as intermediary for other Directors, if needed.
- Available to respond to shareholder concerns if contact through the normal channels is inappropriate.

## Non-Executive Directors

- Contribute to developing our strategy.
- Scrutinise and constructively challenge the performance of management in the execution of our strategy.
- Bring their diverse expertise to the Board and Board Committees.

## Board and Board Committees meeting and attendance

	Board <sup>1</sup>	Nomination Committee	Audit and Risk Committee	Remuneration Committee	Responsibility Committee	AGM <sup>2</sup>
Richard Huntingford	9 (9)	4 (4)	-	-	-	1 (1)
Zillah Byng-Thorne	9 (9)	4 (4)	-	-	-	1 (1)
Rachel Addison <sup>3</sup>	0 (1)	-	-	-	-	-
Meredith Amdur	9 (9)	4 (4)	5 (5)	-	3 (3)	1 (1)
Mark Brooker <sup>4</sup>	8 (9)	4 (4)	-	5 (5)	-	1 (1)
Hugo Drayton	9 (9)	4 (4)	5 (5)	-	3 (3)	1 (1)
Rob Hattrell <sup>4</sup>	7 (9)	3 (4)	-	4 (5)	-	1 (1)
Penny Ladkin-Brand <sup>5</sup>	8 (8)	-	-	-	-	1 (1)
Alan Newman	9 (9)	4 (4)	5 (5)	-	-	1 (1)
Angela Seymour-Jackson	9 (9)	4 (4)	5 (5)	5 (5)	3 (3)	1 (1)

- In addition to the six Board meetings and the strategy meeting, two Board calls were held to discuss business matters that the Chair and Chief Executive decided should be considered by the Board. All Directors received papers for all meetings. Where Directors were unable to attend a meeting they had the opportunity to comment in advance and received a briefing on any decisions taken.
- Richard Huntingford and Mark Brooker were both self-isolating due to COVID-19 on the day of the AGM but joined the meeting by video conferencing so as to be able to answer any questions from shareholders.
- Rachel Addison resigned from the Board on 31 October 2021.
- Mark Brooker and Rob Hattrell were unable to attend the Board call on 5 May 2022, which was held at short notice, due to prior commitments and Rob Hattrell was unable to attend the meetings on 12 July 2022 due to a family emergency.
- Penny Ladkin-Brand was appointed to the Board on 1 November 2021. In addition to the scheduled meetings, the Chair and the non-Executive Directors meet at least once a year to allow discussion without executive management present. The Senior Independent Director and the non-Executive Directors meet once a year without the Chair present in order to appraise his performance.

## Principal Board Committees

### Audit and Risk Committee

- Oversees and monitors the Company's financial statements, accounting processes and audits (internal and external).
- Ensures that risks are carefully identified and assessed, and that sound systems of risk management and internal control are in place.
- Reviews matters relating to fraud and whistleblowing reports received.

SEE PAGE 86 FOR MORE INFORMATION

### Remuneration Committee

- Reviews and recommends the framework and policy for the remuneration of the Chair, the Executive Directors, the Company Secretary and senior executives in alignment with the Group's reward principles.
- Considers the business strategy of the Group and how the remuneration policy reflects and supports that.
- Reviews workforce remuneration and related policies and alignment of incentives and rewards with culture, to help inform setting of Directors' remuneration policy.
- Consults with shareholders on the remuneration policy.

SEE PAGE 90 FOR MORE INFORMATION

### Nomination Committee

- Reviews the structure, size and composition of the Board and its Committees.
- Identifies and nominates suitable executive candidates to be appointed to the Board and reviews the talent pool.
- Considers wider elements of succession planning below Board level, including diversity.

SEE PAGE 83 FOR MORE INFORMATION

### Responsibility Committee

- Develops and oversees Future's responsibility strategy.
- Reviews progress against priorities and objectives, across the responsibility strategy.
- Considers Future's position on relevant, emerging sustainability issues.

SEE PAGE 34 FOR MORE INFORMATION

### GoCompare.com Limited board

The GoCompare.Com Limited board oversees Future's regulated businesses in compliance with applicable regulatory licence conditions.

### Executive Leadership Team

Considers Group-wide initiatives and priorities. Reviews the implementation of operational plans. Reviews changes to policies and procedures and facilitates the discussion of the development of new projects. Reviews and prioritises principal risks.

# Board of Directors



## Richard Huntingford

**POSITION:** Independent non-Executive Chair

**NATIONALITY:** British

**APPOINTED:** December 2017 and as Chair in February 2018 ▲○

### Key skills and experience:

- Provides strong leadership of the Board in fulfilling its role of overseeing the development and delivery of Company strategy
- Ensures healthy debate and appropriate support for, and challenge of, executive management in their delivery of strategy by non-Executive Directors
- Provides leadership in stakeholder relations

### External appointments:

Non-Executive Director and Chair of Unite Group plc.

Richard had a 20-year career at Chrysalis plc and was CEO from 2000 to 2007. He has extensive FTSE non-executive board expertise and corporate governance experience. Most recent roles have included non-Executive Chair of Wireless Group plc (formerly UTV Media plc) from 2012 to 2016 and non-Executive Director of The Bankers Investment Trust plc from 2018 to 2021 and JPMorgan Mid Cap Investment Trust plc from 2013 to 2022.

### Education:

Richard is a chartered accountant (FCA), having qualified with KPMG.



## Zillah Byng-Thorne

**POSITION:** Chief Executive

**NATIONALITY:** British

**APPOINTED:** November 2013 and as Chief Executive in April 2014 ▲★

### Key skills and experience:

- Has a strong track record in developing and delivering against successful strategy
- Focus on driving operational excellence
- Is a proven people manager, identifying and developing talent at senior level

### External appointments:

Non-Executive Director of Flutter Entertainment plc (she is stepping down from this role in January 2023), Norwegian Cruise Line Holdings Ltd (NYSE listed) and Trustpilot Group plc.

She was Chief Financial Officer of Trader Media Group (owner of Auto Trader) from 2009 to 2012, and interim Chief Executive Officer from 2012 to 2013. Before this, Zillah was Commercial Director and Chief Financial Officer at Fitness First Limited and Chief Financial Officer of the Thresher Group. Former non-Executive Director of THG Holdings plc.

### Education:

Zillah is a chartered management accountant (CIMA) and qualified treasurer (ACT). She has an MA in Management from Glasgow University and an MSc in Behavioural Change from Henley Business School.



## Penny Ladkin-Brand

**POSITION:** Chief Financial and Strategy Officer

**NATIONALITY:** British

**APPOINTED:** November 2021

### Key skills and experience:

- Strong financial and commercial expertise
- Considerable experience of digital disruption and transformation
- Extensive M&A experience

### External appointments:

Penny is non-Executive Chair of Next Fifteen Communications Group plc and was previously Audit Committee chair. Formerly Audit Committee chair at Auction Technology Group plc from IPO until January 2022.

Prior to joining Future, Penny was previously Commercial Director at AutoTrader Group plc.

### Education:

Penny is a chartered accountant and holds a BA in Classics from Oxford University.



## Meredith Amdur

**POSITION:** Independent non-Executive Director

**NATIONALITY:** American

**APPOINTED:** February 2020 ▲■★

### Key skills and experience:

- Editorial and publishing content
- Digital
- Technology platforms
- Advertising and brands
- B2B media and information/services

### External appointments:

Currently Chief Executive Officer of Rhetorik, a leading data supplier to technology vendors.

Previously President and CEO of Wanted Technologies, a Canadian listed recruitment data analytics provider, and has held executive roles with Microsoft, Deloitte and DirectTV.

### Education:

Meredith holds a BA from the University of North Carolina in International Studies, an MSc from the London School of Economics in Politics and an MBA in Business Administration and Management from Cornell University.

### Key

▲ Nomination Committee

● Remuneration Committee

■ Audit and Risk Committee

★ Responsibility Committee

○ Committee chair



## Mark Brooker

**POSITION:** Independent non-Executive Director

**NATIONALITY:** British

**APPOINTED:** October 2020

▲ ● ○

### Key skills and experience:

- Board roles in public companies
- UK and International consumer and B2B businesses
- Digital platform

### External appointments:

Non-Executive Director at Paysafe Ltd (NYSE listed) and Heathrow Airport Holdings Ltd.

Previously Chief Operating Officer of Trainline (formerly thetrainline.com) with responsibility for the UK and International consumer and B2B businesses. Prior to this he was COO at Betfair having previously spent 17 years in investment banking advising UK companies on equity capital raising and M&A, latterly as a Managing Director at Morgan Stanley.

### Education:

Mark holds a Master's degree in Engineering, Economics and Management from Oxford University.



## Hugo Drayton

**POSITION:** Senior Independent non-Executive Director

**NATIONALITY:** British

**APPOINTED:** December 2014

▲ ■ ★ ○

### Key skills and experience:

- Advertising and marketing, technology, customer behaviour, media, executive leadership, business development

### External appointments:

Currently non-Executive Director of Gfinity plc and a trustee of the British Skin Foundation. Regular contributor to trade press and publishing conferences.

CEO of the advertising technology business Inskin Media (2009-19). Previously CEO of Phorm, European MD of Advertising.com and Marketing & New Media Director and then Group MD at The Telegraph Group. Chaired the British Internet Publishers' Alliance.

### Education:

BA in Latin American Studies & French from University College of London.



## Rob Hattrell

**POSITION:** Independent non-Executive Director

**NATIONALITY:** British

**APPOINTED:** October 2018

▲ ●

### Key skills and experience:

- Digital platforms, eCommerce and online sales, retail and customer behaviour, technology, business development, executive leadership

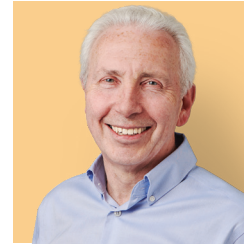
### External appointments:

Partner, Head of Digital, TDR Capital.

Previously Vice President, eBay UK, where he led one of eBay's strongest markets worldwide and before that at Tesco, where Rob was most recently responsible for the supermarket's General Merchandise business across the UK and Central Europe. He has also held the position of Partner in the global retail practice at Accenture.

### Education:

Rob graduated from Oxford University with a degree in Geography.



## Alan Newman

**POSITION:** Independent non-Executive Director

**NATIONALITY:** British

**APPOINTED:** February 2018

▲ ■ ○

### Key skills and experience:

- Corporate finance, accounting and audit, executive leadership, investor relations, media, telecommunications and technology, public company leadership and governance, strategy and M&A

### External appointments:

Alan is Chief Financial and Chief Operating Officer of Ebiquity plc.

He was Chief Financial Officer of YouGov plc from 2008 to 2017 and before that was a Partner at Ernst & Young Business Advisory Services and at KPMG Consulting, where he worked mainly with clients in the media, telecommunications and technology sectors. He previously held corporate management roles at Pearson plc and MAI plc (now United Business Media).

### Education:

Alan is a chartered accountant and holds an MA in Modern Languages (French and Spanish) from Cambridge University..



## Angela Seymour-Jackson

**POSITION:** Independent non-Executive Director

**NATIONALITY:** British

**APPOINTED:** February 2021

▲ ■ ★ ●

### Key skills and experience:

- Strong strategic understanding
- Extensive experience gained from a multitude of industries and sectors, including the insurance market
- Relevant experience with audit and remuneration committees

### External appointments:

Chair of PageGroup plc, non-Executive Director of Janus Henderson Group plc and Trustpilot Group plc.

Held executive roles with Aegon UK, RAC Motoring Services Limited and Aviva UK Limited, and was Senior Advisor to Lloyds Banking Group (insurance). Previous non-Executive Director roles include esure Group plc, Rentokil Initial plc and GoCo Group plc.

### Education:

Angela is a qualified marketing professional and a member of the Chartered Institute of Marketing. She holds an MSc in Marketing.



## Board activities

Focus area	Key stakeholders	Activities
<b>Strategy and operations</b> (see Strategic Report starting on page 6)	Our people Our audience Our commercial partners and suppliers Our investors Regulators	<ul style="list-style-type: none"> <li>• Applying the Board's strategic understanding of geopolitical and economic risks in international markets to the Company's challenges and opportunities.               <ul style="list-style-type: none"> <li>- Reviewed and approved three-year strategic plan, considering assumptions made and the reasonableness of the plan and focusing on the operational overviews, cash flow management and capital allocation.                   <ul style="list-style-type: none"> <li>- Received regular business updates from the Chief Executive Officer.</li> <li>- Received deep dive presentations from Subs; IT and Tech Roadmap; Cyber; US B2C; Growth; Wealth and Savings; e-Commerce; Magazines; News/Kip &amp; The Week.</li> </ul> </li> </ul> </li> <li>• Considering acquisitions and divestments as identified and determining the appropriate course.               <ul style="list-style-type: none"> <li>- Received Corporate Development updates and reviewed post-acquisition performance.</li> </ul> </li> <li>• Monitoring the performance of the Company against agreed strategic objectives, including progress against acquisition synergies.</li> <li>• Board updates from the Company's brokers and advisers on market performance, bid defence and capital structure, and on shareholder sentiment regarding Future's performance, strategy and dividend policy.</li> </ul>
<b>Leadership, people and culture</b> (see page 42)	Our people Our investors	<ul style="list-style-type: none"> <li>• Maintaining and enhancing Future's culture and values and key policies and procedures and ensuring these are rolled out to existing and acquired businesses.</li> <li>• Ensuring the Company remains at the forefront of developing and embedding best practice in responsible business behaviour.</li> <li>• Continuing to monitor senior executive talent management and development plans to provide succession for all key positions.</li> <li>• Reviewing employee engagement matters               <ul style="list-style-type: none"> <li>- Received an update on employee views and the findings of the engagement survey.</li> </ul> </li> </ul>
<b>Finance</b> (see Strategic Report on page 6 and Financial Review on page 62)	Our audience Our commercial partners and suppliers Our investors Regulators	<ul style="list-style-type: none"> <li>• Reviewing and approving the Group budget.</li> <li>• Reviewing financial Key Performance Indicators (KPIs).</li> <li>• Approving full year results, half year results, trading updates, and any additional regulatory announcement (RNS) and the Annual Report (ensuring the Annual Report and financial statements are fair, balanced and understandable).</li> <li>• Reviewing the Group's capital allocation policy</li> <li>• Reviewing the Group's dividend policy.               <ul style="list-style-type: none"> <li>- Considered payment of final dividend (see page 121 for more details).</li> </ul> </li> <li>• Reviewing the key risks (as detailed on pages 66 to 70) to the Group and the controls in place for their mitigation.</li> <li>• Considering and monitoring the Group's risk appetite and principal risks and uncertainties.               <ul style="list-style-type: none"> <li>- Approved renewal of corporate insurance brokers</li> </ul> </li> <li>• Approving the viability and going concern statements.</li> <li>• Reviewing and approving the tax strategy.</li> </ul>
<b>Governance</b> (see page 74 of the Governance Report)	Our people Our commercial partners and suppliers Our investors Regulators	<ul style="list-style-type: none"> <li>• Monitoring and reviewing the Company's approach to corporate governance, its key practices and its ongoing compliance with the 2018 Code.</li> <li>• Reviewing the results from the internal Board effectiveness evaluation and agreeing an action plan.</li> <li>• Receiving regular reports from the chair of each Committee.</li> <li>• Approving updated Committees' terms of reference.</li> <li>• Continuing to keep key policies updated and monitor ongoing compliance.</li> <li>• Receiving and considering feedback from shareholder engagement (see page 90 for more detail).</li> <li>• Reviewing the interests of key stakeholders, agreeing that the current stakeholder groups remain appropriate (see pages 54-58 for more information).</li> <li>• Reviewing and approving the Modern Slavery statement.</li> <li>• Authorising potential Conflicts of Interest Register.</li> <li>• Noting NED salaries and fees</li> </ul>

	Link to strategic priorities
	<ul style="list-style-type: none"> <li>• Diversifying our audience</li> <li>• Scalable platform</li> <li>• Continued diversification of content monetisation</li> <li>• Ongoing investment</li> </ul>
	<ul style="list-style-type: none"> <li>• Ongoing investment</li> </ul>
	<ul style="list-style-type: none"> <li>• Scalable platform</li> <li>• Continued diversification of content monetisation</li> <li>• Ongoing investment</li> </ul>
	<ul style="list-style-type: none"> <li>• Ongoing investment</li> </ul>

### Board evaluation

Formal evaluation is a valuable tool for improvement of Board performance. In accordance with the guidance provided under the UK Corporate Governance Code, following the externally led evaluation exercise undertaken by Independent Audit Ltd in FY 2021, the evaluation this year was internally led. The following main objectives were identified during the externally led evaluation in 2021, together with steps taken to address them.

Objectives for 2022	Steps taken during 2022
Continue the focus on succession planning and talent development at ELT level, together with increased diversity and inclusion across the organisation, including the Board.	Detailed succession plans in relation to ELT members and those in key operational positions were reviewed and discussed by the Nomination Committee during the year. ELT members and members of senior management had the opportunity to present to the Board during the year and, where possible, these presentations took place in person, allowing the Board to spend more time with key management both on a formal and informal basis.
Continue to monitor our corporate culture and behaviours, including integration and cultural alignment of new acquisitions.	As part of the Board meeting calendar, meetings were held at the Bath, Newport and London offices during the year, and some Directors have visited the New York and Washington DC offices, allowing the Board to engage with colleagues. This remains an important focus for the Board and further site visits are planned for FY 2023.
Oversee the introduction of the Company's Responsibility strategy and agree how progress with its execution should be measured and monitored.	The Responsibility Committee, which was formed in October 2021, has set the Responsibility objectives and has been monitoring progress against these mechanisms. The detailed report on the work of the Responsibility Committee can be found on page 34.
Ensure the Board maintains a deep understanding of the competitive landscape, including key stakeholders.	The Board has discussed presentations on a range of deep dive topics at meetings throughout the year and, as part of the Board Strategy Day, heard from a number of subject matter experts on broader landscape topics.

## The Board evaluation process

Having carried out an external evaluation in FY 2021, the Board decided to conduct an internal questionnaire based review for FY 2022. The Chair of the Board and the Chairs of each of the Board Committees worked with the Company Secretary to agree the questionnaires, which were circulated in July 2022. The results were evaluated and discussed at the September Board meeting, following which the Board confirmed its view that the Board continues to operate effectively within an inclusive and transparent environment and displays a number of strengths, including:

- Open, collaborative, informed and transparent discussion among the Board facilitating appropriate challenge to the executive.
- Ability to act swiftly and decisively.
- Clear strategy for the Company - debated and refreshed with the right frequency and depth and ensuring continuing alignment:
  - focus on key commercial risks to the business
  - supportive and aligned around M&A agenda.
- Breadth of experience and viewpoints creates rounded and holistic debates, multidisciplinary grasp of operating and strategic/market/technology issues.
- Clear and consistent communication to investors of strategy and goals and company's performance against these:
  - very engaged with all company stakeholders.

This discussion, together with the Nomination Committee's considerations of independence, time commitment and tenure, are used as the basis for recommending the re-election of Directors by shareholders. The Board is satisfied that all its non-Executive Directors bring robust, independent oversight and continue to remain independent.

The evaluation process also concluded that the Audit and Risk, Nomination, Remuneration and Responsibility Committees continue to operate well and provide effective support to the Board in carrying out their duties.

Separate to the formal Board evaluation process, the Senior Independent Director led a review of the Chair's performance taking into consideration the view of all the Directors. The unanimous view was that the Chair continued to perform effectively and had provided strong leadership through FY 2022.

## Outcomes

Based on the feedback received during the assessment process, the Board has agreed on the following areas of focus which will be monitored during the year:

Objectives for 2023	Steps to be taken during 2023
Continued focus on succession planning for the Board and the ELT	<p>Ensure the Nomination Committee has an effective and orderly process for the succession of the Committee Chairs and the Chair of the Board.</p> <p>Conclude the search for a new CEO to replace Zillah Byng-Thorne, following the announcement of her decision to step down from the role towards the end of 2023.</p> <p>Continue to develop succession planning at senior management level, taking opportunities for the non-Executive Directors to engage with members of the Executive Leadership Team and senior management wherever possible.</p>
Optimising oversight of strategic execution	<p>Execution of strategy and evolving and adapting the strategy to reflect the changing external environment and investor needs.</p>
To improve stakeholder engagement	<p>Continue to build on the processes and significant work which the Board already undertakes to integrate stakeholders' interests in Board decision-making processes and to raise the visibility of stakeholder concerns in Board discussions.</p> <p>Creation of more opportunities to meet with colleagues to follow up on themes raised through the engagement survey.</p>

# Nomination Committee

Members	Since
Richard Huntingford (Chair)	2017
Meredith Amdur	2020
Mark Brooker	2020
Zillah Byng-Thorne	2014
Hugo Drayton	2015
Rob Hattrell	2018
Alan Newman	2018
Angela Seymour-Jackson	2021

The Company Secretary, or nominee, acts as secretary to the Committee. Details of individual Directors' attendance can be found on page 77.

## Key objectives

The Nomination Committee supports the Board in Executive and non-Executive succession planning. Our key objectives as a Nomination Committee are:

- To make sure the Board has individuals with the necessary range of skills and knowledge and diversity of experiences to lead the Company.
- To ensure that it is effective in discharging its responsibilities and overseeing appropriately all matters relating to corporate governance.

## Key responsibilities

- Ensure succession plans are reviewed.
- Improve diversity on the Board and in the pipeline for senior management roles.
- Further strengthen the senior management team.
- Ensuring that appointments to GoCompare.com Limited are assessed in accordance with the regulatory requirements and that appropriate regulatory approval is obtained.

## Key areas of focus in FY2022

- Board and Committee composition and succession planning.
- Recommended the appointment of Penny Ladkin-Brand as CFO.

## Key priorities in 2023

- Recruitment of a new CEO.
- Initiate the search for a new non-Executive Director.
- Monitor Board composition for alignment of relevant skills, experience and diversity to Company strategy.
- Monitor progress on the Board Diversity Policy.
- Oversight of the Executive Leadership Team's (ELT) development and succession planning.



I am pleased to present this review of the activities of the Nomination Committee during FY 2022. During the year we held four meetings. Following the announcement on 22 September 2022 that Zillah Byng-Thorne is planning to step down at the end of 2023, since the year end we have met to discuss the succession planning for the Chief Executive Officer (CEO) in more detail.

The Terms of Reference for the Nomination Committee describe the role and responsibilities of the Committee more fully and can be found on our website.

## CEO succession planning

The Committee has commenced a search for a new CEO to lead the Company on its next growth phase. Russell Reynolds, a global search firm, have been appointed to advise the Committee on this appointment and have been asked to ensure that we are presented with a diverse set of candidates to consider. We expect to be in a position to announce more on this in Q1 of 2023.

## Board changes in the year

There was one change to the Board during FY 2022, with the Nomination Committee playing an appropriately central role in the process. As reported in the FY 2021 Annual Report, in October 2021, it was announced that Rachel Addison was stepping down as Chief Financial Officer (CFO) with effect from 31 October 2021. Following a thorough succession process, the Nomination Committee recommended to the Board that Penny Ladkin-Brand be appointed as the new CFO.

## NED succession planning

The Committee, on behalf of the Board, regularly assesses the balance of Executive and non-Executive Directors, and the composition of the Board in terms of skills, experience, diversity and capacity. As several Directors will be approaching the limit of independence under the 2018 Corporate Governance Code over the next two to five years, a plan to recruit new non-Executive Directors on a rolling basis over this period has been drawn up, mindful that appointments must be based on merit and objective criteria, and cognitive and

personal strengths while promoting diversity of gender, ethnicity and social background. A wide range of candidates will be considered, keeping in mind the requirements for Committee Chairs and Senior Independent Director roles over an extended period of time. The Committee will initially focus on the recruitment of a candidate to replace Hugo Drayton, ahead of him reaching his nine year tenure in December 2023. Hugo currently chairs the Responsibility Committee and is the Senior Independent Director.

On appointment each non-Executive Director receives a letter of appointment setting out, among other things, their term of appointment, the expected time commitment for their duties to Future and details of any committees of which they will be a member. Non-Executive Directors are initially appointed for a three-year term, after which a review is undertaken to consider renewal of the term for a further three years. However, Future follows governance best practice with all directors standing for re-election by shareholders at each Annual General Meeting.

## ELT succession planning

During FY 2022, the Board and the Committee have monitored the changes to the organisational structure and approved changes to key leadership roles. During the year, the Board discussed succession plans for executives below Board level on a number of occasions. The Committee will continue to keep a watching brief on the market and potential talent and will continue to monitor the ELT and senior management talent pool to ensure that succession planning for business-critical roles is proactively reviewed and to ensure the development of a diverse pipeline for succession for the Board and the ELT, as required by the 2018 Code.

## Board diversity policy

Our objective of driving the benefits of a diverse Board, senior management team and wider workforce is underpinned by our strong culture of diversity and inclusion, which is essential to fulfilling Future's purpose, is inherent in our values and supports the delivery of our strategy. You can read more about the Group's approach to diversity and inclusion on page 42. During the year under review the Board approved a Diversity Policy which is

## Nomination Committee *(continued)*

available on our website. The Policy ensures that it remains an effective driver of diversity in its broadest sense, having due regard to gender, ethnicity, social background, skillset, and breadth of experience.

Set out below are the objectives of our Board Diversity Policy and our assessment of performance against them. These objectives ensure that both appointments and succession planning support developing a diverse pipeline.

Maintain at least 33% female Directors on the Board (rising to 40% on the Board, ELT and their direct reports to be achieved by the end of 2025 in accordance with the recommendations of the FTSE Women Leaders Review (formerly the Hampton-Alexander Review).

As at the date of this report, the Board has 44% female representation, including two

Executive Directors; we have therefore exceeded this target. Whilst the Board recognises that an effective board with broad strategic perspective requires diversity, ultimately the Board appoints candidates based on merit and assesses potential Directors against measurable, objective criteria. Our principles for Board diversity also apply to the ELT and senior management below this level with female representation of 40% at ELT level and 36% at SLT level.

To have at least one Director of colour by no later than 2024 (in accordance with the recommendations of the Parker Review). The Committee will work closely with executive search agencies in compiling long and shortlists of candidates from various backgrounds and industries, including people from ethnic minority backgrounds when the time comes to refresh the Board composition.

The Board Diversity Policy mirrors that of our wider Equality, Inclusion & Diversity Policy, which is summarised on page 42.

### Committee performance and effectiveness

The Committee's performance was evaluated as part of the external effectiveness survey, as described on page 81. The review was completed by all Committee members and no issues arose.

### Independence

During FY 2022, the Committee reviewed the balance of skills, experience and independence of the Board, including consideration of their term in office and any potential conflicts of interest, concluding that each non-Executive Director remained independent. The Committee is satisfied that the external commitments of the Board's Chair and members do not conflict with their duties as Directors of the Company.

After the year-end, the Committee also considered the Directors proposed for re-election by shareholders at the AGM. Following discussion of the skills, contribution and external commitments of each Director, and in conjunction with the Board performance evaluation conducted in September 2022, the Committee supports the proposed re-election of all Directors standing for re-election at the AGM in 2023. In line with best practice, each Committee member was excluded from approving the proposal for their re-election.



Richard Huntingford  
Chair

### Director Induction Programme Example

We have a detailed Director induction programme which all new Board members participate in.





## Board skills matrix

	Gender	Ethnicity	CEO	Financial	Editorial/Publishing Content	Digital and Technology	Advertising and Brands	UK Governance	Remuneration
<b>Richard Huntingford</b>	M	W	●	●	●		●	●	●
<b>Zillah Byng-Thorne</b>	F	W	●	●	●	●		●	
<b>Meredith Amdur</b>	F	W	●		●	●	●		
<b>Mark Brooker</b>	M	W		●		●	●	●	●
<b>Hugo Drayton</b>	M	W	●		●	●	●	●	
<b>Penny Ladkin-Brand</b>	F	W		●	●	●		●	
<b>Rob Hattrell</b>	M	W	●			●	●		●
<b>Alan Newman</b>	M	W		●	●	●		●	
<b>Angela Seymour-Jackson</b>	F	W	●	●				●	●

1 M signifies male, F signifies female.

2 W signifies of white ethnicity, M signifies of minority ethnicity.

# Audit and Risk Committee

## Members

Alan Newman (Chair)	Since 2018
Meredith Amdur	2020
Hugo Drayton	2015
Angela Seymour-Jackson	2021

The Company Secretary, or nominee, acts as secretary to the Committee. Details of individual Directors' attendance can be found on page 77.

## Key objectives

- To monitor the integrity of the Group's financial reporting processes.
- To ensure that risks are carefully identified and assessed, and that sound systems of risk management and internal control are in place.

## Key responsibilities

- Overseeing the accounting principles, policies and practices adopted by the Group.
- Overseeing the external financial reporting and associated announcements.
- Overseeing the appointment, independence, effectiveness and remuneration of the Group's External Auditor, including the policy on the supply of non-audit services.
- Conducting a competitive tender process for the external audit when required.
- Reviewing the resourcing, plans and effectiveness of Internal Audit, which is independent from the Group's External Auditor.
- Ensuring the adequacy and effectiveness of the internal control environment.
- Monitoring the Group's risk management processes and performance.
- Ensuring that the regulatory requirements for the GoCompare.com Limited business are assessed and properly managed and that appropriate regulatory approval is obtained as appropriate.
- Ensuring the establishment and

oversight of fraud prevention arrangements and reports under the whistleblowing policy.

- Monitoring the Group's compliance with the 2018 UK Corporate Governance Code.
- Providing advice to the Board on whether the Annual Report and Accounts, when taken as a whole, is fair, balanced and understandable and provides all the necessary information for shareholders to assess the Company's performance, business model and strategy.

## Key areas of focus in FY 2022

- Reviewed and challenged the application of accounting principles, policies and practices to the annual and half year results announcements and the Annual Report.
- Reviewed the effectiveness of the Group's underlying control environment.
- Reviewed the effectiveness of internal audit and appointed a new outsource provider.

## Key priorities in FY 2023

- Continue to monitor legislative and regulatory changes that may impact the work of the Committee.
- Consider the impact of proposed audit industry changes.
- Continue to review the work of the internal audit function and implementation of audit recommendations.
- Continue to monitor the effectiveness and development of the Group's internal control environment.



Dear Shareholder,  
On behalf of the Audit and Risk Committee, I am pleased to present its report for the year ended 30 September 2022. This report sets out how the Committee has discharged its duties in accordance with the UK Corporate Governance Code 2018 (the 2018 Code) and its key activities and findings during the year.

We have continued to discuss and challenge the assumptions and judgements made by management in the preparation of published financial information and to oversee the internal controls, including oversight of the external and internal audit processes.

The Committee has an annual work plan linked to the Group's financial reporting cycle, which ensures that it considers all matters delegated to it by the Board. In addition to its annual work plan, it agreed the approach to how the internal audit function should be resourced.

This year the Board undertook an internally facilitated review of the effectiveness of the Board and Board Committees, including this Committee, in accordance with the requirements under the 2018 Code and you can read more about this on page 82.

**Alan Newman**  
Chair of the Audit and Risk Committee  
29 November 2022



The Audit and Risk Committee continues to challenge, scrutinise and oversee the Group's risk management and control environment. ”

## Membership and meetings

The Committee met five times during the year and has an agenda planner linked to events in the Company's financial calendar and other important events that arise throughout the year, which fall for consideration by the Committee under its remit. Two of these meetings focused on reviewing matters in conjunction with the half year and full year reporting and included private meetings with the Internal and External Auditors. The other meetings focussed on the work of the Internal Audit function and ad hoc matters which arose during the year. Details of individual Directors' attendance can be found on page 77. In addition to the Committee members, the Chief Financial and Strategy Officer (CFSO), the Group Finance Director, Group Financial Contoller, the Risk and Compliance Director, the Internal Auditor (supported by RSM UK Risk Assurance Services LLP) and the External Auditor (Deloitte) attended all or parts of these meetings by invitation. The Chair of the Board and Chief Executive may also attend meetings. The Company Secretary acts as Secretary to the Committee. The Chair of the Committee holds regular meetings with the External and Internal Auditors who have an opportunity to discuss matters without management being present and also the CFSO (who has responsibility and custody of the internal audit function).

The Committee received sufficient, reliable and timely information from management to enable it to fulfil its responsibilities. The Board has confirmed that it is satisfied that Committee members possess an appropriate level of independence and depth of financial and commercial, including sectoral, expertise. For the financial year ended 30 September 2022, Alan Newman was the member of the Committee determined by the Board as having recent and relevant financial experience.

## Going concern and viability statements

The Committee reviewed the updated wording of the Group's longer-term viability statement, set out on page 71. To do this, the Committee ensured that the model used was consistent with the approved three-year plan and that scenario and sensitivity testing aligned clearly with the principal risks of the Group. Committee members challenged the underlying assumptions used and reviewed the results of the detailed work performed. The Committee was satisfied that the analysis supporting the viability statement had been prepared on an appropriate basis. The Committee also reviewed the going

concern statement, set out on page 64, and confirmed its satisfaction with the methodology, including appropriateness of the sensitivity testing.

## Fair, balanced and understandable

The Committee considered whether the Annual Report is 'fair, balanced and understandable', in line with the requirements of the 2018 Code. The Committee members were consulted at various stages during the drafting process and gave input to the planning process, as well as having the opportunity to review the Annual Report as a whole and discuss, prior to the November 2022 Committee meeting, any areas requiring additional clarity or better balance in the messaging. In this respect, the Committee focused on:

- a qualitative review of disclosures and a review of internal consistency throughout the Annual Report and Accounts;
- a review by the Committee of all material matters, as reported elsewhere in this Annual Report and Accounts;
- a risk-comparison review, which assesses the consistency of the presentation of risks, and significant judgements throughout the main areas of risk disclosure in this Annual Report and Accounts;
- a review of the balance of good and bad news; and
- ensuring it correctly reflects:
  - the Group's position and performance as described on pages 62 to 65;
  - the Group's business model, as described on page 18;
  - the Group's strategy, as described on pages 14 to 31.

On the basis of this work, together with the views expressed by the External Auditor, the Committee recommended, and in turn the Board confirmed, that it could make the required statement that the Annual Report is 'fair, balanced and understandable'. The Committee also received regular updates from the Chief Financial Officer on provisions made for litigation and the Committee considered the appropriateness of the methodology applied.

## Risk management

The Board has overall responsibility for determining the nature and extent of its principal and emerging risks and the extent of the Group's risk appetite, and for monitoring and reviewing the effectiveness of the Group's systems of risk management and internal control. Further details of the risk management objectives and process are on pages 66 to 70.

The principal risks and uncertainties facing the Company are addressed in the Strategic Report and in the table on pages 68 to 70. The Board has delegated to the Committee the responsibility for monitoring the effectiveness of the systems of risk management.

## Internal control

The Board determines the objectives and broad policies of the Group and meets regularly, when a set schedule of matters which are required to be brought to it for decision is discussed. Overall management of the Group's risk appetite, its tolerance to risk and discussion of key aspects of execution of the Group's strategy remain the responsibility of the Board. The Board has delegated to the Audit and Risk Committee the responsibility for establishing a system of internal controls appropriate to the business environments in which the Group operates.

Key elements of this system include:

- A clearly defined organisation structure for monitoring the conduct and operations of the business.
- Clear delegation of authority throughout the Group, starting with the matters reserved for the Board.
- A formal process for ensuring that key risks affecting operations across the Group are identified and assessed on a regular basis, together with the controls in place to mitigate those risks. Risk consideration is embedded in decision-making processes at all levels, and the most significant risks are periodically reviewed by the Board. The risk process is reviewed by the Audit and Risk Committee.
- The preparation and review of comprehensive annual budgets.
- The monthly reporting of actual results and their review against budget, forecasts and the previous year, with explanations obtained for all significant variances.
- The Finance Manual which outlines key control procedures and policies to apply throughout the Group. This includes clearly defined policies and escalating authorisation levels for all procurement activity including capital expenditure and investment, with larger capital projects, acquisitions and disposals requiring Board approval. This framework is kept under periodic review.
- The ongoing development of a formal

## Significant financial reporting judgements

The Committee considered the following issues relating to the financial statements during the year. These include the matters relating to risks disclosed in the External Auditor's report:

Area of focus	Reporting issue	Role of the Committee	Conclusion / Action taken
<b>Acquisition accounting</b>	As outlined on page 10 in the Strategic Report, the Group has completed four acquisitions during the year.	At the request of the Committee the Group engaged third party valuations experts to assist in the preparation of the purchase price allocation exercises for the significant acquisitions in the year. The Committee has reviewed detailed papers setting out the acquisition accounting undertaken, including purchase price allocations and opening balance sheet fair value assessments.	The Committee agreed with the judgements made by management in respect of the acquisition accounting undertaken during the year and the presentation in the Group's results for the year ended 30 September 2022. Refer to note 28 on page 179 for further information in respect of the acquisition accounting undertaken in the year.
<b>The classification of exceptional items</b>	Due to the significant acquisition-related activity in the year a number of items (such as acquisition or related integration and restructuring costs and also onerous property costs) totalling £17.9m are considered exceptional in nature.	The Committee reviewed and challenged information provided by management explaining the nature and rationale for the inclusion of these items as exceptional and discussed them with the auditors. Refer to note 5 on page 155 for further information in respect of exceptional items.	The Committee agreed with the conclusion that these items should be separately presented within exceptional items, given their nature and magnitude, and that this treatment assists the users of the financial statements to understand the results of the core underlying operations of the Group.
<b>Determining the basis upon which goodwill is allocated and monitored</b>	Following the significant in-year acquisitions, an assessment is required to ensure that there are no additional cash-generating units ("CGUs") at which goodwill should be monitored.	The Committee reviewed detailed papers prepared by management setting out the assessment and rationale of the suitability of the continued ongoing monitoring of goodwill at the existing CGU levels.	The Committee remains comfortable with the continued monitoring of goodwill at the UK/US/Australia level. Not creating any additional CGUs is deemed appropriate given the swiftness of integration of the acquired businesses onto Future's systems, the level of interconnectivity and the interdependency of revenues across the Group, both between its brands and the Media and Magazine divisions.

controls framework that defines the key controls, the persons responsible and the specific risk that each of these key controls is designed to mitigate.

- Appropriately qualified staff in our finance, legal and human resource functions with business continuity plans to ensure that all key roles have adequate cover.
- Initiation of a formal quarterly CFSO review of control execution and assessment that control owners understand design and efficacy of the controls they monitor, tested by a regular timetable of internal controls reviews that include the testing of key controls and process walk-throughs of processes, reported to the Audit and Risk Committee.
- Development of a learning from incidents culture, reporting of potential and actual internal control failures and assessment of management's response.
- Regular formal meetings between the CEO, the CFSO and senior management to discuss strategic, operational and financial issues.

During the year an internal controls development programme was initiated designed to build up the internal control capability within the finance function and across the business. This is progressively reviewing all the core financial control processes over a period of 12 months.

Recommendations were made for improvement to controls in relation to financial reporting, which management is charged with implementing, none of which related to significant failings or weaknesses. The programme is led by the Group Finance Director and its findings and recommendations are reported regularly to the Audit and Risk Committee. This programme and management's work arising from it have already identified areas for improvement and actions to address these.

Looking forward to FY 2023, the internal controls plan will continue to embed role segregation, accountability of execution, and improvement in automation to reduce reliance on management supervision.

### Internal audit

The Audit and Risk Committee assesses the effectiveness of the Internal Audit function annually, and considers whether the level of internal audit resources is appropriate to provide the right level of assurance over its principal risks and controls, especially in light of the continued growth in the size and complexity of the organisation following further acquisitions in FY 2022. FY 2022 was the first full year where a dedicated Internal Audit function has been in place, which has supported the continued strengthening of control within the organisation. Following a review of the assurance needs of the business, RSM LLP

were appointed, initially on a co-source basis in January 2022, and now as Future's outsourced Internal Auditor. The annual internal audit plan is approved by the Committee, and internal audit is an agenda item at each Committee meeting. RSM LLP presents an update on audit activities, progress of the audit plans and the outcomes of all audits with action plans to address any issues. Reviews have been completed in FY 2022 on areas including payroll, cyber security, starters and leavers and supplier management. The Committee has overseen the establishment of plans to implement the control improvements recommended by these reviews. The Internal Audit function is aligned with the Internal Control function to ensure the timing of each review type can be appropriately considered, and discuss common themes and concerns to ensure the appropriate remediation or improvements can be made. Looking forward to FY 2023, a risk assessment has been completed to inform the FY 2023 internal audit plan, which the Committee is confident will help further to improve the organisation's control environment. This plan includes areas such as business continuity planning, organisation resilience and digital advertising revenue.

### External audit independence

The Committee is responsible for reviewing

the independence of the Company's External Auditor, Deloitte LLP (Deloitte), agreeing the terms of engagement with them and the scope of their audit. Deloitte has a policy of partner rotation, which complies with regulatory standards, and, in addition, Deloitte has a structure of peer reviews for its engagements, which are aimed at ensuring that its independence is maintained.

Maintaining an independent relationship with the Company's External Auditor is a critical part of assessing the effectiveness of the audit process. European Union legislation on permitted non-audit services which came into effect from 17 June 2016, introduced a permitted non-audit services fee cap for certain services of 70% of the average audit fee over a consecutive three-year period. This cap was applicable to the Group from the financial year ended 30 September 2020. The Committee has agreed the Group's policy on non-audit fees, and this was reviewed by the Committee during the year ended 30 September 2022. The Committee also regularly reviews the level of audit and non-audit fees paid to Deloitte. Key principles of the policy on non-audit services are:

- The Committee has approved a list of all permitted non-audit services which are allowed under UK statutory legislation and complies with the European Union Directive on audit and non-audit services. These services include audit-related services such as reviews of interim financial information or any other review of financial statements required by law to be audited.
- The Audit and Risk Committee updated its policy to ensure that non-audit services listed in appendix B of the FRC's revised Ethical Standard 2019 are not offered to the External Auditor.
- Any service that is on the list, if in excess of £100,000, requires the approval of the Committee.

During FY 2022, the External Auditor provided services in relation to the Group's interim results and other independent verification to third parties. The External Auditor has also confirmed to the Committee that they did not provide any other non-audit and additional services, and that they have not undertaken any work that could lead to their objectivity and independence being compromised. The non-audit services supplied by the

External Auditor can be found in note 4 of the financial statements. The 70% cap is calculated separately for each firm, meaning there is no requirement under the FRC's Revised Ethical Standard 2019 to formally calculate the cap in the first three years of Deloitte's tenure (it will be applicable from their fourth year as auditors). However, as the calculation is based on Deloitte's first three years of fees these will be closely monitored by the Committee. The fees incurred for services which would have fallen within the 70% cap had it applied totalled £176,600, representing around 22% of Deloitte's audit fee for FY 2022.

The lead partner is rotated every five years. Mark Tolley was appointed as the lead audit engagement partner in FY 2021.

#### Assessment of audit process

The scope of the external audit is formally documented by the auditor. The Committee discussed Deloitte's detailed audit plan and strategy including the intended scope of the audit, identification of significant and elevated audit risks and the level of materiality proposed. In respect of the financial year ended 30 September 2022, the Committee assessed the performance and effectiveness of the External Auditor, as well as their independence and objectivity, on the basis of meetings, the findings of the FRC Audit Quality Reviews (AQR) published in July 2022 and a questionnaire-based internal review which was completed by the Committee members and regular attendees to the Committee. The summary of the results of the questionnaire has been reviewed by the Committee.

#### Audit tender and appointment

Deloitte LLP were appointed in 2019 to succeed PwC as the Company's auditors with effect from the start of FY 2021. A resolution to reappoint Deloitte LLP as auditors for the year ending 30 September 2023 is being proposed to shareholders at the Company's AGM to be held on Wednesday 8 February 2023. You can read more about this in the Notice of AGM on page 184. The Company has complied with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Process and Audit Committee Responsibilities) Order 2014 (Competition & Markets Authority Order) for FY 2022 in respect to audit tendering and the provision of non-audit services.

#### How the Committee keeps up to date

The Committee is kept up to date with changes to Accounting Standards and relevant developments in financial reporting, company law, and the various regulatory frameworks through presentations from the Group's External Auditor, Chief Financial and Strategy Officer, Risk and Compliance Director and the Company Secretary. In addition, members attend relevant seminars and conferences provided by external bodies. The Committee also receives tailored briefings from management and the Group's external auditors from time to time.

The Terms of Reference of the Audit and Risk Committee include all the matters required under the Code and are reviewed annually by the Committee.

#### Assessment of the effectiveness of the Committee

The Committee's effectiveness in respect of the year ended 30 September 2022 was evaluated as part of the review described on page 81. The key issues that were identified in the previous year's assessment were discussed by the Committee to ensure these were adequately addressed and the Chair provided an update where appropriate.

#### Looking forward

As well as the regular cycle of matters that the Committee schedules for consideration each year, we are planning over the next 12 months to:

- Continue to monitor legislative and regulatory changes that may impact the work of the Committee.
- Consider the impact of proposed audit industry changes.
- Consider a wider range of topics for Committee training.

The Committee's report was approved by a Committee of the Board of Directors on 29 November 2022 and signed on its behalf by



**Alan Newman**  
Chair of the Audit Committee  
29 November 2022



# Directors' Remuneration Report

Members	Since
Mark Brooker	(Chair since 1 Oct 2021) 2020
Rob Hattrell	2018
Angela Seymour-Jackson	2021

Details of individual Directors' attendance can be found on page 77.

Other Directors and executives, including the Board Chair, the Chief Executive (CEO) and the SVP People may be invited to attend Committee meetings. The Company Secretary, or nominee, acts as secretary to the Committee. No individuals are involved in decisions relating to their own remuneration.

This Directors' Remuneration Report sets out how Future pays its Directors (both Executive and non-Executive); the decisions made on their pay in FY 2022; how much they received in relation to the financial year ended 30 September 2022; and an explanation of the changes proposed to our Remuneration Policy (Policy) and details of how we propose to operate the Policy for FY 2023.

## Key objective of the Remuneration Committee

Our objective is to have a fair, equitable and competitive total reward package that supports our vision; and to ensure rewards are performance-based and reinforce long-term shareholder value creation.

## Key responsibilities

- Designing & implementing the remuneration policy.
- Ensuring the competitiveness of reward.
- Designing the incentive plans, including the setting of incentive targets and overseeing all share awards.
- Setting remuneration for the Executive Directors and Board Chair and overseeing senior executive and all employee remuneration policies across the Group in alignment with the Group's reward principles.

## Key areas of focus in FY 2022

- Responding to the 2022 AGM voting outcome and direct feedback received on existing remuneration arrangements.
- Developing a proposed Policy for FY 2023-2025 that reverts to market norms for a FTSE Main Market company (for approval at the 2023 AGM).
- Agreeing an approach to implementing the proposed Policy in FY 2023 that reflects the broader business context and the stakeholder experience, and aligns closely with our strategic pillars and shareholders' interests.
- Undertaking our most extensive shareholder consultation on remuneration arrangements across the Group to date.

## Key priorities in FY 2023

- Ensuring (subject to approval) that the proposed Policy is implemented in line with our strategy and culture.
- Continuing to monitor remuneration practices across Future and keeping abreast of developments in typical and best practice across the wider market.
- Ensuring remuneration appropriately supports a successful CEO transition.



I stepped into the role of Remuneration Committee Chair at Future in October 2021. It was clear from my earliest conversations with shareholders that there is a wide range of views on how executive remuneration is structured at the Company, from those who are very supportive of the current approach to those who have meaningful concerns.

The extent of those concerns became clear at the Annual General Meeting (AGM) in February 2022 when a majority of our shareholders voted against the FY 2021 Directors' Remuneration Report (DRR).

I have spent much of my first year in the role leading a review of whether we should make changes to the current remuneration schemes and what our policy for remuneration should be going forward. I have received input from my fellow members of the Remuneration Committee and the wider Board, management, external advisors, shareholder advisory bodies and, of course, our shareholders themselves. As you will see set out below, we conducted the most extensive shareholder consultation programme in our history and the changes we are proposing in this Report are based directly on the feedback received.

Shareholder engagement in FY 2022 – a summary	
Period of engagement	June to August 2022
No. of shareholders:	42 (representing 80% of issued share capital)
No. of shareholders providing feedback:	36 (22 meetings, 14 via written replies; 65% of issued share capital)
No. of shareholder advisory bodies:	3
Key areas discussed:	1) 2022 AGM outcome (including changes to the VCP) – page 91 2) FY 2023-2025 Remuneration Policy – page 114-119 3) Leaver arrangements for our former CFO – page 91, 108 4) Adjustment to 2019 PSP award for Penny Ladkin-Brand – pages 92, 103-104

Further details of the feedback in relation to each of these areas (which was used to shape our final proposals and decisions) are set out in the preface to the relevant section of this Directors' Remuneration Report, as indicated by the page numbers above.

We are extremely grateful to shareholders for their time and feedback and we feel we achieved a good understanding of the wide range of views among our investor base. I recognise it is not possible to address all elements of shareholder feedback nor, I believe, is it the job of the Remuneration Committee to do so. We have listened carefully to shareholders but ultimately have taken decisions in relation to our response to the 2022 AGM vote outcome, as well as the proposed Remuneration Policy, which we believe best fit the needs of the Company and will drive value creation over the long-term. However, by being mindful of shareholder views we hope we have addressed adequately the key concerns raised during engagement in FY 2022 and, importantly, designed a Policy that not only reverts to a more typical structure for the FTSE Main Market, but is fit-for-purpose and will garner wider support from our investors than we have achieved in recent years.

The remainder of this letter provides a detailed overview of the key areas of Committee focus during the year, as summarised in the table above.

## Reflecting on the 2022 AGM

The Committee, and Board as a whole, took the voting outcome at the 2022 AGM very seriously. Following an evaluation of the feedback received from shareholders in advance of (and following) the AGM, the Committee concluded that shareholders' concerns focused primarily on two issues:

(a) the structure and continued use of the Value Creation Plan (VCP), approved by 64.3% of shareholders at the 2021 AGM; and

(b) the treatment of outstanding incentives held by the outgoing CFO, Rachel Addison, on cessation of her employment.

The Committee further reviewed each of these areas in detail, recognising the strength of sentiment that led a majority of investors to vote against the FY 2021 DRR resolution, and I used the engagement process described on page 90 to elicit further direct feedback from major investors on these matters.

### The VCP

A recap of the design of the VCP is set out on page 101.

Although the VCP was supported by around two-thirds of shareholders at the 2021 AGM, it is clear from my recent engagement that there remains a diverse range of opinions externally on the scheme; from those who strongly support the strong pay-performance linkage and the all-employee nature of the scheme, to those who fundamentally oppose (and not just at Future) such highly-leveraged arrangements and the potentially very significant payouts they can deliver to participants.

Acknowledging the majority support received for the scheme, the Committee remains fully committed to the VCP over the remainder of its life. We considered whether it would be appropriate to curtail the scheme and replace it with an alternative, but concluded this would not be the right approach for two reasons:

1. The close alignment of employee interests (c.3,000 colleagues participate in the scheme) with those of our shareholders. Whilst the awards are currently out-of-the-money and the targets are very stretching, we believe there is still alignment with the long-term strategy of Future and it provides the opportunity to achieve competitive reward for above market shareholder returns over the remainder of the performance periods.

2. Replacing the VCP now with another scheme would likely result in a rebasing of targets to lower levels given the weaker external environment we currently operate in. The Committee did not feel this approach was aligned with the interests of our shareholders.

However, in the interests of balance, we are keen to address some of the more common concerns raised by investors, by making the following changes (investor feedback on which was broadly positive):

- Slightly lengthening the holding period for the Executive Directors for tranche 3 of the VCP such that it extends beyond another public results announcement by the Company; and

- Reiterating our commitment to providing detailed narrative in each of the FY 2023, FY 2024 and FY 2025 remuneration reports on how the Committee has evaluated the appropriateness of any formulaic payouts under the VCP in the context of the underlying performance of the Group, as measured by relevant financial and operational metrics of success over the relevant period.

Those shareholders with which I engaged, while remaining divided on the pros and cons of the VCP, were generally supportive of the changes described above and these proposed modifications will now be implemented. We also consulted on a voluntary reduction in the opportunity under tranches 2 and 3 of the VCP, offered by the CEO in response to investor feedback. Following the announcement of the CEO's intention to step down from the Board by the end of 2023 (see page 74), the Committee considers that any time pro-rating of awards will supersede an immediate reduction in her outstanding units, and therefore will not implement this amendment. The appropriate leaver treatment will be agreed in due course once notice has been served and will be in line with our Policy. We anticipate such treatment will result in a greater reduction to Zillah's VCP entitlement than the proposal on which we consulted, and which the Committee therefore considers to be an appropriate mechanism to address investor concerns about quantum.

### The leaver arrangements for our former CFO

Most investors appreciated the additional disclosure provided as part of the consultation and felt it explained well the Committee's decision-making in the context of protecting long-term value for shareholders. They requested it be made available in this year's DRR (see page 108 of this Report). Some still expressed concern over the treatment (particularly not deferring part of the FY 2021 bonus into equity) but were comforted by our confirmation that we would not use this approach as a precedent going forward.

## Our Remuneration Policy for FY 2023-25

As the resolution to approve the FY 2021 DRR did not pass at the 2022 AGM, the Committee spent considerable time during FY 2022 reviewing the Policy ahead of putting it to a binding resolution at the 2023 AGM, and considering what changes were required to better support the Group strategy. As part of the review, the Committee also considered developments in market practice and corporate governance as well as changes within our own business, in proposing to revert to a more market-typical framework with future long-term incentive awards being made under the PSP. Direct feedback from shareholders has helped to shape our final proposals, including a reversion to defining long-term incentive award levels as a percentage of salary (rather than a fixed number of shares) and a reduction to the exceptional award opportunity in the scheme. No further VCP awards will be issued to incumbent or newly-appointed Executive Directors. Further details of the Policy, as well as a review of all changes and the investor feedback received on these, are set out on pages 114-119 of this Report.

We have also taken this opportunity to refresh the rules of our PSP, bringing them in line with market and governance best practice and a resolution to approve these is included in the notice of meeting.

## Directors' Remuneration Report

### Looking back – FY 2022 remuneration

#### The business context

It is important to start any discussion of the context for remuneration decisions at Future by acknowledging the Company's very high performing management team, and to frame the Committee's activities and decisions in the context of Future's overall performance and the experience of key stakeholder groups; in particular, our people.

#### Our performance

The Company has delivered another strong performance in FY 2022 with adjusted diluted EPS growing 24% compared to prior year and, while Future too has been impacted by the decline experienced across global stock markets in 2022, TSR remains strong. Other highlights:

- Audience growth of +3% with online users of 313 million (FY 2021: 306 million).
- Adjusted operating profit growth of +39% to £271.7 million (FY 2021: £195.8 million).
- Adjusted diluted EPS growth of +24% to 163.5p (FY 2021: 131.9p).
- Four acquisitions completed during the year and a further acquisition completed in October 2022.

#### Our people (see also page 42)

The Remuneration Committee is regularly informed of pay and employment conditions throughout the Group. This provides valuable input into the Committee's decision-making around Executive Director remuneration, more so in FY 2022 as the inflationary environment and increasing cost-of-living pressures have continued to impact our workforce and society more broadly. During the year, the Committee has been kept updated on:

- Awards under the Value Creation Plan (VCP) to new joiners, with awards being made in February, May and September.
- Feedback from the Employee Engagement Survey, the subsequent listening sessions and questions raised during Town Hall sessions, from the Group's SVP People on workforce initiatives and employees' perspectives on the Committee's decision-making process.
- Headline ratios, such as the CEO pay ratio (shown on page 106) and our gender pay gap (available on our website). The Committee uses this data to support its deliberations on executive remuneration, but also to inform its assessment of whether the Group's reward principles are being met.

Of particular note, this year the Committee has provided direct feedback on proposals around how Future is supporting its employees through the ongoing inflationary environment and cost-of-living pressures. It has been agreed that a tiered approach to salary inflation will be implemented in FY 2023, with the highest percentage increases being targeted at our lowest paid employees (see details in the base salary section overleaf). Additionally, this year saw another strong payout under the Group-wide profit pool, payment of which was partly accelerated for colleagues below Board level to May to support with ongoing cost-of-living challenges. A balancing payment (based on the actual outturn) will be made at the normal time in December.

We are pleased with the continued progress made during the year in these important areas, and look forward to reporting on further developments in the future.

#### Executive Director outcomes

As a result of Future's continued strong performance, the Company achieved Adjusted Operating Profit of £271.7 million, which was 9% ahead of the target for the year. The Committee therefore approved a payout of 88% of the maximum annual bonus opportunity for Zillah Byng-Thorne and Penny Ladkin-Brand in respect of FY 2022. In reaching this decision, the Committee considered the formulaic outcome against the targets set at the start of the year, the impact of acquisitions during FY 2022 and the broader underlying performance of the Group. 50% of the bonus earned will be paid in cash and 50% will be deferred in Future plc shares for two years. Further details are included on page 100.

With regard to the Group's longer-term incentives, performance conditions attached to Performance Share Plan (PSP) awards made on 25 November 2019 were tested to 30 September 2022. Over the three-year performance period, the Company's EPS growth and absolute TSR performance (each representing 50% of the award) exceeded the top end of the stretching performance ranges set at grant. Accordingly, these awards will vest in full on 30 November 2022, and will thereafter be subject to a mandatory two-year holding period. Further details are included on page 104.

The Committee is satisfied that overall pay outcomes in respect of the year ended 30 September 2022 are appropriate and reflect Future's continued strong financial and operational performance, and the experience of all key stakeholder groups. The annual bonus outcome for the year reflects another year of material profit growth, while vesting of the awards granted under the PSP in November 2019 reflects longer-term out-performance and value creation for shareholders during the period. The Committee has therefore not exercised any discretion in relation to its assessment of the outcome of the variable pay schemes but, following consultation, did use discretion to partially reinstate Penny Ladkin-Brand's PSP award, as described below. The Committee has not otherwise exercised discretion this year.

#### Partial reinstatement of the 2019 PSP award for Penny Ladkin-Brand

The Committee consulted shareholders on reinstating a portion of Penny's original 2019 PSP award as a result of her stepping back into a full-time role as CFO, after it was originally scaled back when Penny transitioned to the role of Chief Strategy Officer, with a reduced three day per week time commitment. To reflect her return to working five days per week, and in the interests of adhering to the same principles we applied in originally reducing the awards, the Committee considered it to be fair and equitable to increase the number of shares under the award by 5,870 shares, from 27,654 to 33,524. A substantial majority of investors consulted as part of my FY 2022 outreach were supportive of this adjustment, viewing it as a positive signal and a true application of our diversity and inclusion policy. Investors highlighted the importance of clear disclosure around the adjustment, and a full breakdown of the relevant calculations is therefore included on page 103.

## Looking ahead – FY 2023 remuneration

Full details of our approach to executive remuneration in FY 2023 are included on pages 98 to 104.

### Base salary

As noted earlier, a tiered approach to salary inflation has been implemented this year. In the UK we benchmark our entry salaries against the living wage association. If a colleague is paid less than the recently announced minimum, their salaries will be uplifted accordingly.

Our lowest-paid colleagues have been awarded increases of 8.21% and 7.29% (in line with outside of London living wage and London living wage inflation respectively), while salaried colleagues on an annual salary of less than £50,000 will receive an ex gratia payment worth 2% of salary on top of the general 4% salary increase, i.e. a total pay increase of 6% above the prior year. Colleagues earning above this level will receive a 4% increase.

We have also conducted a review exercise in the US and implemented state minimum salaries that we commit to paying as a minimum.

In this context, Zillah Byng-Thorne's salary (which has been frozen since 2020) has therefore been increased by 4% from 1 November 2022, in line with the level of salary inflation for other senior colleagues and below the average increase awarded to the workforce.

As part of our consultation with shareholders, we highlighted our commitment to reviewing overall pay levels for Executive Directors in FY 2023 to ensure packages remain appropriately competitive for the size and complexity of the Company under our new remuneration framework (salaries having been set intentionally low given the significant opportunity offered through the VCP). However, following the announcement that Penny Ladkin-Brand's role was being expanded materially to include the role of Chief Strategy Officer, the Committee concluded that it would be appropriate to review Penny's salary now to reflect her additional responsibilities, sustained strong performance and her integral role during a period of leadership transition. As an illustration of the additional responsibilities under her expanded remit, Penny will continue to lead all finance activities within the organisation and additionally lead on inorganic growth opportunities and execution of the strategy to deliver medium and long-term growth. These roles were previously split.

Having taken into account these factors, the Committee has resolved to increase her salary to £450,000 over two years. The Committee notes that this base salary is within the market range for other FTSE250 companies, notwithstanding that the role at Future is broader and the incumbent an above-median performer. The first of these increases (to £410,000) took effect from 1 November 2022, with a second increase due to be made from 1 October 2023 (aligning with the next financial year), subject to the Committee satisfying itself around Penny's continued individual performance and Group results.

The Committee also considered it to be in the interests of all stakeholders (primarily shareholders and our workforce) to increase Penny's notice period to 12 months from either side (previously six months), effective from 1 November 2022.

### Pension

The pension contribution for Zillah Byng-Thorne will remain at 6% of salary, being the rate available to the majority of the wider UK workforce at the time that it was agreed to reduce Zillah's previous contractual entitlement. Penny Ladkin-Brand's pension contribution (currently 6% of salary) will be further reduced to 5% of salary from 1 January 2023, to align with that available to new joiners under our standard employment contract.

### Annual bonus

The annual bonus will operate on a similar basis as last year. Maximum opportunities are unchanged (200% of salary for the CEO, 150% of salary for the CFO), and half of any amounts earned will be deferred in shares for two years. Performance will be assessed primarily against Adjusted Operating Profit targets, as in previous years. Reflecting more recent developments in investor preference, we have amended the weighting of the bonus make up, such that 90% of the total bonus amount is in relation to AOP, with the introduction of a new ESG measure, making up the remaining 10%. For FY 2023 the additional measure will be related to staff engagement.

This is the Company's first step along a path to include ESG metrics in our incentive scorecards. We have started with a people measure given our success as a business is closely tied to our ability to recruit, retain and engage a highly talented workforce. As we move forward, the Committee will keep under review the options to broaden our ESG targets to include other measures which are aligned to our strategy. We believe any metric used should be quantifiable, measurable and ideally externally comparable. As our benchmarking and measurement of these metrics matures we will also consider whether the ESG targets should be included in our annual bonus scheme, our long-term incentive plan, or both.

### PSP

Earlier this year, the Committee consulted shareholders on the reintroduction of the PSP to Policy, noting its intention at the time was that awards would first be made in FY 2024. Following the informal indication by Zillah Byng-Thorne that she would like to step down by the end of 2023, the Committee (and Board more generally) is keen to ensure that there remains a strong focus on the Group's longer-term profitability during the leadership transition process. To support this aim, we have resolved to make a PSP award to Penny Ladkin-Brand in February 2023 subject to approval of the new Remuneration Policy. This award will be set at half of the CFO's normal award level (i.e. 83.5% of salary) and, for this cycle only, will be based 100% on 3 year EPS growth. Further details of this award are included on page 104.

### Zillah Byng-Thorne

On 20 September 2022, it was announced that Zillah Byng-Thorne had informally indicated her intention to step down from the Board by the end of calendar year 2023. The Committee will determine

## Directors' Remuneration Report

the appropriate treatment of Zillah's remuneration arrangements once the timing of Zillah's leaving has been agreed, and which shall be in accordance with the Directors' Remuneration Policy and the terms of her employment agreement. Further details will be disclosed at the appropriate time.

### Conclusion

Ensuring that our remuneration approach, practices and outcomes fully support our strategy is the overarching priority for FY 2023, particularly as we transition to new leadership for the Company. I hope that you find this Report a clear account of our decision-making process during the year and the steps that the Committee has taken to address shareholder feedback received both at the last AGM and over recent years. Given the long-term nature of our remuneration schemes, the Committee does not think it is appropriate to make wholesale changes immediately. However, through the adjustments we are making to the VCP and the new Remuneration Policy we hope that shareholders can see the direction of travel is bringing Future's remuneration schemes closer to what is typical for a FTSE Main Market company.

Finally, I would like to take this opportunity to thank my fellow Committee members for their contributions during the year and the shareholders and proxy agencies for their input and engagement during this Remuneration Policy review, to help shape the new Policy presented in this Report. During this consultation we were pleased to be able to engage with so many of the Company's major shareholders. I welcome all shareholders' feedback on this report ahead of our AGM and we look forward to receiving your support for our new Remuneration Policy and Annual Report on Remuneration at our AGM on 8 February 2023.



### Mark Brooker

Chair of the Remuneration Committee  
29 November 2022

**This Report has been prepared in accordance with the provisions of the Companies Act 2006, and Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). It also meets the requirements of the UK Listing Authority's Listing Rules and the Disclosure and Transparency Rules.**

In accordance with the Regulations, the following sections of the Remuneration Report are subject to audit:

Subject Matter	Page
The single total figure of remuneration for Directors and accompanying notes	98
Directors' interests in share schemes	110-111
Payments to past Directors	108
The statement of Directors' shareholdings and share interests	109

The remaining sections of the Report are not subject to audit.



## Remuneration at a glance

The main features of the Policy as applied in FY 2022 are summarised in the table below. The table also includes details of how the Policy is intended to apply in FY 2023 if approved by shareholders at the 2023 AGM:

Element of remuneration	Application of the Remuneration Policy	
	FY 2022	FY 2023
<b>Paid over the financial year</b>		
<b>Base salary</b> See page 99 for more details	<ul style="list-style-type: none"> <li>CEO: £575,000 (no change, set in FY 2020).</li> <li>CFO: £355,250 from 31 October 2021, increased to £362,355 (+2%) from 1 January 2022, in line with the wider workforce.</li> </ul>	<ul style="list-style-type: none"> <li>CEO: £575,000, increasing to £598,000 (+4%) from 1 November 2022 in line with other senior executives and below the average for the wider workforce.</li> <li>CFSO: £362,355, increasing to £410,000 (+13%) from 1 November 2022 as part of a two-stage phased increase to reflect Penny Ladkin-Brand's increased responsibilities as Chief Financial &amp; Strategy Officer (see page 99).</li> </ul> No change to Policy.
<b>Pensions and benefits</b> See page 99 for more details	<ul style="list-style-type: none"> <li>CEO: 10.5% of salary from 1 October 2021, reduced to 6% of salary from January 2022.</li> <li>CFO: 6% of salary.</li> </ul> Benefits comprise principally car allowance, private health insurance and life assurance.	<ul style="list-style-type: none"> <li>CEO: 6% of salary.</li> <li>CFSO: 6% of salary, reducing to 5% of salary from 1 January 2023.</li> </ul> No changes to the availability of other benefits. Policy amended to remove reference to the cap of 15% of basic annual salary, reflecting that incumbent Executive Director pensions will be in line with the relevant workforce rate.
<b>Paid in the year after the relevant financial year</b>		
<b>Annual bonus</b> See page 100 for more details	Maximum opportunities of: <ul style="list-style-type: none"> <li>CEO – 200% of salary.</li> <li>CFO – 150% of salary.</li> </ul> Based on Adjusted Operating Profit, with any bonus payable 50% in cash in November 2022; and 50% in Future shares, deferred for a further two years. Awards are subject to malus and clawback (see page 116).	No change to opportunities, overall structure or malus and clawback provisions. The performance measures for FY 2023 will be 90% on Adjusted Operating Profit and 10% on ESG metrics. No change to Policy.
<b>Vest at least three years after grant, subject to performance conditions, with a post-vest holding period</b>		
<b>Value Creation Plan</b> See page 101 for more details	Following the making of awards under the VCP in FY 2021, no further awards were made to the CEO in FY 2022. The award for Penny Ladkin-Brand was increased (as set out on page 101) on her promotion to CFO.	No further awards under the VCP will be made to Executive Directors. VCP removed from proposed Policy.
<b>Performance Share Plan</b> See page 103 for more details	No PSP awards were made to Executive Directors in FY 2022 (save for the time pro-rated reinstatement to Penny Ladkin-Brand's 2019 PSP award, see page 103 for further details).	Subject to approval of the Policy, Penny Ladkin-Brand will be granted an award of 83.5% of salary shortly following the 2023 AGM, based 100% on three-year EPS performance (see page 104). No PSP awards will be granted to Zillah Byng-Thorne in FY 2023. Under the revised Policy and in response to shareholder feedback, PSP award levels will be defined as a multiple of salary (rather than a fixed number of shares) and the exceptional maximum limit will be reduced. Normal maximum annual award face value: 200% of salary Exceptional maximum annual award face value: 300% of salary
<b>Shareholding requirements</b> See page 109 for more details	<ul style="list-style-type: none"> <li>Zillah Byng-Thorne: 400% of salary.</li> <li>Penny Ladkin-Brand: 300% of salary.</li> </ul>	No change for Zillah Byng-Thorne or Penny Ladkin-Brand. In the proposed Policy, the shareholding requirement for new Executive Directors will be set at 200% of salary.

## Directors' Remuneration Report

### 2022 outcomes

Performance measure and % payout	Threshold <sup>3</sup> 25%	Target <sup>3</sup> 50%	Maximum <sup>3</sup> 100%	Actual	% weighting	% of maximum achieved
<b>Annual Bonus</b>						
Adjusted Operating Profit	£241.8m	£248.0m	£279.0m	£271.7m	100%	88%
Overall						88%
Performance measure	Threshold 25%	(50%)	Maximum 100%			
<b>PSP<sup>1</sup></b>						
Adjusted EPS in FY 2022	56p (7% CAGR)	62p (10% CAGR)	71p (16% CAGR)	163.5p	50%	100%
Absolute TSR <sup>2</sup>	6% per annum		15% per annum	15.1%	50%	100%
Overall						100%

1. Representing 100% of LTIP awards granted in November 2019, vesting of which was dependent on performance to 30 September 2022. See page 104 for further details.

2. Based on TSR performance between 30 September 2019 and 30 September 2022, with three-month averaging.

3. Adjustments are made to targets for material acquisitions, being those that contribute EBITDA of more than 15% of the total Group's EBITDA for the relevant financial year. The Dennis acquisition met this threshold but was factored into the targets when they were set. The other smaller in-year acquisitions did not meet this threshold.

### Remuneration across the company

The Remuneration Committee is responsible for the remuneration of the Executive Directors and Board Chair and has oversight of senior executive and all employee remuneration policies. This includes ensuring that the Committee is satisfied that all relevant regulatory requirements have been complied with in connection with employees of Future's regulated subsidiary.

In setting the remuneration of the Executive Directors and other senior executives, the Committee is mindful of the importance of an appropriate relationship between the remuneration policies and practices for the Executive Directors, senior executives, managers

and other colleagues within the Group. While comparison metrics are not used to determine pay policy, remuneration at all levels in Future is designed to support its remuneration principles, long-term business strategy and core purpose. It is also designed to be consistent with and support the Company's core values.

The structure of reward necessarily differs based on scope and responsibility of role, level of seniority and location. The table opposite illustrates how the core elements of Executive Director, ELT and wider Future leadership teams' pay align with the wider workforce.

## Remuneration across the company

Eligibility	Element of remuneration	Details
Employees at all levels	Base salary	Salaries are generally reviewed annually, taking into account Company and individual performance, experience and responsibilities. Future is committed to ensuring UK pay for colleagues is above living wage levels, and introduced US tiered living wage in 2021.
	Benefits	Employees across all levels of the business are eligible for a range of competitive, voluntary benefits. For all employees, Future offers health benefits, a cycle to work scheme, unlimited holiday, and enhanced maternity, paternity and adoption leave.
	Pension	Pension planning is an important part of Future's reward strategy for all employees because it is consistent with the long-term goals and horizons of the business, an approach it has been practising for a number of years. The specific Company offering differs by jurisdiction.
	All-employee share plans	UK and US employees are strongly encouraged to become shareholders through the Share Incentive Plan (SIP) or Employee Stock Purchase Plan (ESPP) and those participating are able to express their views in the same way as other shareholders.
	VCP	Colleagues at all levels participate in the VCP, which was introduced and granted in FY 2021 (and in which unallocated units have been awarded to new joiners since that date).
	Performance-related bonus - cash	All employees below Board level are eligible to participate in the profit pool, with outcomes based on Group performance. Maximum opportunities vary by employee level and jurisdiction.
Executive Directors and other senior leadership	Other long-term incentives	Key members of the senior management population are eligible to participate in long-term incentive arrangements. Incentives for senior management have an emphasis on share awards and the performance metrics align with those used at Board level.
Executive Directors only	Performance-related bonus - Deferred Annual Bonus Scheme (DABS)	Currently only Executive Directors are required to defer a proportion of their performance-related bonus into Future shares under the DABS, which supports shareholder alignment. As a result, Executive Directors are the only participants in the Scheme.
	Shareholding guidelines	All employees are strongly encouraged to become shareholders to allow them to share in the success of the Company. However, currently only Executive Directors are subject to formal shareholding guidelines (both in-post and post-exit).

# Annual report on remuneration

The following section provides details of how the existing Directors' Remuneration Policy was applied for the year ended 30 September 2022, and how the Committee intends to apply the proposed Policy in the year ending 30 September 2023.

## Single figure of remuneration for Directors (audited)

The table below sets out a single figure for the total remuneration received for the last two financial years by each Executive and non-Executive Director who served in the year ended 30 September 2022.

£'000	Year end 30 September	(A) Basic salary or fees <sup>1</sup>	(B) Taxable benefits <sup>2</sup>	(C) Annual bonus <sup>3</sup>	(D) PSP <sup>4</sup>	(E) Pension benefit <sup>5</sup>	TOTAL SINGLE FIGURE	(A+B+E) Total fixed	(C+D) Total variable
<b>Executive Directors</b>									
	2022	575	17	1,012	1,131	41	2,776	633	2,143
	2021	575	17	1,150	6,581	67	8,390	659	7,731
	2022	331	11	437	565	18	1,362	360	1,002
<b>Non-Executive Directors</b>									
	2022	206	-	-	-	-	206	206	-
	2021	202	-	-	-	-	202	202	-
	2022	57	-	-	-	-	57	57	-
	2021	55	-	-	-	-	55	55	-
	2022	67	-	-	-	-	67	67	-
	2021	55	-	-	-	-	55	55	-
	2022	77	-	-	-	-	77	77	-
	2021	75	-	-	-	-	75	75	-
	2022	57	-	-	-	-	57	57	-
	2021	55	-	-	-	-	55	55	-
	2022	67	-	-	-	-	67	67	-
	2021	65	-	-	-	-	65	65	-
	2022	82	-	-	-	-	82	82	-
	2021	33	-	-	-	-	33	33	-
<b>Former Executive Directors</b>									
	2022	30	1	-	-	2	33	33	-
	2021	354	13	533	-	21	921	388	533
<b>Total</b>	2022	1,549	29	1,449	1,696	61	4,784	1,639	3,145
	2021	1,469	30	1,683	7,030	88	10,300	1,587	8,713

### Notes:

- Meredith Amdur is US-based. During FY 2022 Meredith received US\$73,600 (FY 2021: US\$72,000) as remuneration (Sterling equivalent shown in the table above using the exchange of £1 = US\$1.3).
- Benefits for Executive Directors comprise principally car allowance, private health insurance and life assurance. There were no taxable expenses paid to any non-Executive Director in the year.
- Relates to payment for performance during the year and includes the grant date value of any amount paid in shares under the DABS. Details relating to the Annual Bonus are set out on page 100.
- The PSP figures are consistent with the approach taken in previous reports, i.e. awards are captured in the year that performance periods have ended (see page 103 for further details). 2022 figure: relates to 100% of the PSP awards granted on 23 November 2019 which will vest on 30 November 2022 following the achievement of the absolute TSR and adjusted EPS targets for the three-year period ended 30 September 2022. The value of these awards has been calculated using the three-month average share price to 30 September 2022 of 1,683.9p. Further details relating to the PSP are set out on page 103.
- 2021 figure: relates to 100% of the PSP awards granted on 23 November 2018 which vested on 30 November 2021 following the achievement of the share price target and adjusted EPS target for the three-year period ended 30 September 2021. The value of these awards has been recalculated using the spot closing price on vest date of 3,346p and is therefore different to the numbers reported in last year's report (which had been based on a three-month average share price to 30 September 2021).
- Zillah Byng-Thorne, Penny Ladkin-Brand and Rachel Addison received cash supplements in lieu of pension contributions. These additional cash payments are not included in determining their entitlement to any bonus, share-based incentive or pension entitlement.
- Penny Ladkin-Brand was reappointed to the Board as Chief Financial Officer on 1 November 2021. Her remuneration arrangements during 2022 were in line with the prevailing Remuneration Policy and consistent with those of her predecessor, namely, a salary of £355,250 per annum that increased 2% on 1 January 2022; a pension contribution (currently 6% of salary) which will be further reduced to 5% of salary from 1 January 2023, to align with that available to new joiners under our standard employment contract; and a maximum annual bonus opportunity of 150% of salary.
- Chair of the Remuneration Committee.
- Senior Independent Director and Chair of the Responsibility Committee.
- Chair of the Audit and Risk Committee.
- Independent Chair of the Group's regulated subsidiary Go.Compare.Com Limited.
- Rachel Addison stepped down from the Board on 31 October 2021. The figures shown in the table above relate to the period 1 October 2021 to 31 October 2021. Details of Rachel's other remuneration in connection with her cessation of employment are set out in the relevant section on page 108.

## Context for remuneration decisions

The context for the Committee's decision-making this year is set out in the introductory letter on pages 90 to 94.

The purpose of our remuneration policy is to deliver a remuneration package that:

- Attracts and retains high calibre Executive Directors and senior managers in a challenging and competitive business environment
- Avoids unnecessary complexity, delivering an appropriate balance between fixed and variable pay for each Executive Director and the senior management team
- Encourages long-term performance by setting challenging targets linked to sustainable growth
- Is aligned to the achievement of the Group's objectives and stakeholder interests and to the delivery of sustainable value to shareholders
- Seeks to avoid creating excessive risks in the achievement of performance targets
- Is consistent with the Company's purpose and values
- Is commensurate with pay conditions across the Group
- Is aligned to the reward principles set out on page 113
- Takes into account underlying business performance and the wider stakeholder experience

All our decisions as a Remuneration Committee are framed by this context.

### BASIC SALARY

The Committee takes into account a number of internal and external factors when reviewing salary levels. These factors include the performance of Future during the year, historic increases made to the individual and, to ensure a consistent approach, the salary review principles applied to the rest of the organisation. To date, Executive Director base salaries have been deliberately positioned below relevant market benchmarks, acknowledging the significant opportunity offered through the VCP.

#### FY2022

The CEO's salary was fixed for a period of two years in FY 2020 and she received £575,000 in FY 2022 (£575,000 in FY 2021). Rachel Addison was an Executive Director until 31 October 2021 and received an annual salary of £355,250 until her termination date of 31 December 2021. Penny Ladkin-Brand was appointed as CFO and as an Executive Director on 1 November 2021, on a salary of £355,250 per annum. She received a 2% increase to her base salary, in line with the wider workforce, to £362,355 per annum with effect from 1 January 2022.

#### FY 2023

Zillah Byng-Thorne's salary will increase by 4% (to £598,000 per annum), with effect from 1 November 2022. This is in line with other senior colleagues, and below the average increase awarded to the workforce.

As detailed on page 93, following the announcement that Penny Ladkin-Brand's role was being expanded materially to include the role of Chief Strategy Officer, the Committee concluded that it would be appropriate to review Penny's salary to reflect her additional responsibilities, sustained strong performance and her integral role during a period of leadership transition.

Having taken into account these factors, the Committee has resolved to increase her salary to £450,000 over two years to reflect this broader role and that Penny is an above-median performer. The first of these increases (to £410,000) took effect from 1 November 2022, with a second increase due to be made from 1 October 2023 (aligning with the new financial year), subject to the Committee satisfying itself around Penny's continued individual performance and Group results.

### PENSION AND BENEFITS

#### Pension entitlements

The only element of remuneration that is pensionable is basic annual salary. Employer's pension contributions were payable to the Executive Directors as a salary supplement. This additional cash payment is not included in determining their entitlement to any performance-related bonus, share-based incentive or pension. The Company had no liability in respect of the Executive Directors' pensions as at 30 September 2022. The normal retirement age under the scheme rules is 75.

#### FY 2022

Employer pension contributions were payable to the Executive Directors as a salary supplement, at a rate of 10.5% of basic annual salary for the CEO (from 1 January 2021) reducing to 6% from 1 January 2022 and 6% of basic annual salary for Penny Ladkin-Brand.

Rachel Addison received a cash supplement in lieu of pension contribution of 6% of basic salary until her termination date of 31 December 2021.

#### FY 2023

Zillah Byng-Thorne will receive a cash supplement in lieu of pension contribution of 6% of basic annual salary. Penny Ladkin-Brand's pension contribution will be reduced to 5% of salary from 1 January 2023, in line with that available to other new joiners on our current standard UK employment contract.

#### Benefits

Benefits are provided at an appropriate level taking into account market practice at similarly sized companies and the level of benefits provided for other employees in the Company. Core benefits include car allowance, private health insurance and life assurance. The current Executive Directors also have the opportunity to participate in the Company's SIP on the same terms as other UK employees.



## Annual Report on Remuneration

### ANNUAL BONUS

The Company operates an annual bonus for the Executive Directors. Maximum opportunities are 200% of salary for the CEO and 150% of salary for the CFO. The Committee believes that the overall annual bonus structure, including opportunity levels and deferral mechanism, remains largely appropriate for Future at this time.

### FY 2022

100% of the Executive Director bonus opportunity for FY 2022 was linked to Adjusted Operating Profit (AOP) performance (defined as adjusted earnings before interest and tax), with the maximum award being dependent on an overperformance vs target of 112.5%. Rachel Addison was not eligible to receive a bonus for FY 2022 reflecting her stepping down from the Board.

Actual AOP performance for the year of £271.7 million exceeded the target of £248.0 million by 10% (equivalent to 27% growth on the prior year), resulting in a formulaic outcome of 88% of maximum for this element.

Under the current scheme design, adjustments can be made to targets for material acquisitions, defined as those that contribute more than 15% of the total Group's AOP for the relevant financial year. The Dennis acquisition had been factored into these targets when they were set. Other, smaller, in-year acquisitions did not meet the materiality threshold, but were reviewed.

Performance measure	Threshold £m	Target £m	Max £m	Actual £m	% weighting	% of maximum achieved
Adjusted Operating Profit	241.8	248.0	279.0	271.7	100%	88%
<b>Overall</b>						<b>100%</b>

In confirming this outcome, the Committee took into account the broader financial and operational performance of the Group during the year, the shareholder returns generated, the experience of our key stakeholder groups, and the strong and effective leadership demonstrated by the Executive Directors.

In accordance with the Remuneration Policy, 50% of these bonus amounts has been paid in cash for the Executive Directors, with the remaining 50% to be converted to Future shares under the Deferred Annual Bonus Scheme (DABS) and deferred for two years.

Executive	Base Salary	Maximum opportunity (% salary)	Performance outcome (% of maximum)	Bonus outcome £	...of which cash £	...of which shares
Zillah Byng-Thorne	575,000	200%	88%	£1,012,000	£506,000	£506,000
Penny Ladkin-Brand	330,975	150%	88%	£436,886	£218,443	£218,443
<b>Overall</b>						<b>100%</b>

### DABS Awards granted during the year to 30 September 2022

Awards granted to Executive Directors under the DABS during the year in respect of the FY 2021 annual bonus are as set out below. The value of these DABS awards is captured in the FY 2021 single figure of remuneration. Penny Ladkin-Brand's FY 2021 annual bonus related to her previous role and so was not subject to deferral.

Executive Director	Date of award	Face value	Number of shares	Vesting date
Zillah Byng-Thorne	9 February 2022	£575,000	19,993	The first Dealing Day after the announcement of the FY 2023 results

1. The share price used to calculate the number of shares was £28.76 (the mid-market quote (MMQ) on 8 February 2022).

### DABS Awards vested during the year to 30 September 2022

Awards granted under the DABS in November 2019 in respect of the FY 2019 annual bonus reached the end of the mandatory deferral period and were released to Executive Directors on the first dealing day after the announcement of the FY 2021 results, as set out below. The value of these DABS awards was captured in the FY 2019 single figure of remuneration.

Executive Director	Date of award	No. of shares	Vesting date
Zillah Byng-Thorne	25 November 2019	25,194	24 November 2021
Penny Ladkin-Brand	25 November 2019	12,155	24 November 2021

### FY 2023

The Company will continue to operate a profit pool bonus for all employees across the Group. The annual bonus for the Executive Directors will operate on a similar basis to that operated for FY 2022. The maximum opportunity will remain at 200% of salary for the CEO and 150% of salary for the CFO. Taking into account more recent developments in investor preference, we have amended the weighting of the bonus scorecard going forward, such that 90% of the total bonus amount is in relation to AOP, with the introduction of a new ESG measure, making up the remaining 10%. For FY 2023 the additional measure will be related to staff engagement given that our success as a business is closely tied to our ability to recruit, retain and engage a highly talented workforce. The ESG metric will be reviewed on an annual basis to ensure it remains appropriate for our strategy and the metric used will be quantifiable, measurable and, where possible, externally comparable. Specific performance targets for the Annual Bonus are not disclosed due to their commercial sensitivity, however it is the Committee's intention that these will be disclosed retrospectively in next year's report. In accordance with the Policy, 50% of any bonus earned will be deferred in Future shares for two years under the DABS.

## LONG-TERM INCENTIVE PLANS

### Value Creation Plan (VCP)

The VCP was created as an all-employee scheme to match an ambitious vision for the Group and to reward the entire team if they could deliver it. The main aims of the VCP included:

- incentivising a very high performing senior leadership team through an incentive structure that offers meaningful reward if the growth plan is successful;
- closely aligning the shareholder experience with reward outcomes for our workforce; and
- further strengthening the entrepreneurial and ambitious culture on which Future's success is based through all employees participating in an equity scheme structured on broadly consistent terms.

The VCP comprises three equal tranches, based on performance measured over three periods, from 1 October 2020 to 30 September 2023; 30 September 2024; and 30 September 2025. For Executive Directors, any shares that vest will be subject to an additional holding period. Awards under the VCP are subject to malus and clawback provisions.

Units vest based on value created in terms of £ TSR, being the growth in Future's market capitalisation plus net equity cash flows to shareholders (i.e. dividends plus share buybacks, less share issues), over and above a hurdle rate of return of 10% per annum.

Future's starting market capitalisation is based on the spot closing price of a share on 30 September 2020. Value created at each measurement date will be calculated with reference to the average closing return index over the three months ending on that date. To the extent that performance does not exceed the hurdle on a measurement date, the relevant tranche will lapse in full, immediately. There will be no re-testing allowed.

The ultimate release of any shares earned under the VCP will be subject to the Committee satisfying itself that the recorded outcome is a fair reflection of the underlying business performance over the period.

Full details of the mechanics of the VCP are included on page 103 of the FY 2020 DRR.

### FY 2022

The VCP unit allocation for Penny Ladkin-Brand was increased on her stepping back into the role of CFO, bringing her overall opportunity into line with that set for the CFO at the outset of the VCP.

## Annual Report on Remuneration

Executive Director	Date of award	Number of units	Total units	Vesting date
Penny Ladkin-Brand	9 February 2022	27,472 (first tranche)	47,472	After the publication of the full year results for FY 2023
		43,000 (second tranche)	63,000	After the publication of the full year results for FY2024
		43,000 (third tranche)	63,000	After the publication of the full year results for FY2025 <sup>1</sup>

<sup>1</sup>As explained below, the post-vest hold period for tranche 3 has been extended

### FY 2023

No further VCP units will be granted to Executive Directors. As detailed in the Chair's Statement, following the voting outcome for the remuneration resolution at the 2022 AGM, the Committee undertook a detailed consultation to understand shareholder concerns with the VCP scheme and to elicit feedback on a number of proposed changes, including a lengthening of the holding period for tranche 3 of the VCP (see page 91). These changes will be implemented during FY 2023, as outlined below.

The Committee has considered in detail those aspects of the VCP design where it has received further constructive feedback. As described in detail in the letter at the start of this Directors' Remuneration Report, we are now intending to make some changes to the implementation of the plan, which it is hoped will provide investors with sufficient comfort to be able to support the retention of the in-flight VCP awards.

#### (i) Incentive time horizon

The VCP consists of multiple tranches with performance and vesting periods of three, four and five financial years. This approach aims to ensure sustained TSR performance is required over multiple years for colleagues to achieve a maximum payout from the scheme.

For Executive Directors, any shares vesting from tranche 1 are required to be held for two years after vesting, whilst shares vesting from tranche 2 must be held for an additional one-year period (in both cases to November 2025). Shares vesting from tranche 3 are subject only to a shorter holding period, being released on the fifth anniversary of grant in April 2026. This overall vesting / hold period profile was originally intended to ensure that the VCP aligned with best practice governance expectations around minimum incentive horizons and broader FTSE practice.

Feedback from shareholders suggests that some are concerned that vesting of the VCP tranches creates a cliff-edge whereby participants receive shares from each tranche simultaneously. As we show in the table overleaf, this is not the case. Vesting from each of tranches 1, 2 and 3 is spaced at 12-month intervals (being November 2023, November 2024 and November 2025 respectively).

After each tranche has vested there is then a holding period during which the participant cannot sell any vested shares. It should be noted that this is not intended as a retention mechanism. Should a participant leave the Company during the holding period, they would normally be able to retain their shares (albeit still subject to the restriction). The holding periods reduce from two years for tranche 1, to one year for tranche 2 and finally five months for tranche 3 to reflect the longer performance periods of these tranches (four and five years respectively). We designed the holding periods such that there would be at least one public results announcement from the Company between the end of the relevant performance window and the end of the holding period. In the case of tranche 1 there will actually be five public results announcements in this period (FY 2023, HY 2024, FY 2024, HY 2025 and FY 2025), for tranche 2 there will be three results announcements (FY 2024, HY 2025 and FY 2025) and currently for tranche 3 there would be one results announcement (FY 2025). These announcements are important as they provide an opportunity to validate that the share price used for calculating the vesting outcome of each tranche (three-month average to end of the performance window) is reflective of sustained business performance before the shares can be sold. Given the feedback received, we have reviewed the holding period of tranche 3 and have extended it slightly such that the release date is after publication of the half year results for FY 2026. The key dates for each tranche can be seen in the table overleaf:

Tranche	Performance period ends	Vest date	Current end of holding period	Revised end of holding period	Results announcements between end of performance window and end of hold period
1	Sept-2023	Nov-2023	Nov-2025	Nov-2025	FY23, HY24, FY24, HY25, FY25
2	Sept-2024	Nov-2024	Nov-2025	Nov-2025	FY24, HY25, FY25, FY25
3	Sept-2025	Nov-2025	Apr-2026	<b>May-2026</b>	<b>FY25, HY26</b>

The Committee believes that this revision appropriately reflects the feedback received from shareholders, ensuring that each tranche is followed by a holding period which covers at least two sets of results. The Committee considers that this adds a further safeguard of the sustainability of the value created by reference to reported financial and non-financial outcomes.

(ii) Single performance measure

As noted above, value creation under the VCP is calculated with reference to Future's absolute TSR over three performance periods. The use of a single performance measure is simple, but considered by some investors to be too one-dimensional. We also note concerns that the use of absolute TSR potentially rewards general market movements (i.e. rather than the efforts of our colleagues).

In order to ensure that payouts under the scheme are appropriate, we designed the VCP such that the ultimate release of any shares is subject to the Committee satisfying itself that the recorded share price performance is a fair reflection of the underlying performance of the business (see FY 2020 DRR, page 103). Reflecting subsequent feedback received from investors, the Committee can confirm that it remains committed to providing a detailed narrative on its assessment of underlying performance in future DRRs, including further information on the range of financial and operational metrics considered. We have deliberately not set specific performance measures or targets, preferring that this determination is based on a holistic assessment reflecting all relevant factors at the time (and which may evolve over the five-year VCP term).

We also consulted on a voluntary reduction in the opportunity under tranches 2 and 3 of the VCP, offered by the CEO in response to investor feedback. Following the announcement of the CEO's intention to step down from the Board by the end of 2023 (see page 74), the Committee considers that any time pro-rating of awards will supersede an immediate reduction in her outstanding units, and therefore will not implement this amendment. The appropriate leaver treatment will be agreed in due course once notice has been served and will be in line with our Remuneration Policy. We anticipate such treatment will result in a greater reduction to Zillah's VCP entitlement than the proposal on which we consulted, and which the Committee therefore considers to be an appropriate mechanism to address investor concerns about quantum.

## Performance Share Plan (PSP)

### FY 2022

As detailed in the Chair's Statement, a portion of Penny Ladkin-Brand's 2019 PSP opportunity that was previously scaled back to reflect her role change in 2020, was reinstated during FY 2022 to reflect her having resumed the role of CFO and having stepped back into a full-time position. The reinstated portion is as set out below:

Executive Director	Date of award	Shares granted	Market value on date of award
Penny Ladkin-Brand	9 Sept 2022	5,870	£96,738

This reinstatement is considered by the Committee to be fair and equitable, following the same time prorating principles as had applied in originally reducing her outstanding PSP as she moved to a three day per week time commitment as Chief Strategy Officer (CSO), as shown below. The original PSP award was for 41,337 shares.

### Original time prorating calculation

Role	Time commitment (% FTE) (A)	From	To	% of period in role (B)	Applied to original 2019 award (41,337 x A x B)
CFO	100%	25 Nov 2019	31 May 2020	17.25%	7,130
CSO	60%	1 Jun 2020	1 Nov 2022	82.75%	20,524
				Reduced award	27,654

### Revised time prorating calculation:

Role	Time commitment (% FTE) (A)	From	To	% of period in role (B)	Applied to original 2019 award (41,337 x A x B)
CFO	100%	25 Nov 2019	31 May 2020	17.25%	7,130
CSO	60%	1 Jun 2020	31 Oct 2021	47.25%	11,719
CFO	100%	1 Nov-2021	25 Nov 2022	35.50%	14,675
				Revised award	33,524 (+5,870)

## Annual Report on Remuneration

As highlighted in the introductory letter on page 92 we discussed this adjustment to Penny Ladkin-Brand's 2019 PSP award with our shareholders as part of the consultation. An overwhelming majority of investors are supportive of the adjustment to Penny's 2019 PSP award. They view it as a strong signal by the organisation that we will support employees who wish to return to full-time work and a true application of our DE&I policy.

No PSP awards were granted to Zillah Byng-Thorne during FY 2022.

Performance conditions attached to 2019 PSP awards were tested to 30 September 2022. Over the three-year performance period, the Company's adjusted EPS growth and absolute TSR performance (each representing 50% of the award) exceeded the targets set at grant.

Measure	Targets	Outcome	Vesting
Adjusted EPS for year ended 30 September 2022	0% vesting below 7% CAGR (56p) 25% vesting for 7% CAGR (56p) 50% vesting for 10% CAGR (62p) 100% vesting for 16% CAGR (71p) Straight-line vesting between these points	51% CAGR 163.5p	100%
Absolute TSR (between 30 September 2019 and 30 September 2022, with three-month averaging)	0% vesting below 6% p.a. 25% vesting for 6% p.a. 100% vesting for 15% p.a. Straight-line vesting between these points	15.1% p.a.	100%

As with the annual bonus, in confirming this outcome the Committee took into account the broader financial and operational performance of the Group over the three-year performance period, the strong returns generated for shareholders and the effective leadership demonstrated by the Executive Directors. Accordingly, these awards will vest in full on 30 November 2022, and will thereafter be subject to a mandatory two-year holding period:

Executive	Shares subject to award	Performance outcome (% of maximum)	Share price on vesting <sup>1</sup>	PSP outcome
Zillah Byng-Thorne	67,185	100%	1,683.9p	£1,131,328
Penny Ladkin-Brand	33,524	100%	1,683.9p	£564,511

<sup>1</sup> three-month average share price to 30 September 2022.

The value attributable to share price appreciation above the share price at the date of grant (1,480p) was c.£137,000 for Zillah Byng-Thorne (c.12% of the total value reported) and c.£68,355 for Penny Ladkin-Brand (c.12% of the total value reported). The Committee has not exercised any discretion in respect of this share price appreciation.

### FY 2023

Earlier this year, the Committee consulted shareholders on the reintroduction of the PSP to Policy, noting its intention at the time was that awards would first be made in FY 2024. Following the informal indication by Zillah Byng-Thorne that she would like to step down by the end of 2023, the Committee (and Board more generally) is keen to ensure that there remains a strong focus on the Group's longer-term profitability during the leadership transition process. To support this aim, we have resolved to make a PSP award to Penny Ladkin-Brand in February 2023 following approval of the new Remuneration Policy. This award will be set at half of the CFO's normal award level (i.e. 83.5% of salary) and, for this cycle only, will be based 100% on three year EPS growth to FY 2025. Details of the targets applying to this award – which were set having considered a range of relevant internal and external reference points – are included in the table below:

Measure	Target	Vesting outcome <sup>1</sup>
Adjusted EPS for year ended 30 September 2025	Below 176p 176p 189p 200p	0% 25% 50% 100%

<sup>1</sup> Straightline vesting between these points.

These targets represent underlying EPS CAGR of 5% at threshold vesting, 7.5% at 50% vesting and 10% at maximum vesting. The specific EPS targets have been set recognising the negative impact expected over the performance period from rising corporation tax and interest rates. In the current economic climate the Committee believes these targets are appropriately stretching.

Zillah Byng-Thorne will not receive a PSP award during FY 2023.



## Percentage change in remuneration of Directors and employees

As required under the reporting regulations, the Committee reviews the year-on-year change in the level of Board Director salaries, fees, taxable benefits and bonus payments, compared with the wider workforce. This analysis will be built up over time to display a five-year history.

The analysis is based on the average earnings per employee in order to avoid distortions to the Group's total wage bill because of the movements in the number of employees. The comparator group used is all Future employees, although as noted below, a change in the geographic mix of our workforce has resulted in a decrease in average all employee remuneration. For FY 2021 the percentage increases reported for certain Directors reflect voluntary reductions taken in FY 2020.

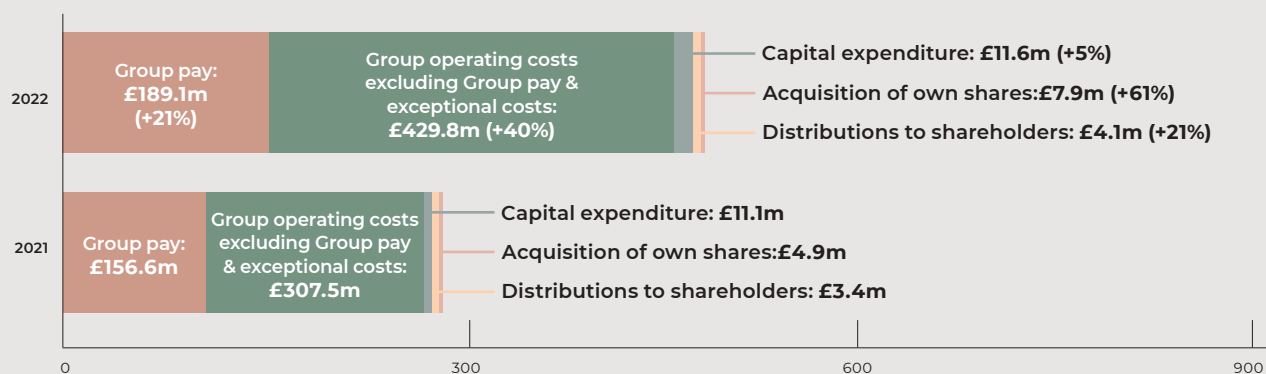
Director <sup>1</sup>	Basic salary/fee <sup>2</sup>			Taxable benefits			Bonus <sup>3</sup>		
	FY 2022	FY 2021	FY 2020	FY 2022	FY 2021	FY 2020	FY 2022	FY 2021	FY 2020
<b>Executive Directors</b>									
Zillah Byng-Thorne	0%	26%	(4)%	0%	0%	0%	(12)%	21%	33%
Penny Ladkin-Brand	N/A	N/A	8%	N/A	N/A	0%	N/A	N/A	53%
Rachel Addison	0%	1%	N/A	0%	0%	N/A	(100)%	2%	N/A
<b>Non-Executive Directors</b>									
Richard Huntingford	2%	42%	18%	N/A	N/A	N/A	N/A	N/A	N/A
Meredith Amdur	4%	2%	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mark Brooker	22%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Hugo Drayton	3%	19%	19%	N/A	N/A	N/A	N/A	N/A	N/A
Rob Hattrell	4%	20%	2%	N/A	N/A	N/A	N/A	N/A	N/A
Alan Newman	3%	23%	6%	N/A	N/A	N/A	N/A	N/A	N/A
Angela Seymour-Jackson	29%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>All employees<sup>4</sup></b>	(2)%	(6)%	(1)%	13%	(6)%	3%	(35)%	(28)%	0%

### Notes:

- Salary/fees for FY 2020 reflect the voluntary temporary reductions of 20% in March (half of month), April and May 2020. Remuneration for any part-year served has been annualised for comparison purposes.
- Changes in Directors and roles during the FY 2021 and FY 2022 financial years were as follows:
  - Mark Brooker was appointed to the Board as a non-Executive Director on 1 October 2020 and Chair of the Remuneration Committee on 1 October 2021.
  - Hugo Drayton stepped down as Chair of the Remuneration Committee on 1 October 2021 and was appointed as Chair of the Responsibility Committee on 1 October 2021.
  - Angela Seymour-Jackson was appointed to the Board as a non-Executive Director on 22 February 2021 and as Chair of GoCompare.Com Limited on 1 June 2021.
  - Rachel Addison stepped down from the Board on 31 October 2021.
  - Penny Ladkin-Brand was appointed to the Board as CFO on 1 November 2021.
- The figures shown are reflective of any bonus earned during the respective financial year. Non-Executive Directors are not eligible to participate in the bonus scheme.
- As a result of acquisitions during FY 2021 a higher proportion of employees are now based in the UK rather than the US and in lower cost locations outside of London. This change in geographic mix of the employee population has resulted in an overall decrease in all-employee remuneration including bonus.

## Relative importance of spend on pay

The relative importance of spend on pay for the business is shown in the table below.



The chart above shows the actual expenditure of the Group, and change between the current and previous years, on remuneration paid to all employees compared to the total operating costs for the Group excluding exceptional costs and remuneration, investment in capital expenditure, EBT share purchase, and distributions to shareholders. These are considered to be the areas of material outgoings for the Group relating to core performance. Figures are derived from the Group's consolidated financial statements. Distribution to shareholders figures in the table relate to the dividends paid (or payable) for the FY 2021 and FY 2022 financial years being, respectively, (i) the 2.8p final dividend for the FY 2021 financial year paid in February 2022; and (ii) the 3.4p final dividend proposed for the FY 2022 financial year, payable in February 2023. The dividend figure of £4.1m in the chart above is based on the issued share capital of 120.9m at 30 September 2022.

## Annual Report on Remuneration

### CEO pay ratio

UK reporting regulations require companies with 250 employees or more to publish information on the pay ratio of the CEO to UK employees, and to build this up over time until it covers a rolling 10-year period. In line with this requirement, the table below adds to the FY 2021 analysis the ratio of CEO total pay to that of three employees indicative of lower quartile (P25), median (P50) and

upper quartile (P75) pay received during the financial year ended 30 September 2022 and includes basic salary, benefits, pension contributions, and the value received from incentive plans. On average the Future plc Group employed 2,274 UK employees during the financial year ended 30 September 2022.

Financial year	Calculation methodology	Lower quartile (P25)	Median (P50)	Upper quartile (P75)
2022	Option B	104:1	86:1	65:1
2021	Option B	311:1	240:1	184:1
2020	Option B	107:1	84:1	66:1

During 2021 the CEO had a large number of shares vest which, as a result of Future's strong share price performance, increased the reported pay ratio.

The Committee has opted to use data already available from the gender pay reporting as the basis for identifying employees at P25, P50 and P75 ('Option B'). This excludes pension. We believe this provides a reasonable estimate for employees' pay at these levels within the organisation.

Individuals positioned at each quartile were identified using the most recent gender pay gap report in 2022 (which uses data from 5 April 2021). Total full-time equivalent remuneration for each of these individuals was then calculated on the same basis as used in the single figure table for the CEO. All figures are total amounts

paid to full-time employees. Total compensation figures have been checked to ensure the employees identified are representative of pay at these levels in the organisation. The data points are reflective of our Company structure and types of roles across the organisation and accordingly the Committee believes the median pay ratio for FY 2022 is consistent with the pay, reward and progression policies for the Company's UK employees taken as a whole.

A summary of the salaries and total single figures of remuneration for the relevant individuals in FY 2022 is included in the table below:

Pay level	CEO	Lower quartile (P25)	Median (P50)	Upper quartile (P75)
Salary	£575,000	£24,461	£31,628	£40,957
Single figure of remuneration	£2,776,000	£26,711	£32,378	£42,457

### Fees for non-Executive Directors and the Chair

Non-Executive Directors do not participate in any of the Company's share incentive arrangements, nor do they receive any benefits. Fees are reviewed annually, in line with the wider workforce, with

the Board Chair's fees set by the Committee, and those for the non-Executive Directors set by the Board as a whole. The rates for the Chair's and non-Executive Directors' fees are:

	Fees effective from 1 March 2021	Fees effective from 1 January 2022	Fees effective from 1 November 2022
<b>Base fees</b>			
Board Chair <sup>1</sup>	£203,000	£207,060	£207,060
Non-Executive Director <sup>2</sup>	£55,825	£56,940	£59,218
<b>Additional fees</b>			
Senior Independent Director	£10,000	£10,000	£10,400
Audit and Risk Committee Chair	£10,000	£10,000	£10,400
Remuneration Committee Chair	£10,000	£10,000	£10,400
Responsibility Committee Chair	£10,000	£10,000	£10,400
GoCompare.Com Limited Chair	£25,000	£25,000	£26,000
GoCompare.Com Consumer Champion INED fee	-	£15,000	£15,600

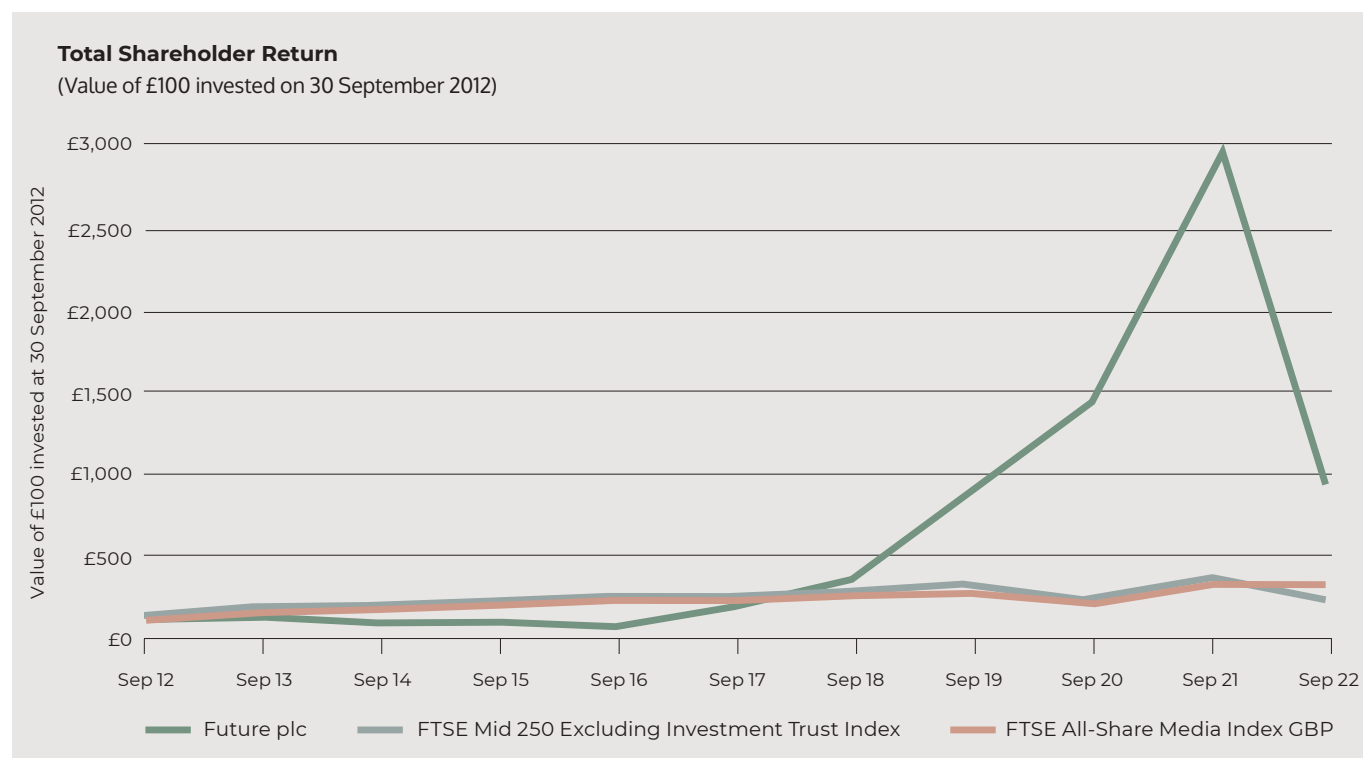
1. Richard Huntingford has waived his increase in fees that was proposed to be effective from 1 November 2022.

2. Meredith Amdur is paid in US\$ and for FY 2023 this will be subject to a fixed exchange rate of £1=US\$1.2

## Review of past performance

This graph shows a comparison of Future's total shareholder return (share price growth plus dividends) with that of the FTSE All-Share Media Index and the FTSE Mid 250 Index (excluding investment trusts). The FTSE All-Share Media Index was selected as it provides

a comparison of Future's performance relative to the other companies in its sector, whilst the FTSE Mid 250 Index is shown to reflect the Group having moved up to a Premium Listing and its inclusion in the FTSE250 index during 2019.



The table below shows the CEO's single figure of remuneration and variable pay outcomes over the same period as the graph above.

Year	Mark Wood				Zillah Byng-Thorne					
	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022
CEO single figure of remuneration £'000	£331	£306	£471	£347	£5,425	£10,881	£5,678	£3,685	£8,390	£2,776
Annual Bonus (% of Maximum)	0%	20%	36%	0%	88%	100%	100%	100%	100%	88%
PSP Vesting (% of Maximum)	0%	0%	0%	0%	100%	100%	100%	100%	100%	100%

### Notes:

- The first awards granted to Mark Wood under the PSP were granted in January 2012 and lapsed on 18 January 2015, since the relevant performance criteria were not met.
- The first awards granted to Zillah Byng-Thorne under the PSP were granted in December 2013 and lapsed on 16 December 2016, as the relevant performance criteria were not met.
- The single figure for Zillah Byng-Thorne for 2014 includes five months of her CFO's salary and six months of her salary as CEO.
- Zillah Byng-Thorne waived her performance-related bonus for 2016.
- Zillah Byng-Thorne received a transaction bonus of £350,000 following the successful completion of the Imagine acquisition in October 2016. The right to a performance-related bonus was waived in 2016 as a result of this transaction bonus being paid. The 88% in the table reflects the combination of this transaction bonus, the profit pool bonus which was awarded as a result of EBITDA performance achieved for 2017 and the further bonus of 50% of current salary (to be satisfied in shares that must be held for at least one year) for the achievement of 2017 target EBITDA.
- FY 2021 figures restated to reflect the share price at date of vest for PSP awards granted in November 2018.

## Payments to past Directors (audited)

### Chief Financial Officer

As set out in last year's report, Rachel Addison stepped down as CFO and from the Board of Directors on 31 October 2021. In addition to the amounts included in the single figure table on page 98, Rachel received the following payments during FY 2022, which are as set out in last year's report:

- £64,802 comprising salary and contractual benefits (including pension and car allowance) over the period 1 November to 31 December 2021 when she remained an employee on Garden Leave; and
- £118,417 comprising contractual payments over the balance of her notice period, paid monthly in four instalments (January - April 2022).

Rachel's share plan awards were treated as follows:

- PSP (FY 2020) vested in full on termination (17,222 shares);
- DABS (FY 2020) accelerated and vested in full on termination (4,994 shares); and
- Of the 63,000 VCP units per tranche awarded, 25,830 units from tranche 1 did not lapse, whilst the remainder of tranche 1 units (37,170) together with all tranche 2 (63,000) and tranche 3 (63,000) units, lapsed on termination.

All outstanding share awards remain subject to the original vesting conditions and timescales, as well as malus and clawback.

As noted in the Chair's Statement on page 91, the Committee recognises that its decisions around the leaver treatment of Rachel Addison contributed to the low vote at the 2022 AGM.

Whilst Rachel Addison's leaver arrangements were reported last year and voted on at the 2022 AGM, the Committee felt it was important to provide additional transparency on the decisions in

this year's DRR. This is in direct response to feedback from our shareholders. The Committee deviated from the default 'good leaver' treatment for Rachel's outstanding incentives in a number of ways. On the VCP, the Committee elected to entirely lapse the four- and five-year tranches, allowing Rachel to retain a time prorated interest only in the three-year tranche. This was an application of downwards discretion (by lapsing Rachel's entitlement to value created by the Group over the longer-term following her departure) compared to the default application envisaged by the Plan rules approved by shareholders in 2021 (which proposed that a good leaver would ordinarily retain a time pro-rated entitlement in all three VCP tranches). It also freed up a material number of units in the VCP to be awarded to other participants to recognise their contribution to Future's success. Set against this use of downwards discretion, the Committee resolved to disapply time pro-rating for the 2019 PSP, and to accelerate vesting of this award. This decision was framed by the context of over two-thirds of the PSP vesting period having already elapsed, and with performance at that date far exceeding the targets applying to the awards. The Committee also decided to pay the FY 2021 annual bonus wholly in cash, rather than requiring deferral of 50% of the amount earned in Future shares.

The Committee recognises that the overall leaver treatment applied for Rachel Addison was unusual, but remains satisfied that the relative value of upwards discretion on the 2019 PSP (estimated to be c. £292k at the date the decision was taken) was more than offset by the value of downwards discretion applied to the VCP (c.£974k at the date the decision was taken). We considered it to be both fair and appropriate in the circumstances, but recognise that the manner in which we communicated the use of discretion in the Remuneration Report was insufficiently clear, and thereby failed to convey to shareholders the commercial rationale to support the decision.

Incentive	Approach	Awards retained	Share price on date of announcement (4 October 2021)	Expected vest for performance	Implied value of awards
PSP	Default 'good leaver'	9,089	£35.90	100%	£326k
	Actual	17,222			£618k
Value of upwards discretion (i.e. actual less default)					+£292k
Incentive	Approach	Units retained	Share price on date of announcement (4 October 2021)	VCP aggregate embedded gain at time	Implied value of units at time
VCP (T1)	Default 'good leaver'	25,830	£35.90	£42.1m	£1,129k
	Actual	25,830			£1,129k
VCP (T2)	Default 'good leaver'	19,688	£35.90	£31.9m	£641k
	Actual	0			-
VCP (T3)	Default 'good leaver'	15,750	£35.90	£20.7m	£332k
	Actual	0			-
Value of downwards discretion (i.e. actual less default)					-£974k

We also accept the expectation expressed by shareholders that any bonus payable to a departing Executive Director should continue to be part deferred into equity in line with the default provisions of the Policy; and will seek to do so going forward subject to the circumstances of that departure.

The Committee believes that retaining flexibility in the Policy around the treatment of leavers is both prudent and aligned with market practice. It also provides us with the means to act in the

best interests of the Company and shareholders, by taking into account at the time the specific circumstances of each case. Equally, we take on board the feedback received and are committed to deviating from the default treatment for departing executives only in truly exceptional circumstances, making sure to clearly explain the underlying rationale for any such decision. The Committee would like to confirm that the approach taken in relation to Rachel Addison's outstanding incentives is not indicative of a precedent for any future leavers, including in comparable circumstances to these.

## Statement of Directors' shareholding and share interests (audited)

The Company has a policy on share ownership by Executive Directors (as amended with effect from the 2021 AGM) under which Zillah Byng-Thorne is required to build up a holding of shares of 400% of salary and Penny Ladkin-Brand is required to build up a holding of shares of 300% of salary over a five-year period from appointment. Zillah Byng-Thorne and Penny Ladkin-Brand both currently meet this requirement.

In respect of Zillah Byng-Thorne, the relevant five-year period commenced on 1 November 2013 and ended on 31 October 2018. As at 30 September 2022, Zillah Byng-Thorne had a holding of 256,100 shares which, at the share price on the same date, were worth £3,380,520 (588% of salary).

In respect of Penny Ladkin-Brand, the period commenced on 1 November 2021, the date upon which she rejoined the Board. As at 30 September 2022, Penny Ladkin-Brand had a holding of 158,053 shares which, at the share price on the same date, were worth £2,086,300 (576% of salary).

Directors in office at 30 September 2022 <sup>1</sup>	Balance as at 30 September 2021 <sup>2</sup>	Purchases during the year	Share scheme exercises during the year	Sales during the year	Balance as at 30 September 2022 <sup>3</sup>
<b>Executive Directors</b>					
Zillah Byng-Thorne <sup>4</sup>	267,746	8,703	130,000	(150,349)	256,100
Penny Ladkin-Brand <sup>5</sup>	150,915	7,138	-	-	158,053
<b>Non-Executive Directors</b>					
Richard Huntingford	24,500	-	-	-	24,500
Meredith Amdur	385	-	-	-	385
Mark Brooker	1,500	-	-	-	1,500
Hugo Drayton	2,376	-	-	-	2,376
Rob Hattrell	-	-	-	-	-
Alan Newman	8,750	-	-	-	8,750
Angela Seymour-Jackson	3,145	-	-	-	3,145
<b>Total</b>	<b>459,317</b>	<b>15,841</b>	<b>130,000</b>	<b>(150,349)</b>	<b>454,809</b>

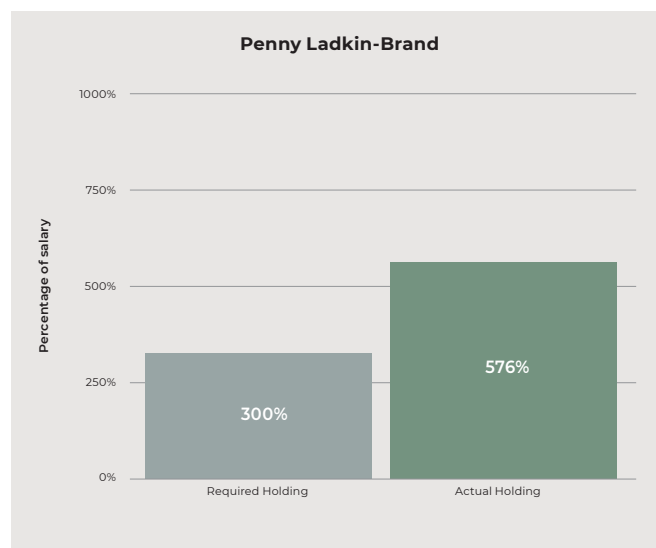
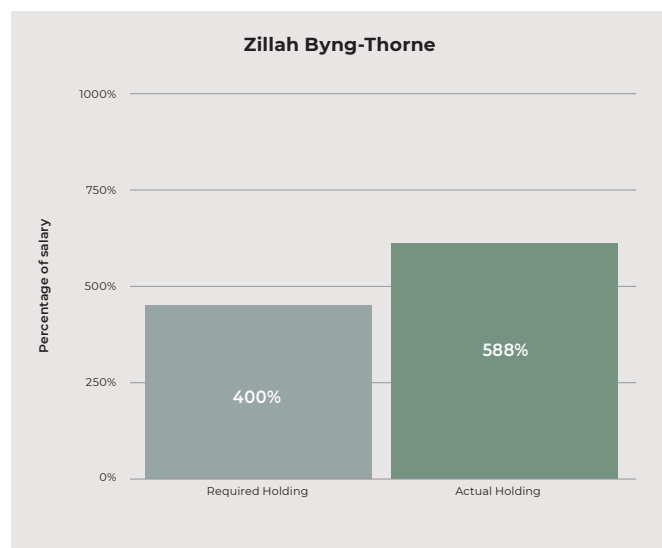
### Notes:

- All holdings are beneficial.
- Or on appointment, if later.
- Details of the share options and awards for Executive Directors are set out on page 110. No such options or awards are granted to non-Executive Directors.
- On 14 December 2021, Zillah Byng-Thorne exercised her award over 130,000 Ordinary shares from the award which had vested on 25 November 2020 and subsequently sold these on the same day at a price of £35.78 per Ordinary share. On the same date she sold an additional 20,349 shares at a price of £35.78 per Ordinary share. Max Thorne (husband of Zillah Byng-Thorne) sold 62,050 shares at a price of £35.78 on 14 December 2021. On 3 February 2022 Zillah Byng-Thorne purchased 7,427 shares at a price of £31.42. On 22 September 2022 Zillah Byng-Thorne purchased 1,276 shares at a price of £14.35 and Max Thorne (husband of Zillah Byng-Thorne) purchased 2,100 shares at a price of £13.83 per Ordinary Share.
- On 22 September 2022 Penny Ladkin-Brand bought 7,138 shares at a price of £13.87 per Ordinary Share.



## Annual Report on Remuneration

### Executive Director shareholdings



### Directors' interests in share schemes (audited)

Details of units, options and other share incentives held by Executive Directors and movements during the year are set out in the tables below:

#### DABS

Director	Date of grant	End of deferral period	Balance at 1 Oct 2021	Granted during the year	Released during the year	Balance at 30 Sept 2022
Zillah Byng-Thorne	25 Nov 2019	First dealing day after the announcement of the FY 2021 results	25,194	-	-	25,194
	17 Dec 2020	First dealing day after the announcement of the FY 2022 results	27,111	-	-	27,111
	9 Feb 2022	First dealing day after the announcement of the FY 2023 results	-	19,993	-	19,993
<b>Total</b>			<b>52,305</b>	<b>19,993</b>	<b>-</b>	<b>72,298</b>
Penny Ladkin-Brand	25 Nov 2019	First dealing day after the announcement of the FY 2021 results	12,155	-	-	12,155
	17 Dec 2020	First dealing day after the announcement of the FY 2022 results	9,988	-	-	9,988
<b>Total</b>			<b>22,143</b>	<b>-</b>	<b>-</b>	<b>22,143</b>

## PSP

Director	Date of grant <sup>1</sup>	Earliest exercise date	Expiry date	Exercise price per share (p)	Balance at 1 Oct 2021	Granted during the year	Vested during the year	Exercised during the year	Balance at 30 Sept 2022
Zillah Byng-Thorne	24 Nov 2017	First dealing day after the announcement of the FY 2020 results	24 Nov 2027	Nil	134,345	-	-	(130,000)	4,345
	23 Nov 2018	First dealing day after the announcement of the FY 2021 results	23 Nov 2028	Nil	196,687	-	196,687	-	196,687
	25 Nov 2019	First dealing day after the announcement of the FY 2022 results	25 Nov 2029	Nil	67,185	-	-	-	67,185
<b>Total</b>					<b>398,217</b>	<b>-</b>	<b>196,687</b>	<b>(130,000)</b>	<b>268,217</b>
Penny Ladkin-Brand <sup>3</sup>	23 Nov 2018	First dealing day after the announcement of the FY 2021 results	23 Nov 2028	Nil	76,344	-	76,344	-	76,344
	25 Nov 2019	First dealing day after the announcement of the FY 2022 results	25 Nov 2029	Nil	27,654	-	-	-	27,654
	9 Sept 2022 <sup>5</sup>	First dealing day after the announcement of the FY 2022 results	25 Nov 2029	Nil	-	5,870	-	-	5,870
<b>Total</b>					<b>103,998</b>	<b>5,870</b>	<b>76,344</b>	<b>-</b>	<b>109,868</b>

### Notes:

- Awards granted since November 2018 are subject to a mandatory two-year holding period following vesting.
- Details of awards vesting during the year were set out in last year's report.
- On 1 November 2021 Penny Ladkin-Brand was appointed to the Board as an Executive Director.
- All outstanding awards were converted to nil-cost options as at 20 November 2020.
- This was a deed of amendment rather than a grant, please see page 103 for further information.

## VCP

Director	Date of grant	Vesting date	Balance as at 1 October 2021	Granted during the year	Released during the year	Balance as at 30 September 2022	Holding period
Zillah Byng-Thorne	14 Apr 2021	The first Dealing Day after the announcement of the FY23 results	140,000	-	-	140,000	Any shares awarded in respect of tranche 1 will be subject to a mandatory two-year holding period after vesting (to November 2025)
	14 Apr 2021	The first Dealing Day after the announcement of the FY24 results	140,000	-	-	140,000	Any shares awarded in respect of tranche 2 will be subject to a mandatory additional one-year holding period after vesting (to November 2025)
	14 Apr 2021	The first Dealing Day after the announcement of the FY25 results	140,000	-	-	140,000	Any shares awarded in respect of tranche 3 will be subject to a further holding period until after publication of the half year results for FY 2026
Penny Ladkin-Brand	14 Apr 2021	The first Dealing Day after the announcement of the FY23 results	20,000	-	-	20,000	Any shares awarded in respect of tranche 1 will be subject to a mandatory two-year holding period after vesting (to November 2025)
	9 Feb 2022		-	27,472	-	27,472	
	14 Apr 2021	The first Dealing Day after the announcement of the FY24 results	20,000	-	-	20,000	Any shares awarded in respect of tranche 2 will be subject to a mandatory additional one-year holding period after vesting (to November 2025)
	9 Feb 2022		-	43,000	-	43,000	
	14 Apr 2021	The first Dealing Day after the announcement of the FY25 results	20,000	-	-	20,000	Any shares awarded in respect of tranche 3 will be subject to a further holding period until after publication of the half year results for FY 2026
	9 Feb 2022		-	43,000	-	43,000	
<b>Total</b>							

The key features of the VCP are as set out on page 101.

## Annual Report on Remuneration

### Governance

The Committee is responsible for determining the overall remuneration policy of the Group, and in particular:

- Determining the appropriate basic annual salaries, incentive arrangements and terms of employment of Executive Directors;
- Monitoring and reviewing the level and make-up of the remuneration packages of senior managers, including bonus schemes and share-based incentives, and ensuring that remuneration policies and practices do not encourage excessive risk-taking;
- Setting the Board Chair's remuneration; and
- Approving the terms of any new share-based incentive scheme for any employees of the Group, subject, where appropriate, to shareholder approval.

The terms of reference of the Remuneration Committee, reviewed annually, are available on the Company's website ([www.futureplc.com](http://www.futureplc.com)).

### Advisers

The Committee is informed of key developments and best practice in the field of remuneration and obtains advice from independent external consultants, when required, on individual remuneration packages and executive remuneration practices in general.

Ellason LLP are the Committee's independent adviser and were appointed by the Committee in January 2021 in place of Mercer Ltd to provide regulatory guidance, advice on remuneration trends and advice on other remuneration matters during the year. Fees paid to Ellason for services provided to the Committee during the financial year were £59,393 (2021: £33,400 and £7,263 to Mercer and Ellason respectively) on the basis of time and materials.

Ellason does not provide any other services to the Group or any of the Directors and the Committee is satisfied that Ellason remains independent. Ellason is a member and signatory to the Remuneration Consultants' Code of Conduct ([www.remunerationconsultantsgroup.com](http://www.remunerationconsultantsgroup.com)) which requires that their advice be objective and impartial.

### Shareholder voting

The table shows the results of the advisory vote on the FY 2021 Remuneration Report at the 2022 AGM and the binding vote on the Remuneration Policy at the 2021 AGM.

The Company published a statement following the 2022 AGM and published an update to that statement on its website on 20 July 2022. The Committee's response to this feedback is covered in more detail in the Chair's Statement on page 90. As set out in the Statement, the Committee continues to monitor evolving best practice on remuneration matters, and welcomes dialogue with shareholders on an ongoing basis.

### Dilution

Awards under Future plc incentive plans may be satisfied by treasury shares or the issue of new shares or the purchase of shares in the market.

Under Investment Association guidelines, the issue of new shares or reissue of treasury shares under a plan, when aggregated with awards under all of a company's other schemes, must not exceed 10% of the issued ordinary share capital (adjusted for share issuance and cancellation) in any rolling ten-year period. As at 30 September 2022 this limit had not been exceeded (9.5%). In 2021 the Committee reinstated a secondary, '5% in 10 years' dilution limit (which had previously been waived with shareholder approval when Future moved to a Standard listing in 2015), to apply prospectively for any future discretionary awards as the Committee recognises this is in line with generally-accepted principles of good governance. As at 30 September 2022 this limit had not been exceeded (0.4%).

	Remuneration Report FY 2021	Remuneration Policy
<b>For</b> (including discretionary)	44,450,501 (44.56%)	53,001,306 (64.24%)
<b>Against</b>	55,313,381 (55.44%)	29,503,129 (35.76%)
<b>Total votes cast</b> (excluding withheld votes)	99,763,882 (82.59% of the total voting rights)	82,504,435 (84.18% of the total voting rights)
<b>Votes withheld</b>	5,003,951	4,511,607

## Remuneration Principles

<p><b>Clarity</b></p> <p>Code provision: Remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce</p>	<ul style="list-style-type: none"> <li>• Our Policy is designed to be sustainable and simple. It supports and rewards diligent and effective stewardship that is vital to the delivery of Future’s core purpose of changing people’s lives through sharing our knowledge and expertise with others, making it easy and fun for them to do what they want; and our strategy of creating value for shareholders and all stakeholders.</li> <li>• The proposed Policy is largely unchanged from that previously approved by shareholders. It is already embedded into the business and is well understood by participants and shareholders alike. The one major update – the removal of the VCP going forward – serves to simplify our overall approach to executive remuneration and respond to shareholder feedback on the leveraged and one-off nature of the VCP opportunity.</li> <li>• The Policy clearly sets out the terms under which it can be operated including appropriate limits in terms of quantum, the measures which can be used and discretions which could be applied if appropriate.</li> <li>• Transparency in approach remains a cornerstone of our Policy. Detailed disclosure of the relevant performance assessments and outcomes is provided at the appropriate time in the spirit of transparency for shareholders.</li> </ul>
<p><b>Simplicity</b></p> <p>Code provision: Remuneration structures should avoid complexity and their rationale and operation should be easy to understand.</p>	<ul style="list-style-type: none"> <li>• The Company operates an approach to remuneration that is simple to understand and familiar to key stakeholders. Its structure is simple and comprises three key elements: <ul style="list-style-type: none"> <li>– Fixed element: comprising base salary, taxable benefits and a pension allowance</li> <li>– Short-term element: an annual performance-related bonus with relevant targets measured over the financial year, paid half in cash and half in shares deferred for a two year period; and</li> <li>– Performance share element: based on three-year performance and normally released no earlier than five years from grant.</li> </ul> </li> <li>• No complex or artificial structures are required to operate the plans.</li> <li>• We explain our approach to pay clearly and simply.</li> </ul>
<p><b>Risk</b></p> <p>Code provision: Remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that might arise from target-based incentive plans, are identified and mitigated.</p>	<ul style="list-style-type: none"> <li>• Appropriate limits are stipulated in the Policy and within the respective plan rules.</li> <li>• The Committee also has appropriate discretions to override formulaic outturns under the incentive plans.</li> <li>• Regular interaction with the Audit and Risk Committee and the Responsibility Committee ensures relevant risk factors and appropriate ESG targets are considered when setting or assessing performance targets.</li> <li>• Clawback and malus provisions are in place across all incentive plans and the triggers for these provisions have been recently reviewed and strengthened.</li> <li>• Target metrics for our long-term incentive schemes will be selected to provide a balance between financial measures and shareholder returns, reducing the reliance on any one metric.</li> </ul>
<p><b>Predictability</b></p> <p>Code provision: The range of possible values of awards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy.</p>	<ul style="list-style-type: none"> <li>• The possible reward outcomes can be easily quantified, and these are regularly reviewed by the Committee.</li> <li>• The graphical illustrations provided in the Policy clearly show the potential scenarios of performance and pay outcomes which would result.</li> <li>• Performance is reviewed regularly so there are no surprises when performance is assessed at the end of the period.</li> </ul>
<p><b>Proportionality</b></p> <p>Code provision: The link between individual awards, the delivery of strategy and the long-term performance of the Company should be clear. Outcomes should not reward poor performance.</p>	<ul style="list-style-type: none"> <li>• Variable incentive outcomes are clearly aligned to delivery of the strategy.</li> <li>• The Committee also has the discretion to override formulaic outcomes if they are deemed inappropriate in light of the wider performance of the Company and the experience of stakeholders.</li> </ul>
<p><b>Alignment to culture</b></p> <p>Code provision: Incentive schemes should drive behaviours consistent with company purpose, values and strategy.</p>	<p>When considering the alignment of incentive plans and culture the Committee considers the following:</p> <ul style="list-style-type: none"> <li>• Metrics – ensuring that performance targets are aligned to culture and do not drive the wrong behaviours.</li> <li>• Governance – ensuring adoption of best practice through a robust malus and clawback policy with a substantial list of relevant trigger events, such as corporate failure and reputational damage. The Committee also retains discretion under the plan rules to override formulaic vesting outcomes and to extend holding periods. These initiatives enable the Committee to satisfy itself that the right steps have been taken to ensure executive remuneration is appropriate from a cultural context.</li> <li>• Engagement – understanding remuneration for the wider workforce and ensuring that pay decisions are aligned across the Group and wider engagement with our stakeholders, including our employees. Further details can be found on page 92.</li> </ul>

# Directors' Remuneration Policy

## Introduction to the Directors' Remuneration Policy from the Committee Chair

The design of the new Policy was one of the main areas where the Committee sought shareholder input during FY 2022.

The key change being proposed to the Policy is the replacement of the VCP with a more market-typical PSP arrangement, rules for which have been refreshed and will be subject to a separate resolution at the 2023 AGM. Reflecting direct feedback received during the consultation process, the Policy reverts to defining PSP award levels as a % of salary (rather than fixed number of shares, which we had originally proposed), and includes a reduction to the exceptional maximum opportunity from 400% to 300% of salary (with normal award levels materially below this limit).

Other minor changes include:

- Aligning the shareholding guidelines for new Executive Directors with market norms, with no change for incumbent Directors; and
- Adding flexibility on pensions, benefits and all-employee schemes to cater for a non-UK based Director in the future.

The remainder of the Policy is broadly unchanged reflecting our previous adoption of features such as the alignment of Executive Director pensions with the relevant workforce rate over time, and the introduction of enhanced recovery provisions and post-employment shareholding guidelines.

The Committee's view is that the Remuneration Policy that is being submitted to shareholders for approval at the 2023 AGM reflects the balance of investor feedback received during the consultation and, in line with one of the Committee's principle aims at the outset of the review, ensures the Group's approach to executive remuneration is very much in line with broader market - and best - practice. Our intention is that this Policy provides us with an appropriate executive pay framework for the next three years.

Future's proposed 2023 Directors' Remuneration Policy (Policy), as set out (right), is subject to a binding shareholder vote at Future's AGM on 8 February 2023 and, if approved, will apply from this date. It is intended that the Policy will apply for a period of up to three years from this date, and as a result will be again submitted for approval at the 2026 AGM at the latest.

The Policy was reviewed and approved by the Remuneration Committee. As part of the process, the views of shareholders and shareholder advisory bodies were sought. In addition, the thoughts of other Board members, management and external advisers were considered. The members of the Committee then made decisions independently without inappropriate influence. No person participates in decisions relating to their remuneration.

### Principles

The Committee believes it is essential that our Policy is strongly aligned to Future's purpose and strategy. The table on page 113 also explains how the Committee addressed the principles of clarity, simplicity, risk, predictability, proportionality and alignment to culture when determining the Policy.

Element	Objective and link to strategy
<b>Basic annual salary</b>	To recruit, retain and motivate individuals of a high calibre, and reflect the skills, experience and contribution of the relevant Director.
<b>Benefits</b>	To ensure broad competitiveness with local market practice. Current benefits available to Executive Directors are car allowance, permanent health insurance, healthcare and life assurance. Additional benefits may be offered if deemed appropriate to reflect specific circumstances.
<b>Pension</b>	To reflect wider workforce practices and broad competitiveness with market practice at the relevant time.
<b>All-employee share plans</b>	To encourage share ownership by employees and align their interests with those of shareholders.
<b>Performance-related bonus</b>	To incentivise and reward strong performance against annual targets linked to delivery of the strategic plan.  Targets are set annually by the Committee, based on: (i) financial performance against budget and, at the Committee's discretion; (ii) strategic targets which may be set on a collective basis or tailored for each Executive Director.
<b>Long-term share-based incentive (PSP)</b>	To incentivise sustained long-term performance that supports the creation of value for shareholders.



Operation	Max. potential value	Performance measure
<p>Basic annual salary is paid in 12 equal monthly instalments during the year and is reviewed annually. When assessing the level of basic annual salary, the Committee takes into account performance, market conditions, remuneration of equivalent roles within comparable companies, the size and scale of the business and pay in the Group as a whole.</p>	<p>Salary increases shall generally reflect market conditions, performance of the individual, new challenges or a new strategic direction for the business.</p> <p>There may be occasions when the Committee needs to recognise circumstances including, but not limited to: an individual's development in the role, a change in the responsibility and/or complexity of the role. In these circumstances, the Committee may award a higher annual increase than the average for the workforce, the rationale for which will be explained to shareholders in the Annual Report on Remuneration.</p>	<p>Not applicable.</p>
<p>Current benefits available to Executive Directors are car allowance, permanent health insurance, healthcare and life assurance.</p> <p>Additional benefits may be offered if deemed appropriate.</p>	<p>The Company shall continue to provide benefits to Executive Directors at similar levels; where insurance cover is provided by the Company, that cover shall be maintained at a similar level and the Company shall pay the prevailing market rates for such cover.</p>	<p>Not applicable.</p>
<p>The Company shall make a contribution up to a maximum percentage of basic annual salary set to reflect workforce practices at the time and in the relevant jurisdiction.</p>	<p>In line with our previous commitment, the contribution payable to the CEO has now been reduced to 6% of salary (in line with the relevant workforce rate at the time this contractual revision was agreed). The contribution for the CFO will be further reduced to 5% of salary from 1 January 2023, in line with the rate available to other new joiners.</p>	<p>Not applicable.</p>
<p>The Company operates all-employee schemes in the UK and the US, with invitations made under the UK HMRC-Approved Share Incentive Plan ("SIP") in the UK and under the US Employee Stock Purchase Plan ("ESPP") in the US.</p> <p>Executive Directors may participate in the all-employee scheme that operates in their country of residence on the same terms as other employees.</p>	<p>SIP: the maximum participation level will be aligned with the limits set out in UK tax legislation.</p> <p>ESPP: monthly savings towards share purchases with a maximum value of US\$25,000 per calendar year, based on the market value of the Company's ordinary shares at grant.</p>	<p>Not applicable.</p>
<p>The Committee sets financial targets based on a number of reference points, including performance during the previous financial year and the budget for the forthcoming year. Strategic objectives will be set, and performance of the individual against these assessed, at the Committee's discretion.</p> <p>50% of any performance-related bonus earned will be delivered by way of a deferred share award, which will vest two years after the award date.</p> <p>A payment equal to the value of dividends, which would have accrued on deferred awards, may be made following the release of awards to participants, either in the form of cash or as additional shares.</p> <p>Payments and awards in relation to the performance-related bonus are subject to malus and clawback provisions, further details of which are included as a note to the policy table.</p>	<p>Maximum opportunity: 200% of basic annual salary.</p> <p>The maximum bonus opportunity for each Executive Director is disclosed in the Annual Report on Remuneration and shall only be payable for outperformance of stretching targets.</p> <p>Target performance will typically deliver up to 50% of maximum bonus, with threshold performance typically paying up to 25% of maximum.</p>	<p>The performance measures' relative weightings and targets are set annually by the Committee. Details of the measures and their relative weightings are disclosed annually in the Annual Report on Remuneration with the targets disclosed at such time as they are not deemed to be commercially sensitive, or where disclosing all targets at the same time is considered to be the most transparent approach. The Committee retains discretion to adjust the targets if events occur which lead it to conclude that they are no longer appropriate.</p> <p>The Committee also retains discretion to adjust the outcome of the performance-related bonus for any performance measure if it considers that to be appropriate.</p>
<p>Annual awards of conditional shares or nil-cost options that normally vest subject to three-year performance against targets set at grant.</p> <p>Awards are subject to a mandatory two-year holding period following the end of a three-year performance period.</p> <p>The scheme rules allow the Committee discretion to change the performance targets and the Committee shall be entitled to exercise its discretion to change performance criteria to the extent that it reflects market practice and/or the Committee considers alternative performance targets to be more appropriate to the business.</p> <p>A payment equal to the value of dividends, which would have accrued on vested awards, may be made following the release of awards to participants, either in the form of cash or as additional shares.</p> <p>Awards under the PSP are subject to malus and clawback provisions, further details of which are included as a note to the policy table.</p>	<p>Normal maximum annual award face value: 200% of salary</p> <p>Exceptional maximum annual award face value: 300% of salary.</p> <p>Threshold performance will generally result in up to 25% of maximum vesting for that element.</p>	<p>Performance measures will be selected at the start of each cycle to align with drivers of Future's strategy and long-term shareholder value creation. Strategic measures, if used, will not be weighted more than 25% of the award opportunity. Financial measures may include, but are not limited to, profitability, cash, returns and total shareholder return.</p> <p>Performance targets are set by the Committee at grant and disclosed in the Annual Report on Remuneration, provided they are not deemed to be commercially sensitive.</p> <p>At the end of the three-year performance period, the Committee will assess performance against the targets set and determine, in its absolute discretion, the overall level of vesting of the award.</p>

## Directors' Remuneration Policy

### Performance measure selection and approach to target setting

Measures used under the performance-related bonus are selected annually to reflect the Group's main short-term objectives and can reflect both financial and non-financial priorities, as appropriate. Details of the measures selected, and the rationale for doing so, will be disclosed in the relevant Annual Report on Remuneration.

Targets applying to the performance-related bonus are reviewed annually, based on a number of internal and external reference points. Performance targets are set to be stretching but achievable, with regard to the particular strategic priorities and the economic environment in a given year. Targets are typically not disclosed in advance due to commercial sensitivity but will normally be retrospectively disclosed in full, following the year-end, to the extent that such commercial sensitivity concerns no longer apply.

The PSP scorecard will be determined at the time of grant and may include measures of profitability (such as EPS), capital allocation discipline (such as ROCE), strategic priorities (such as ESG) and measures that reflect long-term success (such as TSR). Measures will be selected to align with the Group's stated strategy (and key performance indicators thereof) and our underlying ambition to deliver value creation for shareholders. Targets applying to PSP awards will normally be disclosed prospectively in the relevant Annual Report on Remuneration, and are set using a similar methodology to that described above in relation to the performance-related bonus.

### Remuneration for other employees

As described on page 97, all employees of the Group receive a basic annual salary, benefits, pension and annual bonus (subject to financial performance). The maximum value of remuneration packages is based on the seniority and responsibilities of the relevant role. Future also implements a largely consistent approach to long-term equity incentives throughout the Group, to help ensure not only an alignment of interests internally, but also between our colleague base and shareholders.

### Shareholding guidelines

The Committee strongly believes in aligning the interests of Executive Directors and shareholders. Shareholding guidelines were formalised in 2018 to require Executive Directors to acquire and maintain a holding of Future shares (excluding shares that remain subject to performance conditions) within five years of appointment and defined as a percentage of salary. The current shareholding guidelines were set in 2021 at an

increased level to the 2018 guidelines to reflect the implementation of the VCP, of 400% of salary in respect of Zillah Byng-Thorne and 300% of salary in respect of Penny Ladkin-Brand. For any new Executive Director appointment, the shareholding guideline under the 2023 Policy will be set at 200% of salary. Details of the Executive Directors' current shareholdings are provided in the Annual Report on Remuneration on page 109.

Additionally, Executive Directors will normally be expected to maintain a holding of Future shares for a period after their employment with the Company. This shareholding guideline is equal to the lower of an Executive Directors' actual shareholding at the time of their departure and the shareholding requirement in effect at the date of their departure, with such shares to be held for a period of at least two years from the date of ceasing to be an Executive Director. The specific application of this shareholding guideline will be at the Committee's discretion.

### Malus and clawback

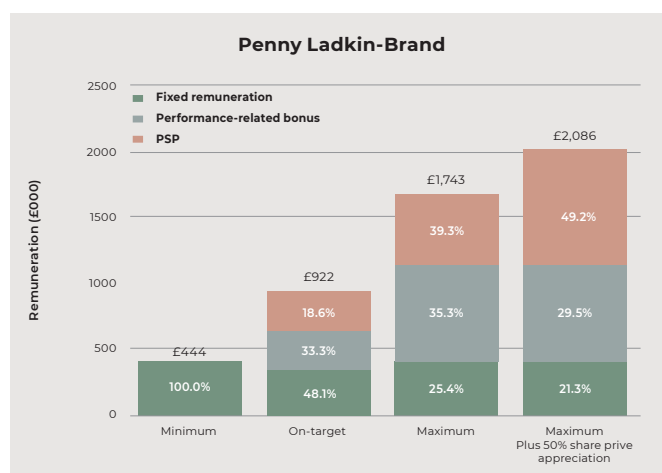
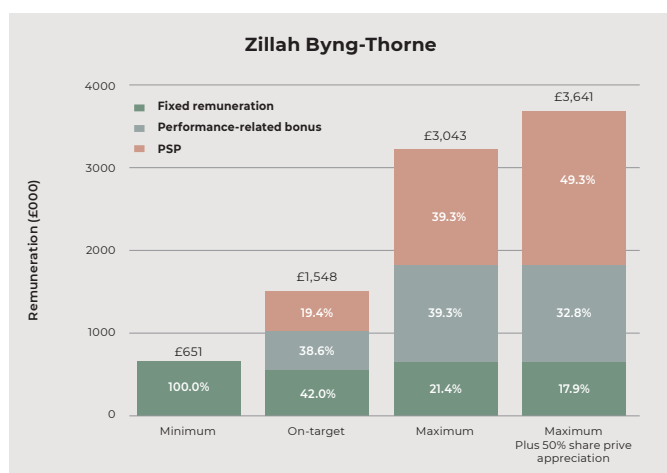
Payments and awards under the performance-related bonus and PSP (and, additionally, in-flight VCP awards made under the 2020 Policy) are subject to malus and clawback provisions, which can be applied to both vested and unvested awards. Malus and clawback provisions will apply for a period of at least two years after payment or vesting. Circumstances in which malus and clawback may be applied include a material misstatement of the Company's financial accounts, fraud or serious misconduct on the part of the award-holder, an error in calculating the award vesting outcome, corporate failure or reputational damage.

Incentive plan participants are required to acknowledge their understanding and acceptance of the malus and clawback provisions as a pre-condition to participating in these plans. The Committee is satisfied that the malus and clawback provisions are appropriate and enforceable.

### Pay for performance scenarios

The charts below provide an illustration of the potential future reward opportunities for the CEO and CFO under the 2023 Policy, and the potential split between the different elements of remuneration under four different performance scenarios: 'Minimum', 'Target', 'Maximum' and 'Maximum + 50% share price growth'.

Potential reward opportunities are based on Future's 2023 Policy, applied to the base salary effective 1 November 2022. The



**Scenario chart assumptions** This table shows the PSP awards under the new Policy based on proposed FY 2023 and expected FY 2024 levels (which is expected to be a more typical sized grant).

performance-related bonus is based on the maximum opportunities set out under the Policy for normal circumstances. Note that the PSP award opportunity shown in the charts is for illustration purposes only and is based on expected FY 2024 grant levels; a PSP award will not be granted to Zillah Byng-Thorne in FY 2023, whilst Penny Ladkin-Brand will receive a half-sized PSP award in FY 2023.

The 'Minimum' scenario reflects base salary, pension and benefits (i.e. fixed remuneration) which are the only elements of the Executives' remuneration packages not linked to performance.

The 'Target' scenario reflects fixed remuneration, plus performance-

related bonus payout of 50% of maximum and threshold PSP vesting (assumed to be 25% of maximum for this illustration).

The 'Maximum' scenario includes fixed remuneration and full payout of the performance-related bonus and 100% vesting of the PSP (for illustration purposes).

The Companies (Miscellaneous Reporting) Regulations 2018 require a fourth scenario, showing the value at maximum assuming share price growth of 50% for the purpose of long-term incentive awards. This is reflected below in relation to the illustrative PSP award opportunities.

	Executive Director	
	Zillah Byng-Thorne	Penny Ladkin-Brand
<b>Salary</b>	£598,000	£410,000
<b>Pension</b>	6% of salary	5% of salary (from 1 January 2023)
<b>Benefits</b>	£17,000 (FY 2022)	£13,000 (FY 2022)
<b>Performance-related bonus (% of salary)</b>	Minimum: 0% On-target: 100% Maximum: 200% Maximum plus 50%: 200%	Minimum: 0% On-target: 75% Maximum: 150% Maximum plus 50%: 150%
<b>Performance Share Plan (% of salary)</b> <small>Actual awards to be granted in FY 2023. Vesting period three years followed by two year holding period.</small>	No award	Threshold: 20.9% Maximum: 83.5% Maximum plus 50% share price growth: 125%
<b>Performance Share Plan (% of salary)</b> <small>Illustrative of a typical year</small>	Minimum: 0% On-target: 50% Maximum: 200% Maximum plus 50%: 300%	Minimum: 0% On-target: 41.8% Maximum: 167% Maximum plus 50%: 250%

### Policy table for non-Executive Directors

Non-Executive Directors are not eligible to participate in any performance-related bonus, share incentive schemes or pension arrangements. Details of the policy on fees paid to non-Executive Directors are set out in the table below:

Element	Objective & link to strategy	Operation	Max. potential value	Performance measures
<b>Fees</b>	To attract and retain high calibre non-Executive Directors with broad commercial and other experience relevant to the Company, and reflect the time commitment and responsibilities of these roles.	<p>Non-Executive Directors' fees are reviewed annually and paid in 12 monthly instalments.</p> <p>In addition to the base fee, additional fees are payable for acting as Senior Independent Director and as Chair of any of the Board's Committees. In the event that the Board requires the formation of an additional Board Committee, fees for the Chair (and where relevant, membership) of such Committee will be determined by the Board at the time.</p> <p>The fees paid to the Chair are determined by the Committee, whilst the fees of the non-Executive Directors are determined by the Board.</p> <p>Expenses incurred by the Chair and the non-Executive Directors in the performance of their duties (including taxable travel and accommodation benefits) may be reimbursed or paid for directly by the Company, as appropriate.</p>	<p>Non-Executive Director fee increases are applied in line with the outcome of the annual fee review and would normally be aligned with the increase awarded to the workforce.</p> <p>Fees for the year under review and for the following year are set out in the Annual Report on Remuneration on page 106.</p> <p>Aggregate fees paid to non-Executive Directors are subject to the limits set out in the Articles of Association.</p>	Not applicable.

## Directors' Remuneration Policy

### Approach to recruitment remuneration

#### External Executive Director appointment

In line with our principles on remuneration, the Committee's objective at the time of an appointment to a new role is to weight Executive Directors' remuneration packages towards performance-related pay that is linked to targets set for the financial performance of the Group against budget, and the Group's performance against its business objectives and stated strategy. Any new Executive Director's remuneration package would include the same elements as those of the existing Executive Directors, as shown below:

Element of remuneration	Approach	Maximum % of salary
<b>Salary</b>	<p>The base salaries of new appointees will be determined by reference to relevant market data, experience and skills of the individual, internal relativities and their current basic salary.</p> <p>The Committee may approve a higher basic annual salary for a newly appointed Director than the outgoing Director received where it considers it necessary in order to recruit an individual of sufficient calibre for the role. Alternatively, where new appointees have initial basic salaries set below market-level, any shortfall may be managed with phased increases over a period of up to three years subject to the individual's development in the role (and which may exceed the workforce average increase).</p>	n/a
<b>Benefits</b>	<p>New appointees will be eligible to receive benefits which may include (but are not limited to) the provision of a car allowance, permanent health insurance, healthcare and life assurance.</p> <p>If the Director is required to relocate, our policy is to provide reasonable, time-limited relocation, travel and subsistence payments at the discretion of the Committee.</p> <p>New appointees will also be eligible to participate in all-employee share schemes, where relevant.</p>	n/a
<b>Pension</b>	New appointees will receive company pension contributions or an equivalent cash supplement aligned to that offered to other new employees in the relevant jurisdiction at the time of appointment	n/a
<b>Performance-related bonus</b>	The structure described in the Policy table will apply to new appointees with the relevant maximum being pro-rated to reflect the proportion of employment over the year. If used, individual and/or strategic targets may be tailored to the priorities agreed for the executive over the remainder of the relevant financial year.	200%
<b>Share incentive schemes</b>	New appointees will be granted awards under the PSP on the same terms as other executives, as described in the Policy table.	300%

In determining an appropriate remuneration package, the Remuneration Committee will take into consideration all relevant factors (including quantum, nature of remuneration and the jurisdiction from and to which the candidate is recruited) to ensure that arrangements are at the same time fair to the individual and in the best interests of the Company and its stakeholders.

The Committee may make an award to buy out incentive arrangements forfeited by a new appointment on leaving a previous employer on a like-for-like basis, which may be awarded in addition to the remuneration structure outlined in the table (left). In doing so, the Committee will consider relevant factors including time to vesting, any performance conditions attached and the likelihood of these being met. Any such buy-out awards would typically be made under the existing bonus or PSP schemes, except that the terms of the buy-out award may diverge from these as necessary to replicate the terms of the award being replaced. In exceptional circumstances the Committee may use the exemption permitted within the Listing Rules. Any buy-out awards would have a fair value no higher than that of the awards forfeited.

#### Internal Executive Director appointment

In cases of appointing a new Executive Director by way of internal promotion, the Remuneration Committee and Board will be consistent with the policy for external appointees detailed above (except in relation to buy-outs). Where an individual has contractual commitments made prior to their promotion to Executive Director level (and not in connection with their promotion to this level), the Company will continue to honour these arrangements (other than pension contribution) even if these are not provided for by the Policy in force at the time of appointment (or when the arrangements were originally agreed).

#### Non-Executive Directors

In recruiting a new non-Executive Director, the Remuneration Committee will use the policy as set out in the table on page 117.

#### Service contracts and loss of office payments

Copies of Directors' service agreements and letters of appointment are available for inspection on request at the Company's registered office.

#### Executive Directors

In summary, the contractual provisions for current Executive Directors are as follows:

Contract provision	Policy	Detail
<b>Notice periods</b>	The Director or Company shall be entitled to serve 12 months' notice.	A Director may be required to work during their notice period or be put on garden leave.
<b>Change of control</b>	In the event of a change of control, a Director's appointment may be terminated within three months of the change of control by the Company, or on one month's notice by the Director (to expire no later than three months from the date of the change of control).	In the event of termination by either the Director or the Company, the Director will be entitled to receive six months' salary.

The following payments may also be made to departing Executive Directors, depending on circumstances:

1. Any share-based entitlements granted to an Executive Director under Company share plans will be determined based on the relevant plan rules. In certain prescribed circumstances, such as death, ill-health, injury, disability, redundancy, retirement or other circumstances at the discretion of the Committee, 'good leaver' status may be applied. Under the PSP, for good leavers, awards will normally be reduced pro-rata to reflect the proportion of the vesting period actually served and tested for performance at the end of the original performance period. Under the VCP, for good leavers, the Committee has determined the default 'good leaver' treatment to be for awards in the current tranche to be prorated to the termination date, with the residual units in the current tranche together with units in future tranches lapsing in full. PSP and VCP awards which are subject to an additional holding period will typically be retained and released at the end of the relevant holding period, with Committee discretion to accelerate the release of such awards on an exceptional basis in certain good leaver circumstances, or on a change of control. Deferred bonus shares will normally be retained by the Executive Director and released in full following completion of the applicable deferral period, with Committee discretion to accelerate the vesting of awards on an exceptional basis in certain good leaver circumstances, or on a change of control;
2. A bonus may be payable for the period of active service in certain prescribed good leaver circumstances and in other circumstances at the discretion of the Committee and subject to the achievement of the relevant performance targets. Deferral requirements will typically continue to apply to bonus payable in such circumstances;
3. At the discretion of the Remuneration Committee, a contribution to reasonable outplacement costs in the event of termination of employment due to redundancy. The Committee also retains the ability to reimburse reasonable legal costs incurred in connection with a termination of employment; and
4. Any payment for statutory entitlements or to settle claims in connection with a termination of any existing or future Executive Director, as necessary.

Non-Executive Directors		
Contract provision	Policy	Detail
Notice periods	Three months' notice from either the Company or Director.	Appointed for a three year term, subject to annual re-election by shareholders at the Company's AGM.

### External appointments

Executive Directors are encouraged to hold a non-Executive role in addition to their full-time position in order to broaden their experience, and may retain any fees received in respect of such roles. All appointments must first be agreed by the Committee and must not represent a conflict to their current role. In the case of Zillah Byng-Thorne, it was agreed at the time of her appointment that she could hold three non-Executive roles in addition to her position as Chief Executive. In the case of Penny Ladkin-Brand, the Committee agreed on her reappointment to the Board that she may continue to hold one non-Executive role. As her non-Executive role is a Chair role she is technically overboarded. She has confirmed that she has sufficient time to fulfil her Director responsibilities to Future plc, both in normal circumstances and in exceptional circumstances.

In respect of positions at listed companies, during the financial year ended 30 September 2022:

- Zillah Byng-Thorne served as a non-Executive Director at Flutter Entertainment plc and THG Holdings plc (until 15 September 2022) for which she retained total fees of £240,897 (compared to £229,077 in 2021). She was appointed to the board of TrustPilot Group plc as a non-Executive Director with effect from 1 October 2022 and to the board of Norwegian Cruise Line Holdings Ltd. (NYSE:NCLH) on 1 November 2022. As announced by Flutter Entertainment plc in November, Zillah will be stepping down from the position of non-Executive Director of Flutter on 31 January 2023.
- From her reappointment to the Future Board in November 2021 Penny Ladkin-Brand served as a non-Executive Chair at Next Fifteen Communications Group plc and as a non-Executive Director of Auction Technology Group plc (until January 2022) for which she retained total fees of £172,077.

### Consideration of conditions elsewhere in the Company

The Committee takes into consideration the pay and conditions of employees across the Group when determining remuneration for Executive Directors. During the year the Committee also received feedback from employees via the Engagement Survey, as well as subsequent listening sessions and through questions raised at Town Hall meetings.

The Committee and the full Board is also made aware of, and consulted on, the Company's Human Resources strategy and takes seriously its obligation to have a broad oversight on the operation of fair pay policies elsewhere in the Group.

### Consideration of shareholder views

The Remuneration Committee considers shareholder feedback received as part of any discussions with shareholders and consults with shareholders on specific matters as and when appropriate.

Further details of any material engagement with shareholders on the subject of executive remuneration will be disclosed in the relevant Annual Report on Remuneration.

**Approved by the Board and signed on its behalf by Mark Brooker  
Chair of the Remuneration Committee**  
29 November 2022



# Directors' Report

Future plc is the holding company of the Future group of companies (the Group).

## Annual General Meeting

The Company's 24th Annual General Meeting will be held at 11 am on Wednesday 8 February 2023 at Future's London office at, 121-141 Westbourne Terrace, Paddington, W2 6JR. The resolutions and explanatory notes are set out in the Notice of Annual General Meeting on pages 184 to 194.

## Corporate Governance statement

The Corporate Governance statement, prepared in accordance with rule 7.2 of the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, comprises of the following sections of the Annual Report: the Strategic Report; the Corporate Governance Report; the Audit and Risk Committee Report; the Nomination Committee Report; the Remuneration Committee Report; together with this Directors' Report. As permitted by legislation, some of the matters required to be included in the Directors' Report have been included in the Strategic Report by cross reference including details of the Group's financial risk management objectives and policies, business review, future prospects and environmental policy.

## Directors

The names and biographical details of the current Directors are shown on pages 78 to 79 of this Annual Report. Particulars of their emoluments and beneficial and non-beneficial interests in shares are given in the Directors' Remuneration Report on pages 98 to 112.

The appointment and removal of Directors is governed by the Company's Articles of Association, the 2018 Code and the Companies Act 2006. The Directors may, from time to time, appoint one or more Directors. In the interests of good governance and in accordance with the provisions of the 2018 Code, all Directors will retire and submit themselves for election or reelection at the forthcoming AGM.

## Directors' Powers

The Board manages the business of the Company under the powers set out in the Company's Articles of Association. The Company's Articles of Association can only be amended, or new Articles adopted, by a

resolution passed by shareholders in a general meeting by at least three quarters of the votes cast.

Further discussion of the Board's activities, powers and responsibilities appears within the Corporate Governance Report on page 80 of this Annual Report. Information on compensation for loss of office is contained in the Directors' Remuneration Report on page 108 of this Annual Report.

## Directors' conflicts of interests

The Company has procedures in place for managing conflicts of interest. Should a Director become aware that they, or any of their connected parties, have an interest in an existing or proposed transaction with the Company, they should notify the Board in writing or at the next Board meeting.

Internal controls are in place to ensure that any related party transactions involving Directors, or their connected parties, are conducted on an arm's length basis. Directors have a continuing duty to update any changes to these conflicts.

## Directors' indemnities

The Company had Directors' and Officers' liability insurance cover in place throughout the year.

## Share capital

Details of the Company's issued share capital, together with details of the movements in the Company's issued share capital during the year, are shown in note 22 to the financial statements. The Company has one class of ordinary shares with a nominal value of 15 pence each (Ordinary Shares), which does not carry the right to receive a fixed income. Each share carries the right to one vote at general meetings of the Company. There are no restrictions or agreements known to the Company that may result in restrictions on share transfers or voting rights in the Company. There are no specific restrictions on the size of a holding, on the transfer of shares, or on voting rights, all of which are governed by the provisions of the Articles of Association and prevailing legislation.

Shareholder authority for the Company to

allot Ordinary Shares up to an aggregate nominal amount of £904,687.54 was granted at the 2021 AGM. The issued share capital of the Company at 30 September 2022 was approximately £18,128,389.50 divided into 120,855,930 Ordinary Shares.

Since 30 September 2022, 779 new shares have been issued as a result of the exercise of share options by the Company's share option scheme participants and the total issued share capital at 29 November 2022 is 120,856,709 Ordinary Shares. The Company's Ordinary Shares are listed on the London Stock Exchange. The register of shareholders is held in the UK.

## Political donations

No contributions were made to political parties during the year (2021: £Nil).

## Data Protection and Privacy

Future is dedicated to ensuring we protect the data of our customers, employees, and prospective employees.

Data Privacy is a fundamental part of our Corporate Ethics and we strive to ensure we treat their data with the same standards as we expect our own data to be treated; plus our partners treat it to the same standards too.

Future has a comprehensive Privacy Programme in place to ensure we meet our Privacy obligations under applicable laws. This programme incorporates leading data protection principles and practices which lie at the heart of our approach to processing personal data.

Our Privacy Office, and Data Protection Officer, continually review, develop, and improve Future's privacy practices to ensure we uphold these principles and Future's privacy operations are run in a smooth and timely fashion. For example, updating systems and processes to meet the deletion and access rights of our customers and employees, as they develop across all relevant territories. We ensure we meet the requirements of emerging privacy laws and regulations across the world, as well as keep up with rapid advancements in technology and new business initiatives.

## Substantial interests

Information provided to the Company pursuant to the Financial Conduct Authority's Disclosure Guidance and Transparency Rules (DTRs) is published on a Regulatory Information Service and on the Company's website. The following information has been received, in accordance with DTR 5, from holders of notifiable interests in the Company's issued share capital.

Shareholder	As at 30 September and 29 November 2022*	Nature of holding
Sir Peter Wood	5.86%	Direct
Old Mutual Global Investors (UK) Ltd	5.68%	Indirect
Jupiter Fund Management Plc	5.55%	Indirect
Ameriprise Financial, Inc. and its group	4.969%	Direct and indirect
Invesco Ltd	4.91%	Indirect
AXA Investment Managers	3.81%	Indirect
Oberweis Asset Management, Inc.	3.71%	Indirect

\* % holding based on total number of shares in issue at the time of respective notification.

The Company has not been notified of any other substantial interests in its securities. The Company's substantial shareholders do not have different voting rights. The Group, so far as is known by the Company, is not directly or indirectly owned or controlled by another corporation or by any government.

Privacy and digital advertising standards  
Future takes user privacy seriously and we abide by all current digital advertising standards by providing users with a clear choice on how and when they accept personalised advertising experiences, and ensuring they can exercise their data privacy rights. We work with industry trade bodies to ensure we are aligned to the guiding principles of privacy by design and implement technical solutions to ensure this is protected. It is clear that user privacy will continue to evolve and become more complex over time. We have the resource and technology in place to ensure we adapt our digital offering as needed.

We have invested significantly in our own advertising technology stack, Hybrid and our data platform, Aperture. These platforms allow us to gather consent and process highly valuable endemic audiences ensuring that our advertisers can reach their customers across our portfolio of market leading digital properties.

### Whistleblowing procedure

Whistleblowing and anti-bribery policies  
It is Future's policy to conduct all of our business in an honest and ethical manner, and we take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships

wherever we operate, and we are implementing and enforcing effective systems to counter bribery and corruption.

We have whistleblowing, anti-bribery and corruption policies which are updated regularly and published on our intranet. The whistleblowing policy is designed to encourage employees to report, in good faith, any genuine suspicions of fraud, bribery, malpractice, modern slavery and human trafficking. Concerns may be raised according to a stated escalation process from an individual's line manager, via their head of department, SVP People, to the Head of Legal and then to the Board of Directors, including the Senior Independent Director. Concerns may also be raised completely anonymously by post. The whistleblowing policy is also designed to ensure that any employee who raises a genuine concern is protected. During the year, no issues of concern were raised via any of the whistleblowing channels.

In addition, to ensure Future is adopting best practice with anti-corruption legislation, and to promote transparency, a Review Kit, Trips and Gifts Log is in place to track the whereabouts of products sent to us for review and the acceptance of gifts and trips by our employees. We also have in place an Editorial Ethics Committee which monitors the approach to gifts and reviews trips to

ensure not only are we legally compliant, but that we also comply with our own ethical and editorial standards.

### Results and dividends

The results of the Group are shown on page 138 and movements in reserves are set out in note 24 to the financial statements.

The Board's policy is that dividends should be covered at least four times by adjusted earnings per share and free cashflow. The Company's Employee Benefit Trust (EBT) waives its entitlement to any dividends. The Board is recommending a final dividend for the year of 3.4p per share (2021: 2.8p per share) payable on 14 February 2023 to shareholders recorded on the register at the close of business on 20 January 2023. The Ordinary Shares will become ex-dividend on 19 January 2023.

### Significant agreements

The provisions of the European Directive on Takeover Bids (as implemented in the UK in the Companies Act 2006) require the Company to disclose any significant agreements which take effect, alter or terminate upon a change of control of the Company. In common with many other companies, the Group's bank facility is terminable upon change of control of the Company. In common with market practice, awards under certain of the Group's

long-term incentive plans (details of which are set out in the Directors' Remuneration Report on pages 98 to 112) will vest or potentially be exchangeable into awards over a purchaser's share capital upon change of control of the Company. There is also a change of control provision in the service agreements of the two Executive Directors, exercisable within three months of a change of control by the Company or on one month's notice by the Executive to expire no later than three months from the date of the change of control.

#### Disclosure of information to the auditor

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

#### Other information

Other information relevant to this Directors' Report, and which is incorporated by reference, including information required in accordance with the UK Companies Act 2006 and Listing Rule 9.8.4R, can be located as follows:



This Directors' Report was approved by order of the Board.

On behalf of the Board  
**Anne Steele**  
 Company Secretary  
 29 November 2022

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## Future's Data Protection Principles

### Lawful Processing

Future only processes personal data where it has a legal basis to do so.

### Individual Rights

Future respects individuals' rights in relation to their personal data, including their rights of access, rectification, erasure, restriction, portability, and objection.

### Stewardship

Future is committed to protecting individuals' privacy and has appropriate policies and practices in place for the safe handling of the personal data it processes.

### Storage and Limitation

Future has policies in place that require the business to only retain data for as long as needed, which is based on the purpose for which we collected the data.

### Data Minimisation

Future processes personal data that is relevant and is necessary for the purpose for which it was collected.

### Data Security

Future uses appropriate technical and organisational security measures to protect personal data throughout its data lifecycle, and requires the same standards from its third-party service providers.

### Purpose Limitation

Future only collects and processes personal data for a specified purpose. Any further processing is only conducted if it is for a compatible purpose unless the individual's consent is obtained or the processing is otherwise permitted by law.

### Fairness and Transparency

Future processes personal data fairly and honestly, plus communicates openly with individuals, on how and why their data is being processed.

# Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and Company financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards (IFRSs) adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union. In preparing the Group financial statements, the Directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board (IASB).

Under company law, 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 Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union and IFRSs issued by IASB have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Directors' confirmations

The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and

functions are listed in the Corporate Governance report confirm that, to the best of their knowledge:

- the Group and Company financial statements, which have been prepared in accordance with IFRSs as adopted by the European Union and IFRSs issued by IASB, give a true and fair view of the assets, liabilities, financial position and profit of the Group and loss of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

This responsibility statement was approved by the Board of Directors on 29 November 2022 and is signed on its behalf by:

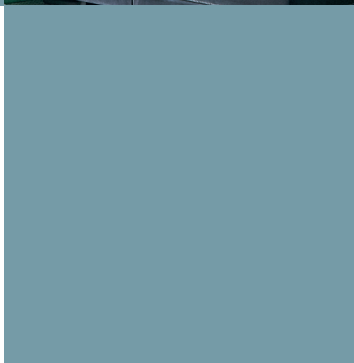


**Zillah Byng-Thorne**  
Chief Executive  
29 November 2022





# Financial statement



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# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FUTURE PLC

## Report on the audit of the financial statements

### 1. Opinion

In our opinion:

- the financial statements of Future plc (the 'parent company') and its subsidiaries (the 'group') give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2022 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated income statement;
- the consolidated statement of comprehensive income;
- the consolidated and parent company statements of changes in equity;
- the consolidated and parent company balance sheets;
- the consolidated cash flow statement;
- the accounting policies compliance statement and basis of preparation; and
- the related notes 1 to 30.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and United Kingdom adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

### 2. Basis for opinion





We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the group and parent company for the year are disclosed in note 4 to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the group or the parent company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 3. Summary of our audit approach

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<b>Key audit matters</b>	<p>The key audit matter that we identified in the current year is:</p> <ul style="list-style-type: none"><li>• The valuation of brand intangible assets of Dennis Publishing</li></ul> <p>Within this report, key audit matters are identified as follows:</p> <ul style="list-style-type: none"><li> Newly identified</li><li> Increased level of risk</li><li> Similar level of risk</li><li> Decreased level of risk</li></ul>
<b>Materiality</b>	<p>The materiality that we used for the group financial statements was £8.8m (FY21: £6.6m) which was determined based on forecast profit before tax adjusted for exceptional items, as defined in note 5.</p>
<b>Scoping</b>	<p>Our scoping covered 98% of the Group's revenue; 95% of the Group's adjusted profit before tax; and 88% of the Group's net assets.</p>
<b>Significant changes in our approach</b>	<p>Our audit approach is consistent with the previous year with the exception of the following:</p> <ul style="list-style-type: none"><li>• In the prior year, we identified the valuation of brand intangibles arising from the acquisition of the GoCo Group plc as a key audit matter. During the period, the Group made the significant acquisition of Dennis Publishing. As a result, for the current period we have identified the valuation of brand intangible assets for this acquisition as a key audit matter.</li><li>• In light of the Group's growth and increasing contributions from its e-commerce and digital advertising business, we no longer consider the valuation of export Newstrade returns provisions to be a key audit matter given the low level of historical errors and relative size of the amounts provided for.</li></ul>

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### 4. Conclusions relating to going concern

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

Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Understood the processes and controls underpinning management's forecasting of financial performance and cashflow and determination of downside scenarios including those to support accuracy of the models and the underlying data;
- Challenged the adequacy of downside scenarios and the reverse stress tests and perform sensitivity

- testing, considering the plausibility of a break even scenario;
- Assessed the impact of additional financing on the Group's borrowing facilities and performing procedures to evaluate actual and forecast covenant positions as set out in note 18 to the financial statements; and
- Assessed the going concern disclosures in the financial statements.

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

In relation to the reporting on how the group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

## 5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### 5.1. Valuation of acquired brand intangibles of Dennis Publishing

#### Key audit matter description

Following the acquisition of Dennis Publishing in the period, management has completed the valuation of the acquisition balance sheet for the business.

The Group recognised £229.3m of goodwill and £158.8m of intangibles relating to the acquisition of Dennis Publishing, of which £89.5m of brand intangibles have been recognised. Further details on the amounts recognised can be found in Note 28.

Management engaged valuation specialists to support in the valuation of intangibles and the overall preparation of the acquisition balance sheet position including goodwill. The brand intangible assets are valued using a relief from royalty method. The acquisition of Dennis Publishing is material to the group and the revenue growth assumptions are the most sensitive assumptions that underpin the valuation of the brand intangibles.

Further details are included within the Audit Committee report on page 88, in the accounting policies section and note 1 to the financial statements.

<b>How the scope of our audit responded to the key audit matter</b>	<p>In response to the identified key audit matter we have performed the following procedures:</p> <ul style="list-style-type: none"> <li>Assessed the processes and relevant controls around management valuation estimates on acquired intangibles including those around data used in forming those estimates. Assessed relevant controls over management review of revenue projections and input data used in that review;</li> <li>Evaluated the appropriateness of the methodology used to value intangible assets and the reasonableness of key valuation assumptions, supported by our own valuation specialists;</li> <li>Challenged the revenue growth assumptions driving value in the model through benchmarking against analyst and industry consensus, considering both confirmatory and contradictory evidence;</li> <li>Evaluated the mechanical accuracy of the valuation models;</li> <li>Considered the reasonableness of useful economic lives through benchmarking to comparable peers, previous acquisitions and other qualitative factors; and</li> <li>Assessed the competence, capabilities and objectivity of management’s valuation specialists; and</li> <li>Assessed the adequacy of disclosures relating to the acquired intangibles, taking into account the requirements of relevant financial reporting standards.</li> </ul>
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<b>Key observations</b>	Based on the work performed, we determined that the valuation of acquired brand intangible assets in relation to the Dennis Publishing acquisition was appropriate.
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## 6. Our application of materiality

### 6.1. Materiality

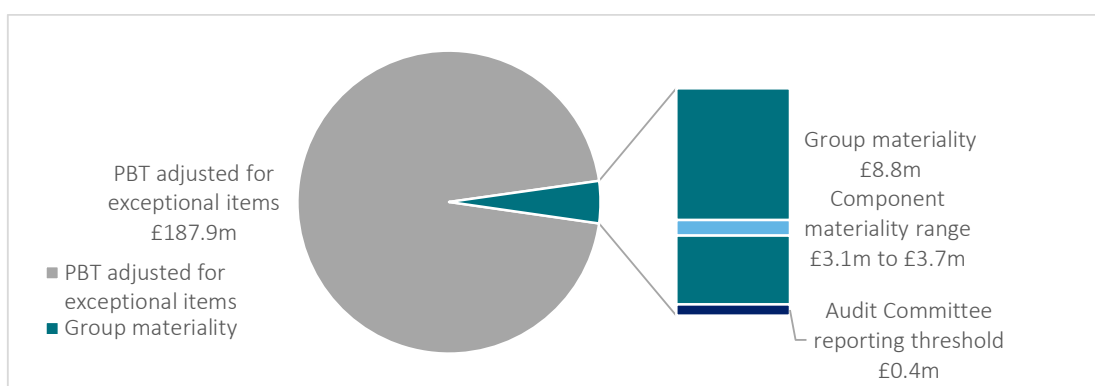
We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Parent company financial statements
<b>Materiality</b>	£8.8m (FY21: £6.6m)	£5.3m (FY21: £4.0m)



<b>Basis for determining materiality</b>	5% of profit before tax adjusted for exceptional items.	Parent company materiality is based on less than 1% of net assets, which is capped at 60% of group materiality.
<b>Rationale for the benchmark applied</b>	Profit before tax adjusted for exceptional items is a key metric for the principal users of the financial statements as it derives the prediction of future share price, the ability to pay dividends, and is therefore of particular importance to both shareholders and potential investors.	The company is non-trading and operates primarily as a holding company. As such, we believe the net asset position is the most appropriate benchmark to use.



### 6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	Parent company financial statements
<b>Performance materiality</b>	70% (FY21: 70%) of group materiality	70% (FY21: 70%) of parent company materiality
<b>Basis and rationale for determining performance materiality</b>	<p>In setting performance materiality, we considered the following factors:</p> <ul style="list-style-type: none"> <li>• The quality of the control environment in the group and whether we were able to rely on controls;</li> <li>• The low number of corrected and uncorrected misstatements identified in the previous audit; and</li> <li>• The level of consistency in key management personnel.</li> </ul>	

### 6.3. Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £0.4m (FY21: £0.3m), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

## 7. An overview of the scope of our audit

### 7.1. Identification and scoping of components

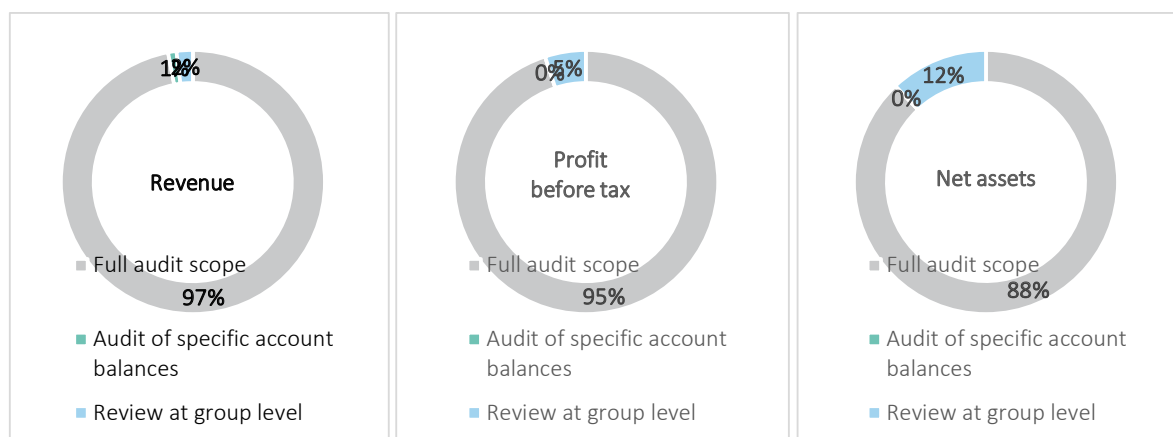
Our group audit was scoped by obtaining an understanding of the Group and its environment, including group-wide controls, and assessing the risks of misstatement at the group level.

Based on that assessment we focused our group audit scope primarily on the audit work at seven components including company only, which were subject to a full scope audits and audit of specific account balances.

The seven components represent the principal business units with the Group's reportable segments and account for 98% of the Group's revenue and 95% of the adjusted profit before tax and 88% of net assets. They were also selected to provide an appropriate basis for undertaking audit work to address the risks of material misstatement identified above. Our audit work at these components, excluding the parent company, were executed at levels of materiality applicable to each individual entity, which were lower than group materiality ranging from £3.1m to £3.7m (FY21: £1.8m to £2.8m).

At the group level we also tested the consolidation process and carried out analytical procedures to confirm our conclusion that there were no significant risks of material misstatement of the aggregated financial information of the remaining components not subject to full scope audit. None of these components represented more than 2% of revenue or 5% profit before tax individually.

The group is audited by one audit team, led by the Senior Statutory Auditor.



### 7.2. Our consideration of the control environment

The group operates a diverse IT infrastructure. With the involvement of our IT specialists, we obtained an understanding of the relevant IT environment and understood the design and implementation of key general IT controls.

For all components we obtained an understanding of the relevant controls associated with the financial reporting process, key audit matters, accounting estimates and revenue recognition. We did not plan to rely on controls in any areas of the audit and instead adopted a fully substantive approach. Refer to the Audit and Risk Committee on page 88, for further details of the Group's internal controls development programme.

### 7.3. Our consideration of climate-related risks

The Group has assessed whether there is a material impact on the Group's carrying value of assets and liabilities at the balance sheet date as a result of climate-related risks and have concluded that there is not. We assessed the related disclosures with support from climate specialists and read the related narrative in the Corporate Responsibility report to consider whether it is materially consistent with our knowledge obtained in the audit.

## 8. Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## 9. Responsibilities of directors

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

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

## 10. Auditor's responsibilities for the audit of the financial statements

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

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

## 11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

### 11.1. Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- the group's own assessment of the risks that irregularities may occur either as a result of fraud or error;
- results of our enquiries of management, internal audit, and the audit committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the group's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
  - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations.
- the matters discussed among the audit engagement team and relevant internal specialists, including tax, valuation, IT, industry and fraud specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the area of non-routine adjustments to revenue. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts

and disclosures in the financial statements. The key laws and regulations we considered in this context included UK Companies Act, Listing Rules, pensions legislation and tax legislation.

In addition, we considered provisions of other laws and regulations including FCA related legislation that do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included GDPR and employment legislation.

#### 11.2. Audit response to risks identified

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the audit committee and external legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC;
- in addressing the risk of fraud through non-routine adjustments to revenue, leveraging bespoke analytics to identify revenue entries with characteristics that appeared unusual, and testing the appropriateness of these entries by tracing to supporting documentation and evaluating the business rationale; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

## Report on other legal and regulatory requirements

### 12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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



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

### 13. Corporate Governance Statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 64;
- the directors' explanation as to its assessment of the group's prospects, the period this assessment covers and why the period is appropriate set out on page 71;
- the directors' statement on fair, balanced and understandable set out on page 87;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 66;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 87 and 88, and
- the section describing the work of the audit committee set out on page 86.

### 14. Matters on which we are required to report by exception

#### 14.1. Adequacy of explanations received and accounting records

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

#### 14.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

## 15. Other matters which we are required to address

### 15.1. Auditor tenure

Following the recommendation of the Audit Committee, we were appointed by the shareholders at the Annual General Meeting on 21 February 2021 to audit the financial statements for the year ended 30 September 2021 and subsequent financial periods. The period of total uninterrupted engagement of the firm is therefore two years.

### 15.2. Consistency of the audit report with the additional report to the audit committee

Our audit opinion is consistent with the additional report to the audit committee we are required to provide in accordance with ISAs (UK).

## 16. Use of our report

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

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.



Mark Tolley, FCA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Reading, United Kingdom  
29 November 2022



## Consolidated income statement

for the year ended 30 September 2022

	Note	Non-GAAP Adjusted results £m	2022 Adjusting items £m	Statutory results £m	Non-GAAP Adjusted results £m	2021 Adjusting items £m	Statutory results £m
<b>Revenue</b>	1, 2	<b>825.4</b>	-	<b>825.4</b>	606.8	-	606.8
Net operating expenses	3	<b>(553.7)</b>	<b>(83.1)</b>	<b>(636.8)</b>	(411.0)	(80.5)	(491.5)
<b>Operating profit</b>		<b>271.7</b>	<b>(83.1)</b>	<b>188.6</b>	195.8	(80.5)	115.3
Finance income	7	<b>0.1</b>	-	<b>0.1</b>	0.3	-	0.3
Finance costs	7	<b>(18.7)</b>	-	<b>(18.7)</b>	(7.8)	-	(7.8)
Net finance costs		<b>(18.6)</b>	-	<b>(18.6)</b>	(7.5)	-	(7.5)
<b>Profit before tax</b>	1	<b>253.1</b>	<b>(83.1)</b>	<b>170.0</b>	188.3	(80.5)	107.8
Tax (charge)/credit	8	<b>(55.0)</b>	<b>7.2</b>	<b>(47.8)</b>	(38.3)	(3.4)	(41.7)
<b>Profit for the year attributable to owners of the parent</b>		<b>198.1</b>	<b>(75.9)</b>	<b>122.2</b>	150.0	(83.9)	66.1

See page 146 and note 10 for a reconciliation between adjusted and statutory results.

### Earnings Ordinary share

	Note	2022 pence	2021 pence
Basic earnings per share	10	<b>101.4</b>	59.3
Diluted earnings per share	10	<b>100.9</b>	58.1

## Consolidated statement of comprehensive income

for the year ended 30 September 2022

	2022 £m	2021 £m
<b>Profit for the year</b>	<b>122.2</b>	66.1
<b>Items that may be reclassified to the consolidated income statement</b>		
Currency translation differences	<b>80.8</b>	(12.3)
<b>Other comprehensive income/(expense) for the year</b>	<b>80.8</b>	(12.3)
<b>Total comprehensive income for the year attributable to owners of the parent</b>	<b>203.0</b>	53.8

Items in the statement above are disclosed net of tax.

## Consolidated statement of changes in equity

for the year ended 30 September 2022

Group	Note	Issued share capital £m	Share premium account £m	Merger reserve £m	Treasury reserve £m	Accumulated exchange differences £m	Retained (losses)/ earnings £m	Total equity £m
<b>Balance at 30 September 2020</b>		14.7	197.0	170.9	(8.8)	2.2	5.3	381.3
Profit for the year		-	-	-	-	-	66.1	66.1
Currency translation differences (net of tax)		-	-	-	-	(12.3)	-	(12.3)
<b>Other comprehensive expense for the year</b>		-	-	-	-	(12.3)	-	(12.3)
<b>Total comprehensive income for the year</b>		-	-	-	-	(12.3)	66.1	53.8
Share capital issued during the year	22, 24	3.4	-	411.0	-	-	-	414.4
Acquisition of own shares	24	-	-	-	(4.9)	-	-	(4.9)
Share schemes								
- Issue of treasury shares to employees	24	-	-	-	6.1	-	(6.1)	-
- Share-based payments	6	-	-	-	-	-	10.0	10.0
- Current tax on options		-	-	-	-	-	(2.4)	(2.4)
- Deferred tax on options	14	-	-	-	-	-	11.7	11.7
Dividends paid to shareholders	9	-	-	-	-	-	(1.6)	(1.6)
<b>Balance at 30 September 2021</b>		18.1	197.0	581.9	(7.6)	(10.1)	83.0	862.3
<b>Profit for the year</b>		-	-	-	-	-	122.2	122.2
Currency translation differences (net of tax)		-	-	-	-	80.8	-	80.8
<b>Other comprehensive expense for the year</b>		-	-	-	-	80.8	-	80.8
<b>Total comprehensive income for the year</b>		-	-	-	-	80.8	122.2	203.0
Acquisition of own shares	24	-	-	-	(7.9)	-	-	(7.9)
Share schemes								
- Issue of treasury shares to employees	24	-	-	-	7.5	-	(7.5)	-
- Share-based payments	6	-	-	-	-	-	11.3	11.3
- Current tax on options		-	-	-	-	-	3.1	3.1
- Deferred tax on options	14	-	-	-	-	-	(7.7)	(7.7)
Dividends paid to shareholders	9	-	-	-	-	-	(3.4)	(3.4)
<b>Balance at 30 September 2022</b>		18.1	197.0	581.9	(8.0)	70.7	201.0	1,060.7

## Company statement of changes in equity

for the year ended 30 September 2022

Company	Note	Issued share capital £m	Share premium account £m	Merger reserve £m	Retained earnings £m	Total equity £m
<b>Balance at 30 September 2020</b>		14.7	197.0	61.9	52.5	326.1
Loss for the year		-	-	-	(8.7)	(8.7)
<b>Total comprehensive loss for the year</b>		-	-	-	(8.7)	(8.7)
Share capital issued during the year	22, 24	3.4	-	411.0	-	414.4
Share schemes						
- Issue of treasury shares to employees	24	-	-	-	(6.1)	(6.1)
- Share based payments	6	-	-	-	10.0	10.0
- Deferred tax on options		-	-	-	1.4	1.4
Dividends paid to shareholders	9	-	-	-	(1.6)	(1.6)
<b>Balance at 30 September 2021</b>		18.1	197.0	472.9	47.5	735.5
<b>Profit for the year</b>		-	-	-	257.9	257.9
<b>Total comprehensive loss for the year</b>		-	-	-	257.9	257.9
Share schemes						
- Issue of treasury shares to employees	24	-	-	-	(7.5)	(7.5)
- Share based payments	6	-	-	-	11.3	11.3
- Deferred tax on options		-	-	-	1.2	1.2
Dividends paid to shareholders	9	-	-	-	(3.4)	(3.4)
<b>Balance at 30 September 2022</b>		18.1	197.0	472.9	307.0	995.0



## Consolidated balance sheet

as at 30 September 2022

	Note	2022 £m	2021 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	11	53.0	47.4
Intangible assets - goodwill	12	1,069.6	688.2
Intangible assets - other	12	646.2	466.5
Deferred tax	14	-	3.8
<b>Total non-current assets</b>		<b>1,768.8</b>	<b>1,205.9</b>
<b>Current assets</b>			
Inventories		1.2	1.0
Corporation tax recoverable		13.4	-
Deferred tax	14	5.1	-
Trade and other receivables	15	134.3	98.0
Cash and cash equivalents	16	29.2	324.3
Finance lease receivable	21	6.1	1.9
<b>Total current assets</b>		<b>189.3</b>	<b>425.2</b>
<b>Total assets</b>		<b>1,958.1</b>	<b>1,631.1</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Issued share capital	22	18.1	18.1
Share premium account	24	197.0	197.0
Merger reserve	24	581.9	581.9
Treasury reserve	24	(8.0)	(7.6)
Accumulated exchange differences		70.7	(10.1)
Retained earnings		201.0	83.0
<b>Total equity</b>		<b>1,060.7</b>	<b>862.3</b>
<b>Non-current liabilities</b>			
Financial liabilities - interest-bearing loans and borrowings	18	369.0	458.1
Lease liability due in more than one year	20	55.8	44.0
Deferred tax	14	131.7	70.3
Provisions	19	21.4	6.1
Deferred income		14.9	-
<b>Total non-current liabilities</b>		<b>592.8</b>	<b>578.5</b>
<b>Current liabilities</b>			
Financial liabilities - interest-bearing loans and borrowings	18	83.8	42.5
Trade and other payables	17	143.8	133.7
Deferred income		55.8	7.1
Corporation tax payable		1.0	2.1
Lease liability due within one year	20	12.1	4.9
Deferred consideration		4.5	-
Deferred tax	14	3.6	-
<b>Total current liabilities</b>		<b>304.6</b>	<b>190.3</b>
<b>Total liabilities</b>		<b>897.4</b>	<b>768.8</b>
<b>Total equity and liabilities</b>		<b>1,958.1</b>	<b>1,631.1</b>

The financial statements on pages 138 to 183 were approved by the Board of Directors on 29 November 2022 and signed on its behalf by:



**Richard Huntingford**  
Chair



**Penny Ladkin-Brand**  
Chief Financial Officer

## Company balance sheet

as at 30 September 2022

	Note	2022 £m	2021 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in Group undertakings	13	1,273.5	1,006.7
Deferred tax	14	0.8	1.9
Trade and other receivables	15	163.6	-
<b>Total non-current assets</b>		<b>1,437.9</b>	1,008.6
<b>Current assets</b>			
Trade and other receivables	15	27.4	73.9
Cash and cash equivalents	16	0.1	266.4
<b>Total current assets</b>		<b>27.5</b>	340.3
<b>Total assets</b>		<b>1,465.4</b>	1,348.9
<b>Equity and liabilities</b>			
<b>Equity</b>			
Issued share capital	22	18.1	18.1
Share premium account	24	197.0	197.0
Merger reserve	24	472.9	472.9
Retained earnings		307.0	47.5
<b>Total equity</b>		<b>995.0</b>	735.5
<b>Non-current liabilities</b>			
Financial liabilities - interest-bearing loans and borrowings	18	357.0	442.8
<b>Total non-current liabilities</b>		<b>357.0</b>	442.8
<b>Current liabilities</b>			
Financial liabilities - interest-bearing loans and borrowings	18	79.6	39.4
Trade and other payables	17	33.8	131.2
<b>Total current liabilities</b>		<b>113.4</b>	170.6
<b>Total liabilities</b>		<b>470.4</b>	613.4
<b>Total equity and liabilities</b>		<b>1,465.4</b>	1,348.9

As permitted by the exemption under Section 408 of the Companies Act 2006 no Company income statement or statement of comprehensive income is presented. The Company's profit for the year was £257.9m (2021: loss of £8.7m).

The financial statements on pages 138 to 183 were approved by the Board of Directors on 29 November 2022 and signed on its behalf by:



**Richard Huntingford**  
Chair



**Penny Ladkin-Brand**  
Chief Financial Officer

**Future plc**  
**03757874**

## Consolidated cash flow statement

for the year ended 30 September 2022

	2022 £m	2021 £m
<b>Cash flows from operating activities</b>		
Cash generated from operations	<b>268.5</b>	197.2
Net interest paid on bank facilities	<b>(13.7)</b>	(4.9)
Interest paid on lease liabilities	<b>(2.1)</b>	(0.9)
Tax paid	<b>(50.1)</b>	(25.7)
<b>Net cash generated from operating activities</b>	<b>202.6</b>	165.7
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	<b>(2.6)</b>	(3.7)
Purchase of computer software and website development	<b>(9.0)</b>	(7.4)
Purchase of subsidiary undertakings, net of cash acquired	<b>(113.1)</b>	(169.3)
Settlement of receivable from sellers	<b>8.0</b>	-
<b>Net cash used in investing activities</b>	<b>(116.7)</b>	(180.4)
<b>Cash flows from financing activities</b>		
Costs of share issue	-	(0.7)
Acquisition of own shares	<b>(7.9)</b>	(4.9)
Drawdown of bank loans	<b>95.7</b>	559.4
Repayment of bank loans	<b>(467.1)</b>	(213.6)
Drawdown/(repayment) of overdraft	<b>1.0</b>	(4.6)
Bank arrangement fees	<b>(1.9)</b>	(6.4)
Repayment of principal element of lease liabilities	<b>(5.4)</b>	(6.1)
Dividends paid	<b>(3.4)</b>	(1.6)
<b>Net cash generated from financing activities</b>	<b>(389.0)</b>	321.5
<b>Net increase in cash and cash equivalents</b>	<b>(303.1)</b>	306.8
Cash and cash equivalents at beginning of year	<b>324.3</b>	19.3
Effects of exchange rate changes on cash and cash equivalents	<b>8.0</b>	(1.8)
<b>Cash and cash equivalents at end of year</b>	<b>29.2</b>	324.3

## Notes to the consolidated cash flow statement

for the year ended 30 September 2022

### A. Cash generated from operations

The reconciliation of profit for the year to cash generated from operations is set out below:

	Note	Group 2022 £m	Group 2021 £m
Profit for the year		122.2	66.1
Adjustments for:			
Depreciation	11	9.1	8.7
Impairment charge on tangible assets	11	6.6	1.0
Amortisation of intangible assets	12	71.3	48.7
Impairment charge on intangible assets	12	-	8.8
Share-based payments	6	11.3	10.0
Net finance costs	7	18.6	7.5
Tax charge	8	47.8	41.7
<b>Cash generated from operations before changes in working capital and provisions</b>		<b>286.9</b>	192.5
Movement in provisions	19	0.5	0.2
Increase in inventories		(0.2)	(0.2)
(Increase)/decrease in trade and other receivables	15	(3.8)	8.9
Decrease in trade and other payables	17	(14.9)	(4.2)
<b>Cash generated from operations</b>		<b>268.5</b>	197.2

### B. Analysis of net debt

The definition of net debt is provided in the 'Presentation of non-statutory measures' section of the Accounting policies, on page 145.

Group	1 October 2021 £m	Cash flows £m	On acquisition £m	Other non-cash changes £m	Exchange movements £m	30 September 2022 £m
Cash and cash equivalents	324.3	(316.1)	13.0	-	8.0	29.2
Debt due within one year	(42.5)	(38.3)	(2.4)	(0.6)	-	(83.8)
Debt due after more than one year	(458.1)	410.8	(296.2)	(2.2)	(23.3)	(369.0)
<b>Net debt</b>	<b>(176.3)</b>	<b>56.4</b>	<b>(285.6)</b>	<b>(2.8)</b>	<b>(15.3)</b>	<b>(423.6)</b>

Group	1 October 2020 £m	Cash flows £m	On acquisition £m	Other non-cash changes £m	Exchange movements £m	30 September 2021 £m
Cash and cash equivalents	19.3	293.5	13.3	-	(1.8)	324.3
Debt due within one year	(7.8)	(31.4)	(3.2)	(0.1)	-	(42.5)
Debt due after more than one year	(73.6)	(303.2)	(80.0)	(1.6)	0.3	(458.1)
<b>Net debt</b>	<b>(62.1)</b>	<b>(41.1)</b>	<b>(69.9)</b>	<b>(1.7)</b>	<b>(1.5)</b>	<b>(176.3)</b>

### C. Reconciliation of movement in net debt

	Group 2022 £m	Group 2021 £m
Net debt at start of year	<b>(176.3)</b>	(62.1)
(Decrease)/increase in cash and cash equivalents	<b>(303.1)</b>	306.8
Decrease/(increase) in borrowings	<b>73.9</b>	(417.8)
Other non-cash changes	<b>(2.8)</b>	(1.7)
Exchange movements	<b>(15.3)</b>	(1.5)
<b>Net debt at end of year</b>	<b>(423.6)</b>	(176.3)

### D. Changes in financial assets and financial liabilities

Group	1 October 2021 £m	Cash flows £m	Acquisitions £m	Exchange movements £m	Other non cash movements £m	30 September 2022 £m
<b>Financial assets</b>						
Trade and other receivables (net)	73.5	(7.4)	25.0	8.7	-	<b>99.8</b>
Cash and cash equivalents	324.3	(316.1)	13.0	8.0	-	<b>29.2</b>
Finance lease receivable	1.9	(0.6)	2.7	-	2.1	<b>6.1</b>
<b>Total financial assets</b>	<b>399.7</b>	<b>(324.1)</b>	<b>40.7</b>	<b>16.7</b>	<b>2.1</b>	<b>135.1</b>
<b>Financial liabilities</b>						
Trade and other payables	(125.2)	64.3	(66.6)	(11.3)	-	<b>(138.8)</b>
Lease liabilities	(48.9)	6.0	(20.7)	(1.9)	(2.4)	<b>(67.9)</b>
Current borrowings	(43.1)	(38.6)	(2.4)	-	-	<b>(84.1)</b>
Non-current borrowings	(463.1)	409.1	(296.2)	(23.3)	-	<b>(373.5)</b>
<b>Total financial liabilities</b>	<b>(680.3)</b>	<b>440.8</b>	<b>(385.9)</b>	<b>(36.5)</b>	<b>(2.4)</b>	<b>(664.3)</b>
<b>Net financial assets and liabilities</b>	<b>(280.6)</b>	<b>116.7</b>	<b>(345.2)</b>	<b>(19.8)</b>	<b>(0.3)</b>	<b>(529.2)</b>

Group	1 October 2020 £m	Cash flows £m	Acquisitions £m	Exchange movements £m	Other non cash move- ments £m	30 September 2021 £m
<b>Financial assets</b>						
Trade and other receivables (net)	58.7	(2.2)	18.5	(1.5)	-	73.5
Cash and cash equivalents	19.3	293.5	13.3	(1.8)	-	324.3
Finance lease receivable	1.6	(0.4)	-	-	0.7	1.9
<b>Total financial assets</b>	<b>79.6</b>	<b>290.9</b>	<b>31.8</b>	<b>(3.3)</b>	<b>0.7</b>	<b>399.7</b>
<b>Financial liabilities</b>						
Trade and other payables	(104.8)	7.7	(28.6)	0.5	-	(125.2)
Lease liabilities	(24.7)	6.5	(3.5)	0.4	(27.6)	(48.9)
Current borrowings	(7.8)	(32.1)	(3.2)	-	-	(43.1)
Non-current borrowings	(74.5)	(308.3)	(80.0)	(0.3)	-	(463.1)
<b>Total financial liabilities</b>	<b>(211.8)</b>	<b>(326.2)</b>	<b>(115.3)</b>	<b>0.6</b>	<b>(27.6)</b>	<b>(680.3)</b>
<b>Net financial assets and liabilities</b>	<b>(132.2)</b>	<b>(35.3)</b>	<b>(83.5)</b>	<b>(2.7)</b>	<b>(26.9)</b>	<b>(280.6)</b>



# Accounting policies

## Compliance statement and basis of preparation

Future plc (the Company) is incorporated and registered in England and Wales and is a public company limited by shares. The address of the Company's registered office and its registered number are given on pages 141 and 195. The financial statements consolidate those of Future plc and its subsidiaries (the Group).

The Consolidated Financial Statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and UK adopted IFRSs.

The principal accounting policies applied in the preparation of the consolidated financial statements published in this 2022 Annual Report are set out on pages 145 to 151. These policies have been applied consistently to all years presented, unless otherwise stated below. These financial statements have been prepared under the historical cost convention, except for derivative financial instruments, and contingent and deferred consideration, which are measured at fair value.

The going concern basis has been adopted in preparing these financial statements as stated by the Directors on page 123.

The Company has applied Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) issued by the Financial Reporting Council

(FRC) incorporating the Amendments to FRS 101 issued by the FRC in July 2015, and the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015. In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital and tangible fixed assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

The Company produces consolidated financial statements which are prepared in accordance with International Financial Reporting Standards. As the consolidated financial statements of the Company include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share Based Payments in respect of group settled share based payments; and
- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided.

As permitted by s408 of the Companies Act 2006 the Company has elected not to present its own profit and loss account or statement of comprehensive income for the year. The profit attributable to the Company is disclosed in the footnote to the Company's balance sheet.

### New or revised accounting standards and interpretations adopted in the year

The following standards and amendments became effective in the year:

- amendments to IFRS 4, IFRS 7, IFRS 9, IFRS 16 and IAS 39 regarding replacement issues in the context of the IBOR reform; and
- amendments to IFRS 16 relating to the extension of the exemption from assessing whether a COVID-19 related rent concession is a lease modification.

There has been no material impact from the adoption of new standards, amendments to standards or interpretations which are relevant to the Group.

### New accounting standards, amendments and interpretations that are issued but not yet applied by the Group

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for accounting periods beginning on or after 1 October 2022 and which the Group has chosen not to adopt early. These include the following standards which are relevant to the Group:

- amendment to IAS 1 *Amendments regarding the classification of liabilities and Amendments regarding the disclosure of accounting policies*;
- IAS 8 *Amendments regarding the definition of accounting estimates*;
- IAS 12 *Amendments regarding deferred tax on leases and decommissioning obligations*;
- IAS 16 *Amendments prohibiting a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use*;
- IAS 37 *Amendments regarding the costs to include when assessing whether a*

*contract is onerous*;

- IFRS 3 *Amendments updating a reference to the Conceptual Framework*;
- IFRS 9 *Amendments relating to the fees in the '10 per cent' test for derecognition of financial liabilities*;
- IFRS 16 *Amendments to clarify how a seller-lessee subsequently measures sale and leaseback transactions*; and
- Annual Improvements to IFRS Standards 2018-2020 Cycle.

The Group does not expect that the standards and amendments issued but not yet effective will have a material impact on results or net assets.

### Presentation of non-statutory measures

The Directors believe that adjusted results and adjusted earnings per share provide additional useful information on the core operational performance of the Group to shareholders, and review the results of the Group on an adjusted basis internally. The term 'adjusted' is not a defined term under IFRS and may not therefore be comparable with similarly titled profit measurements reported by other companies. It is not intended to be a substitute for, or superior to, IFRS measurements of profit.

Adjustments are made in respect of:

- Share-based payments – share-based payment expenses (relating to equity-settled share awards with vesting periods longer than 12 months), together with associated social security costs, are excluded from the adjusted results of the Group as the Directors believe they result in a level of charge that would distort the user's view of the core trading performance of the Group. Details of share-based payments are shown in note 23.
- Exceptional items – the Group considers

items of income and expense as exceptional and excludes them from the adjusted results where the nature of the item, or its size, is material and/or is not related to the core trading of the Group so as to assist the user of the financial statements to understand the results of the core underlying operations of the Group. The prior and current year impairment charges recognised in respect of acquired intangible assets has been excluded from the adjusted results of the Group as it is non-cash and relates to acquired intangible assets for which amortisation is already considered to be an adjusting item. As such it is not considered to be reflective of the core trading performance of the Group. Details of exceptional items are shown in note 5.

- Amortisation of acquired intangible assets – the amortisation charge for those intangible assets recognised on business combinations is excluded from the adjusted results of the Group since they are non-cash charges arising from non-trading investment activities. As such, they are not considered to be reflective of the core trading performance of the Group.

The following adjustments are only relevant in the context of the prior year results:

- Impact of the UK tax rate change – this was substantively enacted in the UK in May 2021 and results in tax rates increasing from 19% to 25% in 2023. This was excluded from the adjusted results of the Group as it resulted in a one-off non-cash impact on the Group's deferred tax balances and would otherwise significantly distort the Group's core tax charge.

The tax related to adjusting items is the tax effect of the items above, calculated using the standard rate of corporation tax in the relevant jurisdiction.

Reference to 'core or underlying' reflects the trading results of the Group without the impact of amortisation of acquired intangible assets, exceptional items, share-based payment expenses (relating to equity-settled share awards with vesting periods longer than 12 months), together with associated social security costs and any tax related effects that would otherwise distort the users understanding of the Group's performance. In the prior year this also excludes the impact of the UK tax rate change and impairment charge in respect of acquired intangible assets.

A reconciliation of adjusted operating profit to profit before tax is shown below:

	2022 £m	2021 £m
<b>Adjusted operating profit</b>	<b>271.7</b>	195.8
Adjusted net finance costs (note 7)	<b>(18.6)</b>	(7.5)
<b>Adjusted profit before tax</b>	<b>253.1</b>	188.3
<b>Adjusting items:</b>		
Share-based payments (including social security costs) (note 6)	<b>(6.9)</b>	(14.8)
Exceptional items (note 5)	<b>(17.9)</b>	(27.4)
Amortisation of acquired intangibles (note 12)	<b>(58.3)</b>	(38.3)
<b>Profit before tax</b>	<b>170.0</b>	107.8

A summary table of all measures is included below:

APM	Closest equivalent statutory measure	Definition
<b>Adjusted operating profit</b>	<b>Operating profit</b>	Adjusted operating profit represents earnings before share-based payments (relating to equity-settled awards with vesting periods longer than 12 months) and related social security costs, amortisation of acquired intangible assets, exceptional items and the prior year fair value movements on contingent consideration. This is a key management incentive metric, used within the Group's Deferred Annual Bonus Plan. Adjusted operating profit margin is adjusted operating profit as a percentage of revenue. Adjusting items are shown in the table below and defined in the table commentary.
<b>Adjusted profit before tax</b>	<b>Profit before tax</b>	Adjusted profit before tax represents earnings before share-based payments (relating to equity-settled awards with vesting periods longer than 12 months) and related social security costs, interest, tax, amortisation of acquired intangible assets, exceptional items, and any related tax effects. Adjusting items are shown in the table below and defined in the table commentary.
<b>Adjusted diluted earnings per share</b>	<b>Diluted earnings per share</b>	Adjusted diluted earnings per share (EPS) represents adjusted profit after tax divided by the weighted average dilutive number of shares at the year end date. This is a key management incentive metric, used within the Group's Performance Share Plan. A reconciliation is provided in note 10.
<b>Adjusted effective tax rate</b>	<b>Effective tax rate</b>	Adjusted effective tax rate is defined as the effective tax rate adjusted for the tax impact of adjusting items and any other one-off impacts that distort a user's view of the tax charge that would be expected to arise on the core trading profit of the Group on a recurring basis. The tax impact of adjusting items is provided in note 8.
<b>Adjusted operating cash flow</b>	<b>Operating cash flow</b>	Adjusted operating cash flow represents cash generated from operations adjusted to exclude cash flows relating to exceptional items and payment of accrual for employer's taxes on share-based payments relating to equity settled share awards with vesting periods longer than 12 months, and to include lease repayments following adoption of IFRS 16 Leases.
<b>Adjusted free cash flow</b>	<b>Free cash flow</b>	Adjusted free cash flow is defined as adjusted operating cash flow less capital expenditure. Capital expenditure is defined as cash-flows relating to the purchase of property, plant and equipment and purchase of computer software and website development.
<b>Net debt</b>	<b>Statutory net debt</b>	Net debt is defined as the aggregate of the Group's cash and cash equivalents and its external bank borrowings net of capitalised bank arrangement fees. It does not include lease liabilities recognised following the adoption of IFRS 16 Leases.

A reconciliation between adjusted and statutory earnings per share measures is shown in note 10.

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of Future plc (the Company) and its subsidiary undertakings. Subsidiaries are all entities controlled by the Group. Control exists when the Group is either exposed to or has the rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group.

The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, and includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated.

Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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### Segment reporting

The Group is organised and arranged primarily by geographical segment. The Group also uses a sub-segment split of Media and Magazines for further analysis. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Makers who are considered to be the Executive Directors of Future plc.

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### Revenue recognition

Revenue from contracts with customers is recognised in the income statement in line with the five-step model in IFRS 15, to reflect the pattern of transfer of goods and services to the customer. Revenue is recognised in the income statement when control passes to the customer. If the customer simultaneously receives and consumes the benefits of the contract, revenue is recognised over time. Otherwise, revenue is recognised at a point in time.

Revenue comprises the transaction price of the contract, being consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, estimated returns, rebates and discounts, which includes retail promotion costs and advertising rebates, and after eliminating sales within the Group.

For print and digital magazine newstrade and subscription revenue, and digital advertising revenues and expenses, revenue is recognised as the amount paid by the end

consumer, rather than the amount remitted by the agent.

Related commissions paid to agents are recognised as an expense within cost of sales.

The following recognition criteria also apply:

- eCommerce revenue is recognised at the time of the related product sale.
- Magazine newsstand circulation, print subscription and advertising revenue is recognised according to the date that the related publication goes on sale.
- Online advertising revenue is recognised over the period during which the adverts are served.
- Revenue from the sale of digital magazine subscriptions is recognised uniformly over the term of the subscription.
- Event income is recognised when the event has taken place.
- Licensing revenue is recognised on the supply of the licensed content.
- Publisher services revenue is recognised when the issues are distributed to wholesalers.
- Revenue from broadcaster productions is recognised over the period of development in line with expenditure incurred.
- Other revenue is recognised at the time of sale or provision of service.
- Price comparison revenue is recognised upon completion of the sale.
- Rewards revenue is recognised upon usage of a voucher net of an estimate for cancellations.

The right of return is considered to be variable consideration. The probable amount of expected returns is estimated using the most-likely amount method and accounted for as a reduction in revenue.

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### Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in sterling, which is the Group's presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at balance sheet exchange rates of monetary assets and liabilities denominated in foreign

currencies are recognised in the income statement, with exchange differences arising on trading transactions being reported in operating profit and with those arising on financing transactions reported in net finance costs unless, as a result of cash flow hedging, they are reported in other comprehensive income.

#### (c) Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) Assets and liabilities for each balance sheet are translated at the closing rate at the date of that balance sheet.
- (ii) Income and expenses for each income statement are translated at average exchange rates.
- (iii) All resulting exchange differences are recognised as a separate component of equity and presented separately in the Consolidated statement of changes in equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

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### Employee benefits

#### (a) Pension obligations

The Group has a number of defined contribution plans. For defined contribution plans the Group pays contributions into a privately administered pension plan on a contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. Contributions are charged to the income statement as they are incurred.

#### (b) Share-based compensation

The Group operates a number of share-based compensation plans.

The fair value of the employee services received in exchange for the grant of the awards is recognised as an expense. The total amount to be expensed over the appropriate service period is determined by reference to the fair value of the awards. The calculation of fair value includes assumptions regarding the number of cancellations and excludes the impact of any non-market vesting conditions

(for example, earnings per share). Non-market vesting conditions are included in assumptions about the number of awards that are expected to vest. At each balance sheet date, the Group revises its estimates of the number of awards that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement, with a corresponding adjustment to equity for equity-settled awards and liabilities for cash-settled awards.

The grant by the Company of share awards to the employees of subsidiary undertakings is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the Company's financial statements.

Shares in the Company are held in trust to satisfy the exercise of awards under certain of the Group's share-based compensation plans and exceptional awards. The trust is consolidated within the Group financial statements. These shares are presented in the consolidated balance sheet as a deduction from equity at the market value on the date of acquisition.

### (c) Bonus plans

The Group recognises a liability and an expense for bonuses taking into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### Leases

Property leases are recognised on the balance sheet as a right-of-use asset and corresponding lease liability at the date the leased asset is available for use. Lease liabilities are measured at the present value of payments less lease incentives receivable. Right-of-use assets are measured equal to the value of the lease liability plus restoration costs.

Lease payments are discounted using the interest rate implicit in the lease, or where not available, the incremental borrowing rate (for leases existing on transition the incremental borrowing rate).

Short-term and low-value leases (as defined by IFRS 16) are recognised on a straight-line basis as an expense in the income statement.

Finance costs are charged to the income

statement over the lease term, at a constant periodic rate of interest. Right-of-use assets are depreciated over the lease term on a straight-line basis. Each lease payment is allocated between the liability and finance cost.

Where the Group is a lessor, where the lease transfers substantially all the risks and rewards of ownership to the lessee it is classified as a finance lease. All others are accounted for as operating leases. Where the Group is an intermediate lessor, the sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. Amounts due from lessees under finance leases are recognised as receivables at the amount of the net investment in the leases. Finance lease income reflects a constant periodic rate of return on the Group's net investment outstanding. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

### Tax

Tax on the profit or loss for the year comprises current tax and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity in which case it is recognised in equity.

Current tax is payable based on taxable profits for the year, using tax rates that have been enacted or substantively enacted at the balance sheet date, along with any adjustment relating to tax payable in previous years. Management periodically evaluates items detailed in tax returns where the tax treatment is subject to interpretation. Taxable profit differs from net profit in the income statement in that income or expense items that are taxable or deductible in other years are excluded – as are items that are never taxable or deductible. Current tax assets relate to payments on account not offset against current tax liabilities.

Deferred tax is provided for in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that

have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled in the appropriate territory.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Certain deferred tax assets and liabilities are offset against each other where they relate to the same jurisdiction and there is a legally enforceable right to offset.

Uncertain tax positions are provided for under IAS 12, with due consideration for the interpretive guidance in IFRIC 23. Each uncertain tax treatment is considered either separately or together with other uncertain positions in the same jurisdiction, depending on which approach better predicts the resolution of the uncertainty. The effect of the uncertainty is measured with reference to the expected value, i.e. the sum of the probability-weighted amounts in a range of possible outcomes. The expected value better predicts the resolution of the uncertainty where there is a range of possible outcomes.

### Deferred tax in business combinations

In business combinations, deferred tax is calculated at the date of acquisition. Where the fair value (and therefore the acquisition accounting value) of assets acquired is different from its tax base, a deferred tax asset or liability is recognised on the temporary difference. The tax base is dependent on the expected tax deductions available in the applicable jurisdiction over the life of the asset.

### Dividends

All dividend distributions to the Company's shareholders are recognised as a liability in the financial statements in the period in which they are approved.

### Property, plant and equipment

Property, plant and equipment is stated at cost (or deemed cost) less accumulated depreciation and impairment losses. Cost



includes expenditure that is directly attributable to the acquisition of the items.

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### Depreciation

Depreciation is calculated using the straight-line method to allocate the cost of property, plant and equipment less residual value over estimated useful lives, as follows:

- Land and buildings – 50 years or period of the lease if shorter.
- Plant and machinery – between one and five years.
- Equipment, fixtures and fittings – between one and five years.
- Right-of-use assets – lease term.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in the income statement.

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### Intangible assets

#### (a) Goodwill

Goodwill represents the difference between the cost of the acquisition and the fair value of net identifiable assets acquired.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to appropriate groups of cash generating units (those expected to benefit from the business combination) and it is not subject to amortisation but is tested annually for impairment.

#### (b) Acquired intangible assets

These intangible assets have a finite useful life and are stated at cost less accumulated amortisation. Assets acquired as part of a business combination are initially stated at fair value. Amortisation is calculated using the straight-line method to allocate the cost of these intangibles over their estimated useful lives (typically between one and twenty years).

Expenditure incurred on the launch of new magazine titles is recognised as an expense in the income statement as incurred.

#### (c) Computer software and website development

Non-integral computer software purchases are stated at cost less accumulated

amortisation. Costs incurred in the development of new websites are capitalised only where the cost can be directly attributed to developing the website to operate in the manner intended by management and only to the extent of the future economic benefits expected from its use. These costs are amortised on a straight-line basis over their estimated useful lives (between one and three years).

Costs associated with maintaining computer software or websites are recognised as an expense as incurred.

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### Impairment tests and Cash-Generating Units (CGUs)

A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Goodwill is not amortised but tested for impairment at least once a year or more frequently when there is an indication that it may be impaired. Therefore, the evolution of general economic and financial trends as well as actual economic performance compared to market expectations represent external indicators that are analysed by the Group, together with internal performance indicators, in order to assess whether an impairment test should be performed more than once a year.

IAS 36 *Impairment of Assets* requires these tests to be performed at the level of each CGU or group of CGUs likely to benefit from acquisition-related synergies, within an operating segment.

Any impairment of goodwill is recorded in the income statement as a deduction from operating profit and is never reversed subsequently.

Other intangible assets with a finite life are amortised and are tested for impairment only where there is an indication that an impairment may have occurred.

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### Recoverable amount

To determine whether an impairment loss should be recognised, the carrying value of the assets and liabilities of the CGUs or groups of CGUs is compared to their recoverable amount.

Carrying values of CGUs and groups of CGUs tested include goodwill and assets with finite useful lives (property, plant and equipment and intangible assets).

The recoverable amount of a CGU is the higher of its fair value less costs to sell and its value in use. Fair value less costs to sell

is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. This estimate is determined, on 30 September, on the basis of the discounted present value of expected future cash flows plus a terminal value and reflects general market sentiment and conditions.

Value in use is the present value of the future cash flows expected to be derived from the CGUs or group of CGUs. Cash flow projections are based on economic assumptions and forecast trading conditions drawn up by the Group's management, as follows:

- cash flow projections are based on three-year business plans;
- cash flow projections beyond that time frame are extrapolated by applying a country-specific growth rate to perpetuity for both the US, Australia and the UK; and
- the cash flows obtained are discounted using appropriate rates for the business and the territories concerned.

If goodwill has been allocated to a CGU and an operation within that CGU is disposed of, the goodwill associated with that operation is included in the carrying amount of the operation in determining the profit or loss on disposal. The goodwill allocated to the disposal is measured on the basis of the relative profitability of the operation disposed and the operations retained.

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### Inventories

Inventories are stated at the lower of cost and net realisable value. For raw materials, cost is taken to be the purchase price on a first in, first out basis. For finished goods, cost is calculated as the direct cost of production. It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

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### Trade and other receivables

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less a loss allowance. The Group applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables. Expected loss rates, calculated based on historical credit losses, are applied to trade receivables grouped based on days past due.



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### Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held on call with banks. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

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### Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost.

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### Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

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### Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, and it is more likely than not that an outflow of resources will be required to settle the obligation.

Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

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### Investments

The Company's investments in subsidiary undertakings are stated at the fair value of consideration payable, including related acquisition costs, less any provisions for impairment.

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### Exceptional items

The Group considers items of income and expense as exceptional and excludes them from the adjusted results where the nature of the item, or its size, is material and/or is not related to the core trading of the Group so as to assist the user of the financial statements to understand the results of the core underlying operations of the Group. Details of exceptional items are shown in note 5.

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### Critical accounting assumptions, judgements and estimates

The preparation of the financial statements under IFRS requires the use of certain critical accounting assumptions and requires management to exercise its judgement and to make estimates in the process of applying the Group's accounting policies.

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### Critical judgements in applying the Group's accounting policies

The areas where the Board has made critical judgements in applying the Group's accounting policies (apart from those involving estimations which are dealt with separately below) are:

#### (a) Accounting for acquisitions

Management applies judgement in accounting for acquisitions, including identifying assets arising from the application of IFRS 3 *Business combinations*, undertaking Purchase Price Allocation exercises to allocate value between assets acquired, including the allocation between intangible assets and goodwill, and where relevant valuing contingent consideration. Key judgements are made in respect of discount rates, growth rates, royalty rates and the estimated life of intangibles, for which sensitivity analysis has been provided in section (a) below. See note 28 for further detail.

#### (b) Exceptional items

Due to the significant acquisition-related activity, there are a number of items which require judgement to be applied in determining whether they are exceptional in nature. In the current year these include acquisition related costs of £4.7m including £2.9m and £1.2m relating to the Dennis and Who What Wear acquisitions respectively, in addition to £1.7m and £0.6m of restructuring costs attributable to the review of titles in our portfolio and building of a finance centre of excellence in Bath and a £10.9m net expense relating to onerous properties. See notes 5 and 28 for further details.

#### (c) Determining the basis on which goodwill is allocated and monitored for goodwill impairment testing

Judgement is applied in the identification of cash-generating units ("CGUs") as well as the basis on which goodwill is monitored. Goodwill cannot be monitored at a lower level than the operating segment level and although Australia is not disclosed as a reportable segment (as outlined in Note 1 it is aggregated with the UK), this is only because it represents less than 10% of the Group's results (and therefore is not

required to be reported separately under IFRS 8 Operating segments).

Given the speed of integration of acquisitions and the interdependency of revenues across the Group, both between its brands, the Media and Magazine sub-segments and globally the Directors remain comfortable with the continued identification of the UK and the US as the other primary groups of CGUs used in impairment testing, based on how goodwill is monitored.

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### Key sources of estimation uncertainty

The following is an area of key source of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

#### (a) Valuation of acquired intangible assets

Acquisitions may result in the recognition of intangible assets, such as titles, trademarks, brands, customer lists, subscriber databases, creative services relationships, content, advertising relationships, customer relationships, publishing rights, non-compete agreements and eCommerce technology. These assets are valued using a discounted cash flow model, Multi-period Excess Earnings Method ("MEEM"), or a relief from royalty method. In applying these valuation methods, a number of key assumptions are made in respect of discount rates, growth rates, royalty rates and the estimated life of intangibles. During the year, such critical estimates have been made regarding the Dennis acquisition. The Group has assessed the sensitivity of the Dennis intangible asset values recognised to changes in key assumptions, which have been identified as revenue and forecast adjusted operating profit. A 25% increase in the forecast revenue used in the Dennis valuation models would increase the amounts recognised in respect of brands by £10.4m and subscriber relationships by £2.6m, giving rise to an increase in the deferred tax liability recognised on acquisition of £3.3m, and would reduce the level of goodwill by £9.7m. A 25% decrease in the forecast revenue used in the valuation models would decrease the amounts recognised in respect of brands by £9.4m and subscriber relationships by £2.3m, giving rise to a reduction in the deferred tax liability recognised on acquisition of £2.9m, and would reduce the level of goodwill by £8.8m.

A 5% increase in the forecast adjusted operating profit used in the Dennis valuation models would increase the amounts recognised in respect of brands by £17.4m, subscriber relationships by £2.4m and advertiser relationships by £2.3m, giving rise to an increase in the deferred tax liability recognised on acquisition of £5.5m, and would reduce the level of goodwill by £16.6m. A 5% decrease in the forecast adjusted operating profit used in the valuation models would decrease the amounts recognised in respect of brands by £17.5m, subscriber relationships by £2.3m and advertiser relationships by £2.0m, giving rise to a reduction in the deferred tax liability recognised on acquisition of £5.5m, and would reduce the level of goodwill by £16.3m. See notes 12 and 28 for further details.

# Notes to the financial statements

## 1. SEGMENTAL REPORTING

The Group is organised and arranged primarily by reportable segment. The Executive Directors consider the performance of the business from a geographical perspective, namely the UK and the US. The Australian business is considered to be part of the UK segment and is not reported separately due to its size. The Group also uses a sub-segment split of Media (websites and events) and Magazines for further analysis. The Group considers that the assets within each geographical segment are exposed to the same risks.

### (a) Reportable segment

#### (i) Segment revenue

	Sub-segment		2022	Sub-segment		2021
	Media £m	Magazines £m	Total £m	Media £m	Magazines £m	Total £m
<b>Segment:</b>						
UK	284.2	215.3	499.5	220.4	176.2	396.6
US	251.0	74.9	325.9	202.4	7.8	210.2
<b>Total</b>	<b>535.2</b>	<b>290.2</b>	<b>825.4</b>	<b>422.8</b>	<b>184.0</b>	<b>606.8</b>

Transactions between segments are carried out at arm's length.

#### (ii) Segment adjusted operating profit

Adjusted operating profit is used by the Executive Directors to assess the performance of each segment. Operating profit for the Media and Magazines sub-segments is not reported internally, as overheads are not fully allocated on this basis. The table below shows the impact of intra-group adjustments on the adjusted operating profit for the UK and US segments:

	2022						2021
	Adjusted operating profit prior to intra-group adjustments £m	Intra-group adjustments £m	Adjusted operating profit £m	Adjusted operating profit prior to intra-group adjustments £m	Intra-group adjustments £m	Adjusted operating profit £m	
<b>Segment:</b>							
UK	60.5	88.2	148.7	64.9	68.7	133.6	
US	211.2	(88.2)	123.0	130.9	(68.7)	62.2	
<b>Total</b>	<b>271.7</b>	<b>-</b>	<b>271.7</b>	<b>195.8</b>	<b>-</b>	<b>195.8</b>	

Intra-group adjustments relate to the net impact of charges from the UK to the US in respect of management fees (for back office revenue functions such as finance, HR and IT which are largely based in the UK) and licence fees for the use of intellectual property. The increase in the year is driven by the increased operating margin achieved by the Group and the growth in media revenue in the US following acquisitions.

A reconciliation of total segment adjusted operating profit to profit before tax is provided as follows:

	2022 £m	2021 £m
<b>Adjusted operating profit</b>	<b>271.7</b>	195.8
Share-based payments (including social security costs)	(6.9)	(14.8)
Amortisation of acquired intangibles	(58.3)	(38.3)
Exceptional items (note 5)	(17.9)	(27.4)
Net finance costs	(18.6)	(7.5)
<b>Profit before tax</b>	<b>170.0</b>	107.8

### (iii) Segment assets and liabilities

	Segment assets		Segment liabilities		Segment net assets	
	2022 £m	2021 £m	2022 £m	2021 £m	2022 £m	2021 £m
<b>Segment:</b>						
UK	<b>1,246.0</b>	1,356.3	<b>(629.9)</b>	(738.3)	<b>616.1</b>	618.0
US	<b>712.1</b>	274.8	<b>(267.5)</b>	(30.5)	<b>444.6</b>	244.3
<b>Total</b>	<b>1,958.1</b>	1,631.1	<b>(897.4)</b>	(768.8)	<b>1,060.7</b>	862.3

### (iv) Other segment information

	Non-current assets		Additions to non-current assets		Depreciation and amortisation		Exceptional items	
	2022 £m	2021 £m	2022 £m	2021 £m	2022 £m	2021 £m	2022 £m	2021 £m
<b>Segment:</b>								
UK	<b>1,079.9</b>	980.7	<b>158.8</b>	745.0	<b>55.8</b>	43.2	<b>14.0</b>	25.9
US	<b>688.9</b>	221.4	<b>387.0</b>	27.2	<b>24.6</b>	14.2	<b>3.9</b>	1.5
<b>Total</b>	<b>1,768.8</b>	1,202.1	<b>545.8</b>	772.2	<b>80.4</b>	57.4	<b>17.9</b>	27.4

The non-current assets in the table above exclude deferred tax.

Other than the items disclosed above and a share-based payments charge (excluding social security costs) of £11.3m (2021: £10.0m), of which £9.5m relates to the UK segment (2021: £8.4m) and £1.8m relates to the US segment (2021: £1.6m), and impairment of acquired intangible assets of £nil (2021: £8.8m) solely relating to the UK segment, there were no other significant non-cash charges during the year.

### (b) Business segment

#### (i) Gross profit by business segment

Sub-segment	2022				2021					
	Media £m	Magazines £m	Other £m	Add back distribution expenses £m	Total £m	Media £m	Magazines £m	Other £m	Add back distribution expenses £m	Total £m
<b>Segment:</b>										
UK	<b>203.3</b>	<b>127.5</b>	<b>(136.2)</b>	<b>31.1</b>	<b>225.7</b>	163.5	109.4	(114.1)	21.3	180.1
US	<b>224.0</b>	<b>54.3</b>	<b>(80.8)</b>	<b>11.4</b>	<b>208.9</b>	182.6	4.4	(44.8)	1.7	143.9
<b>Total</b>	<b>427.3</b>	<b>181.8</b>	<b>(217.0)</b>	<b>42.5</b>	<b>434.6</b>	346.1	113.8	(158.9)	23.0	324.0

No end customer, or other single customer or group of customers under common control contributed 10% or more to the Group's revenue in either the current or prior year. The above analysis excludes the impact of intra-group adjustments.

Other relates mainly to sales, marketing and editorial related costs that are not directly attributable to Media or Magazines.

## 2. REVENUE

The Group applies IFRS 15 *Revenue from contracts with customers*. See note 1 for disaggregation of revenue by sub-segment.

#### Timing of satisfaction of performance obligations

Revenue is recognised in the income statement when control passes to the customer. If the customer simultaneously receives and consumes the benefits of the contract, revenue is recognised over time. Otherwise, revenue is recognised at a point in time.

The table overleaf provides detail for each revenue stream:

Revenue stream	Nature, timing and satisfaction of performance obligations	Revenue recognition
<b>Online advertising revenue</b>	<p>The Group operates a number of websites with advertising space on their webpages which are sold via first party and programmatic/third party routes. Customers can purchase by time and number of impressions.</p> <p>For impressions, the performance obligation is the presentation of the advert to the customer. For time-based adverts, the performance obligation is the provision of an advert over a period of time to be seen by the customer.</p>	<p>Revenue is recognised at the point the advert is presented to the consumer or over the period during which the advertisements are served.</p> <p>Principal vs agent considerations mean revenue under certain contracts is recognised on a gross basis and some is recognised on a net basis.</p>
<b>eCommerce revenue</b>	<p>The Group earns commission when purchases are made directly from third parties by consumers clicking through to these products through links on the Group's websites. The facilitation of each product sale reflects a separate performance obligation.</p>	<p>Revenues related to these commissions are recognised at the time of the related product sale, less an estimate to reflect the likelihood of product returns to the retailer based on historic return rates.</p>
<b>Print and digital magazine subscriptions</b>	<p>Subscriptions of magazines are sold online, with subscribers sent a digital or print version of the magazine every month (or multiple versions in a 'double issue month').</p> <p>Cash is received in advance (either annually or monthly via direct debit).</p> <p>For print subscriptions each magazine delivered represents a distinct performance obligation, whereas for digital magazines providing access to the digital content represents a distinct performance obligation.</p>	<p>For digital magazines cash collected in advance is deferred, with revenue recognised uniformly over the term of the subscription.</p> <p>For print magazines cash collected in advance is deferred, with revenue recognised at a point in time when the relevant publication being subscribed to goes on sale.</p> <p>Principal vs agent considerations mean revenue under certain contracts is recognised on a gross basis and some is recognised on a net basis.</p>
<b>Magazine newsstand circulation and advertising revenue</b>	<p>Single issues of magazines are sold in stores and online.</p> <p>The provision of each issue is a separate performance obligation, which is satisfied when the issue goes on sale.</p>	<p>Revenue is recognised at a point in time on the date that the related publication goes on sale based on the estimate of sales net of returns.</p> <p>Principal vs agent considerations mean revenue under certain contracts is recognised on a gross basis and some is recognised on a net basis.</p>
<b>Event income</b>	<p>The Group holds a number of events throughout the year, including shows and awards events, held physically and virtually. Revenue arises from the following:</p> <ul style="list-style-type: none"> <li>- Stand/table space; sponsorship; ticket sales; and marketing packages.</li> </ul> <p>Cash is collected in advance of the event. Each event is a separate performance obligation, being satisfied when the event has taken place.</p>	<p>Cash collected in advance is deferred, with revenue recognised at a point in time when the event takes place.</p>
<b>Licensing revenue</b>	<p>Licence fees are charged for the use of the Group's brands and content.</p> <p>Performance obligations are satisfied over time (for example magazine content provided each month) and at a point in time (historic content is provided up-front).</p>	<p>Revenue is recognised on the supply of the licensed content, based on usage.</p>
<b>Publisher services revenue</b>	<p>The Martketforce business is a distributor for magazines.</p> <p>Performance obligations are satisfied at a point in time, when the issues go on sale.</p>	<p>Revenue is recognised at a point in time on the date that the related publication goes on sale based on the estimate of sales net of returns.</p>
<b>Broadcaster productions</b>	<p>Television programming content is developed and produced for public broadcast.</p> <p>Performance obligations are satisfied over the period of the development in line with expenditure incurred.</p>	<p>Revenue is recognised over time, with the input method used to reflect the transfer of control to the customer. Inputs include costs incurred/labour hours expended, which provide a faithful depiction of the transfer of goods and services, directly relating to the progress of development of the programmes to date, which are commissioned specifically by broadcasters.</p>
<b>Price comparison</b>	<p>Revenue from price comparison services, acquired as part of the GoCo and Mozo acquisitions in February 2021, represents amounts receivable for insurance, utilities and other product introductions, including click through fees.</p> <p>Performance obligations are satisfied at a point in time, being the point at which a policy is sold, a consumer signs up to a new tariff, or in limited cases when a customer clicks through to a partner website.</p>	<p>Upon the completion of a sale, revenue is measured at the fair value of the consideration received or receivable, net of an estimate of cancellations.</p>
<b>Rewards</b>	<p>Revenue is generated through commission arrangements, primarily based on a fixed percentage of spend. Performance obligations are satisfied at a point in time, when an online voucher transaction is approved by the merchant.</p>	<p>Upon usage of a voucher and approval by the merchant, revenue is measured net of an estimate for cancellations.</p>



The table below disaggregates revenue according to the timing of satisfaction of performance obligations:

	2022			2021		
	Over time £m	Point in time £m	Total revenue £m	Over time £m	Point in time £m	Total revenue £m
<b>Total revenue</b>	<b>16.2</b>	<b>809.2</b>	<b>825.4</b>	13.8	593.0	606.8

### 3. NET OPERATING EXPENSES

Operating profit is stated after charging:

	Adjusted results £m	Adjusting items £m	2022 Statutory results £m	Adjusted results £m	Adjusting items £m	2021 Statutory results £m
Cost of sales	<b>(390.7)</b>	-	<b>(390.7)</b>	(282.8)	-	(282.8)
Distribution expenses	<b>(42.5)</b>	-	<b>(42.5)</b>	(23.0)	-	(23.0)
Share-based payments (including social security costs)	<b>(0.5)</b>	<b>(6.9)</b>	<b>(7.4)</b>	(1.2)	(14.8)	(16.0)
Exceptional items (note 5)	-	<b>(17.9)</b>	<b>(17.9)</b>	-	(27.4)	(27.4)
Depreciation	<b>(9.1)</b>	-	<b>(9.1)</b>	(8.7)	-	(8.7)
Amortisation	<b>(13.0)</b>	<b>(58.3)</b>	<b>(71.3)</b>	(10.4)	(38.3)	(48.7)
Other administration expenses	<b>(97.9)</b>	-	<b>(97.9)</b>	(84.9)	-	(84.9)
	<b>(553.7)</b>	<b>(83.1)</b>	<b>(636.8)</b>	(411.0)	(80.5)	(491.5)

### 4. FEES PAID TO AUDITORS

	2022 £m	2021 £m
Audit fees in respect of the audit of the financial statements of the Company and the consolidated financial statements	<b>0.63</b>	0.56
Other assurance services <sup>1</sup>	<b>0.12</b>	0.04
Other non-audit services <sup>2</sup>	<b>0.06</b>	-
<b>Total fees</b>	<b>0.81</b>	0.60

<sup>1</sup> Other assurance services relate to the interim review and covenant compliance.  
<sup>2</sup> Other non-audit services for independent verification procedures to third parties.

### 5. EXCEPTIONAL ITEMS

	2022 £m	2021 £m
Acquisition and integration related costs	<b>4.7</b>	18.6
Restructuring costs	<b>2.3</b>	-
Onerous property costs	<b>10.9</b>	-
Impairment of assets	-	8.8
<b>Total charge</b>	<b>17.9</b>	27.4

Exceptional items include acquisition and integration related costs of £4.7m, including £2.9m and £1.2m relating to the Dennis and Who What Wear acquisitions respectively, in addition to £1.7m and £0.6m of restructuring costs attributable to the review of titles in our portfolio and building of a finance centre of excellence in Bath (2021: £13.1m in respect of the GoCo acquisition and £4.5m in respect of the Dennis acquisition). A total of £10.9m has been recognised in respect of onerous properties, partly reflecting extended time frames in subletting existing onerous property leases as well as £5.7m relating to properties acquired as part of the Dennis acquisition (2021: £1.0m net expense on the exit of onerous properties).

Further details in respect of the acquisitions are shown in note 28.

During 2021 the impairment charge of £8.8m related to a write down of the brand and customer relationship intangible assets relating to Look After My Bills ('LAMB') which was acquired as part of the GoCo acquisition, by £4.4m each respectively, as a result of turbulence in the UK energy market which directly impacted the auto-switch service offering.

## 6. EMPLOYEE COSTS

	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
Wages and salaries	172.3	1.8	133.9	1.9
Social security costs	15.7	-	12.7	-
Other pension costs	5.2	-	4.0	-
Share schemes				
- Value of employees' services <sup>1</sup>	11.3	-	10.1	-
- Employer's social security costs on share options	(4.1)	-	6.0	-
<b>Total employee costs</b>	<b>200.4</b>	<b>1.8</b>	<b>166.7</b>	<b>1.9</b>

<sup>1</sup> In the current year, £10.7m (2021: £10.0m) relates to equity-settled and £0.6m (2021: £0.1m) to cash-settled share based payments.

Average monthly number of people (including Directors)	Group 2022 No.	Company 2022 No.	Group 2021 No.	Company 2021 No.
Production	2,230	-	1,690	-
Administration	759	9	705	9
<b>Total</b>	<b>2,989</b>	<b>9</b>	<b>2,395</b>	<b>9</b>

At 30 September 2022, the actual number of people employed by the Group was 2,985 (2021: 2,527). In respect of our reportable segments 2,253 (2021: 2,027) were employed in the UK and 732 (2021: 500) were employed in the US.

### Key management personnel compensation

	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
Salaries and other short-term employee benefits	2.4	1.8	2.7	1.9
Post employment benefits	0.2	-	-	-
Share schemes				
- Value of employees' services	3.2	-	3.5	-
- Employer's social security costs on share options	(1.6)	-	4.3	-
<b>Total</b>	<b>4.2</b>	<b>1.8</b>	<b>10.5</b>	<b>1.9</b>

Key management personnel are deemed to be the members of the Board of Future plc. It is this Board which has responsibility for planning, directing and controlling the activities of the Group.

Zillah Byng-Thorne, Penny Ladkin-Brand and Rachel Addison were paid by Future Publishing Limited, a subsidiary company, for their services. In 2022 £0.8m (2021: £0.9m) was recharged to Future plc by Future Publishing Limited in respect of Zillah Byng-Thorne, and £0.4m was recharged in respect of Penny Ladkin-Brand. In 2021 £0.5m was recharged in respect of Rachel Addison. These recharges are included in the salaries line for the Company in the table above.

Further details on the Directors' remuneration and interests are given in the Directors' remuneration report on pages 90 to 119. The highest paid Director during the year was Zillah Byng-Thorne (2021: Zillah Byng-Thorne) and details of her remuneration are shown on page 98.

## 7. FINANCE INCOME AND COSTS

	2022 £m	2021 £m
Interest receivable on interest-bearing loans and borrowings	-	0.2
Interest receivable on sub-leases	0.1	0.1
<b>Total reported finance income</b>	<b>0.1</b>	<b>0.3</b>
Interest payable on interest-bearing loans and borrowings	(13.6)	(5.1)
Amortisation of bank loan arrangement fees	(2.8)	(1.7)
Interest payable on lease liabilities	(2.3)	(1.0)
<b>Total reported finance costs</b>	<b>(18.7)</b>	<b>(7.8)</b>
<b>Net finance costs</b>	<b>(18.6)</b>	<b>(7.5)</b>

For further information in respect of the Group's debt facilities and changes during the year see note 18.

## 8. TAX ON PROFIT

The tax charged in the consolidated income statement is analysed below:

	2022 £m	2021 £m
<b>Corporation tax</b>		
Current tax on the profit for the year	43.6	30.5
Adjustments in respect of previous years	(5.3)	(0.3)
<b>Current tax charge</b>	<b>38.3</b>	<b>30.2</b>
<b>Deferred tax origination and reversal of temporary differences</b>		
Current year charge	7.8	13.9
Adjustments in respect of previous years	1.7	(2.4)
<b>Deferred tax charge</b>	<b>9.5</b>	<b>11.5</b>
<b>Total tax charge</b>	<b>47.8</b>	<b>41.7</b>

The tax assessed in each year differs from the standard rate of corporation tax in the UK for the relevant year. The differences are explained below:

	2022 £m	2021 £m
Profit before tax	170.0	107.8
Profit before tax at the standard UK tax rate of 19% (2021: 19%)	32.3	20.5
Release of provision for uncertain tax positions	-	(1.1)
Expenses not deductible for tax purposes	1.4	2.3
Non-deductible amortisation	-	0.5
Share-based payments	11.1	2.4
Effect of different rates of subsidiaries operating in other jurisdictions	6.6	4.7
Effect of change in tax rates	-	15.6
Difference in current and deferred tax rates	-	(0.5)
Adjustments in respect of previous years	(3.6)	(2.7)
<b>Total tax charge</b>	<b>47.8</b>	<b>41.7</b>

Included below is a reconciliation between the statutory and adjusted tax charge:

	2022 £m	2021 £m
Total statutory tax charge	<b>47.8</b>	41.7
Tax effect of adjusting items:		
Exceptional items	<b>4.0</b>	1.3
Share based payments	<b>(9.6)</b>	(1.5)
Amortisation of acquired intangibles	<b>12.8</b>	12.4
Change in tax rate	-	(15.6)
<b>Total adjusted tax charge</b>	<b>55.0</b>	38.3

The Directors have assessed the Group's uncertain tax positions and are maintaining a provision of £3.4m (2021: £3.4m). The provision for uncertain tax positions has been recognised under IAS 12, taking into account the guidance published in IFRIC 23. Further information is given in the accounting policies section on page 148.

The adjusted tax charge takes into account amortisation of acquired intangible assets. The tax adjustment of £12.8m in respect of these intangibles represents a 26% effective rate on the underlying adjustment and reflects the mix of UK and US intangibles that are amortised.

## 9. DIVIDENDS

Equity dividends	2022	2021
Number of shares in issue at end of year (million)	<b>120.9</b>	120.6
Dividends paid in year (pence per share)	<b>2.8</b>	1.6
<b>Dividends paid in year (£m)</b>	<b>3.4</b>	1.6

Interim dividends are recognised in the period in which they are paid and final dividends are recognised in the period in which they are approved.

On 29 November 2022 the Board proposed a dividend of 3.4p per share, totalling an estimated £4.1m, in respect of the year ended 30 September 2022, which subject to shareholder consent at the AGM, will be paid on 14 February 2023 to shareholders on the register at close of business on 20 January 2023.

A dividend of 2.8p per share totalling £3.4m in respect of the year ended 30 September 2021 was paid on 9 February 2022.

## 10. EARNINGS PER SHARE

	2022			2021		
	Adjusted results pence	Adjusting items pence	Statutory results pence	Adjusted results pence	Adjusting items pence	Statutory results pence
Basic earnings/(loss) per share	<b>164.4</b>	<b>(63.0)</b>	<b>101.4</b>	134.6	(75.3)	59.3
Diluted earnings/(loss) per share	<b>163.5</b>	<b>(62.6)</b>	<b>100.9</b>	131.9	(73.8)	58.1

Basic earnings per share are calculated using the weighted average number of Ordinary shares in issue during the year. Diluted earnings per share have been calculated by taking into account the dilutive effect of shares that would be issued on conversion into Ordinary shares of awards held under employee share schemes.

Adjusted earnings per share is based on profit after taxation which is then adjusted to exclude share-based payments (relating to equity settled share awards with vesting periods longer than 12 months) and associated social security costs, exceptional items, amortisation and impairment of intangible assets arising on acquisitions and any related tax effects. In the prior year, the results were also adjusted for the impairment charge in respect of intangible assets and the impact of the UK tax rate change.

<b>Total Group</b>	2022	2021
Adjustments to profit after tax:		
<b>Profit after tax (£m)</b>	<b>122.2</b>	66.1
Share-based payments (including social security costs) (£m)	<b>6.9</b>	14.8
Exceptional items (£m)	<b>17.9</b>	27.4
Amortisation of intangible assets arising on acquisitions (£m)	<b>58.3</b>	38.3
Tax effect of the above adjustments (£m)	<b>(7.2)</b>	(12.2)
Change in tax rate (£m)	-	15.6
<b>Adjusted profit after tax (£m)</b>	<b>198.1</b>	150.0
Weighted average number of shares in issue during the year:		
- Basic	<b>120,505,969</b>	111,463,911
- Dilutive effect of share options	<b>652,687</b>	2,247,933
- Diluted	<b>121,158,656</b>	113,711,844
Basic earnings per share (in pence)	<b>101.4</b>	59.3
Adjusted basic earnings per share (in pence)	<b>164.4</b>	134.6
Diluted earnings per share (in pence)	<b>100.9</b>	58.1
Adjusted diluted earnings per share (in pence)	<b>163.5</b>	131.9
The adjustments to profit after tax have the following effect:		
<b>Basic earnings per share (pence)</b>	<b>101.4</b>	59.3
Share-based payments (including social security costs) (pence)	<b>5.7</b>	13.3
Exceptional items (pence)	<b>14.9</b>	24.5
Amortisation of intangible assets arising on acquisitions (pence)	<b>48.4</b>	34.4
Tax effect of the above adjustments (pence)	<b>(6.0)</b>	(10.9)
Change in tax rate (pence)	-	14.0
<b>Adjusted basic earnings per share (pence)</b>	<b>164.4</b>	134.6
<b>Diluted earnings per share (pence)</b>	<b>100.9</b>	58.1
Share-based payments (including social security costs) (pence)	<b>5.7</b>	13.0
Exceptional items (pence)	<b>14.8</b>	24.1
Amortisation of intangible assets arising on acquisitions (pence)	<b>48.1</b>	33.7
Tax effect of the above adjustments (pence)	<b>(6.0)</b>	(10.7)
Change in tax rate (pence)	-	13.7
<b>Adjusted diluted earnings per share (pence)</b>	<b>163.5</b>	131.9



## 11. PROPERTY, PLANT AND EQUIPMENT

Group	Land and buildings £m	Plant and machinery £m	Equipment, fixtures and fittings £m	Right-of-use lease assets £m	Total £m
<b>Cost</b>					
At 1 October 2020	3.8	7.2	1.4	21.5	33.9
On acquisition	0.6	1.0	0.3	3.4	5.3
Additions	0.7	3.2	0.3	33.9	38.1
Disposals	(1.6)	(1.0)	(0.1)	(4.8)	(7.5)
Exchange adjustments	-	-	-	(0.4)	(0.4)
At 30 September 2021	3.5	10.4	1.9	53.6	69.4
On acquisition	<b>1.5</b>	<b>0.4</b>	<b>0.7</b>	<b>15.9</b>	<b>18.5</b>
Additions	<b>0.4</b>	<b>2.0</b>	<b>0.2</b>	<b>1.8</b>	<b>4.4</b>
Disposals	-	<b>(0.4)</b>	-	-	<b>(0.4)</b>
Exchange adjustments	<b>0.3</b>	<b>0.9</b>	<b>0.1</b>	<b>1.8</b>	<b>3.1</b>
<b>At 30 September 2022</b>	<b>5.7</b>	<b>13.3</b>	<b>2.9</b>	<b>73.1</b>	<b>95.0</b>
<b>Accumulated depreciation</b>					
At 1 October 2020	(1.0)	(5.9)	(0.9)	(5.2)	(13.0)
Charge for the year	(3.2)	(1.4)	(0.2)	(3.9)	(8.7)
Disposals	1.6	1.0	0.1	4.8	7.5
Impairment	-	-	-	(8.0)	(8.0)
Exchange adjustments	-	0.1	-	0.1	0.2
At 30 September 2021	(2.6)	(6.2)	(1.0)	(12.2)	(22.0)
Charge for the year	<b>(1.0)</b>	<b>(2.6)</b>	<b>(0.4)</b>	<b>(5.1)</b>	<b>(9.1)</b>
Disposals	-	<b>0.4</b>	-	-	<b>0.4</b>
Impairment	-	-	-	<b>(6.6)</b>	<b>(6.6)</b>
Exchange adjustments	<b>(0.4)</b>	<b>(0.7)</b>	<b>(0.5)</b>	<b>(3.1)</b>	<b>(4.7)</b>
<b>At 30 September 2022</b>	<b>(4.0)</b>	<b>(9.1)</b>	<b>(1.9)</b>	<b>(27.0)</b>	<b>(42.0)</b>
<b>Net book value at 30 September 2022</b>					
Net book value at 30 September 2021	0.9	4.2	0.9	41.4	47.4
Net book value at 1 October 2020	2.8	1.3	0.5	16.3	20.9

Right-of-use assets relate to property leases. The impairment in the year of £6.6m relates to properties which became vacant during the year, see note 5 for further detail.

Depreciation is included within administration expenses in the consolidated income statement.

## 12. INTANGIBLE ASSETS

Group	Goodwill £m	Publishing rights £m	Brands £m	Customer relationships £m	Subscribers £m	Other acquired intangibles £m	Other £m	Total £m
<b>Cost</b>								
At 1 October 2020	574.3	90.5	64.3	21.7	15.6	38.4	30.0	834.8
Additions through business combinations	384.7	-	287.7	33.5	0.1	5.3	10.1	721.4
Other additions	-	-	-	-	-	-	7.4	7.4
Disposals	-	-	-	-	-	-	(0.8)	(0.8)
Exchange adjustments	(7.8)	(0.1)	(2.3)	(0.7)	(0.5)	(1.1)	(0.7)	(13.2)
At 30 September 2021	951.2	90.4	349.7	54.5	15.2	42.6	46.0	1,549.6
Additions through business combinations	<b>302.6</b>	-	<b>128.4</b>	-	<b>62.0</b>	<b>19.1</b>	<b>1.7</b>	<b>513.8</b>
Other additions	-	-	-	-	-	-	<b>9.0</b>	<b>9.0</b>
Exchange adjustments	<b>86.4</b>	<b>0.5</b>	<b>23.5</b>	<b>3.3</b>	<b>9.2</b>	<b>4.7</b>	<b>2.5</b>	<b>130.1</b>
<b>At 30 September 2022</b>	<b>1,340.2</b>	<b>90.9</b>	<b>501.6</b>	<b>57.8</b>	<b>86.4</b>	<b>66.4</b>	<b>59.2</b>	<b>2,202.5</b>
<b>Accumulated amortisation and impairment</b>								
At 1 October 2020	(264.6)	(13.1)	(11.7)	(3.6)	(4.1)	(21.2)	(22.9)	(341.2)
Charge for the year	-	(9.0)	(15.7)	(5.8)	(1.8)	(6.0)	(10.4)	(48.7)
Impairment	-	-	(4.4)	(4.4)	-	-	-	(8.8)
Disposals	-	-	-	-	-	-	0.8	0.8
Exchange adjustments	1.6	0.1	0.4	0.2	0.2	0.1	0.4	3.0
At 30 September 2021	(263.0)	(22.0)	(31.4)	(13.6)	(5.7)	(27.1)	(32.1)	(394.9)
Charge for the year	-	<b>(7.5)</b>	<b>(27.4)</b>	<b>(7.8)</b>	<b>(9.4)</b>	<b>(6.2)</b>	<b>(13.0)</b>	<b>(71.3)</b>
Exchange adjustments	<b>(7.6)</b>	<b>(0.4)</b>	<b>(4.3)</b>	<b>(1.3)</b>	<b>(2.0)</b>	<b>(2.8)</b>	<b>(2.1)</b>	<b>(20.5)</b>
<b>At 30 September 2022</b>	<b>(270.6)</b>	<b>(29.9)</b>	<b>(63.1)</b>	<b>(22.7)</b>	<b>(17.1)</b>	<b>(36.1)</b>	<b>(47.2)</b>	<b>(486.7)</b>
<b>Net book value at 30 September 2022</b>	<b>1,069.6</b>	<b>61.0</b>	<b>438.5</b>	<b>35.1</b>	<b>69.3</b>	<b>30.3</b>	<b>12.0</b>	<b>1,715.8</b>
Net book value at 30 September 2021	688.2	68.4	318.3	40.9	9.5	15.5	13.9	1,154.7
Net book value at 1 October 2020	309.7	77.4	52.6	18.1	11.5	17.2	7.1	493.6
Useful economic lives		5-15 years	3-20 years	8-10 years	7-11 years	3-15 years	2 years	

Acquired intangibles are amortised over their estimated economic lives, typically ranging between two and twenty years. See accounting policy on page 149 for further details. The other acquired intangibles category in the table above includes assets relating to customer lists, content and websites.

Included within the summary of acquired intangible assets above are the following individually material assets:

- GoCo brand acquired in February 2021, with a net book value ('NBV') at 30 September 2022 of £241.5m, a useful economic life ('UEL') of 20 years and remaining amortisation period of 18.5 years;
- GoCo customer relationships acquired in February 2021, with a net book value ('NBV') at 30 September 2022 of £8.0m, a useful economic life ('UEL') of 4 years and remaining amortisation period of 2.5 years;
- Publishing rights relating to TV Weekly magazines, acquired as part of the TI Media acquisition in April 2020 with a net book value ('NBV') at 30 September 2022 of £23.0m with a UEL of 15 years and remaining amortisation period of 12.5 years;
- Dennis Brand acquired in October 2021, with a net book value ('NBV') at 30 September 2022 of £26.0m, a useful economic life ('UEL') of 20 years and remaining amortisation period of 19 years;
- Dennis subscriber relationships acquired in October 2021, with a net book value ('NBV') at 30 September 2022 of £27.7m, a useful economic life ('UEL') of 11 years and remaining amortisation period of 10 years;
- The Week US brand acquired in October 2021, with a net book value ('NBV') at 30 September 2022 of £40.6m, a useful economic life ('UEL') of 20 years and remaining amortisation period of 19 years;
- The Week US subscriber relationships acquired in October 2021, with a net book value ('NBV') at 30 September 2022 of £19.9m, a useful economic life ('UEL') of 7 years and remaining amortisation period of 6 years;
- Kiplinger brand acquired in October 2021, with a net book value ('NBV') at 30 September 2022 of £26.5m, a useful economic life ('UEL') of 20 years and remaining amortisation period of 19 years;
- Kiplinger subscriber relationships acquired in October 2021, with a net book value ('NBV') at 30 September 2022 of £13.0m, a useful economic life ('UEL') of 7 years and remaining amortisation period of 6 years;
- Who What Wear brand acquired in June 2022, with a net book value ('NBV') at 30 September 2022 of £35.6m, a useful economic life ('UEL') of 15 years and remaining amortisation period of 14.75 years; and
- Who What Wear Advertising relationships acquired in June 2022, with a net book value ('NBV') at 30 September 2022 of £14.1m, a

useful economic life ("UEL") of 13 years and remaining amortisation period of 12.75 years.

Any residual amount arising as a result of the purchase consideration being in excess of the value of acquired assets is recorded as goodwill. Goodwill is not amortised under IFRS, but is subject to impairment testing at least annually or more frequently on the occurrence of some triggering event. Goodwill is recorded and tested for impairment on a territory by territory basis. Further details regarding the intangible assets acquired during the year through business combinations (and adjustments to fair value in respect of these intangibles) are set out in note 28. Other intangibles relate to capitalised software costs and website development costs which are internally generated.

In the prior year an impairment charge of £8.8m was recognised, relating to a write down of the brand and customer relationship intangible assets relating to LAMB which was acquired as part of the GoCo acquisition, by £4.4m and £4.4m respectively, as a result of turbulence in the UK energy market which directly impacted the auto-switch service offering (see note 5).

No reasonably possible change in assumptions would result in a reduction of this impairment.

Amortisation is included within administration expenses in the consolidated income statement.

### Impairment assessments for goodwill

The net book value of goodwill at 30 September 2022 consists of £603.0m (2021: £532.2m) relating to the UK, £453.6m (2021: £143.3m) relating to the US and £13.0m (2021: £12.7m) relating to Australia. The basis for calculating recoverable amounts is described in the accounting policies on page 149.

Trends in the economic and financial environment, competition and regulatory authorities' decisions, or changes in competitor behaviour in response to the economic environment may affect the estimate of recoverable amounts, as will unforeseen changes in the political, economic or legal systems of some countries.

As detailed in the accounting policies on pages 149, 150 and 151 the UK, US and Australian sectors are considered to be the smallest group of cash generating units ("CGU") which independently generate cashflows and at which goodwill is monitored, so impairment testing has been performed at this level. Goodwill cannot be monitored at a lower level than the operating segment level and although Australia is not disclosed as a reportable segment (as outlined in Note 1 it is aggregated with the UK), this is only because it represents less than 10% of the Group's results (and therefore is not required to be reported separately under IFRS 8 Operating segments).

Other assumptions that influence estimated recoverable amounts are set out overleaf:

#### At 30 September 2022

	UK	US	AUS
<b>Basis of recoverable amount</b>	<b>Value in use</b>	<b>Value in use</b>	<b>Value in use</b>
<b>Source used</b>	<b>Three-year plans</b>	<b>Three-year plans</b>	<b>Three-year plans</b>
	<b>Discounted cash flow</b>	<b>Discounted cash flow</b>	<b>Discounted cash flow</b>
<b>Growth rate to perpetuity</b>	<b>3.0%</b>	<b>3.0%</b>	<b>3.0%</b>
<b>Adjusted EBITDA margins*</b>	<b>33.2% to 37.9%</b>	<b>29.1% to 37.6%</b>	<b>29.1% to 37.6%</b>
<b>Post-tax discount rate</b>	<b>11.0%</b>	<b>10.0%</b>	<b>10.0%</b>
<b>Pre-tax discount rate</b>	<b>13.8%</b>	<b>12.7%</b>	<b>15.1%</b>

\* Note that EBITDA margins are after intra-group adjustments for management fees and licence charges.

#### At 30 September 2021

	UK	US	AUS
<b>Basis of recoverable amount</b>	<b>Value in use</b>	<b>Value in use</b>	<b>Value in use</b>
<b>Source used</b>	<b>Three-year plans</b>	<b>Three-year plans</b>	<b>Three-year plans</b>
	<b>Discounted cash flow</b>	<b>Discounted cash flow</b>	<b>Discounted cash flow</b>
<b>Growth rate to perpetuity</b>	<b>3.0%</b>	<b>3.0%</b>	<b>3.0%</b>
<b>Adjusted EBITDA margins assumed*</b>	<b>39.0% to 45.0%</b>	<b>32.0% to 35.0%</b>	<b>20.0% to 21.0%</b>
<b>Post-tax discount rate</b>	<b>9.0%</b>	<b>6.7%</b>	<b>7.1%</b>
<b>Pre-tax discount rate</b>	<b>10.2%</b>	<b>7.9%</b>	<b>7.2%</b>

\* Note that adjusted EBITDA margins are after intra-group adjustments for management fees and licence charges.

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption	Approach used to determining values
Growth rate into perpetuity	This is the growth rate used to extrapolate cash flows beyond the period of the three-year plan. The rates are consistent with forecasts included in industry reports and also supported by the Group's long term average annual growth rate.
Adjusted EBITDA margins assumed	Adjusted EBITDA margin is based on budgeted and forecast margins from the Group's three-year plan (based on past performance and management's expectations for the future), adjusted to include intra-group management and licence charges.
Post-tax discount rate	Reflects risks relevant to each CGU and the country in which they operate.
Pre-tax discount rate	The post-tax discount rate adjusted for the impact of tax.

Adjusted EBITDA has been used in the value in use calculation as it best reflects the cash profits generated by the CGUs. Adjustment has been made for other items, such as lease expenses, which are not included within EBITDA following the adoption of IFRS 16 in the prior year. A reconciliation between adjusted EBITDA and adjusted operating profit has been included below:

	2022 £m	2021 £m
<b>Adjusted EBITDA</b>	<b>293.8</b>	214.9
Depreciation	<b>(9.1)</b>	(8.7)
Amortisation	<b>(13.0)</b>	(10.4)
<b>Adjusted operating profit</b>	<b>271.7</b>	195.8

The value in use of the UK business, US and Australia business exceeded their carrying values by £687m, £1,098m and £47m respectively. The Group has conducted sensitivity analysis of the impairment testing and has concluded that any reasonably possible change would not result in an impairment of goodwill.

### 13. INVESTMENTS IN GROUP UNDERTAKINGS

Company	2022 £m	2021 £m
<b>Shares in Group undertakings</b>		
At 1 October	<b>1,006.7</b>	356.3
Additions	<b>266.8</b>	650.4
At 30 September	<b>1,273.5</b>	1,006.7

Additions of £266.8m include a £255.5m increased investment in Future Holdings 2002 Limited arising as a result of the capitalisation of amounts owed to the Company by other Group companies as a result of the approach to funding the Dennis acquisition and subsequent Group re-organisation.

The remaining additions of £11.3m represents the fair value of share-based compensation awards granted to employees of subsidiary undertakings of Future Holdings 2002 Limited.

The Directors believe that the carrying values of the investments are supported by their underlying assets.

## 14. DEFERRED TAX

The following are the major deferred tax assets and liabilities recognised by the Group, and the movements thereon, during the current and prior years.

	Intangible assets £m	Share-based payments £m	Temporary differences £m	Depreciation vs tax allowances £m	Tax losses £m	Provision for uncertain tax positions £m	Total £m
At 1 October 2020	(25.8)	5.1	4.2	6.7	8.9	(0.6)	(1.5)
Acquisitions	(63.5)	-	(1.5)	-	-	-	(65.0)
Credited/(charged) to income statement	(13.2)	2.4	2.6	-	(4.0)	0.6	(11.6)
Credited to equity	-	11.7	-	-	-	-	11.7
Exchange adjustment	0.1	-	(0.2)	-	-	-	(0.1)
At 30 September 2021	(102.4)	19.2	5.1	6.7	4.9	-	(66.5)
Acquisitions	<b>(43.2)</b>	-	<b>2.4</b>	-	<b>1.1</b>	-	<b>(39.7)</b>
(Charged)/credited to income statement	<b>10.4</b>	<b>(9.7)</b>	<b>(5.1)</b>	<b>(1.3)</b>	<b>(3.8)</b>	-	<b>(9.5)</b>
Charged to equity	-	<b>(7.7)</b>	-	-	-	-	<b>(7.7)</b>
Exchange adjustment	<b>(6.9)</b>	<b>0.2</b>	<b>(0.3)</b>	-	<b>0.2</b>	-	<b>(6.8)</b>
<b>At 30 September 2022</b>	<b>(142.1)</b>	<b>2.0</b>	<b>2.1</b>	<b>5.4</b>	<b>2.4</b>	-	<b>(130.2)</b>

Certain deferred tax assets and liabilities will reverse within 12 months of the year end. The following sets out the expected reversal profile:

	Intangible assets £m	Share-based payments £m	Temporary differences £m	Depreciation vs tax allowances £m	Tax losses £m	Total £m
Within one year	(3.8)	1.8	1.9	0.7	0.9	<b>1.5</b>
More than one year	(138.3)	0.2	0.2	4.7	1.5	<b>(131.7)</b>
<b>At 30 September 2022</b>	<b>(142.1)</b>	<b>2.0</b>	<b>2.1</b>	<b>5.4</b>	<b>2.4</b>	<b>(130.2)</b>

Certain deferred tax assets and liabilities have been offset against each other where they relate to the same jurisdiction. The following analysis shows how deferred tax balances have been offset in the disclosure of assets and liabilities:

	2022 £m	2021 £m
Deferred tax assets	-	5.5
Deferred tax liabilities	-	(1.7)
Total non-current assets	-	3.8
Deferred tax assets	<b>5.1</b>	-
Deferred tax liabilities	<b>(3.6)</b>	-
Total current liabilities	<b>1.5</b>	-
Deferred tax assets	-	33.8
Deferred tax liabilities	<b>(131.7)</b>	(104.1)
Total non-current liabilities	<b>(131.7)</b>	(70.3)
<b>Net deferred tax liability</b>	<b>(130.2)</b>	(66.5)

As at 30 September 2022 the Group has unrecognised capital losses totalling £13.8m (2021: £13.8m) and unrecognised unutilised non-trade loan relationship deficits totalling £1.2m (2021: £2.1m). These all arise in the UK.

Deferred tax assets have been recognised in respect of tax losses and other temporary differences where it is probable that these assets will be recovered.

No deferred tax is recognised on the unremitted earnings of overseas subsidiaries as any remitted earnings would not give rise to a tax liability in the foreseeable future. See note 8 for the impact of any changes in tax rates compared to the previous accounting period which have been substantively enacted and have impacted the measurement of deferred tax balances.

The deferred tax asset of £0.8m recognised on the Company's balance sheet relates to current year tax losses. At 30 September 2021 £1.9m was recognised in respect of share-based payments. The Company has no unprovided deferred tax assets or liabilities at 30 September 2022 (2021: £nil).

## 15. TRADE AND OTHER RECEIVABLES

	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
<b>Non-current assets:</b>				
Amounts owed by Group undertakings	-	163.6	-	-
<b>Current assets:</b>				
Trade receivables	98.3	-	82.5	-
Allowance for impairment of trade receivables	(7.1)	-	(10.6)	-
Trade receivables net	91.2	-	71.9	-
Amounts owed by Group undertakings	-	27.4	-	73.9
Other receivables	0.4	-	1.6	-
Prepayments and accrued income	42.7	-	24.5	-
<b>Total</b>	<b>134.3</b>	<b>191.0</b>	<b>98.0</b>	<b>73.9</b>

The Directors consider that the carrying amount of trade and other receivables approximates their fair value.

The Group applies the simplified approach to recognise lifetime credit losses for trade receivables. A breakdown of the ageing (net of provision) is set out below:

<b>Past due</b>	Group 2022 £m	Group 2021 £m
0-30 days	2.5	1.4
31-60 days	1.5	1.1
61-90 days	2.5	1.4
91+ days	0.6	0.8
<b>Total</b>	<b>7.1</b>	<b>4.7</b>

As at 30 September 2022, trade receivables of £7.1m (2021: £10.6m) were impaired and provided for. The individually impaired receivables mainly relate to non-UK wholesalers in the newsstand distribution business and energy customers that have been impacted by the recent energy market disruption and advertising customers.

The movement in the Group allowance for impairment of trade receivables during the year is as follows:

<b>Provision</b>	Group 2022 £m	Group 2021 £m
At 1 October	10.6	6.6
Impairment losses recognised on trade receivables:		
On acquisition	0.7	1.8
Provided for in the year	0.3	2.5
Receivables written off during the year	(4.9)	(0.3)
Foreign exchange movement	0.4	-
<b>At 30 September</b>	<b>7.1</b>	<b>10.6</b>

Trade receivables are written off to administration expenses where there is not a reasonable expectation of recovery. The primary indicator that there is not reasonable expectation of recovery would be a customer's liquidation but there are also instances where legal proceedings and/or debt recovery have not succeeded. Receivables written off during the year included amounts provided for in full on prior acquisitions.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses trade receivables are grouped by trading subsidiaries. The expected losses are based on historical credit losses for the 24 months in the period to 30 September 2022. The calculation for the current year has been amended to reflect an increased reserve due to macroeconomic uncertainties prevalent at this moment with the global pandemic and energy customers that have been impacted by the recent energy market disruption and specific reserving for acquired entities where the historical records for credit losses are not available.

The expected loss rate and the related allowance for impairment of trade receivables is split by ageing category as follows:



2022	Current	0-30 days	31-60 days	61-90 days	90+ days	Total
Gross carrying amount of trade receivables (£m)	84.7	3.0	3.0	3.0	4.6	98.3
Allowance for impairment of trade receivables (£m)	0.6	0.5	1.5	0.5	4.0	7.1
<b>Expected loss rate</b>	<b>0.7%</b>	<b>16.6%</b>	<b>50.0%</b>	<b>16.7%</b>	<b>87.0%</b>	

2021	Current	0-30 days	31-60 days	61-90 days	90+ days	Total
Gross carrying amount of trade receivables (£m)	68.9	2.6	1.6	1.6	7.8	82.5
Allowance for impairment of trade receivables (£m)	1.7	1.2	0.5	0.2	7.0	10.6
Expected loss rate	2.5%	46.2%	31.3%	12.5%	89.7%	

### Credit risk

Credit checks are required for both new and existing accounts where trading exceeds a risk based de minimis threshold. Default credit terms are 30 days but can be extended for commercial reasons. Final decisions on both the customer credit limit and the extension of credit terms are made by a senior manager in the finance function who will take consideration of the following factors; trading history to date, credit status of the customer, deal profitability and any other relevant commercial factors.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security for trade receivables.

All the Company's receivables are with Group undertakings and no additional disclosure in relation to credit risk is required. Interest on £nil (2021: £nil) of the amounts owed by Group undertakings has been charged at one-month USD LIBOR plus 2%. The balance of amounts owed by Group undertakings is interest-free without any terms for repayment and so are repayable on demand.

## 16. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following for the purposes of the cash flow statements:

	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
<b>Cash and cash equivalents</b>	<b>29.2</b>	<b>0.1</b>	324.3	266.4

As at 30 September 2021 the £300m consideration required to complete the Dennis acquisition had been drawn down and held in cash in readiness for completion on 1 October 2021, of which £200m was restricted specifically for the acquisition.

The Group has a number of authorised counterparties with whom cash balances are held in the countries in which the Group operates. Credit risk is minimised by considering the credit standing of all potential counterparties before selecting them by the use of external credit ratings. Over 99.99% of the Group's cash and cash equivalent balance was held with counterparties with a minimum S&P credit rating of A-. The remaining balance related to cash held by the Group. The Group monitors the exposure, credit rating and outlook of all financial counterparties on a regular basis.

## 17. TRADE AND OTHER PAYABLES

	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
Trade payables	<b>28.8</b>	-	25.8	-
Amounts owed to Group undertakings	-	<b>33.1</b>	-	130.4
Other taxation and social security	<b>5.1</b>	-	8.2	-
Other payables	<b>7.2</b>	-	11.1	-
Accruals	<b>102.7</b>	<b>0.7</b>	88.6	0.8
<b>Total</b>	<b>143.8</b>	<b>33.8</b>	133.7	131.2

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The Group has financial risk management policies in place to ensure all payables are paid within the agreed credit terms.

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

The amounts owed to Group undertakings are interest-free without any terms for repayment and so are repayable on demand.

## 18. FINANCIAL LIABILITIES – INTEREST-BEARING LOANS AND BORROWINGS

### Non-current liabilities

	Interest rate at 30 September 2022	Interest rate at 30 September 2021	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
Sterling revolving loan	4.32%	1.83%	115.5	115.5	239.3	239.3
Sterling term loan	3.99%	1.83%	80.0	80.0	159.7	159.7
US dollar revolving loan	4.98%	1.84%	161.5	161.5	43.8	43.8
AUS dollar revolving loan	4.68%	1.83%	12.0	-	15.3	-
<b>Total</b>			<b>369.0</b>	<b>357.0</b>	458.1	442.8

### Current liabilities

	Interest rate at 30 September 2022	Interest rate at 30 September 2021	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
Multi-currency overdraft	1.00%	1.00%	4.2	-	3.1	-
Sterling term loan	3.99%	1.83%	79.6	79.6	39.4	39.4
<b>Total</b>			<b>83.8</b>	<b>79.6</b>	42.5	39.4

The interest-bearing liabilities are repayable as follows:

	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
Within one year	83.8	79.6	42.5	39.4
Between two and five years	369.0	357.0	458.1	442.8
<b>Total</b>	<b>452.8</b>	<b>436.6</b>	500.6	482.2

In both the Group and Company tables interest bearing loans are shown net of unamortised issue costs which amounted to £5.0m (2021: £5.6m).

In July 2021, the Group undertook a further Amend & Extend of its existing £350m debt facilities. The amended facilities comprise a three-year £400m RCF (repayable in July 2024 but with the ability to request two one-year extensions at lender consent), and a £200m term loan which amortises at £10m in March and June 2022 and £20m per quarter thereafter with a final bullet payment on expiry in June 2023 (with one six-month extension option at lender consent). The amended facility was secured at competitive market rates, on substantially similar terms as the previous facility, giving the Group significant headroom and flexibility to pursue its growth strategy.

At 30 September 2021, the £300m consideration required to complete the Dennis acquisition had been drawn and held in cash in readiness for completion on 1 October 2021, of which £200m was restricted specifically for the acquisition.

In May 2022 the Group exercised the first one year extension option and also increased the size of its Revolving Credit Facility ('RCF') from £400m to £500m. The enlarged and extended facility is now repayable in July 2025 and there were no changes to covenants arising as a result. In July 2022 the Group exercised its six month extension option on the Term Loan, taking the maturity date of this facility out to 31 December 2023.

All material companies in the Group are guarantors to the facilities and the availability of the facilities is subject to certain covenants.

The loans have a variable interest margin payable that is linked to a ratchet mechanism, subject to a minimum margin, as the Group's leverage covenant changes. This margin ranges between between 1.75% and 3.00%.

In November 2022, the Group further extended its committed debt facilities with a 5 year, £400m term facility partially guaranteed by UK Export Finance. The facility, maturing November 2027, has a 12 month availability period and amortises from year 3. It was secured at competitive market rates, on substantially similar terms to, and with the same covenants as, the Groups RCF. On signing, the first £160m was utilised to prepay the Groups existing Term Loan maturing 31 December 2023.

The key covenants for all facilities are set out in the following table where net debt is exclusive of non-current tax and other payables.

Net debt/Bank EBITDA	Leverage in respect of any Relevant Period shall not exceed 3.00:1.00
Bank EBITDA/Interest	Interest Cover in respect of any Relevant Period shall not be less than 4.00:1.00

Leverage is defined as net debt (excluding capitalised bank arrangement fees and lease liabilities, and including any non-cash ancillaries), as a proportion of Adjusted EBITDA and including the 12 month trailing impact of acquired businesses (in line with the Group's bank covenants definition). Adjusted EBITDA is defined as earnings less interest, tax, depreciation and amortisation and also adjusted for the adjusting items set out in the accounting policies on page 146.

The covenants are tested quarterly on the basis of rolling figures for the preceding 12 months and the covenant position at 30 September 2022 is set out in the following table:

	30 September 2022	30 September 2021	Covenant 2022	Covenant 2021
Net debt/Bank EBITDA	<b>1.48 times</b>	0.8 times	< 3.0 times	< 3.0 times
Bank EBITDA/Interest	<b>17.2 times</b>	19.4 times	> 4.0 times	> 4.0 times

A reconciliation between operating profit and bank EBITDA is provided in the table below:

	Group 2022 £m	Group 2021 £m
Operating profit	<b>188.6</b>	115.3
Exceptional items	<b>17.9</b>	27.4
Share-based payments	<b>7.7</b>	14.8
Depreciation (excluding depreciation of right-of-use assets)	<b>4.0</b>	4.8
Amortisation of intangible assets	<b>71.3</b>	48.7
Net interest payable on lease liabilities	<b>(2.2)</b>	(0.9)
Proforma EBITDA from acquisitions	<b>6.4</b>	18.8
<b>Bank EBITDA</b>	<b>293.7</b>	228.9

Proforma EBITDA from acquisitions relates to EBITDA from acquired businesses earned prior to acquisition during the Group's FY 2022 year end.

The Group had drawn down £4.2m on its interest-bearing overdraft at 30 September 2022 (30 September 2021: £3.1m). Any drawdown forms part of the Group cash pooling arrangements and can be offset against cash balances in other Group companies. Net of pooling the Group had a net cash position of £17.8m (2021: £317.9m) and total net cash balance, including non-pool accounts of £25.0m (2021: £321.2m).

## 19. PROVISIONS

	Property £m	Other £m	Total £m
At 1 October 2020	<b>5.1</b>	-	5.1
On acquisition	<b>0.9</b>	-	0.9
Charged in the year	<b>2.2</b>	-	2.2
Utilised in the year	<b>(2.1)</b>	-	(2.1)
At 30 September 2021	<b>6.1</b>	-	6.1
On acquisition	<b>2.5</b>	<b>10.9</b>	13.4
Charged in the year	<b>3.0</b>	-	3.0
Utilised in the year	<b>(2.5)</b>	<b>(0.1)</b>	(2.6)
Foreign exchange movement	-	<b>1.5</b>	1.5
<b>At 30 September 2022</b>	<b>9.1</b>	<b>12.3</b>	21.4

The provision for property relates to dilapidations and obligations under short leasehold agreements on vacant property. The majority of the vacant property provision is expected to be utilised over the next three years. A provision for legal costs of £10.0m was recognised on the Dennis opening balance sheet relating to historic litigation claims, which are expected to be settled within the next 12 months.

Provisions for the Company were £nil (2021: £nil).

## 20. OTHER NON-CURRENT LIABILITIES

	Group 2022 £m	Group 2021 £m
Lease liability due in more than one year	<b>55.8</b>	44.0

See note 21 for an analysis of the timings of contractual undiscounted cash flows (including interest) for lease liabilities.

## 21. FINANCIAL INSTRUMENTS

The Group applies IFRS 9 *Financial Instruments*. For the Group's financial assets, the following table shows the measurement categories under IFRS 9:

Financial asset	IFRS 9 classification
Cash and cash equivalents	Amortised cost
Trade and other receivables	Amortised cost

There has not been a significant impact on the carrying amounts of assets held. All financial assets and liabilities are classed as level 1.

### Financial instruments by category

The designation of financial assets and liabilities under IFRS 9 has been taken at the date of initial application, therefore the prior year classifications have not been amended. The Group's financial assets and financial liabilities are set out below:

2022				
Group	Note	Amortised cost £m	Total carrying value £m	Total fair value £m
Finance lease receivable		6.1	6.1	6.1
Trade receivables net	15	91.2	91.2	91.2
Other receivables	15	0.4	0.4	0.4
Cash and cash equivalents	16	29.2	29.2	29.2
<b>Total financial assets</b>		<b>126.9</b>	<b>126.9</b>	<b>126.9</b>
Trade payables	17	(28.8)	(28.8)	(28.8)
Other liabilities	17	(110.0)	(110.0)	(110.0)
Current borrowings	18	(84.1)	(84.1)	(84.1)
Non-current borrowings	18	(373.5)	(373.5)	(373.5)
Lease liabilities	20	(67.9)	(67.9)	(67.9)
<b>Total financial liabilities</b>		<b>(664.3)</b>	<b>(664.3)</b>	<b>(664.3)</b>
2021				
Group	Note	Amortised cost £m	Total carrying value £m	Total fair value £m
Finance lease receivable		1.9	1.9	1.9
Trade receivables net	15	71.9	71.9	71.9
Other receivables	15	1.6	1.6	1.6
Cash and cash equivalents	16	324.3	324.3	324.3
<b>Total financial assets</b>		<b>399.7</b>	<b>399.7</b>	<b>399.7</b>
Trade payables	17	(25.8)	(25.8)	(25.8)
Other liabilities	17	(99.4)	(99.4)	(99.4)
Current borrowings	18	(43.1)	(43.1)	(43.1)
Non-current borrowings	18	(463.1)	(463.1)	(463.1)
Lease liabilities	20	(48.9)	(48.9)	(48.9)
<b>Total financial liabilities</b>		<b>(680.3)</b>	<b>(680.3)</b>	<b>(680.3)</b>

In the tables above, total financial liabilities are shown gross of unamortised costs which amounted to £5.0m (2021: £5.6m).

The fair value is the amount for which a financial instrument could be exchanged between knowledgeable, willing parties. If an active market exists, the market price is applied. If an active market does not exist a discounted cash flow or generally accepted estimation and valuation technique based on market conditions at the balance sheet date is used to calculate an estimated value.

The market value of financial instruments is determined by the use of valuation techniques including estimated discounted cash flows.

### Treasury overview

The Group uses financial instruments where appropriate to raise funding for its operations and to manage the financial risks arising from those operations. The agreements governing the principal instruments entered into were approved by the Board.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, provide returns and benefits for shareholders.

The principal financing and treasury exposures faced by the Group arise from foreign currencies, working capital management, the financing of capital expenditure and acquisitions, the management of interest rates on the Group's debt, the investment of surplus cash and the management of the Group's debt facilities. The Group manages all of these exposures with an objective of remaining within covenant ratios agreed with the Group's banks, and the Group has been in compliance with its covenants during the year. These ratios are disclosed in note 18.

### Currency and interest rate profile

The currency and interest rate profile of the Group's financial assets and liabilities is shown below:

	Financial assets			Financial liabilities			Net financial (liabilities)/ assets £m
	Floating rate £m	Non- interest bearing £m	Total £m	Floating rate £m	Non- interest bearing £m	Total £m	
<b>At 30 September 2022</b>							
Currency:							
Sterling	12.3	13.1	25.4	(284.2)	(161.1)	(445.3)	(419.9)
US Dollar	13.3	69.2	82.5	(161.5)	(43.5)	(205.0)	(122.5)
Euro	1.2	4.5	5.7	-	(1.2)	(1.2)	4.5
AU Dollar	2.2	1.7	3.9	(12.0)	(0.2)	(12.2)	(8.3)
Other	0.2	9.2	9.4	-	(0.6)	(0.6)	8.8
<b>Total</b>	<b>29.2</b>	<b>97.7</b>	<b>126.9</b>	<b>(457.7)</b>	<b>(206.6)</b>	<b>(664.3)</b>	<b>(537.4)</b>
<b>At 30 September 2021</b>							
Currency:							
Sterling	272.3	22.6	294.9	(447.1)	(154.4)	(601.5)	(306.6)
US Dollar	50.5	43.1	93.6	(43.8)	(16.6)	(60.4)	33.2
Euro	0.6	3.5	4.1	-	(1.5)	(1.5)	2.6
AU Dollar	0.9	1.0	1.9	(15.3)	(1.4)	(16.7)	(14.8)
Other	-	5.2	5.2	-	(0.2)	(0.2)	5.0
<b>Total</b>	<b>324.3</b>	<b>75.4</b>	<b>399.7</b>	<b>(506.2)</b>	<b>(174.1)</b>	<b>(680.3)</b>	<b>(280.6)</b>

### Interest rate risk

Details of the interest rates on borrowings as at 30 September 2022 are set out in note 18.

At 30 September 2022 the Group had £29.2m (2021: £324.3m) of interest-bearing assets. The Group is also exposed to interest rate risk as it borrows funds at floating interest rates through its bank facilities. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group evaluates its risk appetite towards interest rate risks regularly and may undertake hedging activities, including interest rate swap contracts, to manage interest rate risk in relation to its debt facilities if deemed necessary. The Group did not enter into any hedging transactions during the current or prior years and as at 30 September 2022 the floating rates to which the Group was exposed were SONIA, SOFR and BBSW. The Group's exposure to interest rates on financial assets and financial liabilities is detailed in the liquidity risk section of this note.

For the year ended 30 September 2022, if interest rates on net debt had been on average 1.0% higher/lower, throughout the year, with all other variables held constant, the post-tax profit would have decreased/increased by £3.4m (2021: £0.6m).

There would be no impact on equity excluding retained earnings.

### Foreign exchange risk

Some of the Group's activities are carried out in countries outside the United Kingdom where transactions are carried out in that country's own functional currency. Movements in exchange rates can therefore have a significant impact on the Group's total cash flows, whilst the translation of the results, assets and liabilities of foreign operations into Sterling can have a significant effect on the Group's reported profits and balance sheet. The main exposure is to movements in the US Dollar against Sterling.

The Group's policy for managing exchange rate risk is summarised as follows:

Transaction exposure – the Group manages this by ensuring that transactions are denominated in the local functional currency of the operating units wherever possible. Where this is not possible the use of forward contracts to hedge exposure is considered, however the Group seeks to ensure that its balance sheet positions are naturally hedged wherever possible. The use of forward contracts (or any other derivative financial instrument) is subject to authorisation by the Board.

It is estimated that, with all other variables held equal (in particular other exchange rates), a general change of 20 percent in the value of the US Dollar against Sterling would have had the following impact on the Group's current year profit after tax and on retained earnings:

2022 currency risks expressed in USD/GBP £m	
Reasonable shift	20%
Impact on profit after tax if USD strengthens against GBP	5.7
Impact on profit after tax if USD weakens against GBP	(5.7)
Impact on shareholders' funds if USD strengthens against GBP	89.4
Impact on shareholders' funds if USD weakens against GBP	(89.4)
2021 currency risks expressed in USD/GBP £m	
Reasonable shift	10%
Impact on profit after tax if USD strengthens against GBP	2.8
Impact on profit after tax if USD weakens against GBP	(2.8)
Impact on shareholders' funds if USD strengthens against GBP	23.3
Impact on shareholders' funds if USD weakens against GBP	(23.3)

This is an increase of 10% compared to 2021 due the volatility experienced in the current year.

The profit after tax impact reflects the foreign exchange differences that could arise following the retranslation of balances denominated in currencies other than the functional currency of the entity to which they relate. The retained earnings impact reflects the currency translation differences that would arise directly within other comprehensive income upon retranslation of the Group's US subsidiaries on consolidation. The method of estimation involves assessing the translation impact of the US dollar.

### Liquidity risk



The Group funds the business largely from cash flows generated from operations and long-term debt. Details of the Group's borrowings are disclosed in note 18.

The Group monitors and manages the cash for the Group and has maintained committed banking facilities as noted above to mitigate any liquidity risk it may face. If necessary, inter-company loans within the Group meet short-term cash needs. The following table shows the Group's remaining contractual maturity for financial liabilities and derivative financial instruments. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is obliged to pay, including estimated interest payments but excluding amortisation of bank arrangement fees:

30 September 2022	Less than one year £m	Between one and two years £m	Between two and five years £m	Between five and ten years £m	Over ten years £m	Total £m
Trade payables	(28.8)	-	-	-	-	(28.8)
Lease liabilities	(12.5)	(11.9)	(26.5)	(21.4)	(9.6)	(81.9)
Other liabilities	(110.0)	-	-	-	-	(110.0)
Borrowings	(103.0)	(94.5)	(304.0)	-	-	(501.5)
<b>Total financial liabilities</b>	<b>(254.3)</b>	<b>(106.4)</b>	<b>(330.5)</b>	<b>(21.4)</b>	<b>(9.6)</b>	<b>(722.2)</b>

30 September 2021	Less than one year £m	Between one and two years £m	Between two and five years £m	Between five and ten years £m	Over ten years £m	Total £m
Trade payables	(25.8)	-	-	-	-	(25.8)
Lease liabilities	(4.9)	(7.0)	(18.4)	(18.1)	(11.8)	(60.2)
Other liabilities	(99.4)	-	-	-	-	(99.4)
Borrowings	(52.2)	(167.2)	(307.3)	-	-	(526.7)
<b>Total financial liabilities</b>	<b>(182.3)</b>	<b>(174.2)</b>	<b>(325.7)</b>	<b>(18.1)</b>	<b>(11.8)</b>	<b>(712.1)</b>

## 22. ISSUED SHARE CAPITAL

	2022		2021	
	Number of shares	£m	Number of shares	£m
<b>Allotted, authorised, issued and fully paid Ordinary shares of 15p each</b>				
At 1 October	120,624,634	18.1	98,014,955	14.7
Issued as consideration for acquisition	-	-	22,608,736	3.4
Share scheme exercises	229,113	-	-	-
Share Incentive Plan matching shares	2,183	-	943	-
<b>At 30 September</b>	<b>120,855,930</b>	<b>18.1</b>	<b>120,624,634</b>	<b>18.1</b>

During the year 229,113 Ordinary shares with a nominal value of £34,367 were issued by the Company pursuant to share scheme exercises throughout the period. 2,183 Ordinary shares were issued under the Share Incentive Plan for a combined total cash commitment of £nil (2021: 943 ordinary shares, total cash commitment of £nil).

On 17 February 2021, the Company issued 22,608,736 Ordinary shares with a value of £415.1m (share price of £18.36) as part-consideration for the acquisition of GoCo Group plc. The Company has one class of ordinary shares with a nominal value of 15 pence each (Ordinary Shares), which does not carry the right to receive a fixed income. Each share carries the right to one vote at general meetings of the Company. There are no restrictions or agreements known to the Company that may result in restrictions on share transfers or voting rights in the Company. There are no specific restrictions on the size of a holding, on the transfer of shares, or on voting rights, all of which are governed by the provisions of the Articles of Association and prevailing legislation.

Further details of acquisitions are shown in note 28.

## 23. SHARE-BASED PAYMENTS

The income statement charge for the year for share-based payments (and related social security costs) was £7.4m (2021: £16.0m), of which £6.9m (2021: £14.8m) is included in 'adjusting items' in the income statement see page 146 for a reconciliation of adjusting items). This charge has been included within administration expenses.

These charges arise when employees are granted awards under the Group's share option schemes, the Value Creation Plan (VCP), Performance Share Plan (PSP), Deferred Annual Bonus Scheme (DABS), Share Incentive Plan (SIP) or Employee Stock Purchase Plan (ESPP) and when employees are granted awards by the trustees of The Future plc Employee Benefit Trust (EBT). The charge equates to the fair value of the award and has been calculated using the Monte Carlo and Black-Scholes models, using the most appropriate model for each scheme. Assumptions have been made in these models for expected volatility, risk-free rates and dividend yields.

A reconciliation of movements in the number of options awarded under the PSP and DABS is shown below:

	2022 Number of options/awards	2021 Number of options/awards
Outstanding at 1 October	1,436,037	2,056,807
Granted	446,720	99,093
Share awards exercised	(629,474)	(659,621)
Cancelled	(60,250)	(60,242)
Outstanding at 30 September	1,193,033	1,436,037
Exercisable at 30 September	336,789	152,715

The weighted average share price at the date of exercise of share options and other share incentive awards during the year was £32.502 (2021: £23.845).

A reconciliation of movements in the number of options awarded under the VCP is shown below:

	2022 Number of units	2021 Number of units
Outstanding at 1 October	2,578,572	-
Granted	431,565	2,797,674
Cancelled	(734,201)	(219,102)
Outstanding at 30 September	2,275,936	2,578,572

The above amounts are split equally between the three VCP tranches. A total of 2,940,000 units are available for issue, 980,000 units per tranche, leaving a headroom at 30 September 2022 of 664,064 (2021: 361,428 units). Further details regarding the rules of the scheme can be found on page 101.

For options outstanding under the PSP and DABS at 30 September the weighted average exercise prices and remaining contractual lives are as follows:

	Number of options/awards		Weighted average remaining contractual life in years	
	2022	2021	2022	2021
<b>PSP</b>				
February 2017	5,250	5,250	-	-
November 2017	4,345	144,802	-	-
November 2018	273,032	667,600	-	-
May 2019	14,149	66,884	-	1
June 2019	-	16,992	-	1
November 2019	235,094	269,224	-	1
February 2020	50,000	50,000	-	1

	Number of options/awards		Weighted average remaining contractual life in years	
	2022	2021	2022	2021
June 2020	-	17,222	1	2
July 2020	36,625	61,875	1	2
September 2020	-	2,500	-	1
February 2021	27,083	27,083	2	3
March 2021	2,500	2,500	2	3
May 2021	22,000	22,000	2	3
July 2022	10,000	-	3	-
September 2022	410,857	-	3	-
<b>DABS</b>				
November 2015	2,663	2,663	-	-
November 2019	37,349	37,349	-	-
November 2020	42,093	42,093	1	2
February 2022	19,993	-	2	-
<b>Total outstanding at 30 September</b>	<b>1,193,033</b>	<b>1,436,037</b>	<b>2</b>	<b>2</b>

The weighted average exercise price for share options outstanding (as well as those granted, exercised or cancelled during the year) at 30 September 2022 is £nil (2021: £nil).

The fair value per share for grants made under the PSP during the year and the assumptions used in the calculation are as follows:

	2022		
	PSP	PSP	PSP
Grant date	14 Jul 2022	14 Jul 2022	5 Sept 2022
Share price at grant date	£17.4000	£17.4000	£15.2600
Exercise price	-	-	-
Vesting period (years)	3	3	3
Expected volatility <sup>1</sup>	-	58.04%	-
Option life (years)	3	3	3
Expected life (years)	3	3	3
Risk-free rate	-	1.87%	-
Dividend yield	-	0.16%	-
Fair value <sup>2,5</sup>	£17.4000	£13.4911	£3,763,481
Fair value – TSR element <sup>3</sup>	-	£9.5821	-
Fair value – EPS element <sup>4</sup>	£17.4000	£17.4000	£15.2600

	2021		
	PSP	PSP	PSP
Grant date	9 Feb 2021	17 March 2021	19 May 2021
Share price at grant date	£18.6000	£18.3400	£26.5000
Exercise price	-	-	-
Vesting period (years)	3	3	3
Expected volatility <sup>1</sup>	60%	60%	-
Option life (years)	3	3	3
Expected life (years)	3	3	3
Risk-free rate	0.01%	0.01%	-
Dividend yield	0.08%	0.08%	-
Fair value <sup>2</sup>	£14.7400	£14.6100	£26.5000
Fair value – TSR element <sup>3</sup>	£10.8800	£10.8800	-
Fair value – EPS element <sup>4</sup>	£18.6000	£18.3400	£26.5000

**Notes:**

1. The expected volatility is based on Future's historical volatility, averaged over a period equal to the expected life, where possible.
2. The Group has used the Black-Scholes model to value instruments with non-market-based performance criteria such as earnings per share. For instruments with market-based performance criteria, notably TSR and share price performance, the Group has used a Monte Carlo model to determine the fair value.
3. 50% of PSP grants which have market-based performance criteria have been valued using a Monte Carlo model.
4. 50% of PSP grants which have non-market based performance criteria have been valued using a Black-Scholes model.
5. This award only vests to the extent Tranche 1 of the VCP does not vest therefore the fair value of Tranche 1 of the VCP is deducted from the fair value of the PSP awards granted.

The fair value per share for grants made under the VCP during the year and the assumptions used in the calculation are as follows:

2022						
	VCP	VCP	VCP	VCP	VCP	VCP
Grant date	24 Jan 2022	24 Jan 2022	24 Jan 2022	11 Feb 2022	11 Feb 2022	11 Feb 2022
Market capitalisation at grant date	£3,624m	£3,624m	£3,624m	£3,515m	£3,515m	£3,515m
Hurdle	£1,903m	£1,903m	£1,903m	£1,903m	£1,903m	£1,903m
Vesting period (years)	3	4	5	3	4	5
Expected volatility <sup>1</sup>	59%	56%	53%	60%	56%	54%
Risk-free rate	0.87%	0.90%	0.93%	1.39%	1.38%	1.38%
Fair value <sup>2</sup>	£28.70m	£24.60m	£21.48m	£30.06m	£25.69m	£22.51m

2021						
	VCP	VCP	VCP	VCP	VCP	VCP
Grant date	9 May 2022	9 May 2022	9 May 2022	15 July 2022	15 July 2022	15 July 2022
Market capitalisation at grant date	£2,346m	£2,346m	£2,346m	£2,113m	£2,113m	£2,113m
Hurdle	£1,903m	£1,903m	£1,903m	£1,903m	£1,903m	£1,903m
Vesting period (years)	3	4	5	3	4	5
Expected volatility <sup>1</sup>	60%	57%	54%	58%	57%	54%
Risk-free rate	1.46%	1.52%	1.59%	1.85%	1.81%	1.81%
Fair value <sup>2</sup>	£15.06m	£14.20m	£12.85m	£11.21m	£11.75m	£11.08m

2021						
	VCP	VCP	VCP	VCP	VCP	VCP
Grant date	14 Apr 2021	14 Apr 2021	14 Apr 2021	23 Jun 2021	23 Jun 2021	23 Jun 2021
Market capitalisation at grant date	£2,361m	£2,361m	£2,361m	£3,420m	£3,420m	£3,420m
Hurdle	£1,903m	£1,903m	£1,903m	£1,903m	£1,903m	£1,903m
Vesting period (years)	3	4	5	3	4	5
Expected volatility <sup>1</sup>	61%	57%	53%	61%	56%	53%
Risk-free rate	0.00%	0.00%	0.00%	0.21%	0.31%	0.41%
Fair value <sup>2</sup>	£15.47m	£14.01m	£12.59m	£26.54m	£23.49m	£20.73m

**Notes:**

1. The expected volatility is based on Future's historical volatility, averaged over a period equal to the expected life, where possible.
2. A Monte Carlo model has been used to determine the fair value. The fair values provided in this table comprise the fair value of each tranche in total, subject to a cap of £95m per tranche, rather than the value of the award.

## Value Creation Plan (VCP)

The VCP was launched in the prior year. The VCP comprises three equal tranches, based on performance measured over three periods, from 1 October 2020 to: 30 September 2023; 30 September 2024; and 30 September 2025.

The plan is designed to align the interests of Future employees and shareholders, by incentivising the delivery of exceptional shareholder returns over the long-term. To the extent that performance exceeds the hurdle on a measurement date, participants share 3.33% of the shareholder value created above the hurdle, subject to an overall cap of £95m per tranche. Total units awarded are 980,000 per tranche, of which a small pool is reserved for future hires and promotions. Units vest based on value created in terms of £ TSR, being the growth in Future's market capitalisation plus net equity cash flows to shareholders (i.e. dividends plus share buybacks, less share issues), over and above a hurdle rate of return of 10% per annum.

Future's starting market capitalisation is based on the spot closing price of a share on 30 September 2020 of £19.42. Value created at each measurement date will be calculated with reference to the average closing return index over the three months ending on that date. To the extent that performance does not exceed the hurdle on a measurement date, the relevant tranche will lapse in full, immediately. There will be no re-testing allowed.

Grants were made under the VCP in April 2021, June 2021, January 2022, February 2022, May 2022 and July 2022.

## Performance Share Plan (PSP)

The PSP is a share-based incentive scheme open to the Executive Directors and certain other key employees and 'rising stars', usually based on a percentage of the participant's salary. Awards under this scheme are subject to stretching performance criteria measured against a combination of Adjusted diluted earnings per share ("EPS"), and Total Shareholder Return ("TSR") (in prior years, share price) performance, depending on the date of grant. Unless the Remuneration Committee decides otherwise at the date of grant, awards will vest three years after the date of grant subject to the participant's continued employment within the Group and achievement of the following performance criteria.

Performance criteria in respect of awards granted during the year ended 30 September 2018:

Performance metrics are weighted 50% on the Group's adjusted EPS and 50% on the Company's share price. The threshold entry point of 25% vesting for the EPS element requires a 5% compound annual growth rate (CAGR), with 100% vesting at 10% CAGR. The threshold entry point of 25% vesting for the share price element requires a 5% CAGR, with 100% vesting at 9% CAGR. Vesting will be on a straight line basis between the threshold and maximum for both elements. Following the completion of the rights issue in the year ended 30 September 2018 the Remuneration Committee rebased the share price targets to adjust for the impact of the Purch acquisition and associated rights issue.

Performance criteria in respect of awards granted during the year ended 30 September 2019:

Performance metrics are weighted 50% on the Group's adjusted EPS and 50% on the Company's share price. The threshold entry point of 19% vesting for the EPS element requires a 5% CAGR, with 100% vesting at 20% CAGR. The threshold entry point of 19% vesting for the share price element requires 5% CAGR, with 100% vesting at 20% CAGR. Vesting will be on a straight line basis between the threshold and maximum for both elements.

Performance criteria in respect of awards granted during the year ended 30 September 2020:

Performance metrics are weighted 50% on the Group's adjusted EPS and 50% on the Company's TSR. The threshold entry point of 25% vesting for the EPS element requires a 7% CAGR, with 100% vesting at 16% CAGR. The threshold entry point of 25% vesting for the TSR element requires 6% CAGR, with 100% vesting at 15% CAGR. Vesting will be on a straight line basis between the threshold and maximum for both elements.

Performance criteria in respect of awards granted during the year ended 30 September 2021:

Performance metrics are weighted 50% on the Group's adjusted EPS and 50% on the Company's TSR. The threshold entry point of 25% vesting for the EPS element requires a 7% CAGR, with 100% vesting at 23% CAGR. The threshold entry point of 25% vesting for the TSR element requires 6% CAGR, with 100% vesting at 15% CAGR. Vesting will be on a straight line basis between the threshold and maximum for both elements.

The award made in May 2021 is not subject to performance conditions.

Performance criteria in respect of awards granted during the year ended 30 September 2022:

Performance metrics are weighted 100% on the Group's adjusted EPS. The threshold entry point of 25% vesting for the EPS element requires a % CAGR, with 100% vesting at 12% CAGR. Vesting will be on a straight line basis between the threshold and maximum.

One of the awards made in July 2022 is not subject to performance conditions.

The performance metric for the other award made in July 2022 are weighted 50% on the Group's adjusted EPS and 50% on the Company's TSR. The threshold entry point of 25% vesting for the EPS element requires a 5% CAGR, with 100% vesting at 12% CAGR. The threshold entry point of 25% vesting for the TSR element requires 5% CAGR, with 100% vesting at 15% CAGR. Vesting will be on a straight line basis between the threshold and maximum for both elements.

The performance metric for the award made in September 2022 is 100% weighted to the Group's adjusted EPS. The threshold entry point of 25% vesting for the EPS element requires an adjusted diluted EPS of 86.5p, with 100% vesting at an adjusted diluted EPS of 104.9p or above. This award only vests to the extent that Tranche 1 of the VCP does not vest. Therefore the number of shares vesting will depend on the number of Tranche 1 shares of the VCP vesting as these will be deducted from the number of PSP shares vesting.

Grants were made under the PSP in November 2018, March 2019, May 2019, June 2019, August 2019, November 2019, February 2020, June 2020, July 2020, September 2020, February 2021, March 2021 and May 2021, July 2022 and September 2022.

## Deferred Annual Bonus Scheme (DABS)

The DABS is a share-based incentive scheme open to the Executive Directors and certain managers across the Group. The maximum value of any shares granted under the DABS to any one participant will be an amount which is equal to a fixed percentage of that eligible participant's annual bonus for the previous financial year. The number of shares over which an award is to be granted to each participant will usually be calculated by reference to the market value of an Ordinary share in the Company on the date of the award.

For the Chief Executive, Zillah Byng-Thorne, and Chief Financial Officer, Penny Ladkin-Brand, the annual bonus for the year ending 30 September 2022 is to be paid 50% in cash in December 2022 and 50% in Future shares, deferred for two years. For Rachel Addison, who served as Chief Financial Officer until 30 October 2021, the annual bonus was paid 100% in cash in December 2021. See page 100 of the Directors' Remuneration Report for further detail.

The last grant made under the DABS was in February 2022.

## Share Incentive Plan (SIP)

The SIP is open to all UK employees including the Executive Directors. It is a tax efficient incentive plan pursuant to which employees are eligible to acquire up to £150 (or 10% of salary, if less) worth of Ordinary shares in the Company per month or £1,800 per annum. Under the SIP, employees are invited to subscribe for Partnership shares via salary deductions. If an employee agrees to buy Partnership shares the Company currently matches the number of Partnership shares bought with an award of Matching shares on the basis of one Matching share for every four Partnership shares. Matching share awards to date have been met by the issue of Ordinary shares to Yorkshire Building Society as Trustee of the SIP.

## Employee Stock Purchase Plan (ESPP)

The Future plc Employee Stock Purchase Plan commenced during the year and is open to all employees who are employed and resident in the US. The ESPP is a tax favourable plan pursuant to which employees can save between 1% and 10% of salary (capped at \$25,000 in any one calendar year) over a six month savings period, the savings from which are used for purchases of Ordinary shares in the Company at a 15% discount.

## 24. RESERVES

### Share premium account

Share premium represents the excess of proceeds received over the nominal value of new shares issued.

Group and Company	2022 £m	2021 £m
<b>At 1 October and 30 September</b>	<b>197.0</b>	197.0

### Merger reserve

	Group 2022 £m	Company 2022 £m	Group 2021 £m	Company 2021 £m
At 1 October	<b>581.9</b>	<b>472.9</b>	170.9	61.9
Premium arising on equity shares issued as consideration	-	-	411.0	411.0
<b>At 30 September</b>	<b>581.9</b>	<b>472.9</b>	581.9	472.9

An amount of £109.0m in the merger reserve arose in previous years following the 1999 Group reorganisation and is non-distributable. The movement in the prior year of £411.0m consisted of £411.7m relating to the premium on shares issued as consideration for the acquisition of GoCo Group plc, offset by £0.7m of related share issuance costs.

### Treasury reserve

The treasury reserve represents the cost of shares in Future plc purchased in the market and held by the EBT to satisfy awards made by the trustees.

	Group 2022 £m	Group 2021 £m
At 1 October	<b>(7.6)</b>	(8.8)
Acquisition of own shares	<b>(7.9)</b>	(4.9)
Issue of treasury shares to employees	<b>7.5</b>	6.1
<b>At 30 September</b>	<b>(8.0)</b>	(7.6)

During the year the Company purchased 522,795 of its own shares to fund the future vesting of share options, at a total value of £7.9m.

The 487,322 (2021: 414,931) shares held by the EBT represent 0.4% (2021: 0.3%) of the Company's issued share capital. The treasury reserve is non-distributable.

The issuance of treasury shares to employees relate to the settlement of PSP awards exercised in the year.

### Accumulated exchange differences

The reserve for accumulated exchange differences comprises the revaluation of the Group's foreign currency entities, principally the US and Australia, on consolidation.



## 25. PENSIONS

The Group operates a defined contribution scheme for employees resident in the United Kingdom.

In the US, the Group operates a section 401(K) profit sharing defined contribution plan in respect of pensions, which covers substantially all Future US employees. The section 401(K) plan allows employees to invest in 22 registered mutual funds at Charles Schwab Trust Bank, the plan's custodian. The employees, not the employer, have complete control over which funds they invest in, although they have no control over the stocks owned by the funds.

During the year, £5.2m (2021: £4.0m) contributions were made to these plans and at 30 September 2022 the outstanding balance due to be paid over to the plans was £1.7m (2021: £0.7m).

## 26. COMMITMENTS AND CONTINGENT LIABILITIES

### (a) Operating lease commitments

Future minimum sub-lease receipts expected under non-cancellable operating subleases at 30 September 2022 total £3.4m (2021: £0.8m).

During the year, £0.2m was recognised in the income statement in respect of operating lease rental payments for short-term and low-value leases (2021: £0.2m), and £0.5m (2021: £0.4m) was recognised in respect of sub-lease receipts.

The Group also leases equipment under non-cancellable operating lease agreements.

### (b) Contingent liabilities

There were no material contingent liabilities as at 30 September 2022 (2021: £nil).

### (c) Capital commitments

There were no material capital commitments as at 30 September 2022 (2021: £nil).

## 27. RELATED PARTY TRANSACTIONS

The Group had no material transactions with related parties in 2022 or 2021 which might reasonably be expected to influence decisions made by users of these financial statements.

During the year, the Company had net management fees and recharges receivable of £1.8m (2021: receivable of £1.5m) from subsidiary undertakings. The outstanding balance owed at 30 September 2022 was £1.8m (2021: £1.5m). See note 21 for details.

No individuals other than the Directors meet the definition of key management personnel. Details of key management personnel compensation are set out note 6.

## 28. ACQUISITIONS

### Acquisition of Dennis

On 1 October 2021, Future acquired Dennis Publishing, a leading consumer media subscriptions business, which includes trusted Wealth, Knowledge and B2B technology specialist titles such as Kiplinger, MoneyWeek, The Week & IT Pro.

The consideration was £1.0m, however the acquired debt of £298.6m was required to be repaid immediately following the acquisition. Transaction fees of £4.5m were incurred as part of the acquisition in the prior year.

The impact of the acquisition on the consolidated balance sheet was:

	Fair value £m
Tangible assets	
- Right-of-use lease assets	11.2
- Other tangible assets	2.0
Intangible assets	
- Brand	89.5
- Advertiser relationships	5.9
- Subscriber relationships	61.9
- Software	1.5
Cash and cash equivalents	0.8
Inventory	0.1
Trade and other receivables	20.9
Finance lease receivable due within 1 year	0.5
Corporation tax receivable	0.4
Trade and other receivables due in more than 1 year	0.6
Finance lease receivables due in more than 1 year	2.2
Trade and other payables	(60.7)
Lease liability due within one year	(1.9)
Financial liabilities – interest bearing loans and borrowings due in less than one year	(2.4)
Non-current liabilities	
Provisions	(13.4)
Deferred income	(10.8)
Lease liability due in more than one year	(14.1)
Financial liabilities – interest bearing loans and borrowings due in more than one year	(296.2)
Deferred tax	(26.3)
Net assets acquired	(228.3)
Goodwill	229.3
	<b>1.0</b>
Consideration:	
Cash	1.0
<b>Total consideration</b>	<b>1.0</b>

The acquisition has scaled the Group's 'Wealth & Savings' vertical, further diversified the Group's revenue by materially increasing the Group's recurring revenues through subscriptions and extending the Group's reach in the North American market, deepened the Group's existing presence in the 'B2B Pro Technology' vertical and enhanced the Group's 'Knowledge' vertical with high subscription rates and growth potential. Goodwill is attributable to the synergies of the combined Group and the opportunities noted above. The intangibles recognised, including goodwill, are not expected to be deductible for tax purposes.

At HY 2022 provisional values were included in the above. These have since been updated and finalised to increase provisions (from £7.1m to £13.4m) to reflect additional legal costs as well as recognising a deferred tax asset of £2.7m on the basis that the costs, once settled, are expected to be tax deductible.

Included within the Group's results for the period are revenues of £129.6m from Dennis. Given that Dennis is now fully integrated and using the Group's shared back office functions it is impractical to disclose the profit before tax generated as it is not monitored at this level internally.

The acquisition was completed on the first day of the financial year and so the amounts included within the Group's results reflect its ownership for the full period.

Gross trade receivables were £5.6m on acquisition, of which £5.2m were expected to be recovered. The assets and liabilities acquired included an £8m receivable from the sellers related to titles not purchased.

## Acquisition of WhatCulture

On 23 March 2022, the Group acquired WhatCulture, an entertainment-based website, for total consideration of £22.7m. WhatCulture further strengthens Future's position in video, notably with its expertise in the monetisation on YouTube and will benefit from the Future proprietary technology stack and operating model to drive the platform effect whilst bolstering Future's gaming and entertainment verticals, forming part of the Group's UK cash generating unit.

The impact of the acquisition on the consolidated balance sheet was:

	Fair value £m
Tangible assets	
- Land and Buildings	0.4
Intangible assets	
- Brand	5.7
Cash and cash equivalents	3.6
Trade and other receivables	0.5
Trade and other payables	(0.1)
Deferred tax	(1.4)
Net assets acquired	8.7
Goodwill	14.0
	<b>22.7</b>
Consideration:	
Cash	18.2
Deferred consideration	4.5
<b>Total consideration</b>	<b>22.7</b>

Goodwill is attributable to the opportunities that exist to further monetise the Group's brands and audience and is not expected to be deductible for tax purposes.

Included within the Group's results for the period are revenues of £2.1m from WhatCulture (excluding deal fees, associated integration costs, acquired intangible amortisation and interest). Given that WhatCulture is now fully integrated and using the Group's shared back office functions it is impractical to disclose the profit before tax generated as it is not monitored at this level internally.

If the acquisition had been completed on the first day of the financial year, it would have contributed £4.3m of revenue during the period.

Gross trade receivables were £0.4m on acquisition, of which £0.4m were expected to be recovered.

## Acquisition of Who What Wear

On 15 June 2022, the Group completed the acquisition of Who What Wear, a leading digital-only women's lifestyle publisher based in the US from Clique Brands Inc for consideration of \$127.2m. Transaction fees of £1.2m were incurred as part of the acquisition.

Who What Wear is a brand highly-regarded by both consumers and advertisers with a strong social presence and diverse revenue streams ranging from digital advertising to eCommerce.

The acquisition further strengthens Future's position in the Women's Lifestyle vertical and gives the Group greater scale and reach in North America to further monetise its audience. With Future's content already reaching 1 in 3 adults online in the US, the transaction will accelerate Future's scale and revenue opportunities in the US. The Group's existing Women's Lifestyle brands will benefit from Who What Wear's leading direct advertising sales capabilities, whilst Who What Wear will benefit from Future's proprietary technology stack and operating model to drive the platform effect.

The provisional impact of the acquisition on the consolidated balance sheet was:

	Provisional Fair value £m
Tangible assets	
- Right-of-use lease assets	4.7
- Other tangible assets	0.3
Intangible assets	
- Brand	34.2
- Customer relationships	12.2
- Software	0.1
Cash and cash equivalents	7.1
Trade and other receivables	9.9
Trade and other payables	(6.1)
Lease liability due within one year	(1.1)
Non-current liabilities	
- Lease liability due in more than one year	(3.6)
Deferred tax	(11.8)
Net assets acquired	45.9
Goodwill	59.3
	<b>105.2</b>
Consideration:	
Cash	105.2
<b>Total consideration</b>	<b>105.2</b>

The values included above are considered to be final other than the consideration (and any subsequent flow on impact to goodwill) as completion accounts are in the process of being finalised and agreed with the seller.

Included within the Group's results for the period are revenues of £9.0m from Who What Wear (excluding deal fees, associated integration costs, acquired intangible amortisation and interest). Given that Who What Wear is now fully integrated and using the Group's shared back office functions it is impractical to disclose the profit before tax generated as it is not monitored at this level internally.

If the acquisition had been completed on the first day of the financial year, it would have contributed £33.0m of revenue during the period.

Gross trade receivables were £7.8m on acquisition, of which £7.5m are expected to be recovered.

## 29. SUBSIDIARY UNDERTAKINGS

Details of the Company's subsidiaries at 30 September 2022 are set out below. All subsidiaries are included in the consolidation. Shares of those companies marked with an \* are indirectly owned by Future plc through an intermediate holding company.

Company name and registered number	Country of incorporation and registered office	Nature of business	Holding %	Class of shares
Ascent Publishing Limited* 02561341	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares
Barcroft Media Limited* 04826405	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares
Broadleaf Bidco Limited* 11473951	England and Wales <sup>1</sup>	Holding company	100	£1 Ordinary shares \$1 Ordinary shares
Broadleaf Holdco Limited* 11473888	England and Wales <sup>1</sup>	Holding company	100	£1 Ordinary shares
Broadleaf Midco Limited* 11473807	England and Wales <sup>1</sup>	Holding company	100	£0.001 Ordinary shares
Broadleaf Newco 2 Limited* 13435883	England and Wales <sup>1</sup>	Holding company	100	£0.001 A1 Ordinary shares £0.001 A2 Ordinary shares £0.001 B1 Ordinary shares £0.001 B2 Ordinary shares
Broadleaf US Bidco Inc* 6982422	USA <sup>13</sup>	Holding company	100	\$0.01 Ordinary shares
Circlesix Media Inc* 5904231	USA <sup>13</sup>	Non-trading	100	\$0.01 Ordinary shares
Clique Brands Inc* 5168252	USA <sup>13</sup>	Publishing	100	\$0.00001 Ordinary shares Series A Preferred Stock of \$1.0000 per share Series B Preferred Stock of \$4.3550 Series C Preferred Stock of \$7.4560
Clique Brands UK Limited* 10871824	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares
Comary, Inc* 2400371	USA <sup>10</sup>	Publishing	100	Not applicable
Dennis Interactive Inc* 1827502	USA <sup>14</sup>	Non-trading	100	\$20 Ordinary shares
Dennis Publishing Limited* 01138891	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares
Energylinx Limited* SC244794	Scotland <sup>3</sup>	Non-trading	100	£10 Ordinary shares
Energylinx for Business Limited* SC431929	Scotland <sup>3</sup>	Non-trading	100	£1 Ordinary shares
Energylinx for Business Trading Limited* SC455901	Scotland <sup>3</sup>	Non-trading	100	£1 Ordinary shares
Future Holdings 2002 Limited 04387886	England and Wales <sup>1</sup>	Holding company	100	£1 Ordinary shares
Future UK Finance Limited* 13651021	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares
Future Publishing Limited* 02008885	England and Wales <sup>1</sup>	Publishing	100	10 pence Ordinary shares
Future Publishing (Overseas) Limited* 06202940	England and Wales <sup>1</sup>	Publishing	100	£1 Ordinary shares
Future Publishing Holdings Limited 03430449	England and Wales <sup>1</sup>	Holding company	87.5	1 pence Ordinary shares
GoCo Group Limited 06062003	England and Wales <sup>2</sup>	Non-trading	100	0.0002 pence Ordinary shares
GoCompare.com Limited* 05799376	England and Wales <sup>2</sup>	Price comparison website	100	£1 Ordinary shares
GoCompare.com Finance Limited 10227007	England and Wales <sup>2</sup>	Non-trading	100	0.0002 pence Ordinary shares
Marketforce (U.K.) Limited* 00499150	England and Wales <sup>1</sup>	Dormant	100	£1 Ordinary shares
Mozo Pty Limited* ACN 128 199 208	Australia <sup>4</sup>	Comparison shopping	100	\$1 Ordinary shares
Sapphire Bidco Limited* 11157309	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares
Sapphire Midco Limited* 11157151	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares

Company name and registered number	Country of incorporation and registered office	Nature of business	Holding %	Class of shares
Sarracenia Limited 04582851	England and Wales <sup>1</sup>	Dormant	100	£1 Ordinary shares
The Global Voucher Group Limited* 09051128	England and Wales <sup>2</sup>	Voucher codes website	100	1 pence Ordinary shares
The Kiplinger Washington Editors Inc* 434902	USA <sup>3</sup>	Publishing	100	\$10 A Ordinary shares \$10 B Ordinary shares
The Week Limited* 02998743	England and Wales <sup>1</sup>	Publishing	100	£1 Ordinary shares
The Week Publications Inc* 2528945	USA <sup>5</sup>	Publishing	100	\$0.01 Ordinary shares
This is the Big Deal, Inc* 6690977	USA <sup>3</sup>	Holding company	100	Not applicable
This is the Big Deal Limited* 08867458	England and Wales <sup>2</sup>	Energy auto switching service	100	0.000015625 pence Ordinary shares
TI Media Limited* 00053626	England and Wales <sup>1</sup>	Holding company	100	£1 Ordinary shares
Waive Limited* 10619147	England and Wales <sup>1</sup>	Non-trading	100	£0.001 Ordinary shares
What Culture Limited* 07243682	England and Wales <sup>1</sup>	Non-trading	100	£1 Ordinary shares
Next Commerce Pty Limited* 113 146 786	Australia <sup>4</sup>	Comparison shopping	100	\$1 Ordinary shares
Future Creative Media Canada Limited* BC1198396	Canada <sup>5</sup>	Digital media publishing	100	Not applicable
Future Publishing s.r.o.* 09393951	Czech Republic <sup>6</sup>	Non-trading	100	CZK 1 Ordinary shares
Purch Technologies Sarl* 84138050400016	France <sup>7</sup>	Non-trading	100	Not applicable
Windsor Support Services Private Limited* U74999DL2011FTC217990	India <sup>8</sup>	Dormant	100	Rand 10 equity shares
Next Commerce Philippines Inc* CS201517783	Philippines <sup>9</sup>	Dormant	100	₱ Ordinary shares
Future US, LLC* 1513070	USA <sup>12</sup>	Publishing	100	Not applicable
Future US Holdings, Inc* 6260582	USA <sup>10</sup>	Holding company	100	Not applicable

1 Registered office: Quay House, The Ambury, Bath, BA1 1UA, England

2 Registered office: Imperial House, Imperial Way, Coedkernew, Newport, Wales NP10 8UH

3 Registered office: C/O Womble Bond Dickinson (UK) LLP 2, Sempole Street, Edinburgh, Scotland, EH3 8BL

4 Registered office: Registered office: Suite 3, Level 10, 100 Walker Street, North Sydney, NSW 2060, Australia

5 Registered office: 1800-355 St Burrard, Vancouver Colombie Britannique V6C2G8, Canada

6 Registered office: Holečkova 100/9, Smichov, 150 00 Praha 5, Czech Republic

7 Registered office: 195 Avenue Charles de Gaulle 92200 Neuilly-sur-Seine, France

8 Registered office: Dpt 610, Prime Towers F 79-80, Okhla Industrial Area, Phase 1 New Delhi New Delhi DL 110020 India

9 Registered office: 2/F GC Corporate Plaza, 150 Legaspi Street, Legaspi Village, Makati, Manila, Philippines

10 Registered office: 108 West 13th Street, New Castle County, Wilmington, DE 19801, USA

11 Registered office: 251 Little Falls Drive, Wilmington, DE 19808, USA

12 Registered office: 1401 21st Street, STE R, Sacramento CA 95811, USA

13 Registered office: Corporation Trust Centre, 1209 Orange Street, New Castle, Wilmington, DE 9801, USA

14 Registered office: Suite D100, 117 Seaboard Lane, Franklin, Tennessee, 37067, USA

15 Registered office: 5th Floor, 55 West 39th Street, New York, 10018, USA

Ascent Publishing Limited, Barcroft Media Limited, Broadleaf Bidco Limited, Broadleaf Holdco Limited, Broadleaf Midco Limited, Broadleaf Newco 2 Limited, Clique Brands UK Limited, Dennis Publishing Limited, Energylinx Limited, Energylinx for Business Limited, Energylinx for Business Trading Limited, Future Holdings 2002 Limited, Future Publishing Limited, Future Publishing Holdings Limited, Future Publishing (Overseas) Limited, Future UK Finance Limited, GoCo Group Limited, GoCompare.com Limited, GoCompare.com Finance Limited, The Global Voucher Group Limited, Sapphire Bidco Limited, Sapphire Midco Limited, This is the Big Deal Limited, The Week Limited, TI Media Limited, Waive Limited and What Culture Limited are exempt from the requirement to file audited financial statements by virtue of Section 479A of the Companies Act 2006. Sarracenia Limited and Marketforce (U.K.) Limited are exempt from the requirement to file audited financial statements by virtue of Section 480 of the Companies Act 2006.

### 30. POST BALANCE SHEET EVENTS

#### UKEF

On 23 November 2022, the Group further extended its committed debt facilities with a 5 year, £400m term facility partially guaranteed by UK Export Finance. The facility, maturing November 2027, has a 12 month availability period and amortises from year 3. It was secured at competitive market rates, on substantially similar terms to, and with the same covenants as, the Groups RCF. On signing, the first £160m was utilised to repay the Groups existing Term Loan maturing 31 December 2023.

#### Acquisition of ShortList Media Ltd

On 18 October 2022, we completed the acquisition of ShortList Media Limited (trading as Shortlist.com), a technology website, adding the much respected technology and lifestyle brand and its archive of hundreds of evergreen articles for consideration of £0.3m. We will be able to deploy our tech stack to the website to drive monetisation, whilst growing our online users and accelerating this growth through our capabilities.



# Notice of Annual General Meeting

This Notice of Meeting is important and requires your immediate attention.

Notice is given that the Annual General Meeting of Future plc will be held at 11.00am on Wednesday 8 February 2023 at Future's London office at, 121 - 141 Westbourne Terrace, Paddington, London, W2 6JR to consider and, if thought fit, pass the following resolutions:

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Future plc, please forward this notice, together with the accompanying documents, as soon as possible either to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the purchaser or transferee.

## Ordinary resolutions

1. To receive and adopt the Annual Report including the audited financial statements for the year ended 30 September 2022.
2. To declare a final dividend for the year ended 30 September 2022 of 3.4p per ordinary share payable on 14 February 2023 to shareholders on the register at the close of business on 20 January 2023.
3. To approve the Directors' Remuneration Policy set out on pages 114 to 119 (inclusive) in the Annual Report.
4. To approve the Directors' Remuneration Report set out on pages 90 to 113 (inclusive) in the Annual Report.
5. To re-elect Richard Huntingford as a Director of the Company.
6. To re-elect Zillah Byng-Thorne as a Director of the Company.
7. To re-elect Meredith Amdur as a Director of the Company.
8. To re-elect Mark Brooker as a Director of the Company.
9. To re-elect Hugo Drayton as a Director of the Company.
10. To re-elect Rob Hattrell as a Director of the Company.
11. To re-elect Penny Ladkin-Brand as Director of the Company.
12. To re-elect Alan Newman as a Director of the Company.
13. To re-elect Anglea Seymour-Jackson as a Director of the Company.
14. To reappoint Deloitte LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are to be laid before the Company.
15. To authorise the Audit and Risk Committee to decide the remuneration of the Auditor.
16. That:
  - a) the Directors be authorised, for the purposes of section 551 of the Companies Act 2006 (the 'Act'), to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
    - i) in accordance with article 3 of the Company's Articles of Association, up to a maximum nominal amount of £6,042,245.91 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph below in excess of £12,084,491.83); and
    - ii) comprising equity securities (as defined in section 560 of the Act), up to a maximum nominal amount of £12,084,491.83 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue;
  - b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 8 May 2024; and
  - c) all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).
17. To authorise the Company, and all companies that are its subsidiaries, at any time during the period for which this resolution has effect for the purposes of section 366 of the Companies Act 2006 to:
  - a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
  - b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
  - c) incur political expenditure not exceeding £50,000 in total, during the period beginning with the date of the passing of this resolution and ending following the conclusion of the Company's next Annual General Meeting or, if earlier, on 8 May 2024.
18. That the rules of the Future plc 2023 Performance Share Plan (the "PSP"), produced in draft to the meeting and a summary of the main provisions of which is set out in Explanatory Notes to the Notice of Meeting, be approved and the directors be authorised to:
  - (i) do all such acts and things necessary to establish and give effect to the PSP; and
  - (ii) establish schedules to, or further incentive plans based on, the PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the PSP.

## SPECIAL RESOLUTIONS (19-25)

### Special Resolution 19

19. That, if resolution 16 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- A. to the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer (but in the case of the authorization granted under resolution 16.a.ii, such powers shall be limited to a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements, legal or practical difficulties which may arise under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or by virtue of any other matter whatsoever;
- B. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £1,812,855.06; and
- C. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice (the "Statement of Principles"),

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 8 May 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to

be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### Special Resolution 20

20. That if resolution 16 is passed, the Board be authorised in addition to any authority granted under resolution 19 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- A. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,812,855.06 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles; and
- B. limited to the allotment of equity securities or sale of treasury shares otherwise than under paragraph (A) above up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 8 May 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### Special Resolution 21

21. That, in accordance with the Company's Articles of Association, a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

### Special Resolution 22

22 THAT, the amount of £472,951,225 standing to the credit of the merger reserve be capitalised and applied in paying up in full at par such number of new B ordinary shares (the "B Ordinary Shares") equal to the number of Ordinary Shares in issue as at 6.30 p.m. on the Business Day immediately preceding the Business Day of the Court hearing to confirm the Reduction of Capital (the "Capital Reduction Record Time"), such B Ordinary Shares having a nominal value equal to the sum that is obtained by dividing the number of B Ordinary Shares to be issued as set out above into £472,951,225, as shall be required to effect such capitalisation, and the directors of the Company be and are hereby authorised for the purposes of section 551 of the Companies Act 2006 (the "Companies Act") to allot and issue all of the B Ordinary Shares thereby created to such members of the Company as the directors of the Company shall in their absolute discretion determine upon terms that they are paid up in full by such capitalisation, and such authority shall for the purposes of section 551 of the Companies Act expire on the conclusion of the next annual general meeting of the Company, or, if earlier, 7 February 2024.

### Special Resolution 23

23 THAT, the B Ordinary Shares created and issued pursuant to resolution 22 above shall have the following rights and restrictions:

- (a) the holder(s) of the B Ordinary Shares shall have no right to receive any dividend or other distribution whether of capital or income;
- (b) the holder(s) of the B Ordinary Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
- (c) the holder(s) of the B Ordinary Shares shall on a return of capital in a liquidation, but not otherwise, be entitled to receive the nominal amount of each such share but only after the holder of each Ordinary Share shall have received the amount paid up or credited as paid up on such a share and the holder(s) of the B Ordinary Shares shall not be entitled to any further participation in the assets or profits of the Company;
- (d) a reduction by the Company of the capital paid up or credited as paid up on the B Ordinary Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the B Ordinary Shares and will not involve a variation of such

# Notice of Annual General Meeting

rights for any purpose. The Company will be authorised at any time without obtaining the consent of the holder(s) of the B Ordinary Shares to reduce its capital in accordance with the Companies Act; and

(e) the Company shall have irrevocable authority at any time after the allotment or issue of the B Ordinary Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof and/or an agreement to transfer the same without making any payment to the holders thereof to such person or persons as the Company may determine and, in accordance with the provisions of the Companies Act, to purchase or cancel such shares without making any payment to or obtaining the sanction of the holders thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided also that the Company may in accordance with the provisions of the Companies Act purchase all but not some only of the B Ordinary Shares then in issue at a price not exceeding £1.00 for all the B Ordinary Shares.

## Special Resolution 24

THAT, subject to the B Ordinary Shares having been allotted and issued, and subject to the confirmation of the Companies Court, London (the "Court"), the capital of the Company be reduced by cancelling and extinguishing the B Ordinary Shares allotted and issued pursuant to resolution 23 above and the amount of such reduction be and is hereby credited to the reserves of the Company.

## Special Resolution 25

THAT, subject to the confirmation of the Court, the share premium account of the Company be and is hereby cancelled and the amount of such reduction be and is hereby credited to the reserves of the Company.

## EXPLANATION OF RESOLUTIONS

### Ordinary resolutions

For each of the following resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

#### Resolution 1:

##### RECEIPT OF ANNUAL REPORT

The Directors present to shareholders at the AGM the Reports of the Directors and Auditor and the financial statements of the Company for the year ended 30 September 2022.

#### Resolution 2:

##### APPROVAL OF THE FINAL DIVIDEND

This resolution seeks shareholder approval to pay a final dividend of 3.4p per ordinary share for the year ended 30 September 2022. The dividend, if approved, will be payable on 14 February 2023 to shareholders on the register at the close of business on 20 January 2023. .

#### Resolution 3:

##### APPROVAL OF THE REMUNERATION POLICY

As the resolution to approve the 2021 Remuneration Report at the February 2022 AGM was not supported by the simple majority required for it to be passed, the Remuneration Policy is required to be submitted for a binding vote at this year's AGM. Over the past year, we have consulted widely with our largest shareholders on proposals for our Directors' Remuneration Policy ('Remuneration Policy'). We are proposing some changes to the Remuneration Policy this year, as set out on pages 114 to 119. The Board believes that the amended Remuneration Policy offers greater strategic flexibility and alignment with the Company's strategy. The Remuneration Policy is set out on pages 114 to 119 (inclusive) of the Annual Report.

#### Resolution 4:

##### APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

Resolution 4 seeks shareholder approval for the Directors' Remuneration Report on pages 90 to 113 of the Annual Report. The FY 2022 annual report on remuneration gives details of the implementation of the Company's Remuneration Policy, approved by shareholders at the AGM in February 2021, in terms of the payments and share awards made to the Directors in connection with their performance and that of the Company during the year ended 30 September 2022.

It also gives details of how the Company intends to apply the Remuneration Policy in practice for FY 2023. This vote is advisory and the Directors' entitlement to remuneration is not conditional on it.

The Company's Auditor during the year, Deloitte LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 126 to 136 of the Annual Report.

#### Resolutions 5-13:

##### ELECTION AND RE-ELECTION OF DIRECTORS

A biography of each Director, including a

description of the skills and experience they contribute to the Board, appears on pages 78 to 79 of the Annual Report and is also available on the Company's website at [www.futureplc.com/who-we-are/](http://www.futureplc.com/who-we-are/).

In accordance with the recommendations of the UK Corporate Governance Code, every Director is required to retire from office at every AGM. Any Director eligible, in accordance with the Company's articles of association (the 'Articles'), may stand for re-election. The Company's Chairman confirms that, following the evaluation process, as described on page 81, the performance of each Director standing for re-election and election continues to be effective and that they have each demonstrated a strong commitment to their role.

#### Resolutions 14-15:

##### APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION

An independent auditor is required to be appointed at each general meeting at which accounts are presented to shareholders. Under Resolution 14 the Directors propose to reappoint Deloitte LLP as the Company's independent auditor. More information about the decision to appoint Deloitte LLP can be found in the Audit and Risk Committee report on page 89.

Resolution 15 seeks shareholder authorisation for the Audit and Risk Committee to decide the Auditor's fee, which is standard practice.

#### Resolution 16:

##### AUTHORITY TO ALLOT SHARES

At the AGM last year, the Directors were given the authority to allot shares without the prior consent of shareholders for a period expiring at the conclusion of the 2023 AGM or, if earlier, on 3 May 2023. It is proposed to renew this authority and to authorise the Directors under section 551 of the Companies Act 2006 to allot ordinary shares or grant rights to subscribe for or convert any security into shares in the Company for a period expiring at the conclusion of the 2024 AGM or, if earlier, close of business on 8 May 2024.

This resolution, which follows the guidelines issued by the Investment Association, will allow the Directors to:

- a) allot ordinary shares up to a maximum nominal amount of £6,042,245.91 representing approximately one third (33.33 per cent) of the Company's existing issued share capital and calculated as at 5 December 2022; and

b) allot ordinary shares on a preemptive basis by way of a rights issue to ordinary shareholders up to a maximum nominal amount (including any shares allotted under the paragraph above) of £12,084,491.83 representing approximately two thirds (66.67 per cent) of the Company's existing issued share capital and calculated as at 5 December 2022.

The Directors have no present intention of allotting shares under this resolution, but believe that the flexibility allowed by this resolution may assist them in taking advantage of business opportunities as they arise.

If they do exercise this authority, the Directors intend to follow best practice as recommended by the Investment Association. As at 5 December 2022 the Company does not have any shares in treasury.

#### **Resolution 17**

##### **AUTHORITY TO MAKE POLITICAL DONATIONS**

It remains the policy of the Company not to make political donations or to incur political expenditure, as those expressions are normally understood. However, following broader definitions introduced by the Act, the Directors continue to propose a resolution designed to avoid inadvertent infringement of these definitions.

The Act requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £50,000 in any 12-month period, and for any political expenditure, subject to limited exceptions.

The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could also include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or to influence support for any particular political party.

#### **Resolution 18**

##### **PERFORMANCE SHARE PLAN**

The Company wishes to obtain shareholder approval for the Future plc 2023 Performance Share Plan (the "PSP").

The PSP will replace the Company's existing Performance Share Plan which was last approved by shareholders on 4 February 2015, and is due to expire on 3 February 2025.

The Company conducted a remuneration review during 2022 and following this review a number of changes have been proposed in the new Remuneration Policy, as outlined in the explanatory note relating to resolution 3 above. In line with the proposed Remuneration Policy, and in order to implement it, the Company wishes to obtain shareholder approval for the PSP.

The PSP will be used for awards made after the date of the AGM.

The main provisions of the PSP are summarised below and resolution 18 proposes the approval of this plan. The resolution also gives the Directors the authority to establish schedules to the PSP, or separate plans, that are commercially similar, for the purposes of granting awards to employees and Executive Directors who are based outside the UK. Any awards made under such schedules or separate plans will count towards the limits on individual and overall participation in the PSP.

##### **1. Constitution**

The operation of the PSP will be overseen by the Remuneration Committee, whose decisions are final and conclusive.

##### **2. Participating Companies**

The PSP may apply to employees of the Company and any member of the Group.

##### **3. Eligibility**

All employees (including employed Directors) of the Group will be eligible for participation in the PSP. The Remuneration Committee will, at its discretion, select who will receive awards under the PSP ("Awards"). Those selected will be senior employees who have been identified as able to influence the performance of the Company and the value delivered to shareholders.

##### **4. Timing and structure of Awards**

Awards may be granted within the 42 day period following:

- the Company announcing its results for any period;
- shareholder approval of the PSP;
- the announcement or implementation of any legislative or regulatory change which affects share plans; or
- any other time when the Remuneration Committee considers there are exceptional circumstances which justify the granting of Awards.

Awards will be structured as conditional share awards or nil-cost options or phantom awards (a conditional right to a cash sum, linked to the value of a number of notional shares). Unless

otherwise permitted in the Remuneration Policy, phantom awards will not be made to Executive Directors. Awards will be in respect of ordinary shares in the capital of the Company ("Shares"). No payment is required for the grant of an Award. Awards are not transferable, except on death.

Awards are not pensionable.

##### **5. Individual Limit**

Individual limits for Executive Directors will be as set out in the applicable Remuneration Policy from time to time. For other participants, the Awards will be granted in accordance with any applicable policies that may impose participation limits on such Awards.

##### **6. Vesting of Awards**

Awards shall ordinarily vest on the 'expected vesting date' for the Award or, if later, when the Remuneration Committee determines the extent to which any performance conditions or other conditions have been satisfied. Awards granted to Executive Directors shall not have an expected vesting date set earlier than the third anniversary of the Award's grant date, or such other period as may be set out within the Remuneration Policy.

Where Awards are granted in the form of options, once vested such options will then be exercisable up until the tenth anniversary of grant (or such shorter period specified by the Remuneration Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of "good leavers" or vesting of Awards in connection with corporate events. Vesting can be prevented or delayed by dealing restrictions or an ongoing investigation into malus or clawback. Exceptionally, the Remuneration Committee may decide that Awards may be settled in cash instead of Shares.

##### **7. Performance conditions**

The extent of vesting of Awards will be subject to performance conditions set by the Remuneration Committee. The terms of the performance conditions for Awards to the Company's Executive Directors shall be set in line with the applicable Remuneration Policy from time to time and shall include a performance period of not less than three years or such other period as may be set out in the Remuneration Policy. The terms of the PSP include discretion for the Remuneration Committee to vary or waive the performance conditions applying to Awards following their grant if an event has occurred which causes the Remuneration Committee to consider that it would be appropriate to amend

# Notice of Annual General Meeting

the performance conditions, provided the Remuneration Committee considers the varied targets are fair and reasonable and not materially less or more challenging than the original performance conditions were intended to be at the Award Date.

## 8. Holding Period

Awards granted to Executive Directors of the Company will be subject to a holding period consistent with the Remuneration Policy.

Awards granted to other participants may be subject to a holding period of a length determined at the time of grant and consistent with any relevant policies.

## 9. Leaving employment

As a general rule, upon a participant's termination of employment with the Group:

- if a participant's Award has already vested, their Award will continue under the Plan and in the case of an option will remain exercisable for a period of six months (12 months if the participant has died); and
- if a participant's Award has not yet vested, it will lapse.

However, if a participant ceases to be an employee because of death, injury, ill-health, disability, redundancy, retirement with the agreement of their employing company, or the business for which they work being sold out of the Group, or in other circumstances at the discretion of the Remuneration Committee, then their Award will not lapse. If the participant has died, the Award will vest on the date of death. In other circumstances, the Award will normally:

- vest on the same timetable and subject to the same performance conditions stated in their Award; and
- be pro-rated, to reflect the period up until leaving employment relative to the normal vesting period.

Alternatively, in such "good leaver" circumstances (including in the case of a discretionary good leaver), the Remuneration Committee can decide to pro-rate a "good leaver" Award to a different extent (including to nil) if it regards it as appropriate to do so in the circumstances, or can decide that the participant's Award will vest when they leave, in which case the Remuneration Committee will determine the extent to which the performance conditions will be treated as having been met, as measured by reference to the time up until the participant leaves.

If an Executive Director who is deemed to be a "good leaver" by virtue of their retirement

subsequently becomes employed as a director by another company (other than in a voluntary role) within 12 months of 'retiring', their 'good leaver' treatment will effectively be reversed:

- if the new employment occurs before settlement, the Award will lapse; or
- if the new employment occurs after settlement, the Board may seek reimbursement of the Shares or cash received pursuant to those Awards.

## 10. Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all Awards will vest:

- on or within one month after completion of the corporate event;
- pro-rata to reflect the period up to the date of the corporate event relative to the normal vesting period; and
- to the extent the Remuneration Committee estimates that the performance conditions would have been satisfied over the performance period.

The Remuneration Committee can decide to pro-rate an Award to a different extent if it regards it as appropriate to do so in the circumstances.

Any holding period and/or malus and clawback provisions will continue to apply unless the Remuneration Committee decides otherwise.

In the event of a change of control if agreed with the acquiring party, the Remuneration Committee may decide that Awards will be replaced by equivalent new awards over Shares in the acquiring company.

## 11. Shares Available for the PSP

The PSP may operate over new issue shares, treasury shares or shares purchased in the market.

Awards cannot be made under the PSP if they would cause the "total plan shares" to exceed 10%, or the "discretionary plan shares" to exceed 5%, of the ordinary share capital of the Company in issue immediately before the Awards are made.

The "total plan shares" figure looks at the total number of new issue or treasury shares that have been used to satisfy Awards in the previous 10 years (or could still be used to satisfy Awards) granted under the PSP or any other employee share plan operated by the Company. The "discretionary plan shares" figure is calculated in the same way, except it applies only to discretionary employee share plans operated by

the Company (including the PSP) and it excludes any Shares subject to awards made under any discretionary share plans prior to 1 October 2021.

Treasury shares will count as new issue shares for the purposes of these limits unless institutional investor guidelines provide that they need not count.

## 12. Participants' rights

Awards settled in Shares will not confer any shareholder rights until the Awards have vested or the options have been exercised as relevant and the participants have received their Shares.

## 13. Dividend equivalent

The Remuneration Committee may decide at the time of grant that an Award will include the right to receive a payment (in cash or Shares) of an amount equivalent to the dividends that would have been payable on an Award's vested Shares between the date of grant and the vesting of the Award. This amount may assume the reinvestment of dividends and shall be paid at the same time as the delivery of the related Shares (or cash payment as relevant).

## 14. Malus and clawback

Awards will be subject to the Company's malus and clawback policy.

## 15. Issues and Reorganisations

In the event of a variation in share capital or rights issue or other internal corporate reorganisation, the Remuneration Committee may adjust the number or class of Shares to which an Award relates in such manner as it thinks appropriate.

## 16. Amendments

The PSP may be amended by the Remuneration Committee in any way at any time, provided that the Company will obtain Shareholder approval prior to making any amendments which are to the advantage of participants (present or future) and which relate to any of the following: the persons who may receive Shares or cash under the PSP; the total number or amount of Shares or cash that may be delivered under the PSP; the maximum entitlement for any participant; the basis for determining a participant's entitlement to, and the terms of, Shares or cash provided under the PSP; the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital, any other variation of capital; or to the provision in the rules requiring shareholder approval for changes.



There is an exception for minor amendments to benefit the administration of the PSP, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future participant.

No change may be made to the material disadvantage of one or more participants in respect of subsisting rights without the written consent of the affected participant(s) or unless all such disadvantaged participants have been asked for their consent and a majority of those who respond give consent. Similar exceptions for minor amendments as apply to the shareholder approval requirement apply to the obligation to seek participant consent.

#### 17. Overseas plans

The shareholder resolution to approve the PSP will allow the Company to establish further plans or schedules for overseas territories, any such plan or schedule to be similar to the PSP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans or schedules are treated as counting against the limits on individual and overall participation in the PSP.

#### 18. Termination

The PSP will terminate 7 February 2033 save that the Remuneration Committee may at any time prior to that date terminate it, but the rights of existing participants will not thereby be affected. In the event of termination no further awards will be made.

This summary does not form part of the rules of the PSP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the PSP up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

#### Special Resolutions

For each of the following resolutions to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

#### Resolution 19 and 20:

##### **DIRECTORS' GENERAL POWERS TO DISAPPLY PRE-EMPTION RIGHTS**

At last year's meeting, special resolutions were

passed, under sections 570 and 573 of the Act, empowering the Board to allot equity securities for cash without a prior offer to existing shareholders. Resolutions 19 and 20 will renew and, in the case of follow-on offers of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles only, extend these authorities.

In line with the guidance set out in the Statement of Principles, if approved, resolution 19 will authorise the Board to allot equity securities (as defined in the Act) for cash and/or to sell ordinary shares held by the Company as treasury shares for cash on a non-pre-emptive basis. The authority will be limited to: (i) the allotment for rights issues and other pre-emptive issues; (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,812,855.06, which represents approximately 10 per cent of the issued share capital of the Company as at 5 December 2022; and (iii) the allotment of equity securities or sale of treasury shares (otherwise than under (i) or (ii)) up to a nominal amount of equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under (ii), such authority to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles.

In line with the guidance set out in the Statement of Principles, if approved, r In line with the guidance set out in the Statement of Principles, if approved, resolution 20 will additionally authorise the Board to allot equity securities and/or sell ordinary shares held by the Company as treasury shares for cash on a non-pre-emptive basis. This authority will be limited to: (i) the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,812,855.06, which represents approximately 10 per cent of the issued share capital of the Company as at 5 December 2022, for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles and which is announced at the same time as the allotment, or has taken place in the preceding twelve month period and is disclosed in the announcement of the allotment; and (ii) the allotment of equity securities or sale of treasury shares (otherwise than under (i)) up to a nominal amount of equal to 20 per cent of any allotment

of equity securities or sale of treasury shares from time to time under (i), such authority to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles.

The authorities granted under resolutions 19 and 20 will apply until the conclusion of the next Annual General Meeting or, if earlier, the close of business on 8 May 2024.

#### Resolution 21:

##### **NOTICE OF GENERAL MEETINGS**

The notice period for general meetings, as governed by the Companies Act 2006, is 21 days. The notice can be less if the shareholders approve a shorter notice period, however it cannot be shorter than 14 clear days. AGMs cannot be held at shorter notice and must always be held on at least 21 clear days' notice.

At last year's AGM, shareholders authorised the calling of general meetings other than an AGM on not less than 14 clear days' notice and it is proposed that this authority be renewed. The authority granted by this resolution, which will be proposed as a special resolution, if passed, will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Note, that if a general meeting is called on less than 21 clear days' notice, the Company will arrange for electronic voting facilities to be available to all shareholders. The flexibility offered by this resolution will be used where, taking into account the circumstances, and noting the recommendations of the UK Corporate Governance Code, the Directors consider this appropriate in relation to the business of the meeting and in the interests of the Company and shareholders as a whole.

#### Resolutions 22, 23, 24 and 25:

##### **CAPITAL REDUCTION**

##### **Expected timetable of principal events re Share Capital Reduction**

Publication of this document - 15 December 2022  
Latest time and date for receipt of Forms of Proxy - 11.00am on 6 February 2023  
Annual General Meeting - 11.00am on 8 February 2023

Expected date of the first Court hearing for initial directions - on or around 20 February 2022  
Capital Reduction Record Time - 6.30 p.m. on the Business Day preceding the Court hearing to



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confirm the Reduction of Capital  
 Expected date of the second Court hearing - on or around 14 March 2023 to confirm the Reduction of Capital  
 Effective Date of the Reduction of Capital - Business Day after the Court order confirming the Reduction of Capital

## Notes:

- a) Each of the times and dates set out above is based on current expectations and is subject to change. If any of the above times and/or dates is changed, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.
- a) All above references to times are to London (GMT) times.

## a) Proposed Reduction of Capital Introduction

The proposals recommended by the Board of Directors (the "Board") of Future plc (the "Company") to:

- cancel the amounts standing to the credit of the Company's share premium account (the "Share Premium Reduction"); and
- capitalise the amounts standing to the credit of the Company's merger reserve by issuing B Ordinary Shares in the capital of the Company and thereafter cancel such B Ordinary Shares (the "Merger Reserve Reduction"), the Share Premium Reduction and the Merger Reserve Reduction being together the "Reduction of Capital".

## b) Background to and reasons for Reduction of Capital

The Board has decided that it is now appropriate to seek to cancel the Company's share premium account and increase the distributable reserves of the Company. A share premium account is a non-distributable reserve and, accordingly, the purposes for which the Company can use it are extremely limited. Additionally the Company holds a merger reserve, in order to capitalise this reserve, the Board has decided it is appropriate to issue B Ordinary Shares in the capital of the Company and thereafter to cancel such B Ordinary Shares. This will further increase the distributable reserves of the Company.

The Reduction of Capital, if approved, would create distributable reserves that would give the Company further flexibility to deliver shareholder returns over the coming years either in the form of distributions and/or purchases of the Company's own shares. It is expected that the Reduction of Capital, if confirmed by the Court,

will create additional distributable reserves to the value of £669,820,258.

You should note that the Reduction of Capital is conditional upon the approval of Shareholders at the Annual General Meeting and also the confirmation of the Court, as further detailed in paragraph c) (Procedure to effect the Reduction of Capital) and paragraph d) (Other Matters Concerning the Reduction of Capital) below.

In seeking approval of the Reduction of Capital, the Directors are not indicating any commitment, and, at the date of this document do not have any immediate intention, to make any distributions or to buy back any Ordinary Shares, .

The proposed Reduction of Capital itself will not involve any distribution or repayment of capital, share premium or merger reserve by the Company and will not reduce the underlying net assets of the Company. Following the implementation of the Reduction of Capital there will be no change to the number of Ordinary Shares in issue (or their nominal value), and no new share certificates will be issued as a consequence of the Reduction of Capital. The proposed Reduction of Capital is not expected to affect any outstanding awards over the Company's shares granted under its employee share schemes.

## c) Procedure to effect the Reduction of Capital

### Share Premium Reduction

As at close of business on 5 December 2022 (being the latest practicable date prior to the date of this document), the Company had £196,869,033 standing to the credit of its share premium account.

Share premium forms part of the capital of the Company which arises on the issue by the Company of Ordinary Shares at a premium to their nominal value. The premium element is credited to its share premium account. Under the Companies Act, the Company is generally prohibited from paying any dividends or making other distributions in the absence of positive distributable reserves, and the share premium account, being a non-distributable reserve, can be applied by the Company only for limited purposes.

However, provided the Company obtains the approval of Shareholders by way of a special resolution and the subsequent requisite confirmation by the Court, it may reduce all or part of its share premium account and the amount by which the share premium account would be reduced would be credited to the

Company's retained earnings reserve, which is a distributable reserve.

The Board is recommending that the entire amount of its share premium account be reduced to £nil. In order to effect the Share Premium Reduction, the Company first requires the authority of its Shareholders by the passing of a special resolution at the General Meeting. The Share Premium Reduction will take effect when the order of the Court confirming it and a statement of capital approved by the Court have been registered with the Registrar of Companies. The effective date of the Share Premium Reduction is expected to be the Business Day following the hearing at which the Reduction of Capital is to be confirmed by the Court and after which the order of the Court confirming the same is handed down, which is anticipated to be in or around March 2023.

## Merger Reserve Reduction

In certain circumstances, such as where shares are issued in consideration for the acquisition of shares in another company, instead of creating share premium, an amount is credited to a merger reserve. The Company has £472,951,225 standing to the credit of its merger reserve, the majority of which (approximately £411 million) has arisen from the acquisition of GoCo Group plc in which shares in the Company were issued in consideration.

As in the case of a share premium account, a merger reserve can only be used in very limited circumstances. However, unlike the Company's share premium account, its merger reserve is a non-statutory reserve and the Court does not have the power to reduce non-statutory reserves.

Therefore, it is proposed to capitalise the entire sum standing to the credit of the Company's merger reserve, being £472,951,225, by applying that sum in paying up in full new B ordinary shares in the capital of the Company (with the nominal value of such shares being equal to the sum that is obtained by dividing the number of such shares to be issued into £472,951,225 (the "B Ordinary Shares") and, on the Business Day prior to the day of the Court hearing to confirm the Reduction of Capital, allotting and issuing such shares, credited as fully paid, to the persons holding Ordinary Shares as at the Capital Reduction Record Time, on the basis of one B Ordinary Share for every one Ordinary Share held (the "B Ordinary Share Issue").

The B Ordinary Shares will not be admitted to trading on the London Stock Exchange, or on any

other market or stock exchange. It is a condition of issue of the B Ordinary Shares that no share certificates will be issued in respect of them. The B Ordinary Shares will have extremely limited rights. In particular, the B Ordinary Shares will carry no rights to participate in the profits of the Company and no rights to participate in the Company's assets, save on a winding up. The B Ordinary Shares will be transferable, but no market will exist in them and it is anticipated that the Court will confirm at the Court hearing to confirm the Reduction of Capital, that they may be cancelled the day after they are issued.

#### **d) Other Matters concerning the Reduction of Capital**

In addition to approval by Shareholders, the proposed Reduction of Capital requires the confirmation of the Court. Accordingly, following approval by Shareholders, the Company will apply, by way of a petition, to the Court, for confirmation of the Reduction of Capital.

In order to approve the Reduction of Capital, the Court will need to be satisfied that the interests of the Company's creditors (including contingent creditors) will not be prejudiced by the Reduction of Capital. A creditor may be entitled to object to the Reduction of Capital if they can prove they would be entitled to claim in a winding up and there is, as a result of the Reduction of Capital proceeding, a real likelihood that the creditor may not have its debts paid by the Company. The Company and the Directors will take such steps to satisfy the Court in this regard as they consider appropriate. Such steps may include seeking the consent of the relevant Company creditors to the proposed Reduction of Capital, or the provision by the Company of an undertaking to the Court that an amount released by the Reduction of Capital will remain undistributable for a defined period of time.

The Company is party to a Multicurrency Revolving Facilities Agreement dated 13 February 2019 (as amended from time to time) (the "RCF Facility"), which borrowings may be up to £500 million. The syndicate of lenders under the RCF Facility consists of 9 banks. Under Clause 25.20 of the RCF Facility, the Reduction of Capital requires prior approval of the lenders representing at least 66.66 per cent. of the aggregate commitments, as calculated under the Facility (the "RCF Majority Lenders"). The Company is also party to an EDG Facility Agreement dated 23 November 2022 (the "EDG Facility"), under which borrowings may be up to £400 million. The syndicate of lenders under the

EDG Facility consists of 5 banks and is partially guaranteed by UK Export Finance ("UKEF"). Under Clause 20.6 of the EDG Facility, the Reduction of Capital requires prior approval of the lenders representing at least 66.66 per cent. of the aggregate commitments, as calculated under the Facility (and subject to the written direction of UKEF)(the "EDG Majority Lenders").

The Board reserves the right to abandon or to discontinue (in whole or in part) the petition to the Court in the event that the Board considers that the terms on which the proposed Reduction of Capital would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or the Shareholders as a whole. The Board has undertaken a detailed review of the Company's liabilities (including contingent liabilities) and considers as at the date of this document that the Company will be able to satisfy the Court that, as at the Effective Date, the Company's creditors will not be prejudiced and/or will be sufficiently protected.

The Reduction of Capital does not affect the voting or dividend rights of any Shareholder, or the rights of any Shareholder on a return of capital.

#### **e) United Kingdom Taxation**

The following comments are intended as a general guide only and relate only to certain UK tax consequences of the Reduction of Capital. The comments are based on current legislation and HM Revenue & Customs published practice, both of which are subject to change, possibly with retrospective effect. These comments deal only with Shareholders who are resident for taxation purposes in the UK, who are the absolute beneficial owners of the Ordinary Shares and who hold them as an investment and not on a trading account ("UK Shareholders"). They do not deal with the position of certain classes of Shareholders, such as dealers in securities, insurance companies, collective investment schemes or persons regarded as having obtained their Ordinary Shares by reason of employment. Any Shareholder who has any doubt about their own taxation position, or who is subject to taxation in any jurisdiction other than the UK should consult their own professional taxation advisor immediately.

The Share Premium Reduction  
The Share Premium Reduction should not have any consequences for UK Shareholders for the purposes of UK taxation of chargeable gains ("CGT"), UK income tax or UK corporation tax.

#### The Merger Reserve Reduction

On the basis that the B Ordinary Shares will be treated as being paid up for "new consideration" received by the Company, the B Ordinary Share Issue should not give rise to any liability for UK income tax (or corporation tax on income) in a UK Shareholder's hands.

For CGT purposes, the B Ordinary Share Issue should be treated as a "reorganisation", so that a UK Shareholder should not be treated as making a disposal of their Ordinary Shares for CGT purposes upon receipt of the B Ordinary Shares. Instead, the B Ordinary Shares should be treated as the same asset, acquired at the same time, as their Ordinary Shares.

On a disposal of B Ordinary Shares or Ordinary Shares by a UK Shareholder for CGT purposes, a UK Shareholder's base cost in their Ordinary Shares would be apportioned between their B Ordinary Shares and their Ordinary Shares based on their respective market values at the date that the B Ordinary Shares or Ordinary Shares are disposed of. It is likely that the market value of the B Ordinary Shares will be £nil for the duration of their existence. This is because the B Ordinary Shares will have no voting rights or rights to income; will have no market on which they can be traded; and it is anticipated that they will be cancelled for no payment on the day immediately following the date of their issue. Consequently, the issue of the B Ordinary Shares should not impact the base cost of the Ordinary Shares.

The reduction of capital effected by the cancellation of the B Ordinary Shares should be treated for CGT purposes as a further "reorganisation" so that a UK Shareholder should not be treated as making a disposal of their Ordinary Shares or B Ordinary Shares for CGT purposes. Instead, the Ordinary Shares held by the UK Shareholder after the cancellation of the B Ordinary Shares should be treated as the same asset, acquired at the same time, as their holding of Ordinary Shares and B Ordinary Shares prior to the cancellation which, as described above, should in turn be treated as the same asset, acquired at the same time, as their original holding of Ordinary Shares. Accordingly, following the B Share Issue and the cancellation of the B Shares, UK Shareholders should be left in the same position for CGT purposes as they were in originally before the B Ordinary Share Issue and cancellation of B Ordinary Shares.

Even if (contrary to the preceding paragraph) the cancellation of the B Ordinary Shares were

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treated as a disposal for CGT purposes, provided that the market value of the B Ordinary Shares is £nil for the duration of their existence which, for the reasons described above, seems likely to be the case, there should be no adverse CGT consequences for UK Shareholders. There should be no chargeable gain (or allowable loss) on the cancellation of the B Ordinary Shares, and the UK Shareholder's base cost in their Ordinary Shares should be the same as it was originally before the B Ordinary Share Issue and cancellation of B Ordinary Shares.

UK stamp duty and stamp duty reserve tax

No stamp duty or stamp duty reserve tax will be payable on the Reduction of Capital, including the B Ordinary Shares Issue and the cancellation of the B Ordinary Shares.

## e) Recommendation

The Directors consider that the proposed Reduction of Capital is in the best interests of the Company and its Shareholders as a whole and unanimously recommend that you vote in favour of the Special Resolutions 22 to 25, as they intend to do in respect of their own beneficial holdings of 584,809 Ordinary Shares, representing, in aggregate, approximately 0.5 per cent. of the Company's issued ordinary share capital as at close of business on 5 December 2022 (being the latest practicable date prior to publication of this document).

## FURTHER INFORMATION ABOUT THE AGM

- Information regarding the meeting, including the information required by section 311A of the Act, is available from [www.futureplc.com/invest-in-future](http://www.futureplc.com/invest-in-future)

## ATTENDANCE AT THE AGM

- The AGM (the 'Meeting') will take place as a physical meeting. We continue to be mindful of the health and safety of our colleagues and shareholders and ask that you do not attend the AGM in person if you have any symptoms of COVID-19 or have recently been in contact with anyone who has tested positive.

We strongly encourage shareholders to submit a proxy vote in advance of the AGM and to appoint the Chair of the meeting as their proxy, rather than a named person who, if circumstances change, may not be able to attend the meeting.

If you are attending the meeting in person, please bring the attendance card attached to your form of proxy and arrive at Future's London office, 121 - 141 Westbourne Terrace, Paddington, London, W2 6JR, in sufficient time for registration.

We will keep you updated should the plans for our AGM change in light of future developments. Any change to the location, time or date of our AGM will be communicated to shareholders in accordance with our Articles of Association and by Stock Exchange Announcement.

Appointment of a proxy does not preclude a member from attending the meeting and voting in person. If a member has appointed a proxy and attends the meeting in person, the proxy appointment will automatically be terminated.

## APPOINTMENT OF PROXIES

- Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote in their place. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If you appoint multiple proxies for a number of shares in excess of your holding, the proxy appointments may be treated as invalid. A proxy need not be a member of the Company. A proxy card is enclosed. To be effective, proxy cards should be completed in accordance with Notice of Annual General Meeting these notes and the notes to the proxy form, signed and returned so as to be received by the Company's Registrars:

**Computershare Investor Services PLC,  
The Pavilions,  
Bridgwater Road,  
Bristol  
BS99 6ZY**

not later than 11.00am on 6 February 2023 being two business days before the time appointed for the holding of the meeting. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

## ELECTRONIC APPOINTMENT OF PROXIES

- As an alternative to completing the printed proxy form, you may appoint a proxy electronically by visiting the following website: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as printed on your proxy form and to agree to certain terms and conditions. To be effective, electronic appointments must have been received by the Company's Registrars not later than 11.00am on 6 February 2023.

## NUMBER OF SHARES IN ISSUE

- As at the close of business on 5 December 2022 (being the last business day prior to the publication of this notice) the Company's issued share capital consisted of 120,857,004 Ordinary shares of 15 pence

each. Each Ordinary share carries one vote. There are no shares held in treasury. The total number of voting rights in the Company is therefore 120,857,004.

## DOCUMENTS AVAILABLE FOR INSPECTION

- Printed copies of the service contracts of the Company's Directors and the letters of appointment for the non-Executive Directors will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's London office at 121 - 141 Westbourne Terrace, Paddington, London, W2 6JR and at the Company's registered office at Quay House, The Ambury, Bath, BA1 1UA including on the day of the meeting from 11.00am until its completion. A copy of the draft rules of the Future plc 2023 Performance Share Plan will be available for inspection in the National Storage Mechanism at <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism> from the date of sending this circular. They will also be available at the meeting for at least 15 minutes prior to and until the conclusion of the meeting.

## ELIGIBLE SHAREHOLDERS

- The Company, pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those members on the register of the Company as at 6pm on 6 February 2023 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, are entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register after 6pm on 6 February 2023 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the meeting.

## INDIRECT INVESTORS

- Any person to whom this notice is sent who is a person that has been nominated under section 146 of the Companies Act 2006 ('Act') to enjoy information rights (a 'Nominated Person') does not have a right to appoint a proxy. However, a Nominated Person may, under an agreement with the registered shareholder by whom they were nominated (a 'Relevant Member'), have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if a Nominated Person does not have such a right, or does not wish to exercise it, they may have a right under any such agreement to give instructions to the Relevant Member as to the exercise of voting rights.

A Nominated Person's main point of contact in terms of their investment in the Company remains the Relevant

Member (or, perhaps, the Nominated Person's custodian or broker) and the Nominated Person should continue to contact them (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from the Nominated Person.

#### APPOINTMENT OF PROXIES

##### THROUGH CREST

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am on 6 February 2023 or, if the meeting is adjourned, not less than 48 hours before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable,

their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### AMENDING A PROXY

10. To change a proxy instruction, a member needs to submit a new proxy appointment using the methods set out above. Note that the deadlines for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant deadline will be disregarded. Where a member has appointed a proxy using the paper proxy form and would like to change the instructions using another such form, that member should contact the Registrars on +44 (0)370 7071443.

If more than one valid proxy appointment is submitted, the appointment received last before the deadline for the receipt of proxies will take precedence.

#### REVOKING A PROXY

11. In order to revoke a proxy instruction, a signed letter clearly stating a member's intention to revoke a proxy appointment must be sent by post or by hand to the Company's Registrars:

**Computershare Investor Services PLC,  
The Pavilions,  
Bridgwater Road,  
Bristol  
BS99 6ZY**

Note that the deadlines for receipt of proxy appointments (see above) also apply in relation to revocations; any revocation received after the relevant deadline will be disregarded.

#### CORPORATE MEMBERS

12. In the case of a member which is a company, any proxy form, amendment or revocation must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the documents are signed (or a duly certified copy of such power of authority) must be included. A corporate member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. Members considering the appointment of a corporate representative should check their own legal position, the company's articles of association and the relevant provision of the Companies Act 2006.

#### JOINT HOLDERS

13. Where more than one of the joint holders purports to vote or appoint a proxy, only the vote or appointment submitted by the member whose name appears first on the register will be accepted.

#### QUESTIONS AT THE AGM

14. Under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### MEMBERS' RIGHT TO REQUIRE CIRCULATION OF A RESOLUTION TO BE PROPOSED AT THE AGM

15. Under section 338 of the Act, a member or members meeting the qualification criteria set out at note 18 opposite, may, subject to conditions set out at note 19, require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at that meeting.

#### MEMBERS' RIGHT TO HAVE A MATTER OF BUSINESS DEALT WITH AT THE AGM

16. Under section 338A of the Act, a member or members meeting the qualification criteria set out at note 18 opposite, may, subject to the conditions set out at note 19, require the Company to include in the business to be dealt with at the AGM a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).

#### WEBSITE PUBLICATION OF ANY AUDIT CONCERNS

17. Pursuant to Chapter 5 of Part 16 of the Act, where requested by a member or members meeting the qualification criteria set out at note 18 below, the Company must publish on its website a statement setting out any matter that such members propose to raise at the AGM relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the AGM.

# Notice of Annual General Meeting

The request:

- d) may be in hard copy form or in electronic form and must be authenticated by the person or persons making it (see note 19(d) and (e) below);
- e) should either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported; and
- f) must be received by the Company at least one week before the AGM.

## MEMBERS' QUALIFICATION CRITERIA

18. In order to be able to exercise the members' rights set out in notes 15 to 17 above the relevant request must be made by:
- a) a member or members having a right to vote at the AGM and holding at least 5% of total voting rights of all the members having a right to vote on the resolution to which the request relates; or
  - b) at least 100 members having a right to vote at the AGM and holding, on average, at least £100 of paid up share capital.

## CONDITIONS

19. The conditions are that:
- a) any resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
  - b) the resolution or matter of business must not be defamatory of any person, frivolous or vexatious;
  - c) the request:
    - i) may be in hard copy form or in electronic form;
    - ii) must identify the resolution or the matter of business of which notice is to be given by either setting it out in full or, if supporting a resolution/matter of business sent by another member, clearly identifying the resolution/matter of business which is being supported;
    - iii) in the case of a resolution, must be accompanied by a statement setting out the grounds for the request;
    - iv) must be authenticated by the person or persons making it; and
    - v) must be received by the Company not later than six weeks before the date of the AGM; and
  - d) in the case of a request made in hard copy form, such request must be:
    - i) signed by you and state your full name and address; and
    - ii) sent by post to

**Company Secretary,  
Future plc,  
Quay House,  
The Ambury,  
Bath BA1 1UA;**

- marked for the attention of the Company Secretary; and
- e) in the case of a request made in electronic form, such request must:
    - i) state your full name and address; and
    - ii) be sent to cosec@futurenet.com.

Please state 'AGM' in the subject line of the email. You may not use this electronic address to communicate with the Company for any other purpose.

# Contacts

**Future plc and  
Future Publishing Ltd  
Registered office  
Quay House  
The Ambury  
Bath BA1 1UA**

**Tel +44 (0)1225 442244**

**Future US, Inc.  
555 11th Street  
Northwest Suite 600  
Washington  
DC 20004  
USA**

**Tel +1 212 378 0448**

**Future Publishing  
Australia Pty Ltd  
Level 10  
89 York St  
North Sydney  
NSW 2000  
Australia**

**Tel +61 2 9955 2677**

**London office  
121-141 Westbourne Terrace  
Paddington  
London W2 6JR**

**Tel +44 (0)20 7042 4000**

**Newport office  
Imperial House  
Imperial Way  
Coedkernew  
Newport  
Wales NP10 8UH**

**www.futureplc.com**

# Shareholder information



## Financial calendar

Annual General Meeting

8 February 2023

Ex dividend date for the FY22 final dividend

19 January 2023

FY22 final dividend payment date

14 February 2022

Announcement of the preliminary results for the year ended 30 September 2023  
November 2023

### Company website

The Company's website at [www.futureplc.com](http://www.futureplc.com) contains the latest information for shareholders, including press releases. Email alerts of the latest news, press releases and financial reports about Future plc may be obtained by registering for the email news alert service on the website.

### Share price information

The latest price of the Company's ordinary shares is available on [www.londonstockexchange.com](http://www.londonstockexchange.com). Future's ticker symbol is FUTR. It is recommended that you consult your financial adviser and verify information obtained before making any investment decision.

### Registrar

The Company's share register is maintained by Computershare. Shareholders should contact the Registrar, Computershare, in connection with changes of address, lost share certificates, transfers of shares and bank mandate forms to enable automated payment of dividends.

Computershare also has a service to provide shareholders with online access to details of their shareholdings. The service is free, secure and easy to use. To register, please visit [www.investorcentre.co.uk](http://www.investorcentre.co.uk)

### Dividends

The quickest, most efficient and secure way to receive your dividends is to have them paid direct to your bank or building society account. It saves waiting for the funds to clear and reduces the paper and postage we use. Using BACS (Bank Automated Clearing System) we are able to pay your dividend straight to your account on the payment date.

The account information you provide will not be shared with third parties. It will be held by Computershare as part of your shareholder account details. Those selecting this method will receive a tax voucher at their registered address when the corresponding dividend is paid.

Shareholders wishing to benefit from this service should register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) or call our registrar, Computershare Investor Services PLC, for a form by phone on 0870 707 1443 (a text phone facility for those with hearing difficulties is available on 0870 702 0005) or by post at Computershare Investor Services PLC at the address below.

### Registered office

Quay House  
The Ambury  
Bath  
BA1 1UA

### Auditor

Deloitte LLP  
Abbots House  
Abbey Street  
Reading  
RG1 3BD

### Solicitor

Simmons & Simmons LLP  
Aurora  
Floors 5 and 6  
Finzels Reach  
Counterslip  
Bristol  
BS1 6BX

### Principal clearing bank

HSBC Bank plc  
8 Canada Square  
London  
E14 5HQ

### Joint stockbroker & advisors

Numis Securities Ltd  
10 Paternoster Square  
London  
EC4M 7LT

J.P. Morgan Cazenove  
Tower Bridge House  
St. Katharines Way  
London  
E1W 1DD

### Registrar

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS13 8AE



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