Annual report and accounts **2019**

Moneysupermarket Group

Money Super Market

MoneySavingExpert.com

Travel Supermarket

decisiontech Part of the Moneysupermarket Group

Helping households save money

Helping households save money

Through our well established trusted brands, services, tools and products, delivered by our outstanding people and customer focused culture

£2bn
Our customers saved in 2019[1]
2018: £2.1bn

13.1m
active customers
2018: 12.9m

74
Net Promoter Score
2018: 74

1. £2bn is estimated customer savings

Strategic Report

Governance

Financial Statements

General

Creating value and making progress

Return to profit growth and continued momentum in the second year of our Reinvent strategy

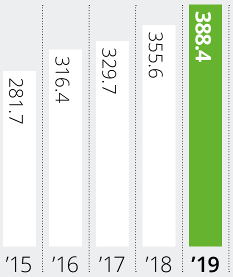
Read more about the performance of our brands from page 24

Financial highlights

Revenue (£m)

388.4m

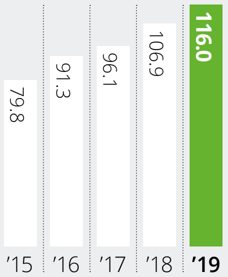
^ 9%



Profit before tax (£m)

116.0m

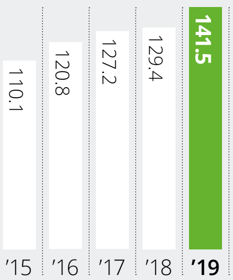
^ 9%



Adjusted EBITDA[1] (£m)

141.5m

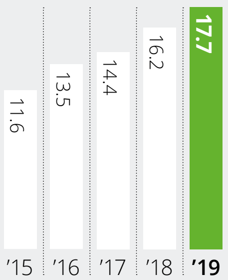
^ 9%



Basic earnings per share (p)

17.7p

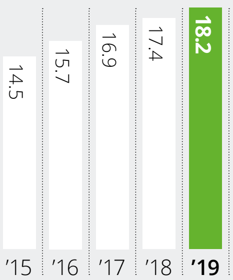
^ 9%



Adjusted earnings per share[1] (p)

18.2p

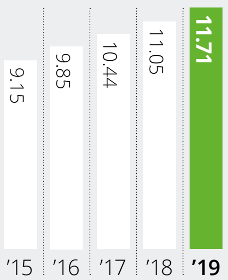
^ 5%



Total dividend per share (p)

11.71p

^ 6%



Operational highlights

- Return to profit growth
- Reinvent strategy continues to improve the customer experience and deliver new market growth
- Helped our customers save an estimated £2bn
- Solid trading performance with revenue up 9% ahead of 2018
- Adjusted EBITDA of £141.5m, in line with expectations
- Strong operational cash generation of £113.7m during the period, increasing 6% year-on-year
- Full year dividend increased by 6% reflecting our progressive dividend policy
- Moneysupermarket Group was ranked 36 on the Inclusive Companies list

1 Use of alternative performance measures is detailed in the Financial Review on page 30

Revenue by segment

Insurance

£188.4m

2018: £183.0m

Money

£86.0m

2018: £88.1m

Home Services

£68.6m

2018: £49.2m

Other

£45.4m

2018: £35.2m

Who we are

Moneysupermarket Group is a successful and growing business driven by a clear purpose of helping households save money

Through our leading brands, MoneySuperMarket, MoneySavingExpert, TravelSupermarket and Decision Tech, we are committed to providing customers with the services, tools and products they need to save money

Why invest in Moneysupermarket Group?

- Leading positions in growing markets
- Brands widely trusted by consumers
- Significant savings for customers
- Low cost and flexible acquisition channel for providers
- A highly profitable and cash generative marketplace model offering great returns to our shareholders

Visit our website
http://corporate.moneysupermarket.com

Our leading brands

'Get Money Calm'
2019 has been a significant year for MoneySuperMarket, with a major overhaul of our proposition, brand message and advertising creative all aimed at showing the brand's central purpose - helping our customers get control of their money to 'Get Money Calm'

Active users
13m

Compare to save money
TravelSupermarket helps people to save money on the largest element of discretionary spend for most households - their holiday. It offers price comparison for package holidays, car rental, flights, hotels and a variety of travel costs, including travel insurance, transfers and airport parking

Holiday enquiries
19.5m

Consumer champion and one of the UK's biggest finance websites
MSE reaches nearly half of UK consumers each month. 2019 saw a new record for weekly traffic- 6.5 million sessions - and over 14.3m subscribers to our weekly email

MSE has consistently ranked top in the UK Online Services sector (YouGov 2019 Brandindex) and are proud to be ranked 4th overall in the UK Brand Advocacy category, with our ratings increasing year on year

Weekly email subscribers
14.3m

Within seven months of the acquisition of Decision Tech, it delivered a new energy comparison service to the saving and smart money-management app, Yolt

It has also since won contracts with Emma Money Management (a budgeting App), Totally Money, Love Energy Savings and Snoop, with the new business funnel looking very promising

No. of visitors to site
31m+

Key Performance Indicators

Estimated customer savings
Calculated by multiplying sales volume and the average estimated saving per product for core channels, the balance of the calculation is a Company estimation.

'19	£2.0bn
'18	£2.1bn
'17	£2.0bn

Active users
The number of unique accounts running enquiries in our seven core MoneySuperMarket channels (car insurance, home insurance, life insurance, credit cards, loans, energy and travel) in the prior twelve month period.

'19	13.1m
'18	12.9m
'17	13.2m

Marketing margin
The inverse relationship between revenue and total marketing spend represented as a percentage.

'19	61%
'18	63%
'17	65%

Net promoter score
The twelve monthly rolling average (1 Jan 2019 – 31 Dec 2019 inclusive, excluding Decision Technologies Limited) measured by YouGov Brand Index service Recommend Score weighted by revenue to create a Group-wide NPS.

'19	74
'18	74
'17	69

Revenue per active user
The revenue for the seven core MoneySuperMarket channels divided by the number of active users.

'19	£16.40
'18	£15.90
'17	£14.80

Strategic report
Chair's Statement

Combining purpose with innovation and inclusion

Robin Freestone
Chair

Adjusted EBITDA
£141.5m

Total dividend per share
11.71p

> *We will strive to continue to deliver long-term growth and lead the way in price comparison by leveraging our Reinvent strategy, underpinned by our inclusive and innovative culture"*

I am delighted to have taken over as Chair, having succeeded Bruce Carnegie-Brown at our Annual General Meeting, held in Chester in May 2019. I would like to thank Bruce for his leadership of the Board and his invaluable contribution over nine years, and for enabling a smooth transition.

In February 2020, the Company announced that Mark Lewis had indicated his intention to stand down from the Board. No date has been agreed and Mark indicated he wished to ensure a smooth transition to his successor. The Board is grateful for Mark's contribution to the Group. In the three years since Mark became CEO, the Group has helped households save over £6bn, returned £250m to shareholders, launched new personalised customer experiences and developed new capabilities in B2B services and the digitisation of mortgage comparison under the Reinvent growth strategy.

One of the reasons I joined the Board back in 2015 was the strength and allure of the Group's ethos and its sense of purpose, in helping households save money. The continuous hard work of our people, led by our strong management team, enables us to create significant value for our customers and other stakeholders. Whether it is helping our customers proactively save money on their bills through MoneySuperMarket; providing a range of cost-saving holiday options with TravelSupermarket; or empowering our users and fighting their corner with MoneySavingExpert, our Board is focused on ensuring our strategy and culture enable us to create long-term sustainable value, while adhering to UK Corporate Governance Code requirements. Further information on our people and culture can be found on pages 44 to 48.

Our role in society

One of my priorities as Chair is to ensure that the Stakeholder Voice is heard in the boardroom. The culture that underpins our group strategy is one that encourages our people to consider the impact we are having personally, and as a Company, whether it is our focus on employee welfare and mental wellbeing at work; donating our time and efforts to raise funds for The Prince's Trust or reducing our carbon footprint in an effort to ensure a sustainable future for all. Board members regularly spend time talking directly to employees at all our sites and our Non-Executive Director Employee Champion, Sarah Warby, regularly updates the Board on key topics raised by our people. To believe that one can generate sustainable returns for shareholders without understanding the sentiment of one's customers and employees would be the definition of naivety.

Our Board believes that management of Environmental, Social and Governance matters must support the Group's strategy, long-term performance and the sustainability of the business. This is why we have made a commitment to reduce our environmental impact and become a carbon-neutral company by the end of 2020. More details of this and our stakeholder engagement more generally can be found on pages 40 to 59.

The Board

In addition to the Chair, there have been some changes to the Board's composition during the year. Scilla Grimble joined as Chief Financial Officer in February 2019 from Marks & Spencer Group plc and Genevieve Shore resigned from the Board in July 2019 after almost five years of service. We appointed Caroline Britton as Non-Executive Director and Chair of the Audit Committee (taking over from me) in September 2019. You can read about Scilla's and Caroline's backgrounds and experience on pages 64 and 65. In addition, Andrew Fisher will step down from the Board at the Company's AGM on 7 May 2020. We thank Genevieve and Andrew for their valuable contributions and wish them well with their new roles.

Recent governance requirements have made diversity a focus in every company's succession planning. Our Board collectively possesses a broad range of experience, skills and knowledge from various backgrounds which support the strategic and operational direction of the Group. I am proud that our Board currently consists of a majority of female members, which exceeds the 33% recommended by the Hampton-Alexander Review.

I am delighted that we have further strengthened our Board with the appointments of Supriya Uchil and James Bilefield, who will be joining the Board as Non-Executive Directors on 1 March 2020 and 1 May 2020 respectively. With Supriya and James' product and digital experience, they will be valuable additions and complement the diverse backgrounds and experience of our Board.

2019 performance

I am pleased to report another year of progress for the Group, reflecting the continued investment in our Reinvent strategy and our product and engineering teams. The estimated savings customers were able to generate from our products remained stable at £2bn, while Group revenue increased by 9% from £355.6m to £388.4m, adjusted EBITDA increased by 9% from £129.4m to £141.5m and profit before tax increased by 9% to £116.0m. We again generated strong cashflow with operating cashflow of £113.7m and we returned £100.0m cash to shareholders in 2019. All of this was achieved despite an uncertain macro environment.

Read more about our Business Model on page 14 and 15

Leading innovation

Part of our strategy is to continue investing in innovative products to improve our customers' experience. To support this, in September 2019, we opened our new Manchester office which operates as a product and engineering hub and is now home to approximately 250 employees, including our co-located product and platform-engineering teams, many working to improve users' experience of our products or develop new offerings for our customers. In order to enable this, following consultations with affected employees, 53 of our Ewloe-based roles were relocated to Manchester. During 2020, in recognition of our long-term commitment to our Ewloe office, work will commence to upgrade the site.

Further detail on how our new Manchester presence fits into the Group's strategy can be found on page 22.

Capital Allocation

We have a progressive dividend policy and the Board is recommending a final dividend of 8.61p per share (2018: 8.10p) representing an increase of 6% on the final dividend in 2018. If approved by shareholders at the forthcoming Annual General Meeting, this will bring the total dividend for the year to 11.71p (2018: 11.05p) per ordinary share, an increase of 6% year on year. The final dividend will be paid on 14 May 2020 to all shareholders on the register on 3 April 2020. Details of our dividend policy can be found on page 61.

When we have significant surplus capital and there are no short-term organic or acquisitive growth opportunities available, we will again consider returning these surplus funds to shareholders through a 'special distribution', in accordance with our capital allocation policy.

Senior Managers & Certification Regime (SM&CR)

During 2019 the Board reviewed its governance framework to ensure it remains fit for purpose and is compliant with the SM&CR, which was implemented across the Group's regulated business in December 2019.

Remuneration Policy

Our Remuneration Policy is being put before the shareholders for approval at our upcoming Annual General Meeting, which includes updates to ensure it complies with the 2018 UK Corporate Governance Code (the '2018 Code'). Considerable work has gone into updating our policy to comply with all the main tenets of this code. More information is available in the Remuneration Report which can be found on pages 85.

Looking ahead

As we progress into 2020, we will strive to continue to deliver long-term growth and lead the way in innovative price comparison, by leveraging our Reinvent strategy, underpinned by our inclusive culture.

Robin Freestone
Chair
19 February 2020

Delivering on our purpose of helping households save money

Mark Lewis
Chief Executive Officer

Estimated customer savings across the Moneysupermarket Group

£2bn

Revenue per active user

£16.40

> *"After a year of investment, we have returned to profit growth and are proud to have helped households save over £2bn off their bills"*

Overview

After a year of investment, we have returned to profit growth and are proud to have helped households save over £2bn across a broad range of bills and expenses, while also providing an efficient channel for our providers to attract and retain users.

I am pleased to welcome Robin in his new role as Chair of the Board - I have had the pleasure of working with Robin since I joined the Company and he was one of the key architects of our Reinvent strategy. I would also like to extend my thanks to Bruce Carnegie-Brown for his invaluable contribution to the Group.

Enabled by our inclusive and innovative culture, our diverse portfolio has performed well against a backdrop of mixed market conditions. The initiatives we undertook in this second year of our Reinvent strategy contributed to revenues that reached £388.4m, up 9% relative to 2018. Exceptional rates of energy switching, the full-year benefits of the Decision Tech acquisition and our ongoing work to optimise the customer experience all contributed to a strong performance. The establishment of our product engineering hub in Manchester and the relaunch of the MoneySuperMarket brand with a promise to help customers 'Get Money Calm' were also significant contributors to performance.

We remain confident in our personalisation roadmap for MoneySuperMarket, and recently launched a new, personalised homepage, showcasing the monitoring services in one place. During the year we continued to enhance our mortgages proposition, improving our broker and lender integrations to improve the customer experience.

We have added further eligibility factors and have built broker and lender integrations to enhance the overall customer experience. Our Podium joint venture has been key to delivering these improvements.

2019 was a standout year for MoneySavingExpert, whose powerful brand and campaigning work drew a record number of visitors seeking support in navigating their finances. Once more the brand's commitment to independent editorial journalism resulted in record traffic and MoneySavingExpect remained the go-to place for users to navigate the key consumer finance events of the year such as the PPI claims deadline, the introduction of the Energy Price Caps and indeed the implications of Brexit on their wallets.

Profit before tax and adjusted EBITDA both grew by 9%, relative to 2018, to reach £116.0m and £141.5m respectively, reflecting the growth markets in which we operate. Customers continued to move towards engagement via mobile devices, putting pressure on our gross margin.

We enjoy leading positions in growing markets with significant headroom and our brands are firmly trusted by our customers, as demonstrated by our strong Net Promoter Score of 74.

Segmental performance

Insurance

Insurance revenues increased by 3% to £188.4m. We had consistently high natural search positions in 2018 and in the first half of 2019. However, in the second half of the year, we saw more volatility in our natural search positions, which were weaker on average. This meant that we had fewer customers coming to us via natural search, suppressing revenue growth across this vertical.

Money

Money revenue declined by 2% during the year. Credit products account for the majority of money revenue and performed well during 2019. The reduction in availability and attractiveness of promotion products significantly impacted switching levels for banking products during the year, especially in the second half.

Read more about the performance of our brands on pages 24 to 29

Read more about our strategy on page 18

Home Services

The introduction in January 2019 of the cap on default tariffs was a major development in the energy market, which drives the majority of our Home Services revenue. Contrary to thoughts that the energy price cap might suppress customer appetite for switching, we saw exceptional growth in our energy business, with the price cap increasing consumer awareness of their energy bills, resulting in Home Services revenue reaching £68.6m (2018: £49.2m). We were able to capitalise on the opportunity presented by this significant regulatory change with leading offers, the editorial strength of MoneySavingExpert and further optimisation gains, which resulted in very high levels of switching.

Other

Weak sterling exchange rates and lower consumer confidence resulted in a slowdown of package holiday bookings in early 2019 with the travel market beginning to pick up in the second half of 2019. Results for TravelSupermarket were dampened accordingly. Some of the initiatives we are working on to counter this are outlined on page 28.

In its first full year as part of the Group, Decision Tech contributed £24.8m to revenue (2018: £10.7m, from acquisition date), with both its B2B and B2C home communications businesses performing well. Decision Tech is a key enabler of our strategic pillar to take price comparison to the user, more details of which are outlined below and on page 19.

Progress against strategy

In the two years since we embarked on our Reinvent strategy we have made pleasing progress against our strategic pillars to reaccelerate core growth and unlock new market growth.

The first pillar of our Reinvent strategy, reaccelerate core growth, focuses on the optimisation of our customer experience, improving the customer journey on our websites and thereby helping boost conversion. The customer experience on a mobile device has been a particular focus and we are pleased with the conversion gains we have delivered. The improvements have reduced the margin pressures from the change in mobile mix and natural search ranking volatility. The optimisation of our customer journeys was enabled by our investment into our product engineering capability, which is now established at our permanent product engineering hub in central Manchester.

The second pillar of our Reinvent strategy leverages our technology platform to enable us to lead the innovation of price comparison to unlock new market growth:

Personalised MoneySuperMarket

During 2019 we continued to make our services more proactive and personalised. A key enabler of our evolution away from traditional price comparison to a more personalised model was the brand relaunch of MoneySuperMarket, with the commitment to 'Get Money Calm'. This new brand identity, implemented across all customer touchpoints, has been well received by customers.

Following the successful trial of energy and credit monitoring on our mobile app, we extended monitoring services for credit and energy to the core web experience in the second half of 2019. We now have over 600,000 Moneysupermarket customers using these services and are seeing evidence of more customer engagement, cross sell of products and a higher likelihood to return to our website from unpaid sources.

We have a clear path to delivery on energy autoswitching, which leverages our unique MSE brand and the Group technology platform. We plan for this service to go live in the first half of 2020.

Taking price comparison to the user

2019 was the first full year of B2B growth after Decision Tech joined the Group in August 2018. Growth in Decision Tech's core business was strong and on a like-for-like basis grew 10%. We also made progress in adding new revenue streams by providing energy switching services in our B2B proposition, with six services live.

Mortgage price comparison

During the year we continued to enhance our mortgage proposition. We have added further eligibility factors to our question set, helping our customers find a mortgage more suited to their needs and, for our remortgage customers, we have improved our broker and lender integrations to enhance the overall customer experience. In February we launched our first decision in principle service. Our Podium joint venture has been key to delivering these improvements.

People and culture

Embedding an innovative and inclusive culture in the business has been a priority as we seek to drive innovation for our users. We also strive to create an inclusive environment, championed very effectively by several of our Employee Resource Groups. I wish to thank them, as well as colleagues throughout the business, who have embraced moving our culture forward. We are proud to have been recognised as the #2 ranking company in the Hamilton Alexander report for gender neutrality at Board levels in the organisation, and to have recently been voted one of the top 50 most inclusive companies in the UK.

A core strand of our culture is our approach to working responsibly, which we have stepped up through our commitment to being a carbon-neutral business by the end of 2020 and our partnership with the Prince's Trust, details of which are outlined on pages 54 and 55 respectively.

The business is built on close relationships with our broad base of longstanding and more recently established providers, whose value for money keeps customers returning to our sites. Although we work closely with providers on an ongoing basis, the relaunch of the MoneySuperMarket brand earlier in the year provided an exciting opportunity to celebrate our valued partnerships.

Outlook

In ongoing uncertain times for UK consumers and their finances, we are well-positioned to fulfil our purpose of helping households save money. Our market leading brands, the diversity of our trading categories and increased levels of innovation set the Group up to once again deliver successful returns for customers, providers and investors in 2020, as we continue at pace with our Reinvent strategy to move price comparison forward.

Mark Lewis
Chief Executive Officer
19 February 2020

Clear trends in our chosen markets

We have a diverse mix of growth opportunities

Markets	Trends	Impact
Price Comparison (Overall market)	**Regulatory focus** Greater focus from governmental and regulatory bodies on empowering customers	Regulation will become an increasingly important feature of the price comparison sector. Increasingly, regulators are working to empower the consumer.e.g. Ofcom enabling users to switch mobile phone provider by text
	Continued shift to mobile Consumers are increasingly accessing price comparison services on mobile devices	Mobile conversion rates are typically lower than rates achieved using desktop across most industries (beyond just price comparison sites)
Insurance	**Motor and home insurance premiums** Average car insurance premiums are expected to grow in 2020, having remained stable year-on-year driven by the adjustment of the Ogden rate and increasing claims inflation. Home insurance premiums have grown driven by an increase in subsidence claims and weather related claims	Increasing motor and home insurance premiums may encourage consumers to look to switch their insurance provider to get a better deal
	Travel insurance Lower consumer confidence has decreased the overall demand for travel and therefore the demand for travel insurance. Weaker sterling exchange rates have increased the cost of medical claims which has fed into higher premiums	Increasing premiums may encourage customers to switch their travel insurance provider, although this may be offset by a potential decrease in demand for travel insurance
Money	**Consumer market** There are signs of credit decision tightening and a decrease in availability of unsecured credit to households	Decreasing demand from consumers and reduced switching offers for credit cards and savings accounts
Home Services	**Energy price cap** Ofgem introduced the energy price cap in January 2019 and adjusted it above the average standard variable rate, resulting in increased energy bills for many consumers	The price cap increased consumer awareness of the costs of energy and the benefits of switching their energy provider
Travel	**Package holidays** Weaker sterling exchange rates and lower consumer confidence resulted in a slowdown of package holiday bookings in early 2019. However, bookings picked up towards the end of 2019, driven by increased competition and a stronger sterling	Economic uncertainty has meant consumers are increasingly focused on finding the best deal for their holiday

Opportunities	Brands affected
Regulation empowering customers to save money is fully aligned with both our purpose of helping households save money and our Reinvent strategy. Easier opportunities for switching, e.g. regulatory changes allowing customers to switch mobile phone providers by text, will encourage greater engagement by our customers and drive site visits. In addition, the Group's market position and strategy together with its systems, controls and infrastructure means it is well placed to deal with the impacts of any increase in regulation. It will differentiate itself from its competitors through enhanced customer journeys (on both mobile and desktop) and enhanced product offerings	Money Super Market MoneySavingExpert.com decisiontech Part of the Moneysupermarket Group
As a leading price comparison site, MoneySuperMarket is well placed to help consumers seeking to lower their insurance premiums and switch to a better deal. Our brand relaunch will help to keep us in the front of consumers' minds when they are looking to compare their insurance	Money Super Market MoneySavingExpert.com Travel Supermarket
The Group's strength in identifying money-saving ideas and monitoring our customers' credit files will benefit consumers seeking services that help to improve their credit ratings	Money Super Market MoneySavingExpert.com
The Group is well placed to help consumers seeking to reduce their energy costs and switch their energy provider. Our new monitoring products will alert customers if further savings can be made MoneySavingExpert's strong editorial content drives user engagement and strong retention rates	Money Super Market MoneySavingExpert.com decisiontech Part of the Moneysupermarket Group
TravelSupermarket continues to focus on building leading comparison services to help consumers find the best deal for their holiday	Travel Supermarket

Achieving savings for our customers and efficient customer acquisition for our providers

We operate through well-established, trusted leading brands, providing price comparison and editorial-based websites

Increasingly, we offer monitoring services to alert our customers when they could save more. Whilst each brand has a slightly different business model, we set out in this section the overarching business model for the Group – which is simple, success-based, revenue-driven and highly scalable

How it works

Using our assets (trusted brands, data-driven aggregation, provider relationships and talent), we:

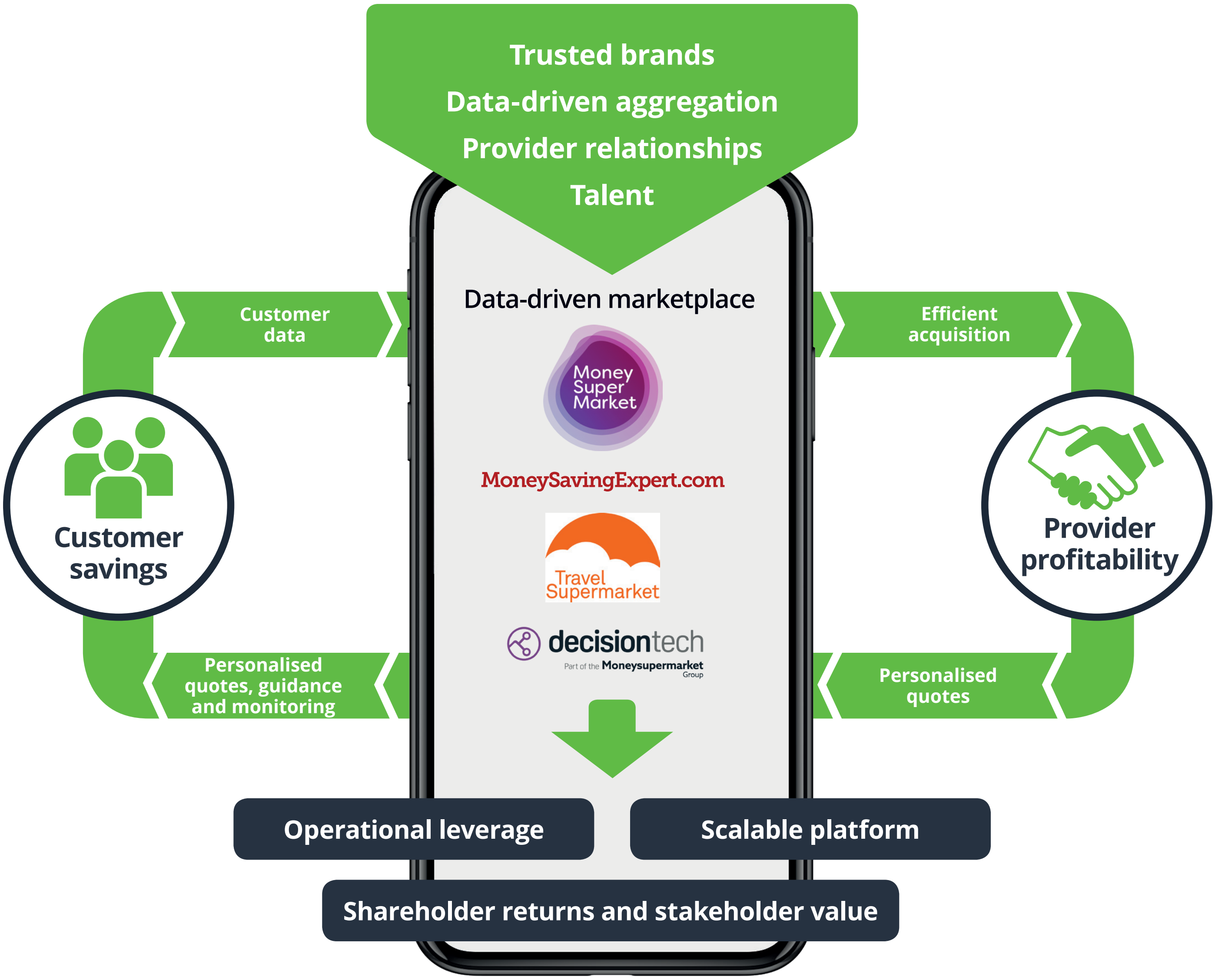
- identify products and services which are relevant to customers, and where they can make meaningful savings on their household bills, including motor, home and life insurance, utilities, credit cards, loans and package holidays; and
- attract customers and providers through our trusted brands and services, and through our marketing activities (including traditional media and paid-for search).

Details of our customer journey are set out on pages 16 to 17.

How we create value

We create value through:

- **Our trusted brands** – customers have the reassurance of using a family of well-known and trusted brands. We help customers to find us through media advertising, editorial comment in the press and on TV programmes, and through search engines;
- **Data-driven aggregation** – we combine, process and aggregate data using our enterprise data warehouse which is a single, modern, flexible and secure platform, enabling us to personalise the customer experience, helping customers make informed choices about which products they wish to buy in a straightforward and convenient way;
- **Our provider relationships** – ensuring our commercial teams build strong relationships with providers to identify opportunities to help our customers, including new and market-leading exclusive products;
- **Our talent** – ensuring we hire the most talented people with appropriate industry, technology, data, product and marketing expertise who are responsible for innovating, designing, implementing, maintaining, supporting and promoting our websites and apps, including via natural search. Investing in our talented people through management development and mentoring programmes;
- **Natural search** – our natural search teams make improvements to our sites with the aim of improving the quality and quantity of website traffic to our sites as well as responding to known changes in search engine's algorithms;
- **Our scalable platform** – our websites and apps are robust, flexible, secure and are scalable across our different channels ensuring we can adapt and meet the needs of our customers and product providers;
- **Operational leverage** – our revenue is driven by the number of customers who buy a product through us, and the fee rates payable to us by product providers, for each product taken out. An increase in either the number of products purchased or the fee rates will have a positive impact on revenue; and
- **Encouraging repeat usage** – our new monitoring propositions provide useful services and MoneySavingExpert's clubs alert customers and users when savings can be achieved. This encourages repeat visits to our sites.



Sharing value with our stakeholders

Our customers – in a few simple steps, customers can use any of our trusted brands to help them save time and money on their household bills.

Fact: Our customers are estimated to have saved £2.0bn in 2019 (2018: £2.1bn)

Read more in the Chief Executive's review
Page 8

Our providers – we offer providers access to millions of informed customers, thereby giving them a flexible, efficient and cost-effective, success-based marketing solution.

Fact: We worked with around 1,100 providers in 2019 (2018: around 1,000)

Our people – we offer a great place to work: rewarding and stimulating careers, learning and development opportunities, an attractive range of benefits and the opportunity to help households save money.

Fact: We spent £750,000 on employee development in 2019 (2018: £907,000)

Read more about our people and culture – **Pages 44 to 48**

Our community – we seek to make a positive difference by being an active contributor to the communities we operate in.

Fact: We donated £142,000 to charitable causes in 2019 (2018: £337,000)

Read more about our work with the community – **Pages 54 to 55**

Our shareholders – by delivering value to our customers and providers, we ultimately drive long-term financial value to our shareholders through the delivery of consistent revenue and earnings growth, together with the payment of dividends, in accordance with our progressive dividend policy.

Fact: We returned £100.0m to shareholders in 2019 through dividends (2018: £56.5m)

Read more in the Financial Review
Page 30

Optimising the customer experience

The first pillar of the Reinvent strategy focuses on the optimisation of our customer journeys

Overview
During 2019 we focused on the optimisation of our customer journeys, making our sites easier to use, particularly for anyone accessing our services via a mobile phone. The customer experience optimisation rollout is continuing to deliver conversion gains across our key verticals: Insurance, Money and Home Services. Optimisation successes in 2019 included:

- new results pages on home insurance and loans journeys;
- simplification of the life insurance journey;
- introduction of provider customer savings ratings on Cheap Energy Club; and
- comparing monthly costs and annual savings for energy switchers.

Customer experience
In September 2019, we moved into our new product and engineering hub in Manchester. Our co-located product and platform-engineering teams work in a well-designed environment, allowing them to focus on innovation and customer centricity.

During 2019, we broadened the demographic that we use for our customer experience testing to include customers aged 70 and over and visually impaired and blind people. Further information on our progress is on page 56.

Beyond optimisation
We launched two new monitoring services on MoneySuperMarket by the end of 2019. Further information on our personalisation progress is on page 20.

“

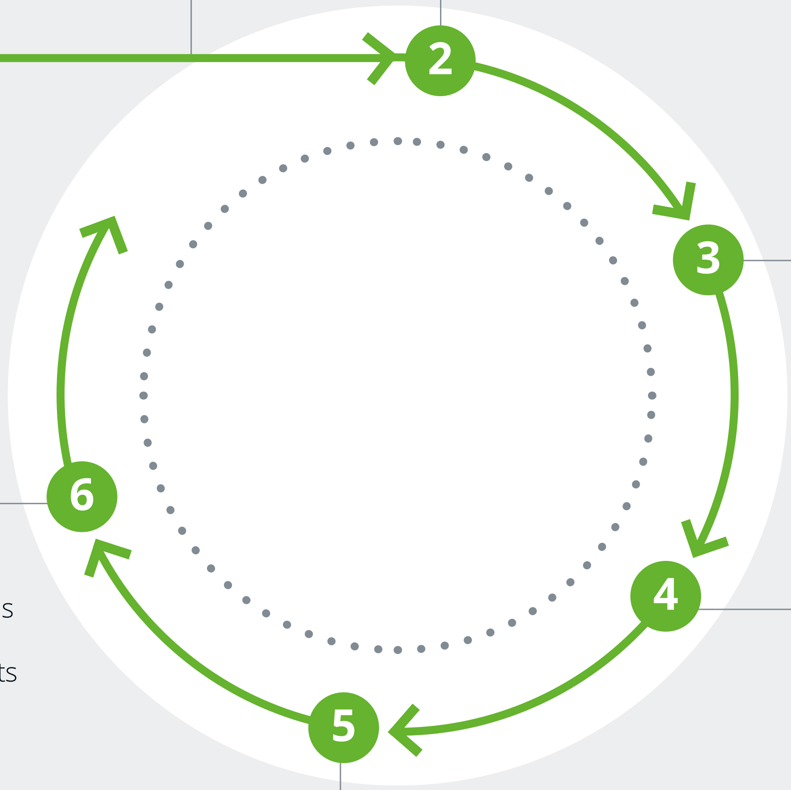
I found MoneySuperMarket so simple and straight forward to use. Fast results that saved me around 70% on my previous provider. I would recommend MoneySuperMarket if you are looking for value for money“

★★★★★
Trust Pilot review

Manchester product engineering hub
250 staff

1

Awareness
Prompted by our monitoring services, marketing and editorial content, customers and users visit our sites to connect with our trusted brands



Research
Customers and users compare products and personalised quotes

Select & Buy
Customers and users select a product from a provider, transacting either on our site or clicking through to a partner's site

Customer Insight
We gain insight and feedback from customers and their data to further help personalise the service

Monitor & Engage
Customers receive guidance, money-saving tips and tailored alerts on relevant products

Return
Customers and users return to us for more savings on other products or services

Steps taken to optimise the customer journey

Via Decision Tech's B2B price and product comparison capabilities we are able to reach customers through other products they already use

Our award-winning marketing and editorial attracts customers to our trusted brands

We alert customers when they can save money on the product they bought, as well as other related products

Our secure, flexible technology finds binding quotes across a broad set of 15 different categories

We use customer insight and feedback to help us improve our service and help providers improve their products

Helping households save money

To fulfil our purpose of 'Helping households save money', our Reinvent strategy relies on two key pillars: reaccelerating our core growth by focusing on rapid optimisation of our customer journeys and unlocking new market growth

Strong differentiated model

Our core business fundamentals are strong and differentiated. We have leading brands with high customer satisfaction scores. The Group benefits from an efficient mix of marketing and publishing business models to attract users. On the back of our investment in data analytics, we can track our users across the interactions they have within each of our brands. Our technology platform provides us with a single view of our users, allowing us to serve them better.

Efficiently growing the number of active users and helping them save in new ways is core to our business model. For further information on our business model see pages 14 to 15.

Growing markets

We forecast price comparison markets to grow 4-5% over the coming years.

We already help customers save money across a broad set of channels. Nevertheless we believe there are opportunities to unlock further growth in the market, by making it easier for users to save and by developing categories, such as mortgages.

Culture

Our Reinvent strategy is underpinned by our strong company culture. Our inclusive and innovative culture allows us to drive innovation for our users and deliver our strategy.

The first pillar of the Reinvent strategy focuses on the optimisation of our customer journeys, making the site easier to use

The second pillar of the Reinvent strategy uses our technology platform to lead the innovation of price comparison and unlock new market growth

Customer Experience Optimisation

Developing our product and engineering capabilities to ensure we continue to optimise the customer experience, increase conversion rates and help customers find savings more easily on mobile and web.

Leading Trusted Brands

Customers continue to have the reassurance of using a family of well-known and trusted brands. We help customers find us whether online, via social media or above the line advertising.

Leading Provider Offer

Ensuring our commercial teams continue to build strong relationships with providers, to identify opportunities to help our customers, including new and market-leading exclusive products.

1. Personalised MSM

Focused on making our services more proactive and personalised, driving meaningful engagement and increasing the rate at which our customers return to MoneySuperMarket.

Launching monitoring products which store customers' key policies, and automatically check that they continue to receive the best deal possible.

2. Take Price Comparison to the user

Leveraging our trusted brands and technology platform to ensure we reach people who are not yet engaging with price comparison sites, by presenting personalised deals to users on apps or sites they are already visiting.

In August 2018 we bought Decision Tech, which has leading B2B price and product comparison capabilities. During 2019, Decision Tech established itself as a leading B2B energy service.

3. Mortgage price comparison

Transforming and digitising the mortgage experience, for both our customers and the lenders and brokers with whom we partner, by building a true price comparison service in mortgages. In 2018, we launched Podium, a joint venture to disrupt the mortgages market and improve mortgage comparison services.

Read more about how our culture drives performance on page 22

Progress against our strategic priorities

Our Reinvent growth strategy focuses on two main strategic pillars – reaccelerate core growth and new market growth

	Strategic Initiatives	Business Model	What we have done in 2019
Reaccelerate Core Growth	Customer Experience Optimisation	→ Trusted brands → Talent → Provider relationships	→ Established product and engineering hub in Manchester and integrated new tech and product teams → Improvements in conversion across key channels
New Market Growth	1 Personalised MSM	→ Data driven aggregation → Talent → Operational leverage	→ Delivered Credit Monitor, Energy Monitor and monitor dashboard to web → 'Get Money Calm' brand relaunch in March 2019
New Market Growth	2 Take Price Comparison to the User	→ Data-driven aggregation → Trusted brands → Provider relationships → Scalable platform	→ Successfully embedded Decision Tech and launched B2B energy proposition → Provided energy switching services to four partner businesses
New Market Growth	3 Mortgage Price Comparison	→ Trusted brands → Provider relationships → Talent	→ Delivered the first phase of our new mortgage journey → Lender integrations live

Money Super Market

MoneySavingExpert.com

Travel Supermarket

decisiontech Part of the Moneysupermarket Group

Our Future	Brand	Principal Risks and Uncertainties
→ Modernisation of MoneySavingExpert's user experience → Strong roadmap to continually optimise the customer experience	Money Super Market MoneySavingExpert.com	→ Competitive environment and consumer demands → Brand strength and reputation → Business transformation → Economic conditions → Regulation
→ Continued development of monitoring products → Continued development of the 'Get Money Calm' brand → MoneySuperMarket's customers to be logged in by default → Launch of MoneySavingExpert's energy autoswitching	Money Super Market MoneySavingExpert.com	→ Competitive environment and consumer demands → Business transformation → Relevance to partners
→ Focus on attracting additional partners	decisiontech Part of the Moneysupermarket Group	→ Competitive environment and consumer demands → Business transformation → Relevance to partners
→ Further product eligibility enhancements to the mortgage journey → Continued focus on deeper broker and lender integrations to further improve the mortgage journey	Money Super Market	→ Competitive environment and consumer demands → Business transformation → Relevance to partners → Regulation

Culture supports our strategy

Our Reinvent strategy is underpinned by our strong company culture. We encourage our people to consider both their own and the Group's impact on the world around them

Top Tech Talent

We seek to foster a culture of learning and growth, giving employees the skills, knowledge and experience to flourish, as well as support sustainable business growth. In September 2019, we moved into our new purpose-built Product and Engineering Hub in Spinningfields, Manchester. Our aim was to create a state-of-the-art, flexible and intuitive workspace which would deliver an excellent employee experience, and enable us to build a world-class product and engineering capability for the business. The workspaces have been designed specifically to provide a frictionless and functional environment within which our teams could collaborate in their focus on innovation and customer centricity. The office now houses approximately 250 employees including our co-located product and platform-engineering teams.

Employees in new hub

250

Inclusion in list of top 50 inclusive companies

Moneysupermarket Group has reached Number 36 in 2019's Inclusive Top 50 UK Employers List.

The league table recognises the most inclusive employers and shines a light on best practice across all strands of diversity, including age, disability, gender, LGBT, race, faith and religion. We are extremely proud to enter the list for the first time this year at number 36.

INCLUSIVE TOP50 UK EMPLOYERS

Top 50 UK Employers List

#36

Thrive award

2019 saw our Moneysupermarket Group colleagues progress with our fantastic 'Thrive' employee resource group, which empowers a culture supportive of mental health. Thrive scooped up the award for Best New Workplace Approach to Mental Health at the This Can Happen Awards 2019.

This award recognises our approach to addressing mental health in the workplace and the steps we have taken in 2019 to change the culture at the Group, via a holistic and focussed approach to maintaining and improving the mental health of all employees. It also commends the impetus and processes behind our Thrive initiative and the action plans we have set in motion to deliver it.

Strategic Report
Governance
Financial Statements

Get Money Calm

2019 has been a significant year for MoneySuperMarket, with a major overhaul of our proposition, brand message and advertising creative all aimed at showing the brand's central purpose – helping our customers get control of their money to 'Get Money Calm'

A new brand idea to support a new proposition

After 7 years focusing on the promise of, 'save money, feel epic', we relaunched MoneySuperMarket's central brand promise in March, with the idea that MoneySuperMarket can help its customers 'Get Money Calm'.

Our new advertising focuses on the feelings of being calm and in control, that customers can experience as they tame the chaos of their bills. It is intended to permeate every part of the customer experience, including all communications ensuring that customers are more likely to remember the MoneySuperMarket brand – a key consideration in such a competitive category. The initial feedback on the campaign has been positive, as reflected in the increased brand tracking metrics.

A new look for the site

The new brand purpose was accompanied by an entire new look and feel for MoneySuperMarket to make sure that we show a consistent delivery of our proposition from advertising to our customers' experience on site. This has resulted in a calmer experience across web and app. The site now showcases how MoneySuperMarket can help users achieve a feeling of 'money calm' and promotes a series of new products aimed at delivering the proposition.

New monitoring products

We have launched a number of new products across our website and apps in 2019, all aimed at changing the nature of price comparison. Our aim is to reduce the 'one-shot' nature of consumers' engagement with price comparison websites. MoneySuperMarket will encourage users to visit the site by monitoring the products they purchase and alerting them when a further switch could save them more.

We launched our credit monitor proposition on the web this year, matching what we provide app users - a free credit score and timely and accurate information on the best borrowing products for them, along with hints and tips on how to improve their score.

In a similar development, we took the energy monitoring proposition we had developed for app users and made it available on the web. This product helps customers keep on top of the ever-changing world of energy tariffs and price caps and tells them when a switch would save them money.

Our mobile app allows customers to sign up to receive reminders when their car tax, MOT and insurance are due for renewal.

To emphasise the change in proposition, from just switching to monitoring, we plan to rebuild the homepage for logged-in users. Once live, users will see their personalised dashboard, which will update them at a glance emphasising the fact that MoneySuperMarket helps you 'Get Money Calm'.

By the end of 2019, we had over 600,000 customers using the above monitoring services.

Supported by intelligent customer relationship management ('CRM')

We have supported the move to monitoring with our approach to CRM. Building on the strength of personalisation, where over 90% of our messages to MoneySuperMarket users are personalised, we launched 'Your Money Round Up', which brings together relevant and timely personalised content, along with updates across the monitoring services customers have opted into.

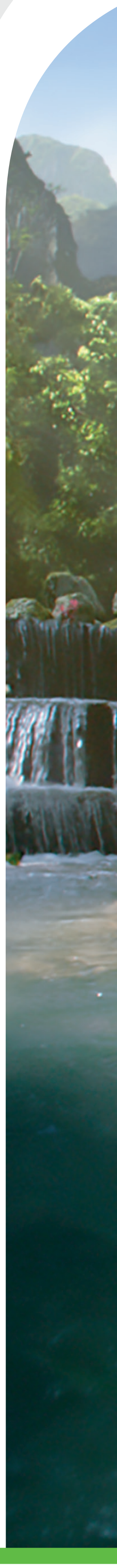
Optimised journeys support getting money calm

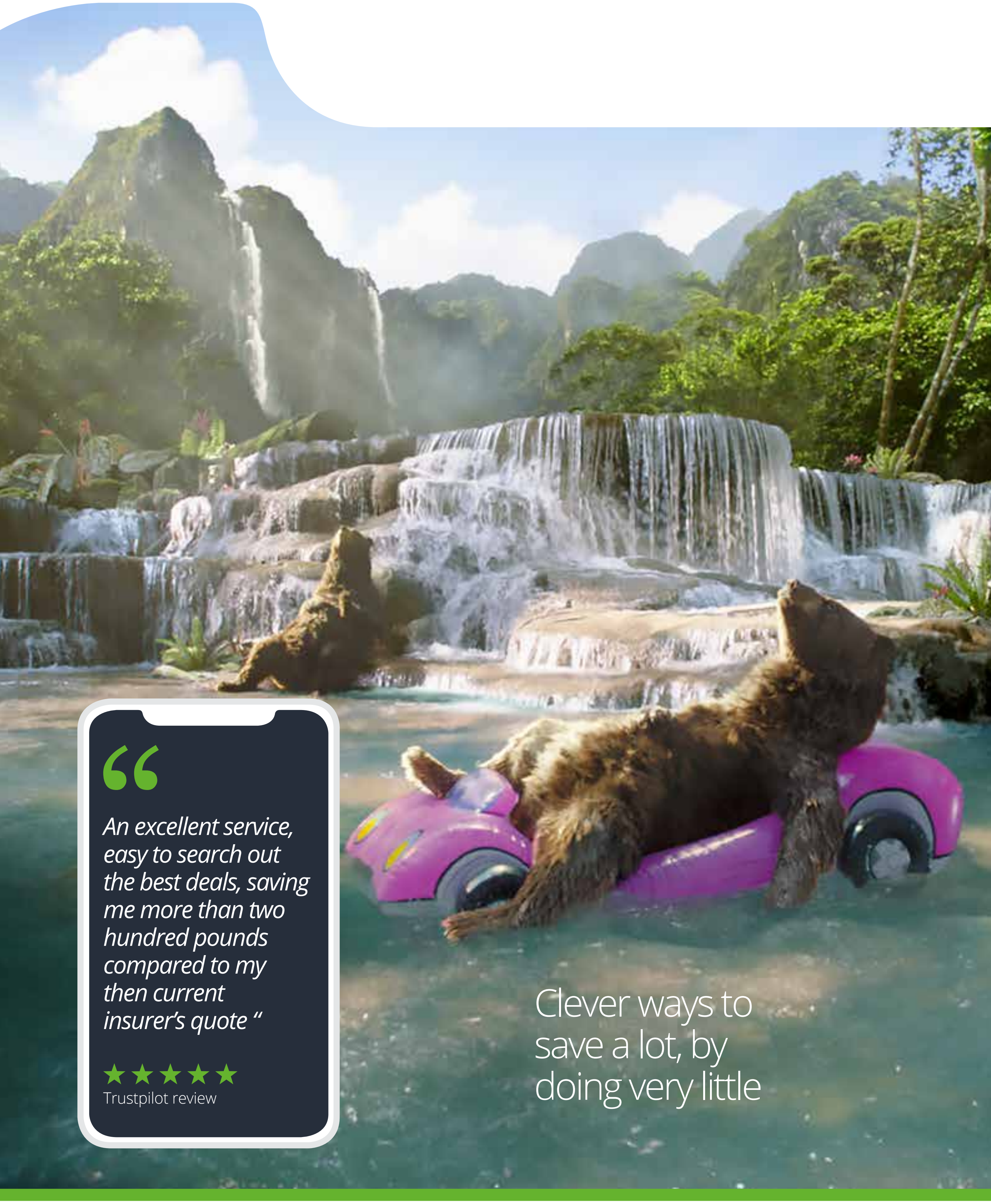
In 2018 we announced an investment in building our internal product engineering capability in Manchester, with an emphasis on iterative development to improve conversion and reduce friction. By the middle of 2019, all of our major channels were owned and optimised by internal teams. We have seen progress in all areas – across several insurance channels, borrowing and energy, and we see further potential for growth here.

Users responded to our improvements in the central proposition and site with a net promoter score of 72.3.

Encouraging prospects

2020 will be focused on similar themes – further cementing the idea of, 'Get Money Calm' in our site experience and communications.




An excellent service, easy to search out the best deals, saving me more than two hundred pounds compared to my then current insurer's quote "
★★★★★
Trustpilot review
Clever ways to save a lot, by doing very little

MoneySavingExpert.com

Cutting users' costs, fighting their corner

MoneySavingExpert is one of the UK's biggest finance websites, reaching nearly half of UK consumers each month. 2019 saw a new record for weekly traffic – over 6.5 million sessions – and we reached a record of over 14 million for our weekly email. We have consistently ranked top in the UK Online Services sector (YouGov 2019 BrandIndex) and are proud to be ranked 4th overall in the UK Brand Advocacy category, with our advocacy ratings increasing year-on-year

Our core aims remain unchanged: editorially independent, we are committed to helping users cut their costs, with money-saving guides and tools, and fighting their corner with high-impact campaigns. We will continue to look for new ways to deliver our mission, including improving our website and services to adapt to the changing needs of our users

Setting the agenda

Through our campaigns, MoneySavingExpert sets the agenda and fights on behalf of consumers. This year we:

Helped make it easier to claim the 'Severely Mentally Impaired' council tax discount. Based on our recommendations, and with our support, all 22 Welsh local authorities introduced a standardised application for the discount, and agreed to a standardised back-dating policy. The initiative significantly increased uptake in Wales, something MoneySavingExpert will now focus on replicating across Scotland and England.

Helped tackle online scam ads. In July, two major initiatives launched as a direct result of Martin Lewis's campaigning defamation lawsuit – the creation of Citizens Advice Scams Action (CASA) and Facebook's scam ads reporting tool which is unique to the UK.

Continued to fight on behalf of mortgage prisoners. After five years of MoneySavingExpert campaigning, in 2019 the FCA finally confirmed market interventions that will free some of these consumers, who are nonsensically told they can not afford a cheaper mortgage. As the FCA's solution is only going to help the minority, MoneySavingExpert will step up efforts to influence the Treasury to act.

Decoded the complexities of student loans. MoneySavingExpert produced an hour-long video lecture, featuring Martin Lewis, to help students, graduates, parents and teachers really understand how student finance works. Filmed in front of 100 sixth form students, it will be freely distributed to hundreds of schools across England.

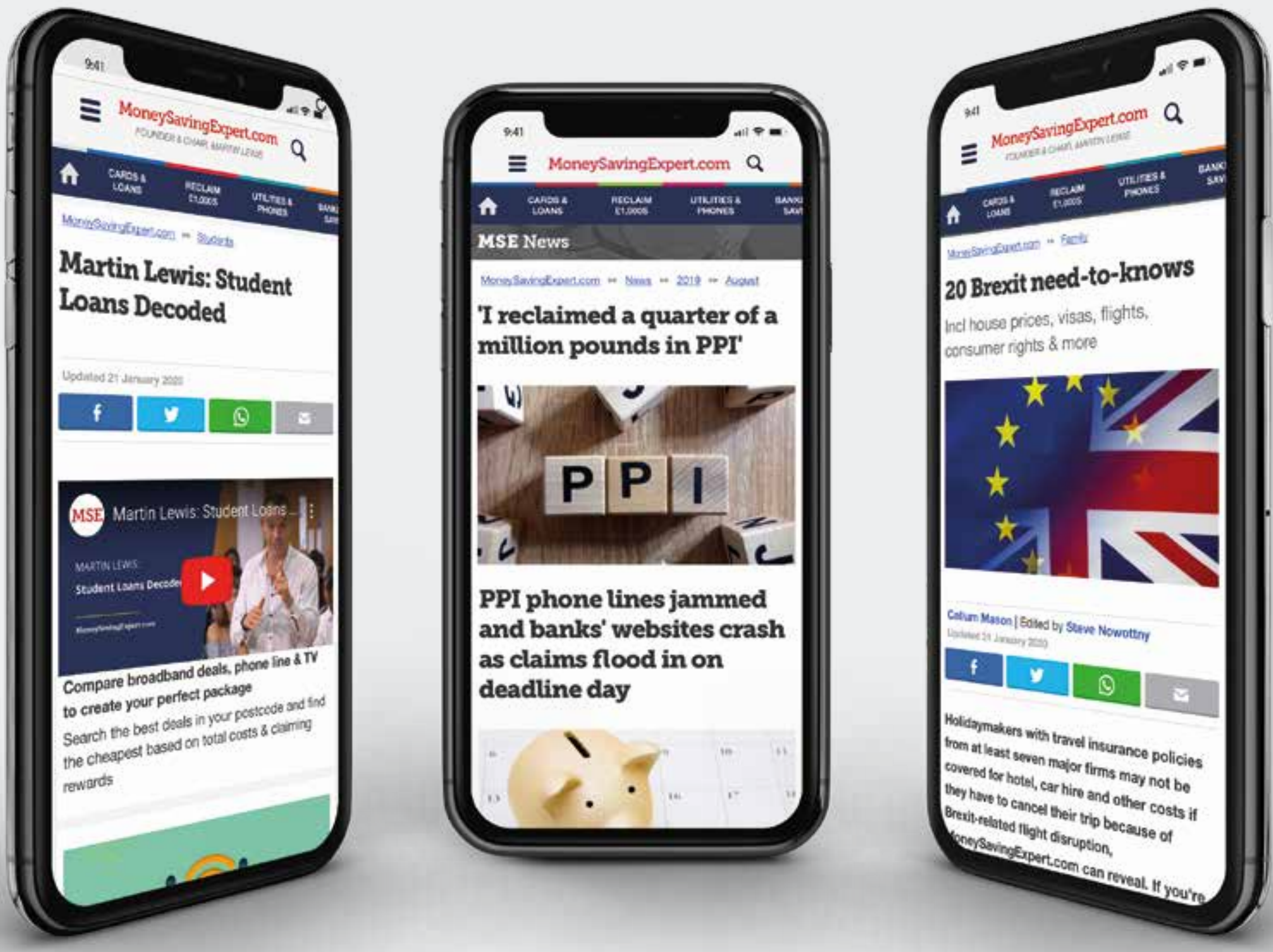
The place people turn to

2019 showed that when people want clear information on events that affect their finances, MoneySavingExpert is where they turn to:

- In the last two days before the August PPI reclaim deadline, 500,000 people used our reclaiming tool. Since our PPI guide was first launched in 2005, we've helped over 4m people reclaim an estimated £12bn;
- Following the collapse of Thomas Cook, our constantly updated guide brought together the latest information for concerned travellers, as well as practical help for staff made redundant. It received 450,000 page views in the first week;
- Our regularly updated Brexit guide provided the best available information on the potential impact on personal finances and was read over one million times this year.

Our strategic priorities

This year we have continued to focus on improving our product guides and tools to increase user engagement, and have begun the next stage of our programme to update the website to ensure we help our users find the content they need, in the form they need, with a particular emphasis on mobile. Site-wide improvements to navigation, search and design have been tested, and will be rolled out in 2020. In early 2020 we launched our re-platformed MoneySavingExpert Forum, allowing us to further expand the impact of the UK's largest online community of money savers. We will also enhance our key money-saving tools including Cheap Energy Club and our Cards and Loans Eligibility Checker, to make it even easier for users to cut their bills.



Over 14m
subscribers to MSE weekly email

£12bn
reclaimed since 2005 by MSE users accessing our PPI guide

Over 1m
Number of times our Brexit guide was read in 2019

Travel Supermarket

Simply compare to save money

TravelSupermarket helps people to save money on the largest element of discretionary spend for most households – their holiday. It offers price comparison for package holidays, car rental, flights, hotels and a variety of travel extras, including travel insurance, transfers and airport parking

The early part of 2019 saw TravelSupermarket operating in tough market conditions. Uncertainty surrounding both the date and nature of the UK's exit from the European Union – two deadlines passed in 2019 – has reduced demand by at least 10% compared with 2018. Most operators in the UK market have warned that they have found trading difficult. Thomas Cook, one of the oldest and best-known names in the market, filed for bankruptcy at the end of the summer season. Whilst TravelSupermarket's providers tend to be the newer challengers in the market – like Jet2 Holidays or Love Holidays, it has still felt pressure from the market and found trading tough.

One positive outcome from the turbulent environment has been the opportunity it has created for TravelSupermarket to cement its position as a trusted media commentator. The Press office observed a 40% increase in coverage compared to 2018, across print and broadcast media, with our spokesperson Emma Coulthurst commenting regularly on BBC News and National Radio. This has resulted in increased brand awareness.

TravelSupermarket has focused on two areas to help it trade through tough times. First, it has focused on its ability to generate traffic cost effectively, through unpaid search engine traffic. New pages were engineered for most major destinations to appeal both to customers' needs and Google's search engine. They aim to showcase our great deals along with updated content about each destination.

Second, it has continued to optimise its experience for holiday searchers, reducing the time taken for results to appear and making a like-for-like comparison of the elements of a package holiday easier. This has helped improve the experience, particularly on a mobile phone, and increased conversion of package holiday shoppers into prospects for our partners.

49m
Total Visitors

19.5m
Holiday Enquiries

decisiontech
Part of the Moneysupermarket Group

Connecting you with the very best products and services

Our Reinvent strategy noted the rapid rise of new services which engage users about their finances through banking and personal financial management tools. As a result, a key pillar of Reinvent is to 'take price comparison to the user' by delivering the Group's comparison services to businesses that are developing these tools. To enable this, in August 2018 we acquired Decision Tech for its leading B2B price and product comparison capabilities across home communications, broadband and mobile. In 2019, Decision Tech launched Energy comparison and MoneySuperMarket now offers these comparison services to new audiences

In early 2019, within seven months of the acquisition, Decision Tech delivered a new energy comparison service to the saving and smart money-management app, Yolt (an ING business). Decision Tech developed its new energy application platform interface and white label offering by leveraging the Group's energy service that powers the MoneySuperMarket website, the Group's mobile apps and MoneySavingExpert. This required deep integration and cooperation across MoneySuperMarket and Decision Tech. It has also since won contracts with Emma Money Management (a budgeting App), Totally Money, Love Energy Savings and Snoop, with the new business funnel looking very promising.

By the end of its first year in the Group, Decision Tech has established itself in the UK market as a leading provider of branded energy comparison solutions. Its new energy capability complements Decision Tech's highly-regarded market-leading B2B home communications service that powers other price comparison sites.

Decision Tech continues to provide rapid product releases, account development, and timely and actionable management information across this new channel for its partners and customers. A new energy monitoring service is expected to go live in March which will allow Decision Tech's partners to automatically monitor customers' contract end-dates.

Decision Tech continues to progress well and has become a valuable contributor to the Group. It has delivered growth across the MoneySuperMarket home communications channel. It is seeing strong demand from new and existing customers who would like to deliver energy comparison services in 2020.

31m+
Number of visitors to Decision Tech price comparison platform

Good trading performance with revenue up 9%

We have delivered good financial results whilst continuing to progress Reinvent, our strategy to improve the customer experience and deliver new market growth

Scilla Grimble
Chief Financial Officer

Group revenue grew by 9% to £388.4m (2018: £355.6m), with profit after tax growing slightly ahead of this at 10% to £94.9m (2018: £86.6m). When reviewing performance, the Board reviews a number of adjusted measures, including adjusted EBITDA which increased 9% to £141.5m (2018: £129.4m) and adjusted EPS which grew 5% to 18.2p (2018: 17.4p), as shown in the table below.

This year we adopted IFRS 16, the new accounting standard for leases, using the modified retrospective approach. Prior year numbers have therefore not been restated and are disclosed under IAS17. See "IFRS 16 – Leases" below, for further detail.

Extract of Consolidated Statement of Comprehensive Income

	2019 £m	2018 £m
Revenue	**388.4**	355.6
Cost of sales	**(122.0)**	(102.3)
Gross profit	**266.4**	253.3
Operating expenses	**(148.1)**	(145.3)
Operating profit	**118.3**	108.0
Amortisation and depreciation	**20.9**	14.7
EBITDA	**139.2**	122.7
Reconciliation to adjusted EBITDA:		
EBITDA	**139.2**	122.7
Impairment of Property, Plant & Equipment	–	0.8
Strategy related costs:		
Strategy review and associated reorganisation costs	2.3	4.2
Deal fees	–	1.7
Adjusted EBITDA	**141.5**	129.4
Adjusted earnings per ordinary share:		
– basic (p)	**18.2**	17.4
– diluted (p)	**18.2**	17.3

Full Consolidated Statement of Comprehensive Income see page: 116.
A reconciliation to adjusted EPS is included in note 10.

"*The Group's revenues increased 9% to £388.4m (2018: £355.6m) and adjusted EBITDA to £141.5m (2018: £129.4m), up 9%*"

Revenue

	Revenue 2019 £m	2018 £m	Growth %
Insurance	**188.4**	183.0	3
Money	**86.0**	88.1	(2)
Home Services	**68.6**	49.2	39
Other revenue	**45.4**	35.2	29
Total	**388.4**	355.6	9

During the year, Group revenue grew 9%; excluding Decision Tech (which was acquired in August 2018), Group revenue grew 5%.

Insurance grew 3%. Our natural search positions for key insurance search terms were consistently high in 2018 and in the first half of 2019. However, in the second half of the year our natural search positions were more volatile and weaker on average. This meant we had fewer customers coming to us via natural search which suppressed our revenue growth across the vertical.

Our car and home channels grew well despite these natural search headwinds, and the continued absence of premium inflation in car. We receive fewer visitors when premiums are stable or falling than when customers see premiums rising.

Money revenue declined by 2% during the year. Our Money business splits into two main parts, credit products, accounting for over three quarters of Money revenue, and banking products. The reduction in availability and attractiveness of promotional products significantly impacted switching levels for banking products during the year, especially in the second half. Credit performed well over the year although in the final quarter the market slowed and consumer search demand for credit products fell.

Home Services delivered very strong performance throughout the year, growing 39%, driven by high levels of energy switching. This strong result highlighted that healthy levels of customer savings and switching are possible within the new energy price cap regime.

We maximised the energy switching opportunity through a combination of leading offers from providers, improvements to the customer journey and leveraging the authority of MSE. Energy is a relatively low engagement channel but MSE's editorial strength and its Cheap Energy Club helped us overcome this and provide the stimulus for users to switch. The weekly tip email, which is distributed to 10.5 million MSE users, drew attention to the strong offers from providers and high levels of savings available to users. MSE was also compelling in explaining what the price cap meant to their users.

Within the Other category, Decision Tech contributed £24.8m to revenue, with both its B2B and B2C home communications businesses performing well. TravelSupermarket continued to underperform, with visitors for package holidays and car hire falling and a challenging macro environment for the travel market adversely impacting the first half.

Gross profit

Gross margin fell from 71% to 69% in the year. As anticipated, around one percentage point of this reduction was caused by a full year of consolidation of Decision Tech results, as B2B has lower margins than B2C. The remaining reduction was caused by consumers across our businesses continuing to shift to mobile and by weaker natural search positions.

More customers are choosing to visit our sites from their mobile devices. In comparison to a desktop customer, mobile customers are less committed to the transaction as evidenced by the lower conversion typically seen on mobile. They are also more likely to come to us through paid search which is more prominent on smaller screens.

While our work on customer experience optimisation is helping to improve the journey on mobile devices and increase conversion, margins for mobile visitors remain lower than those for desktop visitors. In aggregate, we estimate the shift to mobile devices placed about one percentage point downward pressure on gross margin.

The reduction in Insurance customers from natural search, which is explained above, added further pressure to gross margin, particularly during the second half. This is because natural search is a higher margin source of customers than average.

Operating expenses

	2019 £m	2018 £m
Distribution expenses	**29.9**	30.2
Administrative expenses	**118.2**	115.1
Operating expenses	**148.1**	145.3
Within administrative expenses		
Amortisation of software	**14.0**	11.8
Amortisation of acquisition related intangible assets	**2.4**	1.5
Depreciation	**4.5**	1.4

The MoneySuperMarket brand relaunch did not significantly increase our marketing spend year on year and therefore we were able to manage distribution expenses in line with the prior year. Spending levels on TV and media were similar to 2018.

Administrative expenses increased by 3% to £118.2m (2018: £115.1m). A full year of Decision Tech ownership added an incremental £5.3m to these costs, which was partially offset by lower adjusting item charges year on year (£3.5m lower than 2018) which are detailed in the table below.

Technology amortisation charges for the year increased from £11.8m to £14.0m due to the full year impact of several large technology assets that went live in the second half of 2018.

Depreciation is £3.1m higher in 2019, £2.5m of this is due to the adoption of IFRS 16 as lease costs are now largely reflected through depreciation charges.

Adjusting items

	2019 £m	2018 £m
Impairment of property, plant and equipment	–	0.8
Amortisation of acquisition related intangible assets	**2.4**	1.5
Strategy related costs:		
Strategy review and reorganisation costs	**2.3**	4.2
Deal fees	–	1.7
	4.7	8.2

The acquisition of MSE in 2012 by the Group gave rise to £12.9m of intangible assets excluding goodwill. These are being amortised over a period of 3-10 years with a charge in £1.0m in 2019 (2018: £1.0m). The acquisition of Decision Tech in August 2018 gave rise to £8.7m of intangible assets excluding goodwill, which are being amortised over a period of 3-10 years. The charge incurred in 2019 is £1.4m (2018: £0.5m). Together these amortisation charges totalled £2.4m (2018: £1.5m).

The Group incurred £2.3m (2018: £5.9m) of strategy related costs associated with the strategy review and reorganisation, including the Manchester relocation. We do not anticipate any material strategy related costs during 2020.

Prior year adjusting items included £1.7m of deal fees in relation to the acquisition of Decision Tech.

Key performance indicators

The Board reviews key performance indicators (KPIs) to assess the performance of the business against the Group's strategy. We measure five key strategic KPIs:

	2019	2018
Estimated customer savings	**£2.0bn**	£2.1bn
Net promoter score	**74**	74
Active users	**13.1m**	12.9m
Revenue per active user	**£16.40**	£15.90
Marketing margin	**61%**	63%

Estimated customer savings:	This is calculated by multiplying sales volume against the average saving per product for core channels, the balance of the calculation is a company estimation.
Net promoter score:	The twelve monthly rolling average NPS (1 Jan - 31 Dec inclusive) measured by YouGov Brand Index service Recommend Score weighted by revenue for each of our brands (excluding Decision Tech's consumer brands) to create a Group-wide NPS.
Active users:	The number of unique accounts running enquiries in our core seven channels for MoneySuperMarket (Motor insurance, Home insurance, Life insurance, Travel insurance, Credit Cards, Loans and Energy) in the prior 12 month period.
Revenue per active user:	This is the revenue for the core seven MoneySuperMarket channels divided by the number of active users.
Marketing margin:	The inverse relationship between revenue and total marketing spend represented as a percentage. Total marketing spend includes the direct cost of sales plus distribution expenses.

We estimate that our MoneySuperMarket customers saved £2.0bn in 2019. This is a good performance given the average saving from car insurance, the largest channel, has reduced.

Trust and satisfaction in our brands remain strong, with a healthy net promoter score being maintained, in line with last year.

The number of active users increased slightly to 13.1 million. Within this, the number of customers making an enquiry within energy, car insurance and credit grew, offset by declines in travel insurance.

A number of factors impact the increase in revenue per active user to £16.40, including the mix into higher converting channels and an increase in the number of users engaging in more than one channel.

The marketing margin reduction reflects the dynamics described under gross profit, specifically the consolidation of Decision Tech, the transition of customers to mobile and the weaker natural search positions.

Alternative performance measures

The Group uses a number of alternative (non-Generally Accepted Accounting Practice ('non-GAAP')) financial measures which are not defined within IFRS. The Board reviews adjusted EBITDA and adjusted EPS alongside GAAP measures when reviewing the performance of the Group. The Group has moved from a period of significant capital investment to investing in customer experience optimisation and the in-house product engineering capability. This has made capital investment and amortisation less relevant. Therefore, adjusted EBITDA alongside adjusted basic EPS has become a more relevant performance measure. Executive management bonus targets include an adjusted EBITDA measure and the long-term incentive plans include an adjusted basic EPS measure.

The adjustments are separately disclosed and are usually items that are non-underlying to trading activities and that are significant in size. Alternative performance measures used within these statements are accompanied with a reference to the relevant GAAP measure and the adjustments made. These measures should be considered alongside the GAAP measures.

Dividends

The Board has recommended a final dividend of 8.61 pence per share (2018: 8.10p), making the proposed full-year dividend 11.71 pence per share (2018: 11.05 pence per share) and reflecting our progressive dividend policy. The final dividend will be paid on 14 May 2020 to shareholders on the register on 3 April 2020, subject to approval by shareholders at the Annual General Meeting to be held on 7 May 2020. Further information on our dividend policy is on page 61.

Tax

The effective tax rate of 18.2% (2018: 19.0%) is below the UK statutory rate of 19.0% (2018: 19.0%) due to prior year adjustments. The Group expects the underlying effective rate of tax to continue to approximate to the standard UK corporation tax rate.

Earnings per share

Basic reported earnings per share for the year ended 31 December 2019 was 17.7p (2018: 16.2p). Adjusted basic earnings per ordinary share increased from 17.4p to 18.2p per share.

The adjusted earnings per ordinary share is based on profit before tax before the adjusting items described above. A tax rate of 19.0% (2018: 19.0%) has been applied to calculate adjusted profit after tax.

Cash flow and balance sheet

Operating cash flow remained robust and grew 7% year on year. The £5m working capital outflow was driven by higher receivables as a result of mixing into verticals and providers with longer working capital cycles. The Group ended the year in a net cash position of £24.2m (2018: £29.8m).

Our technology capital expenditure continued to fall in 2019 to £10.7m (2018: £12.9m), reflecting the ongoing shift of spend towards operating expenditure. Our reinvestment rate has fallen from 11% to 9% as we continue to leverage our technology platform for growth across the Group.

In 2020, we expect technology capex to be in the region of £10m and the technology amortisation charge to be in the region of £13m.

The Group has a revolving credit facility ('RCF') of £100m in committed funds, which matures in September 2021 with the ability to apply for a one or two year extension to this facility. At 31 December 2019 the Group was not utilising any of the facility. The Group also has an accordion option to apply for up to an additional £100m of funds during the term of the RCF.

IFRS 16 - Leases

As expected, the adoption of IFRS 16 has impacted the consolidated statement of comprehensive income in 2019, reducing operating lease costs by £2.7m and reflecting these lease costs through depreciation charges of £2.5m and finance costs of £1.2m. This increased reported 2019 EBITDA by £2.7m. On the balance sheet at 31 December 2019, adoption of IFRS 16 meant the recognition of lease assets and liabilities of £29.7m and £34.4m respectively. The Group adopted IFRS 16 using the modified retrospective approach and therefore the prior year has not been restated.

Viability statement

As required by Provision 31 of the 2018 UK Corporate Governance Code, the Directors have assessed the prospects of the Group over a three-year period to December 2021. In making this assessment the Directors took account of the Business Model and Principal Risks set out on pages 14 to 15 and 38 to 39 of the Strategic Report.

Business model

The Group has a simple business model – matching customers to the right providers. It uses online services to help customers to compare a wide range of products in one place and make an informed choice when taking out the product most suited to their needs.

For our providers, it offers an efficient and cost-effective way to reach a large volume of informed customers who are actively looking for a product. For the majority of our services, we receive a success-based marketing fee from the providers. This business model operates along the following principles:

- the Group relies on customer transactions for its revenues and does not have long-term contracted revenue streams – the Group makes money when its customers find the product they want, switch to it, and save themselves money;
- customers will continue to see value in shopping around for products and services and will aim to save money by doing so; and
- providers will want to acquire new customers and develop products and services to fulfil that strategy.

The Group's strategic priorities are: leading trusted brands, leading provider offer, customer experience optimisation and new market growth including making price comparison more personalised, extending price comparison to new platforms and enhancing mortgage price comparison.

The Strategic Report sets out the Group's performance against the main KPIs which the Board monitored for the year ended 31 December 2019. The Board monitors and reviews progress against three time horizons: quarterly to review and reforecast performance against the annual plan and budget; annually to establish a clear annual plan and budget that will deliver against the strategic plan; and a three-year strategic plan re-assessed annually, to determine the strategy of the Group.

The Board noted the commentary issued by the Financial Reporting Council suggesting that viability statements should be extended beyond a period of three years however, due to the nature of our economic, technological and regulatory environment, the Board did not consider it appropriate to alter its current timeframe due to the following reasons:

- The expected lifecycle of the Group's front-end technology platforms is three years and this reflects the frequent changes in the way that consumers choose to use technology;
- It is difficult to forecast revenues and costs beyond three years given that the Group's revenues and costs are not materially covered by long term contracts; and
- Within three years costs could be substantially restructured to compensate for a major fall in revenues.

As such, the Board proposes to keep the time frame as three years rather than extending beyond this.

Risk management

As part of the review of the strategic priorities, the Board identified the Group's Principal Risks to delivering these priorities which represent a risk or combination of risks in severe but reasonable scenarios that can seriously affect the future prospects or reputation of the Group through threatening its business model, future performance, solvency or liquidity. These include competitive environment and consumer demands, brand strength and reputation, data processing and protection, data security and cyber, business transformation and relevance to partners. In addition, the Directors believe that the Group faces risks around regulation, government policy and economic conditions, especially as that may influence the availability of attractive products for customers. The changes in the Principal Risks are outlined on pages 38 and 39.

The risks described above were assessed in a range of scenarios, encompassing:

- Change in market dynamics and conditions – the financial impact of a loss of market share in car and home insurance was considered.
- Significant data breach – the financial impact of fines was considered along with the associated reputational damage.
- Change in economic environment – the financial impact on trading of a significant economic downturn.

Principal risks covered while assessing the above scenarios included:

- Competitive environment and consumer demands
- Brand strength and reputation
- Economic conditions
- Data processing and protection
- Data security and cyber
- Regulation
- Economic conditions

The results of this scenario modelling showed that no individual event or plausible combination of events would have a financial impact sufficient to endanger the viability of the Group in the period assessed. It would therefore be likely that the Company would be able to withstand the impact of such scenarios occurring over the assessment period.

The assessment consisted of scenario (stress) testing including one combined scenario for those with impacts of medium or higher likelihood and moderate or higher residual risk. These stress tests involved estimating the impact on revenues, EBITDA and net cash, together with reverse stress testing to identify the theoretical sensitivity that the Group could absorb. The Directors also considered possible mitigating circumstances and actions in the event of such scenarios occurring, including the availability of the Group's banking facilities, reduction of future dividends or the slowdown of capital expenditure.

The Board manages risks across the Group through a formal risk identification and management framework, designed to ensure that risks are properly identified, prioritised, evaluated and mitigated to the extent possible. Key aspects of this framework include:

- a Risk Appetite Statement expressing the amount and type of risk the Board is willing to accept to achieve its strategic objectives;
- regular assessments of current and emerging risks being faced by the Group including internal control effectiveness and mitigating actions;
- risk metrics and thresholds which are monitored as potential indicators of risk;
- scenario planning based on the Principal Risks; and
- oversight from the Risk and Compliance and Internal Audit functions.

Viability assessment

In making its assessment of viability, the Board has considered the resilience of the Group using scenario-planning based on the Principal Risks to test the Group's planned earnings, cash flows and viability over the three-year period. Using its judgement on the likelihood of the Principal Risks and the probability of them being interrelated, the Board assessed the risks separately and in certain combinations of stressed scenarios. In arriving at its conclusion, the Board is making the assumption that the key aspects of customer and provider behaviour set out above which underpin the business model will continue. It is also assuming that customers and providers will continue to want to transact online.

Based on the Company's current position and Principal Risks, together with the results of this robust assessment and the Company's ongoing risk management processes, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment.

Going concern

Having reassessed the Principal Risks, the Board is satisfied that the Group has sufficient resources, liquidity and available bank facilities (set out in note 17 of the Financial Statements) to continue in operation for the foreseeable future, a period of not less than 12 months from the date of this Report. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements.

Investment proposition

The Group is a data-driven online marketplace, providing market-leading exclusive products to customers, value to our providers and a track record of returns to investors. It is a Group with leading brands, a diversified provider base and a large number of customers as well as core strengths in marketing, journalism and provider relationships. The Group operates in a wide set of markets, each with significant headroom and growth opportunities.

We are delivering on our Reinvent strategy which is ensuring we reaccelerate core growth and unlock future new ways of growth for the business. Investors benefit from investing in a highly cash generative business with a progressive ordinary dividend policy.

Risk management approach

In common with many businesses, the Group faces risk in all areas of its activity. The Group seeks to understand its risks and manage them appropriately. Effective risk management is vital in enabling the Group to achieve its strategic objectives and to secure the business for the long term, whilst ensuring the desired outcomes for consumers. Risk management is a key element of the Group's decision-making processes and, alongside its governance structure and system of internal control, gives the Board assurance that risks are being appropriately identified and managed, in line with its risk appetite.

Governance and oversight

A governance and oversight structure is in place, with clearly defined lines of responsibility, accountability and delegation of authority.

The Board is ultimately responsible for the overall effectiveness of risk management across the business, supported by the Risk Committee. The Board delegates day-to-day responsibility to executive management. Executive management owns the Group risks, is responsible for ensuring that the business effectively manages risk and takes appropriate and timely action where issues are identified. The Risk Committee oversees executive management on behalf of the Board in the management of risks.

Horizon scanning is undertaken by the legal, risk and compliance teams in order to keep abreast of potential emerging risks. The Risk Committee's agenda retains flexibility in order to discuss the mitigation of emerging risks as they are identified.

The Board has carried out a robust assessment of the Principal Risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity. Our Principal Risks and uncertainties are outlined on pages 38 and 39, along with a description of how they are being managed.

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Role	Responsibilities
Board	• Approval of Risk Appetite Framework and Statement for the Group. • Carry out an assessment (at least annually) of Principal Risks and effectiveness of risk management and internal control policies; and report to shareholders on such matters. • Assessment of the effectiveness of Risk Appetite Framework and system of internal control.
Risk Committee	• Advise the Board on Risk Appetite Framework and Statement for the Group. • Review and oversight of Risk Register. • Assessment of identification and measurement of risks. • Oversight of executive management in management of risks.
Management (1st Line of Defence)	• Ensure risk management is an integral part of implementing the business strategy. • Operate the business within set risk appetite and tolerances. • Responsibility for managing risks and implementing effective controls. • Implement appropriate policies to identify and evaluate risks.
Risk & Compliance (2nd Line of Defence)	• Monitor against Risk Appetite Framework and Statement, risk profile, internal control effectiveness and management actions. • Monitor and update the Risk Register. • Co-ordinate appropriate and timely delivery of risk management information to executive management and the Risk Committee. • Advise and challenge management on risk management and internal control processes. • Develop and implement risk management policies, tools, techniques, methodologies, analysis, communication and training.
Internal Audit (3rd Line of Defence)	• Monitor effectiveness of risk management processes. • Perform tests of controls effectiveness. • Identify and agree corrective actions with management. • Liaise with Risk & Compliance function, including in relation to mapping of assurance activities to the Group's significant risks. • Report to the Audit Committee.

In addition, the Audit Committee performs an annual assessment of the risk management and internal control framework, covering financial, operational and compliance controls including the:

- assessment of the risk management framework for identifying and monitoring risks, with consideration of the integration with strategic and business planning processes. This is supported by independent reporting on risk management and internal controls by the Internal Audit function or independent third parties, including the external auditor;
- assessment of the extent, frequency and quality of risk management and internal control reporting;
- review of the resolution of issues arising from internal control failings or weaknesses; and
- review of the effectiveness of the financial reporting processes.

The Audit Committee makes a recommendation to the Board on risk and internal control effectiveness which the Board considers, together with reports from the Risk Committee, in forming its own view on the effectiveness of risk management and internal control systems.

Risk management framework

During 2019, we have monitored the risks associated with the Group's strategic priorities, strengthened our management of data security and cyber risks and have extended our risk management framework to Decision Tech. This year we have also focused on the potential impact of a no-deal Brexit, and regulatory developments such as the Senior Managers & Certification Regime, could have on our Risk Appetite Framework & Statement, and have advised the Board on the associated risks.

Risk appetite

'Risk appetite' defines the level and type of risk the Group is able and willing to accept in order to achieve its strategic objectives. The Group's risk appetite influences the Group's culture and operating decisions, and is reflected in the way risk is managed. The Group Risk Appetite Statement is reviewed at least annually, in line with the strategic direction of the Group, recent experience and the regulatory environment, and is subject to Board approval.

There are certain risk areas where we have a very low appetite such as complying with applicable laws, including applicable regulatory requirements. This means that we take actions to avoid or eliminate this risk as far as possible. In other areas, such as strategy, we recognise the importance of managed risk-taking in order to achieve business objectives and goals.

Risk identification and assessment

The Group adopts formal risk identification and management processes which are designed to ensure that risks are properly identified and evaluated, in line with risk appetite. The identification of significant risks is informed using a bottom-up and top-down approach with each business area identifying new risks as well as re-assessing those already being monitored. To aid in the identification of risks and development of associated mitigating actions, risks are categorised into strategic, financial and operational/conduct risks. During 2019, we updated the risk register in line with the evolution of our Group strategy. In addition, our regular and ongoing risk oversight culminates in a robust risk and control assessment at year end across all areas of the business, in order to understand the strength and performance of the controls in place, and potential gaps and weaknesses.

Management reporting

Timely and accurate management information is provided to the right people to support management decisions and manage risk effectively within the Group.

Reporting enables management: to have clear visibility of the most relevant risks; to identify areas of concern and/or priority; to have access to detailed information to enable root cause analysis and identification of underlying trends; and to identify, escalate and potentially mitigate the impact of new operational risk concerns in a timely manner.

Should risk exposures be identified as being outside the Group's risk appetite, this is escalated and reported to the Risk Committee, alongside clear action plans to bring the risk within tolerance, with appropriate timescales. The type and extent of any mitigating actions will be determined by the level and nature of the risk and the Group's risk appetite.

Future developments

We will continue to ensure that risk management is part of everyday business decision-making and is understood by our wider business. We will continue to develop our management information in the light of our strategic initiatives and ensure that specialist risk knowledge is readily available to each of our brands to enable them to take and be fully accountable for risk-based decisions, whilst providing an effective level of risk and compliance oversight for the Group.

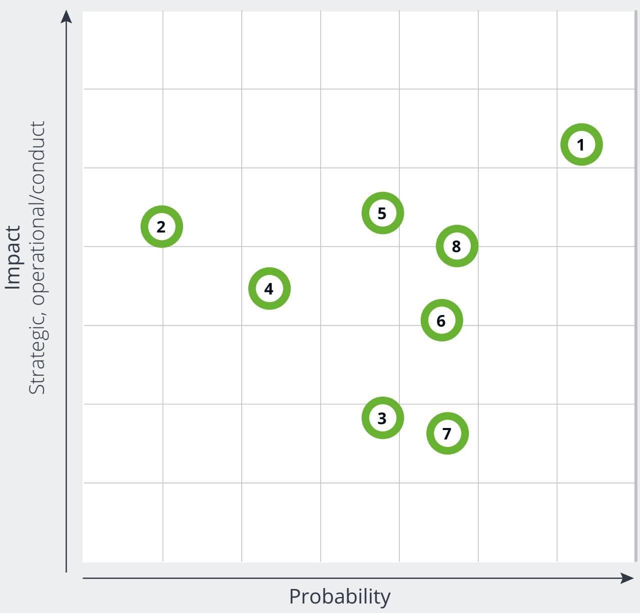
We will continue to enhance our risk management framework in specific areas of focus, including cyber risks and operation resilience, as well as enabling the identification and mitigation of emerging risks.

Principal Risks (as at 31 December 2019)

Outlined here are the most significant risks that may affect our future. There have been no changes to our Principal Risks from those reported in our 2018 Annual Report. We assess the probability of the risk materialising and the impact of the risk on a residual basis (taking into account the benefit of mitigating controls).

Our Principal Risks (as at 31 December 2019)

Outlined here are the Group's most significant risks that may affect our future. We assess the probability of the risk materialising and the impact of the risk on a residual basis (taking into account the benefit of mitigating controls).



Risk	Strategic priorities
1 Competitive environment and consumer demands	A D
2 Brand strength and reputation	A B
3 Data processing and protection	B C
4 Data security and cyber	B C
5 Business transformation	A B C D
6 Relevance to partners	C D
7 Economic conditions	A C
8 Regulation	A C

Strategic Priorities:

- A Customer experience optimisation
- B Leading trusted brands
- C Leading provider offer
- D New market growth

The table below summarises the Board's view of the material strategic, financial and operational/conduct risks to the Group and how the Group seeks to mitigate them.

Risk area and trend	Description	Risk type	Strategic priority	Mitigating activities	Developments in 2019
Competitive environment and consumer demands ↑	The Group operates in a dynamic and highly competitive marketplace with new competitors entering the market. We must continually innovate to keep ahead of competitors and changing consumer demands.	SR	A D	Continuous innovation of new services and ongoing evolution of existing propositions. Regular engagement with consumers to understand changes in how they use our services. Investment in our technology platforms to improve customer experience and make comparing products easier.	Our focus in 2019 has been on the personalisation of customer journeys, including the launch of new engagement tools (energy monitor and credit monitor). Our mortgage proposition is developing well and we are engaging with the FCA to ensure our customer journey remains compliant. We continue to integrate Decision Tech within the Group, align risk management and governance processes, and support them with new B2B partnerships.
Brand strength and reputation ↔	The Group must maintain consumer awareness of and engagement with its key brands.	SR	A B	Investment in marketing across a range of media to maintain the Group's brands in consumers' minds. Arrangement of exclusive and competitive deals to offer consumers market-leading products and prices.	In 2019, our Group NPS remained level at 74. This year we re-launched our MoneySuperMarket brand, which has been well-received by our customers. The powerful brand and campaigning work of MoneySavingExpert drew a record number of visitors on issues such as Brexit and PPI.
Data processing and protection ↔	The Group must appropriately process and control the data our customers share. As a leading website operator, the Group may experience operational issues which result in incorrect or incomplete data being transferred to or from partners.	OR	B C	Understanding and assessment of the data we collect from our customers and how we use it. Specialist data protection knowledge within our Risk & Compliance, Technology and Legal teams. Annual data protection training for all colleagues. Rigorous controls and monitoring of internal processes. Regular ongoing quality assurance procedures.	We continue to embed data protection and GDPR requirements including enhanced governance arrangements, embedding of Data Privacy Impact Assessments and stronger processes to respond effectively to enhanced rights of consumers. We have invested in quality assurance and testing within technology release processes and strengthened controls in respect of data mapping.
Data security and cyber risk ↔	The Group must protect itself from security breaches or successful cyber attacks which could impact our ability to operate our websites and services.	OR	B C	Rigorous monitoring and testing of the Group's systems and infrastructure. Enhancing controls to our data and systems through the implementation of our Information Security Management System ('ISMS').	With the ongoing implementation of our cyber governance framework and ISMS, our approach to data security has matured considerably and cyber risk is better understood and more effectively managed.

Risk area and trend	Description	Risk type	Strategic priority	Mitigating activities	Developments in 2019
Business transformation (Decreasing)	The Group must manage the implementation of our new strategic priorities appropriately, without our focus being disrupted. We must retain and recruit colleagues with strong industry, technology and marketing expertise.	OR SR	A B C D	Strong management structures which provide clear and straightforward responsibilities and accountabilities in the delivery of our strategic priorities. Effective governance arrangements to oversee implementation of strategic priorities. Structured approach to recruitment and retention of high quality talent, combined with learning and development activities for existing colleagues.	Embedding an innovative and inclusive culture has been a priority. Focused management of our strategic initiatives including Decision Tech acquisition, optimising the customer experience and the personalisation of customer journeys. Our strategy to relocate a significant number of technology and product roles to our new Manchester office is now complete.
Relevance to Partners (Stable)	The Group relies on its partners to access competitive products and technological integration to provide a seamless customer experience.	SR	C D	Working closely with partners to ensure high quality and appropriate products and to maximise the opportunities for partners to acquire customers in a cost-effective manner.	Strong relationships with partners enables us to access exclusive deals and offers for our customers. We have enhanced our customer insights and data analysis for partners to help them understand how they can further improve their products.
Economic conditions (Stable)	Weaknesses in the UK economy including those occurring as a result of Brexit, may lead to more challenging conditions for the Group and financial performance.	SR	A C	Maintaining a diversified business across a range of products. Regular monitoring of market conditions and environment. Focusing on maintaining control of our cost base.	The continued diversity of the Group across a portfolio of brands and channels offers the Group protection from cyclical economic changes. This year we have continued to assess the potential challenges associated with Brexit, with a focus on planning for a no-deal outcome.
Regulation (Stable)	The Group must understand and comply with existing and new regulatory requirements.	SR	A C	We maintain regular and ongoing dialogue with key regulatory bodies. Our Risk and Compliance team works across the Group to ensure it remains compliant with new and existing regulations.	We have monitored and responded to new and emerging regulatory developments. We have proactively engaged with regulators, including the FCA (in respect of the Insurance Distribution Directive and the Senior Managers & Certification Regime), Ofgem and the Competition and Markets Authority.

Risk type:

SR Strategic risk

OR Operational/conduct risk

Risk trend:

Increasing Decreasing Stable

Strategic Priority:

A Customer experience optimisation

B Leading trusted brands

C Leading provider offer

D New market growth

Sustainability overview

The Board recognises that the management of safety, wellbeing, environmental, social and ethical matters forms a key element of effective corporate governance, which in turn supports the strategy, long-term performance and sustainability of the business

At Moneysupermarket Group, we understand that our behaviour, operations, and how we treat our employees all have an impact on the environment and society. We also understand the importance of aligning our purpose and strategy with responsible corporate decision-making to create value for our employees, customers, shareholders and society in a sustainable way. Our focus is to make a positive economic, environmental and social contribution not just to the communities in which we operate, but to the UK as a whole. Our commitment to reducing our environmental impact continues to be recognised with the Group being a constituent of the FTSE4Good Index Series, which measures the performance of companies demonstrating strong Environmental, Social and Governance (ESG) practices. In addition, we have recently made a commitment to being carbon neutral by the end of 2020. Further information on our plans is detailed on pages 52 to 53.

Our commitment to sustainability underlines the responsibility we have to our stakeholders to build long-term value. To enable us to do this, we focus on the following three key ESG elements:

- Minimising environmental impact;
- Our social responsibility; and
- Robust governance and ethics.

Minimising our environmental impact

Recent years have seen important developments in the climate change agenda and growing momentum behind the drive to tackle greenhouse gas emissions. As a responsible business, we want to play our part in addressing environmental challenges, and our employees, customers and our other stakeholders expect this.

Whilst we may not be considered a major energy user, we are aware of the impact that we have and in 2019 we have been working to reduce the carbon emissions associated with our operations. This has included investing in more environmentally friendly office space, evaluating our ways of working and reducing the amount of materials we use and waste we generate. We have also begun work on our carbon neutral initiative. See page 53 for more information.

Our social responsibility

We are a responsible employer and recognise that our success is dependent upon the talent and diverse skillsets of our employees. We are committed to investing in our employees' health and wellbeing. Focus areas for 2019 included actively promoting our 'Work: Your Way' flexible working policy and creating an inclusive environment to ensure that our employees can be their true, authentic selves where everyone's voice is valued. See pages 44 to 47 for further details.

In addition to the Group's purpose of helping households save money, we want to do more to maximise the social value that we create. Through our partnership with The Prince's Trust, we strive to broaden and deepen our impact and create a lasting legacy by running a range of money management initiatives for young people.

"The culture @MSMG is very diverse and inclusive. I've never felt like an outsider"

Swapna Bakshi
Mobile Quality Assurance

I started my journey in Tech in 2011, working in India as a software tester. I moved to the UK in 2016, which was a challenge for me both personally and professionally. I now work as a mobile app tester at Moneysupermarket Group. Working as a software tester enables me to learn so many things. I've improved many of my soft skills, such as communication and working as part of a team. I believe you can always achieve your goals with the right mindset and with the right people to support you. I'm proud to work for an organisation that has helped me to achieve my goals and guide me throughout my personal and professional growth.

Robust governance and ethics

The Group recognises that driving better corporate behaviours will provide improved returns over the longer term and we are committed to operating responsibly and with high ethical standards. We encourage innovation whilst championing best practice and strong corporate ethics to ensure that the impacts of our business activities are appropriately balanced.

We are proud of our robust corporate governance and risk management processes and have a range of policies designed to ensure that we maintain best practice in all our business activities. Our policies include Cyber Security, Data Protection, Modern Slavery and Anti-Bribery, and are accompanied by an interactive training programme to ensure that these principles remain front and centre in our employees' minds. See page 61 for further details.

Engaging with our stakeholders

To achieve our purpose, deliver our strategy and operate our business in a way that is sustainable, we need to build strong relationships with all of our stakeholders.

We engage with our stakeholders in diverse ways to understand their views and priorities so that these can be taken into account in our decision-making. Read about how stakeholder views are communicated to and taken into account by the Board on page 72.

s.172 statement

The Directors of Moneysupermarket.com Group plc – and those of all UK companies – must act in accordance with a set of general duties. These duties are detailed in the Companies Act 2006 and include a duty to promote the success of the Company.

An explanation of how the Board performed its duties under s.172 of the Act is detailed on page 72 of the Corporate Governance Report. Further information on how we engage with our stakeholders is provided in the table below.

Stakeholder	Why it is important to engage	Stakeholders' key interests	How we engage
Our people	Employee engagement is critical to our success. We work to create a diverse and inclusive workplace where employees can reach their full potential. Engaging with our employees ensures we can retain and develop the best talent.	• Reputation • Reward • Career opportunities • Employee engagement • Training and development • Wellbeing • Health and safety	• Our mechanisms for engaging with employees and providing opportunities for them to meet with Executive and Non-Executive Directors include: — Quarterly informal employee breakfasts — Regular Q&A sessions — Monthly CEO floor briefs, which are available on demand — Reinvent strategy roadshows to update employees on our strategic focus and future plans. • We have a designated NED Employee Champion, Sarah Warby, who has Board responsibility for championing the interests of employees by bringing their views to the boardroom, and an employee-led Group Employee Forum to feedback the needs, views and concerns of employees to the designated NED employee champion. • We conduct a bi-annual employee engagement survey, the results of which are reported to the Board. • We have active employee resource groups (ERG's) for mental health and inclusion of underrepresented groups to provide us with a body we can engage with to help ensure our people can thrive. Our ERG's have executive sponsors and regular contact with our designated NED employee champion. • We have an independent whistleblowing helpline to allow all staff to raise concerns confidentially.
Customers and Users	Understanding the needs of our customers allows us to provide relevant products and services where customers can make meaningful savings, in order to differentiate us from our competitors.	• Product and services performance and efficiency • Competitiveness and value • Compliance and data protection • Range of products and services • Ease of use and convenience	• We undertake customer research including focus groups and surveys, with key insights shared with the Board and used to inform our strategy. • Our Board members listen to calls from customers on an annual basis to gain insight, and receive reports on our customer related KPIs. • Our MSE Forum has over 1.8 million members. • Our user experience researchers have worked with RNIB to understand the customer experience of our blind and visually impaired customers.
Shareholders	Access to capital is vital to the long-term performance of our business. We ensure that we provide fair, balanced and understandable information to shareholders and investment analysts and work to ensure that they have a strong understanding of our strategy, performance, culture and ambition.	• Financial performance and economic impact • Governance and transparency • Operating and financial information • Confidence in the Company's leadership • Dividend growth/Return on investment	• Our Directors and senior management engage with shareholders through regular updates, meetings and our AGM, at which shareholders can hear about our performance and put questions to the Board of Directors. Feedback is gathered from key investors at results roadshows and investor conferences, and tabled to the Board. • The investor relations section of our corporate website provides investor information and presentations, alongside other information reported to the market via the regulatory news service. • Analyst reports are provided to the Board, via our Board portal.

Stakeholder	Why it is important to engage	Stakeholders' key interests	How we engage
Suppliers	Our suppliers are critical to our performance. We engage with our suppliers to build trusting relationships from which we can mutually benefit and to ensure that they are performing to our standards and conducting business to our expectations.	• Cost-efficiency • Long-term relationships • Responsible procurement, trust and ethics • Technological advances, including digital solutions • Payment practices	• We have a rigorous onboarding process to drive responsible procurement practices forward. This includes the General Data Protection Regulation (GDPR) and information security, Modern Slavery, Anti-Bribery and environmental impact. • We engage our suppliers in a variety of ways including tender processes and more informal meetings and dialogue. These interactions cover a broad range of topics such as cost efficiencies and ways of working. • Our 360 feedback programme with certain key suppliers provides insight into the supplier experience and ensures continual improvement. We plan to roll out the programme more broadly across our supplier base in 2020. • Our top tier suppliers are overseen and performance-managed by a third-party management programme. • We monitor the diversity of our supply chain to gain a better understanding of how minority groups are represented across our supply chain. • In line with the BEIS response to their consultation document, 'Creating a Responsible Payment Culture', we report on our payments to suppliers.
Providers	We engage with our providers to build strong relationships and work collaboratively to identify opportunities to help our customers including new and market-leading exclusive products.	• Long-term relationships • Trust and ethics • Efficient customer acquisition • Value creation	• Our Provider team of over 50 dedicated employees focuses on managing the relationships with our 500+ providers across 25 product types. • We work collaboratively with our top two tiers of providers to agree joint business plans, a highly successful initiative that has increased engagement and had a positive impact on our trading. For example, our strong provider engagement and robust forward planning enabled us to offer an exclusive energy tariff every day of the year through November. • We proactively engage with our providers to seek feedback on how we can improve the quality of relationships such that they are not simply transactional. • We have invested to enhance our provision of performance data to our insurance providers, and will launch a new version of our market IQ portal in 2020 to give insurers sophisticated pricing insight. • We recognise that we have more to do to engage at senior level in our Money vertical, where trading has been tougher and we are working to address this with the arrival of our new Commercial Director. • Our proactive provider engagement has enabled us to retain our price leadership in motor and home insurance with a 45% reduction in spend on CPA discounts.
Communities/ Charities	We are committed to building positive relationships with the communities in which we operate. We support communities and groups local to our offices and consider the environmental and social impacts of our operations.	• Local operational impact • Health and safety and environmental performance • Long term partnership and strategic alignment	• We support charities local to our offices and beyond with fundraising and volunteering initiatives. • As part of our partnership with The Prince's Trust, we have held employee workshops, interview coaching and money management workshops. • Our work with local schools has included offering experience days to encourage women into the tech sector. • We strive to reduce our environmental impact and have committed to being carbon neutral by the end of 2020.
Regulators and Government	Open communication and dialogue help to create understanding of our business, strategy and culture and ensures regulatory and legislative compliance.	• Openness and transparency • Proactive and compliant with new regulation and legislation • Treating customers fairly • Impact on the environment	• We maintain regular and ongoing dialogue with key regulatory bodies, including the FCA, ICO, OFGEM, OFCOM and CMA; and our Risk and Compliance team works across the Group to ensure it remains compliant with new and existing regulation. • We have monitored new and emerging regulatory developments, including the Senior Managers and Certification Regime and engaged with the FCA to ensure that we remain compliant. • We continue to comply with our duties under the GDPR regime.

Creating a great place to work: our people and culture

Our people are the engine of our success, and are both the creators and caretakers of our culture

> *Career Cabins are a fantastic way to get colleagues to think about their job, their future, how they're going to get there and to have constructive and meaningful conversations with managers"*

Moneysupermarket Group aspires to be recognised as a great place to work. We are committed to prioritising the health and wellbeing of our people and ensuring employees are valued equally. We strive to attract and nurture diverse talent through investment in training and development and engaging openly with employees, listening to their views on the issues that matter to them.

We actively encourage employee involvement and consultation. As outlined on pages 58 to 59, there is considerable emphasis on keeping our employees informed of the Group's activities via formal and informal business performance updates, the Group's regular employee newsletter, and the circulation to employees of relevant information including corporate announcements. Following the appointment of Sarah Warby as Non-Executive Director Employee Champion, we introduced a programme of Board Q&A sessions and informal breakfast meetings to provide the opportunity for employees to ask questions directly of Non-Executive Directors.

We also want our employees to share in the success of our business. Our Employee Share Incentive Plan and Sharesave Scheme give employees the opportunity to purchase ordinary shares in the company, helping to encourage employee interest in the performance of the Group and alignment with shareholder interests. The Group's full range of benefits reflects the differing needs and interests of our employees, with a particular focus given to supporting their health and wellbeing.

Our flexible benefits provider offers an easy way for employees to access a range of benefits, including the opportunity to buy or sell holiday days, medical cover, gym memberships, as well as discounts on products and services. We also offer employees a variety of social and wellbeing activities. Annual social events include the football tournament and summer and Christmas parties. We also provide a free comprehensive employee assistance programme, LifeWorks, for guidance and support on a range of personal and professional matters.

Learning and development

We seek to foster a culture of learning and growth for everyone, giving employees the skills, knowledge and experiences to flourish as well as to support sustainable business growth. In 2019 we invested £750,000 in employee training, offering a broad and varied approach to personal and professional development, encouraging employees to explore what suits them best. Options include our Freedom Pot, offering an individual stipend per person to invest in their development, our Career Cabin programme of development around five key skills, professional training, skillshots and digital learning resources, as well as informal 'brown bag' meetings and panel events.

Our flagship 'Cultivate Your Career' programme aims to equip our employees to succeed to the next stages of their careers. Launched in 2018, the programme has received positive feedback and generated successful outcomes, with greater movement of people across functions during the year. During 2019, 357 employees attended sessions focusing on their values, strengths, network, confidence and future possibilities.

Every year we help employees by fully funding professional qualifications, including CIMA, AAT and CICM.

We have partnered with The University of Exeter to enable a small cohort of our Data team to study for an MSc in Data Science, an innovative course designed for professionals wishing to study alongside work.

Monitoring and assessing culture

Having the right culture means our employees are highly engaged in delivering for our customers and users. The Group is committed to cultivating an inclusive and collaborative environment that leads to the best possible results. Twice a year we run an employee engagement survey which asks a variety of questions about culture and employee experience, including leadership, innovation, collaboration, career development, diversity and inclusion, and the ability to get things done. The results of the surveys are shared with the Board which facilitates visibility and discussion on our culture. Key themes and improvement actions are then communicated to employees via the monthly CEO floor briefs and the annual Reinvent strategy roadshows. Suggestions that we implemented during the year included greater investment in enabling career development and upgrading IT equipment.

78% of our total workforce participated in our October 2019 engagement survey. Overall engagement remains positive, with 83% of colleagues saying they would recommend us as a great place to work, and 86% feeling they are able to actively manage and balance their own work and time. There were also areas to improve which we will be focusing on in 2020, such as management development, innovation and getting things done.

87%
of employees believe that their manager creates an environment where they can be themselves at work

83%
of employees would recommend Moneysupermarket Group as a great place to work

86%
of employees stated that they are able to actively manage and balance their own work and time

Source: October 2019 Employee Engagement survey

Our culture

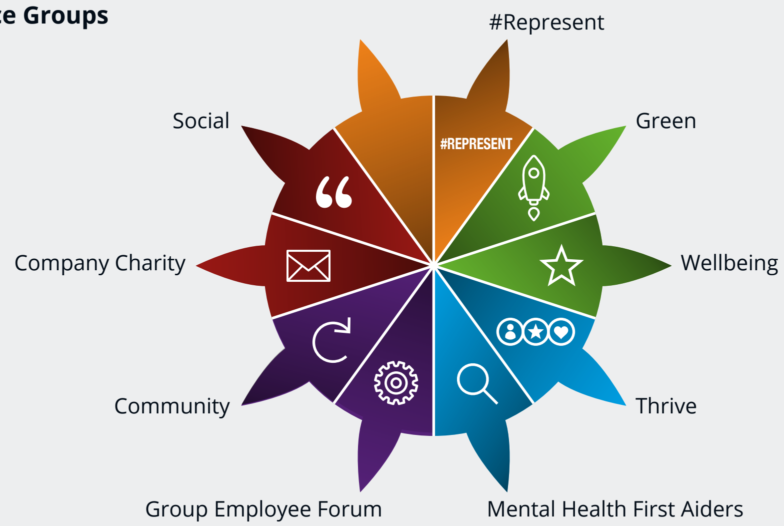
Our commitment to transforming our culture to be more inclusive and innovative has been a key element of our Reinvent strategy and supports our purpose of helping households save money.

We recognise that an inclusive environment, where employees can be their true, authentic selves and everyone's voice is valued, regardless of their seniority, background or tenure, fosters better creativity and innovation and helps us thrive, both as individuals and as a team.

In 2019 we also built on our commitment to supporting parents at work by introducing the Parental Leave Toolkit, online coaching support for parents and their line managers. It features checklists, top tip videos, interactive coaching tools and articles, and is relevant to new and prospective mothers, fathers, same sex partners, adoptive parents and anyone taking Shared Parental Leave.

Our Employee Resource Groups ('ERGs') have been an effective means of creating a more inclusive culture. Approximately 10% of employees have been directly involved in one of our nine ERGs, which work on a range of issues, from equal workforce representation, mental health, physical wellbeing and employee voice to social, community, charitable and eco-friendly contributions. Thanks to the ERGs, colleagues benefited from awareness and educational events in relation to topics including mental health, Pride, Black History Month, as well as diverse social and wellbeing activities that bring employees together and celebrate our differences.

Employee Resource Groups



Our behaviours

To reflect our culture we have articulated our Moneysupermarket Group behaviours – everyday standards we believe in, value and expect of each other, irrespective of role. Continually challenging ourselves to apply these behaviours every day is critical to ensure there are no barriers to performance, and differences between employees are seen as a source of strength that we draw upon to fulfil our purpose of helping households save money.

In 2020 we aim to fully embed the behaviours in our processes and ways of working across talent acquisition, onboarding, performance management and career development.

> *There's something really special about the power of an inclusive environment in driving innovation and business success"*
>
> **Caoimhe Keogan**
> Chief People Officer

Dedicated 'space to innovate', regular 'hackathons' and our Reinvent Awards are some of the ways in which we encourage employees to experiment with new and better ways to deliver for our customers and users.

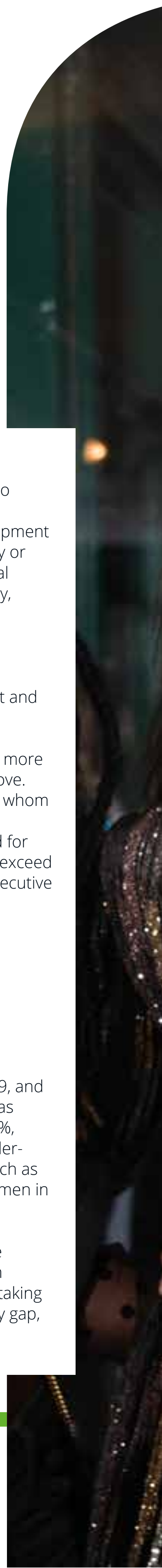
In May 2019 we ran a Month of Monumental Thinking, with almost 200 employees attending Innovation Beehive, Innovating User Experience or Coaching Circle workshops.

We also introduced Microsoft Teams, a chat-based workspace, to bring colleagues, conversations and content together in one place to facilitate collaboration. With over 315 Teams created, this has quickly become a go-to tool for keeping information and communication flowing.

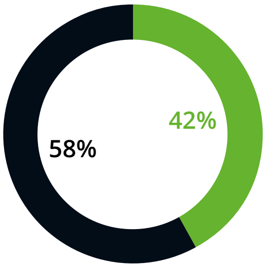
Be yourself. Be brilliant together. Belong.

In 2019, several of our inclusion initiatives were recognised externally:

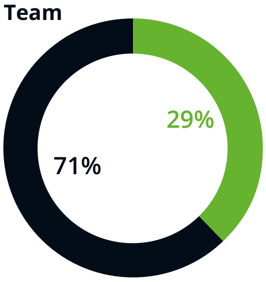
- We were ranked at number 36 on The Inclusive Companies list;
- Thrive, our mental health ERG, won best new workplace approach in the 'This Can Happen' Awards;
- Work: Your Way, our new approach to flexible working, featured in Forbes as an example of an innovative approach to flexible working in financial services;
- We were ranked number five of 400 UK companies in the 2019 MyFamilyCare Parental Leave Benchmark;
- We were highly commended in the 2019 Business Culture Awards;
- Finalist in the Inclusive Tech Alliance awards; and
- Our Glassdoor ranking reached 4 out of 5, based on almost 80 anonymous reviews.



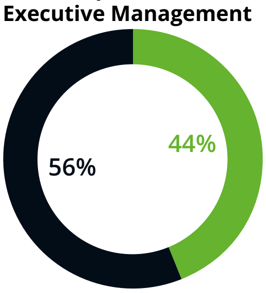
Employees



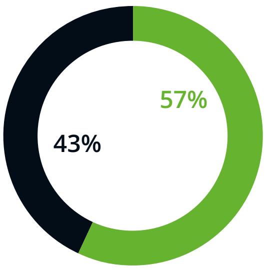
Executive Management Team



Direct reports of Executive Management



Board of Directors



Female Male

Our mean (average) gender pay gap is

18.5%

This is a 4.3% point improvement on 2018.

Diversity

The Group is committed to equal opportunities, and seeks to ensure that employees feel welcome, included, valued and recognised, and have fair and equal access to career development opportunities. No employee is discriminated against, directly or indirectly, on the grounds of colour, race, ethnic and national origins, sexual orientation or gender, marital status, disability, religion or belief, being part-time or on the grounds of age.

We strive to have a workforce that is representative of our customers and users. This aspiration includes all aspects of diversity, beyond demographics, such as diversity of thought and background, which are more difficult to capture.

As a result of some of the actions we have taken to create a more inclusive workplace, our gender diversity continued to improve. The average number of employees during 2019 was 776, of whom 329 were female and 447 male. The number of women in executive management rose to 29%, and women accounted for 44% of their direct reports. This means that we continue to exceed the Hampton-Alexander target of 33% for women on the Executive and amongst their direct reports.

Gender Pay gap

We published our gender pay gap report in September 2019, and were pleased to note that since 2017 our gender pay gap has reduced by 16.6% points. Our mean gender pay gap is 18.5%, while the median pay gap is 18.6%. The gap arises from under-representation of women in certain highly paid functions such as technology and data, as well as under-representation of women in leadership roles.

Whilst our long-term goal is to close our gender pay gap, we recognise that there is no quick fix and continue to focus on maintaining momentum towards positive progress. We are taking a number of actions to continue to minimise our gender pay gap, as outlined in the report on our corporate website at http://corporate.moneysupermarket.com.

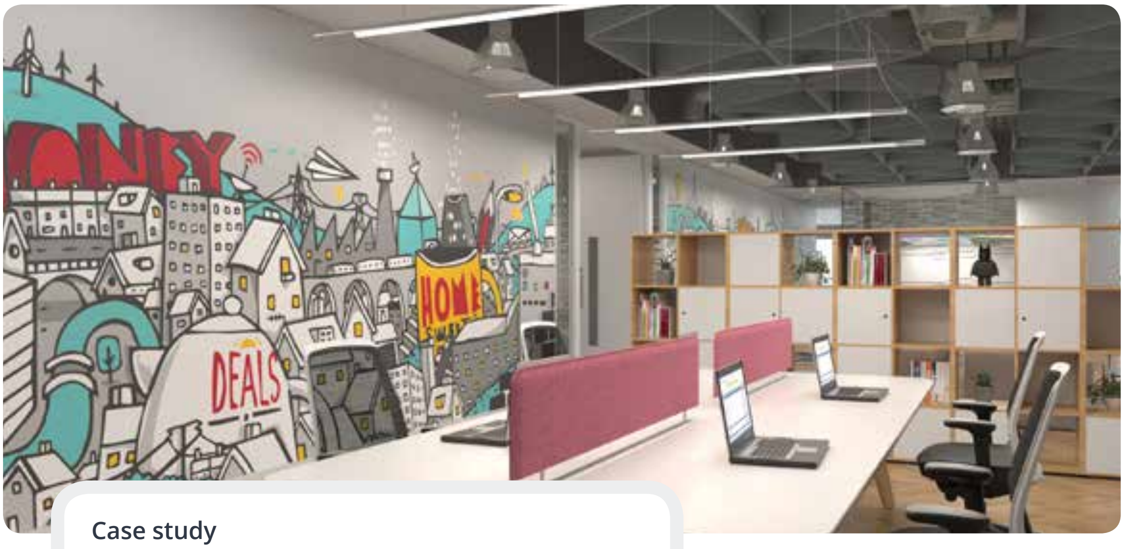
Minimising our environmental impact

We strive to reduce our environmental impact and have committed to being carbon neutral by the end of 2020 and considering environmental and sustainability issues in all aspects of our operations and business activities

Key initiatives in 2019

During 2019 we continued to develop and drive environmental innovations across the Group. We have proactive Green Teams in each of our three locations which devise and implement local energy-saving and waste-reduction initiatives, including:

- Installation of sparkling water Zip taps in our London and Manchester offices, resulting in significant reduction of single-use plastic bottles;
- Use of passive infrared sensors (PIRs) to control the lighting in our offices;
- Use of secure pull-printing and e-invoicing to reduce paper consumption;
- Reduction of single-use cardboard boxes and cutlery to zero during lunch service in our Ewloe staff restaurant;
- Donation of excess food from our Ewloe staff restaurant to a local charity;
- Introduction of a loyalty scheme to reward the use of reusable cups in our on-site coffee bar in Ewloe, resulting in the reduction of disposable cup use;
- Provision of a charging bay for electric cars in our Ewloe site;
- Use of video-conferencing facilities in all of our offices to reduce our business travel ;
- Recycling of waste oil from our on-site catering into useful products such as biofuels; and
- Creation of an employee-led ideas channel to engage with our employees and generate new energy-saving and waste-reduction ideas.



Case study

No. 1 Spinningfields

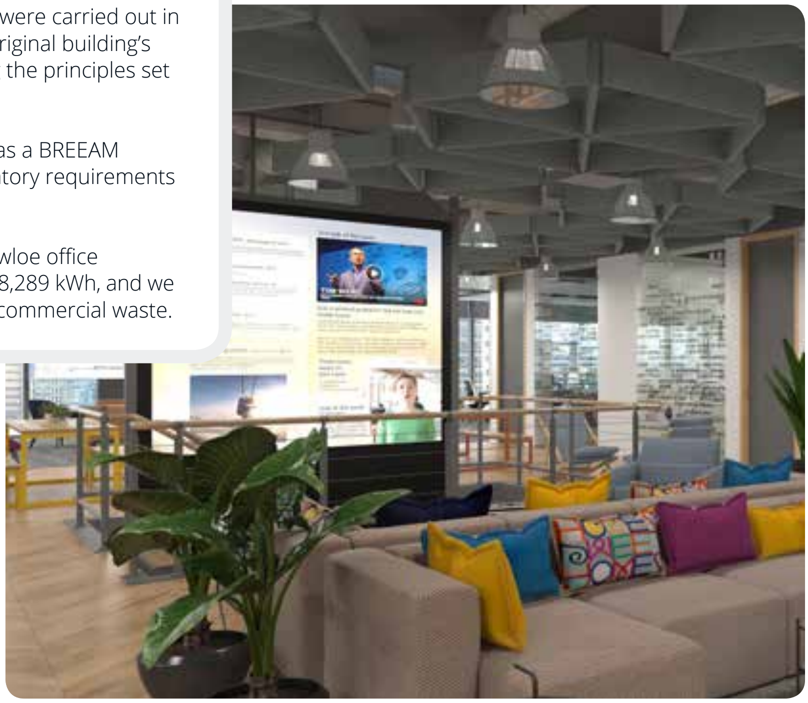
In September 2019 we moved into our new tech hub in No.1 Spinningfields, Manchester. We worked closely with our building developer and are proud to have achieved a Building Research Establishment Environmental Assessment Method ('BREEAM') rating of 'Excellent' for our new offices. The environmental credentials of the building were a key consideration for our selection of the premises and No.1 Spinningfields has a low-base building energy design through elements such as low-energy automatic daylight dimming lighting systems, low-energy lifts, a highly efficient chiller plant and high-performance triple-glazed building facades.

We worked with our Green Teams to ensure that our fit-out specification for the new offices was fully aligned with the BREEAM 'Excellent' rating, which included the installation of perimeter solar-control blinds and sub metering of all floor plate electrical loads. Working with our developers, we were able to push plant efficiency further still, with the installation of air source heat pumps for low-carbon heating and cooling to the individual offices.

We are delighted that all these works were carried out in a manner that is sympathetic to the original building's environmental credentials, continuing the principles set out in construction.

In addition, our London offices also has a BREEAM excellence rating for exceeding regulatory requirements regarding sustainability.

During 2019 the solar panels in our Ewloe office generated energy savings of approx. 38,289 kWh, and we recycled an estimated 98.45% of our commercial waste.

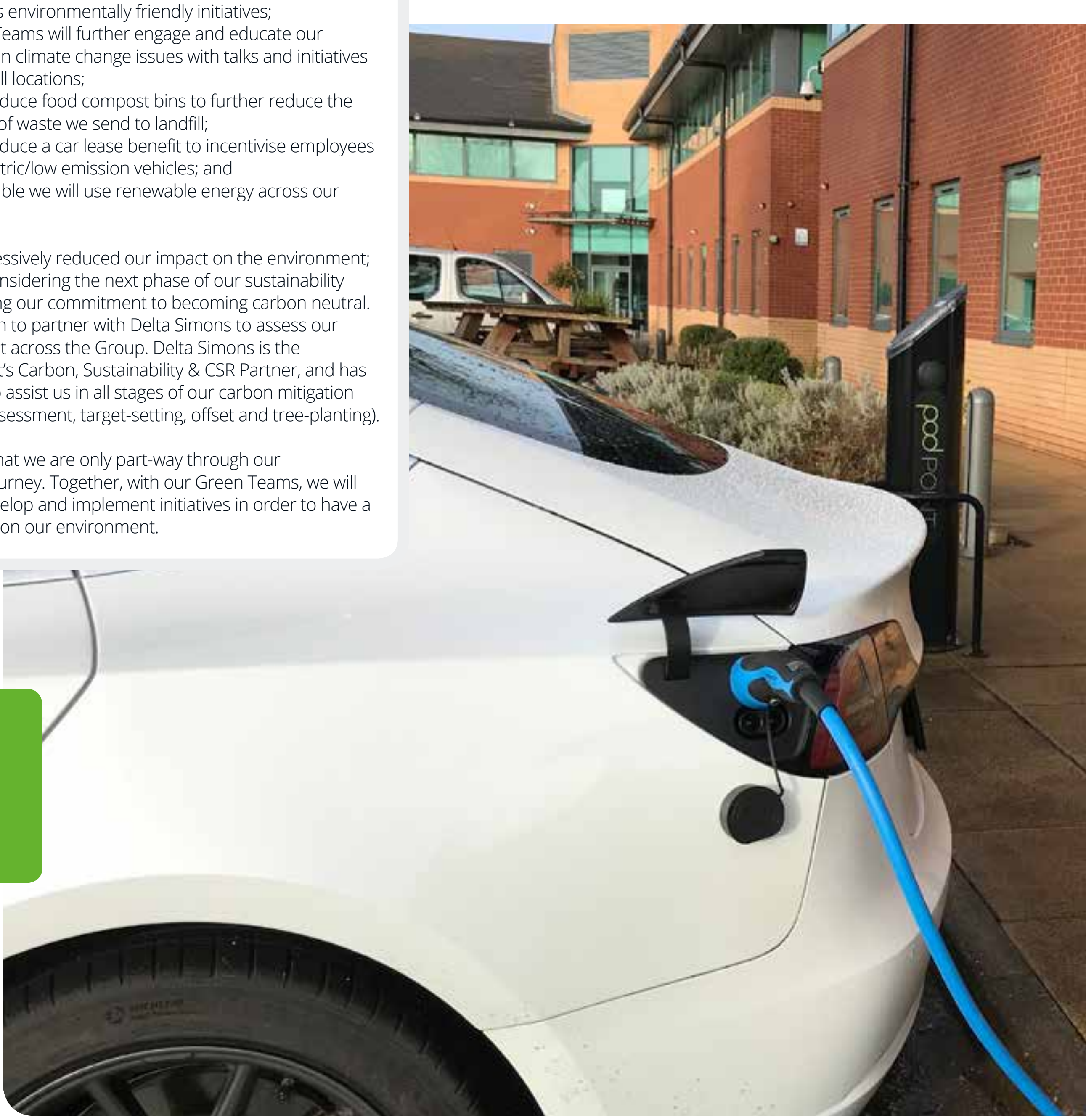


Our aims for 2020

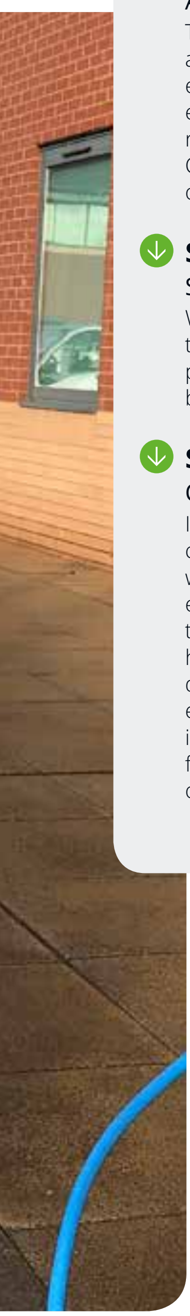
- Being carbon neutral by the end of 2020;
- We will ensure that the refurbishment of our Ewloe office incorporates environmentally friendly initiatives;
- Our Green Teams will further engage and educate our colleagues on climate change issues with talks and initiatives run across all locations;
- We will introduce food compost bins to further reduce the percentage of waste we send to landfill;
- We will introduce a car lease benefit to incentivise employees to lease electric/low emission vehicles; and
- Where possible we will use renewable energy across our sites.

We have progressively reduced our impact on the environment; and are now considering the next phase of our sustainability journey including our commitment to becoming carbon neutral. We have chosen to partner with Delta Simons to assess our carbon footprint across the Group. Delta Simons is the Woodland Trust's Carbon, Sustainability & CSR Partner, and has the capability to assist us in all stages of our carbon mitigation programme (assessment, target-setting, offset and tree-planting).

We recognise that we are only part-way through our sustainability journey. Together, with our Green Teams, we will continue to develop and implement initiatives in order to have a positive impact on our environment.



Green initiative
Electric vehicle charging at our Ewloe office



How are we going to become carbon neutral?

Step 1

Assess our carbon footprint

This will involve compiling data on our energy usage such as our direct emissions (e.g. air conditioning top-ups), electricity and gas usage, and air and rail travel. The external assessor will evaluate this data and produce a report in accordance with the UK Streamlined Energy and Carbon Reporting (SECR) requirements[1] which will detail our total emissions (in tonnes).

Step 2

Set targets and devise initiatives

We will set specific targets and continue to identify ways to reduce our carbon footprint, including energy-efficiency programmes, waste reduction initiatives and changes to business travel.

Step 3

Offset remaining emissions

Inevitably it will not be possible to eliminate our emissions completely, or in our desired timeframe, so we will work with the external provider to offset our remaining emissions via global verified carbon offsets (as defined by the United Nations and the Kyoto Protocol) such as hydro-electric power, wind turbines and preventing deforestation of the Amazon. This will reduce our emissions to net zero, making us carbon neutral. As our initiatives start to deliver quantifiable benefits, our carbon footprint will reduce so the amount that we will have to offset via this route is anticipated to decrease year-on-year.

Greenhouse gas ('GHG') emissions

This section includes our mandatory reporting of greenhouse gas emissions pursuant to the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013. The methodology used to calculate our emissions is based on the GHG Protocol Corporate Standard. Emissions reported correspond with our financial year.

We have included emissions from both our owned and leased assets for which we are responsible. Emissions are predominantly from gas combustion and electricity use at our offices and data centres.

We have reported on all material emission sources which we deem ourselves to be responsible for. Emission factors are from UK government conversion factor guidance for the year reported.

In order to express our annual emissions in relation to a quantifiable factor associated with our activities, we have used revenue as our intensity ratio as this is a relevant indication of our growth and is aligned with our business strategy.

Greenhouse gas (GHG) emissions Tonnes of CO_2e

	Tonnes of CO_2e	
Emissions from:	**2019**	2018
Combustion of fuel and operation of facilities	**29.38**	25.1
Electricity, heat, steam and cooling purchased for own use	**423.55**	547.3
Company's chosen intensity measurement tonnes of CO_2e per £m revenue	**1.16**	1.61

Beyond Carbon Neutral

To ensure that we not only reduce our negative impact but also have a long-lasting and positive impact on the environment, under an initiative proposed by our Green Teams, we will be mitigating an additional 50% of our carbon footprint by planting new trees in the UK via the Woodland Trust. As well as providing us with a tangible view of our impact (as we will know how many trees are planted on our behalf, and can therefore calculate the equivalent tonnage of CO_2 they will absorb) this will also provide an opportunity for some of our employees to participate in tree-planting.

[1] as outlined in The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

Contributing to our communities

Being an active contributor to our chosen charities and the communities in which we operate is a core part of our ethos

We are proud to have supported diverse causes with our fundraising and volunteering initiatives. In addition to a full programme of fundraising activities, we encourage all employees to work with the charities and communities that they support or to help those in need by using paid volunteering time.

Prince's Trust charity partnership

In January 2019, we entered a three-year partnership with The Prince's Trust, which helps young people aged 11 to 30 get into jobs, education and training. Over the year our employees raised almost £73,000 from fundraising activities including the Future Steps initiative, climbing Ben Nevis and four volcanos in Ecuador, taking part in the Royal Parks Half Marathon and Palace to Palace bike ride, as well as football and golf tournaments, sweepstakes, raffles and bake sales. The Group also donated just under £42,000 in matched donations, bringing the total donated to The Prince's Trust during the year to £123,392 (including Gift Aid).

Through the Group's volunteering scheme, 62 employees volunteered their time with The Prince's Trust, with activities spanning hosting young people at 'World of Work' days in our London and Manchester offices, and holding employability workshops and interview coaching at The Prince's Trust 'Get Hired' days.

Our first year of fundraising and volunteering has been recognised with a nomination at The Prince's Trust 2019 Partnership Awards.

Partnership
Our employees nominated The Prince's Trust to be our chosen charity partner for 2019 - 2021

Fundraising
Our team completed the Tough Mudder challenge to raise money for The Prince's Trust

Community initiative
Launched in 2008, our .community initiative focuses on supporting charities and community groups local to our offices in Ewloe, Manchester and London.

In 2019 we made £24,000 available for the .community initiative, with funding channelled through the Charities Aid Foundation to allow the Group to make gross donations to registered charities. Donations are allocated to good causes by a volunteer group of employees, and have helped fund items such as school sports kits, playground fixtures, accessible equipment and much needed repairs. We helped over 30 charities and community groups including:

- Penyffordd Mother and Toddler Group
- Flintshire Foodbank
- Hawarden Cricket Club
- Chester Autism Practical Support
- North Wales Crusaders
- The Countess Charity/Memory Lane Project
- Saltney Ferry Scouts
- Broughton Pre-School Playgroup
- Dangerpoint
- Friends of St Lukes

MSE charity
MoneySavingExpert continued to donate to The MSE Charity, which gives grants of up to £7.5k to UK not-for-profit grassroots groups that provide education, information and support to help people learn how to manage their money better. In 2019 MoneySavingExpert donated £60k to the charity which gave grants to 17 groups in two themed grant-rounds: 'Raising the Next Generation' in April 2019, and the 'Life Changing Transitions' in November. Further information is available at www.msecharity.com.

Community
We work proactively to break gender stereotypes, inspire more young women into tech and tackle the widening skills shortage through our ongoing partnerships with Manchester Digital, Whalley Range girls' school and Radclyffe School to raise awareness of the variety of roles available.

Work experience and placements are offered to a number of students. We strive to make work placements positive, challenging and relevant to participants' current studies and future job prospects.

In 2019, we sponsored a Skills Festival and an Ada Lovelace experience day and also contributed to Code Nation's 'Creating Employable Talent' event in September, with employees sharing tips to help guide junior developers through their career paths.

Careers
We work proactively to encourage more young women to go into careers in tech

Supporting all our customers

Helping households save money includes understanding and serving the needs of diverse and vulnerable customers and users

Accessibility
We are working to ensure that our products are inclusive to under-served and vulnerable users.

As part of our Group-wide agenda on diversity and inclusion, our Product team has been focusing on vulnerable customers to see how we can make our sites and apps more accessible to these individuals and how we can improve their experience.

To do this, we have broadened the demographic that we use for our customer-experience testing to include:
- Customers over 70; and
- Visually impaired and blind people, in association with the Royal National Institute of Blind People ('RNIB'), who have been instrumental in helping us to understand the challenges they face in accessing our services.

To help us understand the needs of our older customers, we ran two customer-experience workshops with people over 70 who were interested in using price comparison sites. The goal was to understand their motivation for using price comparison tools and see how they interacted with our energy and home insurance sites and apps, when using a desktop PC, tablet and mobile phone. These sessions enabled us both to understand the usability of our technology for this group and to gain a greater insight into their needs.

To understand customer experience of blind and visually impaired users, we worked closely with the RNIB to conduct two workshops in Peterborough and London. The objective was to learn more about the experience of our blind customers accessing the sites via screen reader software and that of visually impaired users who accessed our sites using screen magnification software.

Following these sessions, we further engaged the RNIB to provide training sessions for our Product, Tech and Marketing teams to educate our employees about accessibility guidelines. These training sessions enabled our employees to gain first-hand experience of using accessibility apps and provided the opportunity for them to experience different eye conditions through the use of adapted glasses. By increasing awareness of the issues experienced by this section of our customer base, we can work towards incorporating these learnings from this research throughout the Group and across our trusted brands.

We look forward to continuing our work in this area to ensure that our purpose of helping households save money is inclusive of a diverse group of under-served and vulnerable customers and users. We look to broaden our exploration into this area in 2020 to understand how we can improve the experience for customers with financial anxiety, mental health and depression, and those with reduced mobility, motor and dexterity skills.

Strategic Report

Governance

Financial Statements

A few words from our NED Employee Champion Sarah Warby

Sarah Warby
NED Employee Champion

A key role of the Board is to ensure that a healthy culture is in place to support the Group's strategy and drive long-term, sustainable value for our shareholders

We work with senior management to foster an inclusive, innovative culture, a workplace in which all colleagues can thrive, and an environment in which the views of our employees are taken into account in our decision-making processes.

I had the privilege of being appointed the Group's NED Employee Champion in September 2018. It has been a rewarding experience, and I have very much enjoyed getting to know our employees, understanding their perspectives and opinions. I have valued the support and collaboration of our Chief People Officer and our Diversity and Inclusion Lead - together we have introduced new and effective ways of engaging with our employees and bringing the employee voice to the boardroom.

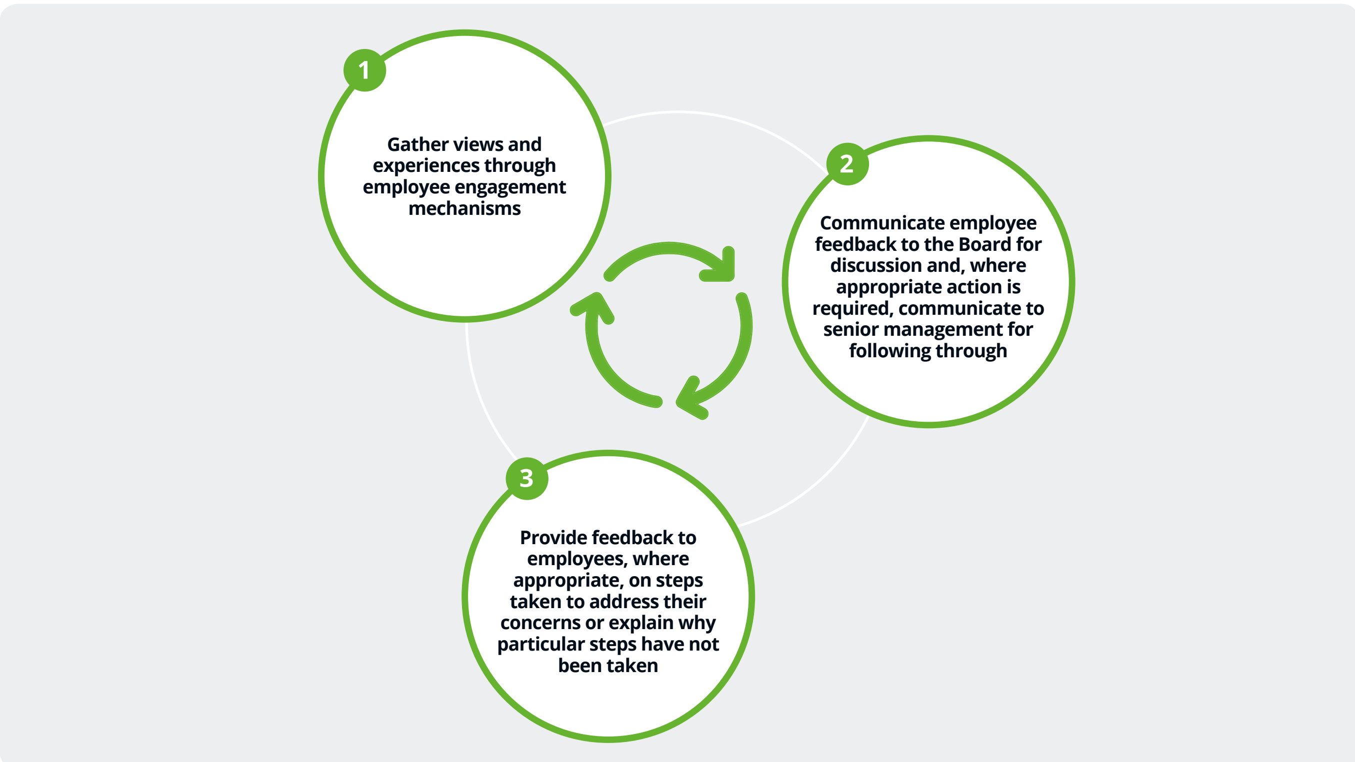
As outlined on page 42, the Group and the Board engage with employees in multiple ways on an on-going basis, and feedback from these channels is provided to the Board at every meeting as part of the Employee Voice Update rolling agenda item. Topics covered during the year included: the positive impact of our North West strategy and the new Manchester office; ways of working across teams; flexible working; the impact of the Reinvent strategy in different functions and teams; mental health; sustainability; pressure; and innovation.

How are we making this happen?

- **We have nine Employee Resource Groups ('ERGs')** that meet individually during the year to talk about a range of topics that matter to them, from climate change (the Green Teams) to mental health (Thrive). These groups are run by volunteers - colleagues who feel strongly about the topic and supported by the HR function, and in particular the Diversity & Inclusion Lead. The groups have direct contact with me - twice a year on a formal basis, and informally whenever relevant. The outcomes and key actions resulting from those meetings are reported back to the Board for review;
- **Regular breakfast sessions** at each office with non-executive directors and employees from all levels of the business, with some sessions comprising an informal open dialogue and others with specific topics to stimulate discussion. Feedback on these discussions is captured and discussed by the Board;
- **Q&A sessions** at each office providing employees with the opportunity to hear from and ask questions of our NEDs;
- **Bi-annual employee engagement survey**, the results of which are discussed with the Board by the Chief People Officer and Executive management;
- **Bi-annual presentations** to the Board from the Chief People Officer on key matters relating to people, including diversity, talent and engagement;
- **Monthly floor briefs** from our CEO held simultaneously screened across each office providing information on strategic and performance of the business as well as people/culture initiatives and local projects. These briefs are also video recorded and uploaded onto the employee intranet for viewing at any time – this offers an opportunity for all employees to ask questions and to be kept informed about what's happening around them;
- **'Employee Voice Update'** is a rolling agenda item for every Board meeting, ensuring that employee engagement remains a key focus;
- Directors receive **showcase presentations** on current initiatives being led by various colleagues in Ewloe and Manchester;
- A **roadshow** hosted by the CEO was held in December across all three offices. This included breakout sessions with other members of the executive team, providing an opportunity for employees to interact with the executive team and understand more about our strategic priorities; and
- **Email updates** to all staff from our CEO providing commentary on trading results, announcements and recent performance.

The formal role of NED Employee Champion is in its first year, and I am pleased to say that we are seeing results already. As we build our contact time with colleagues from all over the Group, we are hearing the employee voice more in our Board discussions. Not simply as an agenda item, but also as a consideration in the business discussions of the day. In future, we will also provide feedback to employees, where appropriate, on steps taken to address their concerns or explain why steps have not been taken.

Employee voice Journey wheel



Non-Financial Information Statement

We comply with the Non-Financial Reporting requirements contained in sections 414CA and 414CB of the Companies Act 2006. The below table outlines our position on non-financial matters and provides signposts to where these issues are addressed in the report

Reporting requirement		Policies and Procedures
Environmental	→ See pages 50 to 53 of report	→ Environmental Policy
Employees	→ See pages 44 to 48 of report	→ Code of conduct → Equal Opportunities and Diversity Policy → Flexible Working – 'Work Your Way' Policy → Group Employee Handbook → Health and Safety Policy Statement
Human Rights	→ See pages 43 and 61 of report	→ Anti-Slavery and Human Trafficking Policy → Code of Conduct
Social Matters	→ See pages 54 to 55 of report	→ Anti-Slavery and Human Trafficking Policy → Volunteering Guide (Time-Off Policy)
Anti-Corruption and Bribery	→ See page 61 of report	→ Anti-Bribery Policy → Competition Law Policy → Conflicts of Interest Policy → Hospitality and Gifts Policy → How to Buy Guidelines
Principal Risks and impact on the Business	→ See pages 38 to 39 of report	
Description of Business Model	→ See pages 14 to 15 of report	

People

At Moneysupermarket Group, we understand that our behaviour, operations and how we treat our employees all have an impact on the environment and society. We recognise the importance of health and safety and the positive benefits to the Group. The Group has a health and safety policy which is communicated to all employees through a health and safety handbook, which is regularly reviewed and updated.

Behaving ethically is an essential part of working for our Group, fundamental to how we do business and vitally important to the reputation and success of our Group. Our Code of Conduct applies to all employees and sets out our commitment to:

- behave ethically;
- comply with relevant laws and regulations; and
- do the right thing.

Human Rights

Our Code of Conduct also confirms that we respect and uphold internationally proclaimed human rights principles as specified in the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work ('ILO Convention') and the United Nations' Universal Declaration of Human Rights. In addition we have an Anti-Slavery and Human Trafficking Policy for suppliers and a separate one for employees. Training is provided to all employees on issues of modern slavery in conjunction with the Code of Conduct e-learning module. We have a zero-tolerance approach to modern slavery, are committed to acting ethically and with integrity in all our business dealings and relationships, and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains. We publish our Modern Slavery Act Transparency Statement annually and this, together with previous statements, can be viewed on our website at http://corporate.moneysupermarket.com.

Anti-Corruption and Anti-Bribery

We also have Anti-Bribery and Corruption, Competition law and Whistleblowing Policies that incorporate the Group's key principles and standards, governing business conduct towards our key stakeholder groups.

We believe we should treat all of these groups with honesty and integrity. Our Anti-Bribery Policy is supported by clear guidelines and processes for giving and accepting gifts and hospitality from third parties.

Whistleblowing

Our Whistleblowing Policy is supported by an external, confidential reporting hotline which enables employees of the Group to raise concerns in confidence. Any reported issues will be reported to the Audit Committee and, where appropriate, remedial actions taken.

Tax Policy

Our Group is guided by our purpose to help households save money. We believe that our business makes a valuable contribution to UK society and we are proud to have helped 13.1m active users to save an estimated £2.0bn on their households bills in 2019, by finding a better deal on their energy, insurance and banking products.

Alongside this, we want to make our contributions to the communities that our customers live in by paying the right amount of tax, at the right time. In 2019, we paid £22.1m in corporation tax and over £37m in other taxes (including VAT and employer's national insurance). We are committed to acting with integrity and transparency in all tax matters. We will not support proposals to reduce our tax cost through implementing artificial structures but we will seek to structure commercial transactions in an efficient and legitimate way. A copy of our tax strategy is available at http://corporate.moneysupermarket.com.

Dividend Policy

In determining the level of dividend in any year in accordance with the policy, the Board also considers a number of other factors that influence the proposed dividend through its annual and strategic planning processes and the scenario-planning described below in our viability review section, which includes: the level of available distributable reserves in the parent company; future cash commitments and investment needs to sustain the long-term growth prospects of the business; potential strategic opportunities; a prudent buffer and the level of dividend cover.

Moneysupermarket.com Group PLC, the parent company of the Group, is a non-trading investment holding company, which derives its distributable reserves from dividends paid by subsidiary companies. The Board reviews the level of distributable reserves in the parent company bi-annually, to align with the proposed interim and final dividend payments. The distributable reserves of the parent company approximate to the balance on the profit and loss account reserve, which at 31 December 2019 amounted to £103.1m (2018: £203.9m) (as disclosed in the Company balance sheet on page 150). The total external dividends relating to the year ended 31 December 2019 amount to £62.9m (2018: £59.0m).

The Group is well positioned to continue to fund its dividend, which is suitably covered by cash generated by the business. The distributable reserves are sufficient to pay dividends for a number of years as, when required, the parent company can receive dividends from its subsidiaries to increase its distributable reserves. Details on the Group's continuing viability and going concern can be found on pages 33 to 34.

The ability of the Board to maintain future dividend policy will be influenced by a number of the principal risks identified on pages 38 to 39 that could adversely impact the performance of the Group.

The Strategic Report was approved by the Board of Directors and signed on its behalf by:

Mark Lewis
Chief Executive Officer
19 February 2020

Robin Freestone
Chair

Implementing effective stakeholder engagement is a key focus of the Board in ensuring the Group meets its responsibilities to stakeholders and wider society

2019 highlights

- appointment and induction of new Chair;
- appointment and induction of new independent Non-Executive Director and Audit Committee Chair;
- received training on the implementation of the Senior Managers & Certification Regime ('SM&CR'), which came into effect in December 2019;
- brought the stakeholder voice into the boardroom and reviewed our stakeholder engagement mechanisms, including making 'Employee Voice Update' a standing Board agenda item;
- reviewed climate change initiatives proposed by the Green Teams (Employee Resource Group) and agreed a plan for becoming carbon neutral by the end of 2020;
- participated in multiple employee engagement sessions, including one in our new Manchester office;
- conducted a comprehensive shareholder consultation on proposed changes to our Remuneration Policy, further details of which are set out in the Remuneration Report on page 85; and
- prioritised the review of talent, succession and diversity, both at Board and senior management levels.

As I have said in my Chair Statement at the start of this Annual Report, I am delighted to be appointed as your new Chair. On behalf of the Board, I am pleased to present my first governance report for the year ended 31 December 2019.

As a Board, we aim to maintain a governance structure which provides effective control and oversight of the Group, whilst at the same time promoting the entrepreneurial spirit which has been central to the Group's success in helping households save money.

Recent Governance Changes

This is the first year that we are reporting our adoption of the provisions and principles of the 2018 UK Corporate Governance Code (the '2018 Code'). In our Corporate Governance Report on pages 66 to 72, we aim to provide a clear and meaningful explanation of how we as a Board lead the Group and discharge our governance duties. It also outlines the governance initiatives we have undertaken during the year. In reviewing our Board's effectiveness, we have also taken into account the Financial Reporting Council's 2018 Guidance on Board Effectiveness and applied its guidance where appropriate. Our statement of compliance with the 2018 Code is set out on the opposite page.

The Board also reviewed its governance framework to ensure it remains fit for purpose and is compliant with the SM&CR which now applies to solo-regulated firms and was implemented across the Group in December 2019.

Stakeholder Engagement

Implementing effective stakeholder engagement mechanisms is a key focus of the Board in ensuring the Group meets its responsibilities to stakeholders and wider society. This is an area where we have already made good progress and have strong foundations on which to build. Further details on what we have been doing to engage with our stakeholders can be found in our Strategic Report on pages 42 and 43.

Board composition and operation

We continue to operate a clear line of distinction between management, led by the CEO, who is responsible for the day to day running of the business, and the Board, acting under my leadership. The Board provides constructive challenge to management, an open culture and active debate, focused on creating and preserving value for our stakeholders.

As described in my Chair Statement on page 6, there have been some changes to the Board's composition during the year, with the appointments of Scilla Grimble as CFO and Caroline Britton as Non-Executive Director and Audit Chair. Genevieve Shore stepped down from the Board in July 2019, and we announced in November 2019 that Andrew Fisher would step down from the Board at the Company's AGM in May 2020.

In February, the Company announced that Mark Lewis had indicated his intention to stand down from the Board. No date has been agreed and Mark indicated he wished to ensure a smooth transition to his successor.

The Board has initiated a formal search process for his replacement which includes internal and external candidates. In the meantime, Mark remains in role and fully engaged with the business.

I am pleased to welcome Surpriya Uchil and James Bilefield who will be joining the Board later this year. They will be valuable additions and complement the diverse backgrounds and experience of our Board.

During 2020, the Board will continue to engage with its stakeholders and operate in a constructive and open manner, with honesty and integrity as its core principles.

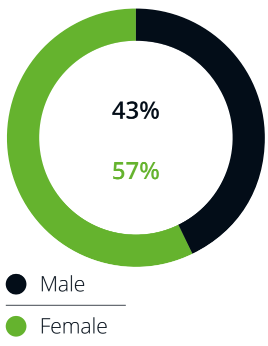
Robin Freestone
Chair
19 February 2020

Board tenure as at 19 February 2020

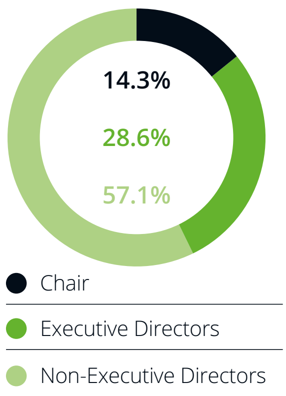
Sally James	5-6 years
Andrew Fisher	4-5 years
Robin Freestone	3-4 years
Mark Lewis	2-3 years
Scilla Grimble	1-2 years
Sarah Warby	1-2 years
Caroline Britton	<1 year

Board gender and role composition as at 19 February 2020:

Gender



Role



Compliance with the 2018 Code

The primary responsibility of the Board in complying with the 2018 Code is to provide effective, entrepreneurial leadership to ensure that it promotes the long-term success of the Company for the benefit of its members as a whole.

The Company applied the principles and complied with the relevant provisions set out in the 2018 Code throughout the period under review, except for the items referenced on pages 66, 69 and 96. Details demonstrating how the principles and relevant provisions of the 2018 Code have been applied can be found throughout the Corporate Governance report, the Directors' report, each of the Board Committee reports and the Strategic report.

The Financial Reporting Council (FRC) is responsible for the publication and periodic review of the UK Corporate Governance Code, and this can be found on the FRC website www.frc.org.uk.

Board of Directors

Robin Freestone
Chair of the Board and Chair of the Nomination Committee

N

Term of Office: Robin was appointed to the Board as a Non-Executive Director in August 2015 and became Chair of the Board in May 2019.

Independent: Yes.

Skills and Experience: Robin has transformation and diversification experience within leading global and digital businesses. He was Chief Financial Officer of Pearson PLC from 2006 to 2015, and Deputy Chief Financial Officer prior to that. Robin has also held a number of senior financial positions at Amersham plc (2000 to 2004), Henkel Ltd (1995 to 2000) and ICI plc (1984 to 1995).

External Appointments: Robin is the Senior Independent Non-Executive Director and Chair of the Audit Committee of Smith & Nephew PLC and a Non-Executive Director and Chair of the Audit Committee of Capri Holdings Limited (formerly Michael Kors Holdings Limited). He sits on the advisory board to the ICAEW's Financial Reporting Committee and also chairs the ICAEW's Corporate Governance Committee.

Mark Lewis
Chief Executive Officer

Term of Office: Mark was appointed to the Board in March 2017 and became Chief Executive Officer in April 2017.

Independent: Not applicable.

Skills and Experience: Mark has experience in consumer marketing, online marketplaces and retail. He was previously Retail Director, and prior to that Online Director, at John Lewis. Mark has previously held senior commercial and management roles at Collect+ and eBay UK including Chief Executive Officer and Managing Director. Mark has an MBA (INSEAD) and an MA, BA (Hons) from Cambridge University in Mathematics.

External Appointments: None.

Scilla Grimble
Chief Financial Officer

Term of Office: Scilla was appointed to the Board as Chief Financial Officer in February 2019.

Independent: Not applicable.

Skills and Experience: Scilla has a strong financial background and extensive consumer experience. She was formerly Director of Group Finance and Interim Chief Financial Officer at Marks and Spencer Group Plc (2016 to 2018). Scilla previously held senior finance roles at Tesco PLC and was a managing director at UBS Investment Bank. Scilla is a qualified chartered accountant, having trained and qualified with PwC.

External Appointments: None.

Board skills matrix:

	Caroline Britton	Andrew Fisher	Robin Freestone	Scilla Grimble	Sally James	Mark Lewis	Sarah Warby
Banking/Insurance Industry Experience	●			●	●		
Digital/Customer Experience (Front Office)		●	●	●		●	●
Finance and Accounting	●	●	●	●			
International Experience		●	●		●	●	
Governance	●	●	●	●	●		
Risk and Regulation	●	●	●	●	●		
Technology (Back Office)		●	●			●	
Marketing		●				●	●
Strategy		●	●	●	●	●	●

A N Ri Re

Sally James
Senior Independent Non-Executive Director and Chair of the Risk Committee

Term of Office: Sally was appointed to the Board as a Non-Executive Director in April 2013 and became Senior Independent Director in May 2017.

Independent: Yes.

Skills and Experience: Sally has experience in the financial services sector having been a Non-Executive Director of UBS Limited (2009 to 2015) and before that she held a number of senior legal roles in investment banks in London and Chicago, including Managing Director and EMEA General Counsel at UBS Investment Bank from 2001 to 2008.

External Appointments: Sally is a Non-Executive Director of Rotork PLC where she is Senior Independent Director, a Non-Executive Director of Hermes Fund Managers Limited and a Non-Executive Director of Bank of America Merrill Lynch International D.A.C.

N Ri Re

Andrew Fisher
Independent Non-Executive Director and Chair of the Remuneration Committee

Term of Office: Andrew was appointed to the Board as a Non-Executive Director in August 2014.

Independent: Yes.

Skills and Experience: Andrew has extensive experience of building digital, media and entrepreneurial businesses. He was previously Executive Chairman, and prior to that Chief Executive Officer, of Shazam Entertainment Limited. Prior to that, Andrew was European Managing Director of Infospace Inc and Founder and Managing Director of TDLI.com. Andrew was also previously a non-executive director of Merlin Entertainments plc prior to its de-listing in 2019.

External Appointments: Andrew is Chair of the Board of Rightmove plc and a Non-Executive Director of Marks and Spencer Group PLC.

A Ri Re

Caroline Britton
Independent Non-Executive Director and Chair of the Audit Committee

Term of Office: Caroline was appointed to the Board as a Non-Executive Director in September 2019.

Independent: Yes.

Skills and Experience: Caroline has a strong financial background, recently retiring as audit partner at Deloitte LLP after 30 years of service (2000 to 2018 as audit partner). Caroline is an FCA of the Institute of Chartered Accountants in England and Wales and holds an MA in Economics from Cambridge University. Caroline is a member of the Audit, Finance and Investment Committee for Make-A-Wish Foundation International.

External Appointments: Caroline is a Non-Executive Director and Chair of the Audit Committee of Revolut Ltd.

A N Ri Re

Sarah Warby
Non-Executive Director and Non-Executive Director Employee Champion

Term of Office: Appointed to the Board as a Non-Executive Director in June 2018.

Independent: Yes.

Skills and Experience: Sarah has experience of building valuable brands across consumer sectors. She is currently Chief Executive Officer of Lovehoney and was previously Chief Growth Officer of HyperJar Ltd. Prior to that, Sarah was Chief Marketing Officer at J Sainsbury plc and Marketing Director of Heineken UK. She is a fellow of the Marketing Society and Marketing Academy and an advisor to the Museum of Brands.

External Appointments: Sarah is Chief Executive Officer of Lovehoney Ltd.

Katherine Bellau
Company Secretary and General Counsel

Term of Office: Katherine was appointed Company Secretary and General Counsel on 8 February 2019.

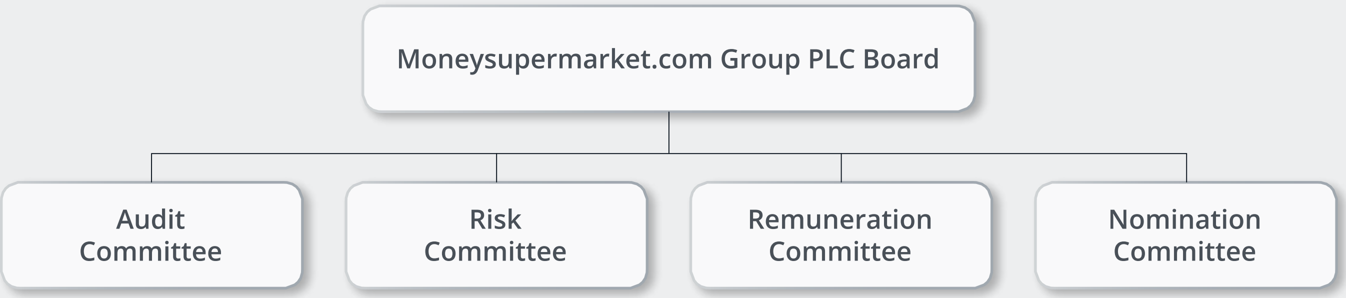
Skills and Experience: Katherine was appointed General Counsel and Company Secretary in February 2019. She joined the Group in 2012 after overseeing the sale of MoneySavingExpert to the Group. Katherine's expertise covers legal, regulatory and governance issues and their impact on digital businesses. Previously, Katherine practised at international law firm DLA Piper and lectured at The University of Law. She holds a Post-Graduate Diploma in Commercial Intellectual Property Law.

External Appointments: None.

Committee Membership/Attendance

- A Audit Committee
- N Nomination Committee
- Ri Risk Committee
- Re Remuneration Committee
- Denotes Chairman

Governance framework



Leadership

This section looks at the roles and responsibilities of our Board members.

The role of the Board

The Board is responsible for the long-term sustainable success of the Group, with the overall aim of delivering shareholder value. Principally, we achieve this through:

- setting and monitoring strategy and ensuring the necessary resources are in place;
- providing entrepreneurial leadership within an effective risk management framework; and
- reviewing management's performance.

In setting and monitoring strategy, we are mindful of the impact that those decisions will have on the Group's obligations to various stakeholders, including shareholders, employees, customers, regulators and the wider community.

While the Board is not managing the day-to-day operations of the Group, key decisions and matters which are reserved for approval of the Board are fully documented and regularly reviewed. These include the setting of, and changes to, Group strategy, approval of major acquisitions or disposals, determination of interim dividends and recommendation of final dividends, approval of budget and financial results, as well as carrying out an annual review of the effectiveness of risk management and internal control systems.

The Board reviews the matters reserved for the Board annually. The current matters reserved are available on our website at http://corporate.moneysupermarket.com.

The Board currently comprises the Chair, four Independent Non-Executive Directors and two Executive Directors.

Scilla Grimble was appointed as CFO on 4 February 2019 and Caroline Britton joined the Board as an Independent Non-Executive Director and Chair of the Audit Committee on 20 September 2019. The division of the roles and responsibilities of Chair and CEO has been set out in writing, providing clarity on the distinct responsibilities of each role. The roles have been revised and approved by the Board to align them with the 2018 UK Corporate Governance Code. Responsibilities of Board members are set out opposite.

Chair

The Chair is responsible for:

- leading the Board and ensuring its effectiveness in all aspects of its role;
- promoting the highest standards of corporate governance;
- facilitating effective contribution of Non-Executive Directors and encouraging active engagement by all Directors, with the appropriate level of challenge by all Directors;
- ensuring the Board receives accurate, timely and clear information and is consulted on all matters important to it;
- ensuring the Board considers the interests of stakeholders and reviews mechanisms for engagement with stakeholders; and
- ensuring the Company maintains effective communication with shareholders and communicating their views to the Board.

Chief Executive Officer

The CEO is responsible for:

- leading the performance and management of the Group;
- proposing strategies, business plans and policies to the Board;
- ensuring effective implementation of the Board's decisions;
- maintaining an effective framework of internal controls and risk management; and
- leading, motivating and monitoring performance of the Company's executive management, and focusing on succession planning for the executive management.

Non-Executive Directors

Each Non-Executive Director is responsible for:

- bringing experience and independent judgement to the Board; and
- constructively challenging the Executive Directors and senior management team and helping develop proposals on strategy.

Senior Independent Director

The Senior Independent Director is an Independent Non-Executive Director who is responsible for:

- meeting with the Company's shareholders and representative bodies when requested and, if necessary, discussing matters with them where it would be inappropriate for those discussions to take place with either the Chair or the CEO; and
- acting as a sounding board for the Chair and as an intermediary for the other Directors when necessary.

Non-Executive Director Employee Champion

The Non-Executive Director Employee Champion is an Independent Non-Executive Director who is responsible for:

- helping the Board to establish what channels of engagement are appropriate, in order to gather and bring the views and experiences of the workforce into the boardroom;
- working with the Board to take appropriate steps to evaluate, and where possible mitigate, the impact that the Board's proposals and decisions may have on the workforce;
- challenging the executive directors, when required, as to the way in which workforce engagement is undertaken and the steps to be taken to address workforce concerns arising out of business-as-usual activities; and
- giving feedback to employees, where appropriate, on steps taken to address their concerns or explain why particular steps have not been taken.

Sarah Warby is our Non-Executive Director Employee Champion.

The Company Secretary

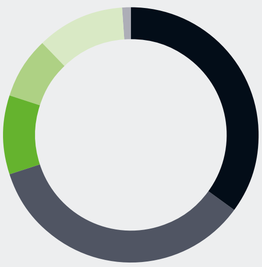
The Company Secretary is responsible for:

- managing the provision of timely, accurate and considered information to the Board;
- recommending corporate governance policies and practices to the Chair and CEO;
- assisting the Chair and Senior Independent Director with the annual board evaluation process;
- implementing and communicating corporate governance policies across the Group; and
- advising the Board and its Committees on corporate governance and compliance within the Group and appropriate procedures for the management of their meetings and duties.

The appointment and removal of the Company Secretary is a matter for the whole Board. All Directors are able to consult with the Company Secretary whenever appropriate. There is also a formal documented procedure by which any Director may take independent professional advice relating to the performance of any aspects of their duties at the Company's expense, which can be facilitated by the Company Secretary. Katherine Bellau is our Company Secretary.

Number of Board meetings: 9

Allocation of time



- Business and CEO updates **35%**
- Strategy **35%**
- Finance and investor relations **10%**
- People/talent/culture **8%**
- Governance (including stakeholder engagement planning), risk and annual report **11%**
- Miscellaneous **1%**

Board meetings

The Chair sets the Board agendas following consultation with the CEO and with the assistance of the Company Secretary. Non-Executive Directors are encouraged to submit agenda items for discussion and periodically review how we allocate our time at Board meetings (see the chart below).

In 2019, we held nine Board meetings. The Board was focused on monitoring progress against the strategic priorities agreed for the second year of our Reinvent growth strategy, which included holding 'deep dives' at each meeting to cover specific strategic priorities. A summary of the Board's principal areas of focus in 2019 are listed in the Board Activities section on page 68.

Additionally, the Non-Executive Directors meet regularly without the Executive Directors present and at least once annually without the Chair present.

The Board splits its meetings between the Group's Ewloe, London and Manchester offices. Employees have the opportunity to meet and interact with Board members at various times during the year. More information on the Board's engagement with employees is noted on pages 42 and 72.

The Chair ensures that all Directors remain in touch with and understand the issues being faced by our customers and how our employees deal with those issues. We arrange for the Directors to listen to employee calls with customers to provide insight into how our employees remedy customers' concerns.

2019 Board attendance

Board members	Meetings Attended
Robin Freestone	9/9
Sally James	9/9
Mark Lewis	9/9
Scilla Grimble [1]	8/8
Andrew Fisher	9/9
Genevieve Shore[2]	5/6
Sarah Warby	9/9
Caroline Britton[3]	2/2
Bruce Carnegie-Brown[4]	3/3

(1) Scilla Grimble was appointed as CFO on 4 February 2019.
(2) Genevieve Shore resigned as Director on 31 July 2019.
(3) Caroline Britton was appointed a Non-Executive Director on 20 September 2019.
(4) Bruce Carnegie-Brown stepped down as Director and Chair on 7 May 2019.

Ad hoc conference calls and Committee meetings were also convened to deal with specific matters which required attention between scheduled meetings.

2019 Board Activities

Strategy

- undertook a review of the Reinvent strategy at a number of meetings attended by the Board and senior management, including a two-day off-site strategy meeting at which we:
  - tested and reviewed the progress of the Reinvent strategy and strategic priorities including optimisation, marketing, personalisation, data, customers, and corporate development;
  - approved the Investment Policy;
  - reviewed the markets in which we operate; and
  - reviewed the regulatory and risk environment in which we operate, with a focus on price comparison websites;
- reviewed the Group's plans against the Board's risk appetite to ensure that our ambitions for the business are aligned with our ability to manage risk;
- reviewed various business development and investment opportunities; and
- held 'deep-dives' at our Board meetings into various aspects of the business including cyber security, SM&CR and our strategic priorities.

Governance and Risk Management

- reviewed and revised our annual programme of business for the Board and each of the Committees, tailoring the deep dives to reflect our strategic priorities;
- progressed the actions from the 2018 external Board evaluation process and conducted an internal Board evaluation process, details of which are on page 69;
- reviewed our governance framework to ensure it remains fit for purpose and is compliant with SM&CR;
- considered whistleblowing processes throughout the Group and received a whistleblowing update;
- oversaw the implementation of upgrades to our cyber and data security capabilities;
- reviewed our application and compliance of the 2018 Code including receiving a stakeholder engagement update and reviewing our wider engagement mechanisms;
- considered, discussed and revised the Principal Risks and uncertainties, identifying emerging risks which could impact the Group; and
- reviewed the effectiveness of our internal control and risk management processes.

Leadership and employees

- reappointed Sarah Warby as our NED Employee Champion and approved an enhanced programme of engagement activities with employees;
- added 'Employee Voice Update' as a standing board agenda item for every meeting; and
- received updates on the Group's people and culture, organisational structure, diversity, talent management and employee engagement including reviewing results of employee surveys and feedback from the various employee focus groups (diversity and inclusion, mental health awareness and environmental matters).

Finance and Investor Relations

- approved the annual budget and financing strategy;
- approved audited financial statements for the year ended 31 December 2018;
- received reports and updates at each meeting on investor relations activities including analyst consensus, feedback from major shareholders and investor roadshows;
- reviewed capital allocation options including approving the interim dividend and enhanced distribution to shareholders and recommending the final dividend to shareholders;
- approved the Group's Supplier Payment Policy; and
- received updates on the finance data programme.

Business Performance

- reviewed the strategic and operational performance of each of our businesses;
- reviewed market and trading updates and considered Group financial performance against budget and forecast; and
- agreed Group OKRs and KPIs for 2019 onwards which are aligned with the Group's strategic priorities.

Effectiveness

The composition of our Board has been an areas of focus this year for the Nomination Committee to ensure that it retains the necessary balance of skills, knowledge, experience, gender and diversity to meet the needs of the business and of our stakeholders. Our current board composition continues to be appropriate to the Group's requirements with the right diversity of experience and technical expertise to support the strategic and operational direction of the Group. Details of the skills and experience of individual Directors are set out on pages 64 to 65. Further information on the Nomination Committee is on pages 79 to 81.

External Appointments

During the year, Sarah Warby was appointed as CEO to Lovehoney. This appointment was notified to the Chair and approval sought prior to her acceptance of the role. In accordance with the 2018 Code, the Board has updated its process so that full Board approval is sought prior to a Director accepting an external appointment. Prior to the approval of any external appointments, the Board considers the time commitment required by Directors to perform their duties effectively.

Board Committees

The membership and leadership of the Board Committees were reviewed during 2019 to ensure the Committees continue to operate effectively and have the skills required to support the increasing complexity of the Group. The current membership of each of the Committees is set out in each of the Committee reports on pages 74, 79, 83 and 86. Sally James, Chair of the Risk Committee, is also a member of each of the Committees to ensure that risk is appropriately considered in each Committee.

We delegate certain Board responsibilities to our Board Committees which play an important governance role through the work they carry out. Briefing papers are prepared and circulated to the Committee members in advance of each meeting. The Committee Chairs report formally to the Board on Committee activities at the subsequent Board meeting.

The Committees may obtain external professional advice at the Company's expense if deemed necessary.

Robin Freestone was Chair of the Audit Committee from January to September 2019, 4 months of which overlapped with his appointment as Chair of the Board from May 2019. In its director search, the Nomination Committee prioritised candidates with significant financial experience to succeed Robin as Audit Committee Chair. This enabled continuity and ensured that the Audit Committee continued to carry out its role effectively while the search for a new Audit Chair was undertaken. Caroline Britton subsequently succeeded Robin as Chair of the Audit Committee in September 2019.

Induction of a new Director

On appointment, each Director receives a tailored induction to suit the individual's background and experience. During 2019, Scilla Grimble and Caroline Britton joined the board as CFO and Non-Executive Director respectively. Their inductions are summarised below:

- granted access to an electronic resource handbook which includes information on the Group's structure and strategy;
- held one-to-one meetings with senior executives to understand the roles played by our senior management team;
- met with our auditors, KPMG LLP, to ensure a smooth transition as incoming Audit Committee Chair;
- received tailored director training on listed company requirements with our corporate lawyers, Herbert Smith Freehills, and remuneration reporting with Deloitte LLP;
- provided visibility of results of 2019 Board and Committee evaluation feedback to provide insight into the Board's and the Audit Committee's effectiveness;
- visited our Ewloe and Manchester offices which included meeting various senior management individuals and attending an employee engagement session; and
- designated support from our governance team to ensure a smooth transition to the Board.

Training and information

Directors are continually updated on the Group's business, the markets in which we operate and changes to the competitive and regulatory environments through presentations and briefings to the Board from Executive Directors and senior management.

As part of the annual individual performance evaluation, the Chair discusses training and development requirements with each Director so that any needs which are identified through the formal evaluation or during the year can be addressed. The Company Secretary also maintains a record of individual Director's training.

Directors received briefings from the Company Secretary during 2019 on governance and compliance matters and relevant legislative changes. The Board also received training from Herbert Smith Freehills LLP on the SM&CR which was implemented in December 2019. In addition, individual directors receive tailored training where beneficial or required in order for them to adequately discharge their duties. For example, Caroline Britton received remuneration reporting and listed company training as part of her induction plan.

To ensure that Directors are able to fully acquaint themselves with current trading and matters requiring discussions and decisions, comprehensive Board papers and Committee papers are circulated electronically approximately 1 week prior to scheduled meetings.

The Directors also have available to them an electronic 'Resource Centre' acting as a board manual which includes extensive information including financial and analyst reports, current and historical regulatory publications, Group codes and policies, organisational structure documentation, and information on directors' duties.

Directors, may, in the furtherance of their duties, take independent professional advice at the Company's expense.

Independence of Non-Executive Directors

The Board considers that the Chair and all of the Non-Executive Directors to be independent in character and judgement and free from relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

Conflicts of interest

As permitted by the Companies Act 2006, the Company's articles of association enable Directors to authorise potential conflicts of interest. The Company has a formal procedure for notification and authorisation to be sought, prior to the appointment of any new Director or prior to a new conflict arising. This procedure enables non-conflicted Directors to impose limits or conditions when giving or reviewing authorisation. It also requires the Board to review the register of Directors' conflicts annually and on an ad hoc basis when necessary. The Board has complied with this procedure during the year.

Ethics and governance

There is a strong relationship between ethics and good governance. We remain committed to operating ethically, demonstrating integrity and acting responsibly in our undertakings with our customers, our shareholders and our wider stakeholders. Our Code of Conduct incorporates additional guidance for employees and each employee completes an e-learning module on the Code of Conduct. Further information on our ethics and social responsibility is contained in the Sustainability and Stakeholder Engagement Report on pages 40 to 59.

Performance evaluation

Board evaluation

An external evaluation is carried out every three years. The last external evaluation was held in 2017, therefore the next external evaluation will be conducted in 2020.

During 2019, the Board conducted an internal evaluation of its performance, and of the performance of the Committees and individual directors, taking into account the principles and provisions of the 2018 Code. The evaluation process involved the completion of questionnaires by individual directors and one-to-one interviews held by the Chair and the Senior Independent Director. The results were then analysed and presented for discussion at a Board meeting which resulted in the Board agreeing the following key actions:

2019 evaluation actions

The Directors' many positive responses indicated their widely held view that ongoing improvements have been made since the previous evaluation in 2018. In particular, members considered there was open and transparent debate with constructive challenge and active engagement from all members of the Board. The Board receives comprehensive reports to enable it to monitor performance, consider risks and controls, and take key decisions. Some of the areas that will be actioned in 2020 are a continuing focus on:

- Strategy: implementation of delivery at pace;
- Succession planning: increase pipeline of talent within the Group, continued focus on employee engagement; and
- Stakeholder voice: continued improvement of engagement with customers and providers.

Progress against 2018 evaluation actions

The Board also reviewed its progress against actions identified in the internal 2018 Board evaluation. An update on progress against these actions during 2019 is set out below:

2018 Board Evaluation Action Item	Our Progress
Strategy – ensuring the strategic implementation plan is updated and regularly reviewed	• A plan for monitoring the Group's strategy implementation in 2020 was agreed by the Board; • Strategic plan items are included in the Board's rolling agenda; • A two-day strategy session with the Board and executive team was held in October 2019.
Group culture – assessing and monitoring culture	• The Board receives bi-annual updates from the Chief People Officer on people, culture, diversity, talent and engagement; • 'Employee Voice Update' has been added as a standing Board agenda item; • NED Employee Champion Sarah Warby has renewed her appointment for a further 12 months until September 2020.
Stakeholder voice – ensuring the stakeholder voice is actively and regularly considered by the Board	• CEO presented a stakeholder voice update to the Board in November 2019; • Stakeholder voice is a standing annual Board agenda item; • Employee voice is discussed at every Board meeting; • New agenda items on charities/communities, environmental initiatives, suppliers and providers have been added to the Board's annual programme of activities; • Additional engagement sought with shareholders and regulators.

Individual Director Evaluations

In 2019, each of the Directors was appraised individually in the form of an interview with the Chair, taking into account feedback received as part of the Board evaluation process. Following these interviews, the Chair has confirmed that each Director continues to make a valuable contribution to the Board and devotes sufficient time to their role.

The Chair's evaluation is undertaken by the Senior Independent Director, taking into account the views of the other Directors. Biographies of the Board are set out on pages 64 and 65 which includes any other significant commitments. The Board is satisfied that these other commitments do not conflict with the Chair's or any Director's ability to effectively carry out their duties and responsibilities for the Group.

Committee evaluation

We conducted formal evaluations of each of the Committees. This involved the completion of questionnaires by members of each Committee. The results were analysed and discussed by the relevant Committee. Summaries of the actions arising from these evaluations and progress on actions identified in 2018 can be found in the relevant Committee reports.

Accountability

Financial and business reporting

The Board's aim is to present an Annual Report to shareholders, which, taken as a whole, is a fair, balanced and understandable assessment of the Group's position and performance, business model and strategy. The Board has ensured that processes are in place to achieve this and more information on the processes can be found in the Audit Committee Report on pages 73 to 78. A statement of Directors' responsibilities and the auditor's responsibilities in relation to the Annual Report are set out on pages 108 to 115. The Directors' opinion that the Company's business is a going concern is set out on page 34.

Risk management and internal control

The Board has overall responsibility for setting the risk appetite of the Group, maintaining the Group's risk management and internal control system and reviewing the system's effectiveness. We have an ongoing process for identifying, evaluating and managing the Principal Risks faced by the Group which has been in place for the year under review and up to the date of approval of the Annual Report. The Risk Committee and the Audit Committee assist us in discharging these duties.

A description of the process for managing risk together with a description of the Principal Risks and strategies to mitigate those risks, is provided on pages 35 to 39.

The main features of the Group's risk management and internal controls in respect of financial reporting and the preparation of accounts are:

- a comprehensive annual business planning and budgeting process, requiring Board approval, through which risks are identified and appraised;
- a comprehensive financial reporting system, regularly enhanced, within which actual and forecast results are compared with approved budgets and the previous year's figures on a monthly basis and reviewed by the Board;
- a review of Group policies relating to the maintenance of accounting records, transaction reporting and key financial control procedures;
- an investment evaluation procedure to ensure an appropriate level of approval for all capital expenditure and other capitalised costs;
- monthly finance team meetings which include reviews of internal financial reporting issues and financial control monitoring; and
- ongoing training and development of financial reporting employees.

Other controls in place to manage our business in accordance with our Risk Appetite Framework include:

- an annual two-day strategy meeting to discuss and approve the Group's strategic direction, plans and objectives and the challenges to achieving them;
- a schedule of matters reserved for approval by the Board to ensure it maintains control over appropriate strategic, financial, organisational, compliance and capital investment issues;
- an organisational governance structure with clearly defined lines of responsibility and delegation of authority;
- formal risk and control policies and supporting procedures manuals;
- regular reviews of the Principal Risks facing the Group to ensure they are being identified, evaluated and appropriately managed;
- a process for regular assessment of key controls across the Group;
- a Risk & Compliance function responsible for overseeing the implementation of the Risk Appetite Framework;
- an Internal Audit function providing assurance over key risks, processes and controls; and
- a whistleblowing hotline which employees can use to report any instances of suspected wrongdoing.

Our internal control effectiveness is assessed through the performance of regular checks, which in 2019 included the following areas:

- reviewing and testing the Group's financial reporting processes;
- completion of the Group's internal audit plan;
- performing compliance monitoring activities including financial promotion reviews and call listening;
- assessment of the identification and management of risks connected to the Group's capital investment programme;
- assessment of the Group's processes for identifying and mitigating potential conflicts of interest;
- assessment of the identification and management of technology risks across the Group, including cyber risk, data security and change management; and
- monitoring the completion of the Group's mandatory 'Customer First', data protection, cyber security and Code of Conduct training for new starters and refresher training for all employees.

Risk review and assessment

The Group's systems and procedures are designed to identify and manage and, where practicable, reduce and mitigate the risk of failing to achieve the Group's objectives. They are not designed to eliminate such risk, but the Group seeks to understand its Principal Risks and manage them within our risk appetite.

The Group's risk register is a key element in our risk management framework and is used in the assessment and reporting of risks being managed by the Group. Senior management continue to work alongside the Risk & Compliance function to ensure the risk register incorporates any new risks and movements in risks. The risk register is managed by the Risk and Compliance function and is reviewed on a regular basis by the Risk Committee. Each risk is owned by a member of the executive management team who is responsible for the ongoing assessment of risk and the delivery of mitigating actions. Robust risk and control assessments are carried out at least quarterly across all areas of the business, in order to understand the strength and performance of the controls in place, and potential gaps and weaknesses. Internal Audit and Risk and Compliance monitoring findings are also taken into account when assessing risks.

The Risk and Compliance function provides challenge to management in their assessment and management of risks with particular focus on the actions being taken to reduce risk. The executive management team meets on a monthly basis to ensure risk management is integrated within strategic and business planning processes. Reporting to the Risk Committee enables the Directors to have clear visibility of the most serious risks; identify areas of concern and/or priority; have access to detailed information to enable root cause analysis and identification of underlying trends; and identify, escalate, and potentially mitigate the impact of new risks in a timely manner. Twice a year the Board reviews the Group's Principal Risks and the Group Risk Appetite Framework and Statement. During these reviews it also takes account of the significance of any environmental, social and governance matters to the business of the Group, ensuring any related risks and associated mitigation have been identified.

Process for review of effectiveness

The Audit Committee is responsible for reviewing the effectiveness of the risk management and internal control systems. The steps it takes in relation to the review are set out on pages 36 and 77. The Audit Committee makes a recommendation to the Board on effectiveness, which the Board considers, together with reports from the Risk Committee, in forming its own view on the effectiveness of the risk management and internal control systems.

We regularly review and update our internal control and risk management processes. During 2019, the Board reviewed the effectiveness of the Group's risk management and internal control systems. We confirm that the processes outlined above and on pages 35 to 37 and 77 have been in place for the year under review and up to the date of approval of this Annual Report, and that these processes accord with the 2018 Corporate Governance Code and the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting (September 2016 version). We have strengthened and expect to continue to embed enhanced controls in respect of cyber security, data privacy and third party management. A summary of actions we have taken in 2019 is set out in the Risk Committee Report on pages 82 to 84.

The Board has carried out a robust assessment of the Principal Risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity and these, together with how they are managed or mitigated, are set out on pages 38 to 39.

Stakeholder engagement

The Board actively seeks and encourages engagement with all stakeholders, including employees, charities/communities, suppliers, providers, regulators, the Government and the environment. Further information on how the Group engages with its stakeholders can be founds on pages 42 to 43.

Major shareholders

The Board actively seeks and encourages engagement with major institutional shareholders and other stakeholders. The CEO and CFO regularly meet with analysts and institutional shareholders to keep them informed of significant developments and to develop an understanding of their views which are then discussed with the Board. In addition, the Investor Relations Director is in regular contact with investors and analysts.

Formal presentations are given to analysts and shareholders covering the full-year and half-year results and briefings are also given on quarterly trading. The CEO and CFO attend roadshows twice per year to meet with our material and prospective UK and US investors. The Company also seeks to maintain a dialogue with various bodies which monitor the Company's governance policies and procedures. The Investor Relations Director generally deals with ad hoc queries from individual shareholders.

The Chair initiates contact with major shareholders after the Annual Report and Accounts is published to invite them to engage prior to the Annual General Meeting. It is also an opportunity to discuss important matters such as our strategy. The Remuneration Committee Chair also engages in discussion with shareholders on significant matters relating to executive remuneration, in particular our updated remuneration policy which is being put forward for shareholder approval in May 2020.

All Directors receive formal reports and briefings during the year about the Company's investor relations programme. Directors also receive detailed feedback obtained by the Company's brokers after meetings, allowing them to develop an understanding of the views of major shareholders. External analysts' reports on the Group are also regularly circulated to Directors. The Directors also receive investor feedback reports on quarterly results.

Communications with shareholders

The results and results presentations, together with all information reported to the market via the regulatory information service, press releases and other shareholder information, are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com to be viewed and accessed by all shareholders.

Our Senior Independent Non-Executive Director is available to shareholders if they have concerns which contact through the normal channels of the Chair, the CEO or the CFO has failed to resolve, or for which such contact is inappropriate.

Annual General Meeting

All shareholders will have the opportunity to ask questions at the forthcoming Annual General Meeting. The Chairs of the Audit, Nomination, Remuneration and Risk Committees will be available to answer questions at that meeting. Shareholders may also contact the Chair, CEO or, if more appropriate, the Senior Independent Non-Executive Director to raise any issue with one or all of the Non-Executive Directors of the Company.

The Company prepares separate resolutions on each substantially separate issue to be voted upon at Annual General Meetings. The result of the vote on each resolution is published on the Group's website after the Annual General Meeting and will be announced via the regulatory information service. At the 2019 AGM, shareholders representing 74.63% of the Company's issued share capital returned their proxy votes.

s. 172: how we bring the stakeholder voice into the boardroom

- The Board receives a paper in each board pack reminding them of their s. 172 and other director duties and having regard to the Group's stakeholders when making decisions;
- The Board receives bi-annual updates from the Chief People Officer on people, culture, diversity, talent and engagement;
- 'Employee Voice Update' has been added as a standing agenda item and NED Employee Champion, Sarah Warby provides feedback on engagement sessions for further discussion by the Board;
- At the annual strategy two-day off-site meeting between the Board and Executive team, potential impacts to stakeholders are discussed and considered, when deciding and agreeing on strategic initiatives;
- The Chair meets with major shareholders and outcomes are shared with Board members; members of the Executive team also meet with major shareholders and provide feedback to the Board in their Management Reports;
- Provider feedback is received through business updates given to the Board during the year;
- Customer and user updates are provided to the Board by the Executive team three times per year;
- Key advisers attend and contribute to Board and Committee meetings;
- Regulatory updates are provided to the Risk Committee and, where appropriate, to the whole Board, including direct interaction with the FCA and other regulatory bodies.

CASE STUDY: Manchester Tech Hub

Part of the Reinvent strategy is to continue investing in innovative products to improve our customers' experience. To support this, in September 2019 we opened our new Manchester office, which operates as a product and engineering hub. In order to enable this, we decided to relocate 100 of our Ewloe-based roles to Manchester to ensure that we maximised the opportunity for collaborative working and optimisation by co-locating our product and platform-engineering teams. This had the potential to have a significant impact on the affected employees, so we ran a comprehensive early engagement process with our Tech, Product and Data Leadership and People teams and our dedicated Site Lead for Ewloe to ensure that the employee voice was considered throughout the decision-making process.

87 of our Ewloe-based employees were involved in a consultation process to discuss the proposed relocation to Manchester (the remaining roles were vacancies or members of the leadership team who had agreed to relocate). As part of this, the teams wrote a business case, which they discussed during their collective consultation sessions to detail why their role or teams would be better placed in Ewloe. These were reviewed by our Senior People lead and relevant members of the Executive team and, where a strong case was proposed to remain in Ewloe, the relocation plan was amended accordingly. Ultimately, 53 employees relocated to Manchester. In addition, in response to feedback from employees, we provided a daily coach service between the two sites to ease the transition for the relocated employees.

As part of this consultation process, significant consideration was also given to employees remaining in Ewloe, our historical base, which houses a close-knit community of employees, many of them long-standing. To ensure that the employee voice was brought to the executive team during this period of uncertainty, we hosted our May Non-Executive Director engagement event in Ewloe to showcase the great customer-facing and back-office work that is undertaken there, and provide the opportunity for employees to communicate directly with our Directors and Executive team. We also introduced a Ewloe Leadership Forum as an additional engagement mechanism for colleagues to raise any issues or concerns. This focus on leadership and engagement has helped to not only foster a greater sense of security for our Ewloe employees but also to provide our Board with greater insight into the voice of our Ewloe based employees.

The Audit Committee plays a key role in monitoring the integrity of the Group's financial reporting, reviewing the material financial reporting judgements and assessing the internal control environment

Caroline Britton
Chair of the Audit Committee

Dear Shareholder

This is my first year as Chair of the Audit Committee and I am pleased to present the Audit Committee's report for the year ended 31 December 2019. I have set out our role and activities in ensuring appropriate challenge and governance around accounting treatment and the internal control environment, and ensuring that the Annual Report as a whole is fair, balanced and understandable.

2019 highlights

- focused on financial reporting, including the processes in place to ensure the Annual Report & Accounts is fair, balanced and understandable;
- reviewed the effectiveness of external and internal audit processes and the effectiveness and appropriateness of our system of internal controls;
- considered and approved the Group's tax strategy for publication;
- oversaw the review of the Group's Whistleblowing Framework;
- oversaw the internal audit team's cyber review of the Group's information security management system;
- reviewed Audit and Non-Audit Fees (including review of controls over Non-Audit Work and Policy);
- recommended the reappointment of the External Auditor;
- oversaw continued improvements in enhancing Internal Reporting to the Committee; and
- reviewed Tax and Treasury Policies.

Number of meetings of the Audit Committee: 4

Allocation of time

- Financial Management and Results **30%**
- Committee Review **7%**
- External Audit **18%**
- Tax **10%**
- Internal Audit and Controls **26%**
- NED Session with auditors **4%**
- Miscellaneous **5%**

Committee membership

I chair the Audit Committee. The other members of the Audit Committee are detailed below. All the members of the Committee are Independent Non-Executive Directors in accordance with provision 24 of the 2018 Code and the Board has determined I have recent and relevant financial experience as required by the 2018 Corporate Governance Code. I am a qualified accountant with over 30 years of financial experience working at Deloitte LLP, including 18 years as an audit partner. I am a Non-Executive Director and Audit Committee Chair for the challenger financial institution, Revolut Limited. I am also an FCA of the Institute of Chartered Accountants in England & Wales.

Biographies of the members of the Committee are set out on pages 64 to 65. As a whole, the Committee has competence relevant to the sector in which the Company operates through the digital and retail customer experience of Sarah Warby and the financial services experience of myself and Sally James.

Committee members	Meetings Attended
Caroline Britton (Chair)(1)	1/1
Sally James	4/4
Sarah Warby	4/4
Robin Freestone(1)	3/3
Genevieve Shore(2)	3/3

(1) Caroline Britton replaced Robin Freestone as Chair of the Audit Committee on 20 September 2019.
(2) Genevieve Shore resigned as Director on 31 July 2019.

The secretary to the Committee is Katherine Bellau.

Role

The primary role of the Audit Committee is to ensure the integrity of the financial reporting and audit processes and monitor the effectiveness of the Group's internal control and risk management systems. This includes:

- monitoring the integrity of the Financial Statements of the Company, any formal announcements relating to the Company's financial performance and any significant issues and judgements contained in them;
- reviewing the Group's Financial Statements and the material financial reporting judgements contained in them;
- advising the Board on whether the Committee believes this Annual Report and the Financial Statements contained within it, when taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's strategy, business activities and financial performance;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional regulatory requirements;
- developing and implementing a policy on the level, amount and pre-approval of non-audit services provided by the external auditor;
- advising the Board on the appointment, re-appointment and removal of the external auditor and the remuneration and terms of engagement of the external auditor;
- monitoring the effectiveness of the Group's internal control and risk-management systems, including whistleblowing and fraud prevention procedures;
- reviewing the scope, activities and results of the Group's Internal Audit function;
- reviewing the Audit Committee's terms of reference, carrying out an annual performance-evaluation exercise and noting the satisfactory operation of the Committee; and
- reporting to the Board how it has discharged its responsibilities.

Written terms of reference that outline the Committee's authority and responsibilities are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form from the Company Secretary. We review our terms of reference annually. The Audit Committee's terms of reference include all matters required by Disclosure Guidance and Transparency Rule 7.1 and the 2018 Corporate Governance Code.

Committee meetings

The Audit Committee met four times in 2019 and the attendance of members is shown in the table opposite. In order to maintain effective communication between all relevant parties, the Chair of the Board, CEO, CFO, Chief Risk Officer, Head of Internal Audit, Commercial Finance Director, Group Financial Controller, General Counsel & Company Secretary, and any other members of the management team are invited to meetings, as necessary.

Time is set aside periodically to seek the views of the external auditor without management present. The external auditor has direct access to the Committee Chair to raise any concerns outside formal Committee meetings. The Committee Chair also meets separately with the Head of Internal Audit during the year. In between meetings, the Committee Chair keeps in touch with the CFO and external audit partner, as well as other members of the management team. After each meeting, the Committee Chair reports to the Board on the main issues that were discussed.

Members of the Audit Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

Financial Statements and reports

The Committee is responsible for reviewing the appropriateness of the Group's trading statements, half-year reporting and annual Financial Statements. We do this by considering, among other things, the accounting policies and practices adopted by the Group; the correct application of applicable reporting standards and compliance with broader governance requirements; the approach taken by management to report the key judgemental areas of reporting and the comments of the external auditor on management's chosen approach.

In 2019, we:

- reviewed the 31 December 2018 Annual Report and Financial Statements and the half-year statement to 30 June 2019, together with reports from the external auditors;
- reviewed the trading updates issued in April 2019 and October 2019;
- considered the appropriate accounting for new arrangements in line with IFRS 15 – Revenue from contracts with customers;
- considered the appropriateness of the Reinvent strategy costs of change taken outside adjusted EBITDA;
- finalisation of the acquisition accounting related to the Decision Tech acquisition;
- examined key points of disclosure and presentation to ensure adequacy, clarity and completeness of the Financial Statements;
- reviewed documentation prepared to support the going concern and viability statements given on pages 33 to 34; and
- updated the Committee's terms of reference to align with the 2018 Corporate Governance Code.

Significant financial statement reporting issues

We identified the issues below as being significant in the context of the 2019 Financial Statements. We consider these areas to be significant taking into account the level of materiality and degree of judgement exercised by management. We discussed the issues in detail to ensure that the approaches taken were appropriate. This included reviewing presentations and reports from both management and the external auditor.

Issue	Committee review
Revenue recognition: revenue accrual As more fully described on pages 112 and 139, the majority of the Group's revenue is derived from success-based commercial deals which reward the Group for each product sold by a provider to a customer referred to it by the Group. The Group recognises this revenue at the point at which a customer leaves one of the Group's websites, based on the number expected to click through and purchase a product from a provider site.	We reviewed and assessed management's key controls in relation to the recording of revenue which include: (a) a completeness check which is performed by reconciling all 'click' activity on the website and ensuring that an invoice has been raised, or revenue has been accrued, where appropriate; (b) a review to compare accrued revenue at the end of the previous month and actual revenue invoiced during the following month, with significant differences investigated to provide evidence that revenues are correctly stated; and (c) a programme of revenue assurance by the Group's Internal Audit function. This helps provide us with assurance that revenues are correctly stated by reviewing provider systems and controls to ensure that sales made by providers resulting from referrals made by the Group have been correctly identified and allocated in the provider systems. In addition, management regularly reviews the quantum and ageing of any accrued revenue balances. The assessment of the Group's information system which records the clicks, together with the reconciliation of revenue to cash receipts, therefore form a key part of the audit. The results of KPMG's testing are included in the first half and full-year reports prepared for the Committee. The Committee reviews the reports in detail and discusses with KPMG.
Capitalisation of software and development costs As more fully described on pages 135 to 138 of the Group's Financial Statements, the Group holds intangible asset balances arising from the capitalization of certain software and development costs principally relating to developments in the Group's front-end platforms and back-office data warehouse.	The judgements in relation to software and development assets largely relate to the future economic benefits associated with the assets and confirm that capitalisation is in accordance with the relevant accounting standards. We addressed these matters through papers received from management which included key IT projects, and we were comfortable with management's justification. We are reassured by the fact that business plans in relation to the capitalised assets have received Board approval. This is also a significant risk area for the audit, and therefore KPMG provide to the Committee their comments on the approach taken by management.

We also reviewed and considered the following areas due to their materiality and the application of judgement. However, we considered them to be stable in nature and therefore did not classify them as significant issues in the context of the 2019 Financial Statements.

Issue	Committee review
Intangible assets impairment-testing	We reviewed the judgements, assumptions and estimates made by management in preparing the impairment review to ensure that they were appropriate. We also obtained the external auditors' views on the appropriateness of the approach and conclusions. The results of this review were that we were satisfied with the conclusions reached.
Share-based payment charges	We reviewed the judgements, assumptions and estimates made by management to ensure that they were appropriate. The results of this review were that we were satisfied with the conclusions reached.
Going concern and viability statements	In assessing the validity of the statements detailed on pages 33 to 34, we reviewed the work undertaken by management to assess the Group's resilience to the Principal Risks under various scenarios and gained appropriate assurance that sufficient rigour was built into the process.

Fair, balanced and understandable Report and Accounts

One of the key governance requirements is for the Annual Report and the Financial Statements, taken as a whole, to be fair, balanced and understandable and to provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy. Ensuring this standard is met requires continuous assessment of the financial reporting issues affecting the Group, in addition to the focused exercises which take place during the production of the Annual Report and Financial Statements. These focused exercises can be summarised as follows:

- a qualitative review of disclosures and a review of internal consistency throughout the Annual Report and Financial Statements;
- a review by the Committee of all material matters, as reported elsewhere in this Annual Report and Financial Statements;
- 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 Financial Statements;
- 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 30 to 34;
  - the Group's business model, as described on pages 14 to 15;
  - the Group's strategy, as described on pages 18 to 19.

The Directors' statement on a fair, balanced and understandable Annual Report and Financial Statements is set out on page 109.

External Auditor

The Committee is responsible for making recommendations to the Board in relation to the appointment of the external auditor. We also approve the terms of engagement and fees of the external auditor, ensuring they have appropriate audit plans in place and that an appropriate relationship is maintained between the Group and the external auditor.

In 2019, we:

- reviewed, considered and agreed the scope and methodology of the audit work to be undertaken by the external auditor;
- evaluated the independence and objectivity of the external auditor, having regard to: (a) a report from the external auditor describing their arrangements to identify, report and manage conflicts of interest; (b) the extent and nature of non-audit services provided by the external auditor; and (c) considering the tenure of the audit partner, who is required to rotate every 5 years in line with ethical standards;
- monitored the quality of services provided by the external auditor;
- agreed the terms of engagement and fees to be paid to the external auditor for the audit of the 2019 Financial Statements;
- reviewed the report of the FRC's Audit Quality Review team relating to their review of KPMG's 2018 audit of the Group;
- reviewed recommendations made by the external auditor in their management letters and the adequacy of management's response; and
- considered the plans for rotation of the existing audit partner, including being introduced to his successor.

Independence and non-audit services

There are policies and procedures in place in relation to the provision of non-audit services by the external auditor which are reviewed regularly. This ensures that the Group benefits in a cost-effective manner from the cumulative knowledge and experience of its auditor, whilst also ensuring that the auditor maintains the necessary degree of independence and objectivity. The external auditor is not permitted to perform any work which they may later be required to audit, or which might affect their objectivity and independence or create a conflict of interest. Key points from our internal procedure for approval of work given to the external auditor are:

- no non-audit work may be placed with the external auditor without the specific approval of the Audit Committee;
- any approved non-audit services must be in line with the cap limits introduced by EU legislation (as referred to below);
- the non-audit fees are reported regularly to the Committee; and
- various services are prohibited, including the provision of most types of tax services, valuation services, appraisals or fairness opinions, outsourcing of internal audit services, management functions, recruitment services and legal services.

During the year, the value of non-audit services provided by the external auditor amounted to £0.04m (2018: £0.03m). Non-audit services amounted to 12% of the value of the audit. EU legislation on permitted non-audit services came into effect from 17 June 2016 which introduced a permitted non-audit services fee cap of 70% of the average audit fee over a consecutive three-year period. This cap will come into effect for the Group in the financial year ending 31 December 2020. The non-audit services during 2019 and 2018 related to the review of the Group's half-year reporting.

The assurance provided by the external auditor on this item is considered by the Group as strictly necessary in the interests of the Group. The non-audit services offered reflects the auditor's knowledge and understanding of the Group. The Group has also continued with the appointment of other accountancy firms to provide certain non-audit services to the Group in connection with internal audit, tax, systems and regulatory advice and anticipates that this will continue in 2020.

The external auditor was not engaged during the year to provide any services which may have given rise to a conflict of interest. The Committee is satisfied that the overall levels of audit and non-audit fees are not material, relative to the income of the external auditor as a whole, and therefore that the objectivity and independence of the external auditor was not compromised.

Effectiveness

The Committee considered the quality and effectiveness of the external audit process, in light of the FRC's Audit Quality Practice Aid for Audit Committees (May 2015). We worked with KPMG to understand their judgements about materiality and looked at the way they communicated key accounting and audit judgements. This approach was supplemented by members of the Committee and senior members of the finance team who regularly interact with the external auditor completing a detailed questionnaire. The questionnaire evaluated the overall effectiveness of the external auditor including the audit partners' and their team's approach, communication, independence, objectivity, and reporting. The results of the questionnaire were then reported to and discussed by the Committee. We also assessed the audit fees and value for money offered by KPMG. We reported our findings to the Board as part of our recommendation.

The assessment of effectiveness was completed as part of an ongoing process of review throughout the year, with the Audit Committee seeking assurances and understanding of the auditor's approach to the audit. At the planning meetings for the half-year review and year-end audit, the external auditor was required to explain their understanding of significant risks to audit quality, by reference to the Company's specific circumstances and changes in the risks and reasons for those changes. We explored the auditor's understanding of our business and industry knowledge which informed their approach to identifying risks.

During the year, the 2018 audit of Moneysupermarket.com Group plc by KPMG was reviewed by the FRC's Audit Quality Review team ('AQR'). The AQR routinely monitors the quality of work of certain UK audit firms through inspections of sample audits and related procedures of individual audit firms. One finding was raised as a limited improvement in relation to work performed by KPMG over the activity of the Company's Revenue Assurance Team. The Committee and KPMG have discussed the finding and the identified improvement area, and the actions taken to incorporate this into the 2019 audit work. KPMG reported to the Committee as part of their report to the Committee on these matters, with the Committee concluding that the findings have been addressed satisfactorily.

The Committee held private meetings with the external auditor as necessary after Committee meetings to review key issues within their sphere of interest and responsibility.

Re-appointment

KPMG has acted as the auditor to the Group since 2004 and was appointed as the auditor to the Company on its flotation in 2007. The lead audit partner rotates every 5 years to ensure independence. The KPMG audit partner, Stuart Crisp, will rotate off the audit on 30 April 2020, in accordance with the FRC's Ethical Standard 3 (Revised). The Committee has met and approved the appointment of the new audit partner, who will lead the audit from 2020.

Following a formal competitive tender exercise during 2016, in relation to the audit for the Group for the year ended 31 December 2017, the Board approved the Audit Committee's recommendation to put a resolution to shareholders at the 2017 Annual General Meeting to re-appoint KPMG, which shareholders subsequently approved.

We have therefore complied with the requirement to ensure the external audit contract is tendered within the 10 years prescribed by EU and UK legislation and the Code's recommendation. We confirm we have complied with the provisions of The Statutory Audit Services for Large Companies Market Investigation (Mandatory use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014.

Since KPMG's re-appointment, we have considered further the length of KPMG's tenure and the results of the detailed questionnaire when assessing their continued effectiveness and independence. We continue to remain satisfied with the work of KPMG and that it continues to remain independent and objective. In accordance with International Standards on Auditing (UK & Ireland) 260 and Ethical Standard 1 issued by the Accounting Practices Board, and as a matter of best practice, the external auditor has confirmed its independence as auditor of the Company, in a letter addressed to the Directors.

Internal control

The Committee is responsible for monitoring and reviewing the effectiveness of the Group's internal control and risk-management systems. Through monitoring the effectiveness of its internal controls and risk-management, the Committee is able to maintain a good understanding of business performance, key judgemental areas and management's decision-making processes.

In 2019, we:

- reviewed the framework and effectiveness of the Group's system of internal control and risk management, including financial, operational and compliance controls;
- received regular updates from management on internal control improvements including reports on progress of automation of financial controls;
- reviewed reports from the external auditor, KPMG, of the results of its controls testing as part of the external audit; and
- assessed the framework of internal control and risk management to ensure that it was compliant with SM&CR; and
- reported to the Board on our evaluation of the operation of the Group's internal control and risk management systems, informed by reports from Internal Audit (including PwC) and KPMG.

We consider the adequacy of management's response to matters raised and the implementation of recommendations made. The Board's statement on internal control and risk-management can be found on pages 70 to 71.

Internal Audit

The Group has an Internal Audit function which, together with the PwC co-source arrangement, delivers a risk-based internal audit plan to provide independent assurance over the Group's key risks. The Audit Committee meets with the Head of Internal Audit without management present on an annual basis. In addition, the Head of Internal Audit meets separately with the Chair of the Committee to discuss internal audit objectives.

In 2019, we:

- continued to oversee enhancements to our Internal Audit function, ensuring it has the right expertise and experience to provide effective challenge throughout the organisation;
- measured the effectiveness and value of the function through metrics and impact assessments;
- reviewed the rolling twelve-month Internal Audit plan including a full review of the appropriateness of audit focus and cycle times for the Group's audit universe;
- considered the different sources of assurance against the Group's key risks to ensure there is comprehensive risk and assurance coverage;
- agreed and monitored the balance of audit focus across strategic, operational, third-party and core assurance areas, with particular focus on Information Security and People risk;
- considered internal audit insights of relevance to culture assurance, including an incentivisation audit and a Contingent Worker review;
- reviewed results from audits carried out including any unsatisfactory audit findings and related action plans;
- considered the different sources of assurance against the Group's key risks to ensure there is comprehensive risk and assurance coverage;
- reviewed open audit actions, together with monitoring progress against the actions;
- agreed the plan and received summary reports on the progress of the Revenue Assurance function; and
- conducted an assessment of the Internal Audit function.

Whistleblowing

The Group has a whistleblowing process (including an external confidential reporting hotline) which enables employees of the Group to raise, in confidence, concerns about possible improprieties in financial reporting, other operational matters or inappropriate personal behaviours in the workplace.

In 2019, we:

- reviewed reports at each meeting from the Company Secretary and General Counsel on: (a) socialisation of the external confidential reporting hotline, email and internet arrangements; and (b) whistleblowing incidents and their outcomes.
- rolled out the Group's whistleblowing process to Decision Tech.

Risk Committee

The Group has a separate Risk Committee which is chaired by Sally James. The Risk Committee operates separately but alongside the Audit Committee. A separate report of the work and responsibilities of the Risk Committee is set out on pages 82 to 84. The Group also has a separate Risk & Compliance function, headed by the Chief Risk Officer.

Audit Committee effectiveness

In 2019, we carried out an internal evaluation of Audit Committee effectiveness which involved the completion of a questionnaire, with the results being analysed and presented at a Committee meeting for discussion. The Committee determined it continues to be effective in fulfilling its role and remains independent. The following actions arose from the evaluation:

2019 evaluation actions

- ensuring appropriate succession planning for the Committee;
- improving communications to Committee members on material matters between meetings;
- ensuring sufficient time for meetings; and
- continued provision of additional training for Committee members.

2018 evaluation actions update

We also reviewed progress against actions identified in the 2018 evaluation:

- Composition of the Audit Committee - Caroline Britton, an independent Non-Executive Director, was appointed to the Audit Committee, succeeding Robin Freestone as Chair of the Committee.

Training

The Audit Committee receives or reviews guidance as appropriate during the year.

In 2019, we:

- received updates from our external auditor, KPMG, on financial reporting developments; and
- received an update on the tax environment and forthcoming regulations from Deloitte, our tax adviser.

Overview of Committee activities for 2020

Our priority for 2020 will remain the oversight of the assurance programme to monitor implementation of the strategic initiatives. In addition, the Committee will review the segmental reporting proposals with a view to implementing in 2020.

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

Caroline Britton
Chair of the Audit Committee
19 February 2020

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board and its Committees; taking into account skills, knowledge, experience and diversity, and making recommendations to the Board with regard to any changes

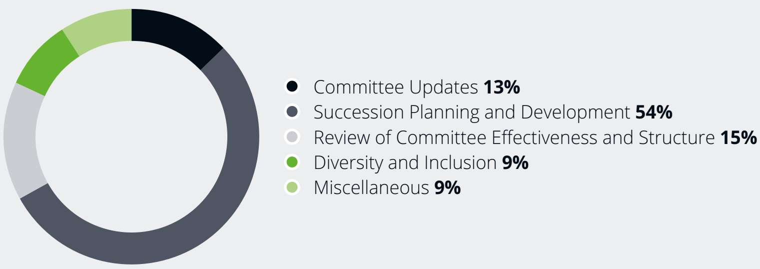
Robin Freestone
Chair of the Nomination Committee

2019 highlights

- conducted comprehensive searches for:
  - a Chair successor;
  - a new Non-Executive Director and Chair of the Audit Committee;
- reviewed the size, structure and composition of the Board and its Committees;
- reviewed the Group's internal diversity plans; and
- continued to review talent within the Group, with an increased focus on succession planning and development at the level below executive management.

Number of meetings of the Nomination Committee: 3

Allocation of time



Dear Shareholder

As Chair of the Nomination Committee, I am pleased to present the Nomination Committee's report for the year ended 31 December 2019. I have set out below our role and activities in reviewing the Board's size, structure and composition, including the recommendation of appointment of a new Chair and Non-Executive Director, reviewing succession and development plans for the Board and executive management, and overseeing the Group's diversity plans.

Committee membership

I chair the Nomination Committee and the other members, all of whom are Independent Non-Executive Directors, are detailed in the table below. Biographies of the members of the Nomination Committee are set out on pages 64 and 65.

Committee members	Meetings Attended
Robin Freestone[(1)]	3/3
Andrew Fisher	3/3
Sally James	3/3
Genevieve Shore[(2)]	2/2
Sarah Warby	3/3
Bruce Carnegie-Brown[(3)]	1/1

(1) Robin Freestone replaced Bruce Carnegie-Brown as Chair of the Committee on 9 May 2019.
(2) Genevieve Shore resigned as Director on 31 July 2019.
(3) Bruce Carnegie-Brown resigned as Director and Chair on 7 May 2019.

Katherine Bellau is Secretary to the Committee.

Role

The role of the Nomination Committee is to:

- regularly evaluate the balance of skills, knowledge, experience and independence of the Board;
- review the size, structure and composition of the Board, including Board diversity;
- identify and recommend to the Board at the relevant time candidates for appointment as Directors; and
- give full consideration to succession planning for Directors and other senior executives.

The Nomination Committee has a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. When the need to appoint a Director is identified, we prepare a candidate profile indicating the skills, knowledge and experience required, taking into account the Board's existing composition, taking into account the relevant experience and understanding of our stakeholder groups. We engage external executive search consultants and consider the gender, nationality, educational and professional background of candidates, as well as individual characteristics which will enhance diversity of thinking on the Board. Suitable candidates are interviewed by Committee members.

We give careful consideration to ensure proposed appointees have enough time available to devote to the role and that the balance of skills, knowledge and experience on the Board, with regard to experience and understanding of our stakeholder groups, is maintained.

When the Nomination Committee has identified a suitable candidate, we then make a recommendation to the Board with the Board making the final decision.

Committee meetings

We held three scheduled meetings during the year, with a number of ad hoc meetings to provide updates on the various recruitment processes during the year. Details of the attendance at Nomination Committee meetings are set out on the previous page.

We invited the CEO, the Chief People Officer and the Company Secretary to attend meetings of the Nomination Committee. During 2019, we also invited members of the executive management to present to the Committee in relation to the management of top talent in their teams and received progress updates from our Diversity and Inclusion Lead. The Company Secretary acts as secretary to the Nomination Committee.

In 2019, we:

- reviewed the composition of the Board, including the balance of skills, knowledge and experience, taking into account the experience and understanding of our stakeholder groups;
- conducted a search for, considered and recommended to the Board the appointment of a new Chair (led by the Senior Independent Director), Non-Executive Director and Audit Chair;
- reviewed and approved the Board diversity policy, including a target of 33% female representation and a target of one Director of colour by 2024;
- reviewed the pipeline of top talent to run the business, particularly at the level below executive management, with presentations from executive management which also included updates on diversity plans for their areas of the business;
- considered and recommended to the Board the re-election of all Directors at the 2020 Annual General Meeting other than Andrew Fisher, as he will be stepping down at the conclusion of that meeting;
- reviewed and updated the policy for approval of Directors' external appointments; and
- reviewed and updated the Committee's Terms of Reference conflicts of interest and the register of Directors' conflicts of interest.

We followed the procedure outlined above for the search for the new Chair and Non-Executive Director, engaging Russell Reynolds as the external executive search consultants for the appointment of the Chair and the appointment of the Non-Executive Director.

Russell Reynolds is a signatory to the Voluntary Code of Conduct for Executive Search Firms on gender diversity and best practice and has no other connection with the Company. The Committee briefed Russell Reynolds on our diversity expectations and we considered and interviewed a wide and diverse range of candidates for each role. The search for the new Chair was led by Sally James, as Senior Independent Director. The Board was unanimous in its decision to appoint Robin Freestone (Chair) and Caroline Britton (Non-Executive Director and Audit Chair).

The members of the Nomination Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

Written terms of reference that outline the Committee's authority and responsibility are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form on application to the Company Secretary. We review our terms of reference annually and updated them with effect from 1 January 2019 to reflect the changes introduced by the UK Corporate Governance Code (July 2018 version).

Diversity and Inclusion

Boardroom diversity

We now have 57% female representation on the Board and have well exceeded the target of 33% by 2020 as imposed by the Hampton-Alexander Review.

The Board's Statement on Diversity is as follows:

'The Board of Moneysupermarket.com Group PLC welcomed the publication of the Hampton-Alexander Review on FTSE Women Leaders and the Parker Review on Ethnic diversity of UK boards. We recognise the benefits of having a diverse Board, and see diversity at Board level as important in maintaining good corporate governance and Board effectiveness. We want a Board that reflects diversity in the broadest sense to embrace different perspectives, insights and challenges such as gender, race, age, educational and professional background, disability and sexual orientation.

Moneysupermarket.com Group PLC is committed to ensuring that any Board vacancies arising are filled on merit, in the context of the skills, experience, independence and knowledge which the Board requires to be effective. When Board positions become available, the Company will remain focused on ensuring that a diverse range of candidates, taking into account all aspects of diversity as described above, are considered, whilst ensuring that appointments continue to be based on merit, (measured against objective criteria) and the skills and experience the individual offers. The Board has targeted a minimum of one director of colour by 2024 and has achieved its target of a minimum female representation on the Board of 33% by 2020.

The Nomination Committee reviews and assesses composition on behalf of the Board and recommends appointments of new Directors. As part of these processes, the Nomination Committee will consider the balance of skills, experience, independence and knowledge of the Board and the diversity representation.'

> *Moneysupermarket Group has climbed to number 2 (from 30 in 2018) on the FTSE250 ranking for gender balance on Board and in Leadership*
>
> The Hampton Alexander Review 2019, figures as at 30.06.2019

As at the date of this report, the Board had a total of seven Directors.

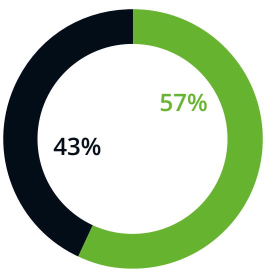
The skill set of the Non-Executive Directors includes financial, economic, financial services, banking, digital, technology, communications and consumer expertise.

As part of our evaluation of the Nomination Committee, it was considered that whilst progress has been made, more could be done in relation to considering candidates for the Board from a wide range of backgrounds. It was therefore agreed that for future Board recruitment, we will ensure that the Board's diversity and inclusion requirements form a key part of the role specification. We have a newly established internal Employee Resource Group which has the objective of striving for diverse representation at all levels in our business, including, but not limited to women and ethnic minorities. The co-chairs (or appropriately qualified members) of that group will be briefed on the approach we take to increase diversity in future Board recruitment processes.

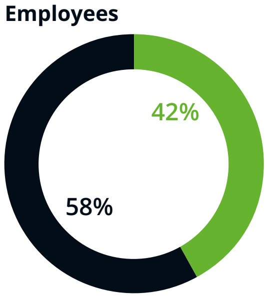
Executive Management and Direct Reports

Below the boardroom level, our executive management team is 33% female and 67% male. The direct reports of the executive management team are 44% female and 56% male. Combined, our gender breakdown for both the executive and their direct reports is 41% women and 59% men as of 31 December 2019.

Board of Directors



Employees



Female Male

Across the Group

Our commitment to transforming our culture to be more inclusive and innovative is a key element of our Reinvent strategy and supports our purpose of helping households save money. We recognise that an inclusive environment, where colleagues can be their true, authentic selves and everyone's voice is valued, fosters better creativity and innovation for our customers and users.

Our Diversity and Inclusion Lead is responsible for developing and driving our strategy to create a diverse and inclusive company, and to report on activities and progress to the Nomination Committee. In 2019, we:

- identified and communicated the behaviours that we value and that underpin our cultural transformation;
- embedded our nine Employee Resource Groups into ways of working that support our culture;
- strengthened our commitment to supporting, welcoming and valuing colleagues from diverse backgrounds by taking part in our first Manchester Pride Parade, celebrating Black History Month, investing in manager mental health training and implementing coaching support for new parents and their line managers;
- further reduced our gender pay gap, and exceeded the Hampton-Alexander Review target of 33% women across the Board and leadership teams; and
- gained external recognition for the Group as an inclusive employer. Further information is on page 47 of the Sustainability and stakeholder report.

Nomination Committee effectiveness

In 2019, we carried out an internal evaluation of Nomination Committee effectiveness which involved the completion of a questionnaire, with the results being analysed and presented at a Committee meeting for discussion. The Committee determined it continues to be effective in fulfilling its role and remains independent.

2019 evaluation actions

The following actions arose from the evaluation:

- Continued focus on Committee membership succession planning; and
- Ensure sufficient time for Committee meetings.

2018 evaluation actions update

We also reviewed progress against actions identified in the 2018 evaluation:

- Executive search process: the Board's diversity and inclusion requirements now form a key part of role specification;
- Committee Chairs and composition: new Committee Chairs were appointed for both the Nomination and Audit Committees.

Overview of Committee activities for 2020

With the departure of Genevieve Shore in 2019 and Andrew Fisher in May 2020, the Committee commenced a search for two additional Non-Executive Directors with appropriate product and remuneration experience. I am delighted to report that Supriya Uchill and James Bilefield will be joining the Board later this year, further strengthening both the experience and diversity of the Board.

The Committee has initiated a formal search for Mark Lewis' successor, which includes internal and external candidates. Further work will be carried out on succession planning at Board level as well as a review of the talent pipeline within the Business.

The Committee will also contribute to the external evaluation of the Board focusing on the Board's composition and diversity and how effectively the Board members work together to achieve objectives.

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

Robin Freestone
Chair of the Nomination Committee
19 February 2020

Risk Committee Report

The Risk Committee is responsible for overseeing the Group's risk management framework, ensuring that risks are appropriately identified, managed and mitigated, and advising the Board on risk appetite, strategy and culture

Sally James
Chair of the Risk Committee

Dear Shareholder

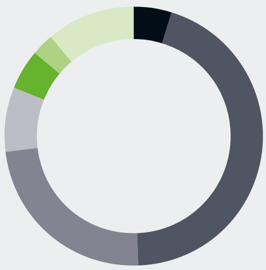
As Chair of the Risk Committee, I am pleased to present the Risk Committee's report for the year ended 31 December 2019. I have set out our role and activities in overseeing the Group's risk management framework, ensuring risks are appropriately identified, managed and mitigated, and advising the Board on risk appetite, strategy and culture.

2019 highlights

- monitored with reports from the Chief Risk Officer, the Group's readiness for compliance with the Senior Manager and Certification Regime;
- oversaw the extension of the Group's risk management framework to Decision Tech;
- continued to focus on technology and data security risks and management's progress on improvements to cyber security;
- assessed the potential challenges associated with Brexit including the preparation of mitigation plans;
- reviewed and assessed the identification and management of the Group's people related risks; and
- monitored and advised the Board on the risks associated with the Group's strategic priorities and advised the Board on risks associated with the proposed revisions to the Group strategy.

Number of meetings of the Risk Committee: 3

Allocation of time



- Committee Updates **5%**
- Risk in Focus **45%**
- Legal & Risk Reporting **24%**
- Annual Risk & Compliance Plan **8%**
- NED Meetings **5%**
- Review of Committee Effectiveness **3%**
- Miscellaneous **11%**

Committee membership

I chair the Risk Committee and the other members, all of whom are Independent Non-Executive Directors, are detailed in the table below. Biographies of the members of the Committee are set out on pages 64 to 65.

Committee members	Meetings Attended
Sally James (Chair)	3/3
Andrew Fisher	3/3
Sarah Warby	3/3
Genevieve Shore(1)	2/2
Caroline Britton(2)	0/0
Robin Freestone(3)	2/2

(1) Genevieve Shore resigned as Director on 31 July 2019.
(2) Caroline Britton's appointment to the Board was effective after the last Risk Committee meeting held in 2019.
(3) Robin Freestone stepped down as a Committee member upon his appointment as Board Chair on 9 May 2019. Robin Freestone attended the September meeting of the Risk Committee in his capacity as Audit Chair.

The secretary to the Committee is Katherine Bellau.

The Risk Committee maintains close links with the Audit Committee, with the Chair of each Committee being a member of the other. This cross-membership and liaison between the Committees, on agenda items and reports, facilitates effective linkage between both Committees and ensures that any matters relating to internal control and financial reporting are considered in an effective and timely manner. In addition, the Risk Committee works with the Remuneration Committee to ensure that risk is properly considered in setting the Group's remuneration policy. I am also a member of the Remuneration and Nomination Committees.

Role

The primary role of the Risk Committee is to assist the Board in its oversight of risk management within the Group, including risk appetite, risk tolerance and the risk management framework. This includes:

- advising the Board on the overall risk appetite, tolerance, strategy and culture;
- overseeing and advising the Board on the current risk exposures and future risk strategy;
- overseeing the application of the risk management framework;
- reviewing reports received from management, the Risk & Compliance function and, where appropriate, Internal Audit or third parties on the identification, management and mitigation of risks;
- reviewing reports from the legal team in relation to legal matters affecting the Group;
- overseeing compliance with relevant legal and regulatory requirements including financial crime and anti-bribery procedures;
- in relation to proposed strategic transactions, material acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, which includes an assessment of risks and implications for the risk appetite and tolerance; and
- considering and approving the remit of the Risk & Compliance function and ensuring it has adequate resources.

Written terms of reference that outline the Committee's authority and responsibilities are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form from the Company Secretary. We review our terms of reference annually.

Committee meetings

We met three times in 2019 and the attendance of our members is shown in the table on the left of this page. We invited the Chair of the Board, CEO, CFO, Chief Risk Officer, Head of Internal Audit and the Company Secretary and General Counsel, together with appropriate members of the management team with responsibility for management of key risks and the external auditor to meetings as necessary. The Committee also meets separately with the Chief Risk Officer at least once a year.

After each meeting, I report to the Board on the main issues that we discussed.

The members of the Risk Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

Principal activities in 2019

The Committee has an annual schedule of work, developed from its terms of reference, with standing items that it considers at each meeting, in addition to any specific matters upon which the Committee has decided to focus. This schedule of work is expected to evolve to reflect the Group's strategy and changes to the economic and regulatory environment in which the Group operates. The Risk Committee receives regular reports from the management team, the Chief Risk Officer and the General Counsel.

In 2019, we:

- updated and approved the Group Risk Appetite Framework and Statement following scenario analysis and consideration by management, ensuring it is aligned with the Group strategy;
- oversaw the extension of the Group's risk management framework to Decision Tech;
- received reports from management on how risks associated with the strategic initiatives and received ad hoc reports relating to new or emerging risks;
- reviewed and assessed the identification and management of the Group's people related risks;
- oversaw improvements in the management of technology risks, with a focus on cyber security;
- assessed the challenges associated with Brexit including the preparation of mitigation plans;
- received updates and oversaw management's actions in relation to the consideration of risks associated with the Senior Manager & Certification Regime;
- oversaw and monitored compliance with General Data Protection Regulation ('GDPR') and our data protection policies;
- reviewed the conduct scorecards at each meeting to ensure we are putting customers at the heart of the business through our 'Customer First' programme;
- continued to enhance reporting of legal matters and regulatory developments; and
- oversaw compliance with evolving regulation and interactions with our regulators including the FCA, in particular in relation to the General Insurance Pricing Market Study and the embedding of Insurance Distribution Directive requirements.

Risk & Compliance

The Group has a Risk and Compliance function, led by the Chief Risk Officer, which reviews the Group's risks and controls together with the Group's compliance with the requirements of the various bodies that regulate the Group's activities. These regulatory bodies include the FCA, the Information Commissioner's Office, Ofgem (which operates a voluntary code, relating to energy price comparison, to which MoneySuperMarket subscribes) and Ofcom (which operates a voluntary code relating to telephone, broadband and pay-TV price comparison to which Decision Tech subscribes).

In 2019, we:

- reviewed and approved the Risk and Compliance plan, which defines the scope of the work that the function will undertake including compliance monitoring and assurance activities across the Group – this included assurance activities relating to FCA regulation and compliance with GDPR, both internally and in relation to key third parties which support our business;
- considered the updates against the Risk & Compliance plan and results of the work performed since the previous meeting and management's response; and
- reviewed the resources of the Risk and Compliance function.

Risk Committee effectiveness

In 2019, we carried out an internal evaluation of Risk Committee effectiveness which involved the completion of a questionnaire, with the results being analysed and presented at a Committee meeting for discussion. The Committee was considered to be effective in fulfilling its role during 2019 and remains independent.

2019 evaluation actions

The following action arose from the evaluation:

- Communication and updates to the Committee in between meetings - The Committee will enhance processes on communication of material matters between meetings, including using the Risk and Audit Committee agendas interchangeably, and ensuring timely updates to the Committee of material regulatory changes.

2018 evaluation update

We also reviewed progress against actions identified in the 2018 evaluation:

- Reporting from the Chief Risk Officer is now structured between current and emerging risks to ensure the Committee balances its time appropriately; and
- Extended Conduct Scorecards to each of the Group's brands, including Decision Tech to help focus on putting customers at the heart of the business.

Overview of Committee activities for 2020

The management of operational and conduct risks will continue to be our priority for 2020. We will focus on management of risks associated with the delivery of the strategic initiatives and review the Group's updated business continuity arrangements. We will oversee the ongoing embedding of enhanced controls in respect of cyber security, data privacy and third party management. We will also oversee the Group's preparation for upcoming regulatory developments, including the implications of the final report from the FCA General Insurance Pricing Market Study and the ePrivacy Regulation.

The Group recognises that regulation in general, and in particular the activities of the FCA, Ofgem and CMA, will continue to be a feature of the price comparison market. The Group has invested, and will continue to invest, in skills and resources in this area in 2020.

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

Sally James
Chair of the Risk Committee
19 February 2020

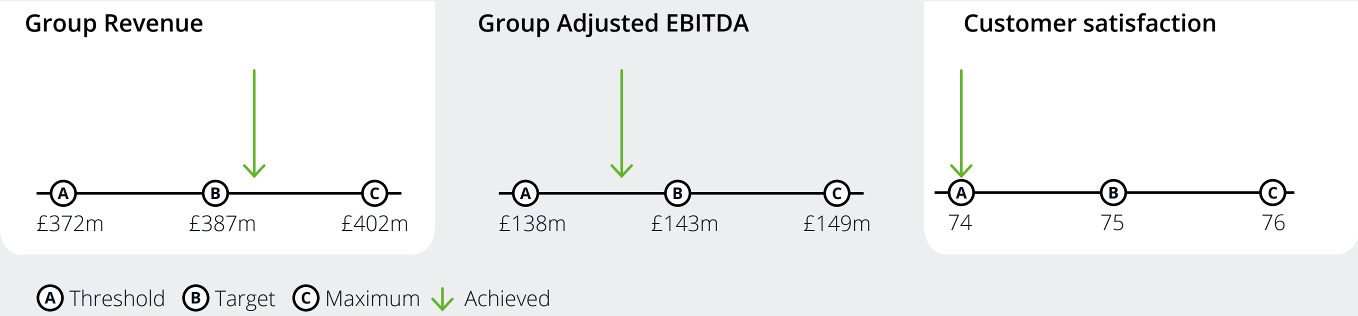
Remuneration at a glance

As a Committee we ensure that our remuneration framework continues to align with our Reinvent strategy

How we performed in the year

Group Revenue	Group Adjusted EBITDA	Customer satisfaction
£388.4m	**£141.5m**	**74**
(2018: £355.6m)	(2018: £129.4m)	(2018: 74)

How performance links to Executive Directors Annual Bonus

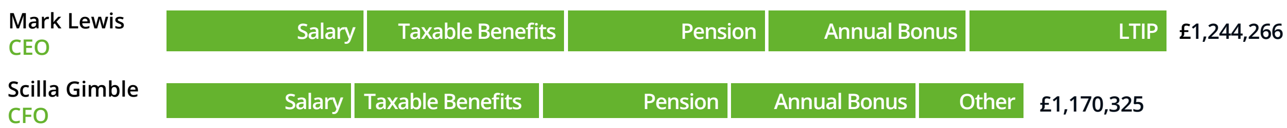


Personal targets

Performance targets are set each year by the Remuneration Committee by reference to factors such as the budget and strategic objectives for the year, progress against the prior year and market expectations. Personal targets for 2019 included delivery of the Reinvent strategy, delivering the budget and diversity and inclusion.

See pages 98 and 99

Total Remuneration received by our Executive Directors



See page 97

The Remuneration Committee's key responsibility is to determine and apply the Remuneration Policy to ensure it promotes the delivery of our strategy and the long-term success of the Group

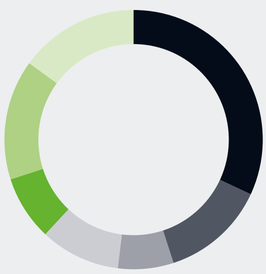
Andrew Fisher
Chair of the Remuneration Committee

2019 highlights

- undertook a review of the executive remuneration framework and developed a new Remuneration Policy;
- consulted with shareholders on the proposed changes to the Policy; and
- determined the incentive outcomes for the Executive Directors and executive management team.

Number of meetings of the Remuneration Committee: 5

Allocation of time



- CEO and Exec Team Remuneration **32%**
- LTIP **13%**
- SAYE) **7%**
- Governance **10%**
- Directors Report and Remuneration Report **8%**
- 2020 Remuneration Policy and Planning **15%**
- Miscellaneous **15%**

Dear Shareholder

I am pleased to present the Directors' Remuneration Report for the year ended 31 December 2019.

Our current Remuneration Policy was approved by over 98% of shareholders at the 2017 AGM. In line with the normal three-year renewal cycle, we will be seeking shareholder approval for a new Policy, set out on pages 89 to 95 at the AGM in 2020. In advance of this, the Remuneration Committee undertook a review of our current Policy and consulted with our major shareholders as well as key representative bodies on the proposed changes. A summary of the key changes is set out on the following pages.

Pages 95 to 103 of this report constitute the Annual Remuneration Report, summarising the 2019 outcomes and how we intend to operate the Policy in 2020.

Committee membership

I chair the Remuneration Committee and the other members, all of whom are independent Non-Executive Directors are detailed in the table below. Biographies of the Committee members are set out on pages 64 to 65.

Committee members	Meetings Attended
Andrew Fisher (Chair)	5/5
Sally James	5/5
Sarah Warby	5/5
Genevieve Shore[1]	3/3
Caroline Britton[2]	1/1
Robin Freestone[3]	2/2

(1) Genevieve Shore resigned as Director on 31 July 2019.
(2) Caroline Britton's was appointed as a member of the Committee on 20 September 2019.
(3) Robin Freestone stepped down as a Committee member upon his appointment as Board Chair on 9 May 2019.

The Secretary to the Committee is Katherine Bellau.

2020 Remuneration Policy

As indicated in my letter in last year's report, during 2019 and early 2020, the Committee undertook a review of the executive remuneration framework. We concluded that the current framework has served the business and shareholders well, and as a result, we are not proposing any fundamental changes to the framework nor seeking any increases to quantum.

Our reward philosophy remains unchanged. We believe in a simple and transparent framework which rewards our Executives based on the financial and strategic performance of the business, the value created for our shareholders, and their individual performance.

We also recognise that investor expectations around executive pay continue to rapidly evolve, and we are proposing a number of changes to ensure we remain aligned with investor expectations, including the 2018 changes to the UK Corporate Governance Code.

The key proposed changes to Policy are:

- **Pension for new hires aligned to wider workforce.** Any new Executive Director appointment will be eligible to receive pension contributions (or a cash allowance in lieu) at a maximum rate which is aligned to that received by the wider workforce (currently 5% of salary).
- **Pension for incumbents frozen.** Pension arrangements for incumbent Executive Directors will be frozen at the current monetary value. Any future salary increases will therefore reduce the amount received as a percentage of salary (currently 20% of salary).
- **Strengthening bonus deferral**. We will strengthen our bonus deferral policy to require one third of any bonus earned to be deferred. This is likely to increase, in practice, the proportion of the bonus which will be deferred each year (compared to our previous approach introduced in the 2017 Policy which required amounts above target to be deferred).
- **Post-employment shareholding policy.** In accordance with the 2018 UK Corporate Governance Code, the Group will implement a post employment shareholding policy as follows:
  - We are adopting a tapered approach of 100% of our shareholding requirement (or actual holding, if lower) for the first year, and 50% of that requirement for the second year.
  - This will apply to shares acquired from awards granted after the approval of our new policy at the 2020 AGM.

This policy is in addition to our current provisions, where an Executive Director ceases employment:
  - Deferred bonus shares will continue to be subject to the two-year deferral period;
  - Vested LTIP shares will continue to be subject to the two-year holding period; and
  - Unvested LTIP awards will continue for 'good leavers' (on a time and performance pro-rated basis) on the original vesting and holding timeline such that no shares will be delivered before five years from grant.
- **Enhanced malus / clawback and discretion provisions.** Following a review, we have enhanced our provisions and processes in this area to align with guidance, as follows:
  - Malus / clawback. We have introduced new circumstances under which the provisions could be triggered (including 'corporate failure' and 'serious reputational damage');
  - Discretion. We have also enhanced the provisions in our incentive plans which enable the Committee to exercise discretion to override the formulaic outcome.

The above changes are codified into our Remuneration Policy on pages 89 to 95.

In determining the new Policy the Committee followed a robust process which included discussions on the content of the Policy at Remuneration Committee meetings during 2019 and early 2020. The Committee considered the input from executives and our independent advisors, and as well as considering best practice, shareholder guidance, and specific feedback from our major shareholders. In reaching their decisions on the new Policy the Remuneration Committee considered the following principles as recommended in the revised 2018 UK Corporate Governance Code:

- **Clarity.** The policy is designed to allow our remuneration arrangements to be structured such that they clearly support, in a sustainable way, the financial objectives and the strategic priorities of the Company. The Remuneration Committee remains committed to reporting on its remuneration practices in a transparent, balanced and understandable way.
- **Simplicity.** The policy consists of three main elements: fixed pay (salary, benefits and pension), an annual bonus award and a long term incentive award. The annual bonus is based on a combination of financial measures and individual strategic objectives tied to our key corporate objectives. The LTIP is currently based on three measures: EPS growth, relative TSR and Revenue.
- **Risk.** Remuneration policies are in line with our risk appetite. An enhanced malus and clawback policy is in place, and the Committee has the discretion to reduce variable pay outcomes where these are not considered to represent overall company performance or the shareholder experience. One third of bonus awards are deferred into shares for 2 years, and vested shares under the LTIP must be retained for a further two years, further ensuring that Executive Directors are motivated to deliver sustainable performance.
- **Predictability.** The Committee considers the impact of various performance outcomes on incentive levels when determining pay levels. These can be seen in the scenario charts in our Policy Report.
- **Proportionality.** A substantial portion of the package comprises performance based reward, linked to the delivery of strong company performance and the achievement of key strategic objectives. The Committee uses discretion where required to ensure that performance outcomes are appropriate.
- **Alignment to culture.** In determining executive remuneration policies and practices, the Remuneration Committee considers a number of wider workforce themes as part of its review, including workforce demographics, engagement levels and diversity to ensure executive remuneration is appropriate from a cultural perspective.

Pay for performance in 2019

In line with our reward philosophy and existing Policy, during 2019, the variable elements of executive remuneration were focused on simple and transparent measures of revenue growth, adjusted EBITDA, adjusted earnings per share ('EPS') growth, total shareholder return ('TSR') and key strategic objectives.

Our Reinvent strategy has continued to improve the customer experience and has delivered new market growth, with our diverse portfolio balancing mixed market conditions. The Committee has been focused on ensuring our remuneration framework continues to align with the Reinvent strategy and best practice. The annual bonus and Long-Term Incentive Plan ('LTIP') awards in respect of 2019 performance were based on challenging targets, as disclosed on pages 98 and 99.

2019 has been another year of growth for the Group with revenue increasing by 9% to £388.4m and adjusted EBITDA increasing by 9% to £141.5m. Our executive team has continued to focus on the execution of our growth strategies, performing well against their stretching individual performance targets (aligned to some of the key achievements referred to in the Strategic Report on pages 1 to 61). We have reviewed the performance related elements of the Executive Directors' remuneration to ensure the outcomes are consistent with the overall performance of the Group.

As a result, the Committee determined that Mark Lewis and Scilla Grimble will receive a bonus for their performance of 84% and 75% respectively of their basic salary (which represents 55.8% and 55.6% of the maximum). In determining the remuneration outcomes for the Executive Directors, the Committee were satisfied that the outcomes were in line with performance and that they did not need to exercise any discretion to override the amounts awarded.

The 2017 LTIP award, which was based on a combination of stretching compound annual growth in adjusted EPS and comparative total shareholder return, will vest at 9.6% of the maximum based on performance over the three-year performance period to 31 December 2019. For the EPS element (80% weighting), actual performance was 5% per annum against targets set of 7% to 17% per annum and therefore the level of vesting was 0%. For the TSR element (20% weighting), actual TSR performance of +39% was between median and upper quartile against the FTSE 250 (excluding investment trusts) and resulted in a vesting level of 48% for this portion of the award (9.6% of the total award).

Approach to remuneration in 2020

Both incumbent Executive Directors will receive an increase to base salary of 2%, which is aligned to the increase available to the wider workforce.

The proposed performance measures and weighting for both the annual bonus and the LTIP are summarised below:
- 2020 bonus: Group EBITDA (50%), Group revenue (20%), Net Promoter Score (10%), and individual objectives (20%);
- 2020 LTIP award: EPS growth (50%), Revenue (30%), relative TSR (20%).

The key change is the introduction of revenue growth as a third performance measure in the LTIP, alongside EPS and TSR. We believe this increased focus on revenue better aligns with our Reinvent strategy objective of reaccelerating core growth and unlocking new market growth.

Targets for the 2020 LTIP award have been set as follows:
- As with previous awards, threshold performance results in 20% vesting of the maximum and stretch performance results in 100% vesting of the maximum;
- Threshold to stretch targets over the three-year performance period are: 5% to 15% EPS growth per annum; 4% to 9% revenue growth per annum; median to upper quartile TSR performance versus the FTSE 250 (excluding investment trusts);
- Performance targets for EPS and TSR remain the same as for 2019 LTIP awards and this is the first time we have set revenue targets for the LTIP.

Alignment with shareholders

We are mindful of our shareholders' interests and are keen to ensure a demonstrable link between reward and value creation. We remain committed to an open and ongoing dialogue with our shareholders on the issue of executive remuneration and the Committee welcomed the feedback we received in our consultation of the new Policy.

We are pleased with the support we have received in the past from shareholders with over 98% approval for both our previous Remuneration Policy in 2017 and for the Annual Remuneration Report at last year's AGM. We look forward to receiving your continued support at the forthcoming AGM.

Andrew Fisher
Chair of the Remuneration Committee
19 February 2020

Directors' Remuneration Policy

Set out below is the Directors' Remuneration Policy, which will be put to a binding shareholder vote and become formally effective at the 2020 Annual General Meeting.

The design and implementation of the Remuneration Policy is the responsibility of the Company's Remuneration Committee. Further information on the composition and operation of the Remuneration Committee is set out on pages 86 and 102.

Changes from the previous Policy

The main changes to this Remuneration Policy, from the previous policy approved by shareholders at the 2017 AGM, and as described in the Chair's introductory statement, are as follows:

- Reduced pension opportunity for newly appointed Executive Directors to be in line with the wider workforce;
- Frozen pension opportunity as an absolute monetary amount for incumbent Executive Directors;
- Enhanced the provisions of the annual bonus deferral, such that one third of any bonus earned will be deferred into shares;
- Implementation of a post-employment shareholding requirement to strengthen alignment with shareholders; and
- Enhanced the malus and clawback provisions.

Remuneration Policy Table

Base salary

Purpose and link to strategy	To provide competitive fixed remuneration to attract and retain Executive Directors of the calibre required to deliver the business strategy for shareholders.
Operation	The base salary for Executive Directors may be reviewed annually by the Committee. Individual salary adjustments may take into account each Executive Director's performance and experience in role, changes in role or responsibility, the Group's financial performance, as well external market data.
Maximum	There is no prescribed maximum base salary. Salary increases are ordinarily in line with the broader employee population but on occasions may need to recognise, for example, an increase in the scale, scope or responsibility of the role and developments in the wider competitive market. Current base salary levels are set out on page 95.
Performance targets	No specific targets although the Committee will take into account individual performance when considering salary increases.

Pension

Purpose and link to strategy	To provide an appropriate retirement benefit that is competitive in the relevant market.
Operation	Executive Directors may participate in the Company's defined contribution pension scheme and/or receive salary supplements, or such other allowance as the Committee considers appropriate.
Maximum	A maximum contribution or cash supplement of 20% of 2019 base salary for current Executive Directors. Pension contributions for current Executive Directors will be capped at the current monetary value and will not increase with any future pay rises. Newly appointed Executive Directors will have a maximum opportunity in line with the wider workforce (currently 5% of base salary).
Performance targets	Not applicable.

Benefits

Purpose and link to strategy	To provide market competitive benefits.
Operation	Current benefit provision includes a car allowance, life insurance and private medical insurance. Other benefits may be provided where appropriate including, for example, relocation and travel expenses and reimbursed business expenses (including any associated tax liability) incurred when travelling in performance of duties.
Maximum	There is no prescribed maximum monetary value for benefit provision. Benefits are set at a level which the Committee determines is reasonable and appropriate and the value may vary depending on the benefit provided and the market cost of the benefit given the individual's personal circumstances.
Performance targets	Not applicable.

Remuneration Policy Table continued

Annual bonus

Purpose and link to strategy	Incentivises the delivery of stretching financial, operational and strategic annual performance targets. Deferral into Moneysupermarket.com Group PLC shares increases long-term alignment with shareholders.
Operation	The annual bonus is based on performance against stretching targets set at the start of the year by the Committee, and assessed following the end of the year. A proportion of any annual bonus earned (at least one third) will be deferred into an award of Moneysupermarket.com Group PLC shares under the terms of the Deferred Bonus Plan ('DBP'). DBP awards will normally vest at least 2 years after grant. The remainder will be paid in cash following the year end. Clawback provisions apply for a period of two years following the payment of a cash bonus and the grant of any DBP award.
Maximum	The maximum annual bonus opportunities in respect of a financial year will be: • CEO: 150% of base salary; • CFO: 135% of base salary. Where considered appropriate in exceptional circumstances, the Committee may determine that the maximum annual bonus opportunity in respect of a particular financial year is up to 200% of base salary.
Performance targets	Payment is determined by reference to performance assessed over one financial year based on financial and strategic performance measures which the Committee considers to be aligned to the strategy and the creation of shareholder value. Such measures may include: • Adjusted EBITDA; • Revenue; • Measures aligned to the strategy or KPIs; • Personal objectives. The Committee determines the weightings of the performance measures each year. The overall framework will normally be weighted towards financial measures of performance. The performance measures and weightings for the 2020 financial year are shown on page 96. The Committee retains discretion to use different or additional measures or weightings in future years to ensure that the bonus framework appropriately supports the business strategy and objectives for the relevant year. Performance targets are set each year by the Committee by reference to factors such as the budget and strategic objectives for the year, progress against the prior year and market expectations. Pay-out will be based on a scaled performance target schedule, with the level of pay-out for threshold performance being no higher than 15% of the maximum. The target schedule will be disclosed retrospectively in the Annual Remuneration Report. The Committee has the discretion to adjust performance targets for any exceptional events that may occur during the year. The Committee has discretion to override the formulaic outcome from the performance targets if appropriate (for example, in order to reflect the Group's overall performance).

Long-Term Incentive Plan

Purpose and link to strategy	Designed to align with both the strategic objectives of delivering sustainable earnings growth and the interests of shareholders.
Operation	Awards are made under the 2017 Long Term Incentive Plan, approved at the 2017 AGM. Awards of Moneysupermarket.com Group PLC shares which vest subject to performance measured over a period of at least 3 years. Vested awards may then be subject to an additional holding period, which unless the Committee determines otherwise, will apply up to the fifth anniversary of the date of grant. Clawback provisions apply for a period of 5 years from the date of grant.
Maximum	The maximum award levels in respect of a financial year will be: • CEO: 175% of base salary; • CFO: 150% of base salary. Where considered appropriate, the Committee may make an LTIP award in respect of a particular financial year of up to 200% of base salary, in line with the rules of the plan.

Performance targets	Vesting is determined by reference to performance assessed over a period of at least 3 years, based on performance measures which the Committee consider to be aligned with the delivery of strategy and long-term shareholder value. For awards to be made in 2020, the measures are: • Adjusted earnings per share (EPS) – 50% • Revenue – 30% • Comparative total shareholder return (TSR) – 20% The Committee has discretion to use different or additional performance measures or weightings for awards in future years to ensure that the LTIP remains appropriately aligned to the prevailing business strategy and objectives. Performance targets are set for each award by the Committee. The threshold level of vesting will be no higher than 20% of the maximum award. Any performance target may be amended if an event occurs during the performance period which causes the Committee to consider an amended performance target would be more appropriate and not materially less difficult to satisfy. The Committee has discretion to override the formulaic outcome from the performance targets if appropriate (for example, in order to reflect the Group's overall performance).
All employee share plans	
Purpose and link to strategy	To encourage wider employee share ownership and thereby increase alignment with shareholders.
Operation	Executive Directors are eligible to participate in all employee share plans, which are offered on similar terms to all employees, such as HMRC-approved Sharesave plans and Share Incentive Plans.
Maximum	The maximum which applies to all employees, which includes the limits for any HMRC-approved plans are as defined by HMRC from time to time.
Performance targets	Not applicable.
Share ownership guidelines	
Purpose and link to strategy	To increase long term alignment between executives and shareholders.
Operation	Executive Directors are required to build up and maintain a substantial holding of Moneysupermarket.com Group PLC shares of 200% of base salary. To achieve this, Executive Directors must retain 50% of the net of tax vested LTIP shares until the guideline is met. Unvested deferred bonus shares and vested shares subject to a holding period under the LTIP will count towards the guideline (on a net of tax basis).
Maximum	Not applicable.
Performance targets	Not applicable.
Post-employment shareholding	
Purpose and link to strategy	To align Executive Director and shareholder interests after they have left the Group.
Operation	Post-cessation shareholder guidelines of 200% of salary (or actual holding if lower) in year 1 and 100% of salary (or actual holding if lower) in year 2. This will apply to share awards made after the approval of the new Policy. Unvested deferred bonus shares will continue to be subject to the two-year deferral period; Vested LTIP shares will continue to be subject to the two-year holding period; and Unvested LTIP awards will continue for 'good leavers' on a time pro-rated basis, subject to the original performance targets, and on the original vesting and holding timeline such that no shares will be delivered before 5 years from grant.
Maximum	Not applicable.
Performance targets	Not applicable.

Remuneration Policy Table continued

Non-Executive Director fees

Purpose and link to strategy	To provide market competitive fees which reflect the time commitment and responsibilities of each role.
Operation	The fees for the Non-Executive Directors (excluding the Chair) are determined by the Board and comprise a base fee with additional fees payable for additional responsibilities. The fees for the Chair are determined by the Committee and are structured as a single fee. Fees may be reviewed on an annual basis. The Non-Executive Directors do not participate in any Company pension arrangements, nor do they currently receive any benefits. Non-Executive Directors may be reimbursed for business expenses (and any associated tax liabilities) incurred when travelling in performance of duties.
Maximum	There is no prescribed maximum annual increase. The Board is guided by the general increase in the non-executive director market and for the broader employee population but on occasions may need to recognise, for example, an increase in the scale, scope or responsibility of the role. Current fee levels are set out on page 97 and will not exceed the aggregate maximum levels set out in the Company's Articles of Association.
Performance targets	Not applicable. Non-Executive Directors do not participate in variable pay arrangements.

Notes

(1) Differences from remuneration policy for other employees. The remuneration policy framework for other employees is based on broadly consistent principles as described above. All executives and senior managers are generally eligible to participate in an annual bonus plan, based on consistent performance measures and targets. Participation in the LTIP, or in other share-based plans, is extended to executives and certain senior managers, with LTIP performance conditions consistent across all levels. Individual salary levels and percentage levels of awards in the annual bonus and LTIP vary according to employees' level of responsibility. All UK-based employees are eligible to participate in the Company's HMRC approved Sharesave plan on similar terms.

(2) Awards under any of the Company's share plans referred to in this Report may:
  a) be granted as conditional share awards or nil-cost options or in such other form that the Committee determines has the same economic effect;
  b) incorporate the right to receive an amount (in cash or additional shares) equal to the value of dividends which would have been paid on the shares under an award that vest up to the time of vesting (or where the award is subject to a holding period, release). This amount may be calculated assuming that the dividends have been reinvested in the Company's shares on a cumulative basis;
  c) be settled in cash at the Committee's discretion; and
  d) be adjusted in the event of any variation of the Company's share capital or any demerger, delisting, special dividend or other event that may affect the Company's share price.

(3) The choice of the performance measures applicable to the annual bonus reflects the Committee's belief that any incentive compensation should be appropriately challenging and aligned to the Group's financial and strategic objectives, and the creation of shareholder value. The adjusted earnings per share, revenue, and comparative total shareholder return performance conditions applicable to the LTIP were selected by the Committee on the basis that they reward the delivery of long-term growth and align with the Company's strategic objectives and the creation of shareholder value.

(4) Clawback provisions exist on all variable components of the package. The Committee has discretion to reduce the vesting of a DBP or LTIP award prior to vesting and / or require the participant to return the value of the cash bonus, DBP or LTIP award which has been received (within the timescales shown in the table) in certain circumstances. These circumstances include, in summary: a material misstatement of financial results; an error in the assessment of a performance condition; a significant breach of regulatory obligations, gross misconduct justifying summary dismissal, corporate failure, or acting in a manner which has caused serious reputational damage to the Company.

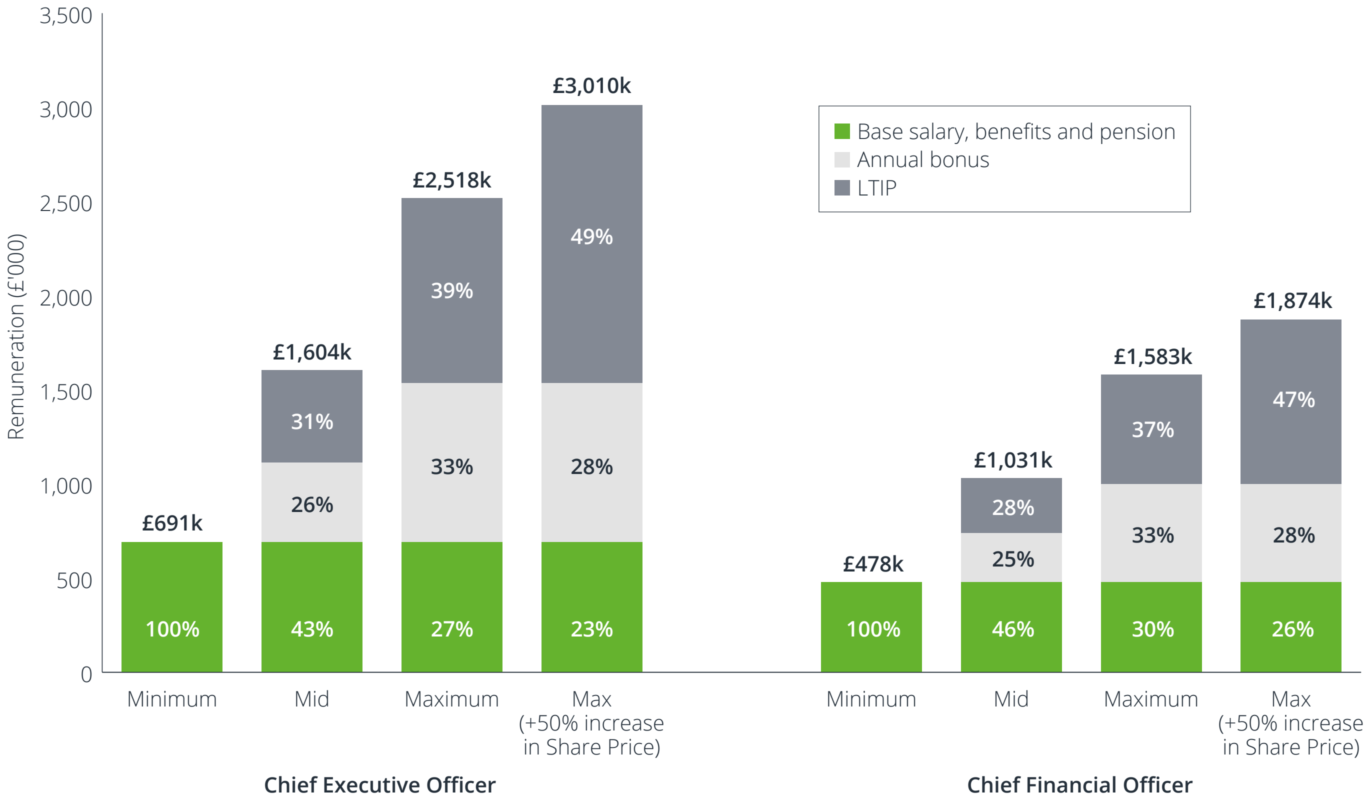
(5) The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the policy set out above where the terms of the payment were agreed (i) before 23 April 2014 (the date the Company's first directors' remuneration policy approved by shareholders in accordance with section 439A of the Companies Act came into effect); (ii) before the policy set out above came into effect provided that the terms of the payment were consistent with the shareholder-approved directors' remuneration policy in force at the time they were agreed or (iii) at a time when the relevant individual was not a Director of the Company or other person to whom this policy applies and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company or other such person. For these purposes "payments" includes the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are "agreed" at the time the award is granted.

(6) The Committee may make minor amendments to the policy (for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval.

(7) References in this Policy to Executive Directors includes any other individual who is required to be treated as an Executive Director under the applicable regulations.

Illustrations of application of Remuneration Policy

The chart below illustrates how the composition of the Executive Directors' remuneration packages varies at different levels of performance under the annual remuneration framework in the 2020 Policy, both as a percentage of total remuneration opportunity and as a total value.



Notes
(1) Minimum includes the value of fixed pay components – annual base salary effective in 2020, pension (20% of 2019 base salary), and benefits (based on 2019 actual).
(2) Mid includes fixed pay, and annual bonus and LTIP with an assumed pay-out of 50% of maximum.
(3) Maximum includes fixed pay and maximum annual bonus (CEO: 150% of salary, CFO 135% of salary) and LTIP awards (CEO: 175% of salary, CFO: 150% of salary).
(4) As announced on 19 February 2019, Mark Lewis has indicated to the Board that he wishes to step down as CEO. No departure date for this has been agreed, the numbers referenced above are on the basis of continuing employment.

In accordance with the reporting regulations, no share price appreciation or depreciation has been assumed in calculating the values shown in the chart above. However, as LTIP awards are granted in shares, the value of the award can vary significantly depending on movements in the share price over the relevant vesting and holding period (as well as on the vesting outcome determined by performance). For example, if the share price increased by 50% over the relevant vesting and holding period, the maximum values shown in the charts above would increase to £3.01 million for the CEO and £1.87 million for the CFO. Similarly, if the share price was to fall by 50%, the maximum values shown in the charts above would reduce to £2.03 million for the CEO and £1.29 million for the CFO.

Service agreements for Executive Directors

The service agreements of the Executive Directors are not fixed term and are terminable by either the Company or the Director on twelve months' notice and make provision, at the Board's discretion, for early termination by way of payment of salary, benefits and pension in lieu of 12 months' notice. Under these service agreements, the Committee has discretion to make such payments on a phased basis, subject to mitigation.

Approach to leavers

In calculating the amount payable to a Director on termination of employment, the Committee would consider the circumstances on a case-by-case basis, taking into account the relevant contractual terms, the circumstances of the termination, any applicable duty to mitigate and the commercial interests of the Company. The treatment of any share awards held by an Executive Director under the Company's share plans will be determined based on the relevant plan rules. The following table summarises the leaver provisions under each incentive plan.

Plan	Summary of leaver provisions
Annual bonus	Annual bonus may be payable with respect to performance in the financial year of cessation (pro-rated for time, unless the Committee determines otherwise). The Committee retains discretion to deliver any such bonus solely in cash and to pay it at the normal date.
DBP	Awards will continue to vest on the original vesting date, subject to the clawback provisions (unless the individual is summarily dismissed in which case DBP awards will lapse).
LTIP	The default treatment is that any unvested awards lapse on cessation of employment. However, in certain circumstances, such as death, ill health, injury, disability, the sale of the participant's employing company out of the Group, or in any other circumstances at the discretion of the Committee, 'good leaver' status may be applied. For good leavers, awards will vest on their normal vesting date, to the extent the Committee determines taking into account the satisfaction of the relevant performance conditions and, unless the Committee determines otherwise, the proportion of the performance period served. For LTIP awards which have vested but not yet been released, the vested awards will continue and be released on the original release date.

For both DBP and LTIP, the Committee retains discretion to vest / release awards before the end of the original vesting / performance period where appropriate (e.g. in circumstances of death).

On a change of control of the Company, awards under the DBP would vest. Awards under the LTIP would normally vest, taking into account the extent to which any performance conditions have been satisfied at that time and, unless the Committee determines otherwise, the proportion of the performance period which has elapsed.

The Committee reserves the right to make any other payments in connection with a Directors' cessation of office or employment where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement or compromise of any claim arising in connection with the termination of a Director's office or employment. Any such payments may include but are not limited to paying any fees for outplacement assistance and for the Directors' legal and/or professional advice fees in connection with his cessation of office or employment. Incidental expenses may also be payable where appropriate.

Approach to recruitment and promotions

The remuneration package for a new Executive Director, including the maximum level of variable remuneration, would be set in accordance with the terms of the Company's Remuneration Policy Table above. Salaries would be set at an appropriately competitive level to reflect the skills and experience of the individual.

The maximum pension contribution (or salary supplement) for any newly appointed Executive Director would be in line with that receivable by the majority of the wider workforce (currently 5% of salary).

Where an individual forfeits remuneration with a previous employer as a result of appointment to the Company, the Committee may offer compensatory payments or awards to facilitate recruitment. Any such payments or awards would be in such form as the Committee considers appropriate to be in the best interests of the Company and would, where appropriate, reflect the nature, time horizons and performance requirements attaching to that remuneration. There is no limit on the value of such compensatory awards, but the Committee's intention is that broadly the value awarded would be no higher than the value forfeited.

For an internal Executive Director appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its terms. In addition, any other ongoing remuneration obligations existing prior to appointment may continue.

For external and internal appointments, the Committee may agree that the Company will meet certain relocation and/or incidental expenses as appropriate.

Other appointments

The Executive Directors may accept outside appointments, with prior Board approval, provided these opportunities do not negatively impact on the individual's ability to perform his duties at the Company. Whether any related fees are retained by the individual or are remitted to the Company will be considered on a case by case basis.

Non-Executive Directors

Non-Executive Directors are appointed under arrangements that may generally be terminated by either the Company or the Director on up to three months' notice and their appointment is reviewed annually. The remuneration package for a newly appointed Non-Executive Director would normally be in line with the structure set out in the Remuneration Policy Table.

Consideration of shareholder views

The Committee undertook an engagement with major shareholders in respect of the changes to the Remuneration Policy and the feedback received was taken into account in finalising the proposals. During each year, the Committee considers shareholder feedback received in relation to the Annual General Meeting, plus any additional feedback received during any meetings from time to time. The Committee also regularly reviews the policy in the context of published shareholder guidelines.

Consideration of employment conditions elsewhere in the Group

The Committee does not formally consult employees in relation to the Remuneration Policy for Executive Directors. However, the Company regularly carries out engagement surveys which enable employees to share their views with management. To the extent that employees are shareholders, they can vote on Directors' remuneration at the Annual General Meeting.

Annual Report on Remuneration

Implementation of the Remuneration Policy for the year ending 31 December 2020

A summary of how the Directors' Remuneration Policy will be applied during the year ending 31 December 2020 is set out below. As announced on 19 February 2019, Mark Lewis has indicated to the Board that he wishes to step down as CEO. No date for this has been agreed, the numbers referenced within the Annual Report on Remuneration are on the basis of continuing employment.

Base salary

The Remuneration Committee has determined base salary increases for the Executive Directors as set out below with effect from 1 January 2020.

	2020 £	2019 £	% increase
Mark Lewis	**562,400**	551,400	2
Scilla Grimble	**387,600**	380,000	2

The Group's employees are, in general, receiving salary increases averaging approximately 2%.

Pension arrangements

The Company will continue to provide pension contributions (or salary supplements) at the current monetary value for incumbent Executive Directors. Any new executive director appointment will be eligible to received pension contributions (or a cash allowance in lieu) at a maximum rate which is aligned to that received by the wider workforce (currently 5% of salary).

The Committee acknowledges the changing context on incumbent pensions and that some shareholders would like to see us provide an overview of our plans to reduce these over time. It was the Committee's view that the current offering of 20% of salary for incumbent Executive Directors is not only a contractual entitlement but an important consideration for retention of leadership of the business and remains appropriate in the context of an overall measured and balanced package that is strongly aligned with shareholder interests.

However, having given this significant consideration, the Committee decided to cap incumbent pension contributions at their current 2019 monetary value (CEO: £110,280 and CFO: £76,000). These will not increase in quantum with any future salary increases and hence will result in a decrease over time in pension contributions as a percentage of salary.

Annual bonus

For the year ending 31 December 2020, the maximum annual bonus opportunities will be in line with the Policy, as shown in the following table:

	% of salary
Mark Lewis	150%
Scilla Grimble	135%

Annual bonus continued

Awards will be determined based on a balanced combination of Group financial and operational performance and individual performance, directly aligned to our KPIs and strategic objectives, as shown below. For 2020, the Board will continue to focus on adjusted EBITDA and revenue growth as key financial metrics for our strategic delivery. We are retaining the Group-wide customer satisfaction measure (Net Promoter Score) which aligns to the Group's strategic objectives and the Group's KPI reporting (see page 5) and a final component based on personal objectives, which includes objectives related to the delivery of a number of key priorities. The weightings for the various metrics are set out below:

Metric	Weighting (% of bonus)
Adjusted EBITDA	50%
Revenue growth	20%
Net Promoter Score	10%
Personal objectives	20%

Maximum bonus will only be payable when performance has significantly exceeded expectations. The Committee believes that the underlying targets are commercially sensitive and cannot be disclosed at this stage. To the extent that they are no longer commercially sensitive, they will be disclosed in next year's Report.

In line with the Remuneration Policy, one third of any bonus earned will be deferred into Moneysupermarket.com Group PLC shares for a period of two years.

Long-term incentives

For the year ending 31 December 2020, annual LTIP awards will be in line with the Policy, as shown in the following table:

	% of salary
Mark Lewis	175%
Scilla Grimble	150%

The extent to which 2020 LTIP awards will vest will be dependent on three independent performance conditions as follows:

Metric	Weighting (% of award)	Performance condition	Threshold	Maximum
Vesting (% of maximum)			20%	100%
Compound annual growth in adjusted earnings per share (EPS)	50%	Compound annual growth in adjusted earnings per share over the three-year performance period.	5%	15%
Compound annual growth in Group Revenue	30%	Compound annual growth in Group Revenue over the three-year performance period.	4%	9%
Comparative total shareholder return	20%	Comparative total shareholder return against the constituents of the FTSE 250 Index (excluding Investment Trusts). Three-month averaging is applied at the start and end of the performance period.	Median	Upper quartile

Vesting is on a straight-line basis between threshold and maximum.

The key proposed change from awards in prior years is the introduction of Revenue growth as a third performance measure, alongside EPS and TSR. The Committee believes this increased focus on Revenue better aligns with our Reinvent strategy objective of reaccelerating core growth and unlocking new market growth.

The Committee continues to set stretching targets. In particular, EPS and revenue targets were set with direct reference to stretching internal business plans and consistent with external expectations that forecasted performance results in vesting in the middle or lower half of the vesting schedule.

Upon vesting, the 2020 LTIP awards will be subject to an additional holding period which expires on the fifth anniversary of the date of grant.

Employee Engagement

In 2019, the Group did not engage directly with employees to explain how executive remuneration aligns with wider company pay policy. However, the Remuneration Committee reviews workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive director remuneration. The Group intends to schedule an employee engagement session in 2020 to discuss how executive remuneration aligns with the wider workforce's pay.

Non-Executive Directors

The fees for the Non-Executive Directors with effect from 1 January 2020 are:

	2020 £	2019 £	% increase
Chair	**251,000**	246,800	2
Base fee	**60,800**	60,800	0
Additional fees:			
Senior Independent Director	**15,000**	15,000	0
Committee Chair fee	**11,000**	10,000	10
Committee membership fee per Committee	**1,500**	1,500	0
Employee Champion fee	**7,500**	N/A	N/A

Remuneration received by Directors for the year ended 31 December 2019 (audited)

Directors' remuneration for the year ended 31 December 2019 was as follows:

	Salary/fees (£)	Taxable bens (£)	Pension (£)	Bonus (£)	Vesting LTIPs (£)	Other Remuneration (£)	Total (£)
Mark Lewis							
2019	**551,400**	**16,859**	**110,280**	**461,430**	**104,257**	**–**	**1,244,266**
2018	540,600	16,717	108,120	491,405	–	–	1,156,842
Scilla Grimble (appointed 4 February 2019)							
2019	**346,750**	**12,815**	**69,667**	**260,461**	**–**	**480,632**	**1,170,325**
2018	–	–	–	–	–	–	–
Robin Freestone							
2019	**184,771**	**–**	**–**	**–**	**–**	**–**	**184,771**
2018	75,300	–	–	–	–	–	75,300
Bruce Carnegie-Brown (stepped down 9 May 2019)							
2019	**88,526**	**–**	**–**	**–**	**–**	**–**	**88,526**
2018	246,800	–	–	–	–	–	246,800
Andrew Fisher							
2019	**73,800**	**–**	**–**	**–**	**–**	**–**	**73,800**
2018	73,800	–	–	–	–	–	73,800
Sally James							
2019	**90,300**	**–**	**–**	**–**	**–**	**–**	**90,300**
2018	90,300	–	–	–	–	–	90,300
Caroline Britton (appointed 1 September 2019)							
2018	**24,600**	**–**	**–**	**–**	**–**	**–**	**24,600**
2017	–	–	–	–	–	–	–
Genevieve Shore (stepped down 31 July 2019)							
2019	**38,967**	**–**	**–**	**–**	**–**	**–**	**38,967**
2018	66,800	–	–	–	–	–	66,800
Sarah Warby (appointed 1 June 2018)							
2019	**74,300**	**–**	**–**	**–**	**–**	**–**	**74,300**
2018	38,967	–	–	–	–	–	38,967
Total							
2019	**1,473,414**	**29,674**	**179,947**	**721,891**	**104,257**	**480,632**	**2,989,815**
2018	1,132,567	29,532	108,120	491,405	–	–	1,748,809

Notes

(1) Taxable benefits

Benefits for the Executive Directors incorporate all benefits and expense allowances arising from employment and relate to the provision of a car allowance and health insurance.

(2) Pension

Pension payments reflect defined contributions and/or salary supplement arrangements. The Company provided pension contributions for two Executive Directors during 2019.

(3) Annual bonus payments

The amounts shown in the single figure table represent the full value of the annual bonus earned in respect of the year.

Remuneration received by Directors for the year ended 31 December 2019 (audited) continued

Maximum bonus entitlements for the year ended 31 December 2019 as a percentage of base salary were 150% for Mark Lewis and 135% for Scilla Grimble for the achievement of stretching targets for growth in revenue, adjusted EBITDA and customer satisfaction (YouGov Brand Index) as well as specific personal objectives. For Scilla Grimble, the maximum bonus opportunity was adjusted pro rata for time served in the year.

The performance targets, weightings, and actual performance against those targets, are set out below:

	Performance targets			Mark Lewis	Scilla Grimble
Group Revenue	Threshold	£372m	Weighting (% of salary)	30%	27%*
	Target	£387m			
	Maximum	£402m			
	Actual	£388m	Payout (% of salary)	21%	19%
Group adjusted EBITDA	Threshold	£138m	Weighting (% of salary)	75%	67.5%*
	Target	£143m			
	Maximum	£149m			
	Actual	£141.5m	Payout (% of salary)	39%	35%
Customer Satisfaction (YouGov Brand Index)	Threshold	74	Weighting (% of salary)	22.5%	20.25%*
	Target	75			
	Maximum	76			
	Actual	74.2	Payout (% of salary)	6%	5.4%
Personal	The personal targets were set individually for each Executive Director based on the key objectives for the year in their area of responsibility – see below		Weighting (% of salary)	22.5%	20.25%*
			Payout (% of salary)	18%	16%
Total			**Payout (% of maximum)**	**55.8%**	**55.6%***
			Payout (% of salary)	**84%**	**75.4%**

* Maximum available after pro-rata adjustment for time in role

In accordance with the Remuneration Policy, to ensure fair and consistent performance measurement, the Group financial performance targets may be adjusted to reflect exceptional one-off and unanticipated items, including acquisitions and disposals, which do not reflect underlying business performance.

The personal targets were set individually for each Executive Director based on the key areas of strategic focus for the year in their area of responsibility together with a component based on Diversity and Inclusion, reflecting our focus in this area, as explained further in the Nomination Committee Report. The Committee assessed the personal targets and determined that they should pay out as set out in the table above. Detail on the underlying targets is commercially sensitive and cannot be disclosed, however, the following tables highlight key objectives and achievements for the personal targets of each Director:

Mark Lewis

Objective	Maximum opportunity (% of salary)	Performance outcome and key achievements
Strategic: Scale revenue contribution from innovations and corporate development activity	9.0%	• Delivered Credit Monitor tool, fully integrated Decision Tech into the Group and partnerships established with CYTI and Podium during the year.
Strategic: Deliver increased personalisation to the MoneySuperMarket customer experience	9.0%	• New brand relaunch delivered across all platforms. Successful launch of Credit and Energy monitor.
Operational: Ensure momentum in the Group's Inclusion and Innovation agenda is maintained	4.5%	• Strong delivery of D&I initiatives and embedded into key employee processes (recruitment, internal promotions). Achievements recognised through employee engagement survey and a number of external awards.
	22.5%	

Scilla Grimble

Objective	Maximum opportunity (% of salary)	Performance outcome and key achievements
Strategic: Rapid induction into CFO role establishing positive Investor Relations, overseeing group Risk & Regulation and Capital Allocation.	8.1%	• Strong introduction to the business overseeing a return to profit growth and overseeing all aspects of the CFO role.
Operational: Deliver 2019 budget with focus on maintaining cost discipline across the Group.	8.1%	• Oversaw successful budget and forecasting processes to deliver outcomes while allocating resources to investment areas.
Operational: Develop the Group's D&I agenda through further understanding of the key drivers impacting the Group's gender pay gap.	4.05%	• Analysis undertaken and key drivers identified to work towards reducing our gap further.
	20.25%	

(4) Vesting of LTIP awards

The LTIP award granted on 4 May 2017 was based on performance to the year ended 31 December 2019. The performance targets for this award, and actual performance against those targets, was as follows:

Metric	Weighting	Performance condition	Threshold	Maximum	Actual	Vesting %
Vesting			20%	100%		
Compound annual growth in adjusted earnings per share	80%	Compound annual growth in adjusted earnings per share from 31 December 2016 to 31 December 2019.	7%	17%	5.05%	–
Comparative total shareholder return	20%	Comparative total shareholder return against the constituents of the FTSE 250 index (excluding Investment Trusts) from 31 December 2016 to 31 December 2019. Comparative total shareholder return measured over 3 financial years with a 3-month average at the start and end of the performance period.	Median	Upper quartile	Above median	9.6
					Total vesting	9.6%

Vesting is determined on a straight-line basis between threshold and maximum.

In accordance with the Remuneration Policy, to ensure fair and consistent performance measurement over the period, EPS may be further adjusted to reflect exceptional one-off and unanticipated items which do not reflect underlying business performance.

The value attributed to vested shares under long-term incentives in the remuneration table for 2019 includes amounts relating to dividend equivalents payable on vested LTIP awards over the 3-year period.

(5) Other remuneration

Of the share options included in the table above, £336,442, 69%, is compulsory deferred in shares across the next 3 years and is subject to forfeiture. The value for the deferred shares was determined using the fair value at grant date (£2.92).

Long-term incentives granted during the year (audited)

During the year, the following share awards were made to the Executive Directors

Executive Director	Type of award	Basis of award granted	Face value of award £	% of maximum that would vest at threshold performance	Vesting determined by performance over
Mark Lewis	2019 LTIP	175% of salary	964,951	20%	three financial years to
Scilla Grimble	2019 LTIP	150% of salary	570,000	20%	31 December 2021
Scilla Grimble	Buy-out award	Buy-out of forfeited awards	480,632	N/A	Vesting dates as shown in footnote 3

(1) Face value for the LTIP awards was determined using the average share price over the preceding 5 trading days prior to the date of grant (28 March 2019) of £3.6222.
(2) Face value for the buy-out awards was determined using the average share price over the preceding 5 trading days prior to the date of grant (14 February 2019) of £3.331.
(3) This award was made in connection with Scilla Grimble's recruitment to the Company to take account of compensation relinquished from her previous employer as a result of commencing employment with the Company. The award was made in line with the requirements of the Remuneration Policy. The total award was over 164,600 shares, and was subject to a vesting timeline (in line with the forfeited remuneration) as follows: 50,791 on 22 June 2019; 41,252 on 19 March 2020; 31,704 on 23 June 2020; 18,675 on 14 August 2020; 22,178 on 19 March 2021

Long-term incentives granted during the year (audited) continued

The performance targets for the 2019 LTIP awards are as follows:

Metric	Weighting (% of award)	Performance condition	Threshold	Maximum
Vesting (% of maximum)			20%	100%
Compound annual growth in adjusted earnings per share	80%	Compound annual growth in adjusted earnings per share over the three-year performance period.	5%	15%
Comparative total shareholder return	20%	Comparative total shareholder return against the constituents of the FTSE 250 Index (excluding Investment Trusts) over the three-year performance period. Three-month averaging is applied at the start and end of the performance period.	Median	Upper quartile

Vesting is determined on a straight-line basis between threshold and maximum.

Payments to past Directors (audited)

There were no payments to past directors during the year.

Payments for loss of office (audited)

There were no payments for loss of office during the year.

Statement of Directors' shareholdings and share interests (audited)

Director	Beneficially owned at 31 December 2019	Outstanding LTIP awards	Buy-out award	Outstanding share awards under all employee share plans	Total interest in shares	Shares owned as a % of base salary at 31 December 2019
Mark Lewis	–	623,947	–	7,031	630,968	0%
Scilla Grimble	26,835	–	113,809	–	113,809	23%
Bruce Carnegie-Brown*	90,000	–	–	–	90,000	n/a
Andrew Fisher	–	–	–	–	–	n/a
Robin Freestone	40,153	–	–	–	40,153	n/a
Sally James	20,000	–	–	–	20,000	n/a
Caroline Britton	–	–	–	–	–	n/a
Genevieve Shore*	–	–	–	–	–	n/a
Sarah Warby	–	–	–	–	–	n/a

*shown as at date of leaving

Executive Directors are required to hold shares in the Company worth 200% of base salary and must retain 50% of the net of tax value of any vested LTIP shares until the guideline is met. The shareholding value used for the purposes of the table above is based on the average share price during December 2019 of £3.306.

In the period from 31 December 2019 to the date of this Report, there has been no change in the Directors' interests in shares in the Company.

Outstanding share awards

The table below sets out details of outstanding share awards held by the Executive Directors.

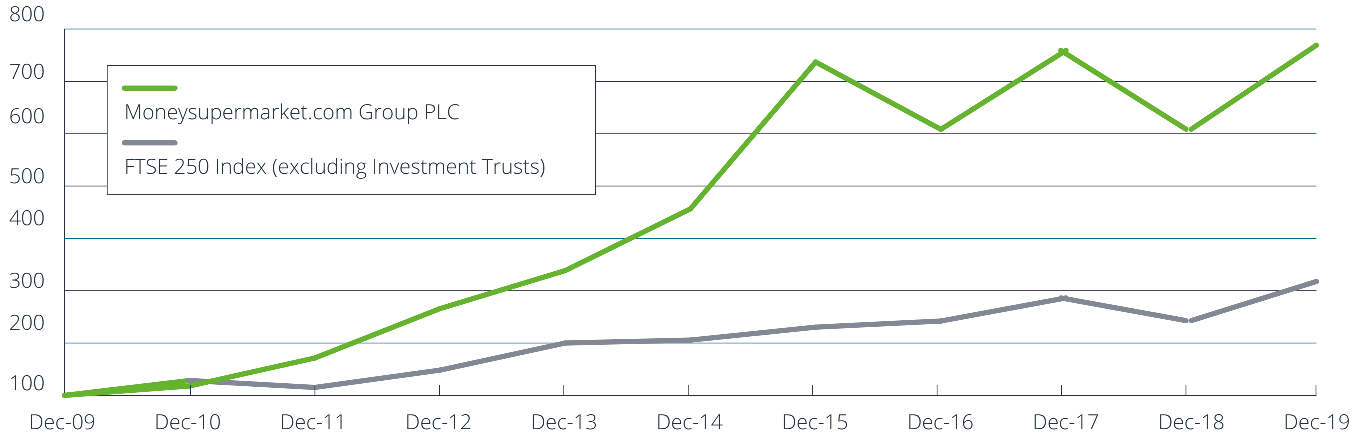
Executive Director	Scheme	Grant date	Exercise price	No. of shares at 1 January 2019	Granted during the year	Vested during the year	Lapsed during the year	No. of shares at 31 December 2019	End of performance period	Vesting/ exercise date
Mark Lewis	LTIP	04/05/2017	Nil	305,317	–	–	276,007	29,310	31/12/2019	04/05/2020
	SAYE	20/09/2017	£2.56	7,031	–	–	–	7,031	n/a	01/11/2020–30/04/2021
	LTIP	05/04/2018	Nil	328,238	–	–	–	328,238	31/12/20	05/04/2021
	LTIP	28/03/2019	Nil	–	266,399	–	–	266,399	31/12/21	28/03/2022
Scilla Grimble	LTIP	28/03/2019	Nil	–	157,363	–	–	157,363	31/12/21	28/03/2022
	Buy-out award	14/02/2019	Nil	–	164,600	(50,791)	–	113,629	N/A	Various*

* see note to table on page 99
(1) Awards of LTIPs vest by reference to an EPS performance condition (80% of the award) and a comparative TSR performance condition (20% of the award). 20% of the maximum vests for threshold performance.

Performance graph (unaudited)

The following graph shows the cumulative total shareholder return of the Company over the last 10 financial years relative to the FTSE 250 Index (excluding Investment Trusts). The Remuneration Committee considers the FTSE 250 Index (excluding Investment Trusts) to be an appropriate index for total shareholder return and comparison disclosure as it represents a broad equity market index in which the Company is a constituent member.

This graph shows the value, by 31 December 2019, of £100 invested in Moneysupermarket.com Group PLC on 31 December 2009 compared with the value of £100 invested in the FTSE 250 Index (excluding Investment Trusts) on the same date, assuming the re-investment of dividends. The other points plotted are the values at intervening financial year ends.



Pay ratio

The table below discloses the ratio of CEO pay for 2019, using the single total figure of remuneration (STFR) of the CEO (as disclosed on page 97 to the comparable earnings of the rest of the employees in the Group, at a number of prescribed data points (25th, 50th & 75th percentiles).

Year	Method	25th percentile (P25) pay ratio	Median (P50) pay ratio	75th percentile (P75) pay ratio
2019	Option A	35:1	25:1	18:1
2018	Option A	35:1	24:1	17:1

Notes:
The ratios are calculated using option A in the disclosure regulations. The employees at the lower quartile, median and upper quartile (P25, P50, and P75, respectively) were determined based on total remuneration for 2019 using a valuation methodology consistent with that used for the CEO in the single figure table on page 97. This option was selected on the basis that it provided the most accurate means of identifying the median, lower and upper quartile employees. The calculation is undertaken on a full-time equivalent basis.

The total remuneration in respect of 2019 for the employees identified at P25, P50 and P75 is £35,444k, £49,490k, and £67,634k, respectively. The base salary in respect of 2019 for the employees identified at P25, P50 and P75 is £32,606k, £44,280k, and £65,610k, respectively.

The Committee considers pay ratios as one of many reference points when considering remuneration. Throughout the Company, pay is positioned to be fair and market competitive in the context of the relevant talent market, fairly reflecting market data and other relevant benchmarks for the role. The Committee notes the limited comparability of pay ratios across companies and sectors, given the diverse range of business models and employee population profiles which exist across the market. A significant proportion (over 70%) of the CEO's total remuneration is delivered in variable remuneration, and particularly via long-term share awards under the DBP and LTIP. In order to drive alignment with investors, the value ultimately received from LTIP awards is linked to stretching company performance targets and long-term share price movement. As a result, the pay ratio is likely to be driven largely by the CEO's LTIP outcome and may therefore fluctuate significantly on a year-to-year basis.

Total remuneration for Chief Executive Officer (unaudited)

The total remuneration figures for the Chief Executive Officer during each of the last 10 financial years are shown in the table below. The total remuneration figure includes the annual bonus based on that year's performance and LTIP awards based on three-year performance periods ending in the relevant year. The annual bonus payout and LTIP vesting level as a percentage of the maximum opportunity are also shown for each of these years.

Year ended 31 December	2010	2011	2012	2013	2014	2015	2016	2017	2017	2018	**2019**
CEO	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Mark Lewis	Mark Lewis	**Mark Lewis**
Total remuneration	£868,748	£1,024,156	£2,866,123	£3,059,163	£3,365,277	£2,715,342	£2,391,627	£1,064,634	£841,030	£1,156,842	**£1,244,266**
Annual bonus (% of maximum)	77%	91%	94%	83%	85%	95%	72%	60%	47%	61%	**55.8%**
LTIP vesting (% of maximum)	n/a	n/a	94%	100%	98%	85%	81%	68%	N/A	N/A	**9.6%**

Percentage change in Chief Executive Officer's remuneration (unaudited)

The table below shows the percentage change in the Chief Executive Officer's salary, benefits and annual bonus between the financial year ended 31 December 2018 and 31 December 2019, compared to that of the average percentage change for all UK employees of the Group for each of these elements of pay.

	2018 CEO £	**2019 CEO £**	CEO % change	Other employees % change
Salary	540,600	**551,400**	2%	2%
Taxable benefits	16,717	**16,859**	0.9%	2.6%
Annual bonus	491,405	**461,430**	(6.1)%	5.5%

UK employees have been selected as the most appropriate comparator pool, given our headquarters are located in the UK.

Relative importance of spend on pay (unaudited)

The following table shows the Company's actual spend on pay (for all employees) relative to dividends, tax and retained profits:

	2018	**2019**	change %
Staff costs (£m)	53.0	**61.8**	17%
Dividends (£m)*	59.0	**62.9**	7%
Tax (£m)	20.3	**21.1**	4%
Retained profits (£m)	86.6	**94.9**	10%

* 2019 includes a proposed final dividend of 8.61p per share. 2018 includes the final dividend of 8.10p per share. The dividend figures relate to amounts payable in respect of the relevant financial year.

Consideration by the Directors of matters relating to Directors' remuneration

The Remuneration Committee comprises four Independent Non-Executive Directors: Andrew Fisher (Chair), Sally James, Caroline Britton and Sarah Warby. Biographies of the members of the Remuneration Committee are set out on pages 64 and 65. Robin Freestone stepped down as a Committee member upon his appointment as Chair of the Board on 9 May 2019. Genevieve Shore also served on the Committee during the year until she stepped down from the Board on 31 July 2019.

At the invitation of the Chair of the Remuneration Committee, the Chair of the Board, the Chief Executive Officer, the Chief People Officer and the Company Secretary may attend meetings of the Remuneration Committee, except when their own remuneration is under consideration. No Director is involved in determining his or her own remuneration. The Company Secretary acts as secretary to the Remuneration Committee. The members of the Remuneration Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

The Remuneration Committee's duties include:

- determining the policy for the remuneration of the Chair, Executive Directors and executive management;
- determining the remuneration package of the Chair, Executive Directors and executive management, including, where appropriate, bonuses, incentive payments and pension arrangements within the terms of the agreed framework and policy; and
- determining awards under the Company's long-term incentive schemes.

The Remuneration Committee's duties are set out in further detail in the terms of reference which are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form on application to the Company Secretary.

Consideration by the Directors of matters relating to Directors' remuneration

During 2019, the Remuneration Committee and the Company received advice from Deloitte LLP, who are independent remuneration consultants, in connection with remuneration matters including the Group's performance related remuneration policy. Deloitte LLP is a member of the Remuneration Consultants Group and is committed to that group's voluntary code of practice for remuneration consultants in the UK. Deloitte LLP has no other connection or relationship with the Group. During 2019, Deloitte LLP also provided services to the Group in respect of corporate tax and VAT advice and risk advisory work. The fees paid to Deloitte LLP for providing advice in relation to executive remuneration over the financial year under review was £31,150.

Outside appointments

Executive Directors are permitted to accept outside appointments on external boards so long as these are not deemed to interfere with the business of the Group. During 2019, none of the Executive Directors were appointed on an external Board.

Remuneration Committee effectiveness

In 2019 we carried out an internal evaluation of Remuneration Committee effectiveness which involved the completion of a questionnaire, with the results being analysed and presented at a Committee meeting for discussion. The Committee was considered to be effective in fulfilling its role during 2019 and remains independent. We also reviewed progress against actions identified in the 2018 evaluation:

2018 evaluation actions update

The following actions were identified during the 2018 evaluation:

- ensuring processes and procedures are put in place to meet the requirements of the new UK Corporate Governance Code – the terms of reference of the Committee were updated in accordance with the revised Code; and
- ensuring the Committee continues to be appraised of developments in shareholder expectations on remuneration, particularly in relation to the requirements of the new UK Corporate Governance Code – updates were received from the Company Secretary and the Company's remuneration consultants during the year.

2019 evaluation updates

Some of the areas that will be actioned in 2020 include:

- ensuring the Committee receives independent and appropriate advice from its third-party advisers, and
- ensuring that remuneration continues to be aligned to the Company's purpose and values.

Statement of voting at general meeting

The following votes were received from shareholders in respect of the Directors' Remuneration Report at last year's Annual General Meeting and in respect of the Remuneration Policy at the 2017 Annual General Meeting:

	Remuneration Report (2018 AGM)		Remuneration Policy (2017 AGM)	
	Votes	%	Votes	%
Votes cast in favour*	395,958,142	98.91%	410,221,055	98.83%
Votes cast against	4,357,407	1.09%	4,869,995	1.17%
Total votes cast	400,315,549	100%	415,091,050	100%
Abstentions	3,204		9,483	

* Includes Chair's discretionary votes.

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

Andrew Fisher
Chair of the Remuneration Committee
19 February 2020

The Directors' Report sets out additional statutory information

Katherine Bellau
Company Secretary

Annual General Meeting

The Annual General Meeting ('AGM') of Moneysupermarket.com Group PLC (the 'Company') will be held at No. 1 Spinningfields, Hardman Street, Manchester M3 3EB on Thursday 7 May 2020 at 10.00am. The notice convening the meeting, with details of the business to be transacted at the meeting and explanatory notes is set out in a separate AGM circular which has been issued to all shareholders at the same time as this Report.

Dividend

The Directors recommend a final dividend of 8.61p (2018: 8.10p) per ordinary share in respect of the year ended 31 December 2019. If approved by shareholders at the forthcoming AGM, this will be paid on 14 May 2020 to shareholders on the register at close of business on 3 April 2020. Following the Company's announcement on 14 February 2019 of a proposed £40m enhanced distribution and the related shareholder consultation, the Company announced on 18 April 2019 that this would be made by way of a special dividend. The special dividend of 7.46 pence per share was paid on 21 May 2019. The final dividend and the interim dividend of 3.10p per ordinary share paid in September 2019, gives a total dividend for the year of 11.71p (2018: 11.05p) per ordinary share (excluding the special dividend).

Issued share capital and control

As at 31 December 2019, the issued share capital of the Company was £107,315 comprising 536,576,579 ordinary shares of 0.02p each. Full details of the share capital of the Company and changes to share capital during the year are set out in note 19 to the Group Financial Statements on page 141. The information in note 19 is incorporated by reference and forms part of this Directors' Report.

At the 2019 AGM, shareholders authorised the Directors to allot up to 357,000,000 ordinary shares in the capital of the Company. Directors will again seek authority from shareholders at the forthcoming AGM to allot up to 357,385,000 ordinary shares.

Holders of ordinary shares are entitled to receive dividends when declared, to receive the Company's Annual Report, to attend and speak at general meetings of the Company, to appoint proxies and to exercise voting rights.

On a show of hands at a general meeting of the Company, every holder of ordinary shares present in person or by proxy, and entitled to vote, has one vote and, on a poll, every holder of ordinary shares present in person or by proxy, and entitled to vote, has one vote for every ordinary share held. Electronic and paper proxy appointments and voting instructions must be received not later than 48 hours before the meeting. A holder of ordinary shares can lose the entitlement to vote and the right to receive dividends where that holder fails to comply with a disclosure notice issued under section 793 of the Companies Act 2006. There are no issued shares in the Company with special rights with regard to control of the Company.

The Company operates a Share Incentive Plan which entitles all employees to purchase ordinary shares in the Company using money deducted from their pre-tax salary. Plan shares are held in trust for participants by Link Market Services Trustees Limited ('Trustee').

Voting rights are exercised by the Trustee in accordance with participants' instructions. If a participant does not submit an instruction to the Trustee, no vote is registered. In addition, the Trustee does not vote on any unawarded or forfeit shares held under the Plan as surplus assets. As at the date of this report, the Trustee held 0.06% of the issued ordinary share capital in the Company.

The Company operates a Long Term Incentive Plan ('Plan') and shares are held by the trustees, Estera Trust (Jersey) Limited ('Estera'), pending vesting of the shares awarded under the Plan. Estera does not vote on any shares held in trust. As at the date of this Report, Estera held 0.06% of the issued ordinary share capital in the Company

Full details of the rights and obligations attaching to the Company's share capital are contained in the Articles of Association. The Articles of Association may only be amended by a special resolution at a general meeting of shareholders. No amendments are proposed to be made to the existing Articles of Association at the forthcoming AGM.

All of the Company's share schemes contain provisions relating to a change of control. Outstanding options and awards normally vest and become exercisable on a change of control subject to satisfaction of any performance conditions at that time. Save in respect of provisions of the Company's share schemes, there are no agreements between the Company and its Directors or employees providing compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

The Company has entered into one significant agreement which would be terminable upon a change of control; the credit facility agreement entered into with Barclays Bank PLC and Lloyds Bank PLC in September 2018.

Restrictions on the transfer of securities

Whilst the Board has the power under the Articles of Association to refuse to register a transfer of shares, there are no restrictions on the transfer of shares other than:

- certain restrictions may from time to time be imposed by laws and regulations (for example, insider trading laws); and
- pursuant to the Listing Rules of the Financial Conduct Authority whereby certain Directors, officers and employees of the Group require the approval of the Company to deal in ordinary shares of the Company.

The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and/or voting rights.

Authority to purchase own shares

The Company was authorised at the 2019 AGM to purchase up to 53,600,000 of its own shares in the market. No shares were purchased under this authority in 2019. Directors will seek authority from shareholders at the forthcoming AGM for the Company to purchase, in the market, up to 53,600,000 shares. The Directors have no present intention of conducting purchases of the Company's shares, but consider it prudent to obtain the flexibility this authority provides. The Directors will only use this power after careful consideration, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will only purchase such shares after taking into account the effects on earnings per share and the interests of shareholders generally.

Substantial shareholders

As at 31 December 2019, the Company had been notified of the following holdings of voting rights in its shares under Rule 5 of The Disclosure Guidance and Transparency Rules of the Financial Conduct Authority:

Shareholder	No. of ordinary shares/voting rights notified	Percentage of ordinary share capital/voting rights notified
Massachusetts Financial Services Company	30,527,976	5.69
Prudential plc group of companies	27,199,962	5.07
Ameriprise Financial, Inc and its group	27,061,089	5.04
Aviva plc	26,570,896	4.95
Standard Life Investments (Holdings) Limited	25,417,919	4.74
FIL Limited	24,758,460	4.61
Blackrock, Inc	21,633,123	4.03
State Street Nominees Limited	20,581,165	3.84

As at 19 February 2020, the Company had not received any further notifications of holdings of voting rights.

Directors

The Directors who served during the financial year were as follows:

Director	Position	Service in the year ended 31 December 2019
Robin Freestone	Chair	Served throughout year
Caroline Britton	Independent Non-Executive Director	Appointed 20 September 2019
Andrew Fisher	Independent Non-Executive Director	Served throughout year
Scilla Grimble	Chief Financial Officer	Appointed 4 February 2019
Bruce Carnegie-Brown	Chair	Resigned 9 May 2019
Sally James	Senior Independent Non-Executive Director	Served throughout year
Mark Lewis	Chief Executive Officer	Served throughout year
Genevieve Shore	Independent Non-Executive Director	Resigned 31 July 2019
Sarah Warby	Independent Non-Executive Director	Served throughout year

Their biographical details are set out on pages 64 to 65. Further details relating to Board and Committee composition are disclosed in the Corporate Governance Report and Committee Reports on pages 66 to 103.

The Articles of Association provide that a Director may be appointed by an ordinary resolution of shareholders or by the existing Directors, either to fill a vacancy or as an additional Director. All Directors, other than Andrew Fisher, will retire and offer themselves for election or re-election at the 2020 AGM in accordance with the 2018 UK Corporate Governance Code. Andrew Fisher will stand down as a Director at the conclusion of the AGM.

The Executive Directors serve under rolling contracts that are terminable upon 12 months' notice from either party. The Non-Executive Directors serve under letters of appointment. Copies of service contracts and letters of appointment are available for inspection at the Company's registered office during normal business hours and will be available for inspection at the Company's AGM.

The Directors' Remuneration Report, which includes the Directors' interests in the Company's shares, is set out on pages 85 to 103. During the year, no Director had any material interest in any contract of significance to the Group's business.

Directors' powers

The Board of Directors may exercise all the powers of the Company subject to the provisions of relevant legislation, the Company's Articles of Association and any directions given by the Company in general meeting.

Directors' indemnities

During the financial year ended 31 December 2019 and up to the date of this Directors' Report, the Company has maintained appropriate liability insurance for its Directors and officers.

The Company has granted indemnities to each of its Directors and the Company Secretary to the extent permitted by law and its Articles of Association. These indemnities were in force throughout the year ended 31 December 2019 and remain in force as at the date of this Report in relation to certain losses and liabilities which the Directors or Company Secretary may incur in the course of acting as Directors, Company Secretary or employees of the Company or of any associated company. In addition, the Company granted similar indemnities to senior managers of the Group who are subject to the provisions of the Senior Managers and Certification Regime ('SM&CR'). These indemnities were put in place on 9 December 2019 when SM&CR became applicable to the Group.

Employees

The Group places considerable value on the involvement of its employees and uses a number of ways to engage with employees on matters that impact them and the performance of the Group. These include formal business performance updates by members of executive management for all employees, regular update briefings for all employees, regular team meetings, the Group's intranet site which enables easy access to the latest Group information as well as Group policies, and the circulation to employees of results announcements and other corporate announcements. This also helps to achieve a common awareness amongst employees of the financial and economic factors affecting the performance of the Group. The Board appointed Sarah Warby, one of our independent Non-Executive Directors, as our 'Employee Champion' in 2018 and has held Board Q&A and breakfast sessions with employees throughout the year, providing the opportunity for employees to engage directly with our Non-Executive Directors and to give our Non-Executive Directors the opportunity to understand more about our employees.

A robust employee engagement survey process is also in place to ensure that employees are given a voice in the organisation and that the Group can take action based on employee feedback. All employees are able to participate in the Company's Share Incentive Plan and Save As You Earn Scheme which gives employees the opportunity to purchase ordinary shares in the Company. This helps to encourage employee interest in the performance of the Group. Further information on employee engagement can be found on pages 44 to 48.

Equal opportunities

The Group is committed to providing equality of opportunity to all employees without discrimination and applies fair and equitable employment policies which seek to promote entry into and progression within the Group. Appointments are determined solely by application of job criteria, personal ability, behaviour and competency.

In the opinion of the Directors, all employee policies are deemed to be effective and in accordance with their intended aims.

Disabled persons

Disabled persons have equal opportunities when applying for vacancies, with due regard to their skills and abilities. Procedures ensure that disabled employees are fairly treated in respect of training and career development. For those employees becoming disabled during the course of their employment, the Group is supportive so as to provide an opportunity for them to remain with the Group, wherever reasonably practicable.

Borrowings

The Group has a revolving credit facility ('RCF') of £100m in committed funds, which matures in September 2021, with the ability to apply for a one to two year extension to this facility. At 31 December 2019, the Group was not utilising any of the facility. The Group also has an accordion option to apply for up to an additional £100m of funds during the term of this RCF.

Political donations

During the financial year ended 31 December 2019, the Group did not make any political donations (2018: £nil).

Post balance sheet events

There have been no events that either require adjustment to the Financial Statements or are important in the understanding of the Company's current position.

Auditor and disclosure of information

The Directors who held office at the date of this Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each such Director has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

Auditor

The Board approved the Audit Committee's recommendation to put a resolution to shareholders recommending the re-appointment of KPMG LLP as the Company's auditor, and KPMG LLP have indicated their willingness to accept re-appointment as auditors of the Company. The audit partner will be rotated in April 2020 in accordance with the FRC's Ethical Standard 3 (Revised).

The Audit Committee, in its recommendation, confirmed that (1) the recommendation was free from influence by a third party and (2) no contractual term of the kind mentioned in Article 16(6) of the EU Regulation 537/2014 has been imposed on the Company.

A resolution proposing the re-appointment of KPMG is contained in the notice of the forthcoming AGM and will be proposed to shareholders at that meeting.

Reporting requirements

The following sets out the location of additional information forming part of the Directors' Report:

Reporting requirement	Location
Strategic Report – Companies Act 2006 s414A-D	Strategic Report on pages 1 to 61
DTR4.1.8R – Management Report – the Directors' Report and Strategic Report comprise the 'management report'	Directors' Report on pages 104 to 107 and the Strategic Report on pages 1 to 61
Likely future developments of the business and Group	Strategic Report on pages 1 to 61
Statement on corporate governance	Corporate Governance Report, Audit Committee Report, Risk Committee Report, Nomination Committee Report and Directors' Remuneration Report on pages 62 to 103
Details of use of financial instruments & specific policies for managing financial risk	Note 20 to Group Financial Statements on pages 142 to 143
Board's assessment of the Group's internal control systems	Corporate Governance Report on pages 62 to 72, the Audit Committee Report on pages 73 to 78 and Risk Committee Report on pages 82 to 84
Greenhouse gas emissions	Sustainability and Stakeholder Engagement Report on page 53
Directors' remuneration including disclosures required by Schedule 5 and Schedule 8 of SI2008/410 – Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008	Directors' Remuneration Report on pages 85 to 103
Directors' responsibility statement	Directors' responsibility statement on page 108
Directors' interests	Directors' Remuneration Report on page 100

The Strategic Report comprising the inside cover and pages 1 to 61 and this Directors' Report comprising pages 104 to 107 have been approved by the Board and are signed on its behalf by:

Katherine Bellau
Company Secretary
19 February 2020

Registered office: Moneysupermarket House, St. David's Park, Ewloe, Chester CH5 3UZ

Directors' responsibility statement

The Directors are responsible for preparing the Annual Report and the Group and Parent Company Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU) and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Parent Company financial statements;
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors whose names and functions are set out on pages 64 and 65 confirms that, to the best of their knowledge:
- the Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Directors' Report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

In addition, the Directors consider 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 position and performance, business model and strategy.

Mark Lewis
Chief Executive Officer

Scilla Grimble
Chief Financial Officer

Independent Auditor's Report to the Members of Moneysupermarket.com Group PLC

1. Our opinion is unmodified

We have audited the Financial Statements of Moneysupermarket.com Group PLC ('the Company') for the year ended 31 December 2019 which comprise the Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the related notes including the accounting policies in note 2, and the Company Balance Sheet and Company Statement of Changes in Equity, and the related notes including the accounting policies in note 1.

In our opinion:

- the Financial Statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2019 and of the Group's profit for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union;
- the Parent Company Financial Statements have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Group Financial Statements, Article 4 of the IAS Regulation.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the Audit Committee.

We were appointed as auditor by the shareholders on 22 April 2008. The period of total uninterrupted engagement is for the thirteen financial years ended 31 December 2019. Prior to that we were also auditor to the Group's previous Parent Company, but which, being unlisted, was not a public-interest entity. We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Overview

Materiality: Group Financial Statements as a whole	£5.4m (2018: £5.0m) 4.7% (2018: 4.7%) of Group profit before tax	
Coverage	100% (2018: 100%) of Group profit before tax	
Key audit matters	**vs 2018**	
Recurring risks	Revenue recognition: Revenue accrual	◄►
	Capitalisation of software and development costs	◄►
	Recoverability of Parent Company's investment in subsidiary and debt due from group entities	◄►

2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the Financial Statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including 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. We summarise below the key audit matters, in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the Financial Statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

Independent Auditor's Report to the Members of Moneysupermarket.com Group PLC Only continued

2. Key audit matters: our assessment of risks of material misstatement continued

	The risk	Our response
Revenue recognition: revenue accrual (2019: £38.7 million; 2018: £31.1million) Refer to page 75 (Audit Committee Report), page 122 (accounting policy) and page 139 (financial disclosures).	**Subjective estimate:** There is inherent uncertainty involved in estimating unbilled revenue at the period end. Revenue is recognised predominantly from internet lead generation (click based revenues). Accrued revenue as at period end is recorded when it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is based on an estimation of leads provided that will result in completed sales. The effect of these matters is that, as part of our risk assessment for audit planning purposes, we determined that the revenue accrual had a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the Financial Statements as a whole. In conducting our final audit work, we reassessed the degree of estimation uncertainty to be less than that materiality.	Our procedures included: • **Control design and observation:** Our testing identified weaknesses in the design of controls. As a result we expanded the extent of our detailed testing over and above that originally planned; • **Test of details:** Agreeing a sample of the revenue accrual, where the invoice has been raised post year-end, to the provider confirmation of the amount to be billed and/or cash received post year end; • **Expectation vs outcome:** We developed an expectation for the uninvoiced element of the accrual based on historical cash receipts or historical invoices and considered whether the amount recorded was within an acceptable range; and • **Assessing transparency:** Assessing the adequacy of the Group's disclosures about the degree of estimation involved in arriving at the revenue accrual. **Our results** • We found the resulting estimate of the revenue accrual to be acceptable. (2018: acceptable).
Capitalisation of software and development costs (2019: £10.6 million; 2018: £12.8million) Refer to page 75 (Audit Committee Report), pages 123 and 124 (accounting policy) and pages 135-138 (financial disclosures).	**Accounting treatment:** The criteria for capitalising software and development costs incurred, including assessing whether the costs are directly attributable to the development project and whether the completion of the related asset is technically feasible, requires the application of judgement.	Our procedures included: • **Control design and observation:** Observing and evaluating the design of controls over the accuracy and approval of total project spend and expenditure being capital in nature; • **Accounting analysis:** Comparing a sample of capitalised costs to external invoices and assessing whether the costs have been appropriately capitalised, by reference to the recognition criteria in the applicable accounting standard, including challenging the Group's assessment of the technical feasibility of the related assets by challenging Capital Project managers and inspecting business cases, submitted prior to the cost being incurred; • **Benchmarking assumptions:** Assessing the reasonableness of the assumptions included in the determination of the expected future economic benefit of the capitalised projects by assessing the consistency of the assumptions from knowledge gained performing our audit procedures; and • **Assessing transparency:** Assessing the adequacy of the Group's disclosures in respect of the capitalisation of software and development cost. **Our results** • We found the capitalisation of software and development costs to be acceptable. (2018: acceptable).

	The risk	Our response
Recoverability of Parent Company's investment in subsidiary and debt due from group entities Investment in subsidiary (2019: £181.7 million; 2018: £181.7 million) Amounts due from subsidiary undertakings (2019: £579.2 million; 2018: £575.5 million)	**Low risk, high value** The carrying amount of the Parent Company's investment in subsidiary and debt due from group entities represents 99.9% (2018: 99.8%) of the Company's total assets. Their recoverability is not a high risk of significant misstatement or subject to significant judgement. However, due to their materiality in the context of the Parent Company Financial Statements, this is considered to be the area that had the greatest effect on our overall Parent Company audit.	Our procedures included: • **Test of detail:** Comparing the carrying amount of the investment with the subsidiary's draft balance sheet to identify whether its net assets, being an approximation of its minimum recoverable amount, was in excess of its carrying amount; • **Assessing subsidiary audits:** Assessing the work performed by the audit team on the subsidiaries and considering the results of that work on those subsidiaries' profits and net assets including assessing the liquidity of the assets and therefore the ability of the subsidiary to fund the repayment of the receivable; and • **Comparing valuations:** Comparing the carrying amount of the investment and debt due from group entities to the Group's market capitalisation to assess whether there are any indicators of impairment. **Our results** • We found the Group's assessment of the recoverability of the Parent Company's investment in subsidiary and recoverability of the group debtor balance to be acceptable. (2018: acceptable).

We included the completeness and valuation of intangibles arising from the purchase of Decision Technologies Limited and its subsidiaries as an event driven key audit matter in 2018. The acquisition accounting has been finalised in 2019, with no adjustments made to the provisional values recognised at 31 December 2018. As such we have not assessed this as a significant risk in our current year audit and, therefore, it is not separately identified in our report this year.

Independent Auditor's Report to the Members of Moneysupermarket.com Group PLC Only continued

3. Our application of materiality and an overview of the scope of our audit

Materiality for the Group Financial Statements as a whole was set at £5.4 million (2018: £5.0 million), determined with a reference to a benchmark of Group profit before tax of £116.0 million, of which it represents 4.7% (2018: 4.7%).

Materiality for the Parent Company Financial Statements as a whole was set at £4.5 million (2018: £4.0 million), determined with a reference to a benchmark of Parent Company total assets of £761.4 million of which it represents 0.6% (2018: 0.5%).

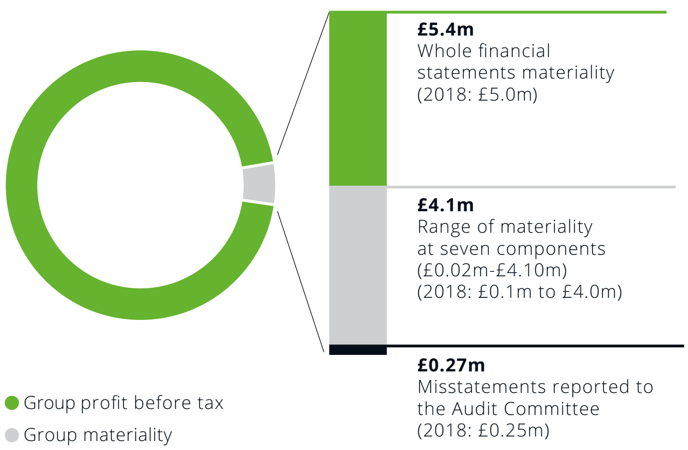
We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £0.27 million (2018: £0.25 million), in addition to other identified misstatements that warranted reporting on qualitative grounds.

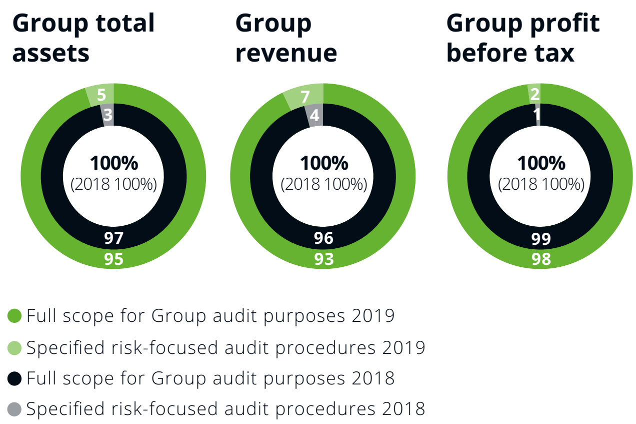
Of the Group's seven (2018: seven) reporting components, we subjected six (2018: six) to full scope audits for group purposes and one (2018: one) to specified risk-focused audit procedures. The latter was not individually financially significant enough to require a full scope audit for group purposes but did present specific individual risks that needed to be addressed. Work on all components, including the audit of the Parent Company, was performed by the Group team.

The components within the scope of our work accounted for the percentages illustrated below.

Group profit before tax
£116.0m
(2018: £106.9m)

Group materiality
£5.4m
(2018: £5.0m)





4. We have nothing to report on going concern

The Directors have prepared the Financial Statements on the going concern basis as they do not intend to liquidate the Company or the Group or to cease their operations, and as they have concluded that the Company's and the Group's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the Financial Statements ('the going concern period').

Our responsibility is to conclude on the appropriateness of the Directors' conclusions and, had there been a material uncertainty related to going concern, to make reference to that in this audit report. However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Group and the Company will continue in operation.

In our evaluation of the Directors' conclusions, we considered the inherent risks to the Group's and Company's business model and analysed how those risks might affect the Group's and Company's financial resources or ability to continue operations over the going concern period. The risk that we considered most likely to adversely affect the Group's and Company's available financial resources over this period was the threat of a significant new entrant into the price comparison sector, coupled with changing consumer demands for the Group's services. As this is a risk that could potentially cast significant doubt on the Group's and the Company's ability to continue as a going concern, we considered sensitivities over the level of available financial resources indicated by the Group's financial forecasts taking account of reasonably possible (but not unrealistic) adverse effects that could arise from this risk and evaluated the achievability of the actions the Directors consider they would take to improve the position should this risk materialise. We also considered less predictable but realistic second order impacts, such as the impact of loss of trust events for customers and regulatory developments concerning the UK regulators thematic investigations into the pricing of insurance and energy products, which could result in a rapid reduction of available financial resources.

4. We have nothing to report on going concern continued

Based on this work, we are required to report to you if:

- we have anything material to add or draw attention to in relation to the Directors' statement in Note 2 to the Financial Statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Group and Company's use of that basis for a period of at least 12 months from the date of approval of the Financial Statements; or
- the related statement under the Listing Rules set out on page 34 is materially inconsistent with our audit knowledge.

We have nothing to report in these respects, and we did not identify going concern as a key audit matter.

5. We have nothing to report on the other information in the Annual Report

The Directors are responsible for the other information presented in the Annual Report together with the Financial Statements. Our opinion on the Financial Statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our Financial Statements audit work, the information therein is materially misstated or inconsistent with the Financial Statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic Report and Directors' Report

Based solely on our work on the other information:

- we have not identified material misstatements in the Strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the Financial Statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' Remuneration Report

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Disclosures of emerging and principal risks and longer-term viability

Based on the knowledge we acquired during our Financial Statements audit, we have nothing material to add or draw attention to in relation to:

- the Directors' confirmation within the Viability Statement, page 33, that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the Principal Risks and Uncertainty disclosures describing these risks and explaining how they are being managed and mitigated; and
- the Directors' explanation in the Viability Statement of how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Under the Listing Rules we are required to review the Viability Statement. We have nothing to report in this respect.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgments that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and Company's longer-term viability.

Corporate governance disclosures

We are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our Financial Statements audit and the Directors' statement that they consider that the annual report and Financial Statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy; or
- the section of the annual report describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.

We are required to report to you if the Corporate Governance Statement does not properly disclose a departure from the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review.

We have nothing to report in these respects.

Independent Auditor's Report to the Members of Moneysupermarket.com Group PLC Only continued

6. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company Financial Statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

7. Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 108, the Directors are responsible for: the preparation of the Financial Statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error; assessing the Group and 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 they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 other irregularities (see below), or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud, other irregularities or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Irregularities – ability to detect

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the Financial Statements from our general commercial and sector experience, through discussion with the Directors and other management (as required by auditing standards), and from inspection of the Group's regulatory and legal correspondence and discussed with the Directors and other management the policies and procedures regarding compliance with laws and regulations. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the Financial Statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the Financial Statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related Financial Statement items.

Irregularities – ability to detect continued

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the Financial Statements, for instance through the imposition of fines or litigation or the loss of the Group's licence to operate. We identified the following areas as those most likely to have such an effect: data protection law and, as an intermediary, the major trading business within the Group is subject to authorisation and regulation by the Financial Conduct Authority. Auditing Standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquire of the Directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the Financial Statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the Financial Statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

8. The purpose of our audit work and to whom we owe our responsibilities

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.

Stuart Crisp (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
19 February 2020

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2019

	Note	Year ended 31 December 2019 £m	Year ended 31 December 2018 £m
Revenue	4	**388.4**	355.6
Cost of sales		**(122.0)**	(102.3)
Gross profit		**266.4**	253.3
Distribution expenses		**(29.9)**	(30.2)
Administrative expenses		**(118.2)**	(115.1)
Operating profit	6	**118.3**	108.0
Finance income	8	**0.2**	0.2
Finance expense	8	**(2.2)**	(1.1)
Share of post-tax loss of equity-accounted investees	14	**(0.3)**	(0.2)
Profit before tax		**116.0**	106.9
Taxation	9	**(21.1)**	(20.3)
Profit for the year		**94.9**	86.6
Other comprehensive income	15	**2.1**	–
Total comprehensive income for the year		**97.0**	86.6

All profit and comprehensive income is attributable to the equity holders of the Company.

	Note	Year ended 31 December 2019	Year ended 31 December 2018
Earnings per share			
Basic earnings per ordinary share (p)	10	**17.7**	16.2
Diluted earnings per ordinary share (p)	10	**17.7**	16.1

The notes on pages 120 to 149 are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Financial Position
at 31 December 2019

	Note	31 December 2019 £m	31 December 2018 £m
Assets			
Non-current assets			
Property, plant and equipment	12	**44.7**	13.8
Intangible assets and goodwill	13	**177.9**	183.7
Equity accounted investments	14	**0.5**	0.8
Other investments	15	**5.3**	0.9
Total non-current assets		**228.4**	199.2
Current assets			
Trade and other receivables	16	**47.4**	43.1
Prepayments		**6.3**	6.5
Cash and cash equivalents	20	**24.2**	44.8
Total current assets		**77.9**	94.4
Total assets		**306.3**	293.6
Liabilities			
Non-current liabilities			
Other payables	17	**37.3**	4.7
Deferred tax liabilities	18	**10.8**	10.1
Total non-current liabilities		**48.1**	14.8
Current liabilities			
Borrowings	17	**–**	15.0
Trade and other payables	17	**52.2**	54.9
Current tax liabilities		**6.7**	8.4
Total current liabilities		**58.9**	78.3
Total liabilities		**107.0**	93.1
Equity			
Share capital	19	**0.1**	0.1
Share premium		**204.7**	204.0
Reserve for own shares		**(2.9)**	(2.6)
Retained earnings		**(63.4)**	(59.7)
Other reserves		**60.8**	58.7
Total equity		**199.3**	200.5
Total equity and liabilities		**306.3**	293.6

The notes on pages 120 to 149 are an integral part of these Consolidated Financial Statements.

The Financial Statements were approved by the Board of Directors and authorised for issue on 19 February 2020. They were signed on its behalf by:

Mark Lewis
Chief Executive Officer

Scilla Grimble
Chief Financial Officer

Consolidated Statement of Changes in Equity

for the year ended 31 December 2019

	Note	Issued share capital £m	Share premium £m	Reserve for own shares £m	Retained earnings £m	Other reserves £m	Total £m
At 1 January 2018		0.1	203.3	(3.5)	(88.6)	58.7	170.0
Profit for the year		–	–	–	86.6	–	86.6
Total comprehensive income for the year		–	–	–	86.6	–	86.6
New shares issued		0.0	0.7	–	–	–	0.7
Purchase of shares by employee trusts		–	–	(0.8)	–	–	(0.8)
Exercise of LTIP awards		–	–	1.7	(1.7)	–	–
Distribution in relation to LTIP		–	–	–	(0.3)	–	(0.3)
Equity dividends	11	–	–	–	(56.5)	–	(56.5)
Share-based payments	22	–	–	–	0.8	–	0.8
At 31 December 2018		**0.1**	**204.0**	**(2.6)**	**(59.7)**	**58.7**	**200.5**
Profit for the year		**–**	**–**	**–**	**94.9**	**–**	**94.9**
Other comprehensive income for the period	15	**–**	**–**	**–**	**–**	**2.1**	**2.1**
Total comprehensive income for the year		**–**	**–**	**–**	**94.9**	**2.1**	**97.0**
New shares issued		**0.0**	**0.7**	**–**	**–**	**–**	**0.7**
Purchase of shares by employee trusts		**–**	**–**	**(0.5)**	**–**	**–**	**(0.5)**
Exercise of LTIP awards		**–**	**–**	**0.2**	**(0.2)**	**–**	**–**
Equity dividends	11	**–**	**–**	**–**	**(100.0)**	**–**	**(100.0)**
Share-based payments	22	**–**	**–**	**–**	**1.6**	**–**	**1.6**
At 31 December 2019		**0.1**	**204.7**	**(2.9)**	**(63.4)**	**60.8**	**199.3**

Reserve for own shares

The reserve for the Company's own ordinary shares comprises the cost of the Company's ordinary shares held by the Group through employee trusts. At 31 December 2019, the Group held 331,720 ordinary shares (2018: 348,787) at a cost of 0.02p per share (2018:0.02p) through a Share Incentive Plan trust for the benefit of the Group's employees.

The Group also held 296,362 shares (2018: 182,553) through an Employee Benefit Trust at an average cost of 326.95p per share (2018: 322.66p) for the benefit of employees participating in the various Long Term Incentive Plan schemes.

Other reserves

The other reserves balance represents the merger and revaluation reserves generated upon the acquisition of Moneysupermarket.com Financial Group Limited by the Company, as discussed below, and a capital redemption reserve for £19,000 arising from the acquisition of 95,294,118 deferred shares of 0.02p by the Company from Simon Nixon.

Upon the acquisition of Moneysupermarket.com Financial Group Limited, a merger reserve of £60,750,000 for 15% of the fair value of assets acquired, a merger reserve of £16,923,000 for 45% of the book value transferred from a company under common control, and a revaluation reserve of £65,345,000 representing 45% of the fair value of the intangible assets transferred from a company under common control were recognised. Amounts were transferred from these reserves to retained earnings as the goodwill and other intangibles balances which relate to this acquisition were impaired and amortised.

The fair value reserve of £2.1m represents other comprehensive income in relation to the fair value uplift in investments for the period.

The balance of other reserves is broken down in the below table.

Other reserves	**31 December 2019 £m**	31 December 2018 £m
Capital redemption reserve	**–**	–
Fair value reserve	**2.1**	–
FV of merger reserve	**16.9**	16.9
Revaluation reserve	**65.3**	65.3
Amounts transferred from reserves to retained earnings	**(23.5)**	(23.5)
Total	**60.8**	58.7

Consolidated Statement of Cash Flows
for the year ended 31 December 2019

	Note	Year ended 31 December 2019 £m	Year ended 31 December 2018 £m
Cash flows from operating activities			
Profit for the year		**94.9**	86.6
Adjustments to reconcile Group profit to net cash flow from operating activities:			
Depreciation of property, plant and equipment	12	**4.5**	1.4
Amortisation of intangible assets	13	**16.4**	13.3
Impairment of tangible assets	12	**–**	0.8
Share of loss of joint venture	14	**0.3**	0.2
Net finance costs	8	**2.0**	0.9
Equity-settled share-based payment transactions	22	**1.6**	0.8
Income tax expense	9	**21.1**	20.3
Change in trade and other receivables		**(4.1)**	(6.9)
Change in trade and other payables		**(0.9)**	7.9
Income tax paid		**(22.1)**	(18.7)
Net cash from operating activities		**113.7**	106.6
Cash flows from investing activities			
Interest received	8	**0.2**	0.2
Acquisition of investments		**(2.3)**	(1.5)
Acquisition of property, plant and equipment	12	**(4.5)**	(6.5)
Acquisition of intangible assets	13	**(10.7)**	(12.9)
Acquisition of subsidiary, net of cash acquired	27	**–**	(33.8)
Net cash used in investing activities		**(17.3)**	(54.5)
Cash flows from financing activities			
Proceeds from share issue		**0.7**	0.7
Proceeds from borrowings	20	**49.0**	127.5
Repayment of borrowings	20	**(64.0)**	(112.5)
Purchase of shares by employee trusts		**(0.5)**	(0.7)
Interest paid		**(1.4)**	(0.6)
Repayment of lease liabilities		**(0.8)**	–
Distribution in relation to Long Term Incentive Plan		**–**	(0.3)
Dividends paid	11	**(100.0)**	(56.5)
Net cash used in financing activities		**(117.0)**	(42.4)
Net (decrease)/increase in cash and cash equivalents		**(20.6)**	9.7
Cash and cash equivalents at 1 January		**44.8**	35.1
Cash and cash equivalents at 31 December	20	**24.2**	44.8

Changes in liabilities from financing activities

	Loans and borrowings £m	Lease liabilities £m	Total £m
Balance at 1 January 2018	–	–	**–**
Changes from financing cash flows			
Proceeds from borrowings	127.5	–	**127.5**
Repayment of borrowings	(112.5)	–	**(112.5)**
Total changes from financing cash flows	15.0	–	**15.0**
Balance at 31 December 2018	15.0	–	**15.0**
Balance at 1 January 2019	15.0	30.2	**45.2**
Changes from financing cash flows			
Proceeds from borrowings	49.0	–	**49.0**
Repayment of borrowings	(64.0)	–	**(64.0)**
Interest paid	(0.4)	(1.0)	**(1.4)**
Repayment of lease liabilities	–	(0.8)	**(0.8)**
Total changes from financing cash flows	(15.0)	(1.8)	**(16.8)**
Interest expense in respect of loans, borrowings and lease liabilities	0.4	1.2	**1.6**
New leases	–	4.8	**4.8**
Balance at 31 December 2019	–	34.4	**34.4**

Notes to the Consolidated Financial Statements

1. Corporate information

The Consolidated Financial Statements of Moneysupermarket.com Group PLC, a public company incorporated and domiciled in England (registered at MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ), and its subsidiaries (together referred to as the 'Group') for the year ended 31 December 2019, were authorised for issue in accordance with a resolution of the Directors on 19 February 2020. The Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU (Adopted IFRSs) and the Companies Act 2006 where applicable. The presentation currency of these Consolidated Financial Statements is sterling. All amounts in the Consolidated Financial Statements have been rounded to the nearest £100,000. The Company has elected to prepare its Company Financial Statements in accordance with FRS 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland; these are presented on pages 150 to 155.

The principal activity of the Group is to provide price comparison and lead generation services to customers across a wide range of products including money, insurance and home services through its websites.

2. Summary of significant accounting policies

The Group has consistently applied the following accounting policies to all periods presented in these Consolidated Financial Statements, unless if mentioned otherwise.

Basis of preparation

The Consolidated Financial Statements are prepared on the historical cost basis, except where otherwise stated. Comparative figures presented in the Consolidated Financial Statements represent the year ended 31 December 2018. The Consolidated Financial Statements are prepared on a going concern basis, which the Directors deem appropriate, given the Group's positive net cash position, continued growth and forecast profitability.

Use of estimates and judgements

The preparation of Consolidated Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Revenue accruals are calculated by applying revenue per transaction based on historic trends to the number of clicks tracked. See note 4 for details of assumptions and underlying estimates.

Information about assumptions and estimation uncertainties at 31 December 2019 that may have a risk of resulting in an adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- Note 16 revenue recognition (focusing on the revenue accrued that has not been received in cash at the balance sheet date)

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Consolidated Financial Statements is included in the following notes:

- Note 13 intangible assets and goodwill (capitalisation of software and development costs)
- Note 3 and note 14 equity accounted investments (determination of whether the joint arrangement is a joint venture or a joint operation)

Basis of consolidation

These Consolidated Financial Statements incorporate the Financial Statements of the Company and all its subsidiaries.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The acquisition date is the date on which control is transferred to the acquirer. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date that control commences until the date that control ceases.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and the joint venture are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of the profit or loss and OCI of equity accounted investees, until the date on which significant influence or joint control ceases.

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Accounting for business combinations

From 1 January 2010 the Group has applied IFRS 3 Business Combinations (2008) in accounting for business combinations using the acquisition method. The change in accounting policy has been applied prospectively.

Acquisitions on or after 1 January 2010

For acquisitions on or after 1 January 2010, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent amount payable is recognised at fair value at the acquisition date. If the contingent amount is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent amount are recognised in profit or loss. Where the contingent amount is dependent on future employment, it is treated as a cost of continuing employment, and therefore is recognised as an expense over the relevant period.

Deferred consideration comprises obligations to pay specified amounts at future dates, i.e. there is no uncertainty about the amount to be paid. It is recognised and measured at fair value at the date of acquisition and it is included in the consideration transferred. The unwinding of any interest element or deferred consideration is recognised in the Income Statement.

Acquisitions between 22 June 2007 and 1 January 2010

For acquisitions between 22 June 2007 and 1 January 2010, goodwill represents the excess of the cost of the acquisition over the Group's interest in the recognised amount (generally fair value) of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess was negative, a bargain purchase gain was recognised immediately in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations were capitalised as part of the cost of the acquisition.

The Group was established via a series of transactions that occurred concurrently on 22 June 2007. These comprised the incorporation of the Company with Simon Nixon as sole shareholder, the acquisition by the Company using a share for share exchange of Simon Nixon's 45% interest in Moneysupermarket.com Financial Group Limited and the acquisition by the Company of all other shares in Moneysupermarket.com Financial Group Limited from third parties. The acquisition of Simon Nixon's shares was between two parties, being Simon Nixon and the Company, who were under common control at the time of the transaction. The acquisition was of an interest in a company which gave the investor a significant influence in the company and it was concluded that this arrangement was a common control transaction and not within the scope of IFRS 3 Business Combinations. As a result the Company accounted for this 45% interest in Moneysupermarket.com Financial Group Limited at original carrying value rather than fair value at the date of the acquisition. The acquisition of the remaining shares in Moneysupermarket.com Financial Group Limited was accounted for in accordance with IFRS 3 Business Combinations applying the accounting guidance for a business combination achieved in stages. This resulted in the fair value of the identifiable assets, liabilities and contingent liabilities of Moneysupermarket.com Financial Group Limited being recognised in full and the goodwill in respect of the acquisition from third parties being recognised.

Notes to the Consolidated Financial Statements continued

2. Summary of significant accounting policies continued

Revenue

Revenue is derived from the Group's principal activity of providing price comparison services on the internet. The Group generates fees from internet lead generation and commissions from brokerage sales through a variety of contractual arrangements.

Revenue is recognised when the Group has satisfied its performance obligations relating to a transaction. IFRS 15 Revenue from Contracts with Customers requires the Group to allocate the transaction price to separate performance obligations within a contract.

The following table provides information about the nature and timing of the satisfaction of performance obligations and the related revenue recognition policies.

Type of sales transaction	Nature and timing of satisfaction of performance obligations	Revenue recognition policies
Price comparison services	The performance obligation is the provision of an internet lead to a provider's website. The trigger for the transaction price to become receivable is usually a completed sale on the provider's website. However, for some contracts the trigger is the point at which the lead is provided. The transaction price is a either a fixed amount per completed sale or a variable amount derived from the terms of the completed sale.	Revenue is recognised in the period in which the lead is provided. At the period end an estimate of accrued revenue is made for leads provided that have resulted in completed sales. This is based on the volume of leads provided in the period, historic conversion rates and the expected price per completed sale.

From historical experience and post year end confirmation, the Group does not expect there to be a material difference between the revenue accrued at the year end and the amount subsequently billed. The under and over estimates on revenue are typically within a range of -1% to +3%, historically this has been an under estimate of revenue. At 31 December 2019, a -1% to +3% difference on the £38.7m of accrued revenue (2018: £31.1m) would equate to approximately (£0.4m) to £1.2m (2018: (£0.3m) to £0.9m).

The impact of discounts allowed is shared with providers and is accounted for as a deduction in revenue.

Cost of sales

The Group recognises associated costs of internet lead generation in the period that the lead is generated. Costs in respect of cashback payments made by the Group to customers are included in cost of sales.

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the Statement of Comprehensive Income on a straight-line basis over the estimated useful life of each part of an item of property, plant and equipment. Assets under construction are not depreciated until brought into use. The estimated useful lives are as follows:

Buildings	50 years
Plant and equipment (including IT equipment)	3 years
Fixtures and fittings	5 years
Office equipment	5 years

The useful lives and depreciation rates are reassessed at each reporting date and adjusted if appropriate.

Intangible assets and goodwill

Goodwill

Goodwill is measured at cost less any accumulated impairment losses, with the carrying value being reviewed for impairment at least annually, and whenever there is an indication that the carrying value may be impaired.

Other intangible assets

The cost of other intangible assets acquired in a business combination is fair value as at the date of acquisition. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. All the Group's intangible assets (other than goodwill) have been identified as having finite useful lives. As such, they are amortised on a straight-line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each reporting date and adjusted if appropriate. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Comprehensive Income. The estimated useful lives are as follows:

Market-related	10 years
Customer relationships	7 years
Customer lists	3 years
Technology	3 - 5 years

Internally generated and other intangible assets are amortised under the same method as noted above.

Market-related intangible assets are defined as those that are primarily used in the marketing or promotion of products and services, for example trademarks, trade names and internet domain names.

Customer-related intangible assets acquired by the Group consist of customer lists, customer contracts and relationships, and non-contractual customer relationships. For accounting purposes, customer relationships and customer lists have been identified separately. Relationships with high-profile customers provide the Group with prominence in the marketplace, create volume and traffic on the website, and enhance the reputation of the brand. Customer lists allow the Group to undertake targeted marketing activities.

Technology-based intangible assets relate to innovations and technical advances such as computer software, patented and unpatented technology, databases and trade secrets. Costs that are directly attributable to projects of a capital nature are recognised as technology-based intangible assets controlled by the Group and are recognised when the following criteria are met:
- it is technically feasible to complete the project so that it will be available for use;
- management intends to complete the project and use it;
- there is an ability to use or sell the project;
- it can be demonstrated how the project will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use output of the project is available; and
- the expenditure attributable to the project during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the project can include employee and contractor costs. Other development expenditures that do not meet these criteria, as well as ongoing maintenance and costs associated with routine upgrades and enhancements, are recognised as an expense as incurred.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Research and development

Expenditure on research activities, undertaken with the prospect of gaining technical knowledge and understanding, is charged to the Consolidated Statement of Comprehensive Income when incurred. Development expenditure is capitalised when it meets the criteria outlined in IAS 38. Expenditure that does not meet the criteria is expensed directly to the Consolidated Statement of Comprehensive Income.

2. Summary of significant accounting policies continued

Financial instruments

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

Fixed asset and short term investments in equity securities held by the Group are classified as fair value through other comprehensive income ('FVOCI') – equity instruments and are stated at fair value, with any resultant gain or loss being recognised directly in other comprehensive income (in the fair value reserve).

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand are included as a component of cash and cash equivalents for the purpose only of the Consolidated Statement of Cash Flows.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ('FVTPL'), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

Financial assets

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

Financial assets – subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities – classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial asset

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liability

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Impairment

Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed annually to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated.

For the purposes of impairment reviews, the recoverable amount of the Group's assets is taken to be the higher of their fair value less costs to sell and their value in use.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit ('CGU') exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Comprehensive Income.

See note 13 for full disclosure of how goodwill and impairment losses are allocated across the CGUs.

Financial instruments and contract assets

The Group recognises loss allowances for Expected Credit Losses ('ECLs') on financial assets measured at amortised cost. The Group measures loss allowances at an amount equal to lifetime ECLs. Loss allowances wholly relate to trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information. The Group uses an allowance matrix to measure the ECLs of trade receivables from individual customers and assumes that the credit risk of default on a financial asset has increased significantly if it is more than 120 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets.

ECLs' are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

2. Summary of significant accounting policies continued

Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the Consolidated Statement of Comprehensive Income as the related service is provided.

Share-based payment transactions

The Group's share schemes allow certain Group employees to acquire ordinary shares in the Company. The fair value of share awards made is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at the award date and spread over the period during which the employees become unconditionally entitled to the awards. The fair values of the share awards are measured using the Monte Carlo method for options subject to a market-based condition and the Black-Scholes model for all others, taking into account the terms and conditions upon which the awards were made. The amount recognised as an expense is adjusted to reflect the number of share awards expected to vest.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are recognised as an expense in the Consolidated Statement of Comprehensive Income as the related service is provided.

A provision is recognised for the amount expected to be paid under short-term cash bonus or deferred bonus plan if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Group's deferred bonus plans currently do not have any ongoing performance obligations and are therefore provided for as described above in the period to which they related.

Advertising costs

The Group incurs costs from advertising via a number of different media. Costs associated with the production of adverts are recognised as an expense in the Consolidated Statement of Comprehensive Income only once the advert is available to the Group in a format ready for use, having been approved for airing or displaying. The cost of airing or displaying the advert is taken as an expense in the period in which the advert is aired or displayed.

Finance income

Finance income comprises interest receivable, which is recognised in the Consolidated Statement of Comprehensive Income as it accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instruments to the gross carrying amount of the financial asset.

Finance costs

Finance costs comprise interest charged on borrowings, leases recognised under IFRS 16 and the unwind of discount on deferred consideration. Borrowings are recognised initially at fair value less directly attributable transaction costs. The effective interest rate method is then used for subsequent remeasurement of borrowings and is applied to the amortised cost of the financial liability.

Leases

The Group has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 and IFRIC 4. The details of accounting policies under IAS 17 and IFRIC 4 are disclosed separately.

Policy applicable from 1 January 2019

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16. This policy is applied to contracts entered into on or after 1 January 2019.

Leased items are recognised on the balance sheet as an asset valued at its right-of-use and a corresponding liability that reflects the present value of future lease payments.

The asset is initially measured at its right-of-use value which reflects the total cost of lease payments, the direct costs incurred to bring the asset into use and an estimate of the cost that will be incurred when dismantling or uninstalling the item. The asset is then depreciated through the profit and loss account on a straight line basis over the contract term of the lease.

The liability is initially recognised at the present value of future lease payments using the discount rate implicit in the lease if it can be determined or otherwise using the incremental borrowing rate of the company.

Leased items with a value of less than £5,000 and items leased over a term of less than 12 months are not recognised on the balance sheet as an asset and liability. The cost of lease payments is recognised in the profit and loss account as they fall due on an accrued basis.

Policy applicable before 1 January 2019
For contracts entered into before 1 January 2019, the Group determined whether the arrangement was or contained a lease based on the assessment of whether:
- fulfilment of the arrangement was dependent on the use of a specific asset or assets; and
- the arrangement had conveyed a right to use the asset.

In the comparative period, the Group classified leases that transferred substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent. Subsequent to initial recognition, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognised in the Group's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

Dividends
Dividends payable to the Company's shareholders are recognised as a liability and deducted from shareholders' equity in the period in which the shareholders' right to receive payment is established.

Taxation
Income tax expense comprises current and deferred tax. It is recognised in the Consolidated Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax liabilities are recognised at the expected future tax rate of the value of the intangible assets with finite lives which are acquired through business combinations representing the tax effect of the amortisation of these assets in future periods.

These liabilities will decrease in line with the amortisation of the related intangible assets, with the deferred tax credit recognised in the Statement of Comprehensive Income in accordance with IAS 12.

Research and development tax credits are accounted for in accordance with IAS 20 as a government grant. The credit is recognised once a reasonable estimate of the amount can be made.

Reserve for own shares
The Group has a number of equity-settled, share-based employee incentive plans. In connection with these, shares in the Company are held by an Employee Benefit Trust ('EBT'). The assets and liabilities of the EBT are required to be consolidated within these accounts as it is deemed to be under de facto control of the Group. The assets of the EBT mainly comprise Moneysupermarket.com Group PLC shares, which are shown as a deduction from total equity at cost.

2. Summary of significant accounting policies continued

Standards, amendments and interpretations adopted during the period

The Group has adopted the IFRS 16 Leases accounting standard from 1 January 2019. A number of other new standards are also effective from 1 January 2019 but they do not have a material effect on the Consolidated Financial Statements.

The company adopted IFRS 16 on 1 January 2019 using the modified retrospective approach. Accordingly, the comparative information presented for 2018 is not restated – i.e. it is presented, as previously reported, under IAS 17 and related interpretations. The disclosure requirements under IFRS 16 have not generally been applied to comparative information. The details of the changes in accounting policies are described below.

IFRS 16 fundamentally changes the accounting for leases by lessees. It eliminates the legacy IAS 17 dual accounting model, which distinguished between on-balance sheet finance leases and off-balance sheet operating leases. IFRS 16 introduces a single on-balance sheet accounting model that is similar to finance lease accounting under IAS 17. A systematic review of the leases held by the Group was carried out ahead of 1 January 2019. The four most valuable leases to be considered under IFRS 16 relate to the Group's Land & Buildings. Less material items held on rental agreements, such as printers and vending machines were also considered as part of this review.

On transition to IFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Group applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 were not reassessed for whether there is a lease under IFRS 16. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after 1 January 2019.

The Group previously classified property leases as operating leases under IAS 17. On transition, lease liabilities were measured at the present value of remaining lease payments, discounted at the Group's incremental borrowing rate as at 1 January 2019. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments. The right-of-use asset for the Dean St office was adjusted for the impact of the rent free period lease incentive.
The Group has tested its right-of-use assets for impairment on the date of transition and has concluded that there is no indication that the right-of-use assets are impaired.

In adopting IFRS 16 the Group has also used a number of practical expedients when applying the standard to leases previously accounted for as operating leases under IAS 17. Leases with a remaining contract term of less than 12 months at the date of application or with a minimal value of less than £5,000 have not been recognised as right-of-use assets. For assets that have been recognised as right-of-use assets at the application date the initial direct costs have been excluded from measurement. Hindsight has been used to determine the term of each lease where this differs from the original contract term.

Adopting the new standard has resulted in increases to both assets and liabilities due to operating leases such as property leases under IAS 17 being recognised on the Consolidated Statement of Financial Position. Rental costs and lease payments have reduced depreciation and increased finance costs in the Consolidated Statement of Comprehensive Income. When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using it's incremental borrowing rate at 1st January 2019. The weighted average rate applied was 3%. The commitment disclosed under IAS 17 discounted using the incremental borrowing rate equals the opening liability disclosed under IFRS 16.

The table below shows the impact of adopting IFRS 16 on the Consolidated Financial Statements:

	2019 Opening Consolidated Statement of Financial Position	2019 Revised Opening Consolidated Statement of Financial Position after applying IFRS 16 adjustments
Impact on Consolidated Statement of Financial Position		
Assets (£m)	293.6	321.0
Liabilities (£m)	93.1	120.5

	2019 Opening Consolidated Statement of Financial Position £m	2019 Revised Opening Consolidated Statement of Financial Position after applying IFRS 16 adjustments £m
Assets		
Non-current assets		
Property, plant and equipment	13.8	41.2
Intangible assets and goodwill	183.7	183.7
Equity accounted investments	0.8	0.8
Investments	0.9	0.9
Total non-current assets	199.2	226.6
Current assets		
Trade and other receivables	43.1	43.1
Prepayments	6.5	6.5
Cash and cash equivalents	44.8	44.8
Total current assets	94.4	94.4
Total assets	293.6	321.0
Liabilities		
Non-current liabilities		
Other payables	4.7	31.4
Deferred tax liabilities	10.1	10.1
Total non-current liabilities	14.8	41.5
Current liabilities		
Borrowings	15.0	15.0
Trade and other payables	54.9	55.6
Current tax liabilities	8.4	8.4
Total current liabilities	78.3	79.0
Total liabilities	93.1	120.5

2. Summary of significant accounting policies continued

Standards, amendments and interpretations adopted during the period continued

The impact on financial performance in 2019 for leases in existence at the application date is an increase in adjusted EBITDA of £2.4m, with depreciation and interest also increasing by £2.3m and £1.0m respectively. The impact on both basic EPS and adjusted EPS in 2019 is a decrease of 0.1p.

During the accounting period the Group has entered into an agreement to sub-lease a proportion of its Dean St premises. The sub-lease is for a period of 3 years and as such does not reflect a transfer of substantially all of the risk and reward of the underlying asset, which in this case is the 15 year head-lease or right-of-use asset. Consequently the Group has classified the sub-lease as an operating lease under IFRS 16. The rental income is £0.5m over 3 years.

Standards, amendments and interpretations issued but not yet effective

A number of new standards are effective for annual periods beginning after 1 January 2019 and earlier adoption is permitted; however, the Group has not early adopted the new or amended standards in preparing these Consolidated Financial Statements.

The following amended standards and interpretations are not expected to have a significant impact on the Group's consolidated financial statements.

Standard	Summary of changes	EU Endorsement status
Amendments to References to the Conceptual Framework in IFRS Standards	Amendments to IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32 to update those pronouncements with regard to the revised the Conceptual Framework.	Endorsed.
Amendments to IAS 1 and IAS 8	Amendments to IAS 1 and IAS 8 to update the definition of material.	Endorsed.

3. Acquisitions and disposals

Decision Technologies Limited

On 9 August 2018, the Group acquired a 100% shareholding in Decision Technologies Limited for consideration of £40.6m paid in cash and £4.7m deferred consideration. This acquisition was driven by the strategic intent to enter the B2B segment, whilst providing Decision Technologies Limited with the platform to enable development within new verticals such as Home Services, Insurance and Money. The acquisition accounting has now been finalised, including the resulting goodwill recognised on acquisition and further detail can be found in note 13.

Podium Solutions Limited

On 26 March 2018, the Group acquired a 50% shareholding in Podium Solutions Limited for £200,000. A further investment was completed on 14 December 2018 for £66,700 that maintained the Group's 50% shareholding. At the same time the Group invested in £733,300 of loan notes that was matched by other investors. Neither the Group nor any of the other shareholders in Podium Solutions Limited hold a majority shareholding or have direct rights or obligations to the assets or liabilities of the joint arrangement and therefore Podium Solutions is accounted for as a joint venture using the equity accounting method. The principal base of business is Nottingham, UK.

4. Revenue

All revenue is derived from the Group's principal activity and is generated in the UK.

	2019 £m	2018 £m
Total revenue from price comparison services	**388.4**	355.6

5. Segmental information

Business segments

In applying IFRS 8 operating segments, the Group redefined its operating segments in 2018 to align to the way in which the Group is now run, by vertical, with the reportable segments presented reflecting the way in which information is presented to the Group's Chief Operating Decision Maker, the Company Board. The reportable segments are Insurance, Money and Home Services. All operating segments represent individual trading verticals and all three segments are reported separately. This disclosure correlates with the information which is presented to the Group's Chief Operating Decision Maker, which reviews revenue by segment. The Group's costs, finance income, tax charges and net assets are only reviewed by the Chief Operating Decision Maker at a consolidated level and therefore have not been allocated between all segments in the analysis below. The operating segments within 'all other segments' do not meet the quantitative threshold for reportable segments and therefore have been aggregated. Having adopted the new vertical structure in 2018, during 2019 the Group has undertaken a project to analyse its costs by vertical, developing appropriate controls and reporting procedures to support the new reporting structure. In order to ensure the operational effectiveness of new procedures the Group will introduce segmental reporting of cost and profit measures in the 2020 accounting period.

The following summary describes how revenue is derived for each reportable segment.

Reportable segment	Revenue products and services
Insurance	Customer completes transaction for insurance policy on any of the following: provider website, our website or a telephone call.
Money	Customer completes transaction for money products such as credit cards, loans and mortgages on provider website.
Home Services	Customer completes transaction for home services products such as energy and broadband on provider website.
Other	Customer completes transaction for other products such as mobile, broadband, shopping and travel on provider website or our website.

Operating segments have not been aggregated and all assets held by the Group are located in the UK.

Segment	Insurance £m	Money £m	Home Services £m	Reportable segments total £m	All other segments £m	Total £m
Year ended 31 December 2019						
Revenue	**188.4**	**86.0**	**68.6**	**343.0**	**45.4**	**388.4**
Operating expenses						**(270.1)**
Operating profit						**118.3**
Net finance costs						**(2.0)**
Share of loss of joint venture						**(0.3)**
Profit before tax						**116.0**
Taxation						**(21.1)**
Profit for the year						**94.9**
At 31 December 2019						
Assets and liabilities						
Intangible assets						**39.6**
Goodwill						**138.3**
Other unallocated assets						**128.4**
Total assets						**306.3**
Deferred tax liabilities						**10.8**
Other unallocated liabilities						**96.2**
Total liabilities						**107.0**
Other segment information						
Capital expenditure						
Property, plant and equipment						**4.5**
Intangible assets						**10.7**
Investments						**2.3**
Total capital expenditure						**17.5**
Depreciation						**4.5**
Amortisation						**16.4**

5. Segmental information continued

Segment	Insurance £m	Money £m	Home Services £m	Reportable segments total £m	All other segments £m	Total £m
Year ended 31 December 2018						
Revenue	183.0	88.1	49.2	320.4	35.2	355.6
Operating expenses						(247.6)
Operating profit						108.0
Net finance costs						(0.9)
Share of loss of joint venture						(0.2)
Profit before tax						106.9
Taxation						(20.3)
Profit for the year						86.6
At 31 December 2018						
Assets and liabilities						
Intangible assets						45.4
Goodwill						138.2
Other unallocated assets						110.0
Total assets						293.6
Deferred tax liabilities						10.1
Other unallocated liabilities						83.0
Total liabilities						93.1
Other segment information						
Capital expenditure						
Property, plant and equipment						6.5
Intangible assets						12.9
Investments						1.5
Total capital expenditure						20.9
Depreciation						1.4
Amortisation						13.3
Impairment						0.8

6. Results from operating activities

Operating profit is stated after charging items detailed in the table below.

	2019 £m	2018 £m
Depreciation of property, plant and equipment	**4.5**	1.4
Amortisation of intangible assets	**16.4**	13.3
Operating lease rentals	**–**	2.8
Impairments	**–**	0.8
Auditor's remuneration:		
Audit of these Financial Statements	**0.2**	0.1
Audit of subsidiaries' Financial Statements	**0.1**	0.1

Non-audit related services provided by KPMG constituted a review opinion on the financial statements for the 6-month period ended 30 June 2019 which amounted to £0.04m in 2019 (2018: £0.03m).

7. Staff numbers and cost

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	Number of employees 2019	Number of employees 2018
Technology and product operations	**312**	224
Administration	**491**	497
	803	721

The aggregate payroll costs of these persons were as follows:

	2019 £m	2018 £m
Wages and salaries	**50.5**	45.2
Compulsory social security contributions	**5.7**	5.2
Contributions to defined contribution plans	**2.0**	1.8
Equity-settled share-based payment transactions	**3.3**	0.8
Social security contributions related to share awards and options	**0.3**	–
Capitalised staff costs	**(4.7)**	(2.1)
	57.1	50.9

8. Net finance expense

	2019 £m	2018 £m
Finance income		
Interest received on bank deposits	**0.2**	0.2
Finance expense		
Interest payable on revolving credit facility	**(0.9)**	(1.1)
Interest payable on leases	**(1.2)**	–
Unwind of discount on deferred consideration in relation to the acquisition of Decision Technologies Limited	**(0.1)**	–
Total finance expense	**(2.2)**	(1.1)
Net finance expense	**(2.0)**	(0.9)

The Group initially applied IFRS 16 at 1 January 2019, using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

9. Taxation

	2019 £m	2018 £m
Current tax		
Current tax on income for the year	**22.9**	21.4
Adjustment in relation to prior period	**(2.5)**	–
	20.4	21.4
Deferred tax		
Origination and reversal of temporary differences	**(0.3)**	(0.9)
Adjustments due to changes in corporation tax rate	–	(1.4)
Adjustment in relation to prior period	**1.0**	1.2
	0.7	(1.1)
Tax expense for the year	**21.1**	20.3

9. Taxation continued

Reconciliation of the effective tax rate

The tax charge for the year is lower than (2018: same as) the effective standard rate of corporation tax in the UK in 2019 of 19.00% (2018: 19.00%). The differences are explained below.

	2019 £m	2018 £m
Profit before tax	**116.0**	106.9
Standard rate of tax at 19.00% (2018: 19.00%)	**22.0**	20.3
Effects of:		
Expenses not deductible for tax purposes	**0.2**	0.2
Movement related to share based payments	**0.5**	–
Impact of changes in tax rate	–	(1.4)
Share of loss of equity-accounted investees	**(0.1)**	–
Adjustments in relation to prior periods	**(1.5)**	1.2
Tax expense for the year	**21.1**	20.3

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly. The deferred tax liability at the balance sheet date has been calculated based on these rates.

10. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company, by the weighted average number of ordinary shares outstanding during the year. The Company's own shares held by employee trusts are excluded when calculating the weighted average number of ordinary shares outstanding.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company, by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares.

Earnings per share

Basic and diluted earnings per share have been calculated on the following basis:

	2019	2018
Profit after taxation attributable to equity holders (£m)	**94.9**	86.6
Basic weighted average shares in issue (millions)	**536.3**	536.2
Dilutive effect of share-based instruments (millions)	**0.1**	1.3
Diluted weighted average shares in issue (millions)	**536.4**	537.5
Basic earnings per share (p)	**17.7**	16.2
Diluted earnings per share (p)	**17.7**	16.1

Adjusted basic and diluted earnings per share have been calculated as follows:

	2019 £m	2018 £m
Profit before tax	**116.0**	106.9
Amortisation of acquisition related intangible assets	**2.4**	1.5
Strategy related one-off costs	**2.3**	6.7
	120.7	115.1
Estimated taxation at 19.00% (2018: 19.00%)	**(22.9)**	(21.9)
Profit for adjusted earnings per share purposes	**97.8**	93.2
Basic adjusted earnings per share (p)	**18.2**	17.4
Diluted adjusted earnings per share (p)	**18.2**	17.3

11. Dividends

	pence per share	2019 £m	pence per share	2018 £m
Declared and paid dividends on ordinary shares:				
Prior year final dividend	**8.10**	**43.4**	7.60	40.7
Special dividend	**7.46**	**40.0**	–	–
Interim dividend	**3.10**	**16.6**	2.95	15.8
Total dividend paid in the year	**18.66**	**100.0**	10.55	56.5
Proposed for approval (not recognised as a liability at 31 December):				
Final dividend	**8.61**	**46.3**	8.10	43.2

12. Property, plant and equipment

	Land and buildings £m	Plant and equipment £m	Office equipment £m	Fixtures and fittings £m	Total £m
Cost:					
At 1 January 2018	9.9	29.1	1.0	2.0	42.0
Additions	5.1	0.9	0.1	0.5	6.6
At 31 December 2018	15.0	30.0	1.1	2.5	48.6
At 1 January 2019	15.0	30.0	1.1	2.5	48.6
Recognition of right-of-use asset on initial application of IFRS 16	27.4	–	–	–	27.4
Adjusted balance at 1 January 2019	42.4	30.0	1.1	2.5	76.0
Additions	5.7	0.5	0.5	1.3	8.0
At 31 December 2019	**48.1**	**30.5**	**1.6**	**3.8**	**84.0**
Depreciation:					
At 1 January 2018	1.6	28.2	1.0	1.8	32.6
Depreciation for the year	0.5	0.3	0.1	0.5	1.4
Impairment	0.8	–	–	–	0.8
At 31 December 2018	2.9	28.5	1.1	2.3	34.8
At 1 January 2019	2.9	28.5	1.1	2.3	34.8
Depreciation for the year	3.2	0.3	0.1	0.9	4.5
At 31 December 2019	**6.1**	**28.8**	**1.2**	**3.2**	**39.3**
Net carrying value:					
At 31 December 2018	12.1	1.5	–	0.2	13.8
At 31 December 2019	**42.0**	**1.7**	**0.4**	**0.6**	**44.7**

Property, plant and equipment includes right-of-use assets of £29.7m related to leased properties that do not meet the definition of investment property (see note 23).

13. Intangible assets and goodwill

	Market related £m	Customer relationship £m	Customer list £m	Technology related £m	Goodwill £m	Total £m
Cost:						
At 1 January 2018	148.7	69.3	2.3	83.0	181.9	485.2
Additions internally developed	–	–	–	13.0	–	13.0
Assets acquired on acquisition of subsidiary	6.6	–	–	2.1	30.7	39.4
At 31 December 2018	155.3	69.3	2.3	98.1	212.6	537.6
Additions internally developed	–	–	–	10.6	–	10.6
At 31 December 2019	**155.3**	**69.3**	**2.3**	**108.7**	**212.6**	**548.2**
Amortisation:						
At 1 January 2018	143.8	69.3	2.3	50.9	74.3	340.6
Amortisation charge for the year	1.3	–	–	12.0	–	13.3
At 31 December 2018	145.1	69.3	2.3	62.9	74.3	353.9
Amortisation charge for the year	1.7	–	–	14.7	–	16.4
At 31 December 2019	**146.8**	**69.3**	**2.3**	**77.6**	**74.3**	**370.3**
Carrying amounts						
At 31 December 2018	10.2	–	–	35.2	138.3	183.7
At 31 December 2019	**8.5**	–	–	**31.1**	**138.3**	**177.9**

Included within the technology related intangible assets are technology related intangible assets under development with a net carrying value of £6.9m (2018: £2.9m).

In order to accurately quantify the value of internally generated technology assets the Group undertakes project tracking to record the cost of both internal and contract staff wholly assigned to each project. Third party costs incurred are allocated to investment projects and recognised at purchase cost. This approach ensures that technology related intangible assets accurately reflect the cost of development. As highlighted in note 2, there is a degree of judgement regarding the recognition of costs incurred in developing technology related intangible assets. This is due to the asset recognition criteria being predicated on future economic benefit flowing from that asset. Management are confident however that any spend capitalised satisfies the criteria of IAS 38 – Intangible Assets and, where relevant, SIC-32 Intangible Assets – Web Site Costs. On an annual basis, or where an indication exists, the Group is required to assess its goodwill and intangible assets for impairment. See below for this assessment for goodwill and technology related assets.

During 2007, the Group employed the services of an appropriately qualified and experienced independent third party to value the intangible assets acquired from Moneysupermarket.com Financial Group Limited. This valuation was used as the initial carrying value for these assets. Following the impairment charge taken against these assets in 2008, the market capitalisation of the Group approximated to the total carrying value of the goodwill, intangible and other non-current assets of the Group. At 31 December 2019, the market capitalisation exceeded the carrying value of the goodwill, intangible and other non-current assets, and net current assets by more than 100% (2018: more than 100%).

On adoption of IFRS 8, the Group was required to allocate goodwill between its cash generating units ('CGUs') that represent the lowest level within the Group at which goodwill is monitored for internal management purposes, but which are not larger than an operating segment as defined by IFRS 8. These CGUs are Insurance, Money, Home Services, Decision Technologies and Travel. The Group has performed impairment testing at a CGU level.

As the CGUs were redefined in April 2018, as part of the Group's restructure under the Reinvent strategy, this resulted in MoneySavingExpert.com being folded into the CGUs of the Group, underpinned by the ongoing integration and migration of legacy technology systems into the Group. At this point, the Group has reallocated goodwill over the defined CGUs using a relative value approach, resulting in the goodwill allocations detailed in the table overleaf.

In August 2018 the Group acquired Decision Technologies Limited. The Group employed the services of an appropriately qualified and experienced independent third party to value the intangible assets acquired as part of the Decision Technologies Limited acquisition, which resulted in a goodwill balance of £30.7m. This balance has now been allocated entirely to the Decision Technologies CGU.

Goodwill is therefore allocated across each CGU as follows:

	31 December 2019 £m	31 December 2018 £m
Insurance	**42.9**	42.9
Money	**33.2**	33.2
Home Services	**24.1**	24.1
Decision Technologies	**30.7**	30.7
Travel	**7.4**	7.4
Total	**138.3**	138.3

Impairment review by CGU and Group

For the current year, the recoverable amount of the acquisition related intangible assets and goodwill allocated to the respective CGUs was taken to be their value in use and was calculated by reference to the forecast cash flows.

The present value of the future cash flows has been calculated with the following key assumptions:

- Cash flows for years 1–3 for each CGU represent management's best estimate of future cash flows as at 31 December 2019, and are based upon the Group's approved long term planning model incorporating cost of sales, advertising and an allocation of overhead costs. The key assumptions underlying the plan relate to visitor volumes, source of visitors, revenue per transaction/visitor and marketing spend, which incorporate past experience. The forecast assumes continued growth during the course of the next 3 years, driven by new media campaigns, exploitation of the Group's data assets and further investments made in the core technology underpinning the Group's key channels.
- Cash flows beyond 3 years have been calculated as a perpetuity inclusive of an annual growth of 1.60% (2018: 1.53%) that is in line with the Office for Budget Responsibility (OBR) 5 year forecast for growth in the UK's Gross Domestic Product (GDP). This rate is consistent with recent historic trends and reflects a prudent approach.
- A pre-tax discount rate of 13.5% (2018: 13.5%) has been used in the forecast for the Insurance, Money, Home Services, Decision Technologies and Travel segments, which is based on the Group's weighted average cost of capital plus a risk premium. Management believe this discount rate continues to reflect the return an investor in a company with the Group's risk profile would expect in the broader context of the investment market.
- Different CGUs face slightly different risk profiles due to macro-economic factors but this is not considered significant enough to justify more than a small adjustment to each discount rate of approximately +/- 1-2%. Having completed some sensitivity analysis in this area the impact on the impairment review is not material.

A different set of assumptions may be more appropriate in future years dependent on changes to the macro-economic environment.

The analysis performed calculates that the recoverable amount of the assets allocated to the Insurance, Money, Home Services, Decision Technologies and Travel CGUs exceeds their carrying value by in excess of 100% (2018: 100%). No reasonably possible change to a key assumption would result in an impairment.

Group impairment testing

As explained in note 5, whilst the Group is able to allocate revenue between the Insurance, Money, Home Services, Decision Technologies and Travel CGU's, its cost base is reviewed by the Group's Chief Operating Decision Maker at a Group rather than CGU level, and a number of the significant costs which the Group incurs cannot be allocated either directly or on a reasonable and consistent basis to the CGUs that are each operating segment. Therefore the cash flows estimated for these CGU's include all of the Group's forecast revenues and an allocation of the Group's forecast costs.

The Group has therefore also performed a further impairment test for the Group as a whole, in a manner consistent with previous years. In these calculations the Group is treated as one group of CGUs, and the test compared the carrying amount, including goodwill and other corporate assets, to the recoverable amount.

The recoverable amount has been estimated based on the present value of its future cash flows, which has been calculated with a set of assumptions consistent with those set out above in relation to the individual operating segment calculations.

The analysis performed calculates that the recoverable amount of the Group's assets exceeds their carrying value by in excess of 100% (2018: 100%), and as such, no impairment was identified.

13. Intangible assets and goodwill continued

The Group has completed sensitivity analysis as part of its impairment testing procedures by flexing both cash flow and discounting assumptions significantly. The headroom on goodwill is such that there are no foreseeable scenarios in which the Group would need to consider an impairment.

In conclusion, no reasonably possible change to a key assumption would result in an impairment (2018: same).

Impairment testing of technology related intangible assets

Technology related intangible assets in use by the Group are tested for impairment if there is an indication that the asset may be impaired. The Group also conducts annual impairment testing of significant technology related intangible assets under development and not yet available for use, in line with IAS 36.10.

14. Equity accounted investments

Podium Solutions Limited ('Podium') is a joint venture in which the Group obtained joint control and a 50% ownership interest on 26 March 2018. Podium is a financial technology business, principally engaged in developing digital solutions in the mortgages sector. Podium is not publicly listed and is registered at MoneySuperMarket House, St David's Park, Ewloe, Chester CH5 3UZ.

Podium is structured as a separate vehicle and the Group has a residual interest in the net assets of Podium. Accordingly, the Group has classified its interest in Podium as a joint venture.

The following table reconciles the summarised financial information of Podium to the carrying amount of the Group's interest in Podium.

	31 December 2019	31 December 2018
Percentage ownership interest	**50%**	50%

	31 December 2019 £m	31 December 2018 £m
Net assets (100%)	**1.1**	1.7
Group's share of net assets (50%)	**0.6**	0.9
Loss for period (100%)	**(0.6)**	(0.3)
Investment in joint venture	**1.0**	1.0
Group's share of loss brought forward (50%)	**(0.2)**	–
Group's share of loss for period (50%)	**(0.3)**	(0.2)
Carrying amount of interest in joint venture	**0.5**	0.8

15. Other investments

The carrying amounts of investments as at 31 December 2019 are shown in the below table. The investments are held at fair value and therefore carrying value at 31 December 2019 is the fair value.

Investments in equity securities	31 December 2018 £m	Additions in the year £m	Fair value uplift £m	31 December 2019 £m
Truelayer Limited	0.4	-	1.1	**1.5**
Flagstone Investment Management Limited	-	2.0	0.5	**2.5**
By Miles Ltd	0.3	0.3	0.4	**1.0**
Plum Fintech Limited	0.2	-	0.1	**0.3**
Total	0.9	2.3	2.1	**5.3**

Prior to the year end, the Group agreed terms to acquire a 28% shareholding in CYTI (Holdings) Limited, an existing white label partner in the Insurance vertical. The consideration payable will be £2.8m. The transaction is conditional on regulatory approval and so the investment has not been recognised within the 2019 accounts. The Group also has a call option to acquire the remaining share capital of CYTI (Holdings) Limited that is exercisable between 1 January 2021 and 31 December 2023.

Sensitivity analysis

For the fair value of investments, a 5% movement in share price would have an effect of £0.5m on the total value.

16. Trade and other receivables

	31 December 2019 £m	31 December 2018 £m
Trade and other receivables	**47.4**	43.1

All receivables fall due within one year.

As a result of click based revenue being recognised in the period that the lead is generated, there is an element of subjectivity in calculating a revenue accrual as a result of estimating the number of successful applications on the provider's website in the period between the latest provider data available and the year end. This revenue accrual can typically represent approximately one month's revenue. The accrued revenue is estimated by considering the volume of clicks that have passed from the Group's websites through to provider websites in the period, the historic conversion of such clicks into completed product purchases, and contracted revenue per transaction. From historical experience and post year end confirmation, the Group expects any differences between the amounts accrued at year end and those amounts subsequently billed to be not materially different. The under and over estimates on revenue are typically in a region of -1% to + 3%, historically this has been an under estimate of revenue. A -1% to + 3% difference on the £38.7m revenue accrual (2018: £31.1m) would equate to approximately (£0.4m) to £1.2m (2018: (£0.3m) to £0.9m).

The assumptions used to calculate the revenue accrual have been disclosed within note 2.

At 31 December 2019, trade receivables are shown net of a provision for credit losses of £0.2m (2018: £0.8m), which represents a judgement made by management of which receivables balances are unlikely to be recovered taking into consideration the ageing of the debt, evidence of poor payment history or financial position of a particular customer.

Movements in the provision for credit losses were as follows:

	31 December 2019 £m	31 December 2018 £m
At 1 January	**0.8**	0.6
Provisions (utilised)/made in the year	**(0.6)**	0.2
At 31 December	**0.2**	0.8

As at 31 December, the analysis of trade and other receivables that were past due but not impaired is as follows:

			Past due not impaired				
	Total £m	Neither past due nor impaired £m	0–30 days £m	30–60 days £m	60–90 days £m	90–120 days £m	>120 days £m
At 31 December 2018	43.1	31.1	9.1	0.3	1.2	1.3	0.1
At 31 December 2019	**47.4**	**40.2**	**4.0**	**2.1**	**0.7**	**0.3**	**0.1**

The Group's standard payment terms are typically 15 days (2018: 15 days)

17. Trade and other payables and borrowings

Non-current

	31 December 2019 £m	31 December 2018 £m
Deferred consideration in relation to the acquisition of Decision Technologies Limited	**4.8**	4.7
Lease liabilities	**32.5**	–
	37.3	4.7

Current

	31 December 2019 £m	31 December 2018 £m
Trade payables	**46.3**	49.2
Non-trade payables and accrued expenses	**3.6**	5.5
Lease liabilities	**1.9**	–
Deferred income	**0.4**	0.2
Borrowings	–	15.0
	52.2	69.9

Deferred consideration in relation to the acquisition of Decision Technologies Limited is detailed in note 27.

As a result of click based revenue being recognised in the period that the lead is generated, an accrual for the cost of sales, such as partner revenue share agreements, relating to the revenue accrued at the year end date (see note 16) is included within trade payables.

In September 2018, the Group renegotiated a new 3 year revolving credit facility of £100m in committed funds provided in equal parts by Lloyds Bank PLC and Barclays Bank PLC with half-yearly covenant testing based on adjusted leverage and interest cover ratios. There is the possibility to extend this facility for 2 additional years, i.e. up to September 2023, on agreement with the lenders. The Group also has an accordion option to apply to the banks for up to an additional £100m of committed funds. As at 31 December 2019, the Group had £nil (2018: £15.0m) drawn down under the facility. The remaining balance of the upfront arrangement fees, totaling £0.4m, is held within prepayments.

18. Deferred tax liabilities

Deferred tax assets and liabilities are attributable to the following:

	31 December 2019 £m	31 December 2018 £m
Intangible assets acquired relating to acquisition of Decision Technologies Limited	**1.1**	1.1
Share schemes	**(0.1)**	(0.1)
Goodwill related to MoneySavingExpert.com	**9.4**	9.2
Accelerated capital allowances	**0.4**	(0.1)
Deferred tax liability at 31 December	**10.8**	10.1

The above deferred tax liability relating to the goodwill of MoneySavingExpert.com is due to the amortisation of this balance within the individual accounts of the Company which are prepared under a different accounting framework, FRS 102, whereas the consolidation is prepared in line with IFRS. The recognition of a deferred tax liability within these consolidated accounts is to reflect the tax benefit already claimed by the Group on the goodwill balance shown.

The following table illustrates the movement in the deferred tax liabilities during the year:

	31 December 2019 £m	31 December 2018 £m
At 1 January	**10.1**	9.5
Temporary differences on:		
Intangible assets acquired relating to acquisition of Decision Technologies Limited	–	1.1
Intangible assets	–	(0.2)
Share schemes	–	0.6
Goodwill related to MoneySavingExpert.com	**0.2**	(1.2)
Property, Plant and Equipment	**0.5**	0.3
At 31 December	**10.8**	10.1

Deferred tax liabilities arose from the creation of the intangible assets upon the acquisition of Moneysupermarket.com Financial Group Limited by the Company, and the acquisition of MoneySavingExpert.com. Deferred tax assets arise on share option schemes based on the expected tax deduction on vesting. Deferred tax assets and liabilities have been calculated at the applicable tax rate enacted at the balance sheet date of either 19%, 18% or 17% depending on when the temporary timing difference is expected to reverse.

19. Called up share capital

The nominal value of ordinary shares is 0.02p. The holders of ordinary shares are entitled to returns of capital, receive a dividend and vote.

Issued and fully paid

Number of ordinary shares	2019	2018
At the beginning of the year	536,319,819	536,179,804
Issued on exercise of SAYE options	256,760	140,015
At the end of the year	**536,576,579**	**536,319,819**

Nominal value of ordinary shares	2019 £	2018 £
At the beginning of the year	107,264	107,236
Issued on exercise of SAYE options	51	28
At the end of the year	**107,315**	**107,264**

The Group operates a Long Term Incentive Plan under which conditional nil cost awards of ordinary shares in the Company have been made to certain Directors and employees of the Group, and an HMRC approved Save As You Earn scheme ('Sharesave') is eligible to all employees (see note 22).

20. Financial instruments

Interest rate risk

The Group invests its cash in a range of cash deposit accounts with UK banks. Interest earned therefore closely follows movements in the Bank of England base rate. A movement of 1% in this rate would result in a difference in annual pre-tax profit of £0.2m (2018: £0.5m) based on Group cash, cash equivalents and financial instruments at 31 December 2019. At the balance sheet date, £15.5m was invested with Lloyds Banking Group, this being the most invested with any one bank.

Fair values

The Group's financial assets and liabilities are principally short-term in nature, and therefore their fair value is not materially different from their carrying value. The valuation method for the Group's financial assets and liabilities can be defined as follows:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

All investments fall under Level 3 as the fair value is measured using the latest unquoted share price of recent transactions, with updates made as required considering market conditions at year end. A reconciliation is provided in Note 15. All other financial assets and liabilities are held at amortised cost and other financial liabilities respectively in accordance with IFRS 9. There have been no transfers between levels in the year.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

Effective interest rates

In respect of interest-earning financial assets, the following table indicates their effective interest rates at the year end date:

	31 December 2019		31 December 2018	
	Effective interest rate	£m	Effective interest rate	£m
Cash and cash equivalents	**0.61%**	**24.2**	0.21%	44.8

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating risk of financial loss from default. The Group's exposure is continuously monitored by the credit control team and finance management.

Of the top 75% of the Group's providers by revenue, approximately 23% (2018: 30%) of these are UK quoted companies with the remainder being a mixture of larger UK independent companies and overseas owned or quoted companies. At the balance sheet date, the five largest trade receivables, by provider, accounted for 22% (2018: 18%) of the total trade receivables balance of £47.4m (2018: £43.1m) and the largest individual balance was £3.3m (2018: £1.9m).

The Group does not consider it has any material contracts with providers in any one channel.

Liquidity risk

Liquidity risk refers to the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows. Details of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risks are set out below:

	31 December 2019 £m	31 December 2018 £m
Unsecured bank loan facilities with a maturity date of 13 September 2023		
– amount drawn	–	15.0
– amount undrawn	**100.0**	85.0

In September 2018, the Group renegotiated a new 3 year revolving credit facility for an amount of £100m in committed funds provided in equal parts by Lloyds Bank PLC and Barclays Bank PLC with half-yearly covenant testing based on adjusted leverage and interest cover ratios. The Group has the possibility to extend this facility for 2 additional years, i.e. up to September 2023. The Group also has an accordion option to apply to the banks for up to an additional £100m of funds. Interest is payable on the new facility at a rate of LIBOR plus an applicable margin rate based on the adjusted leverage of the Group.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

31 December 2019	Carrying amount £m	Total £m	Contractual cash flows < 2 months £m	2 - 12 months £m	1 - 2 years £m	2 - 5 years £m	> 5 years £m
Non derivative financial liabilities							
Deferred consideration	4.8	(4.8)	(1.4)	-	(3.4)	-	-
Trade payables	46.3	(46.3)	(46.3)	-	-	-	-
Lease liabilities	34.4	(34.4)	(0.3)	(1.6)	(2.0)	(8.4)	(22.1)
At 31 December 2019	**85.5**	**(85.5)**	**(48.0)**	**(1.6)**	**(5.4)**	**(8.4)**	**(22.1)**

21. Group management of capital

The Group's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In assessing the level of capital all components of equity are taken into account, i.e. share capital, retained earnings and reserves (where applicable). The table below summarises the carrying value of each component.

Carrying value	As at 31 December 2019 £m	As at 31 December 2018 £m
Share capital	**0.1**	0.1
Retained earnings and reserves	**199.3**	200.4
Total	**199.4**	200.5

In line with internal capital management requirements, the Group manages its cash balances by, where possible, depositing them with a number of financial institutions to reduce credit risk. The table below summarises the credit rating of each financial institution that held cash at 31 December 2019.

Credit rating	2019	2018
Barclays Bank Plc	**A**	A
Lloyds Bank Plc	**A+**	A+
HSBC Bank Plc	**AA-**	AA-

One way in which the Group manages capital is utilising the revolving credit facility, as set out in note 17.

Management of capital focuses around the Group's ability to generate cash from its operations. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to raise funds. The Group believes it is meeting its objectives for managing capital as funds are available for reinvestment where necessary as well as being in a position to make returns to shareholders where this is felt appropriate.

There were no changes to the Group's approach to capital management during the year.

22. Share-based payments

Share Incentive Plan scheme ('SIP')

Upon listing, the Company granted £3,000 of ordinary shares at the price of £1.70 per ordinary share to each eligible employee free of charge. If an employee left within one year of listing, all these ordinary shares were forfeit; between one and two years of listing, 50% were forfeit; between two and three years of listing, 20% were forfeit; and after three years of listing, none were forfeit. 948,184 shares were issued under the Share Incentive Plan scheme in 2007. On 31 July 2010 eligible employees became entitled to receive their allocation of free shares. 1,769 (2018: 3,538) shares have been withdrawn from the trust by employees during the period and a further 23,540 remain held in trust (2018: 25,309).

Long-Term Incentive Plan scheme ('LTIP')

During 2015, conditional awards were made over 1,934,670 ordinary shares under the Moneysupermarket.com Group PLC Long-Term Incentive Plan scheme to senior employees ('2015 LTIPs'). Under this scheme, up to 70% of the award vests at the end of a three-year period dependent upon the achievement of a specified average growth rate in adjusted earnings per share from 31 December 2014 to 31 December 2017, and up to 30% of the award vests at the end of a three-year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies. On 30 April 2018 and 10 September 2018 the awards vested at 68.37% of the maximum following 96.2% achievement of the TSR performance criteria and 56.45% of the adjusted earnings per share performance criteria.

During 2016, conditional awards were made over 1,190,535 ordinary shares under the Moneysupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees ('2016 LTIPs'). Under this scheme, up to 70% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in adjusted earnings per share from 31 December 2015 to 31 December 2018, and up to 30% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies. On 21 March 2019, the awards lapsed in full having not achieved the performance criteria for either TSR or adjusted earnings per share.

During 2017, conditional awards were made over 1,304,728 ordinary shares under the Moneysupermarket.com Group PLC Long Term Incentive Plan and the Moneysupermarket.com Group PLC 2017 Long Term Incentive Plan scheme to senior employees ('2017 LTIPs'). Under this scheme, up to 80% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in adjusted earnings per share from 31 December 2016 to 31 December 2019, and up to 20% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies.

During 2018, conditional awards were made over 1,722,223 ordinary shares under the Moneysupermarket.com Group PLC 2017 Long Term Incentive Plan scheme to senior employees ('2018 LTIPs'). Under this scheme, up to 80% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in adjusted earnings per share from 31 December 2017 to 31 December 2020, and up to 20% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies.

During 2018, conditional awards were made over 346,628 ordinary shares under the Moneysupermarket.com Group PLC 2018 Restricted Share Award Plan to senior employees deemed key to delivering the Reinvent strategy ('2018 RSA'). Under this scheme, 50% of the award vests at the end of a two year period and 50% of the award vests at the end of a three year period, subject, in each case, to the participant being employed on the relevant vesting date, and not, on or prior to that vesting date, having been issued with or having given notice to terminate employment with the Group.

During 2019, conditional awards were made over 1,514,690 ordinary shares under the Moneysupermarket.com Group PLC 2017 Long Term Incentive Plan scheme to senior employees ('2019 LTIPs'). Under this scheme, up to 80% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in adjusted earnings per share from 31 December 2018 to 31 December 2021, and up to 20% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies.

During 2019, a one-off grant over 164,600 forfeitable shares was made to a Director to take account of compensation relinquished from the previous employer. The shares are held in trust and their release is subject to malus and clawback provisions, with release of shares in tranches from June 2019 to March 2021, subject to the Director being employed on the relevant release date.

Sharesave scheme

During 2015, the Group granted options under the existing HMRC approved Moneysupermarket.com Group PLC Sharesave Scheme available to all employees. The scheme allows employees to save an amount of their net pay into a savings account each month and, at the end of the three-year period, choose to either receive back their savings or use them to buy ordinary shares in the Company at a discounted exercise price. The exercise price for the 2015 Sharesave options was fixed at 264.0p per share. On 1 November 2018 the options became exercisable, enabling participants to buy shares at the exercise price of 264.0p. The market price of a share on 1 November 2018 was 299.50p

During 2016, the Group granted further options under the existing HMRC approved sharesave scheme available to all employees, on the same basis as the grant in 2015. The exercise price for the 2016 Sharesave options was fixed at 240.0p per share.

During 2017, the Group granted further options under the existing HMRC approved sharesave scheme available to all employees, on the same basis as the grants in 2015 and 2016. The exercise price for the 2017 Sharesave options was fixed at 256.0p per share.

During 2018, the Group granted further options under the existing HMRC approved sharesave scheme available to all employees, on the same basis as the grants in 2015, 2016 and 2017. The exercise price for the 2018 Sharesave options was fixed at 231.0p per share.

During 2019, the Group granted further options under the existing HMRC approved sharesave scheme available to all employees, on the same basis as the grants in 2015, 2016, 2017 and 2018. The exercise price for the 2019 Sharesave options was fixed at 294.0p per share.

Movements in the year

The following table illustrates the number and weighted average exercise price ('WAEP') of, and movements in, share options during the year.

	Number	WAEP
Outstanding at 1 January 2018	3,473,603	£0.00
LTIP awards made during the year	2,068,851	£0.00
LTIP awards vested and exercised during the year	(839,277)	£0.00
LTIP awards forfeited during the year	(1,009,229)	£0.00
Outstanding at 31 December 2018	3,693,948	£0.00
LTIP awards made during the year	1,679,290	£0.00
LTIP awards vested and exercised during the year	(50,791)	£0.00
LTIP & Restricted Share awards forfeited during the year	(1,468,027)	£0.00
Outstanding at 31 December 2019	**3,854,420**	**£0.00**

The following table lists the inputs to the Black-Scholes models and Monte Carlo simulations used for the schemes for the year ended 31 December 2019:

	2019 Sharesave	2018 Sharesave	2017 Sharesave	2019 LTIP	2018 LTIP/RSA	2017 LTIP I/II
Fair value at grant date (£)	**1.60**	1.30	1.53	**3.71**	2.91	3.39
Share price (£)	**3.43**	2.89	3.18	**3.71**	2.91	3.39
Exercise price (£)	**2.94**	2.30	2.56	**0.0**	0.0	0.0
Expected volatility (%)	**77.1**	72.0	77.2	**74.5**	70.2	84.5
Expected life of option/award (years)	**3.0**	3.0	3.0	**3.0**	3.0	3.0
Weighted average remaining contractual life (years)	**2.8**	1.8	0.8	**2.8**	2.3	1.3/1.4
Expected dividend yield (%)	**3.3**	3.7	3.1	**0.0**	0.0	0.0
Risk-free interest rate (%)	**0.4**	0.9	0.1	**0.8**	0.8	0.2

Expected volatility has been estimated by considering historic average share price volatility for the Company or similar companies. Staff attrition has been assessed based on historic retention rates.

The share option charge in the Consolidated Statement of Comprehensive Income can be attributed to the following types of share option and share award:

	31 December 2019 £m	31 December 2018 £m
Long Term Incentive Plan scheme (LTIP) and Restricted Share Award (RSA)	**1.2**	0.4
Sharesave scheme	**0.4**	0.4
	1.6	0.8

23. Leases

Leases as lessee (IFRS 16)

The Group has significant leases of property for offices. The London office lease was signed on 22 July 2016 for a period of 15 years, with a lease start date of 1 June 2017. There was an 18 month rent free period included in the agreement. The Manchester office lease was signed on 7 May 2019 for a period of 15 years, with a lease start date of 7 May 2019. There was a 36 month rent free period included in the agreement.

i. Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment.

2019	Land and Buildings £m	Total £m
Balance at 1 January	27.4	27.4
Depreciation charge for the year	(2.5)	(2.5)
Additions to right-of-use assets	4.8	4.8
Balance at 31 December	**29.7**	**29.7**

Amounts recognised in profit or loss relating to lease expenditure totals £3.7m (2018: £2.8m).

ii. Amounts recognised in profit or loss

	2019 £m
2019 – Leases under IFRS 16	
Depreciation charge for the year	2.5
Interest on lease liabilities	1.2
2018 – Operating leases under IAS 17	
Lease Expense	2.8

iii. Amounts recognised in statement of cash flows

	2019 £m
Total cash outflow for leases	1.8

24. Pensions and other post-employment benefit plans

The Group operates a defined contribution pension scheme calculated on base salary. The assets of the scheme are held separately from those of the Group in an independently administered fund. The amounts charged to the Consolidated Statement of Comprehensive Income represent the contributions payable to the scheme in respect of the accounting period. In the year ended 31 December 2019 £1.8m of contributions were charged to the Consolidated Statement of Comprehensive Income (2018: £1.7m). As at 31 December 2019 £nil (2018: £nil) of contributions were outstanding on the balance sheet.

25. Commitments and contingencies

The Group is committed to incur capital expenditure during 2020 on office fixtures and fittings, and property, plant and equipment of £1.4m (2018: £nil). Along with most companies of our size, the Group is a defendant in a small number of disputes incidental to its operations and from time to time is under regulatory scrutiny.

As a leading website operator, the Group occasionally experiences operational issues due to errors in operating procedures or technology which result in incorrect or incomplete product or customer data being transferred to or from providers. These issues can in some instances lead to customer detriment, dispute and potentially cash outflows. The Group has a Professional Indemnity Insurance Policy in order to mitigate liabilities arising out of events such as this.

There is a cross-guarantee held between Moneysupermarket.com PLC, MoneySavingExpert.com Limited, MoneySuperMarket.com Limited, Moneysupermarket.com Financial Group Limited and Moneysupermarket.com Financial Group Holdings Limited in relation to balances owed to Barclays Bank PLC and Lloyds Bank PLC. The maximum amount owed during the year was £40.0m (2018: £40.0m) and the amount owed as at 31 December 2019 was £nil (2018: £15.0m).

In aggregate, the commitments and contingencies outlined above are not expected to have a material adverse effect on the Group.

26. Related party transactions

The Group has the following investments in all of its subsidiaries, joint ventures and associates (which are all included in the Consolidated Financial Statements):

	Country of incorporation	Ownership interest %	Principal activity
MoneySuperMarket.com Financial Group Limited	UK	100	Holding company
MoneySuperMarket.com Limited	UK	100	Internet price comparison
MoneySuperMarket.com Financial Group Holdings Limited	UK	100	Holding company
MoneySavingExpert.com Limited	UK	100	Personal finance website
TravelSuperMarket.com Limited	UK	100	Dormant
InsureSuperMarket.com Limited	UK	100	Dormant
Mortgage 2000 Limited	UK	100	Financial intermediary services
MoneySuperMarket Limited	UK	100	Dormant
Decision Technologies Limited	UK	100	Internet price comparison
Sellmymobile.com Limited	UK	100	Internet price comparison
Townside Limited	UK	100	Internet price comparison

	Aggregate capital reserves £m	Profit/ (loss) for the year £m	Registered office address	Class of shares held	Ownership 31 December 2019	Ownership 31 December 2018
MoneySuperMarket.com Financial Group Limited	28.6	53.8	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	**100%**	100%
MoneySuperMarket.com Limited	110.6	115.9	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	**100%**	100%
MoneySuperMarket Financial Group Holdings Limited	87.0	-	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	**100%**	100%
MoneySavingExpert.com Limited	63.5	38.8	One Dean Street, London, UK, W1D 3RB	Ordinary	**100%**	100%
TravelSuperMarket.com Limited	-	-	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	**100%**	100%
InsureSuperMarket.com Limited	-	-	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	**100%**	100%
Mortgage 2000 Limited	0.2	-	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	**100%**	100%
MoneySuperMarket Limited	-	-	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	**100%**	100%
Decision Technologies Limited	8.5	2.5	First Floor, High Holborn House, 52-54 High Holborn, London, WC1V 6RL	Ordinary	**100%**	100%
Sellmymobile.com Limited	-	-	First Floor, High Holborn House, 52-54 High Holborn, London, WC1V 6RL	Ordinary	**100%**	100%
Townside Limited	-	-	First Floor, High Holborn House, 52-54 High Holborn, London, WC1V 6RL	Ordinary	**100%**	100%

The Company is the ultimate parent entity of the Group. Intercompany transactions with wholly-owned subsidiaries have been excluded from this note, as per the exemption offered in IAS 24. The list above represents all companies within the Group. All companies within the Group are registered at the addresses shown above. The Company's registered office is disclosed on page 107. All shareholdings with all subsidiaries are ordinary shares.

Moneysupermarket.com Group PLC has committed to continue to provide support to all of its subsidiaries for any short term day to day cash management, if required.

Sellmymobile.com Limited and Townside Limited and Decision Technologies Limited aligned its financial reporting date to the rest of the Group during 2019.

26. Related party transactions continued

Transactions with key management personnel

In addition to their salaries, the Group also provides non-cash benefits to Directors and Executive Officers. Directors and Executive Officers also participate in the Group's Long-Term Incentive Plan.

Robin Freestone, Mark Lewis, Scilla Grimble, Sarah Warby, Andrew Fisher, Caroline Britton, Sally James, Genevieve Shore and Bruce Carnegie-Brown in total received dividends from the Group totalling £14,503 (2018: £23,500). Prior year figure is not a like-for-like comparison as Matthew Price received dividends in 2018 but was not a Director in 2019.

There were no amounts or any future commitments outstanding to the Company as at 31 December 2019 (2018: nil).

Key management personnel compensation

Key management, defined as the executive management team, received the following compensation during the year:

	31 December 2019 £m	31 December 2018 £m
Short-term employee benefits	**2.6**	2.8
Share-based payments	**0.9**	0.2
Post-employment benefits	**0.3**	0.3
	3.8	3.3

In addition to the above, the executive management team received a bonus of £2.0m (2018: £2.3m) in relation to the reporting period.

Other related party transactions

During the year, the Group purchased £0.6m (2018: £nil) worth of services from Podium Solutions Limited in relation to the development of digital solutions for the mortgages channel journey on the Group's website. Balances outstanding as at 31 December 2019 in relation to the above purchases were £0.3m (2018: £nil). All outstanding balances with the above related party are priced on an arm's length basis and have been settled in cash within one month of the reporting date.

27. Acquisition of a subsidiary

On 9 August 2018, the Group acquired 100% of the share capital of Decision Technologies Limited for consideration of £45.3m.

Decision Technologies Limited is a leading operator in the home communications sector, operating in both the Business to Business ('B2B') and Business to Consumer ('B2C') segments.

Consideration transferred

The following table summarises the acquisition date fair value of each major class of consideration transferred.

	£m
Cash	40.6
Deferred consideration	4.7
Total consideration transferred	45.3

Deferred consideration

The Group issued £4.7m of loan notes paying a 1.5% coupon as additional deferred consideration. This was discounted at a rate of 1.5% recognised as a liability at the date of acquisition with a fair value of £4.7m. At 31 December 2018 the outstanding balance of this liability was £4.7m.

Acquisition related costs

The Group incurred acquisition-related costs of £1.7m on legal fees and due diligence costs in 2018. These costs are included in 'administrative expenses'.

Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

Assets acquired and liabilities

	£m
Property, plant and equipment	0.1
Intangible assets	8.7
Trade and other receivables	5.7
Cash	6.8
Trade and other payables	(5.6)
Deferred tax liability	(1.1)
Total identifiable net assets acquired	14.6

Measurement of fair values
The valuation techniques used for measuring the fair value of material assets acquired were as follows.

Assets acquired	Valuation technique
Intangible assets – domain names	Relief-from-royalty method and multi-period excess earnings method: The relief-from-royalty method considers the discounted estimated royalty payments that are expected to be avoided as a result of the domain names being owned. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the domain names, by excluding any cash flows related to contributory assets. This was determined by an independent valuation to identify the fair value of the domain names (marketing related intangible assets) at £6.6m.
Intangible assets – technology	A rebuild cost valuation method has been used to determine the value of the technology asset. This was developed in conjunction with Senior Technology professionals and uses a cost assumption for developers inclusive of a profit margin as would be the case in an external build contracted to develop an equivalent platform. A degree of obsolescence has also been assumed within the costs to reflect the advancements in technology since it has been built.

Goodwill
Goodwill arising from the acquisition has been recognised as follows.

	£m
Consideration transferred	45.3
Fair value of identifiable net assets	(14.6)
Goodwill	**30.7**

The goodwill is attributable mainly to the experience and processes in place within Decision Technologies Limited for servicing B2B customers, which can be leveraged into new sectors, alongside the synergies expected to be achieved from integrating the company into the Group's existing platforms to build a competitive B2B offering in new sectors. None of the goodwill recognised is expected to be deductible for tax purposes.

Update on acquisition accounting 2019
The acquisition accounting has now been finalised with no adjustments made to the net assets or goodwill balance within the allowed measurement period.

28. Post balance sheet events
There are no significant post balance sheet events.

Company Balance Sheet
at 31 December 2019

	Note	31 December 2019 £m	31 December 2018 £m
Fixed assets			
Investments	4	**181.7**	181.7
Total fixed assets		**181.7**	181.7
Current assets			
Debtors (including amounts falling due in more than one year £0.3m, 2018: £0.3m)	5	**579.5**	576.0
Cash at bank and in hand		**0.2**	0.7
Total current assets		**579.7**	576.7
Creditors: amounts falling due within one year	6	**(439.5)**	(336.1)
Net current assets		**140.2**	240.6
Creditors: amounts falling due after one year		**–**	–
Net assets		**321.9**	422.3
Capital and reserves			
Share capital	9	**0.1**	0.1
Share premium		**204.7**	204.0
Reserve for own shares		**(2.9)**	(2.6)
Other reserves		**16.9**	16.9
Profit and loss account		**103.1**	203.9
Shareholders' funds		**321.9**	422.3

The Financial Statements were approved by the Board of Directors and authorised for issue on 19 February 2020. They were signed on its behalf by:

Mark Lewis
Chief Executive Officer

Scilla Grimble
Chief Financial Officer

Registered number: 6160943

Statement of Changes in Equity
for the year ended 31 December 2019

	Share capital £m	Share premium £m	Reserve for own shares £m	Other reserves £m	Profit and loss account £m	Total £m
At 1 January 2018	0.1	203.3	(3.5)	16.9	63.4	280.2
Profit for the year	–	–	–	–	198.7	198.7
Total comprehensive income	–	–	–	–	198.7	198.7
New shares issued	0.0	0.7	–	–	–	0.7
Purchase of shares by employee trusts	–	–	(0.8)	–	–	(0.8)
Exercise of LTIP awards	–		1.7	–	(1.7)	–
Distribution in relation to LTIP	–	–	–	–	(0.2)	(0.2)
Equity dividends	–	–	–	–	(56.5)	(56.5)
Share-based payments	–	–	–	–	0.2	0.2
At 31 December 2018	0.1	204.0	(2.6)	16.9	203.9	422.3
Loss for the year	**–**	**–**	**–**	**–**	**(0.8)**	**(0.8)**
Total comprehensive income	**–**	**–**	**–**	**–**	**(0.8)**	**(0.8)**
New shares issued	**0.0**	**0.7**	**–**	**–**	**–**	**0.7**
Purchase of shares by employee trusts	**–**	**–**	**(0.5)**	**–**	**–**	**(0.5)**
Exercise of LTIP awards	**–**	**–**	**0.2**	**–**	**(0.2)**	**–**
Equity dividends	**–**	**–**	**–**	**–**	**(100.0)**	**(100.0)**
Share-based payments	**–**	**–**	**–**	**–**	**0.2**	**0.2**
At 31 December 2019	**0.1**	**204.7**	**(2.9)**	**16.9**	**103.1**	**321.9**

Reserve for own shares
The reserve for the Company's own ordinary shares comprises the cost of the Company's ordinary shares held by the Group through employee trusts. At 31 December 2019, the Group held 331,720 ordinary shares (2018: 348,787) at a cost of 0.02p per share (2018: 0.02p) through a Share Incentive Plan trust for the benefit of the Group's employees.

The Group also held 296,362 shares (2018: 182,553) through an Employee Benefit Trust at an average cost of 326.95p per share (2018: 322.66p) for the benefit of employees participating in the various Long Term Incentive Plan schemes.

Other reserves
The other reserves balance represents the merger reserve of £16.9m generated upon the acquisition of Moneysupermarket.com Financial Group Limited by the Company, as discussed below, and a capital redemption reserve for £19,000 arising from the acquisition of 95,294,118 deferred shares of 0.02p by the Company from Simon Nixon.

Upon the acquisition of Moneysupermarket.com Financial Group Limited, a merger reserve of £16.9m for 45% of the book value transferred from a company under common control was recognised.

Notes to the Company Financial Statements

1. Accounting policies

Basis of preparation

Moneysupermarket.com Group PLC (the 'Company') is a public company limited by shares and incorporated and domiciled in England, UK. The registered office is disclosed on page 107.

These Financial Statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102). The presentation currency of these Financial Statements is sterling. All amounts in the Financial Statements have been rounded to the nearest £100,000. These Financial Statements are prepared on the historical cost basis.

No profit and loss account is presented for the Company as permitted by section 408 of the Companies Act 2006. The loss after tax for the Company was £0.8m (2018: profit of £198.7m) which included dividends received of £nil (2018: £200m).

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102, and the following exemptions were taken in the 2015 Financial Statements:

- Business combinations – Business combinations that took place prior to transition date have not been restated.

The Company is the ultimate parent undertaking of the Group and also prepares Consolidated Financial Statements. The Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from MoneySuperMarket House, St. David's Park, Ewloe, Chester, CH5 3UZ. In these Financial Statements, the Company is considered to be a qualifying entity for the purposes of this FRS and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the Consolidated Financial Statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments; and,
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.
- The disclosures required by FRS 102.33.1A Related Party Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Financial Statements.

Use of estimates and judgements

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There are no significant estimates or judgements made in preparation of these Financial Statements.

Investments

Investments are shown at cost less provision for impairment.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including direct issue costs, are accounted for on an accruals basis in profit or loss using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Own shares held by Employee Benefit Trust

Transactions of the Company-sponsored Employee Benefit Trust are treated as being those of the Company and are therefore reflected in the Company Financial Statements. In particular, the trust's purchases and sales of shares in the Company are debited and credited directly to equity.

Share-based payment transactions

The Company's share schemes allow employees to acquire ordinary shares in the Company. The fair value of share awards made is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at award date and spread over the period during which the employees become unconditionally entitled to the awards. The fair value of the awards made is measured using an option valuation model, taking into account the terms and conditions upon which the awards were made. The Company's share-based payment expenses relate solely to employees of the Company. Share-based payment expenses in respect of other Group employees are recognised in the company that employs them.

Dividends

Dividends receivable are recognised when the Company's right to receive payment is established. Dividends payable to the Company's shareholders are recognised as a liability and deducted from shareholders' equity in the period in which the shareholders' right to receive payment is established.

Taxation

Income tax expense comprises current and deferred tax. It is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the Financial Statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2. Share-based payments

The analysis and disclosures in relation to share-based payments are given in the Consolidated Financial Statements in note 22.

3. Staff numbers and cost

The average number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees 2019	Number of employees 2018
Administration	**2**	2

The aggregate payroll costs of these persons were as follows:

	2019 £m	2018 £m
Wages and salaries	**0.9**	1.0
Social security costs	**0.1**	0.1
Other pension costs	**0.2**	0.2
Share-based payments	**0.5**	0.2
	1.7	1.5

In addition to the above, bonuses of £0.7m (2018: £0.7m) were payable in relation to the reporting period. One Director exercised share options during the period (2018: none) and the total gain on exercise of these options was £146,700 (2018: £nil). Directors' remuneration is disclosed on pages 85-103.

4. Investments

	Shares in subsidiary undertakings £m
Cost and net book value:	
At 31 December 2018 and 31 December 2019	**181.7**

The investment represents the Company's holding in Moneysupermarket.com Financial Group Holdings Limited, which was obtained via a share for share exchange during 2012 in which the Company exchanged its existing shareholding in Moneysupermarket.com Financial Group Limited for the entire share capital of Moneysupermarket.com Financial Group Holdings Limited.

Notes to the Company Financial Statements continued

5. Debtors

	31 December 2019 £m	31 December 2018 £m
Amount due from subsidiary undertakings	**579.2**	575.5
Other debtors	**–**	0.2
Deferred tax asset (note 7)	**0.3**	0.3
	579.5	576.0

6. Creditors: amounts falling due within one year

	31 December 2019 £m	31 December 2018 £m
Borrowings	**–**	15.0
Amount owed to subsidiary undertakings	**438.5**	320.4
Accruals	**1.0**	0.7
	439.5	336.1

7. Deferred tax

	31 December 2019 £m	31 December 2018 £m
At beginning of year	**0.3**	0.3
Profit and loss account credit	**–**	–
Deferred tax asset at end of year	**0.3**	0.3
The elements of deferred taxation are as follows: short-term timing differences	**0.3**	0.3
Total deferred tax asset	**0.3**	0.3

8. Dividends

	pence per share	31 December 2019 £m	pence per share	31 December 2018 £m
Declared and paid dividends on ordinary shares:				
Prior year final dividend	8.10	43.4	7.60	40.7
Special dividend	7.46	40.0	–	–
Interim dividend	3.10	16.6	2.95	15.8
Total dividend paid in the year	18.66	100.0	10.55	56.5
Proposed for approval (not recognised as a liability at 31 December):				
Final dividend	8.61	46.3	8.10	43.2

9. Called up share capital

The following rights attached to the shares in issue during the year:

Ordinary shares

The holders of ordinary shares were entitled to returns of capital, receive a dividend and vote.

Issued and fully paid

Number of ordinary shares	2019	2018
At the beginning of the year	536,319,819	536,179,804
Issued on exercise of SAYE options	256,760	140,015
At the end of the year	**536,576,579**	**536,319,819**

Nominal value of ordinary shares	2019 £	2018 £
At the beginning of the year	107,264	107,236
Issued on exercise of SAYE options	51	28
At the end of the year	**107,315**	**107,264**

The Group has a Long Term Incentive Plan under which conditional nil cost awards of ordinary shares in the Company have been made to certain Directors and employees of the Group, and an HMRC approved Save As You Earn scheme (Sharesave) is eligible to all employees (see note 22 of the Consolidated Financial Statements).

Shareholder Information

Registered office
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Telephone: +44 (0)1244 665700
Website: http://corporate.moneysupermarket.com

Registered number
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Registrar
Link Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU

Enquiring about your shareholding
If you want to ask, or need any information, about your shareholding, please contact our registrar, Link Asset Services, by:

Telephone: 0371 200 1536 (UK) (Calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday)
+44 (0) 371 664 0300 (overseas)
E-mail: moneysupermarket@linkgroup.co.uk

Alternatively, if you have internet access, you can access the Group's shareholder portal at www.moneysupermarket-shares.com where you can view and manage all aspects of your shareholding securely.

Investor relations website and share price information
The investor relations section of our website, http://corporate.moneysupermarket.com, provides further information for anyone interested in the Group. In addition to the Annual Report and share price, Company announcements including the half-year and full-year results announcements and associated presentations are also published there.

Dividend mandates
If you wish to have dividends paid directly into a bank or building society account, you should contact our registrar (see contact details above) or visit the Group's shareholder portal at www.moneysupermarket-shares.com where you can set up or amend a dividend mandate. This method of payment removes the risk of delay or loss of dividend cheques in the post and ensures that your account is credited on the due date.

Dividend reinvestment plan ('DRIP')
You can choose to reinvest dividends received to purchase further shares in the Company through a DRIP. A DRIP application form is available from our registrar (see contact details above).

Share dealing service
You can buy or sell the Company's shares in a simple and convenient way via the Link share dealing service either online (www.linksharedeal.com) or by telephone (0371 664 0445). Calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.00am – 4.30pm Monday – Friday.

Please note that the Directors of the Company are not seeking to encourage shareholders to either buy or sell shares in the Company. Shareholders in any doubt about what action to take are recommended to seek financial advice from an independent financial adviser authorised by the Financial Services and Markets Act 2000.

Electronic communications
You can elect to receive shareholder communications electronically by contacting our registrar (see contact details above). This will save on printing and distribution costs, creating environmental benefits. When you register, you will be sent a notification to say when shareholder communications are available on our website and you will be provided with a link to that information.

Cautionary note regarding forward-looking statements
This Annual Report includes statements that are forward looking in nature. Forward-looking statements involve known and unknown risks, assumptions, uncertainties and other factors which may cause the actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as required by the Listing Rules, Disclosure Guidance and Transparency Rules and applicable law, the Company undertakes no obligation to update, revise or change any forward-looking statements to reflect events or developments occurring on or after the date of this Annual Report.

Financial Calendar

Overview

Declaration date of 2019 final dividend	20 February 2020
Announcement of 2019 full-year results	20 February 2020
Ex-dividend date of 2019 final dividend	2 April 2020
Record date of 2019 final dividend	3 April 2020
Trading update	16 April 2020
Annual General Meeting	7 May 2020
Payment date of 2019 final dividend	15 May 2020
Half-year end	30 June 2020
Announcement of 2020 half-year results	16 July 2020
Trading update	*October 2020
Financial year end	31 December 2020
Announcement of 2020 full-year results	*February 2021

* Exact dates to be confirmed.

Further copies of this Annual Report are available from the Company's registered office, or may be accessed on the investor relations section of the Group's website at http://corporate.moneysupermarket.com.

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