Euromoney Institutional Investor PLC

Annual Report and Accounts 2019

Who we are

Euromoney is a global information services business providing essential B2B information to global and specialist markets. We provide price discovery, essential market intelligence and events across our segments. We are listed on the London Stock Exchange and a member of the FTSE 250 share index.

Our Purpose is to deliver sustainable value to customers, returns to shareholders, opportunities for employees and contributions to the communities within which we operate, by bringing clarity and insight to opaque markets.

Our Strategy is to manage a portfolio of businesses in markets where information, data and convening market participants are valued; and to deliver products, services and events that support our clients' critical activities. We serve markets which are semi-opaque, that is, where information which organisations need to operate effectively is hard to find.

We are continuing our transition to becoming a group of 3.0 businesses, characterised by being embedded in clients' workflows, being part of the industry structure, being solution-centric, and delivering revenues based on customer outcomes. This ensures we focus on long-term value generation and consistent returns for investors, benefiting all stakeholders.

Further information can be found online by visiting our website at **euromoneyplc.com**

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We deliver products and services that support our clients' critical activities

See Chief Executive's review on page 8

Our 50th year

We celebrated our 50th anniversary as a Group in June this year

See Group at a glance on page 2

Our capital allocation strategy supports our strategic objectives

See our business model on page 6

Financial highlights

Total revenue
£401.7m

Statutory revenue
£256.1m

Adjusted profit before tax
£104.6m

Statutory profit before tax
£29.5m

Adjusted diluted earnings per share
77.6p

Statutory diluted earnings per share
56.6p

Dividend per share
33.1p

A detailed reconciliation of the Group's statutory and adjusted results is set out on pages 15 to 17.

Adjusted measures include the results of continuing and discontinued operations, and exclude the impact of amortisation of acquired intangible assets, exceptional items and other adjusting items in accordance with the Group's policy set out on pages 15 and 16.

Total revenue represents the combined reported revenue from continuing and discontinued operations.

Group at a glance

The Group actively manages a portfolio of B2B information services businesses. We operate where information, data and convening market participants support our clients' critical activities

Asset Management

Focus

Provides independent investment research, with networks and conferences that bring asset allocators and investors together, and critical industry news and data

Divisions

- Institutional Investor
- Investment Research

Pricing, Data & Market Intelligence

Focus

Provides information and analysis critical for our clients' business processes and workflows, including our price reporting agency and our Telecoms and Specialist Information businesses

Divisions

- Fastmarkets
- Specialist Information
- Telecoms

Banking & Finance

Focus

Provides market intelligence, thought leadership, news, training and conferences to the global finance industry, including the flagship Euromoney magazine

Divisions

- Banking & Finance

Our 50th year in review

October 2018

- Mining Indaba disposal completed
- New 'Fastmarkets' brand launched for our price reporting business

Fastmarkets

November 2018

- 2018 results confirmed encouraging performance and strategic progress

January 2019

- Global Diversity Week held for all Euromoney staff

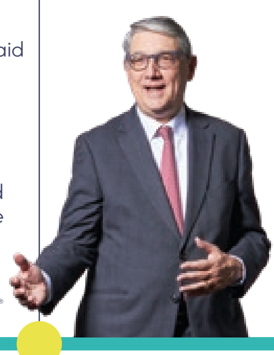
February 2019

- Annual General Meeting
- David Pritchard, Acting Chairman, and Andrew Ballingal step down from the Board
- Final Dividend paid
- Completion of BoardEx and The Deal acquisition
- Numis appointed as joint corporate broker

BoardEx

March 2019

- Leslie Van de Walle appointed as Chairman on 1 March



During the year, we reported on three segments (Asset Management; Pricing, Data & Market Intelligence; and Banking & Finance) served by six divisions, which is reflected in the table below. Our reporting of financial performance by segment in this Annual Report reflects this structure.

On 1 October 2019, we changed our segmental reporting for the 2020 reporting year. The Group is now organised into the following three segments: Asset Management (comprising the Institutional Investor and Investment Research divisions), which at the date of this report is the subject of a strategic review which continues; Pricing (the Fastmarkets division); and Data & Market Intelligence (comprising the Financial & Professional Services and Telecoms divisions). The Financial & Professional Services division was created on 1 October 2019 by the combination of the Group's Banking & Finance and Specialist Information divisions.

Segment revenue
£145.6m

Segment adjusted operating profit
£62.2m

Number of employees
398

Key brands
- Institutional Investor
- BCA Research
- Ned Davis Research

Segment revenue
£196.4m

Segment adjusted operating profit
£69.4m

Number of employees
1,287

Key brands
- Fastmarkets
- BoardEx
- Insurance Insider
- Capacity Media
- International Telecoms Week

Segment revenue
£61.2m

Segment adjusted operating profit
£13.7m

Number of employees
196

Key brands
- Euromoney
- Global Capital
- IMN

April 2019
- DMGT share distribution completed
- Tim Collier and Kevin Beatty step down from the Board
- Board, governance and committee changes effective
- Fastmarkets attains additional IOSCO accreditation for four new index prices

May 2019
- Half Year results
- Townhall meetings for all staff covering financial results and staff survey results

June 2019
- Group's 50th anniversary
- Special Euromoney anniversary edition published
- Euromoney@50 Charity Awards
- Interim Dividend paid
- Fastmarkets announces lithium pricing partnership with London Metal Exchange
- ITW Conference held in Atlanta with 7,000 attendees
- Inaugural meeting of the Group's Employee Forum

EUROMONEY 50 1969 2019

July 2019
- Group Capital Markets Day
- Launch of new Group corporate website

August 2019
- Essential Allies: Driving Diversity Forward joint event for staff with Deloitte

September 2019
- Tim Pennington joins the Board as Non-Executive Director
- BCA and NDR brand relaunches
- Strategic review of Asset Management announced

Chairman's introduction

> We have a clear strategy, a strong executive team to deliver it and a bright future as an independent group. We continue to make good progress on delivering our strategic goals and have reshaped our approach to governance.

Leslie Van de Walle
Chairman

Becoming a 3.0 business

B2B Information 1.0	B2B Information 2.0	B2B Information 3.0
Print	Digital	Embedded in workflow
Monologue	Dialogue	Part of the industry structure
Advertising-centric	Subscriptions	Revenues based on value to customer
Product-centric	Customer-centric	Solution-centric

Introduction
I joined Euromoney as Chairman on 1 March, following the retirement of David Pritchard, who served on our Board for almost 10 years and was latterly Acting Chairman. You can find more information regarding the review processes that resulted in my appointment in the Nominations Committee report on page 70. It is important that all Board appointment processes are transparent, comprehensive and robust, and the selection process led by David impressed me.

I am fortunate to have inherited a particularly focused, collegiate, constructively challenging and experienced set of Board colleagues from David, each of whom bring insight, wide experience and sharp analytical skills to our work. In terms of tenure, we are a fairly new Board and are continually improving the way we work in order to optimise the skills, knowledge and experience of our individual Board members to address the wide range of matters we have under review.

In the short period of time I have been with the Company, I have already developed a positive working relationship with the management team and am very supportive of the excellent work they are doing to implement the Company's strategy.

Independence
We announced in April that our significant shareholder, Daily Mail and General Trust group (DMGT), had completed the distribution of its 49% shareholding in the Group to certain of its own shareholders. Euromoney has been fortunate to benefit from DMGT's considerable support since Sir Patrick Sergeant founded the business in 1969. Without that support, Euromoney would not be the company it is today. It is to the great credit of the DMGT Board and in particular Lord Rothermere to have seen the value which could be created for all stakeholders through an independent Euromoney. Our Board supported DMGT's decision which provides an opportunity for the Group to accelerate its strategy.

DMGT's distribution has not resulted in a change of strategic direction for Euromoney, but has had important, positive implications for the Group. Firstly, the distribution considerably broadened the Group's shareholder base, introduced new shareholders, and importantly increased daily liquidity in the traded shares.

Secondly, Euromoney immediately became a fully independent FTSE 250 group, which included DMGT's representative directors stepping down from the Board and its Committees on 2 April.

We thank DMGT for their support over almost 50 years and their defining role in both creating and shaping the development of the Group.

Board changes
I would like to acknowledge the considerable contribution made by Board members who stepped down during the year.

Following over six years' service, Andrew Ballingal retired from the Board at the Annual General Meeting in February. The Board thanked Andrew for his advice and guidance over many years at the AGM. David Pritchard retired as Acting Chairman on 28 February having completed a characteristically comprehensive and diligent handover to me ahead of my appointment. David served the Board with distinction for over 10 years, initially as a Non-Executive Director, then as both Senior Independent Director and Acting Chairman. David also successfully chaired the Audit & Risk Committee for many years. The Board wishes to underline its thanks to David as he enjoys his retirement.

I would like to thank Tim Collier and Kevin Beatty for their counsel and input during their service on the Board prior to stepping down as DMGT representative directors in April.

Turning to the future, in September we welcomed Tim Pennington to the Board as a Non-Executive Director and member of the Audit & Risk Committee. Tim is a vastly experienced listed company CFO, and is already contributing positively to the Board's deliberations and strategic planning.

The Board was delighted to recently appoint Jan Babiak as the Group's Senior Independent Director, and Jan will continue to contribute her considerable international experience as a Non-Executive Director on global listed company boards and her financial, audit and systems acumen to her enhanced role.

Finally, Tristan Hillgarth has indicated that he will not seek re-election at the AGM in January 2020, having served seven years as a Non-Executive. Tristan continues to be a valued member of the Board and several committees, and his contributions will be greatly missed.

Culture, values and people

There is a great diversity of experience, opinion and education amongst Board members and we noted last year that we joined the '30% Club'. We recognise that a diverse Board both improves the quality of the Board's debate and can influence the tone within a company. While delighted with our continued membership of the '30% Club', diversity is of course a wider issue than gender. While the Board should always ultimately appoint based on merit, we acknowledge the need to ensure that our shortlists for all appointments maximise the opportunity for the Board to reflect a wider sense of diversity over time. This is an approach that I know Andrew supports when hiring senior management and the approach is starting to pay dividends across our organisation.

My first Board meeting coincided with the Group's Global Diversity Week and provided me with an excellent opportunity to meet staff representing a range of grassroots groups, such as the Race & Faith, LGBTQ&A and Wellbeing groups. More recently, the Women@Euromoney group hosted a Board Q&A lunch. I am impressed by the energy and vibrancy of these groups and I know that Andrew is working hard to foster a culture which encourages them to develop and grow.

I have enjoyed meeting a wide range of colleagues in London, New York and Montreal since my appointment and, more recently, in Hong Kong and China.

Governance

As you read this report, you will see that corporate governance underpins and supports our business and the decisions we make. I have spent time during my first few months reviewing and, I hope, enhancing our approach to governance, particularly with a view to compliance with the 2018 version of the Corporate Governance Code.

Our compliance with the 2016 version of the Code is discussed in more detail in the Corporate Governance report on page 56. In key changes, the Board now benefits from an independent Chairman on appointment, a new Senior Independent Director, and a newly appointed Non-Executive with considerable financial experience. Composition of our Committees is now fully compliant. We have also strengthened a number of our board processes and group policies, and these are discussed later in this Report.

I personally took time to shape the annual Board performance evaluation exercise this year, which was completed internally. The evaluation questionnaires sought to gauge opinion on the Group's performance, strategy, governance, my contribution since appointment and key events in the year. I then held individual review meetings with each director to discuss the results and any actions. It was reassuring that the evaluations were very positive, and identified many clear strengths. We have agreed an action plan to make further improvements as a Board.

The Board was pleased to agree the Group's new Corporate Purpose statement in line with the expectations of the Code. The statement is simply an iteration of the Group strategy and provides a succinct statement of our core objectives, which are to better serve our clients with critical information through embedded workflow solutions. You will find the statement on the inside front cover of the report.

Strategy

Andrew will discuss our strategy and the related decisions the Board has taken this year in more detail in his CEO Review. I wanted to frame that discussion though by referring to the two-day offsite meeting the Board held in June to conduct a thorough and detailed health check of our strategy. I was equally impressed by our executives' willingness to encourage challenge as I was by the Board's willingness to engage in constructive and decisive debate.

The meeting was very effective and considered a wide range of themes, risks and opportunities, reflective of the Group's different businesses and markets. Importantly, it resulted in tangible outputs. Whilst we have not made changes to our strategy, we have taken significant decisions including to commence a strategic review of our asset management businesses as a result. Monitoring of these areas will be a continuing priority for the Board.

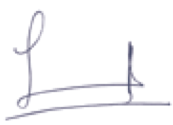
Dividend

The Board is very pleased to recommend a final dividend of 22.3 pence which subject to shareholder approval will mean a total dividend for 2019 of 33.1 pence, a 2% increase year-on-year. This is in line with the Group's progressive dividend policy to pay-out approximately 40% of adjusted diluted earnings per share.

Stakeholders

Euromoney's success is predicated on an appreciation of the importance of making decisions that benefit our shareholders while taking account of the impact on our employees, business partners, markets and the communities in which we operate. This report therefore seeks to provide more depth, reflect a broader cross-section of our people, and discuss matters important for our stakeholders. I hope you find it insightful.

I have found my first few months as Chairman stimulating, challenging and rewarding. I look forward to meeting shareholders who can attend our AGM in January and to working with the Board and all of my colleagues at Euromoney in the years ahead.



Leslie Van de Walle
Chairman

21 November 2019

Our business model

Our business model provides an operating framework for each of our segments, enabling our businesses to serve our customers' needs. We create content such as data, research, analysis and rankings, and make them available to our customers to use in their workflows. This creates value for all our stakeholders

Our people, brands and products combine to enable us to meet our customers' needs

People and culture

- Euromoney is known for its entrepreneurial culture. We empower our teams to deliver the best for their customers, businesses and fast-moving markets
- Our people are creative, action-orientated, close to their customers, passionate about their brands, knowledgeable about the industries they serve and accountable for their results
- We have more than 2,150 staff working in 32 offices across more than 11 countries who contribute to our success

Customers

- We have a global customer base with revenues split across UK (16%), North America (41%) and Rest of World (43%)
- Our customers are financial institutions, investment banks, commodity traders, miners, asset managers, governments, corporations, professional service providers, consultants and technology providers
- Our customers' level of spend is affected by their profitability, expectations of market developments and the regulatory environment
- Our products enable our customers to operate effectively in their market

Trusted brands

- We deliver products and services which are part of our customers' workflow
- We have globally recognised and trusted brands
- We have long-standing relationships with buyers and sellers

Agile products and technology

- We use a central stack that provides a scalable technology platform for our businesses
- Our technology teams implement and maintain specific systems within their own businesses that enable them to operate effectively
- Where possible we use cloud-based non-configured services to reduce cost and complexity
- We benefit from a best-of-both worlds approach to IT that creates scale and flexibility

We map our businesses along two dimensions, industry structure and cycle, to create our quadrants. We allocate capital to the top two quadrants and withdraw capital from the bottom two

This creates our quadrants that identify when and where to invest and where to withdraw capital:

+ B2B information 3.0

- B2B information 1.0

- Challenged market

+ Strong market tailwinds

3 Prepare for the upturn

- Protect and enhance competitive position
- Invest in acquisitions when cycle turns
- Opportunistic revenue initiatives
- Tighten cost control
- Fix any operational deficit

4 Invest

- New product development
- Invest in sales and marketing
- Acquisition
- Fix any operational deficit
- Accelerate transition to 3.0

1 Disinvest

- Maximise short-term profit and cash
- Divest
- Prevent future build-up

2 Use the time wisely

- Modest investment to move to top-right quadrant
- Maximise short-term profit and cash
- Fix any operational deficit
- Consider divestment

The quadrants guide our investment decisions, capital allocation and define our strategic priorities

Read more on page 10

The characteristics of our businesses mean that our products and services are scalable, cash generative and deliver strong, sustained earnings

Create once, sell many

We create content such as data, research, analysis and rankings across a range of different product streams and markets that can be scaled. This reduces production costs and increases margin.

Must-have content

We provide must-have and hard-to-get information. We serve markets where the information organisations need in order to operate effectively is hard to find. Therefore, in the markets we serve, many of our customers do not regard our services as a discretionary spend.

Recurring revenues

The majority of our revenues are subscription-based and therefore predictable and recurring.
The majority of our events are repeat events. This enables us to accurately predict revenues and results in stability for our businesses.

Low capital intensity

Our businesses and products use common infrastructure, skill sets and have a high cash conversion rate. This reduces working capital requirements and improves cash flow.

We generate revenue in the following ways

Subscription revenues

are the recurring subscription fees that customers pay to receive access to the Group's information through tools and platforms which form part of our customers' daily workflow. Asset managers also subscribe to Institutional Investor's exclusive membership groups.

Event revenues

are fees paid by customers to attend, sponsor or be associated with events, conferences, training courses or seminars.

Advertising revenues

are fees paid by customers to place an advertisement in one or more of our publications.

As well as selling more traditional brand and product advertising, we also meet our customers' thought-leadership marketing needs.

Creating value for our stakeholders:

Shareholders

Customers

Employees

Partners

Read about the value we create and how we engage with our stakeholders on pages 30 to 37.

Chief Executive's review

> In 2019, the 50th anniversary of the Group, we became fully independent.

Andrew Rashbass
Chief Executive Officer

Introduction
In 2019, the 50th anniversary of the Group, we became fully independent following DMGT's distribution of its stake to its shareholders.

At our Capital Markets Day in July, we reaffirmed our strategy of becoming a fully 3.0 company, that is, one which provides data and analysis powered workflow and must-attend events to customers in opaque markets to enable their most critical decisions and processes.

Our journey to 3.0 continues to accelerate, particularly in our Pricing, Data & Market Intelligence (PDMI) segment, although we did not achieve underlying revenue growth across our other two segments. Good growth in PDMI was offset by weakness in our Asset Management businesses caused largely by slow sales to new customers at BCA Research.

We were able to make strategic progress and, at the same time, deliver strong underlying profit growth for a third successive year, despite those slow new sales at BCA Research by following our strategy, making efficient use of our shared resources and tight cost control.

We announced in September a strategic review of our Asset Management businesses, Institutional Investor, BCA Research and Ned Davis Research, to determine whether there is a better owner to see through necessary changes and investment to unlock growth opportunities. This would free up capital in line with our strategic pillar of active portfolio management to invest in businesses that are more clearly 3.0 today. That review is in progress and I would like to thank the leaders in the businesses and their teams for their hard work continuing to serve our customers while also working on the review. We will provide an update on the outcome in due course. In the meantime, as we discussed at the Capital Markets Day, we have a strong plan to address the sales and marketing issues at BCA Research and to capitalise on the fast-growth segments at Ned Davis Research. We continue to execute that plan.

Pricing, Data and Market Intelligence
We have heard from shareholders that you would value seeing our price-reporting business, Fastmarkets, highlighted more clearly in our discussions of the Company. Therefore, although we are presenting our results in the segments we operated through during the year (Asset Management; Pricing, Data & Market Intelligence; and Banking & Finance), in future we will separate Pricing (effectively Fastmarkets) and include the small Banking & Finance segment in Data & Market Intelligence. Asset Management is unchanged. We have restructured our leadership team to reflect this change.

Business highlights
This year, we have made excellent progress on moving our businesses toward our 3.0 model. As part of our strategy to invest around big themes, our pricing division, Fastmarkets, has committed to developing a lithium benchmark with the London Metal Exchange. By collaborating with the LME at this early stage – and developing a hedging mechanism with the market – we improve the chance of our prices establishing the long-term benchmark and a derivative that provides real value to the lithium industry.

Simultaneously, Fastmarkets has developed a new platform that transforms our operating model by delivering our data directly to our customers and embedding our product in their workflow.

In October 2018, we completed the sale of Mining Indaba, and earlier in 2019 acquired BoardEx and The Deal in line with our strategy to actively manage our portfolio. The acquisition has strengthened our ability to collaborate and cross-sell products and services as well as enable us to enact future sustainable growth opportunities and maximise our short-term profit and cash.

Financial performance
The strong performance in PDMI continued to be offset by challenges in Asset Management. Wendy discusses the financial performance in more detail in her Chief Financial Officer's review.

People
We continue to deliver because of our unrivalled team. We increased our investment in developing our people, launching training programmes across the Group. We have introduced a programme for all sales people to give them the skills they need to sell 3.0 solutions. We have launched an early-careers academy to make sure we develop staff from the start of their working lives. Our AI academy makes sure all our technologists have the right level of knowledge for their role. We have trained more than 100 of our most senior leaders on the unique mix of skills needed for running 3.0 businesses. Recognising that a large part of a colleague's work experience is determined by their relationship with their manager, we have trained all our managers on the fundamentals of managing well at Euromoney.

I have been personally involved in delivering parts of these programmes, and it has been a privilege to get to know colleagues across the Group at all levels. It is clear to me that they have untapped ideas and perspective that we need to hear more – they are close to our customers and often see opportunities (and challenges) in our markets first; they know first-hand what would make Euromoney a better place to work. Over the past two years, we have surveyed our staff to understand in detail what we are doing well but, more importantly, where we can do better. This has resulted, for example, in enhancing the opportunities to work flexibly and in many of our training and development programmes. In March we launched our Staff Forum as a more formal way to engage with staff. Eighteen representatives from around the Group will meet bi-annually to relay staff feedback from the businesses and regions they represent, and to discuss with senior managers the Company's ideas and plans. The Forum members are detailed on page 30. The Board as a whole, and individual Board members, meet regularly with our businesses and staff groups to hear from them about their experience of working at Euromoney.

We talk about the best-of-both worlds operational model; that is, combining the customer-focused, nimble approach of our businesses with the economies of scale and sharing of best practice that come from being a corporation. Staff need to feel fully part of both worlds – passionate about their customer-facing brands and accountable for their business's results, but also excited to be part of the wider Group. We have facilitated secondments between businesses to encourage both the sharing of ideas and a sense of Euromoney being more than the sum of its individual businesses. The feedback has been overwhelmingly positive, as you can see from the case study on page 35. We have also launched a secondment programme where early-career staff work closely with me for three months. The early feedback from this programme is also very encouraging.

I know the future of the Company depends upon having the best people working here and enjoying what they do. They also need to see that they can grow and develop within the Company. Many of the initiatives I have already described help with that.

Statutory revenue growth

+5%

Total revenue

£401.7m

Adjusted profit before tax

£104.6m

But we need to continue to improve the diversity of our workforce by ensuring that there are no impediments to talented people from any background, and of any gender, nationality, race, faith or sexual orientation thriving at Euromoney. For example, I particularly enjoyed participating in the Global Diversity Week events that we held across all global locations in January. Take a look at the case study on page 39. This was one of many events that our staff organised and ran during the year.

Group Management Board
There have been a number of changes to the composition of the Group Management Board (GMB). Jeff Davis joined the GMB in March as CEO for Specialist Information having previously been Managing Director of BoardEx and The Deal. From 1 October, Jeff is CEO of the expanded Financial & Professional Services Division, which combines our Specialist Information and Banking & Finance Divisions. Nigel Martin joined as our new Group HR Director in June.

Wendy Pallot, who joined the Group as CFO and an Executive Director in August 2018 is now firmly established in role and driving a number of the strategic initiatives, which she discusses in more detail in her CFO's Review.

John Orchard, Divisional Director for Banking & Finance leaves us after 25 years with Euromoney with our best wishes for the future in his new role at a think-tank. You can see all the members of the GMB via our new corporate website at www.euromoneyplc.com/about-us/management-team.

The future
We are clear about our strategic priorities: creating a 3.0 Group that delivers sustainable, profitable, underlying growth for the benefit of our customers, staff, investors and the communities in which we operate.

It is appropriate in an annual report to look back, but we are well positioned to respond to the challenging global macro-economic and political environment that I expect will continue into 2020. The Group is robust and well-funded, has a constructively challenging and supportive Board, and benefits from exceptional people with deep knowledge of our markets and our customers. I look forward to the year ahead with confidence.

Andrew Rashbass
Chief Executive Officer

21 November 2019

Chief Executive's review continued

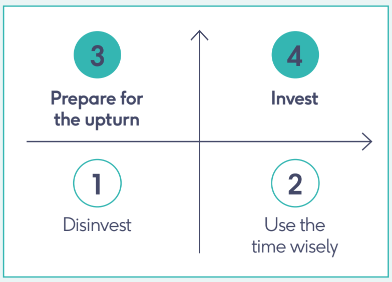
Strategic pillars

Our quadrant based assessment leads to three pillars of strategic activity:

Invest around the big themes

- Price discovery
- Proprietary, must-have market intelligence
- People intelligence
- Post-trade activities
- Telecoms

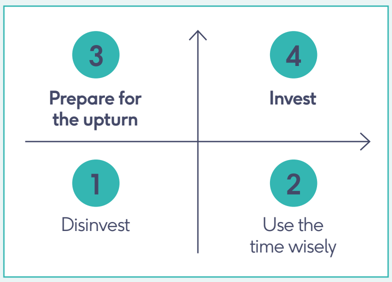
We deploy capital to invest in the themes which best serve our customers' critical needs. We invest in our existing businesses and also through acquisitions.



Transform the operating model

- Our target business model (page 6)
- A best-of-both worlds operating model encompassing three segments, six divisions and central functions
- An entrepreneurial culture combined with the benefits of an efficient, capable corporation

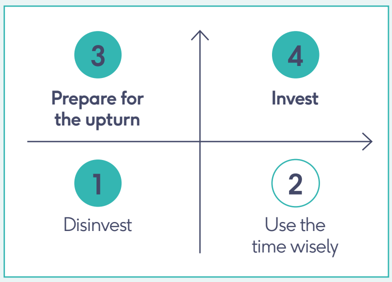
Our best-of-both worlds operating model is run by the Group Management Board where the heads of our business divisions come together with the heads of our functions to serve our three segments.



Actively manage the portfolio

- Dispose of non-strategic assets to free up capital
- Acquire businesses consistent with our investment priorities

We continue to manage our portfolio by investing in our big themes, removing the bottom-left quadrant drag of businesses that are structurally challenged and finding better owners for businesses that do not fit our strategy.



Active quadrants   Non-active quadrants

Strategic progress in 2019

Invest around the big themes

We look to serve semi-opaque markets where the information organisations need to operate effectively is hard to find. This determines our big themes which include price discovery, post-trade activities, proprietary, must-have market intelligence and telecoms.

Progress made in 2019

- Continued investment in Fastmarkets technology by replacing various customer-facing websites with our single Fastmarkets platform
- Investment in the creation of new Fastmarkets price benchmarks, including for the lithium market
- Deployment of resources to ensure the successful integration of Random Lengths into Fastmarkets
- The acquisition of BoardEx, a people intelligence relationship mapping platform, which is an archetypal 3.0 business

How we measure progress

- Pricing, Data & Market Intelligence underlying revenue increased by 4% and underlying operating profit by 5% (see page 24)

Priorities for 2020

We will continue to invest in what we now call our Pricing and Data & Market Intelligence segments, both organically and through acquisitions. We expect our Pricing segment to further develop relationships with exchanges to create benchmark price indices. We are investing in product experts and technology to improve product development in our Data & Market Intelligence segment, which will include leveraging the skills in our Chennai office. ROI will in part be measured by our focus on creating what we call SPUR (sustainable, profitable, underlying, revenue) growth.

Transform the operating model

We have developed what we call a best-of-both worlds operating model. Euromoney is known for its entrepreneurial culture – our people are creative, action-orientated, close to their customers, passionate about their brands, knowledgeable about the industries they serve and accountable for their results. Across three segments in 2019, we were structured as six divisions supported by central functions. In 2020, we have adjusted our three reporting segments and are structured as five divisions, again supported by central functions.

Progress made in 2019

- Continued roll-out of our Global Finance Transformation Programme
- The development of an Enterprise Risk Framework, which helps manage operational risk in a controlled, consistent and transparent manner
- Planning for the combination of two existing divisions (Banking & Finance; and Specialist Information) to create our Financial & Professional Services division
- The launch of a sales academy
- The launch of an intra-group secondment programme providing our staff with exposure to new markets and sectors
- Further meetings of our Senior Management Group focused on employee engagement

How we measure progress

In 2019, more than 434 staff attended our Sales Academy, 262 attended our Leading/Management 3.0 programmes, approximately 100 attended our Early Career Academy workshops and 246 attended Contract 101 workshops

Priorities for 2020

We will focus on leveraging the benefits of our new Financial & Professional Services division. We will continue to prioritise training and development opportunities for all our staff. Our Global Finance Transformation Programme will continue with the migration to NetSuite in 2020.

Actively manage the portfolio

Recycling capital remains an important part of our strategy. We have a record of identifying good businesses where our ownership adds value. We also sell businesses where we believe we are not the best owners. This generates capital to invest in other parts of our business and in acquisitions which fit our strategy.

Progress made in 2019

- Acquired BoardEx and The Deal
- Completed the disposal of Mining Indaba
- Commenced a strategic review of Asset Management
- Further developed existing and established new relationships with advisors
- Invested in creation of new permanent roles in our Corporate Development team and specialist management resource to ensure successful post-acquisition integration
- Successfully completed integration of Random Lengths into Fastmarkets

How we measure progress

In 2019, we generated £28.7m through the sale of Mining Indaba, which was no longer aligned with the Group's strategy. These proceeds were recycled in acquiring BoardEx and The Deal for £72.5m. We completed the integration of these businesses during the course of the year.

Priorities for 2020

We will prioritise concluding the strategic review of Asset Management. We continue to regard recycling capital as an integral part of our strategy to accelerate the Group's progress towards becoming a B2B 3.0 information business. We regularly review an active pipeline of opportunities and will progress those which we believe will deliver value to the Group. Where businesses do not align with our strategy, we will continue to consider whether they may be of more value to a different owner than they are to us.

Chief Financial Officer's review

> Underlying profit before tax grew by 9%, driven mainly by growth at PDMI and cost efficiencies offsetting structural and cyclical pressures in other segments.

Wendy Pallot
Chief Financial Officer

Total revenue (£m)[1]	Subscriptions		Events		Advertising/ Other		Total	
Asset Management	117.9	(6%)	16.9	6%	10.8	2%	**145.6**	**(4%)**
Pricing, Data & Market Intelligence	115.5	8%	61.6	1%	19.3	(6%)	**196.4**	**4%**
Banking & Finance	7.2	(6%)	45.7	1%	8.2	(6%)	**61.2**	**(1%)**
	240.6	**–**	**124.2**	**2%**	**38.3**	**(4%)**	**403.2**	**–**
Sold/closed businesses	–		2.0		–		2.0	
Foreign exchange losses on forward contracts	–		–		(3.5)		(3.5)	
Total revenue	240.6		126.2		34.8		**401.7**	**–**
Discontinued operations – Asset Management	(117.9)		(16.9)		(10.8)		**(145.6)**	
Continuing operations	122.7		109.3		24.0		**256.0**	

1 The above revenues are adjusted. Percentages are underlying growth rates compared to last year. Underlying measures are as defined on page 17.

Summary
The Group delivered strong profit growth in the financial year, reflecting good cost management and continued growth in PDMI subscription revenue. On an underlying basis, strong revenue growth in the Group's more 3.0 businesses was offset by the ongoing challenges in our Asset Management businesses.

Euromoney has a well-established strategy to transition towards a 3.0 business-to-business information services Group, which is reflected in the Company's capital allocation. A 3.0 business is typically one which is embedded in its customer's workflows, providing significant operating leverage from "create one, sell many" services, in semi-opaque markets, with low capital requirements and high cash flow conversion.

M&A activity during the year was driven by this strategy, including the disposal of Mining Indaba and acquisition of BoardEx and The Deal. In this context, on 10 September, Euromoney announced that it was conducting a strategic review of Asset Management. That review continues. The segment is presented as discontinued operations and held for sale in the Consolidated Financial Statements.

Revenue
Total revenue for the year increased by 3% to £401.7m, supported by the contribution from the acquisition of BoardEx and The Deal. Underlying revenue was flat year-on-year with good performance in our Pricing, Data & Market Intelligence (PDMI) segment being offset by continued challenges in the Asset Management segment. Statutory revenue, which excludes the Asset Management segment, increased by 5% to £256.1m, primarily due to the contribution from the acquisition of BoardEx and The Deal.

Total adjusted measures and underlying results combine the results from the Group's continuing and discontinued operations. Detailed reconciliations of the Group's statutory, adjusted and underlying results are set out on pages 15 to 18.

Underlying subscription revenue, which makes up 60% of total revenue, was flat year-on-year, with continued strong growth in PDMI of 8% offset mainly by the reduction in the Asset Management segment of 6%. Although underlying advertising and other revenues, which makes up only 9% of total revenue, declined by 4%, the rate slowed from a reduction of 5% in 2018, reflecting continued success in the investment in thought-

Adjusted measures include the results of continuing and discontinued operations, and exclude the impact of amortisation of acquired intangible assets, exceptional items and other adjusting items in accordance with the Group's policy. 2018 excludes the results of discontinued operations relating to GMID. A detailed reconciliation of the Group's adjusted and underlying results is set out on pages 15 to 18.

The 2018 comparatives have been restated to reflect the two prior year tax exposures and discontinued operations as outlined in note 1 of the Consolidated Financial Statements.

Underlying measures include the adjusted results stated at constant exchange rates, including pro forma prior year comparatives for acquisitions and new business launches and excluding disposals, business closures and significant event and publication timing differences.

leadership products and directories. Underlying event revenues increased by 2%, with growth from all segments. In PDMI delegate marketing challenges which impacted the first half have now been resolved, with a 4% underlying reduction in event revenues in the first half moving to growth in the second half.

Segmental review

From 1 October 2019, a newly formed Financial & Professional Services (FPS) division brings together complementary markets and customers across financial and professional services, combining brands from the existing Specialist Information and Banking & Finance divisions. This division will have three pillars; NextGen, IMN & Derivatives, and People Intelligence. The division has been structured to enable optimisation of the brands contained in each pillar, supporting our strategy of progressing towards a 3.0 business. The FPS division and the existing Telecoms division will form a new 'Data & Market Intelligence' segment.

Further information on the performance of our segments is detailed on pages 24 and 25.

Profit and outlook

Strong performance from the Group's PDMI businesses (49% of total revenue) was the key driver of the Group's 5% underlying operating profit growth.

The adjusted operating profit margin was flat at 26%, with revenue challenges in some segments offset by strong organic and inorganic growth in PDMI revenues, significant cost savings and effective capital allocation. Significant investment in the PDMI segment in both 2018 and 2019, including the integrations of RISI, BoardEx and The Deal, has contributed to a 5% underlying increase in adjusted operating profit to £105.4m. Statutory operating profit reduced to £30.6m from £107.9m in 2018 due to the gain on the disposal of Dealogic in the prior year.

Adjusted profit before tax increased by 5% to £104.6m. Underlying profit before tax grew by 9% reflecting operational gearing, cost control and lower interest costs. Statutory profit before tax decreased from £106.8m in 2018 to £29.5m predominantly due to the disposal of Dealogic in the prior year.

Adjusted diluted earnings per share increased by 5% to 77.6p (2018: 73.6p), reflecting the improvement in adjusted earnings despite a slight increase in shares in issue.

The Group has adopted IFRS 16 from 1 October 2019. As a result, major building assets and lease liabilities have come onto the Statement of Financial Position. This impacts the Income Statement by replacing rental expense with depreciation and introducing a finance expense where the discount on lease liabilities is unwound. We estimate this will reduce profit before tax by £1m for the year ending 30 September 2020.

Euromoney continues to make progress towards a 3.0 business model guided by our clear strategy, underpinned by a strong balance sheet and excellent cash flow conversion. We continue to expect weakness in Asset Management into 2020 but continued good growth in the Pricing segment, and look forward to another year of progress in the year ahead.

Exceptional items

	2019 £m	Restated 2018 £m
Profit on disposal	**17.0**	86.8
Impairment charges	**(2.4)**	(3.0)
Amendment to defined benefit scheme	**1.2**	–
VAT underpayments	**–**	(5.3)
Other exceptional (costs)/income	**(9.4)**	1.4
Continuing operations	**6.4**	79.9
Exceptional items from discontinued operations – Asset Management	**(0.8)**	(3.8)
Cost of disposal of discontinued operations – Asset Management	**(1.7)**	–
Total	**3.9**	76.1

During the year, the Group sold Mining Indaba resulting in a net profit of £17.0m (note 15).

The Group recognised a £2.4m goodwill impairment charge in relation to the closure of Centre for Investor Education (CIE), which was included within the Asset Management segment. Costs associated with this closure are included in other exceptional costs. CIE generated £2m of revenue in the year ended 30 September 2019.

The Trustees of the Metal Bulletin plc Pension Scheme, which is a defined benefit scheme, changed the scheme rules for the underlying index of deferred revaluation from RPI to CPI, which resulted in a £1.2m reduction in the net pension deficit.

Other exceptional costs include the recognition of earn-out payments of £2.5m for the acquisitions of Site Seven Media (TowerXchange) and Random Lengths, which are treated as compensation costs. The acquisition-related costs of £5.4m for Random Lengths and BoardEx and The Deal are treated as exceptional due to their magnitude. Significant costs associated with an acquisition project that did not complete of £1.2m are also included in other exceptional costs. The remaining costs are as a result of a strategic review undertaken for the major restructuring of CIE have been treated as exceptional items. Other restructuring costs amounting to £1.0m are included in operating profit and have not been treated as exceptional.

The exceptional items of £2.5m for discontinued operations relate to costs for major restructuring within Asset Management and costs to engage with advisors to assist with the strategic review of the segment.

Restatements

The financial statements include three areas of restatement, as detailed in note 1 of the Consolidated Financial Statements. As a result of the strategic review of our Asset Management segment, this segment has been disclosed as discontinued operations and as held for sale. The other two restatements have arisen due to significant prior year exposures which internal processes identified during the year. One relates to an under-payment of PAYE/NI to HMRC in respect of contractors. The second is in respect of the treatment of VAT on intra-group transactions. Management took immediate steps to improve tax controls and these improvements are part of a wider and ongoing control improvement exercise being undertaken throughout the Group.

In addition, the adoption of IFRS 9 has led to an increase to opening equity at 1 October 2018 of £0.4m.

Chief Financial Officer's review continued

Other comprehensive income
The Group recognised £3.4m of foreign exchange losses on revenue hedges in 2019, compared to a gain of £1.0m in 2018. This movement reflects a strengthening of the US dollar, which is the main currency that the Group hedges.

No translation reserves were recycled to the Income Statement in 2019, compared to £8.3m in 2018. This movement is largely due to the fact that the Group disposed of overseas subsidiaries in 2018 (GMID).

Actuarial losses on defined benefit pension schemes were £5.2m in 2019, compared with a gain of £6.5m in 2018. This £11.7m variance is the result of an adverse change in demographic and financial assumptions (£18.4m) offset by a favourable movement in the returns on pension plan assets in excess of what was expected (£6.7m).

Balance sheet
The main movements in the balance sheet were as follows:

	2019 £m	Restated 2018 £m	Change £m
Goodwill and other intangible assets	**405.4**	588.2	(182.8)
Property, plant and equipment	**15.3**	16.1	(0.8)
Investments in associates and other equity investments	**5.3**	4.3	1.0
Acquisition commitments and deferred consideration	**(2.8)**	0.5	(3.3)
Net deferred tax liabilities	**(15.5)**	(25.4)	9.9
Deferred income and contract liabilities	**(88.4)**	(120.4)	32.0
Other non-current assets and liabilities	**(5.4)**	(5.0)	(0.4)
Other current assets and liabilities	**(58.5)**	(69.7)	11.2
Net assets of businesses held for sale	**220.8**	11.7	209.1
Net cash[1]	**49.8**	78.3	(28.5)
Net assets	**526.0**	478.6	47.4

1 Excluding held for sale cash of £0.3m.

- **Goodwill and other intangible assets** – the movement reflects an amortisation charge of £27.2m, reclassification of £266.6m to assets held for sale and impairment of £2.4m for CIE, partially offset by a favourable exchange movement of £28.5m from the predominantly US dollar denominated balance, additions to intangible assets under development of £8.4m and additions of £75.9m following the acquisitions of BoardEx and The Deal and BroadGroup.
- **Investments in associates and other equity investments** – the movement is driven by the transfer of BroadGroup from investment in associate to investment in subsidiary (£0.7m) offset by the fair value gain of £1.7m on the revaluation of the equity investment in Zanbato which is measured at fair value through other comprehensive income.
- **Acquisition commitments and deferred consideration** – primarily reflects the acquisition commitment relating to BroadGroup, as the remaining interest in BroadGroup is subject to put and call options under an earn-out agreement. Deferred consideration for the sale of Mining Indaba was received during the year.
- **Net deferred tax liabilities** – reduced by £9.9m in the year. This reduction is mainly explained by £12.1m of deferred tax being reclassified as liabilities of businesses held for sale at the end of 2019. This is offset by a £3.8m increase in the value of deferred tax liabilities held by overseas subsidiaries as a result of the strengthening of the USD dollar.
- **Deferred income and contract liabilities** – the movement reflects deferred income increasing by £8.1m and an exchange difference of £4.7m offset by a reclassification of £44.8m to assets held for sale.
- **Other current assets and liabilities** – the movement mainly relates to the reclassification of £10.7m of current assets and liabilities to held for sale.
- **Net assets of businesses held for sale** – as a result of the strategic review, Asset Management has been disclosed as held for sale in 2019. In 2018, Mining Indaba was disclosed as held for sale.

Net cash/(debt)
The main movements in the cash flow, including continuing and discontinued operations, were as follows:

	2019 £m	2018 £m	Change £m
Cash generated from operations	**92.4**	108.6	(16.2)
Capex and other movements	**(9.6)**	(5.0)	(4.6)
Taxation	**(38.4)**	(38.9)	0.5
Free cash flow	**44.4**	64.7	(20.3)
Dividends paid	**(35.4)**	(34.8)	(0.6)
Net M&A	**(39.1)**	195.7	(234.8)
	(30.1)	225.6	(255.7)
Opening net cash/(debt)	**78.3**	(154.6)	232.9
Effect of foreign exchange rate and other non cash movements	**1.9**	7.3	(5.4)
Closing net cash	**50.1**	78.3	(28.2)

Net cash at 30 September 2019 was £50.1m compared with £78.3m at last year end. This decrease in net cash largely reflects the impact of net M&A activity in the period, including the acquisition of BoardEx and The Deal offset by the sale of Mining Indaba. Strong underlying operating cash flows of £103.5m were offset by dividend payments of £35.6m and net tax payments of £38.4m, which included a one-off non-recoverable withholding tax payment of £14.6m relating to an internal dividend arising from the disposal of GMID that took place in 2018.

The Group's underlying operating cash conversion for the 12 months to September 2019 was 98% (2018: 102%).

A committed multi-currency revolving credit facility of £240m, which was undrawn at 30 September 2019, is available to the Group until December 2021.

Currency
The Group generates approximately three-quarters of its revenues in US dollars, including approximately 40% of UK revenues and approximately two-thirds of operating profits.

The exposure to US dollar revenues in our UK businesses is partially hedged using forward contracts to sell US dollars, which delays the impact of movements in exchange rates for at least a year. The Group however, does not hedge the foreign exchange risk on the translation of overseas profits. The average sterling-US dollar rate for the year to 30 September 2019 was $1.28 (2018: $1.35). This improved headline revenue growth rates for the year by approximately three percentage points and adjusted profit before tax by £4.1m. Each one cent movement in the US dollar rate has an impact on translated profits, net of UK revenue hedging, of approximately £0.7m on an annualised basis. The Group also translates its non-sterling denominated balance sheet items resulting in a loss in 2019 of £0.6m (2018: £1.5m).

Dividends

The Group's dividend policy targets dividend pay-out ratio of approximately 40% of adjusted diluted earnings per share. The Directors are recommending a final dividend of 22.3 pence per share (2018: 22.3 pence per share), which is subject to shareholder approval at our AGM on 28 January 2020, and will be paid on 13 February 2020 to shareholders on the register at the close of business on 29 November 2019. Together with the interim dividend, this makes a total dividend for the year ended 30 September 2019 of 33.1 pence per share, a 2% increase on the 32.5 pence dividend for the year ended 30 September 2018.

Treasury

The Treasury Department does not act as a profit centre, nor does it undertake any speculative trading activity, and it operates within policies and procedures approved by the Board.

In order to hedge its exposure to US dollar revenues in its UK businesses, a series of forward contracts are put in place to sell forward surplus US dollars. The Group hedges up to 80% of forecast US dollar revenues for the coming 12 months and up to 50% for a further six months. As a result of this hedging strategy, any profit or loss from the strengthening or weakening of the US dollar will largely be delayed until the following financial year and beyond. The Group does not hedge the foreign exchange risk on the translation of overseas profits.

The Group's revolving credit facility allows for drawing in multiple currencies with the related interest tied to LIBOR. It is the Group's policy to hedge up to 80% of its long-term interest exposure, converting its floating rate debt into fixed debt by means of interest rate swaps. The predictability of interest costs is deemed to be more important than the possible opportunity cost foregone of achieving lower interest rates. At 30 September 2019, the Group's revolving credit facility remained undrawn and consequently there were no interest rate hedges in place.

Tax

The adjusted effective tax rate is 20% (restated 2018: 21%), which is based on adjusted profit before tax and excludes deferred tax effects of intangible assets and goodwill, tax on exceptional items and prior year items. The tax rate in each year depends mainly on the geographic mix of profits and applicable tax rates.

The Group's statutory effective tax rate, which excludes discontinued operations, decreased to 32% compared to the restated rate of 39% in 2018. The rate in 2018 was largely driven by one-off items such as tax on disposal of shares in GMID and non-recoverable foreign withholding tax which did not recur in 2019. The rate in 2019 relates largely to expenses that are capital in nature and restructuring costs which are not deductible for tax purposes.

Significant reconciling items between the adjusted and statutory tax expense include: tax on exceptional items which primarily relates to tax on the profit on disposal of Mining Indaba and prior year items mainly US transition tax, and the gain on disposal of GMID following the release of the relevant final regulations as part of US tax reform. Full details are included in note 8.

The net deferred tax liability held is £15.5m (restated 2018: £25.4m) and relates primarily to capitalised intangible assets and tax deductible goodwill, net of short-term temporary differences and tax losses. The reduction in net deferred tax liability is mainly explained by £12.1m of deferred tax liabilities being reclassified as liabilities of businesses held for sale at the end of 2019. This is offset by a £3.8m increase in the value of deferred tax liabilities held by overseas subsidiaries as a result of the strengthening of the US dollar.

The Group continues to have a number of uncertain tax positions, primarily the Canadian and UK exposures which have been highlighted in previous periods, for which the exposures are explained in note 2.

Global Finance Transformation Programme (GFTP)

During 2019, we have made significant progress on our Global Finance Transformation Programme, which will improve the quality and efficiency of financial reporting and tighten financial control and processes. Phase 1 includes the roll-out of a new common Chart of Accounts and core finance system, NetSuite, which is now live in our Investment Research Division and in the UK across our largest two legal entities. The remaining UK legal entities and overseas divisions will transition onto NetSuite in due course. The GFTP encompasses our people, data systems and processes, and most recently includes the launch of the Finance Academy to help the ongoing development of finance staff.

Headcount

The number of people employed is monitored monthly to ensure there are sufficient resources to meet the forthcoming demands of each business and to make sure that the businesses continue to deliver sustainable profits. Headcount has increased from 1,655 to 2,167, mainly as a result of the acquisition of BoardEx and The Deal in February 2019.

Adjusted measures

The Directors believe that the adjusted measures provide additional useful information for shareholders to evaluate and compare the performance of the business from period to period. These measures are used by management for budgeting, planning and monthly reporting purposes and are the basis on which executive management is incentivised. The non-IFRS measures also enable the Group to track more easily and consistently the underlying operational performance by separating out exceptional income, charges and non-cash items.

Total and segment revenue represents the combined reported revenue from continuing operations and discontinued operations revenue for Asset Management.

Adjusted results include continuing operations and discontinued operations for Asset Management. The discontinued operations for Asset Management have been included in the adjusted results as it was owned and managed as part of the Group for the entire period and to aid year-on-year comparability of the Group's results. This treatment is consistent with that of Global Markets Intelligence Division (GMID) when the strategic review was announced for that disposal in September 2017. In the period of the disposal and upon the chief operating decision maker (CODM) not considering the discontinued operation in the review of the business, the discontinued operation will then be excluded from the adjusted results.

Chief Financial Officer's review continued

The discontinued operations in 2018 relating to the disposal of GMID have been excluded in the adjusted results to reflect the basis on which the CODM reviews the business. The comparatives have been updated to reflect this change in management's adjusted measures in order to provide a more like-for-like view of continuing operations.

In December 2018, the Group engaged external advisors to undertake an independent review of the Group's compliance with the off-payroll working rules. As a result of the review, the Group has identified an underpayment of payroll taxes to HMRC for the years ended 30 September 2013 to 30 September 2018. A restatement has been made to recognise the historical exposure, consisting of payroll taxes underpaid, interest and penalties. These restatements are not excluded from adjusted measures as the costs incurred are in the ordinary course of business and will recur.

Adjusted figures are presented before the impact of amortisation of acquired intangible assets (comprising trademarks and brands, customer relationships, databases and software); exceptional items, share of associates' and joint ventures' acquired intangible asset amortisation and exceptional items; net movements in deferred consideration and acquisition commitments; fair value remeasurements; related tax items and other adjusting items described below.

The amortisation of acquired intangible assets is adjusted as the premium paid relative to the net assets on the balance sheet of the acquired business is classified as either goodwill or as an intangible asset arising on a business combination and is recognised on the Group's balance sheet. This differs to organically developed businesses where assets such as employee talent and customer relationships are not recognised on the balance sheet. Impairment and amortisation of intangible assets and goodwill arising on acquisitions are excluded from adjusted results as they are balance sheet items that relate to historical M&A activity rather than the trading performance of the business.

Exceptional items are items of income or expense considered by the Directors to be significant, non-recurring and not attributable to underlying trading. It is Group policy to treat as exceptional significant earn-out payments required by IFRS to be recognised as a compensation cost. IFRS requires that earn-out payments to selling shareholders retained in the acquired business for a contractual time period are treated as a compensation cost. Given that these payments are in substance part of the cost of an investment and will not recur once the earn-out payments have been made, they have been excluded from adjusted profit.

During the second half of the year, the Group discovered a VAT exposure relating to the understatement of VAT on intra-group transactions in respect of the four years ended 30 September 2018. This VAT exposure is considered by the Directors as being material and non-recurring. A restatement has been made to recognise the historical exposure and related interest. The 2018 VAT expense has been classified as an exceptional item and the related interest for 2018 and 2019 has been treated as an adjusted finance expense because these charges are not expected to recur.

Adjusted finance costs exclude interest arising on the uncertain tax provisions, as the provisions relate to tax adjusting items. In addition, for the year ended 2018, adjusted finance costs exclude a net gain realised on the close-out of interest rate swaps of £1.2m following the repayment of the Group's term-loan. The net gain had been excluded from adjusted finance costs as it would not have crystallised had the disposal of GMID not completed.

For the 2018 reporting period, adjusted share of results in associates and joint ventures excludes the share of exceptional items that relates to restructuring and earn-out costs in Dealogic, which was sold in December 2017.

In respect of earnings, adjusted amounts reflect a tax rate that includes the current tax effect of goodwill and intangible assets. Many of the Group's acquisitions, particularly in the US, give rise to significant tax savings as the amortisation of goodwill and intangible assets on acquisition is deductible for tax purposes. The Group considers that the resulting adjusted effective tax rate is therefore more representative of its tax payable position. Tax on exceptional items relates primarily to the gain that arose on the disposal of Mining Indaba which is fully taxable and nondeductible costs relating to the acquisition of BoardEx and The Deal. Prior year items primarily reflect true-up of deferred tax items. These items are excluded from the adjusted tax expense as they do not relate to current year underlying trading.

Further analysis of the adjusting items is presented in notes 3, 5, 7, 8, 12 and 14 to the Consolidated Financial Statements. Further details of the restatements are included in note 1 of the Consolidated Financial Statements.

The Group has applied these principles in calculating adjusted measures and it is the Group's intention to continue to apply these principles in the future.

The reconciliation below sets out the adjusted results of the Group and the related adjustments to the statutory Income Statement that the Directors consider necessary to provide useful and comparable information about the Group's adjusted trading performance.

		2019				2018			
	Notes	Statutory £000	Discontinued operations £000	Adjustments £000	Adjusted £000	Restated Statutory £000	Discontinued operations £000	Adjustments £000	Adjusted £000
Revenue	3	**256,051**	**145,622**	**–**	**401,673**	244,825	145,454	–	390,279
Adjusted operating profit	3	**38,514**	**66,929**	**–**	**105,443**	39,945	61,660	–	101,605
Acquired intangible amortisation	12	**(14,215)**	**(10,928)**	**25,143**	**–**	(11,990)	(10,749)	22,739	–
Exceptional items	5	**6,350**	**(812)**	**(5,538)**	**–**	79,910	(3,850)	(76,060)	–
Operating profit		**30,649**	**55,189**	**19,605**	**105,443**	107,865	47,061	(53,321)	101,605
Operating profit margin		***12%***	***38%***	**–**	***26%***	44%	32%	–	26%
Share of results in associates and joint ventures	14	**(88)**	**–**	**(38)**	**(126)**	157	–	953	1,110
Finance income	7	**1,873**	**–**	**(675)**	**1,198**	5,248	84	(4,468)	864
Finance expense	7	**(2,983)**	**(99)**	**1,214**	**(1,868)**	(6,454)	–	2,757	(3,697)
Net finance (costs)/income	7	**(1,110)**	**(99)**	**539**	**(670)**	(1,206)	84	(1,711)	(2,833)
Profit before tax		**29,451**	**55,090**	**20,106**	**104,647**	106,816	47,145	(54,079)	99,882
Tax expense on profit	8	**(9,317)**	**(12,349)**	**820**	**(20,846)**	(41,358)	(8,802)	29,550	(20,610)
Profit for the year		**20,134**	**42,741**	**20,926**	**83,801**	65,458	38,343	(24,529)	79,272
Profit for the year from discontinued operations	11	**41,059**	**(42,741)**	**1,682**	**–**	129,685	(38,343)	(91,342)	–
Profit for the year		**61,193**	**–**	**22,608**	**83,801**	195,143	–	(115,871)	79,272
Attributable to:									
Equity holders of the parent		**60,929**	**–**	**22,586**	**83,515**	195,004	–	(115,871)	79,133
Equity non-controlling interests		**264**	**–**	**22**	**286**	139	–	–	139
		61,193	**–**	**22,608**	**83,801**	195,143	–	(115,871)	79,272
Diluted earnings per share	10	**56.6p**			**77.6p**	181.3p			73.6p

Underlying measures
When assessing the performance of our businesses, the Board considers the adjusted results. The year-on-year change in adjusted results may not, however, be a fair like-for-like comparison as there are a number of factors which can influence growth rates but which do not reflect underlying performance.

Underlying results include the adjusted results of continuing operations and discontinued operations for Asset Management and are stated:

- At constant exchange rates, with the prior year comparatives being restated using current year exchange rates;
- Including pro forma prior year comparatives for acquisitions and new business launches and excluding all results for disposals or business closures;
- Excluding events and publications which took place in the comparative period but did not take place in the current period and, including in the comparative period at the same amount events and publications which took place in the current period but did not take place in the comparative period.

For example, this means we adjust for:

- Biennial events;
- Events which run in one of the current or comparative periods due to changes in the event date; and
- Cancelled events that did not take place in the current year.

The Group's adjusted and underlying measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with IFRS. The adjusted and underlying measures used by the Group are not necessarily comparable with those used by other companies.

The 2018 comparatives have been restated to reflect the two prior year tax exposures and discontinued operations as outlined in note 1 of the Consolidated Financial Statements.

Chief Financial Officer's review continued

The following table sets out the reconciliation from statutory to underlying for revenue, operating profit and profit before tax:

	2019 £000	Restated 2018 £000	Change %
Statutory revenue	**256,051**	244,825	5%
Discontinued operations – Asset Management	**145,622**	145,454	
Total revenue	**401,673**	390,279	3%
Net M&A and closed businesses	**(1,997)**	2,829	
Timing differences	**–**	(5,362)	
Foreign exchange	**–**	11,438	
Underlying revenue	**399,676**	399,184	0%
Statutory operating profit	**30,649**	107,865	(72%)
Adjustments	**19,605**	(53,321)	
Discontinued operations – Asset Management	**55,189**	47,061	
Adjusted operating profit	**105,443**	101,605	4%
Net M&A and closed businesses	**(443)**	(3,906)	
Timing differences	**–**	(2,228)	
Foreign exchange	**–**	4,122	
Underlying operating profit	**105,000**	99,593	5%
Statutory profit before tax	**29,451**	106,816	(72%)
Adjustments	**20,106**	(54,079)	
Discontinued operations – Asset Management	**55,090**	47,145	
Adjusted profit before tax	**104,647**	99,882	5%
Net M&A and closed businesses	**(443)**	(5,110)	
Timing differences	**–**	(3,408)	
Foreign exchange	**–**	4,135	
Underlying profit before tax	**104,204**	95,499	9%

Cash conversion

Cash conversion measures the percentage by which cash generated from operations covers adjusted operating profit.

	2019 £000	Restated 2018 £000
Adjusted operating profit	**105,443**	101,605
Discontinued operations – GMID	**–**	7,510
Adjusted operating profit including discontinued operations	**105,443**	109,115
Cash generated from continuing and discontinued operations	**92,407**	108,560
Exceptional items	**10,519**	5,580
Other working capital adjustments	**627**	(2,461)
Underlying cash generated from continuing and discontinued operations	**103,553**	111,679
Adjusted cash conversion %	**88%**	99%
Underlying cash conversion %	**98%**	102%

The underlying basis is after adjusting for significant timing differences affecting the movement on working capital and exceptional items. For the year ended 30 September 2019, exceptional items largely consist of cash payments for acquisition and disposal costs and deferred compensation costs in relation to acquisitions. For the year ended 30 September 2018, exceptional items largely consist of restructuring payments and cash payments for the legal and professional fees in relation to acquisitions and disposals, net of the favourable settlement of a legal dispute. The other working capital adjustments in 2019 and 2018 are largely the result of the landlord's contribution to the fit-out of the New York office which will be amortised over the period of the lease and the rent-free period of the London and New York offices, there is a further adjustment for payroll taxes in 2018.

As cash generated from operations in the Consolidated Statement of Cash Flows includes those from discontinued operations of Asset Management and GMID, the statutory cash conversion rate has not been provided as it would not give a fair indication of the Group's cash conversion performance.

The 2018 comparatives have been restated to reflect the two prior year tax exposures and discontinued operations as outlined in note 1 of the Consolidated Financial Statements.

Net cash

	2019 £000	Restated 2018 £000
At 1 October	**78,273**	(154,621)
Net increase in cash and cash equivalents	**(30,151)**	57,875
Decrease in borrowings	**–**	167,740
Other non-cash changes	**–**	(955)
Effect of foreign exchange rate movements	**1,956**	8,234
At 30 September	**50,078**	78,273
Net cash comprises:		
Cash at bank and short-term deposits	**49,751**	78,273
Classified as held for sale	**327**	–
Total cash and cash equivalents held by continuing and discontinued operations	**50,078**	78,273
Net cash	**50,078**	78,273
Average exchange rate adjustment	**(1,452)**	(2,216)
Adjusted net cash	**48,626**	76,057
Adjusted operating profit	**105,443**	101,605
Share of results in associates and joint ventures	**(126)**	1,110
Add back:		
Intangible amortisation on licences and software	**1,245**	2,577
Depreciation of property, plant and equipment	**2,417**	2,561
Share of associates' interest, depreciation and amortisation	**–**	721
M&A annualised adjustment	**2,425**	(1,225)
Adjusted EBITDA	**111,404**	107,349
Adjusted net cash to EBITDA ratio for continuing and discontinued operations	**0.44**	0.71

The Group's borrowing facilities have covenants requiring the Group's net debt to be no more than three times adjusted EBITDA and minimum levels of interest cover of three times on a rolling 12 month basis. The amounts and foreign exchange rates used in the covenant calculations are subject to adjustments as defined under the terms of the arrangement.

The bank covenant ratio uses an average exchange rate in the calculation of net debt and includes discontinued operations of Asset Management and GMID and an annualised adjustment attributable to acquisitions and disposals in the calculation of adjusted EBITDA. When businesses are acquired after the beginning of the financial year, the calculation of adjusted EBITDA includes EBITDA attributable to the business as if the acquisition had been completed on the first day of the financial year. The calculation excludes the EBITDA of any businesses disposed of during the year.

The 2018 comparatives have been restated to reflect the two prior year tax exposures and discontinued operations as outlined in note 1 of the Consolidated Financial Statements.

Wendy Pallot
Chief Financial Officer

21 November 2019

Strategy in action

Fastmarkets: Building a PRA of scale

Integration of Random Lengths
Fastmarkets has now successfully integrated Random Lengths, which we acquired in August 2018, in line with our strategy to be a world-leading price reporting agency. Random Lengths is a wood products PRA with prices deeply embedded in the industry workflow. The business provides data that further establishes Fastmarkets' leadership in the wood products industry. Fastmarkets aims to further enhance cross-selling to new and existing customers.

Lithium Benchmarking Contract
One of Fastmarkets' key achievements in 2019 was its selection by the London Metal Exchange (LME) to develop a new financial benchmark for lithium. The lithium market has evolved in recent years, with significant increases in material demand due to growth in the electric vehicle market, creating an opportunity for transparent and reliable pricing. In early 2018, the LME announced it would work with the market to develop a cash-settled derivative to provide this market with a hedging mechanism. In June 2019, the LME chose Fastmarkets to develop the benchmark due to the widespread use of our lithium prices and our leading pricing capabilities. We are excited to be partnering with the LME at this early stage – and working with the market on the hedging mechanism.

Introducing our new platform
This year Fastmarkets delivered the first version of our sophisticated platform that gives customers access to its universe of data while giving them the choice of how to access it. Customers now have the choice of using our secure Application Programming Interfaces (APIs), Desktop Dashboard, browser Dashboard, Excel add-in and new mobile experience. The platform is built on the latest cloud technology, meaning it is modular in nature. This allows Fastmarkets to deliver new capabilities to customers in the future while maintaining a consistent data experience regardless of delivery channel.

“

We are excited to be partnering with the London Metal Exchange for their new lithium benchmark.

Raju Daswani
CEO, Fastmarkets

Raju Daswani
CEO, Fastmarkets

Joined the Group in 1995. Previous roles: Managing Director, and previously Commercial Director, Head of Research, Business Development (USA) and Commodities Economist at Metal Bulletin.

The acquisition of BoardEx and The Deal has significantly strengthened our scope for collaboration across the division.

Jeff Davis
CEO, FPS

Financial & Professional Services:

Creating our new FPS division

Foundations for success

On 1 October 2019, the strengths and capabilities of our Banking & Finance (IMN, Euromoney and Global Capital) and Specialist Information divisions (Legal Media Group, Insurance, Real Asset Finance, Derivatives, BoardEx and The Deal) combined to create the new Financial & Professional Services division (FPS).

The decision to combine our Banking & Finance and Specialist Information divisions presents a significant opportunity to integrate an outstanding collection of businesses that focus on shared markets while serving their customers across different product sets.

Jeff Davis will lead the new FPS division after previously holding the roles of CEO of the Specialist Information division and President of BoardEx and The Deal before their acquisition. BoardEx and The Deal have strengthened our scope for collaboration across the division. We are already seeing the benefits this approach will bring to our clients.

Together, with our existing portfolio businesses, in particular the financial markets focused brands IFLR, IJ Global and Global Capital, BoardEx and The Deal, provide a strong platform for future sustainable growth opportunities and support the Group's plan to actively open adjacent sectors in the under-explored relationship mapping market. We expect the combined division to quickly become a centre for excellence and collaboration, driving growth.

Focus on BoardEx

BoardEx is an executive profiling and relationship mapping platform, providing users with accurate, up to date and in-depth profiles for over one million of the world's most influential business leaders. The platform's proprietary software is embedded in the workflows of its customers who use it for business and corporate development, executive board search and Know Your Client compliance activities.

Jeff Davis
CEO, Financial & Professional Services

Joined February 2019 with BoardEx and The Deal acquisition (as President). Previously Managing Director, Barclays Inc (Head of Global IB Client Strategy, and Barclays Wealth Capital Markets). Over 25 years in institutional markets.

Key performance indicators

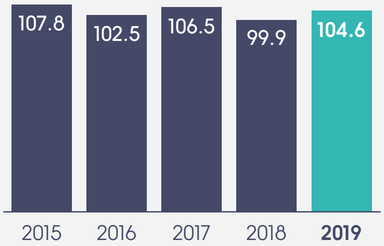
The Group monitors its performance against its strategy using the following key performance indicators

Relevance	Performance	Narrative

Adjusted profit before tax (£m)

Euromoney actively manages its portfolio and allocates capital to increase adjusted profit before tax over the long-term. The definition of adjusted profit before tax is set out on pages 15 to 17.

This is the financial measure for Director's remuneration in 2019 as set out on page 72.

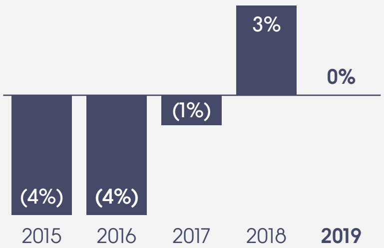


Adjusted profit before tax increased by 5% to £104.6m, reflecting the successful delivery of our strategy and portfolio management, assisted by a continued focus on cost control and lower interest costs following the repayment of the term loans in May 2018.

Underlying revenue growth

Underlying revenue growth compares revenues on a like-for-like basis and is an important indicator of the health and trajectory of our segments and the Group as a whole. The definition of underlying revenue is set out on page 17.

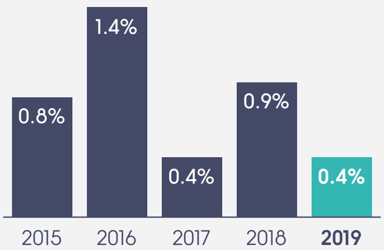
This will become a second financial measure for Director's remuneration in 2020 as set out on page 73.



Underlying revenues were flat year-on-year with continued strong performance from Pricing, Data & Market Intelligence being offset by continued weak performance in Asset Management (in particular in our BCA and NDR businesses). The challenges faced by Asset Management from the reduction in clients' research spend have continued, along with weaker performance in Banking & Finance.

Subscription Book of Business

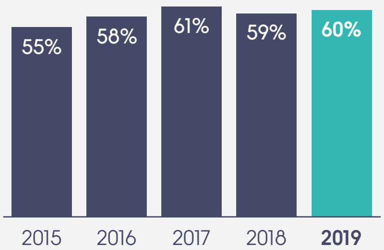
Book of Business (BoB) represents the annual contracted values for subscriptions across the Group and reflects the impact of new sales, price increases, upgrades, downgrades and full cancellations. It is a key indicator of the Group's subscriptions growth.



The subscription BoB growth was broadly flat at the end of September 2019 reflecting the continued challenges affecting Asset Management offsetting all of the strong growth in Price, Data & Market Intelligence.

Subscription share of total revenues

Subscription-based products usually have the advantage of premium prices, high renewal rates and high margins.



The Group's proportion of revenues derived from subscription and content-related products has increased slightly to 60% of its total revenues.

The key performance indicators are all within the Board's expectations and are discussed in detail in the Chief Financial Officer's review on pages 12 to 19.

A detailed reconciliation of the Group's adjusted and underlying results to the equivalent statutory measures is set out on pages 15 to 18. All adjusted measures combine the results of the Group's continuing and discontinued operations. The adjusted measures for 2018 exclude the discontinued operations relating to GMID which was disposed of in April 2018.

The underlying measures reported in 2019 included the adjusted results of continuing and discontinued operations and are stated at constant exchange rates, including pro forma prior year comparatives for acquisitions and excluding disposals and significant event timing differences. In 2018, the underlying measures are on the same basis but exclude discontinued operations relating to GMID.

2018 comparatives have been restated as explained in note 1 of the Consolidated Financial Statements. 2015 to 2017 comparatives have not been restated.

Key

Invest around big themes

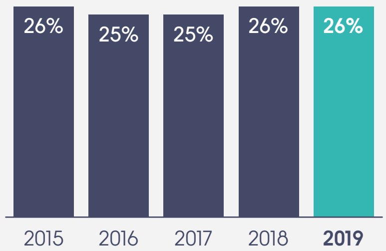
Transform the operating model

Actively manage the portfolio

Relevance	Performance	Narrative

Adjusted operating margin

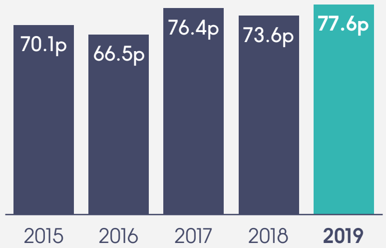
The movement in adjusted operating margin measures the efficiency of the Group. Consistent operating margin improvement is a business imperative, driven by investment choices, our focus on driving out costs and improving mix. The calculation of adjusted operating margin is set out on page 17.



The adjusted operating margin remained consistent at 26% due to the impact of our strategic pillars: investing around the big themes, transforming the operating model and actively managing the portfolio.

Adjusted diluted earnings per share

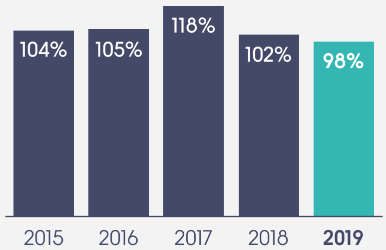
Management seeks sustained long-term growth in adjusted diluted earnings per share to maximise overall returns to our shareholders. The definition of adjusted diluted earnings per share is included on page 131.



The increase from 73.6p to 77.6p reflects the improvement in adjusted profit before tax.

Underlying cash conversion rate

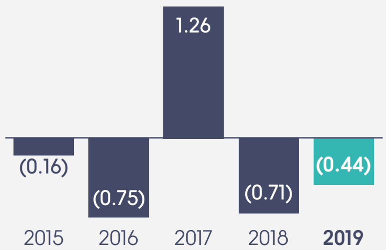
Cash conversion is a measure of the quality of Euromoney's earnings. The objective is to achieve consistent conversion of earnings into cash of 90% to 100%. This KPI measures the percentage by which underlying cash generated from operations covers adjusted operating profit. The definition of underlying cash conversion rate is set out on page 18.



The underlying cash conversion rate was 98% (2018: 102%). Before adjusting the timing differences and exceptional items, the adjusted cash conversion rate was 88% (2018: 99%).

Adjusted net (cash)/debt to EBITDA

The Group's strategic priority is to keep net debt below three times EBITDA. The amount of the Group's net (cash)/debt to adjusted operating profit and share of results in associates and joint ventures before depreciation and amortisation of licences and software is adjusted for the timing of acquisitions and disposals. The calculation of adjusted net (cash)/debt to EBITDA is set out on page 19.



At 30 September, the Group has net cash of £50.1m and an undrawn revolving credit facility of £240m.

Employee engagement

In 2019, we ran our second global staff survey. We were pleased that the response rate increased by five percentage points from 62% in 2018 to 67% in 2019. This is one of the ways in which we ensure our employees have a voice and the response rate is an indicator that we are also acting on what we hear. Our aim is to continue to improve this KPI. The other metrics we track will vary year to year and by business as we target progress on what matters most to our employees.

Segment review

We operate as three segments which are served through six divisions

Asset Management

Segment	2019 £m	2018* £m	Movement %	Underlying %
Revenue	**145.6**	145.5	–	(4)
Adjusted operating profit	**62.1**	59.0	5	–
Adjusted operating margin	**43%**	41%		

The Asset Management segment includes our brands and businesses that serve the global asset management industry, including BCA Research, Ned Davis Research and Institutional Investor ('II'). This segment provides independent research that enables our clients to make informed investment decisions, running networks and conferences that bring asset allocators and asset managers together in an effective and efficient way, and providing news and data that are critical for the industry to stay informed and make deals in an increasingly complex world. In September, the Group announced a strategic review of Asset Management to ensure alignment with its strategy of transitioning towards a 3.0 business.

Revenues were consistent with 2018 at £145.6m. Underlying revenue declined by 4% as growth in events and advertising was more than offset by continued decline in subscriptions. Asset Management remains affected by structural and cyclical

* The 2018 results have been restated to reflect the movement of Global Investor from the Asset Management segment to the PDMI segment, and the closure of the Centre for Continuing Education (CIE) business.

Pricing, Data & Market Intelligence

Segment	2019 £m	2018* £m	Movement %	Underlying %
Revenue	**196.4**	168.0	17	4
Adjusted operating profit	**69.4**	60.5	15	5
Adjusted operating margin	**35%**	36%		

The Pricing, Data & Market Intelligence (PDMI) segment houses businesses spanning many industries that provide information and analysis critical for our clients' business processes and workflows. The segment's largest business is Fastmarkets, a fast growing price reporting agency for the metals, mining and forest products industries. It also includes our businesses active in the telecoms, insurance and airline industries.

Underlying revenue growth in the year was 4% with underlying operating profit growth of 5%. Subscription revenue, which accounts for the majority of PDMI revenue, increased by 8% on an underlying basis. In Fastmarkets, our price reporting agency, a number of factors helped drive adoption and increased use of our pricing benchmarks including: close engagement of the business with its clients and market; Fastmarkets being selected as the London Metals Exchange partner to develop the lithium benchmark; and the launch of the Fastmarkets customer platform. Our strong value proposition

* The 2018 results have been restated to reflect the movement of Global Investor from the Asset Management segment to the PDMI segment

Banking & Finance

Segment	2019 £m	2018 £m	Movement %	Underlying %
Revenue	**61.2**	63.7	(4)	(1)
Adjusted operating profit	**13.7**	16.4	(15)	(7)
Adjusted operating margin	**22%**	26%		

Banking & Finance, our smallest segment, provides market intelligence, news, training and conferences to the global finance industry. It includes the flagship Euromoney magazine, which celebrated its 50 year anniversary in June 2019. This leading publication for the global banking sector, and the awards for excellence, has been the arbiter of status for banks for decades. Its conferences under the Euromoney and IMN brands are the pre-eminent events for their industry sectors. This segment derives 75% of its revenues from its events.

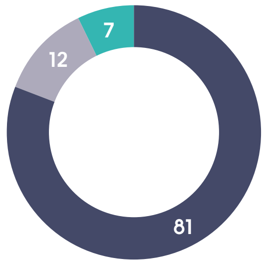
Revenues were down 4% year-on-year to £61.2m mainly impacted by the segment's Structured Finance Industry Group event (generating £4.1m of annual revenue in 2018) reaching the end of its contract in 2018. On an underlying basis, revenues were down 1% as a strong performance from IMN across 13 new events and key repeat events helped to offset decline in Euromoney and Global Capital events. The global backdrop of trade and geopolitical tensions as well as financial market volatility put

Revenue and adjusted operating profit are as defined on pages 15 to 17.

challenges. Whilst new sales in Europe continued to be impacted by uncertainty around the UK's exit from the EU, there was strong new sales growth in Asia. In addition, underlying revenues for Institutional Investor, where revenues are sourced from asset management marketing rather than research budgets were flat year-on-year.

In response to continued market and performance challenges in II, management took the decision to reshape the senior management and global sales teams, and close CIE at the end of 2019. The Investment Research Division actioned a significant strategic restructuring at the end of 2018 to combat the impact of the declining revenues, and to reallocate some of the savings towards reinvestment in sales resources and a revamped marketing approach, which was in place by the end of 2019. These efforts resulted in significant cost savings of around £7m implemented in summer 2018 and have allowed the business to reinvest whilst maintaining a flat underlying operating profit, an improvement on the 4% decline seen in the prior year.

Segment revenue by type (%)



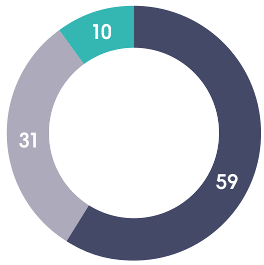
- Subscriptions and content
- Events
- Advertising and Other

enabled us to reflect this through increased data licensing sales, which have resulted in excellent underlying subscription revenue growth in Fastmarkets of 10%.

Underlying events revenue grew 1%. It declined by 4% in the first half of the year due to delegate marketing challenges, but recovered to grow in the second half of the year. There were strong performances from Coaltrans Asia, Capacity Europe and the Legal Media Group, which were mostly offset by increased competitive pressure on our Real Asset Finance portfolio and a lack of growth at our flagship telecoms event in the US, ITW, which changed location in the year to Atlanta.

In February 2019, we acquired BoardEx, an executive profiling and relationship mapping platform, and The Deal, a source of data, news and intelligence on M&A, for $83.7m. Both investments are now fully integrated and firmly aligned to our 3.0 strategy. BoardEx generated underlying growth of 11% in the year on a pro forma basis.

Segment revenue by type (%)



- Subscriptions and content
- Events
- Advertising and Other

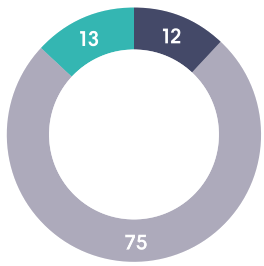
pressure on subscriptions and advertising revenues which both declined by 6% on an underlying basis in the year; although the decline in advertising revenue was, in part, offset by successful Euromoney@50 and Asiamoney@30 campaigns.

During the year, the Banking & Finance segment consolidated its structure into three brands, Global Capital, Euromoney and IMN, supported by an operational pillar to deliver logistics and production efficiencies. Investment in employee costs related to the new operating structure, together with investment in new events, drove a decline in underlying operating profit of 7%.

To reduce the risk of impact from hurricanes in Florida, the annual ABS East event will move from September to October in 2020 (revenue of £3.3m in 2019).

On 1 October 2019, the Banking & Finance division merged with the Specialist Information division to form the new Finance & Professional Services division bringing together markets and customers across financial and professional services.

Segment revenue by type (%)



- Subscriptions and content
- Events
- Advertising and Other

Market overview

We serve markets that are or have the potential to become what we call B2B 3.0 information markets. These markets are semi-opaque, where the information which organisations need in order to operate effectively is hard to find

Asset Management

Amid post-crisis quantitative easing, the industry faces a more challenging future. New customer needs and market structures are pushing for the adaption of value propositions and business models. Market challenges are shrinking the market size for investment research. However, the pace of decline is slowing while our specific part of the market, independent macro research, is growing.

MiFID II and the shift from active to passive investing has resulted in cost reductions to protect asset managers' margins, which impacted us, although our business remains reasonably firm. Additionally, concerns around Brexit continue to create uncertainty in the market.

Key market drivers

- Continuous pressure on fees amid the shift from active to passive investment products
- Structural and cyclical industry issues facing investment research
- MiFID II has affected the way research buyers in the EU organise their budgets and commission work

Pricing, Data & Market Intelligence

Benchmark prices are increasingly being used for new resources and new technology. Suppliers, manufacturers and end-users utilise benchmarks as a mechanism that provides pricing certainty across product supply chains.

The method of price discovery varies by industry but prices are used in contracts for metal trading, telecoms and infrastructure development among other segments.

Businesses that operate using on-demand data through different distribution channels and evolving product offerings are being challenged by the extensive adoption of cloud technology across industry.

Key market drivers

- The market's increased demand for price transparency to manage exposure to volatility
- Increasing call for risk management solutions
- Demand for new benchmarks in new markets continues to increase

Banking & Finance

The performance of the banking and capital markets industry has been in the hands of global central banks with low interest rates, further quantitative easing, and intervention measures influencing the markets.

Negative yielding bonds have created a new normal in markets to which all participants are adapting. Investors are chasing returns in a world where income from traditional sources, debt and equity, is declining.

Global banks are maintaining stable performance. However, while central bank activity is positive for banks' own funding, it is creating pressure on profitability and raising questions about business models, especially in Europe. The prospect of mergers and acquisitions in the European banking sector remains high.

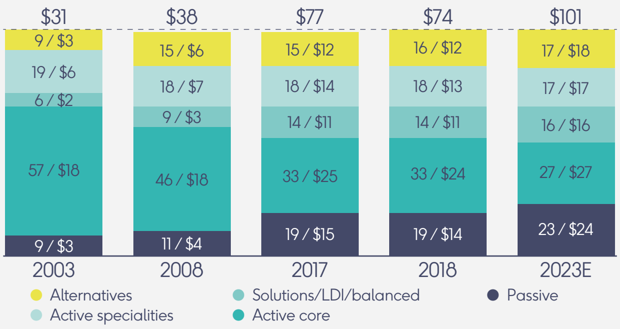
Key market drivers

- Ultra low interest rates and negative yields
- Trade and geopolitical tensions
- Trend towards green and sustainable finance

Asset management income mix

Assets in US equity funds by investment type

Total (%/$billions)



Source: Morningstar

How we are responding

- We have commenced a strategic review of Asset Management
- We are growing our non-institutional product suite to cater to the fast growing wealth management market
- We continue to invest in product innovation and professionalising our sales and marketing processes
- We are exploring how to monetise the asset owner data we currently capture globally

Links to strategic pillars

Example of price volatility

Pulp Europe USD per tonne

Source: PIX Pulp Price NBSK USD Market Analysis Fastmarkets

How we are responding

- We are continuing to build new teams focused on targeting new market segments
- We are leveraging new alliances and products designed to deliver data directly into our customers' work flow
- We continue to evaluate and launch benchmarks in growth commodities (e.g. lithium – used for batteries in electric vehicles) through both organic and inorganic investment

Links to strategic pillars

Banking market

MSCI World Banks index

Source: MSCI

How we are responding

- We are focused on leveraging synergies from integrating product lines into a single offering
- We are increasing engagement with clients through bespoke data products, content and surveys
- We continue to invest in developing products which offer increasing value in the context of increasing market uncertainty and volatility

Links to strategic pillars

Stakeholder value and engagement

Our purpose is to deliver sustainable value to customers, returns to shareholders, opportunities for employees and contributions to the communities within which we operate, by bringing clarity and insight to opaque markets

Recognising value for all of our stakeholders

Shareholders

The value we create

We allocate and recycle capital efficiently to good organic and inorganic opportunities via our investment quadrants. Our ambition is to generate consistent and meaningful returns for our shareholders at relatively low risk.

We have increased our dividend payment from 32.5p to 33.1p, which represents an increase over two years of 8.2%.

How we engage and respond

- £35.6m paid in 2019 in dividends
- New shareholders welcomed following independent FTSE 250 status in April
- Capital Markets Day held in July
- Annual General Meeting held in February
- Over 100 shareholder meetings held during the year
- Undertook two US investor roadshows

See page 38 for more information

Customers

The value we create

We deliver products and services that support our clients' critical activities and in particular serve markets which are semi-opaque, that is, where there is information which our customers need in order to operate effectively but is hard to find.

We are developing into a 3.0 business to more effectively serve our customers.

How we engage and respond

- Thousands of customers operating across a broad range of sectors
- Products which many customers regard as non-discretionary
- A strong emphasis on embedding our products in customer workflows
- A global customer base mirroring our global footprint
- Must-have products and must-attend events facilitate a subscription model

See page 33 for more information

Employees

The value we create

We serve our three segments through six divisions supported by strong central functions. This ensures that our employees can be expert, creative, action-oriented and customer-focused and take advantage of Euromoney's scale, share best practice, operate strategically and create career paths for themselves and their colleagues across the Group.

We have developed new training for our leaders, managers, sales people and recruiters among others.

How we engage and respond

- Sales Academy and AI Academy launched in 2019; Finance Academy to follow in 2020
- 67% of staff completed staff survey, an increase of 5% on last year
- Thriving staff-led diversity and inclusion initiatives covering a wide range of issues
- All divisions and functions represented globally on our Staff Forum
- Our off-shore group staff expertise in Chennai and Sofia enhances product development

See page 39 for more information

Partners

The value we create

We collaborate with our partners in mutually beneficial ways to enable us both to understand and serve each other's markets better.

We are building strong and long-term relationships with key partners to help us execute our strategy.

How we engage and respond

- Continued investment working with wide range of technology partners
- Increasing transition to cloud-based service providers resulting in greater flexibility as well as security benefits
- Relationships with global hotel groups and other large venue providers for the operation of our events
- A well-established roster of professional service providers whose knowledge of our business enables effective partnering
- Leveraging our long-standing relationships and constantly developing relationships with new vendors to provide innovative solutions

See page 34 for more information

Non-financial information statement

Throughout this report, we refer to the Group's non-financial activities, including our approach to sustainability and working with our stakeholders. This includes references to some of the policies and procedures we adopt. The table below highlights where in this report we refer to the key contents requirements of the Non-Financial Statement (as required by sections 414CA and 414CB of the Companies Act 2006).

Reporting requirement	Supporting policies	Annual Report reference	Page
Environmental matters	• Volunteering policy	• Sustainability and stakeholders	36
		• Greenhouse Gas (GHG) reporting	37
Employees	• Code of Conduct	• Our business model	6-7
	• Diversity & Inclusion policy	• Chief Executive's review	9
	• Speak-up policy	• Employee engagement	23
	• Health & safety policy	• Sustainability and Stakeholders	30
	• Event Risk Framework	• Directors' Remuneration Report	72
		• Directors' Report	93
Human rights	• Code of Conduct	• Sustainability and Stakeholders	34
	• Modern Slavery Act Transparency Statement	• Risk management	46
	• Event Risk Framework	• Directors' Report	92-3
Social matters	• Trade Sanctions Policy	• Customers	33
	• Modern Slavery Act Transparency Statement	• Supplier engagement	34
	• Volunteering policy	• Risk management	51
Anti-corruption and bribery	• Anti-bribery & corruption policy	• Sustainability and stakeholders	34
	• Gifts & entertainment policy	• Risk management	46
	• Speak-up policy	• Directors' Report	93
Principal risks and impact on business activity		• Risk management	40–52
Description of business model		• Our business model	6-7
Non-financial KPIs		• Group Key Performance Indicators	23

Sustainability and stakeholders

We have reshaped our stakeholder and sustainability review reporting this year to enhance our focus on how our Board considers stakeholder interests. We will further evolve this approach to meet the enhanced expectations of the 2018 Corporate Governance Code when this formally applies to the Group from the 2020 financial year onwards

The reporting in this section is focused on four key themes: People@Euromoney; Our Customers; Our Suppliers; and the Community and Environment. These themes have been chosen as they are most closely aligned to and reflect the Group's operations, key stakeholders and strategy.

These themes also allow us to complete our non-financial reporting obligations, which cover our approach and policies relating to staff development and engagement; our strengthening of customer relationships; how we manage our suppliers; and the variety of ways in which we measure the contributions made to our communities.

People@Euromoney

Staff Survey

We wanted to respond to the two key themes identified as important to staff in our 2018 staff survey. We have implemented pay benchmarking across the business in phases, with a particular focus on our staff in lower paid roles, and have introduced programmes to support and facilitate more flexible working across the Group, adapted to local markets. This year's staff survey results suggest that these improvements have been positively received by staff.

Staff Forum

We launched our global staff forum in December 2018 and invited employees to put themselves forward as forum representatives.

The forum is designed to remove communication barriers and to support collaboration, with representatives intended to cover a wide range of geographies and businesses. Where an area had more than one person nominated as a potential representative, an election was held. Following the election process (in which a significant number of staff members voted), 18 representatives were confirmed as the global staff forum members.

The purpose of the forum is to consult with, communicate to and generally involve staff formally in areas which affect everyone at Euromoney day-to-day such as: working conditions, employee relations, contractual and remuneration matters, and other ways to make Euromoney a rewarding place to work. Staff views on these areas will be discussed and collated, and fed back to the Board.

Following a number of introductory sessions to discuss the purpose of the forum with the members, we held our first formal meeting in the summer of 2019. The CEO and CFO both attended initial meetings to provide a link with the Board and the CFO attended the first formal meeting. It is intended that at least one Board member will attend all global staff forum meetings, along with the Global HR Director and Global Reward Director. The Board will receive regular reports from the forum and will actively participate in shaping its remit and approach.

The forum is currently scheduled to meet at least twice a year with meetings following the Group's results in May and November, with potential additional meetings at appropriate times between these meetings. The inaugural global staff forum members are as follows:

Representative area	Representative
Global	
Central Functions – Global	Maria Lobato
Americas (and some UK)	
Fastmarkets – Bedford	Gregory Porcaro
Fastmarkets – New York	Tom Jennemann
Specialist Information – US	Ellie Mertens (until date of leaving)
Fastmarkets – Americas excluding New York & Bedford	Luis Sucupira
Investment Research – Canada and UK	Fiona Ardasinski
Investment Research – US	Tania Tagliavento
II – US and UK	Denise Best
Europe	
Bulgaria	Nikola Peychev
Banking & Finance – UK	Gerald Hayes
Fastmarkets – UK	Pawel Paluchowski
Fastmarkets – Europe excluding UK	Ville Henttonen
Specialist Information – UK	Nick Pettifer
Telecoms – UK	Rachael Lupton
Asia & Australia	
Banking & Finance – Asia	Romeo Wang
Specialist Information – Asia	Dave Doré
II/Investment Research – Asia & Australia	Marsha Larned
Fastmarkets – Asia	Atin Kapur

The 2019 survey results suggest that our staff feel we are generally making positive progress as an employer. However, there is more to do, including further work on pay, and this year's survey also highlighted that more visibility of career opportunities and a continuing commitment to improve manager capabilities are priorities for staff.

In response to our 2019 survey, our Senior Management Group, consisting of our top 85 global leaders, spent two days in June discussing the topic of staff engagement. This led to Nigel Martin, our Global HR Director, co-ordinating bespoke action plans for each division and function, by role type, and a group-wide tier of actions to take. We hope that these plans will result in meaningful engagement with our staff across the Group. The action plans centre on 'Practice what we Preach'; managers leading by example, career management and planning, and increasing opportunities for collaboration.

Board Engagement
The Board has taken time to attend a range of introductory meetings, lunches and dinners with staff from across the Group. During the year, the Board attended a lunch with the Telecoms divisional management team led by Ros Irving, a dinner with the North American senior management team in New York in July, and also participated in an interactive question and answer session hosted by the Women@Euromoney group in September. The Board also spent time with members of senior management and advisers, at the Board strategy offsite meeting in June. The Board enjoys the opportunity to meet staff from across our businesses and offices, and these meetings will continue in 2020.

Investing in Talent
Supporting the staff survey action plans, we continue to invest in our talented people and to give our staff responsibility early in their careers.

This year we have built on the progress made with the Early Careers Academy in 2018, a programme now supported by our entire Group Management Board, running thematic workshops for our more junior staff to engage in. We introduced early career secondment programmes, which included secondments to work with our CEO, Andrew Rashbass, in London and New York. Two of Andrew's secondees this year, Francesca Brindle and Iveta Pekova, have contributed directly to the production of this Annual Report. The secondment programmes remain very popular with those eligible, and have been very well received by those participating. There is a case study about the programme on page 35.

We continue to run our Management and Leadership courses, which focus on the core skills needed to be a successful manager and leader at Euromoney. The courses are held in London, Hong Kong, Montreal and New York. In 2019, 184 colleagues attended the 'Managing 3.0' course, 300 attended 'Recruiting', and 78 attended 'Leading 3.0' across all locations.

We have also made a significant investment in our sales capability training across the business, with 337 participants in our 'Conceptual Selling' course and 97 attendees at our 'Management Code' focused sales training this year. Our legal team have trained more than 246 people in 'Contract 101' workshops, again held globally.

Integration
We have relocated staff who joined the group with the acquisition of BoardEx and The Deal in February, to our existing offices in New York and London. We have integrated staff based in Chennai in India as well.

Culture and Diversity
The Board is also actively discussing our culture in the context of the enhanced Corporate Governance Code expectations in this area.

We will have introduced a new Diversity & Inclusion Policy which outlines our commitment and our approach, and how to integrate this with our entrepreneurial heritage by the end of 2019. In January, we held Diversity Week and the different @Euromoney diversity groups contributed to that event. You can read the case study on page 39.

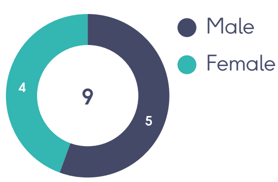
It is important to recognise industry achievements by our people, and we celebrate Jade Friendensohn being awarded the '100 Women in Finance' Award for Effecting Change in 2019. You can find more information regarding Jade's award on page 32.

Our gender diversity at board level is a real strength, with 44% female representation through the appointment of Wendy Pallot, Jan Babiak, Imogen Joss and Lorna Tilbian appointed as Directors. Key positions including CFO (Wendy), Senior Independent Director (Jan), and Remuneration Committee Chair (Imogen) are held by female directors.

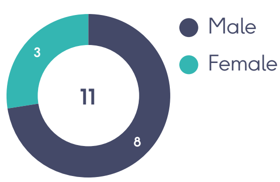
We have similar representation at Group Management Board level, with 30% female representation through Wendy Pallot (CFO), Diane Alfano (CEO Institutional Investor) and Ros Irving (CEO, Telecoms).

We are making progress with regard to recruiting and promoting women to senior positions, and through networks and events such as those held by Women@Euromoney, and which is discussed on page 39. The charts below summarise our gender split at Board, Group Management Board, Senior Management and Group level.

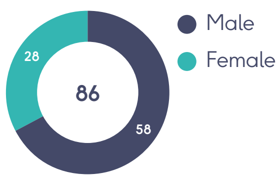
Board



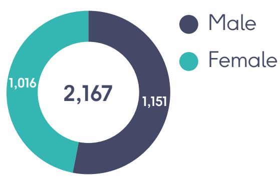
Group Management Board



Senior managers



Total employees



Sustainability and stakeholders continued

Progress regarding Gender Pay
Our 2018 analysis (available on our website) shows we have more to do to address our gender pay gap, which continues to be driven by the under-representation of women in more senior roles, resulting in a lower proportion of women in the upper pay quartile.

Since April 2018, we have increased the steps we are taking to address the underlying drivers of the gender pay gap, such as increasing the diversity of shortlists for senior roles. As reported last year, since this date we have also hired a number of senior women in key roles, including Wendy Pallot who joined as Chief Financial Officer in August 2018.

We have also taken a number of other actions on employee engagement, training programmes, talent development, flexible working options and parental policies, that we believe will have a positive impact on the diversity of our organisation over the longer-term. We are committed to closing the gender pay gap and reducing the gender imbalance across the organisation.

Volunteer Days
We actively encourage all our staff to make use of their two allocated volunteering days through consultancy Benefacto. During the year approximately 90 volunteering days were used. A wide variety of charities, community and environmental initiatives are supported, including The Lord Mayor's Appeal and City Giving Day 2019, which celebrates the charitable efforts of businesses in the City and spotlights fundraising and volunteering activities. We discuss our volunteering activities in more detail in the Community & Environment section on page 35.

2019 Summary
The Board is very pleased with the progress made during the year towards making Euromoney a great place to work. This further allows our staff, of all levels of experience and background, to benefit from our best-of-both worlds operating model. We are focused on attracting and retaining the right talented people to support our approach, and in turn generate further benefits for our shareholders and other stakeholders.

Women in Finance

Effecting change

We are delighted that the '100 Women in Finance' affinity group has awarded Jade Friedensohn, Managing Director of the Structured Finance Division at Information Management Network, the WF100 'Effecting Change Award' in 2019, for her work on the IMN Women in Thought Leadership initiative.

IMN has been helping to raise the profile of women with our Women in Thought Leadership Initiative by ensuring that every panel at our major ABS industry events includes a female speaker. We encourage our event sponsors to nominate their female talent with the promise of additional exposure via speaker roles on the programme.

IMN's 2019 target is to increase the absolute number of women speaking per event compared with 2018. We actively seek gender diversity on all panels. One example of our recent success is at the 5,000-person 25th Annual ABS East Conference held in Miami Beach, Florida, where we increased the percentage of female speakers from 26% to 30% year-on-year. IMN organises at least one networking event ahead of each conference to cultivate the discussion of pertinent business topics, illuminate issues affecting women's professional advancement, encourage best practices in diversity and inclusion, and so that we can feature compelling guest speakers.

IMN donates a percentage of the proceeds from all branded opportunities, supported by our sponsors, to 100 Woman in Finance, whose missions strongly align with our own. Jade will be honoured at this year's 'Women in Finance' New York Gala, a fundraiser for the 2019 100 Women in Finance's global philanthropic theme: 'Investing in the Next Generation'.

This initiative reaches, emboldens and supports pre and early-career women who are the finance industry's leadership pipeline by encouraging female students to look favourably at careers in finance and investment; creating educational opportunities and access points for them to join the industry; enabling ongoing peer networks for early-career women and increasing visibility of female role models.

We are proud of Jade's achievements and delighted that she has been highlighted as a role model in business both inside and outside of Euromoney.

Customers

Our customers are central to everything we do at Euromoney, and understanding their needs and embedding our products within their workstreams is integral to our strategy.

Serving our customers' needs
With more than 10 brands serving global markets across different markets, the Group has a broad range of customers with different needs. Our newly designed CRM systems will provide us with improved management information allowing us to better understand and predict our customers' requirements and identify trends and potential opportunities.

The acquisition of BoardEx and The Deal in February provided the Group with a new product platform focused on people intelligence. This opens up opportunities for the Group with a new types of end user, who wish to improve their understanding of their customers, by using the relationship mapping tools available through BoardEx.

Following the integration of both businesses in June, and the creation of the Financial & Professional Services division from 1 October, we are now prioritising leveraging the skills, ideas and resources, knowledge, and customer relationships of BoardEx across our portfolio of financial and professional services businesses facing shared markets.

Global Finance Transformation Programme
We have made significant progress with our finance transformation programme during the year. We discuss that progress and related areas of focus in 2019 in more detail on page 67.

While not a direct touch point for our customers, these improvements to our central business processes and ethos support our approach and strategy to embed our B2B information, products and services and become a more agile, integrated and focused group with 3.0 characteristics.

Contract Transformation Programme
Our Contract Transformation Programme has also been a key priority in 2019. Led by our in-house legal team, the Programme has entailed an end-to-end review of our legal contract processes to introduce greater standardisation of terms, make template documents available, streamline and accelerate the negotiation stages of contracting, appoint 'Contract Guardians' as standard-bearers for contractual terms and processes globally, and provide supplementary '101' training.

The majority of the Group's businesses have already successfully completed the programme, with the remainder scheduled to complete in 2020.

The theme underpinning the programme is enabling the businesses to better self help, a principle which is fully aligned with our best-of-both worlds operating model.

Global Sanctions Policy
The Group operates trade sanctions policies and procedures to ensure that the businesses are aware of, and operate within, global trade sanctions at all times. These are integrated into operational procedures and are available to all staff. This is necessary because the Group's businesses, and its events businesses in particular, conduct business across the globe and are continually entering into contracts with new and established customers.

The Risk Committee receives regular briefings on sanctions related developments globally, encompassing reminders as to the implications of a breach of sanctions for the company.

Geopolitical Risks
In 2019 the Risk Committee approved a refreshed approach to geopolitical risk management across the Group. The approach included the introduction of a new methodology and tools to monitor and advise the Group's businesses regarding potential risks in this area. The toolkit, which is available to all staff via the Group Intranet, allows all staff to see a high level risk overview for many of the countries in which the Group conducts business, assessed by certain risk criteria and including a colour coded scoring method.

The overview entails a methodical assessment of country specific risks based on trade sanctions, travel security, country risk, and bribery and corruption indices. The assessment draws information from a variety of sources, both internally and externally, and is continually maintained to ensure reliable advice for staff. Additional governance has also been introduced to prohibit business being conducted in restricted or high risk countries.

Quality Assurance: IOSCO
The IOSCO price reporting principles are a set of best practice recommendations for all price reporting agencies to ensure the pricing process is robust and transparent. Accreditation against the principles and regular independent audit, therefore, provides quality assurance to all customers of our Fastmarkets division who use our prices to trade, operate their businesses and agree third-party contracts.

The principles are: Governance and Oversight; Quality and Integrity of Methodologies; and Accountability and Auditing. Fastmarkets' exchange listed prices have completed the IOSCO assurance process and Fastmarkets first received its IOSCO accreditation in 2017.

During the year Fastmarkets continued to receive external assurance over its IOSCO accreditation for benchmark prices, including lithium, cobalt, aluminium, copper, alumina and iron ore.

Fastmarkets is recognised as a market leader across its key benchmarks and continues to define standards for the industry.

Sustainability and stakeholders continued

Managing risk across the Group

Supplier engagement
We work with a wide range of suppliers and partners across the globe of different sizes. Ensuring we select the right suppliers for the right projects is an important aspect of our risk management. We have created an online 'one stop shop' portal for our procurement teams to use when engaging suppliers. This enables us to undertake an efficient risk-based assessment of suppliers across areas such as data protection, trade sanctions and anti-bribery. The portal is resulting in an increase in the number of suppliers being assessed, enabling a consistent and risk-based approach to supplier procurement across the Group.

Business Information Security Officers
A key pillar of our new information security strategy is the development of a business-wide 'security champion' programme, called the Business Information Security Officer (BISO) programme. It is a voluntary programme which will provide non-security specialists formalised training leading to a recognised, accredited qualification. There are multiple benefits: supported roll-out of the information security strategy; increased awareness of information security across the Group; increased sense of ownership of security within businesses; and investment in staff development. The information security team will work closely with the BISOs throughout the year to leverage these benefits.

Suppliers

As a diverse global group with different businesses located across the world providing a range of information services to B2B clients, often in markets in which we do not have a permanent presence, we rely on a network of trusted third-party suppliers and consultants.

Profiling our Suppliers
These suppliers span a wide variety of areas, depending on the type of business being conducted. Our subscription and licensing led businesses increasingly rely on global technology, communications and security providers and specialists, whilst our events businesses rely on venue and accommodation providers, travel co-ordinators, print design specialists and many others. Our businesses are built on data and while our output is primarily proprietary, we are also buyers of data from our vendors as one of the inputs into our data creation processes.

Professional advisors
As we have discussed throughout this report, Euromoney became fully independent during the year as a result of DMGT's decision to distribute its entire shareholding to its own shareholders in April.

Those events brought into focus the important role our corporate advisers play in helping Euromoney meet its obligations as an independent FTSE 250 group, and the Board to meet its individual and collective duties.

Whether it is our auditors (PwC) providing independent scrutiny throughout the year; our syndicate of banks and financial institutions who continue to provide access to capital; our brokers (UBS and Numis) or lawyers (Freshfields Bruckhaus Deringer and CMS Cameron McKenna) providing input generally or more specifically on a project basis, such as acquisition due diligence; our communications specialists (FTI Consultants) advising on strategic messaging or marketing approaches for our businesses; our share registrars (Equiniti) providing support; Investis who helped with the redesign of our corporate website; or RY, our design agency for this and other shareholder and stakeholder reports, we are delighted to work with them all and look forward to further strengthening these relationships in future years.

Global Finance Transformation Programme
We discuss our Global Finance Transformation Programme, which directly improves the onboarding and integration of our new suppliers, and streamlines the billing and communications formalities for our existing supplier base on page 67 of this report.

Contract Transformation Programme
Our Contract Transformation Programme, which we also discuss in more detail on page 33, seeks to improve and streamline contracting and communications processes with our suppliers.

Modern Slavery Act Transparency Statement
The Board takes its responsibility to review the Group's potential exposure to slavery risks through its operations and supply chain very seriously. The related Transparency Statement published on the Group website (www.euromoneyplc.com/modern-slavery-act) provides more information regarding our supply chain together with our procedures across broad areas such as employee assurance, supplier assurance, our Speak Up arrangements and our compliance approach.

Trade Sanctions and Geopolitical Risks

When choosing whether to contract with a new supplier, or renew with an existing supplier in a higher risk jurisdiction, we draw upon the policies and procedures we have introduced to improve our customer processes. These processes include a general assessment of the suitability of the supplier based on the risks to the Group measured against these key criteria.

Speak Up

We formally discuss our Speak Up arrangements, provided by ISO 27001 accredited supplier In Touch Limited (part of Expolink Europe Limited), and the programme to refresh related communications during the year in more detail on page 62 of this report.

We continue to benefit from an effective service from In Touch. The Audit & Risk and Risk Committees also both receive regular updates regarding any related Speak Up activity and potential investigations where necessary.

2019 Review and 2020 Outlook

We have reviewed and refreshed our approaches to our customers and suppliers through the Global Finance Transformation and Contract Transformation Programmes. We are already seeing the benefits of our efforts in both areas. We are committed to completing the outstanding elements of each programme in 2020.

Community and Environment

Euromoney engages in the communities within which we operate in a variety of ways. We are a sizeable employer in the communities we serve; our staff volunteer in the communities where they work and live; our staff support the charities which operate in those same communities; as a Group we bring tax revenues to those communities; and the nature of our business lends itself to us having a relatively low carbon and environmental footprint.

Community

Although headquartered in the City of London, Euromoney has offices across numerous locations worldwide in Asia, North America and Europe. As a global, multi-brand business, we want to recognise the benefits of being an inclusive workplace, celebrate our different cultures and strengths, and act consistently with the values and cultures of the countries in which we do business.

As we have reiterated throughout this report, people are vital to success at Euromoney. After forming our employee-led diversity networks last year, these have continued to develop this year. We have had more initiatives, events, workshops and environmental and community-oriented activities, extending support to all our staff regardless of background. You can read more about these initiatives and plans on page 39.

Secondment Programmes

Supporting early career development

This year, Euromoney began offering a range of secondments to our staff who are within the first five years of their career as part of the Early Career Academy. The secondments were designed to allow staff to spend time in other parts of our business, learn new skills and find out about other parts of the company in order to develop their career. We also offered three month secondments shadowing our CEO Andrew Rashbass, which we awarded to six candidates to complete in pairs across a nine month period.

The feedback we have received so far has been very positive, both on a personal and professional level. Riya Bhandari, who works for Institutional Investor in New York, completed a secondment with Jarvis Fisher at Capacity Media in London, who said that Riya hugely helped the team with one of their biggest events of the year, Capacity Europe. Jarvis also agreed with using secondments as a potential recruitment tool, allowing both the employee and employer a chance to see if the individual can meet the requirements of the role before awarding the position.

Jarvis said, "I think the secondment program is excellent and works great for both the secondee and the business they move into. The secondee gets the beneficial experience of a different role in an overseas office so can develop personally and professionally, while the business they join has the benefit of extra help on whatever project they are working on. I would definitely recommend continuing the secondment programme."

Adam Dar, who works for BroadGroup in London, was on secondment with Institutional Investor in New York and said he had been able to learn more about what Euromoney does, which markets we operate in and what the business' plan is going forward. The secondment offered him the time to learn from a great leadership team, who were incredibly insightful, and significantly altered his perception of business and leadership, and how to achieve the career he wants.

Kiersten Engel, who works for Ned Davis Research in Florida, recently completed her secondment with Andrew Rashbass and said the experience had allowed her to interact with senior colleagues at Euromoney and participate in high-level strategy meetings, facilitating her involvement in the processes and decision-making that affect all Euromoney staff. The secondment provided increased exposure to the career and growth opportunities available at Euromoney, while giving her the space to refine her skills.

After ascertaining that the pilot of the secondments has delivered value both to the business and the individual, we have decided to make this a rolling programme. We have done this in the hope it will expose more of our less experienced talent to the diverse, dynamic and growing businesses in the Group and further establish why Euromoney is a great place to work.

Sustainability and stakeholders continued

Anniversary Charity Awards

Euromoney@50 Charity Awards

To commemorate Euromoney's 50th anniversary in June, we launched the Euromoney@50 Charity Awards, recognising our people's amazing work across the organisation, both individually and as part of a team, for charitable causes.

Any permanent employee from anywhere in the world could apply or nominate their colleagues, with awards available in North America, Asia and the EMEA region. Euromoney dedicated £50,000 (around $65,000) to donate among the winning nominees and their charities. Each winner received £6,500 ($8,000) for their charity, while each highly commended entrant was awarded £3,000 ($3,780).

In making their decision, our judges were impressed by the variety of causes, the number of nominations and the commitment and passion that our people show for the projects they support. Whether supporting disadvantaged women and children or programmes to boost literacy and education, the scope of giving was a real reflection of the diversity of our Company.

As a way of congratulating all winners and nominees, we held regional celebration dinners worldwide, presented cheques to the chosen charities and awarded our winners with trophies.

Our regional winners were:
Asia – Morgan Davis, PathFinders

North America – Sean Mayer, Mental Health Association of Westchester

EMEA – Petya Andreeva, Give a Book Foundation

Team Winner – Denise Best, Janice Banaria, Marcia Neverson, Bottomless Closet

Overall Global Personal Achievement – Denise Best

We wish to thank all our employees for their outstanding efforts in their charitable work this year.

Denise Best
Overall Global
Personal Achievement

Charitable Giving
Our employees drive our charity fundraising, which is sourced from a combination of both individual staff fundraising efforts and the Group's charitable budget. This budget provides a matching contribution for fundraising efforts.

The team in New York has volunteered their time to a Resume Review and Mock Interview event, and a Workwear Clothing Drive for Bottomless Closet, which aims to guide disadvantaged New York City women to enter the workforce, as well as Iris House, a comprehensive support, prevention and education service for women and families affected by HIV/AIDS. Our people also held a Holiday Bake Sale with all proceeds going to Americares for hurricane victims.

In Asia, our Airfinance Journal Events team in Hong Kong worked with a local community charity HandsOn Hong Kong to complete a beach clean at Silver Strand Beach in Sai Kung. This coastal clean up activity clears debris and plastics, which are then sorted, recorded and delivered to recycling centres. Our people also volunteered with PathFinders at the end of 2018, helping to hand out gifts to children and work with the company on its website and donor materials.

In London, the Euromoney Giving network has been busy organising charity runs, awards and events geared toward fundraising, a Women in Business Lunch, hosted by Haven House, as well as participating in the annual City Giving Day.

Looking to the rest of Europe, our team in Bulgaria has been recycling plastic bottle caps as part of a charity campaign that donates the money to funding incubators in hospitals nationwide for premature babies. Other team members have dedicated their time to volunteering in community kitchens that prepare food for people in need.

Overall, through a combination of Group donations and staff fundraising, approximately £0.3m has been raised for charitable causes in 2019, including significant donations or pledges to Haven House, Shelter, Multiple Sclerosis Society and others. This is a record in terms of charitable donation generated by the Group and its staff.

Political Contributions and Public Policy Participation
We do not make political contributions nor participate in the formulation or development of public policy in any global jurisdiction.

Environment
Over the last year, the Environment@Euromoney group has been focused on reducing the Company's total carbon footprint. As part of City Giving Day 2019, the network held an all-natural room diffuser workshop using fruit, essential oils, herbs and salt as environmentally friendly alternatives to shop bought products that use chemicals and single-use plastic.

Environment@Euromoney in London used their paid volunteer days to help The Sussex Wildlife Trust, collecting litter from Shoreham Beach as well as their day with Moo Canoes, discussed in more detail below. Additionally, the network has formed an alliance with Fruitful Office, an initiative that helps mitigate the effects of global warming, deforestation and provide sustainable income support to local communities in Africa by planting a tree in Malawi for every fruit basket sold. Currently, Euromoney's cumulative contributions to date are equivalent to the planting of almost 1,000 trees. Our team in Bulgaria have made efforts to reduce and more effectively recycle their office waste. With input from an Non-Governmental Organisation called Zero Waste Bulgaria, which educates the public on the ways to reduce waste output, we have changed the approach we take to recycling in the office.

Greenhouse Gas (GHG) reporting

The Group participates in a carbon footprint analysis completed by ICF International. This exercise has been undertaken every year since 2007 using the widely recognised GHG protocol methodology developed by the World Resource Institute and the World Business Council for Sustainable Development. The Directors are committed to reducing the Group's absolute carbon emissions and managing its carbon footprint.

Greenhouse emission statement

The following emissions have been calculated according to the Greenhouse Gas Protocol Corporate Accounting and Reporting Standard (revised edition) methodology. Data was gathered to fulfil the requirements under the CRC Energy Efficiency scheme, and emission factors from the UK Government's GHG Conversion Factors for Company Reporting 2018. The carbon footprint is expressed in tonnes of carbon dioxide equivalent and includes all the Kyoto Protocol gases that are of relevance to the business. The Company's footprint covers emissions from its global operations and the following emission sources: scope 1 and 2 (as defined by the GHG Protocol), business travel and outsourced delivery activities.

Assessment parameters

Baseline year	2016
Consolidation approach	Operational control
Boundary summary	All entities and facilities either owned or under operational control
Consistency with the Financial Statements	The only variation is that leased properties, under operational control, are included in scope 1 and 2 data, all scope 3 emissions are off-balance sheet emissions
Assessment methodology	Greenhouse Gas Protocol environmental reporting guidelines
Intensity ratio	Emissions per £m of revenue

Greenhouse gas emission source

	2019		2018	
	(tCO_2e)	**(tCO_2e)/ £m**	(tCO_2e)	(tCO_2e)/ £m
Scope 1: Combustion of fuel and operation of facilities	**300**	**0.7**	700	1.7
Scope 2: Electricity, heat, steam and cooling purchased for own use	**1,700**	**4.2**	1,600	3.9
Total scope 1 and 2*	**2,000**	**5.0**	2,300	5.6
Scope 3: Business travel and outsourced activities	**5,600**	**13.9**	5,900	14.2
Total emissions	**7,600**	**18.9**	**8,200**	**19.8**

* Statutory carbon reporting disclosures required by Companies Act 2006

Volunteering with Moo Canoes

Environmental volunteering

In July, the Environment@Euromoney group organised a staff volunteering day with Moo Canoes. Moo Canoes run litter picking paddle sessions in Hackney Wick, to reduce pollutants in urban water spaces. Euromoney staff collected 15 large refuse sacks worth of metal cans, glass, plastic bottles and crisp packets from the River Lea, thereby reducing the inorganic material that pollutes rivers and damages their natural ecosystems. We are proud of the contribution Euromoney staff made to the local community and environment in a busy part of East London.

2020 objectives

We are working our way toward achieving the goals we set for the company in 2018, which aimed to strike a balance between fostering the entrepreneurial spirit of Euromoney and the recognition of different but equally important skills to attract and retain the right talent.

While the 2018 Code is, rightly, requiring companies to think harder about their corporate purpose and engagement with a wide variety of stakeholders, at Euromoney we are fortunate to have a cohort of staff who do this as part of their daily business. As we go into 2020, the Board and senior management team will continue to support their efforts and our own Code compliance in this area will be the result of the natural interests and energy of our staff, which we think is the best way of serving our wider stakeholders and communities.

Stakeholder engagement in action

Capital Markets Day: Our CMD Event in July

As set out in the Chairman's introduction, with the DMGT distribution the Group's shareholder base was broadened, new shareholders were introduced and there has been increased daily liquidity in the traded shares. In order to provide our new shareholders and our other financial stakeholders the opportunity to meet management and obtain more information on the business, the Group held a Capital Markets Day in July. The Capital Markets Day was attended by over 90 people representing our shareholders, sell-side analysts and the banking community. Many more also viewed via webcast both on the day and in the weeks following.

There were presentations on the Investment Research Division (IRD), Fastmarkets, our Price Reporting Agency, and on BoardEx, a recent acquisition. Bashar Al-Rehany, CEO of IRD, and Chris Ciompi, Chief Marketing Officer of IRD, provided insight into the current challenges facing Asset Management from MiFID and the shift from active to passive investment as well as providing detail on the self-help steps the division is taking to return it to growth.

Jeff Davis, CEO of our Specialist Information division, who joined the Group following the acquisition of BoardEx and The Deal in February 2019, gave an overview of BoardEx including detail on its markets and customers. Jeff explained BoardEx's 3.0 characteristics and how its growth will accelerate as part of Euromoney.

Finally, Raju Daswani, CEO of Fastmarkets, explained the strategy to become a world-leading PRA and how we are building sustainable long-term growth. Raju provided insight into their markets, what they do and how they segment their customers.

> Our Capital Markets Day in July was attended by over 90 investors and analysts.
>
> **Sarah Cooke**
> Head of Investor Relations

Diversity Week:

Prioritising diversity globally

Global Women in Telco & Tech 2019
Our Telecoms division hosted leading industry professionals in the Telecommunications and Technology sector at the Global Women in Telco & Tech 2019 event, creating an engaging networking platform that featured diversity agendas among telecommunication and technology professionals. The event concluded by recognising female professionals and their achievements within the field.

Euromoney's Diversity Networks
Women@Euromoney empowers women in the workplace. Throughout the year, we have hosted female speakers and networking events to address gender equality at Euromoney, with a focus on the gender pay gap, women in business and women in tech.

The Race, Faith, Diversity & Inclusion Network celebrates the diverse cultures, religions and experiences within Euromoney, and this year has celebrated Hispanic Heritage Month and Black History Month, as well as running Lunch & Learns and a Latin Dance Workshop.

Wellbeing@Euromoney considers the mental and physical health of staff. The group holds regular yoga classes, promotes Euromoney's volunteering opportunities with Benefacto and runs workshops addressing work-life balance, stress management and working as a parent.

Environment@Euromoney engages staff with environmentally friendly activities both at work and home, with initiatives including Canoeing for Clean Water 2019, a Shoreham Beach Clean and Fruitful Office, which plants a tree in Malawi for every fruit basket purchased.

LGBTQ&A@Euromoney provides visibility and a space for all members of the LGBTQ&A community, includes straight allies. The Group promoted Pride Month during June, including attendance at London and New York Pride, while cross-collaborating with other networks on the 'Essential Allies – Driving Diversity forward' discussions.

The Townhall Series
Held twice a year, the townhall series provides a platform to discuss Euromoney's strategy, financial performance and global staff survey results. Andrew Rashbass and Wendy Pallot conduct each meeting and cover financial performance, strategy and the people agenda. The platform enables transparency and inclusion among the Group as well as encouraging staff engagement and participation.

> The Townhall series, held twice a year, provides a platform to discuss our strategy, performance and recent staff survey results.

Nigel Martin
Global HR Director

Risk management

We continue to make improvements to the Group's management of risk

Wendy Pallot
Chief Financial Officer

Dear shareholders,

I have chaired the Risk Committee since my appointment as Chief Financial Officer in August 2018. Over the last 15 months, I have spent time reviewing the Group's approach to risk management in the context of the underlying risk profile of the business.

As CFO I work closely with the Chair and members of the Audit & Risk Committee to ensure that the Group's approach to risk management and overall control environment are appropriate, and that the Group's operational risks are mitigated or minimised to the extent possible. Tim Bratton, General Counsel & Company Secretary, has day-to-day responsibility for risk, supported by a small team of risk professionals. In terms of governance, the Risk Committee has oversight of these areas and is attended by Colin Day as Chair of the Audit & Risk Committee.

I believe that the Group's approach to risk management and our updated and improving control environment are appropriate to the Group's strategy, the current macro-environment and the outlook for our markets. We have made significant improvements over the course of the last 12 months, including the appointment of a new and experienced Head of Internal Audit to lead a newly resourced function, the approval and introduction of a new group-wide Enterprise Risk Framework and a wide range of policy and procedural updates. We are well placed to manage risk to support our strategic objectives.

At Euromoney, the Board believes it is important to give investors and other stakeholders a detailed explanation of our principal risks in the context of the strategic position of the Group this year.

As we progress this company towards becoming what we call a B2B 3.0 information services business, we face increased risks. Our services are digital, making it easier to expand our global footprint. The world is facing a wide range of geopolitical risks and issues. Global M&A remains a core part of our strategy. We are currently undergoing a strategic review of our Asset Management businesses. As a business providing digital services we are reliant on technology in an environment where cyber-risk is heightened from both an operational and regulatory perspective.

The Board is cognisant of these risks and has closely scrutinised the principal risks described below, including stress-testing how effective our risk mitigating controls are. We have not deemed it necessary to materially change our principal risks this year due to the continual nature of control enhancements we make to mitigate and minimise our principal risks. However, our underlying risk profile has evolved, and will further change in the short-term.

It is important that you, our investors and stakeholders, are aware of these underlying developments as we deliver on our strategy to improve returns to shareholders through becoming a stronger group of 3.0 focused businesses.

Wendy Pallot
Chief Financial Officer

We continue to prioritise the management and reporting of risk, which is a fundamental part of our approach to business

Oversight of Risk

The Board maintains overall responsibility for risk management under its schedule of reserved matters, whilst the Audit & Risk Committee has delegated responsibility for risk. The Risk Committee operates as a management committee and focuses on the day-to-day management of operational risk in the Group's divisions and functions, and reports to the Audit & Risk Committee. The Risk Committee is chaired by the CFO and attended by the CEO.

Our risk team is well integrated into our governance frameworks through regular reporting to the Audit & Risk and Risk Committees, and when appropriate, the Board. The team will be strengthened by the appointment of a new Director of Risk in December.

Operational Focus

The risk team works closely with the businesses operationally to integrate risk management tools into commercial decision making and financial planning. Our new Enterprise Risk Framework will strengthen these processes across the Group and is expected to provide a platform for greater consistency in 2020. The majority of our divisions have appointed risk or compliance specialists to manage and monitor their specific risk management procedures, respond to divisional specific risk management needs, and also co-ordinate Group policies and procedures.

As a Group, we also operate Business Continuity and Disaster Recovery policies which support our risk processes and mean we can further mitigate the potential impact of risk events should unforeseen or unplanned events arise in the future. These have been reviewed and refreshed during the last 12 months.

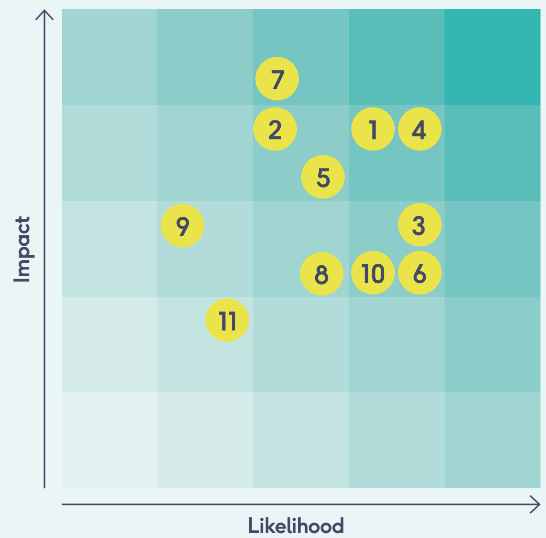
Group Risk Profile

Euromoney continues to be exposed to different risks and uncertainties as a result of (1) the Group's global footprint; (2) the variety of its different products, services, markets and customers; and (3) the Group's approach to managing its portfolio of businesses in accordance with the strategic quadrants discussed in more detail on page 10. On a practical level, this means that the Group allocates capital to assets more likely to generate a return in line with strategy, and divests businesses no longer meeting the 3.0 characteristics chosen by the Board. The Group is therefore frequently involved in transactional activity, which can present risks that need to be carefully managed.

Risk Priorities for 2020

The risk priorities for the 2020 financial year are to maintain our commitment to risk management as we execute our planned strategic projects during the year, to further communicate and roll-out our Enterprise Risk Framework, and to integrate the newly appointed Director of Risk. We will also continue to evolve and improve our policies and procedures and respond to any changes in our underlying risk profile as necessary in the year.

Risk matrix



The Group registers its risks based on a residual risk rating after taking account of mitigating controls.

1. Downturn in key geographic region or market sector (cyclical downturn)
2. Product and market transformation/disruption (structural change)
3. Exposure to US dollar exchange rate
4. Information security breach resulting in challenge to data integrity
5. A failure to comply with law, regulation or contractual obligations resulting in financial loss and/or reputational damage
6. Material disruption to business operations resulting in financial loss or reputational damage
7. Failure to execute acquisitions or disposals in line with strategy
8. Uncertain tax liabilities
9. Failure to implement the strategy effectively due to not attracting or retaining the right staff
10. Business risks arising from the global geopolitical environment
11. Under-investment in products and technology

Risk management continued

Risk Register

The Group's risk register identifies the principal risks facing the business. The register is put together following a Group-wide assessment of risks reported in its business risk registers (bottom-up approach). The risk register of each business considers the likelihood of a risk occurring and both the monetary and reputational impact of the risk crystallising. The risk assessment process also considers the view of the principal risk owners, senior management and executive directors, including their appetite for the respective risk (top-down approach).

This year we held a risk review workshop with leaders from across each of our divisions and relevant corporate teams to discuss our principal risks and any changes over the preceding 12 months.

Our principal risks this year remain largely unchanged. We have introduced one new principal risk, highlighting the risk to the Group of failing to make the investment in products and technology necessary for the Group to become a B2B 3.0 information services business. We have replaced what we reported last year as a standalone EU exit risk with a wider risk relating to the current geopolitical climate we operate in, which is more appropriate for us as a global business. We have also merged two previously standalone principal risks into one focusing on disruption to business operations, whatever the cause.

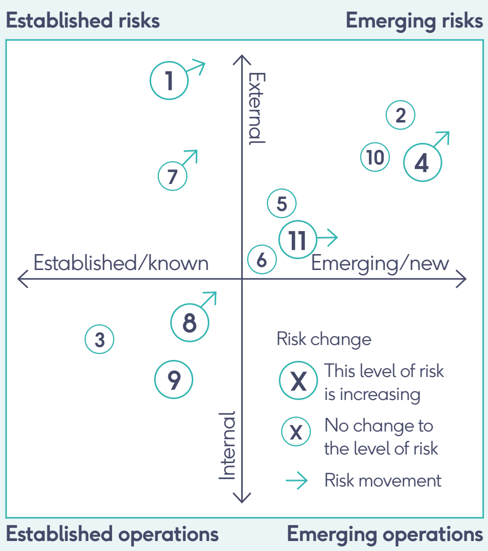
Our people-related principal risk focuses on attracting and retaining the right staff, rather than simply key staff, and we have refined the description of what we consider as 'M&A risk'.

The Audit & Risk Committee has completed a robust and detailed assessment of both the risk management processes and the risk register, and has considered the impact of significant risks on the Group including our principal risks. Further details of the risk management processes and the governance structure for risk can be found in the Governance section.

We also use a number of tools to analyse risks and facilitate discussions at the Board, Group Management Board and Risk Committee.

The risk matrix on page 41 shows the relative likelihood of the principal risks crystallising and their potential impact on the Group. The risks are shown as post-mitigation residual risks. We also consider the extent to which each risk arises from external or internal factors, and whether each risk is established and understood or is an emerging risk and therefore less well understood. The risk radar below maps the principal risks using these criteria, with increasing risk indicated by the larger circles. The arrows indicate the change in level of perceived risk compared to last year.

Risk radar



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6 Material disruption to business operations resulting in financial loss or reputational damage
7 Failure to execute acquisitions or disposals in line with strategy
8 Uncertain tax liabilities
9 Failure to implement the strategy effectively due to not attracting or retaining the right staff
10 Business risks arising from the global geopolitical environment
11 Under-investment in products and technology

The Group's principal risks and uncertainties are summarised below

Key factors	Mitigation	Risk appetite	Link to strategic pillars

Downturn in key geographic region or market sector (cyclical downturn)

Key factors

- Concentration of customers in financial services sector
- Global economic and geopolitical risk continues to create uncertainty in the UK and Europe over the UK's EU exit, the increasingly protectionist trade policies of the US and China and political unrest in Hong Kong. This puts clients' budgets under greater scrutiny
- Market shifts in the asset management market, including the shift towards passive portfolio management, pricing transparency regulation and new technologies continue to put downward pricing pressure on fees received by asset managers
- Downward performance in certain commodity markets results in market participants having less discretionary spend

Board's view
There are limited options to mitigate impact of a significant cyclical downturn in the short and medium term. The residual risk will remain high.

The Board is carrying out a strategic review of Asset Management to assess whether the Group remains the best owner of the businesses over the medium-term.

Mitigation

- The Group actively manages cyclical risk through its strategic framework
- The Group is undertaking a strategic review of Asset Management
- The Group continues to carry out comprehensive risk reviews of its asset management businesses resulting in detailed mitigation plans for each business and continuous tracking of effective risk management
- The Group's strategy is to increasingly provide services which are embedded in our customer's workflow, which makes them more likely to be non-discretionary purchases
- Marketing and sales operations in BCA Research and NDR have been restructured and increased investment allocated
- The Group operates in many geographical markets and our businesses are encouraged to explore new ones
- Diversification exists in sector mix and particularly so following acquisition of BoardEx
- Ability to cut some costs temporarily and quickly

Risk appetite

Risk tolerant

Prior years (relative position)

2018: Risk tolerant

2017: Risk tolerant

2016: Risk tolerant

Post-mitigation risk trend

Increasing

Description of risk change
Global economic and geopolitical uncertainty is continuing

Risk management continued

Key factors	Mitigation	Risk appetite	Link to strategic pillars

Product and market transformation/disruption (structural change)

Key factors

- Competition from existing competitors, new disruptive players and new entrants
- Certain competitors can be less disciplined in capital allocation when investing in new products/technology than a public company
- New technologies change how customers access and use our products
- Changing demographics can affect customer needs and opportunities
- Structural pressure on customer business models will affect demand for the Group's products and services, particularly in financial services
- Regulations such as MiFID II creating both challenges and opportunities in asset management sector
- Free content available via the internet increases the threat to paid subscription model
- Inability to make acquisitions in line with the Group strategy

Board's view
Controls are in place, and scaling individual businesses helps, but exposure to this risk will remain moderate.

Mitigation

- Strategy designed to appraise and evaluate structural risks and respond to them, taking advantage of opportunities where identified
- Regular CEO-led reviews across all divisions
- Entrepreneurial approach
- Effective management reporting with regular forecast reviews
- Portfolio spreads risk to some degree
- Portfolio management allows the Group to sell structurally challenged businesses and to buy structurally strong ones
- Cyclical review of divisional activities by the Risk Committee
- Streamlining of operations in our Investment Research businesses and improved sales co-ordination in our Institutional Investor division results in a more joined-up approach to understanding our customers
- Creation of larger divisions such as Fastmarkets and Financial & Professional Services provides those businesses with scale and better ROI outcomes
- The Group has over 350 staff in its Chennai and Sofia offices allowing it to access and invest in skilled staff

Risk appetite

Risk tolerant
Prior years (relative position)
2018: Risk tolerant
2017: Risk tolerant
2016: Risk tolerant

Post-mitigation risk trend
Unchanged

Description of risk change
As an entrepreneurial business, the Group is experienced at managing this risk and our larger divisions are starting to invest more in product and client-facing technology.

Exposure to US dollar exchange rate

Key factors

- Approximately three-quarters of revenues and profits are generated in US dollars, including approximately 40% of the revenues in the UK-based businesses. This gives significant exposure to movements in the US dollar for both UK revenues and the translation of results of foreign subsidiaries
- A significant strengthening of sterling against the US dollar would reduce profits and dividends
- The Group also undertakes transactions in many other currencies, although none currently pose a significant risk to the results
- The UK's exit from the EU may result in significant currency fluctuations depending on the terms of the exit

Board's view
Although the Group considers this risk unchanged, the increased volatility and uncertainty of sterling against the US dollar in the event of the UK's exit from the EU is expected to continue for some time.

Mitigation

- US dollar forward contracts are used to hedge up to 80% of UK-based US dollar revenues for the coming 12 months and 50% of these revenues for a further six months
- Exposure from the translation of US dollar-denominated earnings is not directly hedged but is partially offset by US dollar costs and the use of US dollar-denominated debt when debt is required
- Sensitivity analysis is performed regularly to assess the impact of currency risk and is reviewed by the Tax & Treasury Committee
- Given heightened volatility, the Group hedging strategy is under frequent review and includes regular impact analysis of various exchange rate scenarios together with internal risk mitigation such as natural hedging of non-sterling earnings

Risk appetite

Risk tolerant
Prior years (relative position)
2018: Risk tolerant
2017: Risk tolerant
2016: Risk tolerant

Post-mitigation risk trend
Unchanged

Description of risk change
The Group is experienced at managing risks related to its exposure to the US dollar and this risk remains unchanged.

Key factors | Mitigation | Risk appetite | Link to strategic pillars

Information security breach resulting in challenge to data integrity

Key factors

- As an information services business, the integrity of the data embedded in our products is critical in terms of trust and reputation
- The Group is a data business and creates high volumes of proprietary, commercial data, while also processing B2B customer personal data and employee personal data
- Increasing number of cyber-attacks affecting organisations globally
- The Group has many websites and is reliant on distributed technology, increasing exposure to threats
- A successful cyber-attack could cause considerable disruption to business operations, lost revenue, regulatory fines and reputational damage
- Privacy regulations (eg GDPR in Europe, Californian Consumer Privacy Act in the US) are increasingly stringent and regulators vigilant in relation to data breaches, increasing the risk of a breach and associated fine, civil proceedings or reputational damage
- Technological innovations in mobile working, cloud-based technologies and social media introduce new information security risks
- Threats such as ransomware and crypto mining require the Group to adapt to a continually shifting landscape
- Phishing remains one of the most serious threats to network security

Board's view
The use of technology creates this inherent risk. The Group strives to balance the need to innovate through the use of technology while responsibly managing risk, including through the use of third party expertise. While controls are in place to detect and prevent attacks, attacks are inevitable. Therefore, controls must extend to effective attack identification management as well as mitigating impact. Controls are reviewed regularly and, where required, enhanced. However, the rising number of cyber-attacks affecting organisations globally, the Group's greater dependency on technology and the growing threat from cyber-crime are increasing this risk.

Mitigation

- Chief Information Security Officer appointed in November 2018
- Increased the size of the Information Security team
- New Information Security strategy approved and in process of rolling out
- Investment in 'BISO programme' (Business Information Security Officers) for non-security specialists who will attain accreditation and know-how, leading to increased awareness and expertise in businesses
- Security governance provided by Risk Committee and Information Security Steering Group
- Approved information security standards and policies which are reviewed on a regular basis
- Continuing education and awareness programmes for all staff
- Active information security programme (including access management and cyber-resilience planning) to align all parts of the Group with its information security standards
- Crisis management and business continuity frameworks cover all businesses including disaster recovery planning for IT systems
- Multi-layered defence strategy
- Robust IT security due diligence framework for acquisitions
- Access to key systems and data is restricted, monitored and logged with auditable data trails in place and project underway for bolstered identity access management
- Comprehensive backups for IT infrastructure, systems and business data
- Continued investment in dedicated IT security roles in Central Technology
- Professional indemnity insurance provides cover for cyber risks including cyber-attack and data breach incidents
- Information security is reviewed as part of our internal audit process
- Regular information security training for employees, contractors and freelancers
- Incident response playbook

Risk appetite

Risk tolerant
Prior years (relative position)
2018: Risk averse
2017: Risk averse
2016: Risk averse

Post-mitigation risk trend
Increasing

Description of risk change
Most industry information security analysts agree that this risk is increasing and warn that companies will continue to face more regular and sophisticated cyber-attacks.

Risk management continued

Key factors	Mitigation	Risk appetite	Link to strategic pillars

A failure to comply with law, regulation or contractual obligations resulting in financial loss and/or reputational damage

Key factors

- The Group operates in many jurisdictions and must be compliant with all applicable laws and regulations
- The Group's businesses publish, market and license increasingly complex content and data which in some cases its customers may choose to rely on when executing transactions
- Risk or reputational damage can arise from inappropriate reliance on third party data, errors in underlying data or content, failures of data integrity and failure to educate customers on appropriate usage of data
- A number of our businesses operate in an environment where privacy regulations are increasingly stringent
- The Group relies on third parties, usually in non-core markets, to represent the Group and the Group may be legally responsible for their failure to comply with law or regulation
- The Group conducts business globally in a geopolitical environment in which we see 'sanctions creep' thereby increasing the risk of unintentionally being in technical breach of sanctions
- Success of the Group is dependent on client confidence in integrity of products and brands
- Claimants can forum shop when determining where to litigate or threaten legal proceedings
- Compliance risk is increasing for information providers as price, benchmark and index reporting activities are coming under the scrutiny and remit of different regulators
- A failure to comply with regulatory frameworks would result in reputational damage, and potential regulatory censure

Board's view
We have a zero-tolerance approach to certain legal and regulatory risks such as bribery. At the same time, the publication of data and content in digital businesses inevitably exposes the Group to global legal and regulatory risk. The manner in which we conduct our businesses can also result in risk if policies are not complied with. Our divisions have access to the Group's central functions such as Legal, Risk and Internal Audit, which provide more specialist resource to raise awareness of, manage and mitigate risk. Legal and regulatory compliance risk for the Group is unchanged.

Mitigation

- We invest in a central Legal, Risk & Secretariat function and employ specialists across a range of areas to help our businesses manage these risks
- Senior management at both a Group and divisional level are collectively responsible for managing risk
- Our divisions employ compliance and/or risk specialists where required
- Event Risk Framework in place to facilitate management of operational risk in respect of events
- Many key company policies updated and made available on Intranet, including a range of different awareness initiatives relating to anti-bribery, modern slavery, sanctions and data privacy
- Processes and methodologies for assessing commodity prices and calculating benchmarks and indices are clearly defined and documented
- Compliance with International Organization of Securities Commissions (IOSCO) standards achieved for relevant pricing products
- Code of Conduct and other key policies in place for price assessment, benchmark and index reporting activities
- Creation of online geopolitical risk assessment tool for use by businesses
- Specialist training in media law issues provided to relevant staff
- Company-wide Speak Up policy in place and awareness initiative undertaken
- Comprehensive legal disclaimers in place in contracts/within products
- Access to appropriate professional advisers where required
- Professional indemnity insurance

Risk appetite

Risk averse
Prior years (relative position)
2018: Risk averse
2017: Risk averse
2016: Risk averse

Post-mitigation risk trend
Unchanged

Description of risk change
Large global organisations face increased regulatory and compliance risks due to their global footprint. In addition, information providers face increased compliance risks as a result of the complexity of data they publish, which customers may rely on for certain business decisions. The Group is in the fourth year of its strategy moving towards becoming a B2B 3.0 information services business therefore there is greater awareness of how to manage the associated risks. The Board believes that the risk profile is unchanged.

Key factors	Mitigation	Risk appetite	Link to strategic pillars

Material disruption to business operations resulting in financial loss or reputational damage

NB: We previously reported this risk as two separate principal risks (Disruption to operations from a business continuity failure and Catastrophic or high impact incident affecting key events of wider business)

Key factors

- The Group operates in regions with higher risk of natural hazards, works with suppliers based in higher risk areas and runs large events exposed to risks such as natural hazards, travel disruption and security incidents
- Disruption affects customers as well as staff and revenue, and can also adversely impact brand reputation
- Prolonged interruption to business travel would harm event revenues and disrupt management and sales operations
- Significant reliance on third-party technology including hosting services
- A significant incident affecting one or more of the Group's key offices could lead to disruption to Group operations and reputational damage
- Information security breach impacting wider business operations
- Political or civil unrest in a country or region may discourage customers from participating or attending

Board's view
Business disruption is an unavoidable risk but can be mitigated if business continuity plans are well developed and managed. The Group provides staff with access to training, services and other resources to keep staff safe when travelling. There has been no material disruption to business operations during the year. However, the Group recognises a need to ensure that each of its divisions and functions is equally consistent and robust in relation to its business continuity planning, which will be of increased focus in 2020.

Mitigation

- Governance oversight of risk sits with the Audit & Risk Committee and a separate management Risk Committee
- The Risk Committee focuses on the management of operational risk and all divisions and key functions are represented
- The Group Risk team carries out a detailed assessment of divisional risk registers at least twice yearly
- A new Enterprise Risk Framework has been approved for roll-out
- Crisis management and business continuity framework requires all businesses to plan for high impact events and conduct regular testing of plans
- Specialist security and medical assistance services engaged to support all staff working away from the office
- Security and risk management training available for event staff and business travellers
- With sufficient notice, events can be moved to non-affected regions
- Cancellation insurance for the Group's largest events
- Substantial central and business group investment in cloud-based platforms and software
- Risk assessments for new suppliers and technologies consider operational and financial resilience
- Close monitoring of situations which may disrupt events and appropriate communication with customers

Risk appetite

Risk averse
Prior years (relative position)
2018: Risk averse
2017: Risk averse
2016: Risk averse

Post-mitigation risk trend
Unchanged

Description of risk change
The Group recognises that business continuity events will arise from time to time and remains committed to active management of this risk. It also recognises that global businesses operating in different countries across the world with staff regularly travelling are more likely to experience business disruption due to 'force majeure' type issues. We have a reasonably high degree of tolerance to business risk in operating a global business, save in respect of the safety and security of our staff and customers where the opposite is true.

Risk management continued

Key factors	Mitigation	Risk appetite	Link to strategic pillars

Failure to execute acquisitions or disposals in line with strategy

Key factors

- Active portfolio management means the Group continues to make strategic acquisitions and disposals
- Significant growth has been M&A related, through both acquired profit and growth in acquired businesses
- Failure to successfully acquire either the right businesses (meaning businesses in our top-right quadrant or which can be developed and moved into our top-right quadrant), or a failure to successfully make acquisitions at all, will negatively impact our ability to deliver the Group strategy, including transitioning the Group to becoming a B2B 3.0 information services business
- Increasingly high multiples and competitive auction processes for high quality assets can favour private equity buyers
- Larger transactions contingent on obtaining shareholder support
- Making multiple smaller acquisitions in lieu of material acquisitions increases execution risk
- Failure to integrate as intended may mean an acquired business does not generate the expected returns
- Risk of impairment loss if an acquired business does not generate the expected returns
- Disposal risks arise from failing to identify the time at which businesses should be sold or failing to achieve optimal price
- Group strategy relies on successful recycling of capital and therefore M&A execution impacts the core strategy

Board's view
The Board's focus on M&A combined with management's experience enables the Group to remain disciplined in its approach, minimising the risk of unsuccessful execution or a failure to make the right acquisitions, or any acquisitions at all. The Board is mindful of the importance of ongoing investor dialogue in respect of the M&A strategy.

Mitigation

- M&A strategy and execution is a regular topic of Board focus
- Investment Committee enables quick decision-making and detailed Board oversight of M&A transactions
- CEO and CFO closely involved in M&A execution
- Active portfolio management with a clear framework and operating in line with agreed strategy
- Development of key objective criteria against which acquisition or disposal decisions are tested
- Appropriate approvals process in place for transactions
- Continued investment in Corporate Development team
- Emphasis on and investment in carrying out external, independent commercial due diligence at an early stage
- Larger divisions facilitate effective integration and creation of synergies
- Professional advisors well known to the Company facilitate ability to execute quickly and effectively
- Ongoing dialogue with investors regarding the strategy, including our approach to M&A

Risk appetite

Risk neutral
Prior years (relative position)
2018: Risk neutral
2017: Risk neutral
2016: Risk neutral

Post-mitigation risk trend

Unchanged

Description of risk change
A need to execute successful M&A in a competitive market combined with robust risk management and controls means this risk is unchanged.

Key factors	Mitigation	Risk appetite	Link to strategic pillars

Uncertain tax liabilities

Key factors

- The Group operates within many increasingly complex tax jurisdictions
- Changes in legislation and interpretation
- Identification and disclosure of historic tax issues relating to VAT and employment tax

Board's view

The Company has identified two tax exposures: (i) under-payments of PAYE and NI to HMRC in respect of contractors; and (ii) VAT arising on supplies made between entities in the Group. The quantum of these exposures, including the impact to 2019, is £19.2m.

Over the last 24 months, the Company has invested in developing an experienced Tax & Treasury team and continues to enhance controls to minimise the likelihood of any similar prior year adjustments from reoccurring.

The Group cannot entirely eliminate the risk of tax liabilities due to the complexity of the Group's structure, the number of jurisdictions in which it operates and an ever-changing tax environment. However, the Board is confident that the investment made in these areas significantly mitigate this risk.

Mitigation

- Tax strategy takes a low risk and responsible approach to management of taxes
- Appropriate care taken to protect the Group's reputation and have open and constructive relationships with fiscal authorities
- Audit & Risk Committee and Tax & Treasury Committee oversight
- Fully resourced tax function, including appointment of a new Global Head of Indirect Tax in early 2020
- Global footprint of Group has reduced in last 24 months through disposals
- Internal Audit team leading roll-out of tax 'self-assessment' questionnaires to ensure regular and detailed review of potential exposures
- New framework and policies in place for engagement of contractors
- Experienced professional advisors engaged in a range of areas
- Making financial provisions where appropriate

Risk appetite

Risk averse
Prior years (relative position)

2018: Risk averse

2017: Risk averse

2016: Risk averse

Post-mitigation risk trend

Increasing

Description of risk change

The Group is experienced at managing the tax risks arising from its international business portfolio. However, the Group has a complex structure, large global footprint and operates in an ever-changing tax environment.

Risk management continued

Key factors	Mitigation	Risk appetite	Link to strategic pillars

Failure to implement the strategy effectively due to failure to attract or retain staff

Key factors

- The strategy is embedded across the Group. Its implementation is partially dependent on the ability to attract and retain staff
- As the Group continues to move towards becoming a B2B 3.0 information services business, the skills required within the Group will change
- Our segments and divisions have individual strategies dependent on divisional staff with specific skills, expertise and industry knowledge
- An inability to recruit, retain and train for critical roles will adversely impact our ability to deliver the strategy successfully
- Competitors able to poach key talent both provides them with a competitive advantage and means institutional knowledge is not built-up within our businesses
- Lack of in-house recruitment capability slows down recruitment processes
- Failure to address specific feedback from staff, including via staff survey and other forums, may lead to a lack of engagement
- The Group needs to provide an employment environment which appeals to emerging talent as a place they want to work

Board's view
The Board recognises the importance of attracting and retaining the right staff to ensure effective delivery of Group, segmental and divisional strategies. A range of approaches are used to manage this risk reasonably effectively but the Board is mindful that the Group will be constantly competing for talent and further work is required to improve the perception of the Group's 'employer brand'.

Mitigation

- Salary benchmarking undertaken and implemented for 2019 pay review with a particular focus on lower paid staff. Further salary benchmarking and implementation will occur in 2020
- Senior Management Group conference focused on topic of employee engagement
- Remuneration Committee oversight of Group Management Board rewards
- Continued investment in training such as Leadership 3.0 and Management 3.0 programmes
- Broadening of Early Career Academy workshops facilitated by senior management
- Launch of secondment programmes, including intra-division secondments and to the CEO's office
- Employee forum launched, allowing for improved employee engagement
- New recruitment policy, process and training rolled out in 2019
- Maintaining the Group's reputation for an entrepreneurial approach, making it an attractive place to work
- Sufficient businesses within each segment in the Group to mitigate the impact of 'business-as-usual' departures of critical staff
- Contractual notice periods are designed to manage the risk of critical staff leaving on short notice
- Culture survey results have led to a number of employee initiatives across the Group, designed to improve career progression and staff retention

Risk appetite

Risk averse
Prior years (relative position)
2018: Risk neutral
2017: Risk neutral

Post-mitigation risk trend
Unchanged

Description of risk change
Successful implementation of the Group's strategy remains dependent on hiring and retaining key staff. We have made significant improvements to staff engagement, particularly in relation to the Group's culture and training and development opportunities. The Group will continue to respond to common themes raised by staff in the annual survey or in other forums in order to further improve employee engagement.

Key factors | Mitigation | Risk appetite | Link to strategic pillars

Business risks arising from the global geopolitical environment

Key factors

- The US-China trade war creates trading tensions
- US foreign policy approach to sanctions increases risk of carrying out business in certain countries or with certain companies
- Political and civil unrest in Hong Kong creates uncertainty for the Group's operations in Hong Kong, including staff, customers and the operation of events
- Mistreatment of journalists in certain countries may impact journalists' willingness to travel
- The date and terms of the UK's departure from the European Union continues to be uncertain therefore the potential consequences are unknown
- Pending UK election creates further uncertainty both in relation to Brexit and the future business landscape for UK PLC
- The Group, its staff, customers, suppliers and other stakeholders are unable to plan with precision for the uncertainty resulting from the above factors

Board's view
The Board notes that Brexit risk in particular continues to increase for all UK companies. The Company continues to carry out contingency planning in a range of areas in light of likely continued uncertainty in the UK market during 2020. The Group's global footprint means that the impact of geopolitical factors will always be a constant macro risk, but at the same time the size of the footprint decreases reliance on particular countries or regions and therefore mitigates risk.

Mitigation

- The Group's global footprint means it is not overly reliant on any single country or region for its revenue
- The Group's Brexit Committee has met regularly during the year to monitor potential impact and the Group's stated of preparedness
- Group management has delegated certain decision-making to local senior management to optimise the Group's management of the disruption in Hong Kong, appropriate contingency measures have been taken
- Trade sanctions guidance available to Group businesses and access to internal and external expertise where required
- Contingency plans seek to address the key risks and leverage opportunities we identify
- Assessments to date report no material adverse Brexit impact on existing staff due to small number of EU nationals in our workforce and small number of UK nationals working in the EU outside of the UK
- Hedging is in place to partially offset the impact of US dollar exchange rate risk in the UK
- A small percentage of Group revenue is generated in the EU outside of the UK
- Potential travel disruption can be mitigated by using international locations and planning longer lead-time for travel
- We use geographically diverse technology suppliers

Risk appetite

Risk neutral
Prior years (relative position)
This is a new risk

Post-mitigation risk trend
Increasing

Description of risk change
Geopolitical factors are creating increasing instability at a macro-level, therefore this risk is increasing.

Risk management continued

Key factors	Mitigation	Risk appetite	Link to strategic pillars

Under-investment in products and technology

Key factors

- Under-investment in products and technology will lengthen the Group's transition to becoming a B2B 3.0 information services business and provide our competitors with an advantage
- The relative size of the Company means that significant investment can have a material impact on the Group's financial performance
- The Group may be a less attractive employer to technologists and product specialists than other brands

Board's view
The Board will continue to balance short-term and long-term issues for the benefit of shareholders, customers and other stakeholders. The Group will continue to invest capital in projects such as the Fastmarkets platform where the short-term cost impact is outweighed by the long-term development of the Group's products and technology.

Mitigation

- Division of responsibilities between Central Technology (back-end infrastructure) and Divisions (client-facing UI etc.) provides clarity for technology and product teams on their remit
- Product capability and, in particular, workflow technology are an important focus when considering acquisitions
- Leveraging expertise of our staff base in Chennai, which includes product specialists
- Hiring product specialists at both senior management and product owner level
- Realignment of divisional management compensation to influence behaviours
- Success of divisional investment such as Fastmarkets platform demonstrates ROI to other divisions and businesses
- Management will allocate capital for product/technology investment where there is a clear business case for doing so
- Our strategic framework enables the Group to allocate capital where it will be used most effectively
- Increased scale of larger divisions reduces impact of specific investments

Risk appetite

Risk averse
Prior years (relative position)
This is a new risk

Post-mitigation risk trend
Increasing

Description of risk change
This is a newly identified risk for the Group's acceleration to becoming a B2B 3.0 information services business and therefore is increasing.

Viability statement

In accordance with provision C.2.2 of the UK Corporate Governance Code 2016, the Directors have assessed the viability of the Group and have selected a period of three years for the assessment from the Balance Sheet date.

The three-year forecasting horizon has been selected because the Directors believe there is sufficient, realistic visibility available to assess the Group's current and anticipated operating environment and market conditions over this period. The three-year period is also used for the Group's strategic planning cycle and is therefore considered an appropriate period for the long-term viability statement given the portfolio strategy of the business which reduces longer-term predictability.

The assessment conducted considered the Group's operating profit, revenue, cash flows, dividend cover and other key financial ratios over the three-year period. These metrics were subject to severe downside stress and sensitivity analysis over the assessment period, taking account of the Group's current position, the Group's experience of managing adverse conditions in the past and the impact of a number of severe yet plausible scenarios based on the principal risks set out in the Strategic Report. The stress testing considered the principal risks assessed to have the highest probability of occurrence or the severest impact, crystallising both individually and in combination. In making the statement, the Directors have applied the following key assumptions from the related principal risks in preparing the scenarios:

- The performance of the Asset Management segment continues to decline, with a significant reduction in clients' research spend and customer behaviour
- The Pricing, Data & Market Intelligence segment suffers a downturn due to the reputational fall-out from inaccuracies in one of its reporting indexes, with a significant fall in subscription revenues
- Significant reversal of the foreign exchange movement linked to the conclusion of the EU exit on 31 January 2020, with the outcome adversely impacting the financial results of the Group
- All material open tax items will result in a significant cash outflow

The Directors have also modelled an extreme scenario downside that combines the key assumptions with a number of other risks that are deemed to have a lower probability of occurrence or lower impact to assess the viability of the Group. The Group's net cash position provides a strong foundation on which to model this extreme downside scenario. This extreme scenario assumes a fall in revenue versus the plan of 8% in 2020 and 14% in both 2021 and 2022. The scenario demonstrates sufficient resilience to these adverse events mainly due to the Group's robust capital position and strong cash generative nature, before management taking any mitigating actions to reduce the impact on the financial results.

In making the assessment, the Directors have considered the Group's robust capital position, the cash-generative nature of the business, the visibility of subscriptions revenue, the ability of the Group to cut costs quickly, the access to available credit, the absence of significant pension liabilities and the Group's ability to restrict dividends. Based on the results of this analysis, the Directors confirm that 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 three-year period under review.

The Strategic Report was approved by the Board of Directors on 21 November 2019 and signed on its behalf by

A. Rashbass

Andrew Rashbass
Chief Executive Officer

21 November 2019

Board of Directors

Following changes in 2019, the composition of the Board is now fully compliant with the 2018 version of the Corporate Governance Code

Leslie Van de Walle

N R

Chairman of the Board

Appointed to the Board:
March 2019

Deputy Chairman and Chair of Nomination Committee at Crest Nicholson Holdings plc, SID and Chair of the Remuneration Committee of DCC plc and a Non-Executive Director of HSBC UK Bank plc. Previously, Chairman of Robert Walters plc and SIG plc. In his executive career, Leslie was Group CEO at Rexam plc and before that at United Biscuits plc. Earlier in his career, Leslie held a variety of senior roles, including Executive Vice President of Retail for Oil Products and Head of Oil Products at Shell Europe.

Andrew Rashbass

Chief Executive Officer

Appointed to the Board:
October 2015

Andrew Rashbass has broad international experience managing information businesses. Between 2013 and 2015 Andrew was Chief Executive of Reuters, the news division of Thomson Reuters. Before joining Reuters, he spent 15 years at The Economist Group, where for the last five years he was Chief Executive.

Wendy Pallot

Chief Financial Officer

Appointed to the Board:
August 2018

Wendy Pallot joined Euromoney in 2018. Wendy has 17 years' experience working as Group Finance Director in UK main market listed companies in the media sector. Between 2011 and 2018, she was Group Finance Director of Bloomsbury Publishing Plc. Prior to that, she was Group Finance Director for GCap Media plc and GWR Group plc. Wendy is the non-executive Chair and co-founder of a company which operates local radio stations, and a Governor of the Central School of Ballet. She qualified as a Chartered Accountant with Coopers & Lybrand.

Key

- A Member of the Audit & Risk Committee
- N Member of the Nominations Committee
- R Member of the Remuneration Committee
- Committee Chair

Jan Babiak

A N

Senior Independent Director

Appointed to the Board:
December 2017

Jan Babiak has over 25 years' experience in professional services in a variety of leadership roles at EY. Jan holds Non-Executive Director roles at Walgreens Boots Alliance, Inc. and Bank of Montreal. Jan chairs the Audit Committee and sits on the Finance Committee of Walgreens Boots Alliance, Inc. and chairs the Audit and Conduct Review Committee and sits on the Governance and Nominating Committee at the Bank of Montreal. Jan is a US qualified Certified Public Accountant, a UK qualified Chartered Accountant and member of the Institute of Chartered Accountants in England and Wales (ICAEW), where she served as a Council Member from 2011 to 2019 when she termed out, while remaining an active member of selected ICAEW working groups. Jan is also qualified as a Certified Information Security Manager and Certified Information System Auditor.

Imogen Joss

N R

Independent Non-Executive Director

Appointed to the Board:
November 2017

Imogen Joss has held a number of senior executive positions in the business information industry and most recently served as the President of S&P Global Platts, Inc. She is the Senior Independent Non-Executive Director and Chair of the Remuneration Committee at Gresham Technologies plc. Imogen also holds Non-Executive Director roles at the International Property Securities Exchange and Grant Thornton, where she chairs the Remuneration Committee.

Colin Day

A N

Independent Non-Executive Director

Appointed to the Board:
March 2018

Colin Day has significant experience in senior operational and financial roles gained across a variety of sectors and was appointed as Chairman of Premier Foods plc in 2019. He has previously held Non-Executive Director roles and chaired the Audit Committee at Amec Foster Wheeler plc, WPP plc, Cadbury plc, Imperial Brands plc and EasyJet plc. Colin spent his executive career in a range of senior roles including Chief Executive of Essentra PLC, Chief Financial Officer at Reckitt Benckiser Group plc and Group Finance Director of Aegis Group plc. Colin is a Non-Executive Director at Meggitt plc, where he chairs the Audit Committee and is a member of the Nominations and Remuneration Committees. Colin is also a Non-Executive board member for the Department for Environment, Food and Rural Affairs, where he chairs the Audit and Risk Assurance Committee. Colin is a Chartered Certified Accountant.

Tim Pennington

A R

Independent Non-Executive Director

Mr Pennington joined the Board with effect from 1 September 2019

Tim Pennington is Chief Financial Officer of Millicom International Cellular, a significant international telecommunications company listed on the Nasdaq stock exchanges in both New York and Stockholm. Tim was previously Group Finance Director and a Director of FTSE 100 groups Cable & Wireless plc and, following its demerger from that company, Cable & Wireless Communications plc.

Tim has a wide range of prior executive experience, including corporate finance experience, firstly as Director in the specialised financing department at Samuel Montagu & Co. Limited, and then as Managing Director of HSBC Investment Bank within its Corporate Finance and Advisory Department. Tim has a Bachelor of Arts (Honours) degree in Economics and Social Studies from the University of Manchester.

Tristan Hillgarth

A N

Independent Non-Executive Director

Appointed to the Board:
December 2012

Tristan Hillgarth has over 30 years of experience in asset management including eight years as a Director of Jupiter Asset Management and previously 14 years at Invesco where he held several senior positions including CEO of Invesco's UK and European businesses. He is a Non-Executive Director of JPMorgan Global Growth & Income plc and a member of the Leverhulme Investment Committee. He qualified as a Chartered Accountant with Arthur Andersen.

Lorna Tilbian

R

Independent Non-Executive Director

Appointed to the Board:
January 2018

Lorna Tilbian is an experienced media analyst having served as Head of the Media Sector at Numis Corporation Plc (Numis) and as a main board director at Numis for over 10 years. Lorna has served as a Cabinet Ambassador for Creative Britain for the Department for Culture, Media and Sport. She is a Non-Executive Director at M&C Saatchi plc, Rightmove plc, Jupiter UK Growth Investment Trust PLC, ProVen VCT plc and Finsbury Growth & Income Trust plc.

Corporate Governance Report

Strong governance, clear policies and procedures, and a positive, entrepreneurial culture supported by a commitment to diversity are all vitally important to your Board, myself as Chairman and the executive team.

Leslie Van de Walle
Chairman

Dear Shareholders,

Last year, the Company made significant progress improving its approach to governance and the Board confirmed its commitment to continuing that work in the 2018 Annual Report and Accounts.

We are now fully compliant in all respects with the 2016 Corporate Governance Code (2016 Code). This section of the Report refers to the steps taken to achieve this as well as providing an overview of our governance arrangements at Euromoney since we became a fully independent FTSE 250 group in April of this year. We also report on the key areas of focus for the Board and its Committees during the last 12 months.

Let me take this opportunity to emphasise that strong governance, clear policies and procedures, and a positive, entrepreneurial culture supported by a commitment to diversity are all vitally important to your Board, myself as Chairman and the executive team. We have made considerable improvements to our governance frameworks in the financial year, as this Report explains, which help to underpin our financial position, strategy and business model, and of course our progressive culture in our many offices across the globe.

As I mentioned in my introduction to the Annual Report on page 4, I was appointed as Chairman with effect from 1 March. I met the criteria for independence required by the Corporate Governance Code on appointment, fulfilling an important compliance requirement.

I then took time following my appointment to gauge the breadth of skills and experience among existing Board members, and found a group of strong ability and experience, and sound judgement already providing a constructive challenge to the executive team. We continue to build on that foundation.

Events in April, which determined that DMGT would distribute their significant 49% shareholding in Euromoney, meant that we were able to take the necessary steps as an independent group to better align our governance arrangements with the expectations of the Code and market practice. The balance of independent Non-Executive Directors appointed to the Board, the Directors' individual terms of appointment, the composition of each of the Board's Audit & Risk, Nominations and Remuneration Committees, and dialogue with key institutional investors have all been addressed and are now compliant.

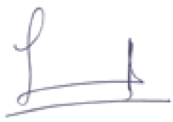
The Board took the further decision in July to appoint Tim Pennington as an additional Non-Executive Director, and Tim joined the Board with effect from 1 September 2019. Tim is already contributing strongly to the Board and the Audit & Risk Committee. Tim also joined the Remuneration Committee with effect from 1 October. Tim's appointment further refreshed the Board's composition following full independence in April. It also allows us to plan effectively for when Tristan Hillgarth steps down from the Board at the 2020 AGM in January, following eight years' service.

Following a detailed review, we were also very pleased that Jan Babiak agreed to become Senior Independent Director in September, and Jan and I will work more closely in 2020 as the Board monitors progress against our agreed strategy. This marks another important achievement on our path to full Code compliance.

More practically, the Board has reviewed, approved or updated a considerable number of its governance and Group policies to strengthen its frameworks, and we have been kept informed of progress against the 2018 Corporate Governance Code (2018 Code). I also conducted a robust evaluation of the Board's performance over the summer.

Now that we are a fully independent FTSE 250 company we have the governance arrangements to further support our strategic ambitions.

Yours faithfully



Leslie Van de Walle
Chairman

21 November 2019

Approach to Corporate Governance Code compliance

This Corporate Governance Report explains the Board's approach to governance in the context of the main principles of the 2018 UK Corporate Governance Code (the 'Code'). We have integrated the key themes of the 2018 Corporate Governance Code as a structure for our review on the basis that this formally applies to the Group from 1 October this year onwards.

The Code's key themes are:

- Board Leadership and Company Purpose are on pages 58 to 61.
- Culture is discussed on page 61.
- Composition, Succession and Evaluation: The Report of the Nominations Committee is set out on pages 70 and 71.
- Audit, Risk and Internal Control: The report of the Audit and Risk Committee is set out on pages 64 to 69.
- Shareholder Engagement and understanding investor views are specifically discussed on page 28.
- Remuneration is covered in the Directors' Remuneration Report on pages 72 to 91.

Leadership: Board composition and individual roles

Following changes during the year the Board comprises a Non-Executive Chairman (who was independent on appointment), two Executive Directors, and six additional independent Non-Executive Directors. Analysis of the composition of the Board can be found on page 58.

There are clear divisions of responsibility within the Board such that no one individual has unfettered powers of decision. The Board approved a revised statement on the division of responsibilities between the Chairman and the Chief Executive Officer during the year. The newly appointed Chairman, Leslie Van de Walle, and the Chief Executive Officer, Andrew Rashbass, have quickly developed a strong working relationship and rapport.

There are also established procedures for all Directors to take independent professional advice in the furtherance of their duties. They also have access to the advice and services of the General Counsel & Company Secretary and the Deputy Company Secretary who joined during the year.

A summary of changes to the Board during the year and members' key responsibilities are set out in the table below:

Executive Directors		Responsibilities	
Chief Executive Officer	Andrew Rashbass	Strategy and Group performance	
Chief Financial Officer	Wendy Pallot	Group financial, operational performance and risk management	
Chairman			
Chairman (from 1 March 2019)	Leslie Van de Walle	Board governance, performance, shareholder engagement	
Acting Chairman (until 28 February 2019)	David Pritchard	Board governance, performance, shareholder engagement and leading the search for a new Chairman	
Non-Executive Directors			
Independent Non-Executive Directors	Jan Babiak Colin Day Tristan Hillgarth Imogen Joss Tim Pennington Lorna Tilbian	Bring an external perspective, independence and objectivity to the Board's deliberations and decision-making	Support and constructively challenge the Executive Directors using their broad range of experience and expertise Monitor the delivery of the agreed strategy within the risk management framework set by the Board Approve material M&A transactions in line with strategy

Leadership: Attendance

The Board meets at least six times each year and there is frequent contact between meetings. At least once a year, the Chairman meets the Non-Executive Directors without the Executive Directors being present. The Non-Executive Directors, led by the Senior Independent Director, meet either together or individually, and in both cases without the Chairman present, at least annually to appraise the Chairman's performance. They also meet on other occasions as necessary.

Non-Executive Directors are also encouraged to meet senior management in the business without the Executive Directors present in order to have access to a range of views and perspectives on the Group and its performance. During the year, the Board met with senior management from across the Group every other month in line with the Board cycle at informal drop-in lunches.

The number of Board meetings and the attendance by each Director during the year was as follows, and similar attendance tables can be found in each of the respective Committee reports which follow:

Board	
Leslie Van de Walle (NB attended one of seven meetings as a guest as Chairman designate)	7/7
Andrew Rashbass	9/9
Wendy Pallot	9/9
Jan Babiak	9/9
Colin Day	9/9
Tristan Hillgarth	9/9
Imogen Joss	9/9
Tim Pennington (NB attended one of two meetings as guest as NED designate)	2/2
Lorna Tilbian	9/9
*David Pritchard	3/3
*Andrew Ballingal	3/3
*Kevin Beatty	2/4
*Tim Collier	3/4

* Stepped down during the year. Whilst appointed, Kevin Beatty and Tim Collier also recused themselves from Board meetings where the DMGT distribution was considered.

Governance

Corporate Governance Report continued

Leadership and effectiveness

Role of the Board and its Committees

Board

Meets at least every two months and more frequently when required – chaired by Leslie Van de Walle

Remit: Approve and monitor strategy; identify, evaluate and manage material risks through an effective and improving controls environment; review financial and commercial performance; ensure adequate funding; review all material corporate transactions including potential acquisitions; approve the Group's purpose, culture and values; and approve key shareholder and stakeholder communications.

Matters reserved to the Board and delegated authorities:

The Board maintains a schedule of matters reserved for its approval, to ensure it maintains oversight and control of all material developments likely to have an impact on the performance or standing of the Group. The General Counsel & Company Secretary ensures that appropriate information is communicated to the Board in a timely manner to enable it to meet its responsibilities. The Board has delegated responsibility for aspects of its remit to standing Board Committees, each of which operates within defined terms of reference as we elaborate on hereafter.

Board

Audit & Risk Committee

Meets at least three times a year – chaired by Colin Day

Reviews and is responsible for oversight of the Group's financial reporting processes, the integrity of the Financial Statements and external communications, and the management of risk across the Group.

Scrutinises the work of the external and internal audit teams and any significant accounting judgements made by management.

The Committee reports on its operations to the Board following each meeting to enable the Directors to determine the overall effectiveness of the Group's internal controls system.

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Nominations Committee

Meets at least three times a year – chaired by Leslie Van de Walle

Reviews the structure, size and composition of the Board and its Committees, and makes recommendations to the Board accordingly.

Considers succession planning for Directors and other senior executives, keeping under review the leadership needs of the Group.

Monitors Board-level and wider diversity across the Group.

Ensures that each Director is subject to a continuing commitment and effectiveness review annually.

Monitors the results of the Board performance evaluation process.

Page 70

Remuneration Committee

Meets at least three times a year – chaired by Imogen Joss

Responsible for determining the contractual terms, remuneration and other benefits of Executive Directors, including performance-related incentives and pension entitlements.

Reviews and approves all remuneration related policies, ensuring that they are clear, simple, mitigate risk and are predictable, proportionate and aligned to culture.

Recommends and monitors the overall remuneration for senior management.

Considers workforce remuneration and alignment of incentives and rewards with culture.

Oversees Group-wide share incentive schemes.

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Management Committees

Group Management Board

Meets monthly (10 per annum) – chaired by Andrew Rashbass

A management board that operates under the direction and authority of the CEO and comprises the Group's divisional and functional leaders.

Assists the CEO and CFO in implementing strategy; monitoring financial performance of our segments; developing the Group's approach to managing employees and to culture and diversity; taking shared responsibility for the Group's approach to corporate governance; and ensuring that the Group's best-of-both worlds operating model works effectively.

Tax & Treasury Committee

Meets twice annually – chaired by Wendy Pallot

A management committee responsible for recommending policy changes to the Audit & Risk Committee.

The Group's treasury policies are designed to reduce the impact of short-term currency movements giving greater certainty and ensuring that the Group has adequate liquidity for working capital and debt capacity for funding acquisitions.

The Committee is also responsible for the Group's tax strategy and policies.

Its members are the CEO, CFO, Deputy CFO, General Counsel & Company Secretary and Global Head of Tax, Treasury and Investor Relations.

All Non-Executive Directors of the Company are invited to attend the meetings.

Risk Committee

Meets four times a year – chaired by Wendy Pallot

Oversees the Group's strategic and operational risk management processes.

It reviews specific risks and monitors developments in relevant legislation and regulation, assessing the impact on the Group.

The Committee reports on its operations to the Audit & Risk Committee to support the Directors in their determination of the overall effectiveness of the Group's risk management framework and control environment.

Its members are the CEO, CFO, Chief Information Officer, Chief Information Security Officer, General Counsel & Company Secretary, Group HR Director, Deputy CFO, Global Head of Tax, Treasury and Investor Relations, Head of Internal Audit, Head of Risk as well as Chief Operating Officers from each of the divisions.

All Non-Executive Directors of the Company are invited to attend the meetings.

Investment Committee

Meets whenever required – chaired by Leslie Van de Walle

Primary purpose is to review requests for approval by the Company to make certain financial commitments which are between £15m and £50m in value. Where deemed appropriate the Committee will also review with a view to making a recommendation to the Board in respect of any M&A activity proposed to be entered into by the Company.

Its members are the Chairman, CEO, CFO, Chair of the Audit & Risk Committee and Lorna Tilbian in her capacity as a Non-Executive Director.

All other Non-Executive Directors are invited to attend meetings by the Committee Chairman when appropriate.

The discussions of each of the Board Committees are summarised and reported to the Board following each Committee meeting, together with recommendations on matters reserved for Board decisions.

Corporate Governance Report continued

Leadership: Independence

The Board has determined that each of the Directors appointed as at 30 September 2019, and all those Directors who will be proposed for re-election at the Annual General Meeting in January 2020, are independent within the meaning of the Code. They were each independent throughout the financial year or from the date of their appointment. Tristan Hillgarth, will not be seeking re-election at the 2020 AGM having served on the Board for eight years.

During the year, and until the distribution of DMGT's shareholding in April, Kevin Beatty and Tim Collier were appointed as Non-Executive Directors of the Company. Tim and Kevin are also Executive Directors of DMGT, which was at that time a significant shareholder of the Company. The Board did not believe that these Non-Executive Directors were able to exert undue influence on decisions taken by the Board, and did not consider their independence or objectivity to be impaired by their positions with DMGT. However, their relationship with DMGT as a significant shareholder in the Company meant they were not considered to be independent for the duration of their appointment.

David Pritchard was also not deemed independent when he agreed to accept the role of Acting Chairman in 2018, having been originally appointed to the Board in December 2008. The Board was satisfied that David, as Senior Independent Director, was the most appropriate Board member to lead the search for a new Chairman and as such assume the role of Acting Chairman.

Leadership: Effectiveness

Following the appointment of the Chairman, the Board completed a detailed, internally facilitated evaluation in August. The evaluation was structured as thematic questionnaires covering the performance of the Board and each of its formal committees, together with an appraisal of the Chairman's performance since appointment. The key themes covered in each were strategy, governance, support and key events in the year. The Chairman personally inputted into the process, and used the outputs from the questionnaires to inform one-to-one discussions with each individual Board member.

No material concerns were identified through the evaluation, and the majority of themes scored strongly. An action plan was agreed by the Board at the November meeting reflecting areas for improvement based on relative scoring:

Board: Maintaining effective oversight of risk management; strengthening understanding of performance in context of peer group; Board's understanding of specific products, markets and outlook; maintaining operational resources to deliver strategy; and refreshing the approach to Board level training and development plans.

Audit & Risk: Approach to Internal Audit in 2020, which has been subsequently addressed by the appointment of a new Head of Internal Audit, and the outcome of the contractor review discussed by Wendy Pallot in her Chief Financial Officer's review.

Board annual timeline

October 2018
- CFO Review of Results and Key Themes
- 2019 Budget Approval
- Finance Transformation Update
- Corporate Development Update (including M&A)
- GMB Succession Planning Update
- Chair Appointment Update
- Board Committee Updates

November 2018
- Approval of Full Year Results
- Risk Management and Principal Risk Disclosures
- Audit & Risk Committee Review Update
- Annual Report: Key Disclosures & Fair, Balanced and Understandable Review
- Final Dividend Recommendation
- Fastmarkets Divisional Presentation
- Corporate Development Update (including M&A)
- Board Committee Updates

January 2019
- CFO Review of Results and Key Themes
- Q1 Trading Update
- BoardEx & The Deal presentation
- Corporate Development Update (including M&A)
- People & Reward Update

January 2019 continued
- 2018 Corporate Governance Code Compliance Analysis
- Updated Share Dealing Code
- Appointment of Numis as additional broker
- AGM Update

March 2019
- DMGT Distribution: Board Review
- CEO Report
- CFO Report
- Sales Academy Presentation
- Fastmarkets Divisional Integration Presentation
- Corporate Development Update (including M&A)
- Company Secretary's Report (Disclosure Policy, Modern Slavery Act, Sharesave Invitation)
- Board Committee Updates

May 2019
- CEO Report
- CFO Report (including Half Year Results)
- Corporate Development (including M&A)
- Investment Research: Sales & Marketing Update
- Company Secretary's Report
- Board Committee Updates

June 2019
- Two day Board Offsite Strategy Meeting

July 2019
- CEO Report
- CFO Report (including Trading Update)
- Institutional Investor Divisional Presentation
- Post Strategy Meeting Update
- Corporate Development Update (including M&A)
- Proposed appointment of Non-Executive Director
- Board Committee Updates

September 2019
- CEO Report
- CFO Report (Results Update, Future Dividend Strategy Analysis)
- 2020 Budget Approval
- Strategic Review of Asset Management
- Financial & Professional Services Divisional Presentation
- Corporate Development Update (including M&A)
- Company Secretary's Report
- Board Committee Updates

Nominations: Committee composition, which has been subsequently addressed by additional appointments to the Committee; focus on board succession planning, which is now planned to be addressed by the Committee following recent appointments; clarity and appropriateness of the management structure, which has also been addressed by changes to our divisions discussed throughout this report; and talent management processes.

Remuneration: Benchmarking of advice and guidance received.

Board activities

The key areas of Board focus in 2019 were:

Significant strategic developments and transactions

- Oversaw completion of the sale of the Mining Indaba events business for £30.1m in October 2018
- Approved the acquisition of BoardEx and The Deal for $87.3m in February 2019
- Approved the appointment of Leslie Van de Walle as Chairman in March 2019
- Oversaw completion of DMGT's distribution of its 49% shareholding to its own shareholders on 2 April 2019
- Comprehensively reviewed the Company's strategy at a two-day offsite in June 2019
- Approved the appointment of Tim Pennington as an independent Non-Executive Director effective September 2019
- Approved the commencement of the ongoing strategic review of Asset Management in September 2019

Company purpose

In line with the expectations of the 2018 Code, the Board has taken time to consider and discuss its approach to company purpose and to formalise a statement which sets this out for shareholders and other stakeholders. Our agreed Purpose Statement, which is also included in the inside front cover, is:

"We deliver sustainable value to customers, returns to shareholders, opportunities for employees and contributions to the communities in which we operate, by bringing clarity and insight to opaque markets."

The Board is confident that there is considerable co-operation and sufficient resourcing across the Group to facilitate communication of its purpose. Its review of approach also established that there is a level of alignment and integration between the Group's culture and the purpose statement. The Board has undertaken to conduct an annual review of the purpose statement and to evolve its approach to this important Code theme over time.

Culture

The Company is addressing its obligation to assess and monitor culture under the 2018 Code in a number of ways. It is anticipated that the three primary channels will be Board/staff engagement (formal and informal), the Remuneration Committee (which considers compensation in the context of behaviours, among other things) and the Audit & Risk/Risk Committees (which provide an opportunity to highlight areas of strengths and development areas). The output from these channels will be reported on formally to the Board at least annually.

Monitoring and oversight

Fair, balanced and understandable

The Board has responsibility for preparing and making certain confirmations concerning the 2019 Annual Report and Accounts and delegates aspects of this responsibility to the Audit & Risk Committee. In accordance with the Code provision C.1.1, the Board confirms, in line with the recommendation of the Audit & Risk Committee, that taken as a whole, the 2019 Annual Report and Accounts is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

Senior members of the Group Finance, Legal, Risk & Secretariat and Internal Audit functions are involved in the preparation of the Annual Report. The Chair of the Audit & Risk Committee and the CFO are kept appraised of all significant information and consulted in relation to certain specific areas, such as the assessment of the Group's principal risks and key judgements and estimates. A key consideration is ensuring appropriate linkage in the report the Group's performance, business model and strategy. The Audit & Risk Committee meets prior to the approval of the report by the Board to consider if the Group has met its reporting obligations.

The Chair of the Audit & Risk Committee reports on the process undertaken to the full Board. A detailed paper is provided to the Board outlining the key disclosure obligations. These steps enable the Board to take a fully informed view as to whether the report meets the 'fair, balanced and understandable' reporting standard.

Internal control and risk management

See pages 43 to 52 for the Group's principal risks and mitigating actions.

The Board as a whole is responsible for the oversight of risk and effectiveness review of the Group's system of internal control. The Company aims to manage rather than eliminate risk and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has implemented a continuing process for identifying, evaluating and managing the material risks faced by the Group. The Board has delegated day-to-day responsibility for internal controls and financial risk to the Audit & Risk Committee and in turn for operational risk management to the Risk Committee, which now operates as a Sub-Committee of the Audit & Risk Committee.

The Directors have completed a thorough review of the effectiveness of the Group's system of risk management and internal controls covering all material controls, including financial, operational and compliance controls during the year. Management identified certain indirect tax errors in 2019 related to prior periods which have given rise to a restatement of prior period comparative information in the financial statements as described on page 114. In response to identifying these tax exposures, management is undertaking a detailed review of the Group's indirect tax processes and controls. Apart from the above tax exposures, all of the material controls operated throughout the year, and additional controls were also introduced during the year. The Company is taking action to address any opportunities to strengthen the controls which were identified during the course of the review.

During the year the Audit & Risk Committee approved a new Group-wide Enterprise Risk Framework, to help our businesses identify, assess, manage and report on risk in a consistent and accessible way.

Following the appointment of new Head of Internal Audit during the year, a comprehensive review of our approach to internal controls and risk management is underway. A newly appointed Director of Risk also joins the business in December to strengthen our approach to risk management.

Corporate Governance Report continued

The controls to prevent an information security breach or cyber-attack are regularly reviewed and, where appropriate, updated. Cyber and other information security risks are increasing and the mitigation of these risks continues to be a key focus area for the Company's Risk Committee and Board. The programme of work to implement tighter information security standards and controls and cyber resilience plans across the Group will continue into 2020. A new Information Security Strategy was approved by the Risk Committee in July.

The Board has established procedures to carry out a review of the internal control and risk management effectiveness which were in place throughout the year and continue to operate, and are detailed on page 60.

The Board of Directors

The Board has overall responsibility for the Group and there is a formal schedule of matters specifically reserved for decision by the Board, which is further discussed on page 58. The Board:

- Reviews and assesses the Group's principal risks and uncertainties at least annually and has performed a robust assessment of those principal risks;
- Seeks assurance that effective control is being maintained through regular reports from divisional management, the Audit & Risk Committee, the Risk Committee, and various independent monitoring functions;
- Approves the annual budget after performing a review of key risk factors. Performance is monitored regularly by way of variances and key performance indicators to enable relevant action to be taken and forecasts are updated each month. The Board considers longer-term financial projections as part of its regular discussions on the Group's strategy and funding requirements; and
- Approves proposals for investments and capital expenditure beyond specified limits.

Speak Up Arrangements

The Group operates a bespoke Speak Up hotline and website for all staff to confidentially raise concerns and allegations regarding potentially inappropriate, fraudulent or criminal activity. This service is provided to the Group across its global offices by Expolink, a recognised independent specialist in this area. During the year there were no material concerns or issues raised via the Speak Up arrangements.

A programme focused on refreshing global communications around the Speak Up arrangements and ensuring their continuing effective operation was completed during the year.

Committee Oversight

Audit & Risk Committee

The Board's committee structures were amended during the year to rename the Audit Committee as the Audit & Risk Committee and to also expand its remit to encompass oversight of risk management. This change was in line with the decisions taken by the Board in 2018 and discussed in last year's report.

The work of the Audit & Risk Committee is discussed in more detail on page 64 to 69 of this Report.

Risk Committee

The Risk Committee was re-aligned as a Sub-Committee of the Audit & Risk Committee during the year, reflecting the latter's expanded remit. The Risk Committee continues to focus on the identification, management and reporting of risk as its core responsibilities. The composition of the Risk Committee can be found on page 64.

During the year the Audit & Risk, Risk and Remuneration Committees each continued to collaborate. Members from all three Committees were invited to other Committee meetings and attended when able. The Chairs of each Committee ensured that matters of mutual interest raised in any of these Committees were also discussed at each meeting.

Entity level controls

Each segment, division or central function is responsible for managing risks and operating controls within their area. Each area confirms the operation of key controls (including with management) to Group management annually. The purpose of the assessment is to confirm the operation of a framework of internal controls, including business performance reviews, financial controls and anti-fraud controls which are expected to be in place in each business unit. They are intended to provide standards against which the control environments of the Group's business units can be monitored. An annual controls assessment is completed at the same time, detailing risks and mitigating controls. In each case, the Group management team follows up these submissions as appropriate.

During the year, a meeting of Divisional Directors and other senior managers was convened to discuss and agree any material changes to the Group's principal and operational risk profile.

The Group Management Board meets monthly to discuss strategic, operational and financial issues. The Group's tax, financing and foreign exchange positions are overseen by the Tax & Treasury Committee. Controls and procedures over the security of data and disaster recovery are periodically reviewed and are subject to internal audit. Accounting controls and procedures are regularly reviewed and communicated throughout the Group. Training and 'how to' guides are published internally. Authorisation levels and segregation of duties are reviewed on a regular basis.

Internal audit

The Group has strengthened its Internal Audit function during the year with the appointment of a new Head of Internal Audit. Following that appointment, and with the approval of the Audit & Risk Committee, the function has: (1) finalised a refreshed Internal Audit Plan for the 2020 financial year; (2) recruited two specialist Internal Audit professionals to provide additional expertise and resource; (3) agreed an Internal Audit Charter which follows the guidelines issued by the Chartered Institute of Internal Auditors; and (4) is now planning a thorough evaluation of the effectiveness of the Group's control environment and operating procedures.

The Head of Internal Audit and the function reports directly to both the Group's CFO and the Chairman of the Audit & Risk Committee and works closely with the Group's General Counsel & Company Secretary. An effective working relationship is established between the team and the external auditor PwC. The function undertakes internal control reviews across the Group, investigates allegations of wrongdoing or inappropriate practices, and reports its findings to the Audit & Risk Committee.

Relations with shareholders

The Chairman prioritised effective dialogue with significant shareholders and stakeholders following his appointment in March. Meetings with the Life President, the former Chairman and other stakeholders were held in parallel to his formal induction programme to gauge important historical context and background for the Group's position, strategy and outlook.

Separately, the CEO and CFO, and on occasion the Chairman, meet with shareholders to discuss the annual and half year results, to highlight significant acquisitions or disposals, or at the specific request of particular institutions. The CEO, CFO and the Head of Investor Relations also convene results focused meetings for analysts and representatives of the investment community following each set of annual and half year results.

In July the Group co-ordinated a detailed Capital Markets Day for stakeholders. This key event in the Group's financial year was hosted by Andrew Rashbass, CEO. Divisional presentations were delivered by (1) Bashar Al-Rehany and Chris Ciompi, who discussed the products, market and outlook for the Investment Research Division businesses BCA Research and NDR; (2) Jeff Davis, who introduced the BoardEx business which was acquired by the Group in February; and (3) Raju Daswani, who gave a detailed update regarding integration of the Fastmarkets division which included a demonstration of the new Fastmarkets platform. Wendy Pallot, CFO, concluded the event with a presentation focused on the Group's outlook and strategic priorities.

All shareholders also have the opportunity to participate in the AGM which is usually held in January or early February each year. In line with best practice, all shareholders have at least 20 working days' notice of the AGM at which the Executive Directors, the Chairman and Non-Executive Directors, including all Committee chairs are available for questioning.

The Company's CEO and CFO report to the Board on matters raised by shareholders and analysts to ensure members of the Board develop an understanding of investors' and potential investors' views of the Company. The Senior Independent Director in particular is made aware of the significant investor and external stakeholder opinions regarding the company. All Board members also regularly receive analyst reports about the Company to provide additional insight into how the market perceives the Company.

Viability statement
See page 53 for the viability statement and 93 for the going concern statement.

Statement of compliance
The Company has made significant progress during the year in addressing the areas of previous non-compliance with the Code. A key milestone was the appointment of Leslie Van de Walle as independent Non-Executive Chairman with effect from 1 March 2019.

This progress otherwise primarily reflects the Group becoming a fully independent FTSE 250 Company following the distribution by DMGT of its significant 49% shareholding in the Group on 2 April 2019, which is discussed throughout this report.

On 2 April 2019 the relationship deed that the Company entered into with Daily Mail General Trust (DMGT) on 8 December 2016, in light of DMGT's substantial shareholding in the Company, automatically terminated. The two representative directors appointed to the Company's Board in accordance with the relationship deed also stepped down as members of the Board and their respective Committees on that date, having recused themselves from all Board and Committee meetings preceding the share distribution in order to avoid any potential conflict of interest or suggestion of influence on decision making.

The composition of the Board and its Committees is therefore fully compliant with the 2016 Code as at 30 September 2019. Jan Babiak was appointed as Senior Independent Director with effect from 18 September 2019 and as such is available to shareholders for matters for which contact with the Chairman or Executive Directors may not be appropriate, or generally should dialogue be sought.

The Board has specifically taken time to consider culture and values during the financial year and on review has determined that the Group benefits from a strong and identifiable culture across its offices in 12 countries around the world. Euromoney is recognised as an employer committed to diversity and has programmes designed to help staff at all levels develop the professional and personal skills necessary to build and sustain a career with the Group. The specific approach taken to culture is discussed in more detail in this report on page 61.

Similarly the Board has strengthened its approach to stakeholder matters, and is actively progressing a number of initiatives with the intention of addressing the views and interests of these groups. The key areas of focus are workforce engagement through the newly introduced Staff Forum, staff wellbeing through externally designed support programmes, staff safety in the context of geopolitical risks, supplier assessment and validation. These aspects are discussed in more detail in the Stakeholder and Sustainability Review on pages 30 to 37.

Compliance with the 2016 version of the Code
The Group was compliant with all provisions of the 2016 Code as at 30 September 2019. However, for part of the review year, and until the decisions and events described in this report and throughout the Strategic Report, the Group did not comply with the following provisions of the 2016 Code, which is applicable to the Group for the 2019 financial year:

- Chairman: until the appointment of Leslie Van de Walle with effect from 1 March 2019, the Group did not have an independent, Non-Executive Chairman. David Pritchard was not considered independent on appointment as Acting Chairman having been originally appointed to the Board in 2008;
- Senior Independent Director: until the appointment of Jan Babiak with effect from 18 September 2019, the Board did not have a Senior Independent Director as David Pritchard had agreed to become Acting Chairman in order to oversee the appointment of a new Chairman;
- Senior Independent Director dialogue with shareholders: until the appointment of Jan Babiak with effect from 18 September 2019, the Board did not have an appointed Senior Independent Director to meet with and generally liaise with shareholders on behalf of the Chairman and the Board;
- Terms and conditions of appointment of Non-Executive Directors: until the DMGT representative directors Tim Collier and Kevin Beatty stepped down as Directors with effect 2 April 2019, they were appointed as Directors without terms of appointment with the Company;
- Composition of the Audit & Risk Committee: until the DMGT representative Director Tim Collier stepped down as a Committee member in April, the Committee's composition was not compliant with the requirements of the 2016 Code;
- Composition of the Nominations Committee: until the DMGT representative Directors Tim Collier and Kevin Beatty stepped down as Committee members in April, the Committee's composition was not compliant with the requirements of the 2016 Code;
- Composition of the Remuneration Committee: until the DMGT representative Director Kevin Beatty stepped down as a Committee member in April, the Committee's composition was not compliant with the requirements of the 2016 Code.

The Board has addressed all prior areas of non-compliance and ended the year fully compliant with the requirements of the 2016 Code. The Company heads into the year with a significantly strengthened governance framework underpinning the Group and its different businesses.

Tim Bratton
General Counsel & Company Secretary
Euromoney Institutional Investor PLC

21 November 2019

Audit & Risk Committee Report

> I am pleased to present the report for the Audit & Risk Committee for 2019.

Colin Day
Chair of the Audit & Risk Committee

Attendance tables

Audit & Risk Committee	
Colin Day	5/5
Jan Babiak*	3/3
Tristan Hillgarth	5/5
David Pritchard**	2/2
Tim Collier**	2/2
Tim Pennington*	1/1

* Joined the Committee during the year
** Stepped down from the Committee during the year

The Committee's formal remit this year has widened to include operational risk and it was pleased to support the adoption of a new Enterprise Risk Framework by the Group. As well as the Committee's regular activities, a key focus has been appointing a new Non-Executive Director with the requisite financial experience and we are therefore delighted to welcome Tim Pennington to the Committee

Chair's Introduction

The Committee had another busy year as, in addition to its core responsibilities, it continued to oversee the implementation of the Global Finance Transformation Programme within certain of the Group's divisions, as well as monitor the BoardEx and The Deal acquisition and the Mining Indaba disposal. To ensure the Committee continued to be adequately apprised of such developments within the Company, a new Head of Internal Audit was appointed and granted further authority to increase the in-house audit resource.

The recommendation made last year to the Board to reconstitute the Committee to also cover Risk so that further time could be devoted to the analysis of the Group's Principal Risks before consideration by the Board was also duly approved.

The principal Committee objectives are to be proactive and provide constructive challenge of information received, particularly regarding the integrity of the Group's financial statements, significant areas of judgement, other relevant financial information and overall risk appetite. Throughout the year the Committee has received timely and relevant information from management and both internal and external audit. Reports were appropriate, concise and transparent, which has enabled the Committee to discharge its duties effectively. All the proceedings of each Committee meeting and how the Committee has discharged its duties and responsibilities are reported to the Board.

As noted in the Chief Financial Officer's review, two prior year tax exposures were identified that have resulted in the requirement to restate the financial statements. These exposures concern treatment of VAT on intra-group transactions and the tax treatment of payments made for services provided by third-party contractors. Further details of these prior year adjustments can be found on page 114.

These exposures were identified by internal processes. Management took immediate steps to ascertain the exposure and improve controls in these areas. The Group continues a wider programme to review and to continue to improve internal controls across all operations.

Committee members

The experience of the Committee members is summarised in biographies on pages 54 and 55, and Committee attendance is detailed on page 64. The Audit & Risk Committee Chair has held a number of listed company roles as either Group CFO or CEO and is Chair of the Audit Committee for two further organisations.

During the year there were a number of changes to the Committee's membership. The Committee thanks Tim Collier for his service over the past 2 years. Tim, who holds the Group CFO role at DMGT, resigned from the Committee following DMGT's distribution of its share in the Euromoney Group in April. The Committee also thanks Jan Babiak, who has been an independent Non-Executive Director of Euromoney since December 2017, for joining the Committee on an interim basis from 1 May until 30 November. Finally, the Committee welcomes Tim Pennington who joined the Committee as a permanent member from 1 September.

The Board considers each member of the Committee to be independent within the definition of the 2016 UK Corporate Governance Code. They bring a broad and diverse range of commercial and financial experience such that the Board is provided with assurance that the Committee has the appropriate skills and experience to be fully effective and meet the Code requirement.

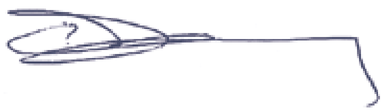
By invitation, the Chair of the Board, CEO, CFO, Deputy CFO, Global Head of Tax, Treasury and Investor Relations, the Head of Internal Audit, General Counsel and Company Secretary and representatives from the external auditors attend the Committee meetings. In addition, the Committee periodically, and the Audit & Risk Committee Chair more regularly, meets separately with the Head of Internal Audit and the external auditors without the Executives being present. This enhances further understanding of the key issues and ensures that sufficient time is devoted to them at each meeting.

Responsibilities

The Committee met five times during the financial year and is responsible for:

- Monitoring the integrity of the Financial Statements and announcements and reviewing significant financial reporting requirements, issues and judgements
- Reviewing the adequacy and effectiveness of the Group's systems and processes for internal financial control
- Reviewing the effectiveness and output of the Group's Internal Audit function and programme
- Overseeing the appointment, terms, remuneration and performance of the External Auditor and the scope, results, cost effectiveness, quality of the audit, assessment of independence and monitoring of non-audit services
- Reviewing the adequacy and effectiveness of the Group's risk management systems and mitigation programmes
- Reviewing the adequacy of the Group's Speak Up arrangements and procedures for detecting fraud

Detailed responsibilities are set out in the Committee's Terms of Reference, which can be found on the Company's website: www.euromoneyplc.com.



Colin Day
Chair of the Audit & Risk Committee

21 November 2019

Committee Annual Timeline

October 2018

- Significant Reporting Matters and Judgements
- Assessed and Approved the FY18 Principal Risks Disclosure
- Completed Annual Impairment Reviews
- PwC Pre Year-End Update
- Global Finance Transformation Programme Update
- Internal Audit Report
- Internal Audit Approach
- Committee Performance & Effectiveness
- Committee's Risk Remit
- Effectiveness of the External Auditor

November 2018

- Annual Report & Accounts
- Fair, Balanced and Understandable Review of Annual Report
- Reviewed Exceptional Items Reporting
- PwC Year-End Audit Findings
- Review of Non-Audit Services
- Independence and Reappointment of Auditors

November 2018 continued

- Discussed the Rotation of the External Auditor's Lead Partner in 2020
- US Sales Tax Update
- Retirement Schemes Accounting Review
- Global Finance Transformation Programme Update
- Internal Audit Report
- Internal Audit Effectiveness

May 2019

- Half-Year Reports
- Assessed and Approved the 2019 Principal Risks Disclosure
- PwC Half-Year Review
- Internal Audit Report
- M&A Accounting Review
- Contractor Relationship Review Update
- Global Finance Transformation Programme Update
- Speak Up Update
- PwC Non-Audit Services & Business Relationships

July 2019

- Significant Reporting Matters and Judgements
- PwC Audit Plan
- Statutory Audit Exemptions
- Internal Audit Report
- Global Finance Transformation Programme Update
- Speak Up Update

September 2019

- Significant Reporting Matters and Judgements
- Annual Impairment Reviews
- PwC Pre Year-End Update
- Risk Management Framework
- Contractor Review Update
- Global Finance Transformation Programme Update
- Internal Audit Report
- Internal Audit Charter Approval
- Committee Performance & Effectiveness
- Speak Up Update
- 2020 Audit Plan Approval

Audit & Risk Committee Report continued

Key focus areas during 2019

During the year the Committee reviewed a range of topics, including the following key focus areas:

Key Focus Area	Audit & Risk Committee Input
Areas of significant financial judgement	The Committee received regular updates from management on the areas considered to have significant financial judgement applied. These are set out on pages 120 to 122.
Risk Management	The Committee undertook a review, before consideration by the Board, of the register of material risks facing the Group and the adequacy and effectiveness of management's risk mitigation plans in respect of these risks. The Committee regularly reviews the plans in place by considering reports from Internal Audit and the management committee responsible for risk on the effectiveness of controls to mitigate such risks. During the year an enhanced 'Risk Management Framework' was reviewed and approved for implementation.
Global Finance Transformation Programme	The Committee received regular updates from management on the implementation of the Global Finance Transformation Programme, which includes deployment of a global finance system to improve quality and efficiency of financial reporting and to further enhance the control environment. Implementations in 2019 included the Investment Research Division and the largest two legal entities in the UK.
Independent Third-Party Contractor Framework	In addition, the Committee reviewed the findings of an assessment by management of the controls in place over the engagement and management of third-party independent contractors who provide services to the Group in the UK. As a result a tax exposure was identified for which a restatement was required to the prior years and adequate provision was made to cover any resulting liability. Further details can be found on page 114.
Internal Audit	Following a review of the Internal Audit function structure, to ensure the Committee continues to be adequately furnished with reporting on the completeness and operating effectiveness of the internal control and risk management frameworks, the Committee appointed a new Head of Internal Audit during the year and provided further authority to expand the in-house headcount.

Main Activities

The Committee met three times in 2019 after publication of the 2018 Annual Report and Accounts and once between the year-end and the publication of this Annual Report. The key issues covered at each Committee meeting were reported at the subsequent Board meeting.

The Committee routinely reviewed key financial statements and financial announcements of the Group. At the request of the Board, the Committee considered whether the 2019 preliminary results and the Annual Report and Accounts were fair, balanced and understandable, and whether they provided the necessary information for shareholders to assess the Group's position, performance, business model and strategy. The Committee was satisfied that, taken as a whole, the 2019 Annual Report and Accounts was fair, balanced and understandable. A significant part of the Committee's routine work relates to monitoring the Group's system of internal control. Further details of this are set out in the Corporate Governance Report on page 61.

There was no interaction with the Financial Reporting Council's (FRC) Corporate Reporting Team during the year.

Meetings between the Internal and External Auditor and Committee members were held following each scheduled meeting of the Committee. For 2020 the Committee will continue to oversee a programme to enhance the Group's internal controls and risk management framework and oversee the continued implementation of the Global Finance Transformation Programme.

Effectiveness of Internal Control Systems

The Committee maintains responsibility for reviewing the process for identifying and managing risk and for reviewing internal controls. It receives reports from management, the Risk Committee, and Internal Audit, in addition to the results of any investigations performed as a result of employee 'Speak Up' or otherwise. Furthermore, the Committee reviews the external auditor's assessment of the Group's financial controls framework. Besides recognising steps taken by management to review the design and operating effectiveness of tax controls, the Committee continues to note an improvement in the control environment due to a number of initiatives completed during the year including a new Enterprise Risk Framework process, the Contract Transformation Programme and a new electronic vendor due diligence portal.

As noted previously, the Group has continued with its implementation of the Global Finance Transformation Programme, which will further enhance the strength of the control environment and was subject to both internal and external auditor reviews during the year.

Internal Audit

The Internal Audit function carried out reviews across the Group, providing independent assurance to the Committee on the design and effectiveness of internal controls to mitigate financial, operational and compliance risks. The purpose, authority and responsibilities of Internal Audit are embodied in the Internal Audit Charter which the Committee reviews and approves on an annual basis. The Head of Internal Audit has dual reporting lines to the Audit and Risk Committee Chair and the Group CFO.

The Committee discussed and approved the 2020 Audit Plan to be executed by the Internal Audit function at the September Committee meeting. Whilst risk-based, the audit plan coverage also ensures all components of the Group are regularly reviewed. In addition, the services of third-party co-source assurance partners are utilised to ensure complex or bespoke areas of risk are adequately appraised. The Committee reviews the results of the internal audit reports during each meeting, looking in detail at any reports where processes and controls require improvement. The Committee is also provided with updates on the implementation of agreed actions and overall control environment progress at each meeting. Internal audit resource is monitored such that, if internal or external circumstances should give rise to an increased level of risk, the audit plan can be supplemented accordingly during the year. Any changes to the agreed audit plan are presented to and agreed by the Committee. The effectiveness of the Internal Audit function is reviewed on an annual basis. The review covered the function's independence, its experience and expertise, the scope of the annual audit plan, the quality of reports issued and the identification of issues. The Committee concluded that the Internal Audit function has remained effective.

External Auditor

PricewaterhouseCoopers LLP (PwC) was appointed by shareholders as the Group's statutory auditor in 2015 following a formal tender process. The lead Audit Partner will have led the audit for five years following the 2019 audit and therefore a new Audit Partner has been appointed in accordance with the FRC's auditing and ethical standards for the 2020 audit.

UK focus

Global Finance Transformation Programme

The Global Finance Transformation Programme (GFTP) is a multi-year programme with the objective of creating a best-of-both worlds Finance function that is fit for purpose to support the Group in delivering its strategy of becoming a 3.0 information services business. The primary goals are to reduce layers of complexity, implement simple and standardised best practice finance processes, improve the quality and efficiency of financial reporting and strengthen financial control.

The GFTP encompasses our people, processes, systems and data. A phased implementation approach has been adopted to limit business disruption and mitigate key implementation risks. Phase one includes the roll-out of a single global instance of a cloud-based ERP system (Oracle NetSuite) with a common Chart of Accounts.

A Global ERP Template was approved in July 2018, with the first business, Ned Davis Research, going live in August 2018. BCA Research was the next business to go live in February 2019, making Investment Research the first division to fully adopt NetSuite and the global template. The benefits this drives include (1) reduction of complexity and legacy global systems; (2) improved automation and simplification through integration with billing systems; (3) streamlined and consistent global processes; and (4) a strengthened control environment.

In July 2019 the UK's largest two revenue generating legal entities, Euromoney Trading and Euromoney Global, transitioned the core general ledger activities, Purchase to Pay (P2P) and Record to Report (R2R), onto NetSuite. Transition of core Order to Cash (O2C) processes will continue through 2020 in order to gain the greatest benefits of automation and integration with Euromoney's customer relationship management (CRM) tools. The remainder of the Group is targeted to migrate onto NetSuite in 2020.

The Audit & Risk Committee continues to maintain active and challenging oversight to ensure that the global design, processes and controls documentation is fit for purpose, and receives independent assurance reports from both internal and external audit after each milestone.

Besides the NetSuite implementation, and in line with the broader investment in people, we have also recently launched the Finance Academy to support the ongoing development of our team as we evolve to a 3.0 Finance function.

The external audit contract will be put out to tender at least every 10 years. The Company continues to comply with the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 for the financial year under review.

It is the Committee's usual practice to undertake a detailed review of the performance and effectiveness of the External Auditor in performing the audit, informed by the output from a questionnaire completed by senior finance personnel across the Group. Taking into account the nature of the feedback received from the business and the Committee's own experiences working with PwC during the year, the Committee has satisfied itself that the External Auditor is providing an effective service.

Non-Audit Work
The Committee and the Board place great emphasis on the objectivity of the Group's external auditors in reporting to shareholders. During the year, the Committee reviewed its Provision of Non-Audit Services Policy to ensure its continuing suitability and effectiveness and its compliance with the Financial Reporting Council's Guidance on Audit Committees (2016) and Revised Ethical Standard (2016). The Policy recognises the criticality of the independence and objectivity of the External Auditor and the need to ensure that this is not impaired by the provision of non-audit services. The Policy also recognises, however, that it may be beneficial for the External Auditor to provide certain services because of its existing knowledge of the business or because the information required is a by-product of the audit process. In these circumstances, the External Auditor is permitted to provide certain non-audit services where these are not, and are not perceived to be, in conflict with its independence.

The Policy identifies services that are prohibited and those that are permitted subject to formal approval. Prohibited services include those where the External Auditor participates in activities that are normally undertaken by management, is remunerated through a success fee or similar, or may be required to audit its own work (including tax services, legal services, internal audit work and work on internal control or risk management procedures).

Other non-audit services may be undertaken by the External Auditor where it has the requisite skills and experience, it is considered to be the most appropriate to undertake such work in the best interests of the Group, the provision of such services does not impair its independence and objectivity and the related fees – both in respect of individual services and in aggregate – are not material relative to the Group external audit fee. Any permitted service with a fee of less than £75,000 must be pre-approved by the CFO. Any services with a fee of more than £75,000 must first be approved by the Audit & Risk Committee or a sub-committee of any two members. Once above 50% of the annual limit in any one year, any further services require full Committee approval.

The amounts paid to the External Auditor were £1.8m (2018: £1.4m) during the year, comprising £1.5m (2018: £1.1m) for audit services, £0.1m (2018: £0.1m) for audit related assurance services, and £0.1m (2018: £0.1m) for other assurance services as set out in note 4 to the Consolidated Financial Statements. In conclusion, taking into account the application of the revised Provision of Non-Audit Services Policy, the Committee is satisfied that PwC was independent at all times during the year under review.

External Auditor Reappointment
Considering the audit tender process undertaken in 2015 and the firm's continued performance as External Auditor, the Committee has recommended to the Board that PwC be offered for reappointment at the 2020 Annual General Meeting. The PwC Lead Audit Partner, Giles Hannam, will rotate off the audit engagement in December 2019. He will be replaced by Jason Burkitt, also an experienced audit partner, who has already started to familiarise himself with the Group.

Committee Effectiveness
The Committee undertook a review of its own performance and effectiveness during 2019. This was facilitated by the Deputy Company Secretary, who acts as Secretary to the Committee and who reviewed the results with the Chair of the Committee, before a wider discussion with other Committee members. The review concluded that the Committee is operating effectively and is increasingly focused on key issues, risks and controls, aided by continued improvements during the year in the quality and depth of Committee papers and a refresh of the annual matters calendar for the Committee.

Audit & Risk Committee Report continued

Financial reporting and significant financial judgements

The Committee, with input from the external auditor, assessed whether suitable accounting policies had been adopted, that management had made appropriate estimates and judgements, and whether disclosures were balanced and fair. For the year ended 30 September 2019, the Committee reviewed the following main issues noted below and is satisfied that all issues have been addressed appropriately and in accordance with the relevant accounting standards and principles.

Issue	Review
Fair, balanced and understandable	
At the request of the Board, the Committee has considered whether, in its opinion, the 2019 Annual Report and Accounts is fair, balanced and understandable.	The Committee considered that the Group's strategy is clearly articulated, outlining the Group's purpose. Business and market performance is considered in the round with equal prominence on strong and weak performance. A mix of both financial and non-financial information is disclosed, explained and clearly reconciled. Following the Committee's review of the Annual Report and Accounts and after applying its knowledge of matters raised during the year, the Committee is satisfied that, taken as a whole, the 2019 Annual Report and Accounts is fair, balanced and understandable.
Restatements	
During the year, the Group identified two tax exposures: (i) under-payments of PAYE and NI to HMRC in respect to contractors; and (ii) VAT arising on supplies made between entities within the Group. These exposures resulted in a restatement of the 2018 results and the opening reserves at 1 October 2017. Full details are included in note 1 of the Consolidated Financial Statements.	The Committee considered the two tax matters identified in the year and the significance of these items to the current and prior year results. The Committee challenged management on the robustness of the analysis and assumptions taken in estimating the exposures and has considered the judgements taken to restate the financial statements and management's best estimate of the exposures to be appropriate.
Presentation of adjusted and underlying performance	
Presentation of adjusted and underlying performance, including identification and treatment of exceptional and adjusting items. Management considered the latest European Securities and Markets Authority, ESMA, and FRC guidelines on alternative performance measures to ensure that the Annual Report and Accounts had been prepared in line with best practice. The presentation of adjusted and underlying measures has been restated to reflect the impact of the restatements as outlined above in addition to discontinued operations for Asset Management.	The Committee reviewed the 2019 Annual Report and Accounts and discussed with management and the external auditor the exceptional and adjusting items including consideration of their consistency and the avoidance of any misleading effect on the Financial Statements and on the Group's alternative performance measures. The Committee challenged management to ensure that each item is appropriate to classify as an exceptional or adjusting item. The Committee concluded that the presentation of the adjusted and underlying performance, which includes discontinued operations for Asset Management, has clear labelling, transparent reconciliations and appropriate explanations.
Goodwill and other intangibles	
The Group has goodwill of £246.3m and other intangible assets of £159.1m. The Group recognised an impairment charge of £2.4m having decided to close CIE in 2019. No further impairments arose following the review at the year end. Management undertook a review of the Group's cash generating units and following further integration within the Group. The level at which goodwill impairment was performed was reassessed resulting in CGUs being aggregated.	The Committee has considered the assessments made in relation to the impairment of goodwill and other intangible assets. The Committee discussed the methodology and assumptions used in the model supporting the carrying value and reviewed those businesses where headroom has decreased. The Committee has also understood the sensitivity analysis used by management in its review and disclosure of impairment. The Committee has also challenged management on its aggregation of CGUs in the year in ensuring that the position appropriately reflects how management monitors goodwill and considered the position to be appropriate. The Committee concluded that no impairments were required.

Issue	Review

Accounting for acquisitions and disposals

Issue	Review
The Group made a number of acquisitions and disposals during the year. There were a number of consequential accounting considerations, including identification and fair values of intangible assets, fair value of other assets, goodwill arising and gain on sale of businesses recognised. The Group also has acquisition commitments on previous acquisitions.	The Committee reviewed the work undertaken for the acquisition of BoardEx and The Deal, the disposal of Mining Indaba and the related financial statement disclosures for both matters. For the acquisition, the Committee considered the identified intangible assets acquired and assessed the methodology employed for calculating the fair values and the appropriateness of the key assumptions used, including discount rates. The Committee also considered the useful economic lives assigned by management noting them to be reasonable and in line with management's policy. For the disposal, the Committee reviewed the resulting profit on disposal and considered the disclosures within the Annual Report and Accounts to be reasonable.

Discontinued operations and assets held for sale

Issue	Review
In September 2019, the Group announced a strategic review of its Asset Management segment. In November 2019, the Group announced that this continues. This segment meets the IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' criteria to be treated as discontinued operations at 30 September 2019. Asset Management meets the IFRS 5 criteria to be treated as discontinued operations due to its size and the fact that the segment constitutes a major line of the Group's business. For the year ended 30 September 2019, its results have been included in discontinued operations. The comparative period has also been restated. The results for both years are included in both the adjusted and underlying measures. The discontinued operations in 2018 relating to the disposal of the GMID have been excluded in the adjusted results to reflect the basis on which the chief operating decision maker (CODM) reviews the business. The comparatives have been updated to reflect this change in management's adjusted measure in order to provide a more like-for-like view of continuing operations.	The Committee has reviewed management's assumptions in accordance with the requirements of IFRS 5 and agrees with the classification as discontinued operations in the Income Statement at 30 September 2019. The Committee has reviewed the disclosure and restated comparatives, including the presentation of adjusted and underlying performance measures which include discontinued operations with regards to Asset Management. The Committee has reviewed the disclosure and restated comparatives, including the presentation of adjusted measures to exclude discontinued operations relating to GMID.

Taxation

Issue	Review
Taxation represents a significant cost to the Group in both cash and accounting terms and the Group is exposed to differing tax regimes and risks which affect both the carrying values of tax balances (including indirect tax and deferred tax) and the resultant Income Statement charges. There were several significant judgement areas in respect of tax in the year. Firstly, the Group continues to maintain its tax provision in relation to an ongoing HMRC enquiry to the maximum exposure of £10.7m. Similarly, the Group maintains its position that no provision is required in relation to the challenge by the Canadian Revenue Agency. The Group has notified HMRC that a voluntary disclosure will be made with respect to the PAYE and NI understatement and is currently in the process of finalising this disclosure. The Group has also notified HMRC regarding the potential VAT exposure and discussion is ongoing with HMRC to finalise the potential underpayment of VAT. Further details are disclosed in the Estimates section in note 2.	The Committee reviewed the tax charge at the half-year and full-year, including the adjusted effective tax rate, deferred tax balances and the provision for uncertain tax positions for direct and indirect tax. The Committee also reviewed management's analysis and support provided by third party experts. The Committee agreed with management's treatment of the Group's tax matters and the disclosure of tax-related matters in the Annual Report and Accounts, including uncertain tax positions in note 2 to the Financial Statements. The Committee has reviewed the assumptions and judgements in assessing these exposures and concluded that the provisions, accounting treatment and related disclosure were appropriate. The Chairman also attends Tax & Treasury Committee meetings which provides valuable insight into the Group's tax matters.

Nominations Committee Report

I am pleased to report that the Committee made good progress in a range of areas during the year.

Leslie Van de Walle
Chairman

Attendance tables

Nominations Committee	
Leslie Van de Walle	4/4
Jan Babiak	8/8
Tristan Hillgarth	7/8
*David Pritchard	4/4
*Kevin Beatty	3/4
*Tim Collier	4/4

* Stepped down from the Committee during the year.

Chair's Introduction

It was a busy year for the Committee with various Board and Committee changes taking place throughout the year for the reasons discussed in my Chairman's introduction (see page 4).

This time last year, David Pritchard, who was Chair of the Committee for the first half of the year prior to his retirement, noted that the Committee's focus would be to appoint a new Chairman, a Senior Independent Director, the possible appointment of additional Non-Executive Directors and reviewing the Board's composition in light of the 2018 Corporate Governance Code's requirements.

I am pleased to report that the Committee made good progress during the year across all of these areas as set out in the key activities table below. I would like to thank David for the progress made in these areas prior to his retirement from the Board, as well as Tim Collier and Kevin Beatty for their service on the Committee as DMGT's representative Directors prior to stepping-down from the Board in April.

Tim Pennington has completed much of his induction, having met the Group's executive team and advisers, and is already contributing strongly to Board discussions through his financial, listed company and telecoms experience.

We have also made changes to the composition of the Committee, since I believe it is important for the Chairs of the Audit & Risk and Remuneration Committees to be members. I was therefore pleased to welcome Colin Day and Imogen Joss to the Committee in this capacity in September.

Diversity

Andrew and Wendy have rightly prioritised diversity across the Group's operations, with the Board's full support. We discuss the Global Diversity Week held in January and other initiatives designed to encourage this to flourish in a specific case study on page 39. I encourage you to take the time to read about the good work being done across the Group. We do also acknowledge that while the Company has made significant progress in the last three years improving gender diversity at both Board and Group Management Board level, the Board is aware that diversity encompasses more than just gender and is committed to improving the diversity of nationality, ethnicity and background of Board members and senior management. The Committee is mindful of the benefits of any Board being representative of the stakeholders it represents, and while we will always ultimately recruit on merit, any future appointment processes will take place with this context very much in mind.

Nominations Committee: 2019 key activities	
Appointment of Chairman	Following a comprehensive process led by David Pritchard working with Russell Reynolds, Leslie Van de Walle was appointed as Chairman on 1 March 2019
Appointment of Senior Independent Director	Following an internal review and canvassing of opinions from the CEO and Non-Executive Directors as well as discussion by the Committee, Jan Babiak was appointed as Senior Independent Director in September 2019
Review Board composition in light of 2018 Code	The Board and its Committees are fully Code compliant. The Board currently consists of two Executive Directors (the CEO and CFO) and seven independent Non-Executive Directors, which will reduce to six following Tristan Hillgarth's stepping-down from the Board in 2020
Appointment of Non-Executive Director(s)	Following the resignation of DMGT's representative Directors from the Board and in anticipation of Tristan Hillgarth's stepping-down at the 2020 AGM, the Committee recommended the appointment of a new Non-Executive Director with financial expertise to join the Board and serve on the Company's Audit & Risk Committee. Following a recruitment process led by the new Chairman, also working with Russell Reynolds, Tim Pennington joined the Board on 1 September 2019

Staff Engagement
The Board has benefited from a range of opportunities to engage with staff during the year, and this is reflected in the formation of the Group's Staff Forum, which is beginning to establish itself. The Board has enjoyed hosting a range of informal meetings with staff in both London and New York to gain a better understanding of their businesses. We discuss the Group Staff Forum in more detail on page 30.

Governance
The Committee has delegated authority from the Board under the Terms of Reference which were updated and approved in November 2019. The composition and structure of the Committee meet the expectations of the 2018 Code which applies from 1 October 2019.

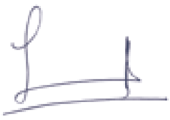
As noted above, Colin Day and Imogen Joss were both appointed as members of the Committee with effect from 1 October. Committee composition is therefore Leslie Van de Walle, Jan Babiak, Colin Day, Tristan Hillgarth and Imogen Joss. Andrew Rashbass typically attends meetings of the Committee.

The Committee's key responsibilities are to: (1) regularly review the structure, size and composition of the Board, which includes its skills, knowledge, experience and diversity; (2) give consideration to Board level succession planning; (3) support the Executive Directors with changes at senior management level; (4) keep under review the leadership needs of the organisation; (5) co-ordinate and recommend Board appointments; and (6) review performance and evaluation findings.

External Search Agency
The Committee has appointed Russell Reynolds Associates as their primary executive search consultant. Russell Reynolds does not have any connection with the Company.

I am pleased to be able to report to shareholders that the Nominations Committee is working effectively and meeting the revised expectations of the 2018 Code. We will nevertheless continue to evolve and strengthen our processes in line with our key focus areas for 2020, as set out in the table below.

Areas of focus for 2020
- Succession planning for Executive Directors, Group Management Board and other key person dependencies
- Implementing the recommendations of the Board's annual evaluation
- Reviewing the existing skills and experience of Board members using the established skills matrix to gauge areas for improvement
- Refining and further developing the Board's training and development programmes in conjunction with the skills review
- Monitoring initiatives to improve diversity and engagement across the Group



Leslie Van de Walle
Chairman

21 November 2019

Committee Annual Timeline

October 2018
- Chairman Search Process Update
- Structure & Composition of Board Update
- Committee Terms of Reference

November 2018
- Chairman Search Process Update
- Remuneration Committee Composition

December 2018
- Chairman Appointment Recommendation to the Board

January 2019
- Chairman's Appointment of Approval of Terms
- Chairman's remit
- Future Board Composition Changes

March 2019
- Update on Additional NED Appointment Process
- Committee Composition Changes

May 2019
- Update on additional NED Appointment Process

June 2019
- Appointment of Additional NED Board Recommendations

September 2019
- Appointment of Senior Independent Director
- Committee Composition Changes
- 2020 AGM Planning – Ratification of Board's External Appointments

Directors' Remuneration Report

> We will ensure our remuneration arrangements remain appropriate to support the delivery of the strategy.

Imogen Joss
Remuneration Committee Chair

Attendance tables

Remuneration Committee	
Imogen Joss	6/6
*Leslie Van de Walle	2/2
*Lorna Tilbian	2/2
**David Pritchard	3/3
**Kevin Beatty	3/4

* Joined the Committee during the year.
** Stepped down from the Committee during the year.

Letter to shareholders from the Remuneration Committee Chair

Dear Shareholders,

I am pleased to present the Directors' Remuneration Report for 2019 which has been prepared by the Remuneration Committee on behalf of the Board.

The key remuneration outcomes for the year and plans for the coming year are below. Further details are provided in the Annual Remuneration Report, commencing on page 83.

Our Remuneration Policy and the link to long-term performance
Our Remuneration Policy contains various elements, with each serving a particular purpose. Our basic salary, benefits and pensions arrangements are provided as part of a market competitive package, for our Executive Directors and for the wider employee population.

Our Remuneration Policy also provides for variable elements of remuneration, both an Annual Bonus plan and a Performance Share Plan. The variable elements of remuneration are subject to stretching performance measures. Any bonus award to an Executive Director above 100% of salary will be deferred into Euromoney shares for a period of two years, providing a longer-term link to shareholders. Our Performance Share Plan takes the form of awards over Euromoney shares, with vesting subject to Group performance conditions measured over a three year period. A further two year holding period applies to Executive Directors, giving a total of five years (performance period plus holding period). The Performance Share Plan therefore rewards the creation of long-term shareholder value.

In addition, to further ensure alignment with shareholders, Non-Executive Directors, Executive Directors and all members of our Group Management Board have personal Euromoney shareholding requirements. For Non-Executive Directors, the required shareholding level is shares with a value of at least 100% of their annual fee. For Executive Directors and other Group Management Board members the required level of holding is 200% of salary and 75% of salary respectively.

2019 performance and reward outcomes
During 2019 we made further progress on the development of our strategy and announced a strategic review of Asset Management in September 2019. DMGT distributed their 49% holding of Euromoney shares in April 2019 which accelerated our progression to a fully independent listed company. Our adjusted profit before tax for 2019 was £104.6m, representing 9% growth on an underlying basis. This was slightly above our target level of £103.4m for 2019. This financial measure has a 75% weighting in determining the CEO and CFO bonus outcomes.

The remaining 25% of the 2019 annual bonus performance measures relate to individual objectives. Information on how our CEO and CFO performed against their individual objectives is provided on pages 84 and 85.

The performance against these measures resulted in an annual bonus payout of 60% of maximum for Andrew Rashbass and 57% of maximum for Wendy Pallot. The actual amounts payable were £675,000 for Andrew and £257,677 for Wendy. The Committee was satisfied that these outcomes were appropriate and that no exercise of discretion to adjust them was appropriate.

The Remuneration Committee considered whether any adjustments should be made to previous variable remuneration outcomes to the current Executive Directors as a result of the restatements explained on page 114 and concluded that this was not appropriate in the circumstances. This was on the basis that these issues pre-dated the current Executive Directors, who not only identified them but also took immediate steps to address them, including the introduction of improved controls.

Our Performance Share Plan awards granted in 2016 were due to vest in December 2019, based on performance of the 2017, 2018 and 2019. The performance measure attached to these 2016-19 PSP awards was compounded annualised adjusted diluted EPS growth over the three year performance period. Although adjusted diluted EPS did increase over the period, the threshold level of performance was not met and so zero vesting applied to these awards. A contributing factor to this outcome was M&A activity, including the disposals early in the performance period which had an impact on earnings, with acquisitions later in the performance period. The Committee considered whether to exercise discretion to adjust the performance outcome to reflect M&A activity but it was concluded that this would not be appropriate in the circumstances.

Board and Remuneration Committee member changes
Leslie Van de Walle was appointed Chairman from 1 March 2019 and joined the Remuneration Committee from 2 April 2019. David Pritchard stepped down from the Committee on leaving the Board on 28 February 2019. As a result of the DMGT distribution of Euromoney shares during 2019, we had a number of changes to our Non-Executive Directors, with Tim Collier and Kevin Beatty stepping down from 2 April 2019. Lorna Tilbian joined the Remuneration Committee from 2 April 2019 and Tim Pennington also joined the Remuneration Committee from 1 October 2019.

These changes are explained in full on page 5.

Remuneration changes during 2019
At his request and to help support the funding of salary increases throughout the wider employee population, Andrew Rashbass' salary was not increased at the time of the annual salary review and therefore from 1 April 2019 his annual salary remained at £750,000.

Wendy Pallot's salary was reviewed through the annual salary review process. Based on Wendy's performance in the role and market data, the Committee determined that it was appropriate to increase this in line with the rate applied to the wider employee population. Therefore, Wendy's salary was increased by 2.5%, from £355,000 to £363,875, with effect from 1 April 2019.

All employee remuneration at Euromoney
Following on from the developments in 2018, we continued to focus on pay for the wider employee population to introduce more structure and consistency. Our April 2019 salary review involved greater reference to benchmark data and oversight from the central Reward function to improve alignment across our employees. This is an area that will receive further focus and attention over the next few years to drive robustness to our approach in this area.

Engaging with employees
During 2019, we completed the set-up of our global staff forum. Andrew Rashbass launched the staff forum in Town Halls in December 2018 and invited people to put themselves forward as forum representatives. Following an election process, 18 representatives were confirmed as the global staff forum members. The forum was established in March 2019 with the first formal meeting held in July 2019. The global staff forum will allow the views of our employees on a range of matters to be fed back to the Board and to open a two-way dialogue between employees and the Board. Since 2017, we have held a global staff survey and the global staff forum will complement this survey in gathering views of our employees. Further information on the global staff forum is provided on page 30.

Remuneration for 2020
We do not intend to make any major changes to our Remuneration Policy or the implementation of our policy for 2020. We are satisfied that the remuneration structures support our delivery of the strategy. However, to ensure that the specific performance measures applied to incentive arrangements continue to be aligned with and support the delivery of the strategy, we will be making a change to the performance measures for Executive Director bonuses.

Underlying revenue growth has been a key performance indicator for a number of years at Euromoney. Its increasing importance as an indicator of the strength and performance of the business has prompted the Committee to introduce an underlying revenue growth performance measure to the Executive Directors' bonus measures for 2020.

The financial performance measure weighting will remain the same, with the adjusted profit before tax measure moving from a 75% weighting to a 37.5% weighting, with the underlying revenue growth measure being introduced with a 37.5% weighting. Personal performance measured against individual objectives will continue to have a 25% weighting.

Following the announcement on 10 September 2019 of the strategic review of Asset Management we will also be making changes to our PSP performance measures for awards due to be granted in December 2019. We are currently in the process of consulting major shareholders on the proposed changes. All shareholders will be fully informed of the outcome of the consultation and the PSP performance measures decided upon in the market announcement of the PSP grants in December 2019, as well as in our 2020 Directors' Remuneration Report.

The annual review of salaries takes place in April each year and Executive Director salaries will also be reviewed at this time.

Remuneration Policy shareholder approval at the 2018 AGM
The Director's Remuneration Policy was put forward to a binding shareholder vote at our 2018 AGM. It was approved at that vote. The Annual Remuneration Implementation Report together with this letter is subject to an advisory shareholder vote at our 2020 AGM to be held on 28 January 2020. The section headings identify the parts of this report that have been subject to audit.

Our Remuneration Policy is due to be put forward to shareholders at our 2021 AGM and will be included in our 2020 Directors' Remuneration Report. This policy will include post-employment shareholding requirements for Executive Directors.

The Committee consults with its shareholders prior to any major changes in its remuneration arrangements and will ensure that shareholders are consulted if any major changes are proposed in the Remuneration Policy.

Imogen Joss
Remuneration Committee Chair

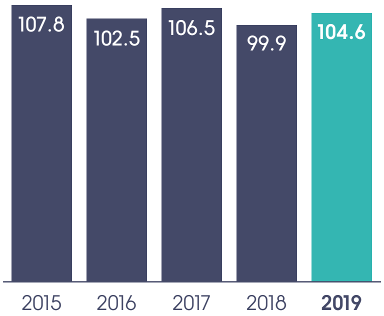
21 November 2019

Directors' Remuneration Report summary

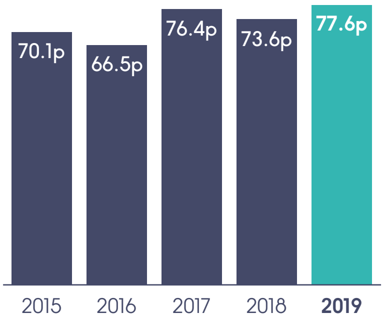
This summary section provides shareholders with the key information from our 2019 Directors' Remuneration Report at a glance

2019 key performance measures for remuneration

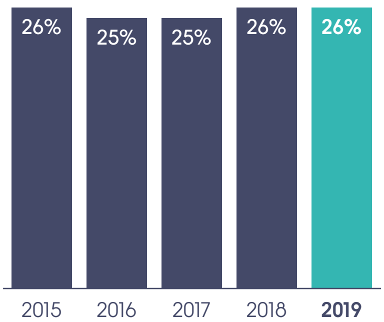
Adjusted profit before tax (annual bonus financial performance measure, 75% weighting)



Adjusted diluted earnings per share (PSP award performance measure, 75% weighting)



Adjusted operating profit margin (PSP award performance measure, 25% weighting)



See page 22 for definitions of Key Performance Indicators.

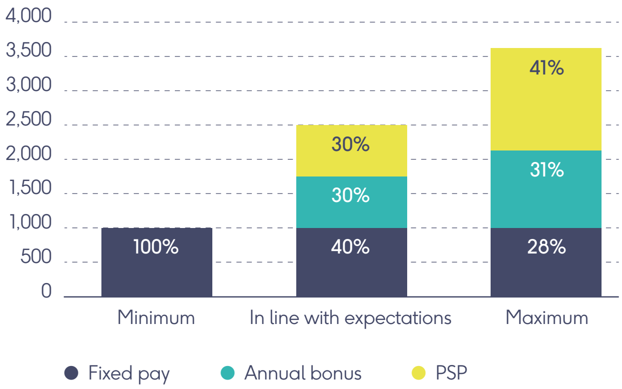
All adjusted measures combine the results of the Group's continuing operations. The adjusted measures for 2018 and earlier exclude the discontinued operations relating to GMID which was disposed of in April 2018. A detailed reconciliation of the Group's adjusted results to the equivalent statutory measures is set out on pages 15 to 17.

2018 comparatives have been restated as explained in note 1 of the Consolidated Financial Statements. 2015 to 2017 comparatives have not been restated.

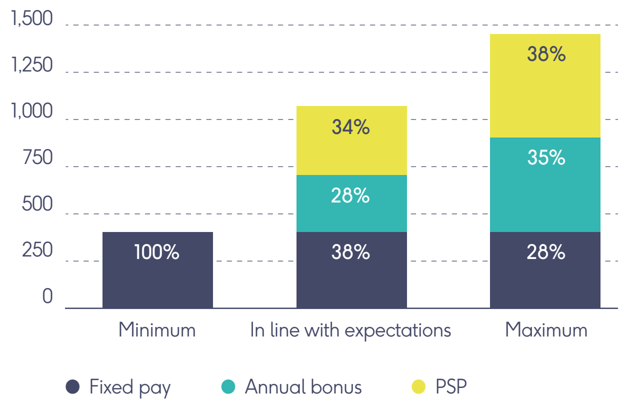
Scenario charts for CEO and CFO

The charts below provide illustrative values of the remuneration package for the Chief Executive Officer, Andrew Rashbass, and Chief Financial Officer, Wendy Pallot, under three assumed performance scenarios. For the CEO, the scenario chart reflects the Remuneration Policy and not the temporarily reduced target annual bonus and PSP award level that apply for the period of his US assignment. The assumptions used are detailed on page 82.

CEO (£000)



CFO (£000)



Single figure of remuneration summary table

		Salary, Benefits[1] and Pension £	Annual bonus £	Total before buy-out award £
A Rashbass	**2019**	**997,810**	**675,000**	**1,672,810**
	2018	921,391	676,350	1,597,741
W Pallot	**2019**	**397,012**	**257,677**	**654,689**
	2018	51,991	27,734	79,725
Total	**2019**	**1,394,822**	**932,677**	**2,327,499**
	2018	973,382	704,084	1,677,466

1 Benefits restated from 2018. Full information is provided in the detailed single figure of remuneration table on page 83.

2019 CEO bonus outcome

For 2019, the CEO bonus amount is 60% of maximum, £675,000. This amount will be split as follows and was calculated based on performance against the 2019 annual bonus performance measures, summarised below.

Bonus Plan

A Rashbass	£
Bonus payable in cash	**675,000**
Bonus deferred into shares	**0**
Total	**675,000**

Performance measures	Weighting	Minimum	On target	Maximum	Actual	Maximum opportunity (% of salary)	Pay-out (% of maximum)
Financial: adjusted profit before tax[1]	75%	£93.0m	£103.4m	£113.7m	£104.6m	112.5%	65%
Individual objectives	25%	–	–	–	–	37.5%	45%
Total pay-out (% of maximum)	100%					150%	60%

1 A reconciliation of adjusted profit before tax is set out on page 17.

The individual objectives for Andrew Rashbass in 2019 were:

Objective	Threshold	Target	Maximum	Comments and/or outcome	Pay-out (% of maximum)
Book of Business growth year-on-year	1%	1.75%	2.5%	0.4%	0%
M&A Activity	Details not disclosed due to commercial sensitivity			The acquisition of BoardEx and The Deal was completed during 2019 and good progress made on wider M&A activity in line with the strategy. Outcome: between target and maximum	80%
Underlying Revenue Growth	1%	3%	5%	0%	0%
People		Succession and development plans in place for people and roles defined as critical Majority of Senior Management Group have attended Leading 3.0	Succession and development plans in place for people and roles defined as critical All of Senior Management Group have attended Leading 3.0	Succession plans in place with actions for key individuals/roles. Reviewed collectively by Group Management Board in January 2019 All of Senior Management Group have attended Leading 3.0. Outcome: maximum	100%

Remuneration Policy

Approved by shareholders at our 2018 AGM

Remuneration Policy

The Board believes in aligning the interests of management with those of shareholders. It is the Group's policy to construct executive remuneration packages such that a significant part of a Director's remuneration is linked to performance measures aligned with the Group's key strategic, financial and operational objectives and with the creation of sustainable long-term shareholder value. Salaries and benefits are generally not intended to be the most significant part of a Director's remuneration. The policy was approved by shareholder vote at the 1 February 2018 AGM and is effective from that date, and is available on our website in our 2017 Annual Report and Accounts (pages 59 to 65).

Information not subject to audit.

The implementation of the current Remuneration Policy for the Executive Directors in 2019 is set out in the Annual Remuneration Report, from page 83 to 91.

The following pages show our Remuneration Policy which was effective from 1 February 2018.

Compliance statement

This report sets out the Group's policy and structure for the remuneration of Executive and Non-Executive Directors. This policy report is intended to be in full compliance with the requirements of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2013.

In formulating its Directors' Remuneration Policy, the Committee considered employee pay and benefits, and sought advice on best practice from Deloitte. The Committee consulted with its top shareholders by equity holding.

Directors' Remuneration Report continued

Benefits	Key Features of Policy	Maximum Opportunity
Basic salary		
Purpose and link to strategy	• Part of an overall market competitive pay package with salary generally not the most significant part of a Director's overall package • Reflect the individual's experience, role and performance within the Company	• No absolute maximum has been set for Executive Director salaries. The Committee is guided by the general increase for the broader employee population although larger increases may be considered appropriate in circumstances (including, but not limited to, a change in an individual's responsibilities or in the scale of their role or in the size and complexity of the Group). Larger increases may also be considered appropriate if a Director has been initially appointed to the Board at a lower than typical salary
Operation	• Paid monthly in cash • Normally reviewed by the Remuneration Committee in March each year	
Benchmarking	• The Remuneration Committee examines salary levels at FTSE 250 companies and other listed peer group companies to help determine Executive Director pay increases • The Remuneration Committee takes into account the general level of salary increases awarded to employees	
Relationship to employee salaries	• The approach to setting base salary increases across the Group takes into account performance of the individuals concerned, the performance of the business they work for, micro and macro-economic factors, and market rates for similar roles, skills and responsibility	
Benefits		
Purpose and link to strategy	• Basic benefits are provided as part of a market competitive pay package	• There is no overall maximum as the level of benefits depends on the annual cost of providing individual items in the relevant local market and the individual's specific role
Operation	Benefits may include: • Private healthcare • Life insurance • Overseas relocation and housing costs The Committee has discretion to add or remove benefits from this list	
Relationship to employee benefits	• Benefits are available to all Directors and employees subject to a minimum length of service or passing a probationary period	
Benefit levels	• All Executive Directors participate in the healthcare scheme offered in the country where they reside	
Pensions		
Purpose and link to strategy	• Retirement benefits are provided as part of a market competitive pay package	• The maximum employer's contribution to a pension scheme is 15% of pensionable salary
Operation	• Directors may participate in the pension arrangements applicable to the country where they work • A Director who elects to cease contributing to a Company pension scheme due to changes in tax or pension legislation may choose to receive a pension allowance in lieu of the Company's pension contributions	
Relationship to employee salaries	• All Directors and employees are entitled to participate in the same pension scheme arrangements applicable to the country where they work	

Directors’ Remuneration Report continued

Benefits	Key Features of Policy	Maximum Opportunity
Annual Bonus Plan		
Purpose and link to strategy	• The Annual Bonus Plan links reward to key business targets and an individual’s contribution • The Annual Bonus Plan provides alignment with shareholders’ interests through the operation of bonus deferral	• The maximum award that can be made under the Annual Bonus Plan is 150% of salary. Each year the Remuneration Committee will determine the maximum annual bonus opportunity for individual Executive Directors within this limit • The maximum level of bonus payment at threshold achievement is 0%
Operation	• Any Executive Director may participate in the Annual Bonus Plan • Annual bonus payments will be paid in cash following the release of audited results and/or as a deferred award over Company shares • Any bonus earned in excess of 100% of salary will be awarded as a deferred award • Deferred awards are usually granted in the form of conditional share awards or nil-cost options (and may also be settled in cash) • Deferred awards usually vest two years after award although may vest early on leaving employment or on a change of control (see later sections) • An additional payment (in the form of cash or shares) may be made in respect of shares which vest under deferred awards to reflect the value of dividends which would have been paid on those shares (this payment may assume that dividends had been reinvested in Company shares on a cumulative basis) • The annual bonus payable is based on performance assessed over one year and may be based upon any of appropriate financial, strategic and individual performance measures. No more than half of the annual bonus will generally be determined by strategic and/or individual performance measures • Any annual bonus payout is ultimately at the discretion of the Remuneration Committee • The cash bonus will be subject to recovery, and/or deferred awards will be withheld, at the Remuneration Committee’s discretion in exceptional circumstances where, before the preliminary announcement of audited results during the third financial year following the financial year in which the bonus is determined, a material misstatement or miscalculation comes to light which resulted in an overpayment under the Annual Bonus Plan, or there is gross misconduct	
Relationship to all employee long-term incentive schemes	• Incentive schemes, like the Annual Bonus Plan, are an important part of the Group culture. The Directors believe they directly reward good and exceptional performance. Many employees across the Group have an incentive scheme in place	

Benefits	Key Features of Policy	Maximum Opportunity

Long-term incentive plans

Benefits	Key Features of Policy	Maximum Opportunity
Purpose and link to strategy	• Share schemes are an important part of overall compensation and align the interests of Directors and managers with shareholders. They encourage Directors to deliver long-term, sustainable profit and share price growth	• The maximum annual award permitted under the PSP is shares with a market value of 200% of annualised basic salary
Operation	**2015 Performance Share Plan (PSP)** • Any Executive Director may participate in the PSP • These awards will normally be subject to a performance period of three years, with an additional holding period of two years. If the Remuneration Committee determines so, an alternative performance period may be applied (with a minimum of at least three years). The aggregate of the performance period and additional holding period shall not be less than five years. Awards may vest early on leaving employment or on a change of control (see later sections). Vesting of these awards will be based on financial performance measures and/or strategic business goals, with the precise measures and weighting of the measures determined by the Remuneration Committee on the grant of each award. For achieving a threshold level of performance against a performance measure, no more than 25% of the portion of the PSP award determined by that measure will vest. Vesting of that portion would then increase to 100% for achieving a stretching maximum performance target • All PSP awards may be granted as conditional awards of shares or nil-cost options (or, if appropriate, as cash-settled equivalents). An additional payment (in the form of cash or shares) may be made in respect of shares which vest under PSP awards to reflect the value of dividends which would have been paid on those shares (and this payment may assume that dividends had been reinvested in Company shares on a cumulative basis) • PSP awards will be subject to recovery and/or withholding at the Remuneration Committee's discretion in exceptional circumstances where, before the preliminary announcement of audited results during the sixth financial year following the financial year in which the award is granted, a material misstatement or miscalculation comes to light which resulted in an over-vesting of PSP awards, or gross misconduct	
Relationship to all employee long-term incentive schemes	• The PSP rewards the creation of long-term shareholder value and is potentially available to all senior employees across the Group	

Long-term incentive plans

Benefits	Key Features of Policy	Maximum Opportunity
Purpose and link to strategy	• All-employee share schemes align staff with the Group's financial performance and promote a sense of ownership	• Participants save a fixed monthly amount of up to £500 (or such other limit as may be approved from time to time by HMRC) for three years
Operation	• Euromoney SAYE scheme • The Group operates an all-employee save as you earn scheme in which those Directors employed in the UK are eligible to participate. No performance conditions attach to options granted under this plan. It is designed to incentivise all employees. Participants are able to buy shares in the Company at a price set at a discount of up to 20% to the market value at the start of the savings period	

Directors' Remuneration Report continued

Notes to table:

- The Remuneration Committee may vary any performance condition(s) if an event occurs which causes it to determine that a varied condition would be more appropriate, provided that any such varied condition is not materially less difficult to satisfy. In the event that the Remuneration Committee was to make an adjustment of this sort, a full explanation would be provided in the next Remuneration Report.
- Performance measures – the performance measures used in the variable incentive plans are reviewed annually and chosen to focus executive rewards on delivery of key financial targets for the relevant performance period in addition, where appropriate, to key strategic or operational goals relevant to an individual. Precise targets are set at the start of each performance period by the Remuneration Committee based on relevant reference points, including, for Group financial targets, the Group's business plan, and are designed to be appropriately stretching.
- The Remuneration Committee intends to honour any commitments entered into with current or former Directors on their original terms, including outstanding incentive awards, which have been disclosed in previous remuneration reports and, where relevant, are consistent with a previous policy approved by shareholders. Any such payments to former Directors will be set out in the Remuneration Report as and when they occur.
- The Remuneration 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 the date the Company's first Remuneration Policy approved by shareholders in accordance with section 439A of the Companies Act came into effect; and (ii) before the Policy set out above came into effect, provided that the terms of the payment were consistent with the shareholder-approved 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 and, in the opinion of the Remuneration Committee, the payment was not in consideration for the individual becoming a Director of the Company. For these purposes 'payments' includes the Remuneration 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.
- The Remuneration 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 for that amendment.
- The Remuneration Committee will operate the variable incentive plans according to their respective rules which provide flexibility in a number of regards.
- Under the PSP and the deferred share bonus plan, outstanding awards will vest early in the event of a change of control/takeover unless the change of control is an internal reorganisation or the Remuneration Committee determines otherwise in which case awards will be exchanged for equivalent awards over shares in the acquiring company. In the case of PSP awards, the extent to which awards vest will take into account the satisfaction of the performance conditions and, unless the Remuneration Committee determines otherwise, on a time prorated basis by reference to the proportion of the performance period that has elapsed. If the Company is wound up or is or may be affected by a demerger, delisting, special dividend or other event which would, in the Remuneration Committee's opinion affect the Company's share price, the Remuneration Committee may allow PSP and deferred share bonus plan awards to vest on the same basis as for a takeover.
- Any buy-out award granted as part of the recruitment of an Executive Director will be treated on a change of control in line with the agreed commercial terms of that award.
- If there is a variation of the Company's share capital or a demerger, delisting, special dividend, rights issue or other event which, in the Remuneration Committee's opinion would affect the Company's share price, the Remuneration Committee may adjust the terms of the awards.

Non-Executive Directors

The Remuneration of Non-Executive Directors is determined by the Board based on the time commitment required by the Non-Executive Directors, their role and market conditions. Each Non-Executive Director receives a base fee for services to the Board with an additional fee payable for Non-Executive Directors with selected, additional responsibilities (for example, the Chairs of the Remuneration and Audit Committees and the Senior Independent Director). The Non-Executive Directors do not participate in any of the Company's incentive schemes. The Non-Executive Directors receive reimbursement for reasonable expenses (including, where relevant, tax payable on those expenses) incurred as part of their role as Non-Executive Directors.

Policy on external appointments

The Company allows its Executive Directors to take a limited number of outside directorships provided they are not expected to impinge on their principal employment.

Subject to the approval of the Company Chairman, Executive Directors may retain the remuneration received from the first such appointment.

Recruitment policy

Compensation packages for new Board Directors are set in accordance with the prevailing Remuneration Policy at their time of joining the Board. The main components are detailed below.

New Executive Directors will receive a salary commensurate with their responsibilities and which will not be the most significant part of their overall remuneration package. The Director will also be offered the benefit of private healthcare and life assurance. Other benefits may include a pension allowance, relocation or housing allowance.

New Executive Directors will participate in one or more of the incentive plans outlined in the section detailed remuneration arrangements of Executive Directors earlier in this Policy. The initial annual bonus and/or long-term incentive plan award to a new recruit may be granted with different measures and or targets to other Directors in the year of joining if deemed appropriate.

Where appropriate, a new Executive Director may be granted a one-off buy-out award for loss of earnings from previous employment which have been forfeited in order to join the Company. When structuring a buy-out award, the Remuneration Committee will take account of all relevant factors, including any performance conditions attached to forfeited incentive awards, the likelihood of those conditions being met, the proportion of the vesting/performance period remaining and the form of the award (e.g. cash or shares). The overriding principle will be that any replacement buy-out award should, in aggregate, not exceed the commercial value of the earnings which have been forfeited. The Remuneration Committee may, in a recruitment scenario, rely upon the Listing Rules exemption from shareholder approval to grant a one-off buy-out award to facilitate the recruitment of a Director.

New Executive Directors are entitled to participate in the Euromoney SAYE scheme.

Where an Executive Director is appointed from within the organisation, the normal policy of the Company is that any legacy arrangements would be honoured in line with the original terms and conditions. Similarly, if an Executive Director is appointed following the Company's acquisition of or merger with another company or business, legacy terms and conditions would be honoured.

Where an appointment is made to fill an Executive Director role on a short-term basis, the Remuneration Committee retains discretion to make appropriate remuneration decisions outside the standard Policy to meet the individual circumstances of recruitment on an interim basis.

New Non-Executive Directors appointed to the Board will receive a base fee in line with that payable to other Non-Executive Directors. In the event that a Non-Executive Director is required to temporarily take on the role of an Executive Director, their remuneration may include any of the elements listed above for Executive Directors.

Directors' service contracts
The Company's policy is to employ Executive Directors on service agreements which are terminable on 12 months' notice. The Remuneration Committee seeks to minimise termination payments and believes these should be restricted to the value of remuneration for the notice period.

The Company's Executive Directors are employed for an indefinite term and the service agreements provide for a notice period of 12 months from the Company and the Executive. Each Executive Director participates in bonus or incentive arrangements (and, in the case of Andrew Rashbass, a recruitment award as compensation for forfeiting remuneration in order to join the Company).

The service agreements for the Executive Directors include the following provisions on termination: 12 months' notice from the Company (and the Executive) and during such notice the Executive will normally continue to be entitled to receive, at the absolute discretion of the Remuneration Committee, bonus and long-term incentive awards that accrue during the notice period. If the Company terminates employment and elects to make a payment in lieu of notice (PILON) this will be calculated on the basis of the Executive's base salary for the notice period. At the absolute discretion of the Remuneration Committee, the Executive will also be considered for any bonuses to which they would or may become entitled during the notice period.

The service agreements for the Executive Directors are expressed to expire on reaching their respective retirement age; however, the Executive Directors could not, under UK law, be required to retire at this age following the abolition of the default retirement age.

Each of the Non-Executive Directors serve under a letter of appointment, rather than a service agreement.

The Directors' service contracts and Non-Executive Directors' letters of appointment are available for shareholder inspection at the Company's registered office.

Policy on payment for loss of office
The Company's approach to payments in the event of termination is to take account of the individual circumstances including the reason for termination, individual performance, contractual obligations, the terms of bonus incentives and long-term incentive plans in which the Executive Director participates.

The Company's general practice for all Executive Directors is to provide for 12 months' salary and pension up to the date of termination.

The Company may lawfully terminate an Executive Director's employment without compensation in circumstances where the Company is entitled to terminate for cause (this is defined in the service agreements).

The Remuneration Committee may determine that any Executive Director is eligible to receive an annual bonus in respect of the financial year in which they cease employment. This bonus would usually be time apportioned. In determining the level of bonus to be paid, the Remuneration Committee may, at its discretion, take into account performance up to the date of cessation or over the financial year as a whole.

The treatment of outstanding share awards in the event of termination is governed by the relevant share plan rules as summarised below.

If an Executive Director participates in the PSP and ceases to be an officer or employee of the Group during the performance period in any circumstances other than those set out below, an unvested award will lapse on the date on which their employment ceases.

If a participant dies, an unvested PSP award will vest at the time of the participant's death, taking into account the satisfaction of the performance condition and, unless the Remuneration Committee determines otherwise, on a time prorated basis by reference to the proportion of the performance period that has elapsed.

If a participant is treated as a good leaver because cessation of employment is as a result of ill-health, injury, disability, the sale of the individual's employing business or entity out of the Group or any other reason at the Remuneration Committee's discretion (a 'Good Leaver Reason') a participant's unvested PSP award will usually continue until the normal vesting date except where the Remuneration Committee determines it should vest as soon as reasonably practicable following the participant's cessation. The extent to which the award vests will take account of the extent to which the performance condition is satisfied and, unless the Remuneration Committee determines otherwise, on a time prorated basis by reference to the proportion of the performance period that has elapsed.

If a PSP award is subject to a holding period and a participant ceases to be an officer or employee of the Group during that holding period, his/her award will normally be released at the end of the holding period except where the Remuneration Committee determines it should be released following the participant's cessation. However, if a participant is summarily dismissed during a holding period, his/her award will lapse immediately. Nil-cost options will normally be exercisable for six months after release.

Directors' Remuneration Report continued

Where an Executive Director participates in the deferred share bonus plan and ceases employment, their outstanding awards will normally lapse unless cessation is due to the participant's death or a Good Leaver Reason, in which case outstanding awards will vest at the normal vesting date or, if the Remuneration Committee so determines, as soon as is reasonably practicable following the individual's cessation.

Any buy-out award granted as part of the recruitment of an Executive Director will be treated on cessation of employment in line with the agreed commercial terms of that award.

The Remuneration Committee reserves the right to make any other payments in connection with a Director's cessation of office or employment where the 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 a compromise or settlement of any claim arising in connection with the cessation of a Director's office or employment. Any such payments may include but are not limited to paying any fees for outplacement assistance and/or the Director's legal and/or professional advice fees in connection with his cessation of office or employment.

No other termination payments are provided unless otherwise required by law.

Policy for Directors holding equity in the Company
There is a minimum shareholding requirement of 200% of base salary for Executive Directors on a continuous basis. A newly appointed Executive Director will have a period of five years from their date of appointment to meet the minimum shareholding requirement.

There is a minimum shareholding requirement of 100% of annual fees for Non-Executive Directors on a continuous basis.

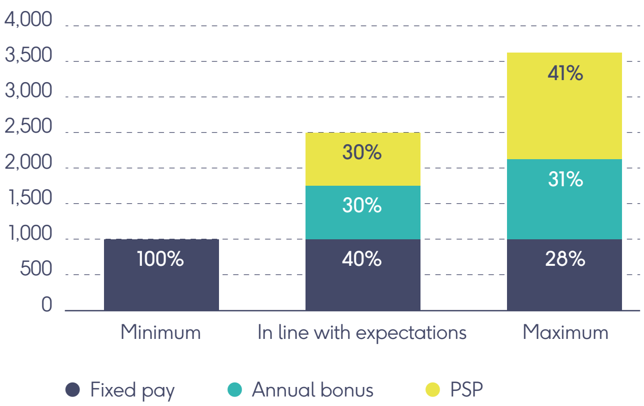
Scenario charts for Directors' remuneration
The charts below provide illustrative values of the remuneration package for the Chief Executive Officer, Andrew Rashbass, and Chief Financial Officer, Wendy Pallot, under three assumed performance scenarios. For the CEO, the scenario chart reflects the Remuneration Policy and not the temporarily reduced target annual bonus and PSP award level that apply for the period of his US assignment.

These charts are for illustrative purposes only and actual outcomes may differ from those shown.

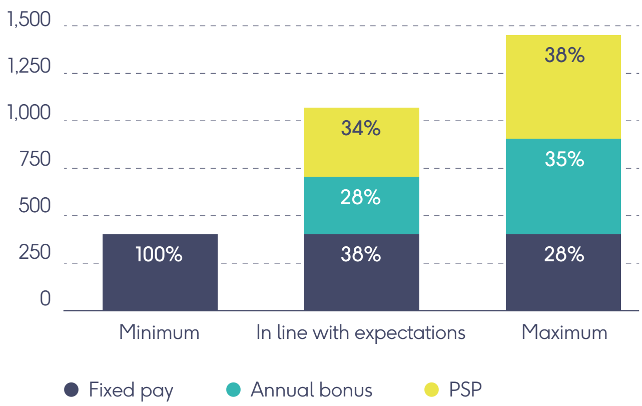
Assumed performance	Assumptions used
All performance scenarios (Fixed pay)	• Consists of total fixed pay, including base salary, benefits and pension • Salary: as at 1 October 2019 • Benefits: estimated value (CEO: £175,000; CFO: £2,000) • Pension allowance: 10% of salary
Minimum (less than threshold) performance (Variable pay)	• No pay-out under the annual bonus • No vesting under the PSP
Performance in line with expectations (Variable pay)*	• 2/3rd of the maximum pay-out under the annual bonus • 50% vesting under the PSP
Maximum performance (Variable pay)*	• 100% of the maximum pay-out under the annual bonus • 100% vesting under the PSP

* PSP awards have been shown at face value, with no share price growth or discount rate assumptions. All-employee share plans have been excluded.

CEO (£000)



CFO (£000)



Annual Remuneration Report

Executive Directors (audited)

In 2019, the key elements of remuneration for the CEO and CFO, in line with the Directors' Remuneration Policy in force, were as follows:

	Salary	Annual incentive	Bonus deferral	LTIP	Pension	Benefits
A Rashbass (CEO)	£750,000, unchanged since 2015	Annual Bonus Plan • 150% of salary maximum • 100%/90%[1] of salary target The performance measures were: • 75% adjusted profit before tax • 25% individual objectives	Any amount above 100% of salary deferred into nil-cost options for two years	PSP Annual award of 170%[1] of salary vesting after five years[2]	10% of salary per annum, payable in cash[3]	Private healthcare Life insurance US assignment support
WM Pallot (CFO)	£355,000, increased to £363,875 from 1 April 2019	Annual Bonus Plan • 125% of salary maximum • 62.5% of salary target The performance measures were: • 75% adjusted profit before tax • 25% individual objectives	Any amount above 100% of salary deferred into nil-cost options for two years	PSP Annual award of 150% of salary vesting after five years[2]	10% of salary per annum, payable in cash[3]	Private healthcare Life insurance

1 As explained in our 2018 Directors' Remuneration Report, the Chief Executive Officer's target bonus level was reduced from 100% to 90% of salary and the level of PSP award grant was reduced from 200% of salary to 170%. These adjustments are intended to leave the Company broadly cost neutral in relation to its increased costs arising from the Chief Executive Officer's short-term commuter assignment to the US to develop our strategy and business there. The US assignment began on 1 April 2018 and so the target bonus for 2019 is 90% of salary.

2 The five year vesting period is a three year performance period plus a two year holding period, after which awards vest.

3 The maximum pension contribution rate for UK employees is also 10% of salary.

The table below sets out the breakdown of the single figure of remuneration for each Executive Director in 2019 and 2018.

		Salary[1] £	Benefits[2] £	Annual bonus[3] £	Pension £	Total before buy-out award £	Buy-out award[4] £	Total £
A Rashbass	**2019**	**750,000**	**172,810**	**675,000**	**75,000**	**1,672,810**	**656,149**	**2,328,959**
	2018	750,000	96,391	676,350	75,000	1,597,741	590,981	2,188,722
WM Pallot	**2019**	**359,438**	**1,630**	**257,677**	**35,944**	**654,689**	**–**	**654,689**
	2018	45,968	1,426	27,734	4,597	79,725	–	79,725
Total	**2019**	**1,109,438**	**174,440**	**932,677**	**110,944**	**2,327,499**	**656,149**	**2,983,648**
	2018	795,968	97,817	704,084	79,597	1,677,466	590,981	2,268,447

1 Wendy Pallot's salary was reviewed through the annual salary review process and, based on market data and Wendy's performance in the role, the Committee determined that it was appropriate to increase this in line with the rate applied to the wider employee population. Therefore, Wendy's salary increased by 2.5%, from £355,000 to £363,875, with effect from 1 April 2019.

2 In a change from the practice in previous years, the value of benefits provided during 2019 is the actual cost incurred in the year, rather than the most recent P11D (tax year) value. In addition, as noted above, the Company has provided accommodation for the period of Andrew Rashbass' short-term assignment to the US and related support around additional tax filing responsibilities. The provision of the accommodation was originally treated as exempt from tax but that treatment was re-considered during 2019 and is now treated as taxable. Based on the revised approach, the benefits figures for 2018 have been restated from the previously disclosed figures of £1,441 for Andrew Rashbass and £0 for Wendy Pallot.

3 Includes any amount deferred into nil-cost options for two years, with vesting subject to continued employment (other than in limited good leaver circumstances).

4 For 2018, the value of Andrew Rashbass' buy-out award vesting was calculated using the average mid-market price of the five days preceding vesting on 30 September 2018 of £13.37. Of the value vesting in 2018, £140,981 related to share price appreciation of 31% from the date of award. For 2019, the value of Andrew Rashbass' buy-out award vesting was calculated using the average mid-market price of the five days preceding vesting on 30 September 2019 of £14.84. Of the value vesting in 2019, £206,149 related to share price appreciation of 46% from the date of award.

Annual Bonus Plan

A Rashbass	£
Bonus payable in cash	**675,000**
Bonus deferred into shares	**–**
Total	**675,000**

Performance measures	Weighting	Minimum	On target	Maximum	Actual	Maximum opportunity (% of salary)	Pay-out (% of maximum)
Financial: adjusted profit before tax[1]	75%	£93.0m	£103.4m	£113.7m	£104.6m	112.5%	65%
Individual objectives	25%	–	–	–	–	37.5%	45%
Total pay-out (% of maximum)	100%					150%	60%

1 A reconciliation of adjusted profit before tax is set out on page 17.

Directors' Remuneration Report continued

The individual objectives for Andrew Rashbass in 2019 were:

Objective	Threshold	Target	Maximum	Comments and/or outcome	Pay-out (% of maximum)
Book of Business growth year-on-year	1%	1.75%	2.5%	0.4%	0%
M&A Activity	Details not disclosed due to commercial sensitivity			The acquisition of BoardEx and The Deal was completed during 2019 and good progress made on wider M&A activity in line with the strategy. Outcome: between target and maximum	80%
Underlying Revenue Growth	1%	3%	5%	0%	0%
People		Succession and development plans in place for people and roles defined as critical Majority of Senior Management Group have attended Leading 3.0	Succession and development plans in place for people and roles defined as critical All of Senior Management Group have attended Leading 3.0	Succession plans in place with actions for key individuals/roles. Reviewed collectively by Group Management Board in January 2019. All of Senior Management Group have attended Leading 3.0. Outcome: maximum	100%

These objectives were weighted equally and the assessment of the outcome was determined by the Committee. In determining the final level of bonus payable, the Committee also considered whether the overall bonus outcome was appropriate based on the performance measures set for 2019. The Committee noted the overall strong progress of the Company and development of the strategy, led by Andrew, not necessarily all of which is reflected in the specific performance measures.

On the basis of the above, the annual bonus will pay out at 60% of maximum opportunity and an overall bonus of £675,000 (90% of salary). Under our Remuneration Policy, any annual bonus in excess of 100% of salary will be paid as a nil-cost option, the vesting of which will be deferred for two years, which is not applicable with this bonus outcome.

WM Pallot	£
Bonus payable in cash	**257,677**
Bonus deferred into shares	**–**
Total	**257,677**

Performance measures	Weighting	Minimum	On target	Maximum	Actual	Maximum opportunity (% of salary)	Pay-out (% of maximum)
Financial: adjusted profit before tax[1]	75%	£93m	£103.4m	£113.7m	£104.6m	93.75%	56%
Individual objectives	25%	–	–	–	–	31.25%	61%
Total pay-out (% of maximum)	100%					125%	57%

1 A reconciliation of adjusted profit before tax is set out on page 17.

The individual objectives for Wendy Pallot in 2019 were:

Objective	Threshold	Target	Maximum	Outcome	Pay-out (% of maximum)
Book of Business growth year-on-year	1%	1.75%	2.5%	0.4%	0%
M&A Activity	Details not disclosed due to commercial sensitivity			The acquisition of BoardEx and The Deal was completed during 2019 and good progress made on wider M&A activity in line with the strategy. Outcome: between target and maximum	75%
Internal Audit and Controls	New internal audit team appointed; new internal controls framework designed	New internal audit team successfully embedded; new internal controls framework implemented	New internal audit team successfully embedded and internal audit schedule completed; new internal controls framework embedded	Head of Internal Audit appointed and embedded, internal audit schedule completed but new internal controls framework design work in progress. Outcome: between target and maximum	80%
Global Finance Transformation Project	New finance system successfully implemented in one division with satisfactory internal audit report for project governance	New finance system successfully implemented in one division and the UK ledger with satisfactory internal audit report for project governance	New finance system successfully implemented in one division and the UK ledger with good internal audit report for project governance and on track to complete roll-out by the end of 2020	New finance system successfully implemented in one division and the UK ledger, in line with approach agreed with the Audit Committee. Satisfactory internal audit report for project governance. On track for completing roll-out by the end of 2020. Outcome: below maximum	87.5%

These objectives were weighted equally and the assessment of the outcome was determined by the Committee. In determining the final level of bonus payable, the Committee also considered whether the overall bonus outcome was appropriate based on the performance measures set for 2019. The Committee noted the overall strong progress of the Company and development of the strategy, which Wendy has contributed a significant amount to, not necessarily all of which is reflected in the specific performance measures.

On the basis of the above, the annual bonus will pay out at 57% of maximum opportunity and an overall bonus of £257,677 (72% of salary). Under our Remuneration Policy, any annual bonus in excess of 100% of salary will be paid as a nil-cost option, the vesting of which will be deferred for two years, which is not applicable with this bonus outcome.

Directors' Remuneration Report continued

Pensions
Pension amounts are those contributed by the Company to pension schemes or cash amounts paid in lieu of pension contributions. Executive Directors can participate in the Euromoney PensionSaver Plan (a money purchase plan) or their own private pension scheme.

Buy-out award for Andrew Rashbass (audited)
A one-off award of shares in the Company with a value of £2,250,000 was made in 2016 in order to compensate Andrew Rashbass for incentives foregone on leaving his previous employment. This was considered to be no more than the comparable commercial value of the incentives foregone by him from his previous employment. Based on the Company's average share price for the month of September 2015, 221,011 shares were awarded on 1 October 2015. This award vested as follows:

30 September 2016: 40% (88,404 shares)

30 September 2017: 20% (44,202 shares)

30 September 2018: 20% (44,202 shares)

30 September 2019: 20% (44,203 shares)

Long-term incentives (audited)
No share plan options under the PSP will vest in the year for the Executive Directors. Andrew Rashbass held a PSP award over 141,857 shares (originally granted on 19 December 2016 and due to vest on 19 December 2021) which lapsed during the year as the performance measure, measured over a three year period, was not met. The performance measure was compounded annualised adjusted diluted EPS growth and the threshold level of 3% required for any vesting was not met.

Options were granted over 154,591 shares to Executive Directors during the year under the PSP. Details of the Group's share option schemes are set in the Remuneration Policy that can be found on the website and note 24 to the Group's Financial Statements.

Directors' interests
The following tables set out all interests in the equity of the Company held by Executive Directors and a comparison to the shareholding guidelines for Executive Directors at 30 September 2019.

Scheme interests subject to performance conditions (audited)
The table below sets out the details of the long-term incentive awards granted to Andrew Rashbass and Wendy Pallot under the PSP on 17 December 2018. Vesting will be determined according to the achievement of performance measures that will be tested in 2021. In addition to the three-year performance measurement period, Executive Directors have a further two-year holding period following the performance period. No other awards under the PSP have been granted to the Executive Directors during 2019. As explained above, the Chief Executive Officer's PSP award level was reduced to 170% of salary (at grant) for the award granted in December 2018 to contribute to leaving the Company broadly cost neutral in relation to its increased costs arising from the Chief Executive Officer's short-term commuter assignment to the US to develop our strategy and business there.

	Type of option awarded	Basis of award	Face value of award made	Number of shares[1]	End of performance period
A Rashbass	Nil-cost option	170% of salary	£1,275,000	109,048	Sep 2021
W Pallot	Nil-cost option	150% of salary	£532,500	45,543	Sep 2021

1 Calculated as maximum number of shares that would vest if all performance measures are met. The share price used to determine the number of shares awarded was £11.69, being the average of the middle market quotations of an ordinary share as derived from the Daily Official List for the five dealing days preceding 17 December 2018.

Details of performance measures for the December 2018 PSP awards are as follows:

Maximum opportunity	Performance measure	Weighting	Performance target	Vesting level
A Rashbass: 170% of salary W Pallot: 150% of salary	Compounded annualised EPS[1] growth between financial years 2017 and 2020	75%	8% or more	Full vesting
			Between 3% and 8%	Between 25% and 100% on a sliding scale
			3%	25%
			Less than 3%	Nil
	Operating margin[2]	25%	28% or more	Full vesting
			Between 25.5% and 28%	Between 25% and 100% on a sliding scale
			25.5%	25%
			Less than 25.5%	Nil

1 EPS will be the adjusted diluted earnings per share disclosed in note 10 to the Group's Financial Statements.

2 Operating margin will be adjusted operating margin as disclosed in the Group's Financial Statements.

The table below sets out the details of PSP awards (nil cost options) held by Executive Directors as at 30 September 2019.

Year	Relating to	Performance period ends	Exercisable from	Expiry date	Status	Award price (pence)	Granted during the year	Lapsed during the year	Exercised during the year	Outstanding awards
A Rashbass										
2015	PSP	30 Sep 2020	18 Dec 2020	18 Dec 2025	Outstanding	941.8	–	–	–	159,269
2016	PSP	30 Sep 2019	19 Dec 2021	19 Dec 2026	Outstanding	1,057.4	–	141,857	–	–
2018	PSP	30 Sep 2020	19 Feb 2023	19 Feb 2028	Outstanding	1,158.0	–	–	–	110,103
2018	PSP	30 Sep 2021	17 Dec 2023	17 Dec 2028	Outstanding	1,169.2	109,048	–	–	109,048
Total										**378,420**
W Pallot										
2018	PSP	Nil-cost option	17 Dec 2023	17 Dec 2028	Outstanding	1,169.2	45,543	–	–	45,543

Scheme interests not subject to performance conditions (audited)
The table below sets out the details of outstanding buy-out awards, deferred bonus awards and SAYE options held by Andrew Rashbass and Wendy Pallot.

Year	Relating to	Award type	Exercisable from	Expiry date	Status	Award price (pence)	Exercised during the year	Outstanding awards
A Rashbass								
2015	Buy-out award	Nil-cost option	30 Sep 2018	1 Oct 2025	Outstanding	1,018.5	44,202	–
2015	Buy-out award	Nil-cost option	30 Sep 2019	1 Oct 2025	Outstanding	1,018.5	–	44,203
2016	Deferred bonus	Nil-cost option	22 Dec 2018	22 Dec 2024	Outstanding	1,063.6	19,175	–
2017	Deferred bonus	Nil-cost option	19 Feb 2020	19 Feb 2026	Outstanding	1,158.0	–	4,339
2018	SAYE	Discounted option	1 Aug 2021	1 Feb 2022	Outstanding	1,420.0	–	1,691
Total								**50,233**
W Pallot								
2019	SAYE	Discounted option	1 Aug 2022	1 Feb 2023	Outstanding	1,246.0	–	1,651

The proportion of the buy-out award (over 44,202 shares) which vested on 30 September 2018 was exercised on 17 December 2018. Some shares (20,775) were sold to cover tax, with the balance of 23,427 shares retained. The share price at exercise was £11.76.

The deferred bonus award (over 19,175 shares), which vested on 22 December 2018, was exercised on 4 January 2019. Some shares (9,012) were sold to cover tax, with the balance of 10,163 shares retained. The share price at exercise was £11.91.

The SAYE option granted to Wendy Pallot during the year was granted on 14 June 2019 with a market value of £20,571 and option exercise price of £10.90 per share. The basis for the grant was Wendy's level of savings under the HMRC approved all employee SAYE plan.

Scheme interests summary (audited)
The table below summarises all interests in shares.

Executive Director	Awards held subject to performance conditions	Awards held not subject to performance conditions (unvested)	Awards held not subject to performance conditions (vested)	Shares required to be held % of salary	Number of shares required to be held[1]	Number of beneficially owned shares	Shareholding requirement met
A Rashbass	378,420	6,030	44,203	200%	101,351	124,646	Yes
W Pallot	45,543	1,651	–	200%	49,172	833	No[2]

1 The number of shares is calculated using the closing mid-market price on 30 September 2019 of £14.80. The requirement is for the Executive Directors to hold 200% of salary within five years of appointment. For the purposes of measuring the shareholding, shares held will be included but not unvested options.

2 Wendy Pallot was appointed Executive Director on 16 August 2018 and therefore has not yet built up shares equal to her individual requirement and has until August 2023 to build up the required shareholding.

There have been no changes in the shareholdings or share interests of the Executive Directors between 30 September 2019 and the date of this Annual Report and Accounts.

Directors' Remuneration Report continued

Payments to past Directors (audited)
Other than payments made to Sir Patrick Sergeant in relation to his role as Life President, there were no payments to past Directors made in the year, As disclosed at the time Sir Patrick stepped down from the Board, in his role as Life President he is paid a fee of £50,000 and is also provided with a chauffeur and personal assistant, and reimbursed for expenses incurred (at a cost of £103,679 for 2019). The total costs incurred are therefore £153,679.

Payments for loss of office (audited)
There were no payments for loss of office made in the year.

Non-Executive Directors (audited)
Leslie Van de Walle was appointed as Chairman from 1 March 2019. The Committee considered the size and scope of the role and the relevant market data and it was determined that it was necessary and appropriate to set the fee level for the new Chairman at £220,000 (an increase from the previous level of £190,000 which had been in effect from 1 February 2017).

The fees for the other Non-Executive Director roles were not reviewed during 2019, with the last increase having been effective from 1 February 2017. These current fee levels are as follows:

- Non-Executive base fee: £50,000
- Audit Committee Chair: additional £10,000
- Remuneration Committee Chair: additional £10,000
- Senior Independent Director: additional £10,000

Each of the Non-Executive Directors seeking re-election at our 2020 AGM currently have an unexpired term of at least two years on their letters of appointment.

Single figure of remuneration (audited)
The table below sets out the break down of the single total figure of remuneration for each Non-Executive Director in 2019, along with comparable figures from 2018.

	2019 fees £	2018 fees £
DP Pritchard (Acting Chairman from 1 February 2018, stepped down from 28 February 2019)	**79,167**	150,000
ART Ballingal (stepped down 1 February 2019)	**16,667**	50,000
TP Hillgarth	**50,000**	50,000
I Joss (Remuneration Committee Chair from 1 February 2018)	**60,000**	48,333[1]
TG Collier (appointed 21 November 2017, stepped down from 2 April 2019)	**24,762**	43,182
KJ Beatty (appointed 21 November 2017, stepped down from 2 April 2019)	**24,762**	43,182
J Babiak (appointed 1 December 2017, Senior Independent Director from 18 September 2019)	**50,357**	41,667
LM Tilbian (appointed 1 January 2018)	**50,000**	37,500
C Day (appointed 5 March 2018, Audit Committee Chair from 16 May 2018)	**60,000**	32,614
L Van de Walle (appointed Chairman from 1 March 2019)	**128,333**	–
T Pennington (appointed 1 September 2019)	**4,167**	–
Total	**548,215**	496,478

1 Restated from 2018 Directors' Remuneration Report, where a figure of £41,667 was disclosed which did not include the Remuneration Committee Chair fee applicable from 1 February 2018.

Directors' interests (audited)
Shareholding guidelines for the Non-Executive Directors were introduced last year, equal to 100% of annual fees. The interests of the Non-Executive Directors in the ordinary shares of the Company as at 30 September 2019 (or date of stepping down from the Board, if earlier) were as follows:

	Number of ordinary shares
DP Pritchard	16,644
ART Ballingal	–
TP Hillgarth	4,000
I Joss	–
TG Collier	–
KJ Beatty	–
J Babiak	5,404
LM Tilbian	–
C Day	–
L Van de Walle	3,500
T Pennington	–

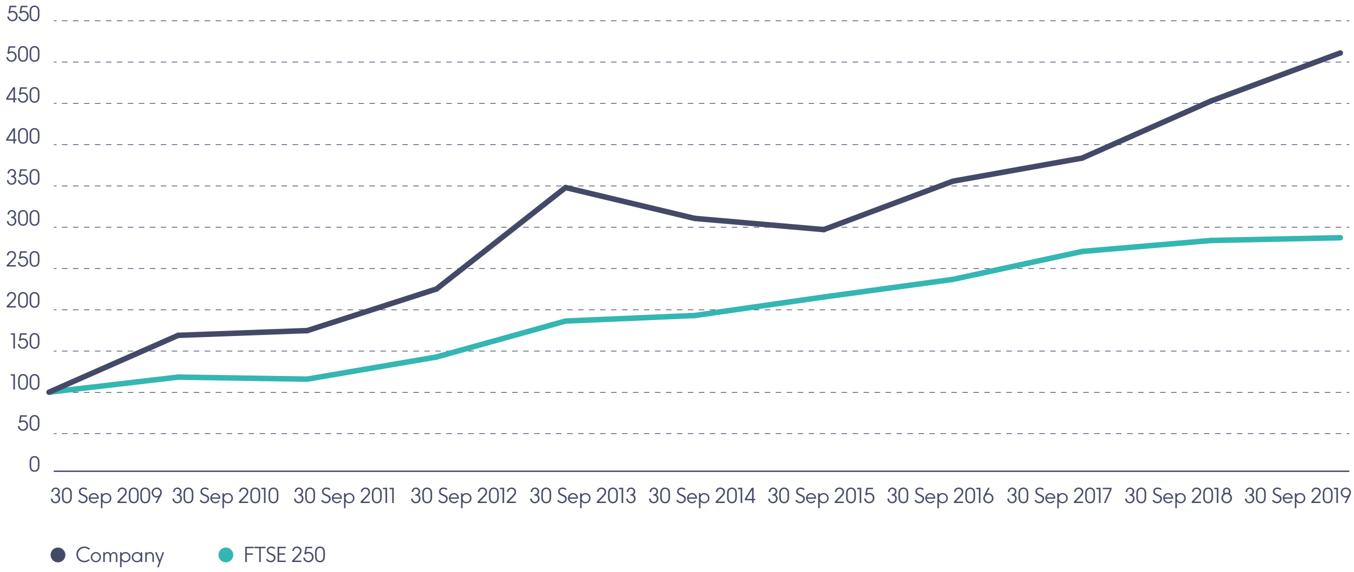
There have been no changes in the shareholdings of the Non-Executive Directors between 30 September 2019 and the date of this Annual Report and Accounts.

Other performance measures and disclosures (unaudited)

Comparison of overall performance and remuneration of the CEO

The chart below compares the Company's total shareholder return with the FTSE 250 index over the past 10 financial years. For these purposes, shareholder return represents the theoretical growth in value of a shareholding over a specific period, assuming that dividends are reinvested to purchase additional shares. The Company is a constituent of the FTSE 250 index and, accordingly, this is considered to be the most appropriate benchmark.

Total shareholders' return: %



The table below sets out the remuneration data for Directors undertaking the role of CEO during each of the last 10 years. The single figure of remuneration for the CEO set out below includes salary, benefits, Company pension contributions and, where applicable, long-term incentives.

	CEO	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Single figure of remuneration (£000)	A Rashbass	–	–	–	–	–	–	1,780	1,627	1,598	1,673
	CHC Fordham	–	–	–	1,647	895	576	–	–	–	–
	PR Ensor	3,977	4,397	4,857	–	–	–	–	–	–	–
Annual incentive payment (% of maximum)	A Rashbass[1]	–	–	–	–	–	–	85%	71%	60%	60%
	CHC Fordham[2]	–	–	–	58%	52%	17%	–	–	–	–
	PR Ensor[2]	82%	82%	82%	–	–	–	–	–	–	–
Long-term incentive vesting (% of maximum)	A Rashbass	–	–	–	–	–	–	–	–	–	0%
	CHC Fordham	–	–	–	–	–	–	–	–	–	–
	PR Ensor	–	–	100%	100%	–	–	–	–	–	–

1 Andrew Rashbass was awarded an annual bonus under the Group's Annual Bonus Plan.

2 Christopher Fordham and Richard Ensor were paid under the Group's profit share scheme. The profit share scheme had no ceiling; the maximum annual variable element of remuneration was therefore calculated assuming that profits achieved had been 20% higher.

Percentage change in remuneration of the CEO

The table below illustrates the change in remuneration for the CEO compared with the change in remuneration of the average employee across the Group at constant currency. The Directors feel that this group of people is the most appropriate as a comparator because employee pay is determined annually by the Committee at the same time as that of the CEO and under the same economic circumstances. The Directors believe this demonstrates the best link between the changes in average remuneration compared to the CEO. The negative change in the average employee salary and incentives from 2018 to 2019 is largely due to M&A activity, in particular the acquisition of BoardEx and the Deal during 2019 which resulted in acquiring employees in a number of new markets.

	% change 2018 to 2019		
	Salary	Benefits	Incentives
CEO remuneration	0%	79%	(0.2)%
Average employee	(4)%	1%	(13)%

Remuneration in the above table excludes long-term incentive payments and pension benefits. There is no change in salary from 2018 for the CEO remuneration as Andrew Rashbass did not receive an increase in the April 2019 salary review.

Directors' Remuneration Report continued

Relative importance of spend on pay
The table below illustrates the Company's spend on employee pay in comparison to profits and distributions to shareholders. These are deemed by the Directors to be the significant distributions made during the year and will assist stakeholders in understanding the relative importance of spend on pay. For this purpose, total employee pay includes salaries, profit shares and bonuses.

	2019 £m	2018 £m	Increase
Total employee pay[1]	**153.6**	159.0	(3.4)%
Dividends paid	**35.6**	34.4	3.5%
Adjusted profit before tax[2]	**104.6**	99.9	4.8%

1 Total employee pay is affected by foreign exchange translation as more than half of the Group's employees are based outside of the UK.
2 A reconciliation of adjusted profit before tax is set out on page 17.

Remuneration Committee
The Committee meets four times a year and additionally as required. It is responsible for determining the contract terms, remuneration and other benefits of Executive Directors, including performance-related incentives. The Committee reviews the remuneration and incentive plans of the Executive Directors and other key employees as well as looking at the remuneration costs and policies of the Group as a whole. The Committee's terms of reference are available on the Company's website.

During 2019, the Committee met six times and informal discussions were held at other times during the year. Information on meeting attendance is provided on page 72.

Committee members

David Pritchard (resigned 28 February 2019)
Imogen Joss (appointed to the Committee on 10 November 2017, became Committee Chair on 1 February 2018)
Kevin Beatty (appointed to the Committee on 21 November 2017, resigned 2 April 2019)
Leslie Van de Walle (appointed to the Committee on 2 April 2019)
Lorna Tilbian (appointed to the Committee on 2 April 2019)
Tim Pennington (appointed to the Committee on 1 October 2019)

All members of the Committee are Non-Executive Directors of the Company. For the year under review, the Committee also sought advice and information from the Company's Chief Executive Officer, Chief Financial Officer, the Global HR Director and the Global Reward Director. The Committee's terms of reference permit its members to obtain professional advice on any matter. Guidance was sought from Deloitte on an ad hoc basis and fees of £4,890 were payable for this advice, with fees determined based on time incurred. Deloitte was appointed in 2013 by the Committee. Deloitte is a founding member of the Remuneration Consultants Group and voluntarily operates under the code of conduct in relation to executive remuneration consulting in the UK. Deloitte also provides international tax advice to the Company. The Committee is satisfied as to the independent nature of their advice.

Committee Annual Activity – 2019

October 2018
- Market Update
- 2018 Bonus – Performance against targets
- 2019 Bonus Measures
- 2018 PSP Performance Measures
- 2018 Remuneration Report
- Committee Terms of Reference

November 2018
- Market Update
- 2018 Bonus – GMB Outcomes
- 2018 Profit Share Plan – Previous CFO
- 2019 Bonus Targets & Objectives

November 2018 continued
- 2018 PSP Performance Targets
- 2018 PSP Awards
- Approval of Directors' Remuneration Report
- 2018 Bonus CFO Outcome
- 2019 CFO Objectives
- 2018 Bonus CEO Outcome
- 2019 CEO Objectives

January 2019
- Approval of fees for new Chairman

March 2019
- Market Update
- 2019 Salary Review
- PSP Awards

July 2019
- Market Update
- PSP Performance Measure Tracking Update
- Financial Year End Planner

September 2019
- 2020 Bonus Performance Measures

Implementation of the Remuneration Policy in 2020

Basic salary	Directors' salaries from 1 October 2019 are: Andrew Rashbass: £750,000 Wendy Pallot: £363,875 Salaries will be reviewed in April 2020
Pensions and benefits	No change to prior year for Andrew Rashbass or Wendy Pallot
Annual incentive (bonus)	The weightings for the financial performance measures will remain at 75% and individual objectives at 25% for Andrew Rashbass and Wendy Pallot under the Annual Bonus Plan in 2020. However, underlying revenue growth will be introduced as a new financial measure with a 37.5% weighting, with adjusted PBT reducing to a 37.5% weighting. The Committee considers that disclosing the precise targets, which are commercially sensitive, of the Annual Bonus Plan would not be in shareholders' interests and awards made will be published at the end of the performance period where possible.
Annual bonus deferral	Any amount above 100% of salary for Andrew Rashbass and Wendy Pallot will be deferred into nil-cost options for two years.
Long-term incentive	The value of the PSP awards due to be granted to Executive Directors in December 2019 will be equivalent to 170% of salary for Andrew Rashbass and 150% of salary for Wendy Pallot. The performance measures attached to these PSP awards are likely to be different from the previous year. We are currently in the process of consulting major shareholders on these proposals. Shareholders will be fully informed of the outcome of the consultation and the PSP performance measures decided upon in the market announcement of the PSP grants (expected to be in December 2019), as well as in our 2020 Directors' Remuneration Report. Directors employed in the UK are eligible to participate in the SAYE.
Non-Executive Directors' fees	There is no current intention to review Non-Executive Directors' fees during 2020.
Shareholding requirement	Guidelines recommended by the Committee and as indicated in the revised Remuneration Policy are: • Non-Executive Directors: 100% of annual fee • Executive Directors: 200% of salary • Group Management Board: 75% of salary

General Meetings – shareholder vote outcome

The table below shows the voting outcome on the resolution on the 2018 Directors' Remuneration Report at the February 2019 AGM:

	Votes for	%	Votes against	%	Abstentions
Directors' Remuneration Report	82,051,986	82%	18,193,338	18%	–

The table below shows the voting outcome for our most recent remuneration policy vote (set out in our 2017 Directors' Remuneration Report) and voted on at the February 2018 AGM:

	Votes for	%	Votes against	%	Abstentions
Remuneration Policy	93,926,490	92%	8,497,841	8%	20,000

On behalf of the Board

Imogen Joss
Remuneration Committee Chair

21 November 2019

Directors' Report

Euromoney Institutional Investor PLC, incorporated in England and Wales, company number 00954730, with its registered office at 8 Bouverie Street, London, EC4Y 8AX, is listed on the London Stock Exchange and is a constituent of the FTSE 250 and FTSE4Good share indices.

The Directors' Report comprises pages 92 to 94 of this report (together with the sections of the Annual Report incorporated by reference). Some of the matters required by legislation have been included in the Strategic Report (pages 2 to 53) as the Board considers them to be of strategic importance, particularly future business developments and principal risks.

It is expected that the Company will continue to operate as the holding Company of the Group. Subsidiaries of the Company have established branches in a number of different countries in which they operate.

Forward-looking statements
Certain statements made in this document are forward-looking. Such statements are based on current expectations and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results referred to in these forward-looking statements. Unless otherwise required by applicable law, regulation or accounting standards, the Directors do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise. Nothing in this document shall be regarded as a profit forecast.

Group results and dividends
The Group profit for the year attributable to equity holders of the parent amounted to £60.9m (2018: £195.0m). The Board remains committed to the progressive dividend policy introduced in 2017 which anticipates a dividend pay-out ratio of approximately 40% of adjusted diluted earnings per share.

The Board is able to recommend a final dividend of 22.3p per ordinary share (2018: 22.30p), payable on 13 February 2020 to shareholders on the register on 29 November 2019. This, together with the interim dividend of 10.80p per ordinary share (2018: 10.20p), which was declared on 16 May 2019, brings the total dividend for the year to 33.1p per ordinary share (2018: 32.50p).

Share capital
The Company's share capital is divided into ordinary shares of 0.25p each. At 30 September 2019, there were 109,249,352 ordinary shares in issue and fully paid. During the year, 68,623 ordinary shares of 0.25p each (2017: 79,121 ordinary shares) with an aggregate nominal value of £172 (2018: £198) were issued following the exercise of share options granted under the Company's share incentive schemes for a cash consideration of £0.52m (2017: £0.64 m). Details of the Company's share capital are given in note 23 to the Group's Financial Statements.

Employee Share Trust
The Executive Directors of the Company together with other employees of the Group are potential beneficiaries of the Euromoney Employee Share Trust and Euromoney ESOP Trust and, as such, are deemed to be interested in any ordinary shares held by the trust.

At 30 September 2019, the trust's shareholding totalled 1,593,198 shares representing 1.5% of the Company's called-up ordinary share capital. There have been no awards transferred between 30 September 2019 and the date of this Annual Report and Accounts.

Voting rights and restrictions on transfer of shares
Each share entitles its holder to one vote at shareholders' meetings and the right to receive dividends and other distributions according to the respective rights and interests attached to the shares. There are no special control rights attached to them. The Company is not aware of any agreements or control rights between existing shareholders that may result in restrictions on the transfer of securities (shares or loan notes) or on voting rights.

Change of control
There are a number of agreements that take effect, alter or terminate upon a change of control of the Company. These include the Group's debt facility agreement with HSBC under which the bank can demand immediate repayment of outstanding debt upon a change of control. Other than this agreement, none of these agreements are deemed significant in terms of their potential impact on the business of the Group as a whole. The Company's share plans contain provisions that take effect in such an event but do not entitle participants to a greater interest in the shares of the Company than created by the initial grant or award under the relevant plan. Details of the Directors' entitlement to compensation for loss of office following a takeover or contract termination are given in the Directors' Remuneration Report.

Authority to purchase and allot own shares
At the 2019 AGM, the Company did not seek authority from shareholders to purchase its own shares. The Directors were authorised by shareholders to allot shares up to an aggregate nominal amount of £181,970 exclusive of the application of pre-emption rights.

Significant shareholdings
The Company had received notifications from the following shareholders of their direct or indirect shareholding of 3% or more in the Company's issued share capital as at 30 September 2019. This information is disclosed pursuant to the Disclosure Guidance and Transparency Rules and in response to disclosures requested by the Company. No notifications have been disclosed to the Company in accordance with DTR 5 during the period 3 October to 21 November 2019.

Shareholder	Nature of holding	Shareholding	Interest	Date of disclosure
Lindsell Train Limited	Direct and Indirect	16,266,894	14.89%	9 April 2019
Heronbridge Investment Management LLP	Indirect	6,263,048	5.73%	3 April 2019
Majedie Asset Management Limited	Indirect	6,023,481	5.51%	4 April 2019
Standard Life Aberdeen plc	Indirect	3,873,935	3.60%	2 October 2019
Société Générale	Direct	3,313,561	3.23%	9 April 2019

Termination of Relationship deed
The revised relationship deed entered into on 8 December 2016 between the Company and Daily Mail and General Trust plc, the parent company of DMGZ Limited (which superseded the agreement entered into on 16 July 2014), as required by the Listing Rules, terminated on 2 April 2019. This followed DMGT's distribution of its shareholding in the Company to certain of its own shareholders, and therefore ceasing to be a shareholder. The Company had complied with the terms of the relationship deed.

Employees
The performance of our employees has a material impact on the performance of the Company. We therefore operate a robust recruitment process to ensure we hire the right people for the right roles. Staff retention is equally important and we therefore invest in group-wide and business-specific training and development programmes as well as broader initiatives which are detailed elsewhere in this report. We have also reviewed staff pay in the course of the year with the objective of paying staff fairly for the role they perform.

We are clear with employees what our expectations are of them. This aids their development and encourages the right behaviours within both our company and when our employees are representing our company. We have a Code of Conduct, which sets out our expectations on ethics. Our staff handbook sets out our requirements in relation to use of the Group's IT resources and how we manage customer data. We have policies to help our employees comply with the law – for example, relating to anti-bribery and trade sanctions.

We have a framework to help employees speak up when they feel something is wrong. This may be informally, by seeking to create a culture where employees feel able to speak to a manager or other colleague. It may be formally, through the use of our grievance process. Alternatively, it may be via a third party, through the use of our Speak Up hotline where concerns can be raised anonymously.

Each of the Risk Committee and the Audit & Risk Committee oversee these various policies and processes, which effectively form part of our risk framework.

We want employees to feel vested in the financial performance of our business, which we do through our different share and bonus schemes.

We have a duty to look after the safety and wellbeing of our employees, in accordance with health and safety legislation. We do this in a variety of ways; we provide an Employee Assistance Programme; we provide a mental health pathway service; and we have a confidential Speak Up facility provided independently by InTouch for all employees globally to report suspected instances of wrongdoing for investigation and appropriate action.

We benefit if we can hire, retain, develop and promote employees from diverse backgrounds, irrespective of gender, race, faith, disability, sexual orientation or otherwise. We treat people equally both in our hiring processes, our subsequent management of them and through the facilities we make available to all of our employees (for example, accessible buildings for disabled staff; a reflection room for our employees of faith).

Political donations
No political donations were made during the year (2018: £nil).

Post balance sheet events
Events arising after 30 September 2019 are set out in note 30 to the Group's Financial Statements.

Going concern
Having assessed the principal risks and the other matters discussed in connection with the viability statement, the Directors consider it appropriate to adopt the going concern basis of accounting in preparing this Annual Report and Accounts.

Additional disclosures
Additional information that is relevant to this report, and which is incorporated by reference into this report, including information required in accordance with the UK Companies Act 2006 and Listing Rule 9.8.4R, can be located as follows:

Corporate Governance Report (pages 56 to 63)

Related party transactions (note 29)

Waivers of dividends (page 92)

Greenhouse Gas (GHG) reporting (page 37)

Auditor
Each Director confirms that, so far as he/she is aware, there is no relevant audit information of which the Company's auditor is unaware, and that each of the Directors has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of the information.

A resolution to reappoint PricewaterhouseCoopers LLP as the Company's statutory auditor and to authorise the Audit & Risk Committee to determine their remuneration will be proposed at the 2020 AGM.

Annual General Meeting
The Company's AGM will be held at the Company's registered office at 8 Bouverie Street, London, EC4Y 8AX on 28 January 2020 at 9.30 a.m. A separate circular comprising the Notice of Meeting, together with explanatory notes, accompanies this Annual Report and Accounts.

Directors
Directors and Directors' interests
The membership of the Board and biographical details of the Directors are given on pages 54 and 55 of the Corporate Governance Report. The Directors serving on the Board of the Company during the year were as follows:

Director	Date appointed in the year (if applicable)	Date resigned in the year (if applicable)
Jan Babiak		
Andrew Ballingal		1 February 2019
Kevin Beatty		2 April 2019
Tim Collier		2 April 2019
Colin Day		
Tristan Hillgarth		
Imogen Joss		
Wendy Pallot		
Tim Pennington	1 September 2019	
David Pritchard		28 February 2019
Andrew Rashbass		
Lorna Tilbian		
Leslie Van de Walle	1 March 2019	

Details of the interests of the Directors in the ordinary shares of the Company and of options held by the Directors to subscribe for ordinary shares in the Company are set out in the Directors' Remuneration Report on pages 72 to 91.

Directors' Report continued

Appointment and removal of Directors
The Company's Articles of Association give power to the Board to appoint Directors from time to time. In addition to the statutory rights of shareholders to remove a Director by ordinary resolution, the Board may also remove a Director where 75% of the Board gives written notice to such a Director. The Articles of Association themselves may be amended by a special resolution of the shareholders.

In accordance with the Company's Articles of Association and the requirements of the Code, all serving Directors, with the exception of Tristan Hillgarth, offer themselves for election or re-election at the forthcoming AGM. In addition, in accordance with the Code, before the election or re-election of a Non-Executive Director, the Chairman is required to confirm to shareholders that, following formal performance evaluation, the Non-Executive Directors' performance continues to be effective and demonstrates commitment to the role.

Directors' indemnities
A qualifying third-party indemnity (QTPI), as permitted by the Company's Articles of Association and section 232 and 234 of the Companies Act 2006, has been granted by the Company to each of its Directors. Under the provisions of QTPI the Company undertakes to indemnify each Director against liability to third parties (excluding criminal and regulatory penalties) and to pay Director's costs as incurred, provided that they are reimbursed to the Company if the Director is found guilty or, in an action brought by the Company, judgment is given against the Director.

On behalf of the Board

Tim Bratton
General Counsel & Company Secretary

21 November 2019

Statement of Directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period. In preparing the financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- State whether applicable IFRSs as adopted by the European Union have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 102, have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- Make judgements and accounting estimates that are reasonable and prudent; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

Each of the Directors, whose names and functions are listed on pages 54 and 55 in the Annual Report and Accounts confirm that, to the best of their knowledge:

- The Company's Financial Statements, which have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law), give a true and fair view of the assets, liabilities, financial position and profit of the Company;
- The Group Financial Statements, which have been prepared in accordance with IFRSs as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position, profit and cash flows of the Group; and
- The Strategic Report and the Directors' Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board

Wendy Pallot
Chief Financial Officer

21 November 2019

Independent Auditors' Report to the members of Euromoney Institutional Investor PLC

Report on the audit of the Financial Statements

Opinion

In our opinion:

- Euromoney Institutional Investor PLC's Consolidated Financial Statements and Company Accounts (the 'financial statements') give a true and fair view of the state of the Group's and of the Company's affairs at 30 September 2019 and of the Group's profit and cash flows for the year then ended;
- The Consolidated Financial Statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- The Company Accounts have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law); and
- The financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Consolidated Financial Statements, Article 4 of the IAS Regulation.

We have audited the financial statements, included within the Annual Report and Accounts (the 'Annual Report'), which comprise: the Consolidated Statement of Financial Position and the Company Balance Sheet at 30 September 2019; the Consolidated Income Statement and the Consolidated Statement of Comprehensive Income; the Consolidated Statement of Cash Flows; and the Consolidated and Company Statements of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Our opinion is consistent with our reporting to the Audit & Risk Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under ISAs (UK) are further described in the auditors' responsibilities for the audit of the financial statements Section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

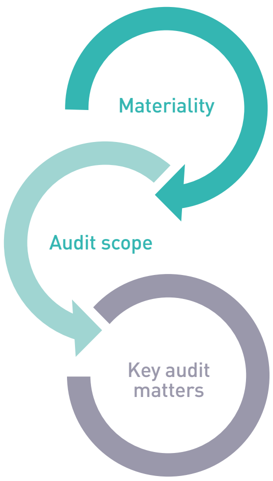
Independence
We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Company.

Other than those disclosed in note 4 to the Consolidated Financial Statements, we have provided no non-audit services to the Group or the Company in the period from 1 October 2018 to 30 September 2019.

Our audit approach

Overview



- Overall Group materiality: £4.0m (2018: £4.0m) based on approximately 5% of statutory profit before tax from continuing and discontinued operations, adjusted for exceptional items.
- Overall Company materiality: £14.2m (2018: £14.5m) based on approximately 1% of total assets.

- We conducted work in three key territories being the UK, US and Canada. This included full scope audits at five components with specified procedures performed at a further four components.
- Taken together, the components at which audit work had been performed accounted for approximately 81% of the Group's total revenue and 67% of the Group's statutory profit before tax from continuing and discontinued operations, adjusted for exceptional items.

- Carrying values of goodwill and acquired intangible assets (Group) and investments in subsidiaries (Company)
- Uncertain tax positions (Group)
- Presentation of exceptional items (Group)
- Restatements arising from VAT and payroll tax exposures (Group)
- Disposals and discontinued operations (Group)
- Finance transformation (Group)
- Acquisition of The Deal LLC (Group)

Independent Auditors' Report to the members of Euromoney Institutional Investor PLC continued

The scope of our audit
As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

Capability of the audit in detecting irregularities, including fraud
Based on our understanding of the Group and the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to the failure to comply with international tax legislation and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting journal entries to increase revenue or profits, manipulation of when revenue is recognised, the classification of exceptional items and management bias in accounting estimates. The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the Group engagement team and/or component auditors included:

- Discussions with management, internal audit and the Group's legal counsel, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Assessment of the Group's whistleblowing facility and matters reported through the facility;
- Evaluating and, where appropriate challenging assumptions and judgements made by management in determining significant accounting estimates, in particular in relation to impairment of goodwill and intangible assets, acquisition accounting, the VAT and payroll tax restatements and uncertain tax positions;
- Identifying and testing unusual journal entries, in particular journal entries posted with unusual account combinations; and
- Identifying revenue recognised close to year-end and verifying that the relevant performance obligations were satisfied.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Key audit matters
Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, 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. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

Key audit matter	How our audit addressed the key audit matter
Carrying values of goodwill and acquired intangibles assets (Group) **Refer to the Audit & Risk Committee report on page 68 and to note 12 to the Consolidated Financial Statements.** At 30 September 2019, the Group had £405.4m (2018: £588.2m) of intangible assets, which includes £149.5m (2018: £167.8m) of acquired intangible assets and £246.3m (2018: £414.7m) of goodwill. Goodwill is tested for impairment annually or more frequently if impairment indicators exist. Acquired intangible assets that are amortised are tested for impairment if impairment indicators exist. During the year, the Group recognised a £2.4m impairment charge for the Centre for Investor Education, which the Group has closed. In addition, there continues to be challenges within the asset management segment following structural and regulatory changes in the market, which were considered an impairment indicator. The recoverability of goodwill and acquired intangible assets is dependent on expected future cash flows from cash generating units (CGUs), defined as the lowest collection of assets for which cash inflows are generated largely independently. As permitted by IAS 36, the Group has reassessed the level at which goodwill impairment reviews are prepared to groups of CGUs representing the lowest level at which goodwill is monitored for internal management purposes. This reassessment has resulted in the impairment reviews being performed at the divisional level. There is a risk that performing impairment reviews at this higher level could mask impairments that would have been present at a lower level. The cash flow forecasts and related recoverable value calculations include a number of significant judgements and estimates including revenue, profit and cash flow growth rates, terminal growth rates and discount rates. For certain CGUs, including where businesses are held for sale, fair value less cost of disposal (rather than value in use) has been used as the methodology to value CGUs. Changes in the key assumptions underpinning these calculations have a significant impact on the headroom available in the impairment calculations.	We focused on the change in the level at which goodwill impairment reviews are performed. We reviewed management's internal business performance reporting to validate the level at which goodwill is monitored. We also considered the performance of businesses at the stand-alone (rather than aggregated) CGU level to identify if a material impairment would have been required at the lower level at the time the decision was made to reassess CGU groupings. We obtained management's goodwill impairment model and tested the reasonableness of key assumptions, including revenue, profit and cash flow growth rates, terminal growth rates and the selection of discount rates. We agreed the underlying cash flow projections to management approved budgets and forecasts and assessed how these projections are compiled. Deploying our valuations experts, we assessed the terminal growth rate and discount rate applied to each CGU compared with third party information, past performance, the Group's cost of capital and relevant risk factors. We performed our own risk assessment by considering historical performance and management's forecasting accuracy by applying any current year budget shortfalls to future forecasts to highlight the CGUs with either lower headroom or which are more sensitive to changes in key assumptions. We compared the multiples implied by the discounted cash flow models to third party sources and to multiples paid by the Group in previous acquisitions. We performed our own independent sensitivity analysis to understand the impact of reasonably possible changes in management's assumptions on the available headroom. We challenged the significant assumptions, specifically relating to revenue and profit growth in light of the individual CGU's past performance to assess whether the forecasts are achievable. We checked for any additional impairment triggers in other businesses through discussions with management, review of management accounts and Board minutes, review of external sources including analyst and industry reports and examining performance of recent acquisitions to identify under-performing businesses. As a result of our work, we determined that the impairment charge recognised in 2019 was appropriate. We have assessed management's disclosures in light of the impairment testing we performed and we considered the disclosures made to be reasonable. For those intangible assets, including goodwill, where management determined that no impairment was required and that no additional sensitivity disclosures should be provided, we found that these judgements were supported by reasonable assumptions that would require significant downside changes before any additional material impairment was necessary.

Independent Auditors' Report to the members of Euromoney Institutional Investor PLC continued

Key audit matter	How our audit addressed the key audit matter
Carrying value of investments in subsidiaries (Company) **Refer to note 6 to the Company Accounts.** Investments in subsidiaries of £1,226m (2018: £1,232m) are accounted for at cost less impairment in the Company Balance Sheet at 30 September 2019. Investments are tested for impairment if impairment indicators exist. If such indicators exist, the recoverable amounts of the investments in subsidiaries are estimated in order to determine the extent of the impairment loss, if any. Any such impairment loss is recognised in the income statement. Management judgement is required in the area of impairment testing, particularly in assessing: (1) whether an event has occurred that may indicate that the related asset values may not be recoverable; (2) whether the carrying value of an asset can be supported by the recoverable value, being the higher of fair value less cost of disposal or the net present value of future cash flows which are estimated based on the continued use of the asset in the business; and (3) key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of any impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the recoverable value determined by the impairment test and as a result affect the Company's financial condition and results of operations. During the year, an impairment charge of £6.1m was recorded, largely triggered by an increase in the weighted average cost of capital used to discount the cash flows attributable to the Company's UK investments.	We evaluated management's assessment whether any indicators of impairment existed by comparing the net assets of the Company's subsidiaries at 30 September 2019 with the Company's investment carrying values. For those investments where the net assets were lower than the carrying values, management prepared a valuation based on the discounted future cash flows of the Company's investments. We have tested the reasonableness of key assumptions, including revenue, profit and cash flow growth rates, terminal growth rates and the selection of discount rates management has applied. Deploying our valuations experts, we assessed the terminal growth rate and discount rate applied to each investment compared with third party information, past performance, the Group's cost of capital and relevant risk factors. We compared the multiples implied by the discounted cash flow models to third party sources and to multiples paid by the Group in previous acquisitions. We also considered the recoverable values by reference to the Group's market capitalisation at 30 September 2019. We performed our own independent sensitivity analysis to understand the impact of reasonably possible changes in management's assumptions that would result in further impairment. Where applicable, we verified that the recoverable values of investments were consistent with the recoverable values of the related CGUs tested for goodwill impairment purposes as part of the audit of the Consolidated Financial Statements. As a result of our work, we considered the £6.1m impairment charge to be appropriate. The remaining carrying values of the investments held by the Company are supportable in the context of the Company Accounts taken as a whole.
Uncertain tax positions (Group) **Refer to the Audit & Risk Committee report on page 69 and to note 8 to the Consolidated Financial Statements.** The Group operates in a complex multinational tax environment in relation to direct taxes and there are a number of open tax matters with tax authorities, especially in the UK relating to an HMRC enquiry from 2018 and in Canada relating to a challenge by the Canadian Revenue Agency. From time to time, the Group enters into transactions with complicated accounting and tax consequences and judgement is required in assessing the level of provisions needed in respect of uncertain tax positions.	We evaluated management's judgements in respect of estimates of tax exposures and contingencies in order to assess the adequacy of the Group's tax provisions. In understanding and evaluating management's judgements, we deployed our tax specialists and considered third party tax advice received by the Group, the status of recent and current tax authority audits and enquiries, the outturn of previous claims, judgemental positions taken in tax returns and current year estimates and developments in the tax environment. We refreshed our independent assessment of tax risks in the Group's most material markets (UK, US and Canada) and we evaluated the appropriateness and completeness of related tax provisions. The most significant uncertain tax positions comprise the Canadian Revenue Agency's assessment of a foreign currency trade in 2008 and 2009 and a potential exposure relating to an HMRC enquiry from 2015. The maximum exposure to the HMRC enquiry is £10.7m which was fully provided in 2018. The Group has approximately £20m of unprovided exposure for the challenge by the Canadian Revenue Agency. Deploying our tax specialists, we reviewed external expert advice received by the Group in relation to the challenges by the Canadian Revenue Agency and HMRC and we independently evaluated the likely outcome of each dispute. Based on the audit evidence obtained, we considered the level of provisioning for direct taxes and the related disclosures to be appropriate in the context of the Consolidated Financial Statements taken as a whole.

Key audit matter	How our audit addressed the key audit matter
Presentation of exceptional items (Group) **Refer to the Audit & Risk Committee report on page 68 and to note 5 to the Consolidated Financial Statements.** The Group continues to present adjusted earnings by making adjustments for costs and profits which management believes to be exceptional by virtue of their size and incidence. During the year, the Group presented £3.9m of net income as exceptional items from continuing and discontinued operations, primarily comprising: profit on disposal of businesses; offset by goodwill impairments, professional fees associated with the planned sale of the asset management businesses; and other exceptional costs. Given that the Group presents adjusted earnings measures in addition to its statutory results, the classification of these items as exceptional in the Consolidated Financial Statements was considered important, particularly considering the nature of such items, whether they are non-recurring and whether they are significant in size.	We considered the appropriateness of the adjustments made to statutory profit measures to derive adjusted profit measures. We understood management's rationale for classifying items as exceptional and considered whether this is reasonable and appropriate in arriving at an adjusted profit measure for 2019. Overall, we found that management was even handed and consistent in its treatment of exceptional credits and debits. We were satisfied that excluding the one-off net profit on disposal of businesses from adjusted profit measures was consistent with the Group's historical practice. Where costs were treated as exceptional, we considered whether the Group had complied with its accounting policy and with the financial hurdle set by the Directors below which items of cost and income should not be treated as exceptional. We considered the appropriateness and transparency of the disclosures in the Consolidated Financial Statements regarding the nature of the reconciling items between statutory and adjusted profit measures, especially in the context of the principle that financial reporting as a whole should be fair, balanced and understandable. As a result of our work, we determined that the classification of exceptional items was reasonable, that the Group's policy in this area has been consistently applied and that the rationale for including or excluding items from adjusted profit has been consistently applied across gains and losses.
Disposals and discontinued operations (Group) **Refer to the Audit & Risk Committee report on page 69 and to note 11 to the Consolidated Financial Statements.** In September 2019, the Group announced its plan to explore the sale of its asset management businesses, comprising BCA Research, Net Davis Research and Institutional Investor (the 'disposal group'). At 30 September 2019, the sale was not completed. The disposal group has been presented as a discontinued operation in the Consolidated Financial Statements. Judgement was required in determining whether the disposal group met the IFRS 5 criteria for classification as a discontinued operation and particularly whether it is highly probable that shareholder approval will be received and that the sale will complete within 12 months. In addition, on 23 October 2018 the Group disposed of the Mining Indaba business, generating a profit on disposal of £17.0m	We examined minutes of Board meetings, written correspondence between the Group and the potential purchasers and communications to the Group's investors. We considered that the classification of assets and liabilities in the disposal group as held for sale and the results of the disposal group as discontinued operations is appropriate and in accordance with IFRS 5. Furthermore, the carrying value of the assets and liabilities of the disposal group has been assessed by reference to the expected proceeds less estimated cost of disposal. The estimated proceeds were based on discounted cash flow models and we agreed the underlying cash flow projections to budgets and forecasts and assessed how these projections were compiled. We compared this valuation to the estimated disposal proceeds provided by the Group's third party advisors. We were satisfied that the net assets of the disposal group were recoverable at 30 September 2019. In respect of Mining Indaba, we obtained and reviewed the sale and purchase agreement to gain an understanding of the terms of the transaction and recalculated the gain on disposal. We vouched the disposal costs to invoice and other supporting evidence, confirming that they were directly attributable to the disposal.

Independent Auditors' Report to the members of Euromoney Institutional Investor PLC continued

Key audit matter	How our audit addressed the key audit matter
Restatements arising from VAT and payroll tax exposures (Group) **Refer to the Audit & Risk Committee report on pages 68 and 69 and to note 1 to the Consolidated Financial Statements** The Group identified underpayments to HMRC of payroll taxes relating to off-payroll employees of £8.2m and to VAT on recharges between UK subsidiaries of £11.3m. Management has determined that the underpayments related to prior periods and that comparative financial information therefore needs to be restated to properly reflect the quantum of the exposure in each prior period. Management judgement is required in estimating the potential exposures including estimating the amount of penalties and interest that could be incurred and the look-back period that will be applied for both matters. In respect of the payroll tax exposure, judgement is required in determining which contractors will be classified as off-payroll employees and whether the listing of at-risk contractors is complete.	Deploying our indirect tax experts, we assessed the likelihood of the VAT exposure crystallising and assessed the reasonableness of management's quantification of the exposure including assessing whether interest and penalties should be applied in determining the provision. We reviewed related correspondence with management's third party advisors and with HMRC. In order to assess the risk of further VAT exposures, we obtained and reviewed the VAT returns for UK subsidiaries and tested management's reconciliation of these returns to the underlying books and records. We reviewed the returns and understood management's processes for determining the VAT treatment of judgemental items. We considered what UK subsidiaries were not part of the UK VAT group and the economic activity in those subsidiaries to determine if additional VAT exposures existed. We substantively tested amounts paid to contractors to invoices, cash payments and contracts to assess the accuracy of the data used to estimate the payroll tax provision and we performed keyword searches of transactional level data to verify the completeness of identified contractors. Deploying our employment tax experts, we assessed the period of time for calculating the payroll tax exposure and the methodology applied by management to estimate the exposure. We also considered the reasonableness of the interest and penalty component of the provision by reference to statutory guidelines. For both matters, we have evaluated the inputs and advice from third party experts engaged by the Company to support management's estimate of each exposure. Since both matters are material and relate to prior periods, we considered management's decision to restate the comparative financial information to be appropriate. As a result of our work, we considered the £19.5m provision for the VAT and payroll tax exposures to be appropriate. We have reviewed the appropriateness of the disclosures in the Consolidated Financial Statements regarding the key assumptions used to determine the provisions and explaining the restatement.
Finance transformation (Group) The Group is in the midst of a period of significant change with the continued roll-out of a new Enterprise Resource Planning (ERP) system. The ERP implementation programme continued in 2019 with certain UK and North American businesses going live. This change represents a risk as controls and processes that have been established and embedded over a number of years are changed and migrated to the new ERP environment. There is an increased risk of break-down in internal control during the transition. In addition, there is a risk that data is not migrated accurately between systems which could result in misstatements.	We evaluated the controls in place to extract, transform and load data from legacy systems to the new ERP system including testing balance sheet reconciliations for migrating entities to identify any residual migration issues. We assessed the design and operation of the new ERP's automated functionality and the restrictions designed in relation of segregation of duties. Where issues were identified, we performed additional substantive testing to address the residual risk. In the year of migration, we maintained a substantive rather than controls based audit approach. Based on our work, we did not identify any material misstatements as a result of the impact of finance transformation activities in 2019.

Key audit matter	How our audit addressed the key audit matter
Acquisition of The Deal LLC (Group) **Refer to the Audit & Risk Committee report on page 69 and to note 15 to the Consolidated Financial Statements.** On 14 February 2019, the Group acquired 100% of the equity share capital of The Deal LLC, comprising BoardEx, an executive profiling and relationship-mapping platform, and The Deal, a source of data, news and intelligence on mergers and acquisitions, activist investing, private equity and restructuring, for £72.5m. A provisional purchase price allocation exercise has been performed by management, assisted by an external expert. The primary element of the valuation exercise assessed the fair value of identifiable intangible assets in the form of trade name (£3.0m), customer relationships (£36.8m) and databases (£4.2m). Goodwill of £27.6m was recognised as a result of the acquisition. Judgement was required in identifying and valuing these acquired intangible assets and goodwill and in determining the valuation of the other assets and liabilities acquired.	We obtained and reviewed the sale and purchase agreement (SPA) and due diligence reports to gain an understanding of the key terms of (and business rationale for) the acquisition. In testing the valuation of the intangible assets acquired, we considered whether the identified intangible assets were appropriate by reference to the SPA, due diligence reports and other supporting documentation. Deploying our valuations experts, we engaged with management and with management's third party expert to assess the methodology employed for calculating the fair values of the assets and liabilities and the appropriateness of the key assumptions used, including discount rates. We checked that the material fair value adjustments to the acquired net assets were consistent with the accounting standard requirements. Based on the evidence obtained, we did not identify any indication that the fair value adjustments identified by management were inappropriate or that material fair value adjustments were omitted from management's assessment. We performed certain procedures on the opening balance sheet acquired by the Group. We reviewed management's analysis of the impacts of the differences between The Deal LLC's accounting policies and the Group's accounting policies and noted no material differences. We read the disclosures in the Consolidated Financial Statements to satisfy ourselves that they are in line with the requirements of the relevant accounting standards.

Independent Auditors' Report to the members of Euromoney Institutional Investor PLC continued

How we tailored the audit scope
We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the industry in which they operate and the accounting processes and controls.

The Consolidated Financial Statements are a consolidation of 56 reporting units, each of which is considered to be a component. We identified five components in the UK, US and Canada that required a full scope audit due to their size. Audit procedures over specific financial statement line items were performed at a further four components in the UK and US to give sufficient audit coverage.

In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed at the components by us, as the Group audit team, or by component auditors within PwC UK and from other PwC network firms operating under our instruction. Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those reporting units to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the Consolidated Financial Statements as a whole.

We performed full scope audits in respect of Euromoney Trading (UK), Euromoney Global (UK), Institutional Investor (US), BCA Research (Canada) and RISI (US), which, in our view, required a full scope audit due to their size.

We performed audit procedures over specific financial statement line items at Tipall (UK) over property, plant and equipment and related dilapidation provisions, at Information Management Network (US) over revenue, accounts receivable and contract liabilities and at Euromoney Canada and Fantfoot (both UK) over cash and cash equivalents. This ensured that sufficient and appropriate audit procedures were performed to achieve sufficient coverage over these financial statement line items.

In addition to instructing and reviewing the reporting from our component audit teams, we conducted visits to our in-scope components in the US and Canada, which included file reviews and attendance at key meetings with local management. We also had regular dialogue with component teams throughout the year.

The Group consolidation, financial statement disclosures and corporate functions were audited by the Group audit team. This included our work over goodwill and intangible assets, acquisitions and disposals, treasury, post-retirement benefits and tax.

Taken together, the components and corporate functions where we conducted audit procedures accounted for approximately 81% of the Group's total revenue and 67% of the Group's statutory profit before tax from continuing and discontinued operations, adjusted for exceptional items. This provided the evidence we needed for our opinion on the Consolidated Financial Statements taken as a whole. This was before considering the contribution to our audit evidence from performing audit work at the Group level, including disaggregated analytical review procedures that cover certain of the Group's smaller and lower risk components, which were not directly included in our Group audit scope.

Materiality
The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Consolidated Financial Statements	Company Accounts
Overall materiality	£4.0m (2018: £4.0m).	£14.2m (2018: £14.5m).
How we determined it	Approximately 5% of statutory profit before tax from continuing and discontinued operations, adjusted for exceptional items.	Approximately 1% of total assets.
Rationale for benchmark applied	The Group's principal measure of earnings comprises adjusted operating profit, which adjusts statutory profit for a number of income and expenditure items. Management uses this measure as it believes that it eliminates the volatility inherent in exceptional items. We have taken this measure into account in determining our materiality, except that we have not adjusted profit before tax to add back amortisation of acquired intangible assets, share of results in associates and joint ventures or net finance costs as in our view these are recurring items which do not introduce volatility to the Group's earnings. The asset management businesses that are classified as discontinued operations contributed a full year's results and remained part of the Group at 30 September 2019. In our view, it is therefore appropriate to continue to take the profit from discontinued operations into account when determining our materiality.	Based on our professional judgement, total assets is an appropriate measure to assess the performance of the Company and is a generally accepted auditing benchmark for holding companies.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between £0.5m and £3.1m. Certain components were audited to a local statutory audit materiality that was also less than our overall Group materiality allocations. We agreed with the Audit & Risk Committee that we would report to them misstatements identified during our audit above £0.2m (Group audit) (2018: £0.2m) and £0.2m (Company audit) (2018: £0.2m) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Going concern
In accordance with ISAs (UK) we report as follows:

Reporting obligation	Outcome
We are required to report if we have anything material to add or draw attention to in respect of the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the Directors' identification of any material uncertainties to the Group's and the Company's ability to continue as a going concern over a period of at least twelve months from the date of approval of the financial statements.	We have nothing material to add or to draw attention to. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group's and Company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear and it is difficult to evaluate all of the potential implications on the Group's trade, customers, suppliers and the wider economy.
We are required to report if the Directors' statement relating to Going Concern in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.	We have nothing to report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, the Companies Act 2006 (CA06), ISAs (UK) and the Listing Rules of the Financial Conduct Authority (FCA) require us also to report certain opinions and matters as described below (required by ISAs (UK) unless otherwise stated).

Independent Auditors' Report to the members of Euromoney Institutional Investor PLC continued

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 30 September 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements. (CA06)

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report. (CA06)

The Directors' assessment of the prospects of the Group and of the principal risks that would threaten the solvency or liquidity of the Group

We have nothing material to add or draw attention to regarding:

- The Directors' confirmation on page 94 of the Annual Report that they have 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;
- The disclosures in the Annual Report that describe those risks and explain how they are being managed or mitigated; and
- The Directors' explanation on page 53 of the Annual Report as to how they have assessed the prospects of the Group, over what period they have done so and why they consider 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.

We have nothing to report having performed a review of the Directors' statement that they have carried out a robust assessment of the principal risks facing the Group and statement in relation to the longer-term viability of the Group. Our review was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statements; checking that the statements are in alignment with the relevant provisions of the UK Corporate Governance Code (the 'Code'); and considering whether the statements are consistent with the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit. (Listing Rules)

Other Code provisions

We have nothing to report in respect of our responsibility to report when:

- The statement given by the Directors on page 61 that they consider the Annual Report taken as a whole to be fair, balanced and understandable and provides the information necessary for the members to assess the Group's and Company's position and performance, business model and strategy is materially inconsistent with our knowledge of the Group and Company obtained in the course of performing our audit;
- The Section of the Annual Report on page 64 to 69 describing the work of the Audit & Risk Committee does not appropriately address matters communicated by us to the Audit & Risk Committee; and
- The Directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified, under the Listing Rules, for review by the auditors.

Directors' Remuneration

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006. (CA06)

Responsibilities of the Directors for the financial statements

Responsibilities of the Directors for the financial statements
As explained more fully in the Statement of Directors' responsibilities set out on page 94, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also 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.

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

Auditors' responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditors and delete responsibilities. This description forms part of our Auditors' Report.

Use of this report
This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit; or
- Adequate accounting records have not been kept by the Company or returns adequate for our audit have not been received from branches not visited by us; or
- Certain disclosures of Directors' remuneration specified by law are not made; or
- The Company Accounts and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment
Following the recommendation of the Audit Committee, we were appointed by the members on 29 January 2015 to audit the financial statements for the year ended 30 September 2015 and subsequent financial periods. The period of total uninterrupted engagement is five years, covering the years ended 30 September 2015 to 30 September 2019.

Giles Hannam (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

21 November 2019

Consolidated Income Statement

for the year ended 30 September 2019

	Notes	2019 £000	Restated 2018 £000
CONTINUING OPERATIONS			
Revenue	3	**256,051**	244,825
Operating profit before acquired intangible amortisation and exceptional items	3	**38,514**	39,945
Acquired intangible amortisation	12	**(14,215)**	(11,990)
Exceptional items	5	**6,350**	79,910
Operating profit	3, 4	**30,649**	107,865
Share of results in associates and joint ventures	14	**(88)**	157
Finance income	7	**1,873**	5,248
Finance expense	7	**(2,983)**	(6,454)
Net finance costs	7	**(1,110)**	(1,206)
Profit before tax	3	**29,451**	106,816
Tax expense on profit	8	**(9,317)**	(41,358)
Profit for the year from continuing operations	3	**20,134**	65,458
DISCONTINUED OPERATIONS			
Profit for the year from discontinued operations	11	**41,059**	129,685
PROFIT FOR THE YEAR		**61,193**	195,143
Attributable to:			
Equity holders of the parent		**60,929**	195,004
Equity non-controlling interests		**264**	139
		61,193	195,143
Earnings per share			
From continuing operations			
Basic	10	**18.5p**	60.8p
Diluted	10	**18.5p**	60.7p
From continuing and discontinued operations			
Basic	10	**56.6p**	181.5p
Diluted	10	**56.6p**	181.3p
Dividend per share (including proposed dividends)	9	**33.1p**	32.5p

A detailed reconciliation of the Group's statutory results to the adjusted and underlying results is set out on pages 15 to 18.

The 2018 Consolidated Income Statement has been restated as detailed in note 1.

Consolidated Statement of Comprehensive Income

for the year ended 30 September 2019

	2019 £000	Restated 2018 £000
Profit for the year	**61,193**	195,143
Items that may be reclassified subsequently to profit or loss:		
Change in fair value of cash flow hedges	**(5,061)**	(711)
Transfer of losses/(gains) on cash flow hedges from fair value reserves to Income Statement:		
Foreign exchange losses/(gains) in revenue	**3,483**	(1,037)
Foreign exchange losses/(gains) in administrative expenses	**361**	(409)
Gains on interest rate swaps to hedge interest on committed borrowings	**–**	(2,121)
Net exchange differences on translation of net investments in overseas subsidiary undertakings	**22,644**	24,311
Net exchange differences on foreign currency loans	**1,524**	(5,642)
Translation reserves recycled to Income Statement	**–**	8,250
Fair value remeasurement	**2,131**	–
Tax on items that may be reclassified	**–**	630
Items that will not be reclassified to profit or loss:		
Actuarial (losses)/gains on defined benefit pension schemes	**(5,175)**	6,495
Tax credit/(charge) on actuarial (losses)/gains on defined benefit pension schemes	**880**	(1,104)
Other comprehensive income for the year	**20,787**	28,662
Total comprehensive income for the year	**81,980**	223,805
Continuing operations	**7,629**	130,584
Discontinued operations	**74,351**	93,221
Total comprehensive income for the year	**81,980**	223,805
Attributable to:		
Equity holders of the parent	**81,716**	223,830
Equity non-controlling interests	**264**	(25)
	81,980	223,805

Financial Statements

Consolidated Statement of Financial Position

as at 30 September 2019

	Notes	2019 £000	Restated 2018 £000	Restated 1 October 2017 £000
Non-current assets				
Intangible assets				
Goodwill	12	**246,281**	414,722	399,971
Other intangible assets	12	**159,140**	173,503	193,991
Property, plant and equipment	13	**15,294**	16,112	17,235
Investment in associates and joint ventures	14	**5,271**	715	26,820
Other equity investments	14	**–**	3,546	3,546
Convertible loan note	19	**3,759**	2,677	2,503
Deferred consideration	25	**–**	470	1,570
Deferred tax assets	22	**2,232**	2,178	2,965
Retirement benefit asset	27	**1,511**	1,937	–
Other non-current assets		**317**	583	929
Derivative financial instruments	19	**93**	55	662
		433,898	616,498	650,192
Current assets				
Trade and other receivables	16	**48,955**	68,285	64,483
Contract assets		**1,457**	–	–
Deferred consideration	25	**–**	650	419
Current income tax assets		**4,362**	4,605	5,112
Cash and cash equivalents	19	**49,751**	78,273	4,426
Derivative financial instruments	19	**219**	131	2,686
Total assets of businesses held for sale	11	**292,356**	13,719	50,671
		397,100	165,663	127,797
Current liabilities				
Acquisition commitments	25	**(986)**	(97)	(9,904)
Deferred consideration	25	**(138)**	(209)	(350)
Trade and other payables	17	**(43,929)**	(44,931)	(38,452)
Current income tax liabilities		**(16,564)**	(31,016)	(16,117)
Group relief payable		**–**	–	(387)
Accruals		**(48,562)**	(64,143)	(67,819)
Deferred income and contract liabilities	18	**(87,150)**	(117,088)	(113,487)
Derivative financial instruments	19	**(3,578)**	(2,424)	(1,001)
Provisions	21	**(785)**	(248)	(337)
Total liabilities of businesses held for sale	11	**(71,534)**	(1,994)	(29,998)
		(273,226)	(262,150)	(277,852)
Net current assets/(liabilities)		**123,874**	(96,487)	(150,055)
Total assets less current liabilities		**557,772**	520,011	500,137
Non-current liabilities				
Acquisition commitments	25	**(1,640)**	(175)	(3,221)
Deferred consideration	25	**–**	(125)	–
Borrowings		**–**	–	(168,893)
Other non-current liabilities		**(227)**	(1,348)	(486)
Deferred income and contract liabilities	18	**(1,278)**	(3,316)	(3,491)
Deferred tax liabilities	22	**(17,718)**	(27,553)	(23,431)
Retirement benefit obligations	27	**(7,723)**	(4,870)	(9,954)
Derivative financial instruments	19	**(293)**	(166)	(230)
Provisions	21	**(2,845)**	(3,872)	(2,600)
		(31,724)	(41,425)	(212,306)
Net assets		**526,048**	478,586	287,831

	Notes	2019 £000	Restated 2018 £000	Restated 1 October 2017 £000
Shareholders' equity				
Called up share capital	23	**273**	273	273
Share premium account		**104,306**	103,790	103,147
Other reserve		**64,981**	64,981	64,981
Capital redemption reserve		**56**	56	56
Own shares		**(19,682)**	(20,462)	(21,005)
Reserve for share-based payments		**40,120**	39,687	38,395
Fair value reserve		**(27,087)**	(27,616)	(23,071)
Translation reserve		**143,243**	119,075	89,269
Retained earnings		**218,795**	198,802	26,628
Equity shareholders' surplus		**525,005**	478,586	278,673
Equity attributable to non-controlling interests		**1,043**	–	9,158
Total equity		**526,048**	478,586	287,831

The Consolidated Statements of Financial Position at 1 October 2017 and 30 September 2018 have been restated as detailed in note 1.

The Financial Statements on pages 106 to 165 were approved by the Board of Directors on 21 November 2019 and signed on its behalf by:

Andrew Rashbass

Wendy Pallot
Directors

Consolidated Statement of Changes in Equity

for the year ended 30 September 2019

	Share capital £000	Share premium account £000	Other reserve £000	Capital redemption reserve £000	Own shares £000	Reserve for share-based payments £000	Fair value reserve £000	Translation reserve £000	Retained earnings £000	Total £000	Non-controlling interests £000	Total equity £000
At 1 October 2017 (reported)	273	103,147	64,981	56	(21,005)	38,395	(23,071)	89,269	35,594	287,639	9,158	296,797
Restatements (note 1)	–	–	–	–	–	–	–	–	(8,966)	(8,966)	–	(8,966)
At 1 October 2017 (restated)	273	103,147	64,981	56	(21,005)	38,395	(23,071)	89,269	26,628	278,673	9,158	287,831
Profit for the year (restated)	–	–	–	–	–	–	–	–	195,004	195,004	139	195,143
Other comprehensive (expense)/income for the year	–	–	–	–	–	–	(4,545)	27,349	6,022	28,826	(164)	28,662
Total comprehensive (expense)/income for the year	–	–	–	–	–	–	(4,545)	27,349	201,026	223,830	(25)	223,805
De-recognition of non-controlling interest and related liabilities on disposal	–	–	–	–	–	–	–	–	317	317	(170)	147
Adjustment arising from change in non-controlling interest	–	–	–	–	–	–	–	2,457	6,082	8,539	(8,539)	–
Credit for share-based payments	–	–	–	–	–	1,741	–	–	–	1,741	–	1,741
Cash dividend paid	–	–	–	–	–	–	–	–	(34,361)	(34,361)	(424)	(34,785)
Exercise of share options	–	643	–	–	543	(449)	–	–	(94)	643	–	643
Tax relating to items taken directly to equity	–	–	–	–	–	–	–	–	(796)	(796)	–	(796)
At 30 September 2018 (restated)	273	103,790	64,981	56	(20,462)	39,687	(27,616)	119,075	198,802	478,586	–	478,586
Impact of adopting IFRS 9	–	–	–	–	–	–	(385)	–	828	443	–	443
At 1 October 2018 (restated)	273	103,790	64,981	56	(20,462)	39,687	(28,001)	119,075	199,630	479,029	–	479,029
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**60,929**	**60,929**	**264**	**61,193**
Other comprehensive income/(expense) for the year	**–**	**–**	**–**	**–**	**–**	**–**	**914**	**24,168**	**(4,295)**	**20,787**	**–**	**20,787**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**–**	**–**	**914**	**24,168**	**56,634**	**81,716**	**264**	**81,980**
Recognition of acquisition commitments	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(1,429)**	**(1,429)**	**–**	**(1,429)**
Non-controlling interest recognised on acquisition	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**779**	**779**
Credit for share-based payments	**–**	**–**	**–**	**–**	**–**	**883**	**–**	**–**	**–**	**883**	**–**	**883**
Cash dividend paid	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(35,586)**	**(35,586)**	**–**	**(35,586)**
Exercise of share options	**–**	**516**	**–**	**–**	**780**	**(450)**	**–**	**–**	**(330)**	**516**	**–**	**516**
Tax relating to items taken directly to equity	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(124)**	**(124)**	**–**	**(124)**
At 30 September 2019	**273**	**104,306**	**64,981**	**56**	**(19,682)**	**40,120**	**(27,087)**	**143,243**	**218,795**	**525,005**	**1,043**	**526,048**

The other reserve represents the share premium arising on the shares issued for the purchase of Metal Bulletin plc in October 2006.

The investment in own shares is held by the Euromoney Employee Share Ownership Trust and Euromoney Employee Share Trust.

The trusts waived the rights to receive dividends. Interest and administrative costs are charged to the profit and loss account of the trusts as incurred and included in the Consolidated Financial Statements.

	2019 Number	2018 Number
Euromoney Employee Share Ownership Trust	**58,976**	58,976
Euromoney Employee Share Trust	**1,593,198**	1,656,575
Total	**1,652,174**	1,715,551
Nominal cost per share (p)	**0.25**	0.25
Historical cost per share (£)	**11.91**	11.93
Market value (£000)	**24,452**	23,091

Consolidated Statement of Cash Flows

for the year ended 30 September 2019

	Notes	2019 £000	Restated 2018 £000
Cash flow from operating activities			
Operating profit from continuing operations	3	**30,649**	107,865
Operating profit from discontinued operations	11	**55,189**	53,602
Operating profit		**85,838**	161,467
Long-term incentive expense	24	**883**	1,487
Acquired intangible amortisation	12	**25,143**	22,739
Licences and software amortisation	12	**2,099**	2,908
Depreciation of property, plant and equipment	13	**2,744**	3,356
Loss on disposal of property, plant and equipment		**19**	6
Loss on disposal of intangible assets		**–**	432
Impairment charges	5	**2,410**	3,048
Amendment to defined benefit pension plan	5	**(1,224)**	–
Profit on disposal of businesses/associates	5	**(16,998)**	(86,817)
Cost of disposal of discontinued operations – exceptional items	5	**(1,682)**	–
(Decrease)/increase in provisions		**(552)**	734
Profit on deemed disposal of associate		**(687)**	–
Operating cash flows before movements in working capital		**97,993**	109,360
Decrease/(increase) in receivables		**6,122**	(7,498)
(Decrease)/increase in payables		**(11,708)**	6,698
Cash generated from operations		**92,407**	108,560
Income taxes paid		**(38,418)**	(38,692)
Group relief tax paid		**–**	(229)
Net cash generated from operating activities		**53,989**	69,639
Investing activities			
Interest received		**1,128**	950
Purchase of intangible assets	12	**(8,379)**	(3,262)
Purchase of property, plant and equipment		**(1,637)**	(1,703)
Proceeds from disposal of property, plant and equipment		**14**	74
Purchase of businesses/subsidiary undertakings, net of cash acquired	15	**(68,101)**	(19,200)
Proceeds from disposal of businesses	15	**19,653**	124,805
Dividends received from associate		**197**	–
Proceeds from disposal of associate	14	**–**	100,142
Receipt of deferred consideration	25	**9,671**	1,607
Payment of deferred consideration	25	**(232)**	(1,470)
Net cash (used in)/generated from investing activities		**(47,686)**	201,943
Financing activities			
Dividends paid	9	**(35,586)**	(34,361)
Dividends paid to non-controlling interests		**–**	(424)
Interest paid		**(1,287)**	(3,786)
Cash settlement on interest rate swaps		**–**	2,091
Issue of new share capital	23	**516**	643
Decrease in borrowings		**–**	(167,740)
Purchase of additional interest in subsidiary undertakings	15	**(97)**	(10,130)
Net cash used in financing activities		**(36,454)**	(213,707)
Net (decrease)/increase in cash and cash equivalents		**(30,151)**	57,875
Cash and cash equivalents at beginning of year (including held for sale)		**78,273**	14,272
Effect of foreign exchange rate movements		**1,956**	6,126
Cash and cash equivalents at end of year (including held for sale)		**50,078**	78,273
Cash and cash equivalents classified as held for sale	11	**(327)**	–
Cash and cash equivalents at end of year		**49,751**	78,273

This statement includes discontinued operations (note 11).

Notes to the Consolidated Financial Statements

1 Accounting policies

General information
Euromoney Institutional Investor PLC (the 'Company') is a public company limited by shares and incorporated in England and Wales, United Kingdom (UK). The address of the registered office is 8 Bouverie Street, London, EC4Y 8AX, UK.

The Consolidated Financial Statements consolidate those of the Company and its subsidiaries (together referred to as the 'Group') and equity account the Group's interest in associates and joint ventures. The parent Company Accounts present information about the entity and not about its Group.

The Consolidated Financial Statements have been prepared and approved by the Directors in accordance with the International Financial Reporting Standards (IFRS) adopted for use in the European Union and interpretations issued by the IFRS Interpretations Committee (IFRS IC) and therefore comply with Article 4 of the EU IAS Regulation, and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The Company has elected to prepare its Company Accounts in accordance with Financial Reporting Standard 102.

The following amendments and interpretations were adopted in 2019. The adoption and impact of these new pronouncements from 1 October 2018 have been disclosed within this note. Additional disclosure has been given where relevant:

- IFRS 9 'Financial Instruments' – mandatory for reporting periods starting on or after 1 January 2018
- IFRS 15 'Revenue from Contracts with Customers' – mandatory for reporting periods starting on or after 1 January 2018

Judgements made by the Directors in the application of those accounting policies that have a significant effect on the Financial Statements, and estimates with a significant risk of material adjustment in the next year, are discussed in note 2.

Certain changes to IFRS will be applicable to the Consolidated Financial Statements in future years. Set out below are those which are considered to be most relevant to the Group.

Relevant new standards, amendments and interpretations issued but effective subsequent to the year end:
- IFRS 16 'Leases' – the mandatory effective date of implementation is 1 January 2019
- Amendment to IFRS 2 'share-based Payments' – the mandatory effective date of implementation is 1 January 2019
- IFRIC 22 'Foreign Currency Transactions and Advance Consideration' – the mandatory effective date of implementation is 1 January 2019
- IFRIC 23 'Uncertainty over Income Tax Treatments' – the mandatory effective date of implementation is 1 January 2019
- Amendments to IAS 28 'Investments in Associates' – the mandatory effective date of implementation is 1 January 2019
- Amendments to IAS 19 'Employee Benefits' – the mandatory effective date of implementation is 1 January 2019

As at 30 September 2019, the following standards have not been endorsed by the European Union:

- Amendment to definition of a business in IFRS 3 'Business Combinations' – the mandatory effective date of implementation is 1 January 2020
- Amendments to Interest Rate Benchmark Reform – 'Financial Instruments' – IFRS 9, IAS 39 and IFRS 7 – the mandatory effective date of implementation is 1 January 2020
- Amendments to IAS 1 'Presentation of Financial Statement' – the mandatory effective date of implementation is 1 January 2020
- Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' – the mandatory effective date of implementation is 1 January 2020
- Amendments to the Conceptual framework – the mandatory effective date of implementation is 1 January 2020

IFRS 9 'Financial Instruments'
The Group adopted IFRS 9 'Financial Instruments' on 1 October 2018. Differences in the carrying amount of financial assets and liabilities resulting from the adoption of IFRS 9 have been recognised in opening reserves as at 1 October 2018 and comparatives have not been restated.

Classification and measurement of financial assets
Under IFRS 9, financial assets are required to be measured at either amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL).

The impact of IFRS 9 on the Group's financial assets are as follows:

- The Group has elected to classify as FVTOCI the equity financial asset which was previously classified as available-for-sale held at cost less any identified impairment losses in accordance with IAS 39. IFRS 9 allows for an irrevocable election on an instrument-by-instrument basis to classify equity financial assets as either FVTOCI or FVTPL. As a result, fair value movements are now recorded in other comprehensive income. Gains or losses will not be recycled to the income statement on disposal of the investments. The classification of future purchases of equity financial investments will be considered on an individual basis based on their merits. A fair value loss of £0.4m on transition has been recognised in opening fair value reserves.
- The Group classified the convertible loan note asset as FVTPL as the contractual cash flows are not solely payments of principal and interest on the principal amount outstanding. This asset was previously measured at cost less any identified impairment losses in accordance with IAS 39. At the date of transition, there was no difference between the fair value and carrying value of the asset.
- The Group has classified its investments in money market funds included in cash and cash equivalents as FVTPL as the contractual cash flows are not solely payments of principal and interest on the principal amount outstanding. These assets were previously classified as amortised cost financial assets under IAS 39. At the date of transition, there was no difference between the fair value and carrying value of the asset (note 19).

Trade debt provisions
IFRS 9 introduces a new impairment model which requires the recognition of impairment provisions based on expected credit losses (ECL) rather than only incurred credit losses, which was the case under IAS 39. The IFRS 9 impairment model recognises anticipated losses evidenced by both historical recovery rates and forward-looking indicators. The Group has applied the simplified approach for trade receivables and contract assets and recognised the loss allowance at an amount equal to lifetime expected credit losses. The reduction in expected credit loss allowance of £0.8m at 1 October 2018 has been recognised against opening retained earnings. Deferred consideration receivables are considered to have low credit risk and the loss allowance is therefore limited to 12 months expected losses and is not considered material.

Hedge accounting
IFRS 9 introduces a new hedge accounting model with a principles-based approach designed to align the accounting result with the economic hedging strategy. The Group uses cash

1 Accounting policies continued

flow hedge relationships to hedge its exposure to US dollar and euro revenues in its UK businesses and the operation's Canadian dollar cost base in Canada. The Group confirms that its existing hedge relationships continue to qualify as hedges upon the transition to IFRS 9.

Differences between the previous carrying amount and the restated carrying amount at 1 October 2018 are disclosed in the restatement table on page 114.

IFRS 15 'Revenue from Contracts with Customers'
The Group adopted IFRS 15 'Revenue from contracts with customers' on 1 October 2018 and adopted the modified retrospective method. This method recognises the cumulative effect of initially applying IFRS 15 as an adjustment to the opening balance sheet in the period of initial application and comparative periods will not be adjusted. There is no material impact on the timing of revenue recognition arising from the implementation of IFRS 15.

Vote revenue and best efforts revenue are treated as variable consideration under IFRS 15. This requires the Group to include an estimate of the variable consideration in the transaction price to the extent that it is highly probable that the related revenue, if recognised, would not be reversed. Any incremental amounts would be included in the transaction price once the confirmation of the vote or the best efforts revenue is given. The assessment of whether an amount of revenue is highly probable may require significant judgement. In some instances, the amount may not be highly probable until the Group has received specific notification of the amount from the customer or has received the payment. In other cases, established relationships, past patterns of behaviour or informal correspondence with the customer may provide sufficient evidence that at least an element of revenue is highly probable before the amount is formally confirmed.

Where multiple services are bundled within one contract, revenue is allocated to the different performance obligations on a relative standalone selling price basis and recognised separately when the performance obligation is satisfied. Where this occurs, the Group's treatment under IAS 18 was consistent with that under IFRS 15.

IFRS 15 requires revenue to be recognised over time where research is unique to a specific customer and where the customer is obligated to pay for the work performed should it terminate the contract. Limited cases of customised research are performed across the Group whereby revenue is recognised over time in line with the stage of completion.

The Group recognises all costs and commissions to obtain contracts with a term of one year or less when incurred. Commissions which relate to multi-year contracts are recognised as an asset and amortised in line with the proportion of the contract's revenue recognised in the period. The Group does not have significant costs and commissions to obtain contracts with a term of more than one year.

The Group does not adjust the amount of consideration for the effects of a significant financing component if it expects that the period between when the customer pays and when the Group transfers the promised good or service will be one year or less.

Amounts recoverable on contracts relating to accrued income of £1.5m, previously included within trade and other receivables, have been reclassified to contract assets net of any loss allowance. Deferred income has been reclassified as a contract liability as at 1 October 2018 (note 18).

The accounting policy for revenue is detailed on page 119.

IFRS 16 'Leases'
IFRS 16 comes into effect for accounting periods starting on or after 1 January 2019. Therefore for the Group, the standard will be applied from 1 October 2019.

The new standard will change the way in which leases will be recognised and disclosed in the Group's Financial Statements. It also brings into scope contracts which would not previously have been accounted for as leases. The Group also enters into agreements which gives it the rights to specific technology assets that in the future could be accounted for as leases under the new standard. This change in accounting policies will result in the recognition of 'right of use' assets and lease liabilities on the Statement of Financial Position, as well as having an impact on the Group's Income Statement, by replacing rental expense with depreciation and introducing a finance expense where the discount on lease liabilities is unwound.

Upon transition, the Group will apply the modified retrospective adoption of the standard. The right of use assets for the leases will be calculated using a mixture of the 'simplified' and 'asset' methods. Under the 'simplified' method the right of use asset is equal to the present value of future lease payments. Under the 'asset' method the right of use asset is estimated as if IFRS 16 had always been applied. The following practical expedients will be applied on transition:

- On initial application, IFRS 16 will only apply to contracts that would have previously been classified as leases under IAS 17 'Leases';
- The Group has relied on its onerous lease assessment instead of performing an impairment review; and
- Initial direct costs will be excluded from the measurement of the right of use asset at the date of initial application

Following transition the Group will also apply the practical expedient to expense to the Income Statement leases with a term of 12 months or less; and for assets that would have cost less than $5,000.

Based on the relevant contracts in place at 1 October 2019, an estimate of IFRS 16's impact on the Group's financial statements for the year ended 30 September 2020 is as follows:

Component of financial statements	Estimated impact
Consolidated Statement of Financial Position at 1 October 2019	
Right of use assets	Increase of £56m
Lease liabilities	Increase of £71m
Deferred tax assets	Increase of £1m
Accruals	Reduction of £12m
Retained earnings	Reduction of £2m
Consolidated Income Statement for the year ended 30 September 2020	
Depreciation	Charge of £6m
Finance expense	Charge of £2m
Operating profit	Improvement of £1m
Profit before tax	Loss of £1m

Basis of preparation
The accounts have been prepared under the historical cost convention, except for certain financial instruments which have been measured at fair value. Apart from the aforementioned amendments and interpretations adopted in 2019, the accounting policies set out below have been applied consistently to all periods presented in these Consolidated Financial Statements.

Notes to the Consolidated Financial Statements continued

1 Accounting policies continued

Having assessed the principal risks and the other matters discussed in connection with the viability statement, the Directors consider it appropriate to adopt the going concern basis of accounting in preparing this Annual Report.

Restatements

Discontinued operations

Following the Group's decision to explore the strategic options for Asset Management, the segment has met the recognition criteria of discontinued operations under IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' and is therefore presented as such throughout this report. In order to comply with this presentation, the 2018 Income Statement disclosures have been re-presented.

IFRS 9 'Financial Instruments'

The Group has adopted IFRS 9 using the modified retrospective approach. The adjustment on transition has therefore been recognised in opening reserves at 1 October 2018. The Group has applied the simplified approach for trade receivables and contract assets and recognised the loss allowance at an amount equal to lifetime expected credit losses. The reduction in the expected credit loss allowance of £0.8m at 1 October 2018 has been recognised against opening retained earnings. The Group has elected to classify as FVTOCI the equity financial asset which was previously classified as available-for-sale held at cost less any identified impairment losses in accordance with IAS 39. A fair value loss of £0.4m on transition has been recognised in opening fair value reserves. Further details for the adoption of IFRS 9 are on pages 112 and 113.

Payroll taxes

In December 2018, the Group engaged external advisors to undertake an independent review of the Group's compliance with the off-payroll working rules. As a result of the review, the Group has identified an underpayment of payroll taxes to HMRC for the six years to 30 September 2019. A restatement has been made to recognise a historical exposure of £6.6m prior to the current financial period, consisting of £5.4m of payroll taxes underpaid, £0.4m of interest and £0.8m of penalties. The Group notified HMRC that a voluntary disclosure will be made with respect to the Group's Pay as You Earn (PAYE) and National Insurance Contribution (NIC) obligations. This restatement is not excluded from adjusted measures, as defined on page 16 of the Chief Financial Officer's review, as the related charges are expected to recur.

Value Added Tax (VAT)

During the second half of the year, the Group discovered a VAT exposure in the UK relating to the understatement of VAT on supplies made between entities within the Group in respect of the four years ended 30 September 2018. Based on the current assessment, the exposure at the end of 2018 is £11.0m, consisting of £10.7m of VAT and £0.3m of interest. A further £0.3m of interest accrued in 2019. The 2018 VAT expense has been classified as an exceptional item and the interest has been treated as an adjusted finance expense. As a result, this restatement is excluded from adjusted measures, as defined on page 16 of the Chief Financial Officer's review, because these charges are not expected to recur.

The below is a summary of the restatements:

Restatements

		2017				2018						
Statements adjusted	Line item	1 October 2017	Payroll taxes	VAT	1 October 2017 restated	2018 reported	Payroll taxes	VAT	Discontinued operations	Restated 30 September 2018	IFRS 9 transition – 1 October 2018 restatement	Restated 1 October 2018
Consolidated Income Statement	Operating profit before acquired intangible amortisation and exceptional items					103,198	(1,593)	–	(61,660)	39,945	–	39,945
	Acquired intangible amortisation					(22,739)	–	–	10,749	(11,990)	–	(11,990)
	Exceptional items					81,396	–	(5,336)	3,850	79,910	–	79,910
	Finance expense					(6,034)	(162)	(174)	(84)	(6,454)	–	(6,454)
	Tax expense on profit					(51,360)	294	906	8,802	(41,358)	–	(41,358)
	Profit for the year from discontinued operations					91,342	–	–	38,343	129,685	–	129,685
	Basic earnings per share					187.18	(1.36)	(4.28)	–	181.54		
	Diluted earnings per share					186.96	(1.36)	(4.28)	–	181.32		
Consolidated Statement of Financial Position and Consolidated Statement of Changes in Equity	Trade and other receivables	–	–	–	–	68,285	–	–		68,285	828	69,113
	Net deferred tax liability[1]	(21,882)	506	910	(20,466)	(27,191)	–	1,816		(25,375)		(25,375)
	Other equity investments	–	–	–	–	3,546	–	–		3,546	(385)	3,161
	Current income tax liabilities	(16,117)	–	–	(16,117)	(31,816)	800	–		(31,016)	–	(31,016)
	Trade and other payables	(28,070)	(4,913)	(5,469)	(38,452)	(27,284)	(6,668)	(10,979)		(44,931)	–	(44,931)
	Fair value reserve	–	–	–	–	(27,616)	–	–		(27,616)	(385)	(28,001)
	Retained earnings	35,594	(4,407)	(4,559)	26,628	213,833	(5,868)	(9,163)		198,802	828	199,630

1 At 1 October 2017, the Group's net deferred tax liabilities were split between deferred tax assets of £1.6m and deferred tax liabilities of £23.4m. The restatements increased the Group's deferred tax asset from £1.6m to £3.0m. At 30 September 2018, the Group's previously reported net deferred tax liabilities were split between deferred tax assets of £1.3m and deferred tax liabilities of £28.5m. Included within the Group's deferred tax liabilities at 30 September 2018 were UK deferred tax liabilities of £0.9m. The restatements resulted in a restated UK deferred tax asset of £0.8m. The Group's restated deferred tax assets and deferred tax liabilities at 30 September 2018 are £2.2m and £27.6m respectively.

1 Accounting policies continued

(a) Subsidiaries

The consolidated accounts incorporate the accounts of the Company and entities controlled by the Company (its 'subsidiaries'). The Group controls an entity when the Group 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Intercompany transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated.

The Group uses the acquisition method of accounting to account for business combinations. The amount recognised as consideration by the Group equates to the fair value of the assets, liabilities and equity acquired by the Group plus contingent consideration (should there be any such arrangement). Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at acquisition. Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition.

To the extent the consideration (including the assumed contingent consideration) provided by the acquirer is greater than the fair value of the assets and liabilities, this amount is recognised as goodwill. Goodwill is recognised using the proportionate method as the difference between the consideration paid and the fair value of the identifiable net assets acquired. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised as 'negative goodwill' directly in the Income Statement.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets and liabilities are recognised to reflect new information obtained about facts and circumstances that existed as of the date of the acquisition that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is a maximum of one year.

Partial acquisitions – control unaffected

Where the Group acquires an additional interest in an entity in which a controlling interest is already held, the consideration paid for the additional interest is reflected within movements in equity as a reduction in non-controlling interests. No goodwill is recognised.

Step acquisitions – control passes to the Group

Where a business combination is achieved in stages, at the stage at which control passes to the Group, the previously held interest is treated as if it had been disposed of, along with the consideration paid for the controlling interest in the subsidiary. The fair value of the previously held interest then forms one of the components that is used to calculate goodwill, along with the consideration and the non-controlling interest less the fair value of identifiable net assets.

(b) Transactions with non-controlling interests

Transactions with non-controlling interests in the net assets of consolidated subsidiaries are identified separately and included in the Group's equity. Non-controlling interests consist of the amount of those interests at the date of the original business combination and its share of changes in equity since the date of the combination. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(c) Interests in joint ventures and associates

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity that is subject to joint control, that is, when the strategic financial and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The post-tax results of joint ventures and associates are incorporated in the Group's results using the equity method of accounting. Under the equity method, investments in joint ventures and associates are carried in the Consolidated Statement of Financial Position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the joint venture and associates, less any impairment in the value of the investment. Losses of joint ventures and associates in excess of the Group's interest in that joint venture or associate are not recognised. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture or associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the joint venture or associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment.

Non-current assets classified as held for sale

Where the carrying value of a non-current asset is expected to be principally recovered through its sale, the asset is classified as held for sale if it also meets the following:

- the asset is available for sale in its current condition
- the sale is highly probable and
- the sale is expected to occur within one year

Once classified as held for sale, the asset is held at the lower of its carrying value and the fair value less cost to sell and is no longer depreciated.

Notes to the Consolidated Financial Statements continued

1 Accounting policies continued

Discontinued operations
A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations or
- is a subsidiary acquired exclusively with a view to re-sale

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

When an operation is classified as a discontinued operation, the comparative Income Statement and Statement of Other Comprehensive Income is re-presented as if the operation had been discontinued from the start of the comparative year.

Foreign currencies
Functional and presentation currency
The functional and presentation currency of Euromoney Institutional Investor PLC and its UK subsidiaries, other than Fantfoot Limited, Centre for Investor Education (UK) Limited and Redquince Limited, is sterling. The functional currency of other subsidiaries, associates and joint ventures is the currency of the primary economic environment in which they operate.

Transactions and balances
Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates ruling at the balance sheet date. Gains and losses arising on foreign currency borrowings and derivative instruments, to the extent that they are used to provide a hedge against the Group's equity investments in overseas undertakings, are taken to other comprehensive income together with the exchange difference arising on the net investment in those undertakings. All other exchange differences are taken to the Income Statement.

On consolidation, exchange differences arising from the translations of the net investment in foreign entities and borrowings and other currency instruments designated as hedges of such investments are taken to other comprehensive income. The Group treats specific inter-company loan balances, which are not intended to be repaid in the foreseeable future, as part of its net investment.

Group companies
The Income Statements of overseas operations are translated into sterling at the weighted average exchange rates for the year and their balance sheets are translated into sterling at the exchange rates ruling at the balance sheet date. All exchange differences arising on consolidation are taken to other comprehensive income. In the event of the disposal of an operation, the related cumulative translation differences are recognised in the Income Statement in the period of disposal.

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

Depreciation of property, plant and equipment is provided on a straight-line basis over their expected useful lives as follows:

Leasehold improvements	over term of lease
Office equipment	3–25 years

Intangible assets
Goodwill
Goodwill represents the excess of the fair value of purchase consideration over the net fair value of identifiable assets and liabilities acquired.

Goodwill is recognised as an asset at cost and subsequently measured at cost less accumulated impairment. For the purposes of impairment testing, goodwill is allocated to those cash generating units that have benefited from the acquisition. Assets are grouped at the lowest level for which there are separately identifiable cash flows. The carrying value of goodwill is reviewed for impairment at least annually or where there is an indication that goodwill may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, then the impairment loss is allocated first to reduce the carrying amount of the goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis. Any impairment is recognised immediately in the Income Statement and may not subsequently be reversed. On disposal of a subsidiary undertaking, the attributable amount of goodwill is included in the determination of the profit and loss on disposal.

Goodwill arising on foreign subsidiary investments held in the Statement of Financial Position are retranslated into sterling at the applicable period end exchange rates. Any exchange differences arising are taken directly to other comprehensive income as part of the retranslation of the net assets of the subsidiary.

Goodwill arising on acquisitions before the date of transition to IFRS has been retained at the previous UK GAAP amounts having been tested for impairment at that date. Goodwill written off to reserves under UK GAAP before 1 October 1998 has not been reinstated and is not included in determining any subsequent profit or loss on disposal.

Internally generated intangible assets
An internally generated intangible asset arising from the Group's software and systems development is recognised only if all of the following conditions are met:

- An asset is created that can be identified (such as software or a website);
- It is probable that the asset created will generate future economic benefits; and
- The development cost of the asset can be measured reliably.

Internally generated intangible assets are recognised at cost and amortised on a straight-line basis over the useful lives from the date the asset becomes usable. Where no internally generated intangible asset can be recognised, development expenditure is charged to the Income Statement in the period in which it is incurred.

1 Accounting policies continued

Other intangible assets

For all other intangible assets, the Group initially makes an assessment of their fair value at acquisition. An intangible asset will be recognised as long as the asset is separable or arises from contractual or other legal rights, and its fair value can be measured reliably.

Subsequent to acquisition, amortisation is charged so as to write off the costs of other intangible assets over their estimated useful lives, using a straight-line or reducing balance method. These intangible assets are reviewed for impairment as described below.

These intangibles are stated at cost less accumulated amortisation and impairment losses.

Amortisation

Amortisation of intangible assets is provided on a reducing balance basis or straight-line basis as appropriate over their expected useful lives as follows:

Trademarks and brands	5–30 years
Customer relationships	1–16 years
Databases	1–22 years
Licences and software	3–7 years

Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill or intangible assets not ready to use – are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Non-financial assets, other than goodwill, that suffer impairment are reviewed for possible reversal of the impairment at each reporting date.

Cash and cash equivalents

Cash and cash equivalents include cash, short-term deposits and other short-term highly liquid investments with an original maturity of three months or less. For the purpose of the Statement of Cash Flows, cash and cash equivalents are as defined above, net of outstanding bank overdrafts.

Financial assets

The Group classifies its financial assets into the following categories: financial assets at fair value through profit or loss (FVTPL), financial assets at fair value through other comprehensive income (FVTOCI), and financial assets at amortised cost. The classification of financial assets under IFRS 9 is dependent on two key criteria:

- The business model within which the asset is held (the business model test); and
- The contractual cash flows of the asset (the 'solely payments of principal and interest' (SPPI) test.

Management determines the classification of its assets on initial recognition and re-evaluates this designation at every reporting date. Financial assets are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

Regular purchases and sales of financial assets are recognised on the date on which the Group commits to purchase or sell the asset. The Group derecognises financial assets when it ceases to be a party to such arrangements. All financial assets, other than those carried at FVTPL, are initially recognised at fair value plus transaction costs.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets which are held to sell the contractual cash flows or for which its payments are not solely payments of principal and interest are measured at FVTPL. Derivatives are measured at FVTPL regardless of the hedge designation. Cash held in money market funds is measured at FVTPL. Financial assets carried at FVTPL are initially recognised at fair value, and transaction costs are expensed in the profit and loss component of the Statement of Comprehensive Income. Gains and losses arising from changes in the fair value are included in the profit and loss component of the Statement of Comprehensive Income in the period in which they arise.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets which are held to collect and to sell the contractual cash flows and for which its payments are solely payments of principal and interest can be measured at FVTOCI. The Group may make an irrevocable election at initial recognition for particular investments in equity instruments that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income on an instrument-by-instrument basis based on their merits.

Financial assets carried at FVTOCI are initially recognised at fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial asset. Gains and losses arising from changes in the fair value are included in the 'other comprehensive income' component of the Statement of Comprehensive Income in the period in which they arise. Gains or losses will not be recycled to the income statement on disposal of equity investments.

Financial assets at amortised cost

Financial assets at amortised cost are non-derivative financial assets for which the contractual cash flows are solely payments of principal and interest. The Group's financial assets at amortised cost comprise trade and other receivables and cash and cash equivalents. Trade receivables are measured at amortised cost and stated net of allowances for expected credit losses. Cash and cash equivalents are measured at amortised cost with the exception of cash held in money market funds which are measured at FVTPL. Prior to the adoption of IFRS 9 on 1 October 2018, loans and receivables were stated net of allowances for estimated irrecoverable amounts (the incurred loss method).

Financial liabilities

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the relevant instrument. The Group derecognises financial liabilities when it ceases to be a party to such provisions.

Committed borrowings and bank overdrafts

Interest-bearing loans and overdrafts are recorded at the amounts received, net of direct issue costs. Direct issue costs are amortised over the period of the loans and overdrafts to which they relate. Finance charges, including premiums payable on settlement or redemption are charged to the Income Statement as incurred using the effective interest rate method and are added to the carrying value of the borrowings or overdraft to the extent they are not settled in the period in which they arise.

Notes to the Consolidated Financial Statements continued

1 Accounting policies continued

Trade payables and accruals

Trade payables and accruals are not interest-bearing and are held at amortised cost.

Derivative financial instruments

The Group uses various derivative financial instruments to manage its exposure to foreign exchange and interest rate risks, including forward foreign currency contracts and interest rate swaps. The Group does not hold or issue derivative financial instruments for trading or speculative purposes.

All derivative instruments are recorded in the Statement of Financial Position at fair value. Changes in the fair value of derivative instruments which do not qualify for hedge accounting are recognised immediately in the Income Statement.

Where the derivative instruments do qualify for hedge accounting, the following treatments are applied:

Fair value hedges
Changes in the fair value of the hedging instrument are recognised in the Income Statement for the year together with the changes in the fair value of the hedged item due to the hedged risk, to the extent the hedge is effective. When the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting, hedge accounting is discontinued.

Cash flow hedges
Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised directly in other comprehensive income and the ineffective portion is recognised immediately in the Income Statement.

If a hedged firm commitment or forecast transaction results in the recognition of a non-financial asset or liability, then, at the time that the asset or liability is recognised, the associated gains and losses on the derivative that had previously been recognised in equity are included in the initial measurement of the asset or liability.

For hedges that do not result in the recognition of an asset or a liability, amounts deferred in equity are recognised in the Income Statement in the same period in which the hedged item affects the Income Statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised, revoked, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss previously recognised in equity is included in the Income Statement for the period.

Net investment hedges
Exchange differences arising from the translation of the net investment in foreign operations are recognised directly in other comprehensive income in the translation reserve. Gains and losses arising from changes in the fair value of the hedging instruments are recognised in other comprehensive income to the extent that the hedging relationship is effective. Any ineffectiveness is recognised immediately in the Income Statement for the period.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. Gains and losses accumulated in the translation reserve are included in the Income Statement on disposal of the foreign operation.

Liabilities in respect of acquisition commitments and deferred consideration
Liabilities for acquisition commitments over the remaining minority interests in subsidiaries and deferred consideration are recorded in the Statement of Financial Position at their estimated discounted present value. These discounts are unwound and charged to the Income Statement as notional interest over the period up to the date of the potential future payment.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is calculated under the provisions of IAS 12 'Income Tax' and is recognised on differences between the carrying amounts of assets and liabilities in the accounts and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. No provision is made for temporary differences on unremitted earnings of foreign subsidiaries or associates where the Group has control and the reversal of the temporary difference is not foreseeable.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited in the Income Statement, except when it relates to items charged or credited directly to Statement of Comprehensive Income and equity, in which case the deferred tax is also dealt with in Statement of Comprehensive Income and equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current assets and liabilities on a net basis.

Actual tax liabilities or refunds may differ from those anticipated due to changes in tax legislation, differing interpretations of tax legislation and uncertainties surrounding the application of tax legislation. In situations where uncertainties exist, a provision is made for contingent tax liabilities and assets when it is more likely than not that there will be a cash impact. These provisions are made for each uncertainty individually on the basis of management judgement following consideration of the available relevant information. The measurement basis adopted represents the best predictor of the resolution of the uncertainty which is usually based on the most likely cash outflow. The Company reviews the adequacy of these provisions at the end of each reporting period and adjusts them based on changing facts and circumstances. The Group does not consider detection risk when making its estimates.

1 Accounting policies continued

Provisions
A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that economic benefits will be required to settle the obligation. If material, provisions are determined by discounting the expected future cash flows that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Pensions
Contributions to pension schemes in respect of current and past service, ex-gratia pensions, and cost of living adjustments to existing pensions are based on the advice of independent actuaries.

Defined contribution plans
Payments to the defined contribution pension plan are charged to the Income Statement as they fall due.

Defined benefit plans
Defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the Statement of Financial Position in respect of the defined benefit pension plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in full in the Statement of Comprehensive Income in the period in which they occur.

Other movements in the net deficit are recognised in the Income Statement, including the current service cost and past service cost and the effect of any curtailment or settlements. The interest cost less the expected return of assets is also charged to the Income Statement within net finance costs.

Share-based payments
The Group makes share-based payments to certain employees which are equity and cash-settled. These payments are measured at their estimated fair value at the date of grant, calculated using an appropriate option pricing model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of the number of shares that will eventually vest. At the end of each period, the vesting assumptions are revisited and the charge associated with the fair value of these options updated. For cash-settled share-based payments, a liability equal to the portion of the services received is recognised at the current fair value as determined at each balance sheet date. On exercise of equity settled options, the Group either issues additional shares, leading to an increase in share capital and share premium or reduces the amount of own shares held.

Revenue
Revenue represents income from subscriptions, advertising, sponsorship and delegate fees, net of value added tax.

- Subscription revenues for print and online publications and memberships are recognised in the Income Statement on a straight-line basis over the period of the subscription and the satisfaction of the performance obligation, reflecting the pattern over which the customer receives benefits. These revenues are due in advance on a monthly or annual basis.
- Advertising revenues represent the fees that customers pay in advance to place an advertisement in one or more of the Group's publications, either in print or online, to commission ad hoc consulting and thought leadership projects and to purchase survey reports. Advertising revenues for print publications are recognised in the Income Statement when the publications have been delivered which is when the performance obligation is satisfied. This is the time at which the benefit becomes available to the customer. Revenue for online advertising is recognised on a straight-line basis over the period that the advert is run, reflecting the period over which the customer receives benefit.
- Events revenues are received in advance and recognised in the Income Statement over the period the event is run.
- Variable consideration is included in the transaction price to the extent that it is highly probable that the related revenue, if recognised, would not be reversed.

Revenues invoiced but relating to future periods are deferred and treated as contract liabilities in the Statement of Financial Position. The Group does not have individual long-term revenue contracts that are material.

Amounts recoverable on contracts relating to accrued income have been classified to contract assets net of any loss allowance.

Leased assets
Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease rentals are charged to the Income Statement on a straight-line basis as allowed by IAS 17 'Leases'.

Dividends
Dividends are recognised as a liability in the period in which they are approved by the Company's shareholders. Interim dividends are recorded in the period in which they are paid.

Own shares held by Employee Share Ownership Trust and Employee Share Trust
Transactions of the Group-sponsored trusts are included in the Consolidated Financial Statements. In particular, the trusts' holdings of shares in the Company are debited direct to equity. The Group provides finance to the trusts to purchase Company shares to meet the obligation to provide shares when employees exercise their options or awards. Costs of running the trusts are charged to the Income Statement. Shares held by the trusts are deducted from other reserves.

Earnings per share
The earnings per share and diluted earnings per share calculations follow the provisions of IAS 33 'Earnings Per Share'. The diluted earnings per share figure is calculated by adjusting for the dilution effect of the exercise of all ordinary share options, granted by the Company, but excluding the ordinary shares held by the Euromoney Employee Share Ownership Trust and Euromoney Employee Share Trust.

Notes to the Consolidated Financial Statements continued

1 Accounting policies continued

Exceptional items
Exceptional items are items of income or expense considered by the Directors as being significant and which require additional disclosure in order to provide an indication of the adjusted trading performance of the Group. Such items could include, but may not be limited to, costs associated with business combinations, gains and losses on the disposal of businesses and properties, significant reorganisation or restructuring costs and impairment of goodwill and acquired intangible assets. Any item classified as an exceptional item will be large and unusual, not attributable to underlying operations and will be subject to specific quantitative and qualitative thresholds set by and approved by the Directors prior to being classified as exceptional.

Segment reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the Board and CEO who are responsible for strategic decisions, allocating resources and assessing performance of the operating segments.

2 Key judgemental areas adopted in preparing these Financial Statements

In determining and applying accounting policies, judgement is often required in respect of items where the choice of specific policy, accounting estimate or assumption to be followed could materially affect the reported results or net asset position of the Group should it later be determined that a different choice would have been more appropriate.

Management has discussed its significant accounting judgements and estimates with the Group's Audit & Risk Committee. The key judgemental areas and estimates are discussed below and should be read in conjunction with the Group's disclosure of accounting policies in note 1.

Judgements
Discontinued operations and disposal groups classified as held for sale
Following the Group's decision to explore the strategic options for Asset Management, the segment has met the recognition criteria of a discontinued operation under IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' and is therefore presented as such throughout this report. In order to comply with this presentation, the 2018 Income Statement disclosures have been re-presented (note 11). Management's judgement is that the disposal is highly probable to be completed within 12 months and the action required to complete the disposal indicates that the plan will not be significantly changed or withdrawn.

On 30 April 2018, the Group completed the disposal of the Global Markets Intelligence Division (GMID). This division met the recognition criteria of a discontinued operation under IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' and the 2018 Income Statement is presented accordingly (note 11).

Presentation of adjusted performance
The Directors believe that the adjusted profit and earnings per share measures provide additional useful information for shareholders to evaluate the performance of the business. These measures are consistent with how business performance is measured internally and are the basis on which executive management is incentivised. The adjusted earnings measure is not a recognised profit measure under IFRS and may not be directly comparable with adjusted profit measures used by other companies. Adjusted figures are presented before the impact of amortisation of acquired intangible assets (comprising trademarks and brands, customer relationships, databases and software); exceptional items; share of associates' and joint ventures' acquired intangibles amortisation, exceptional items and tax; net movements in deferred consideration and acquisition commitments; fair value remeasurements; and interest on uncertain tax provisions. In respect of earnings, adjusted amounts reflect a tax rate that includes the current tax effect of the goodwill and intangible assets. Many of the Group's acquisitions, particularly in the US, give rise to significant tax savings as the amortisation of goodwill and intangible assets on acquisition is deductible for tax purposes. The Group considers that the resulting adjusted effective tax rate is therefore more representative of its tax payable position.

The Group has applied these principles in calculating adjusted measures and it is the Group's intention to continue to apply these principles in the future.

A detailed explanation and reconciliation of the Group's statutory results to the adjusted and underlying results is set out on pages 15 to 18.

Taxation
European Commission (EC) investigation into state aid
On 2 April 2019, the EC concluded its state aid investigation into the Group Financing Exemption (GFE) in the UK controlled foreign company rules on the GFE and ruled that the GFE is only justified where there are no UK activities involved in generating the finance profits. The UK government has decided to appeal against the EC decision but an aid recovery process has also commenced as this is required under EU law.

The estimated maximum liability is approximately £8.0m. On the basis that the UK government has appealed against the EC decision, and the Group's own analysis, no provision is being made in respect of this issue as management judges that it is not probable that the Group will suffer an outflow of funds.

Payroll taxes and VAT
During the year, the Group identified two tax exposures: (i) underpayments of PAYE and NIC to HMRC in respect to contractors; and (ii) VAT arising on supplies made between entities within the Group. The Group has notified HMRC that a voluntary disclosure will be made with respect to the PAYE and NIC understatement and is in the process of finalising this disclosure. The Group has also notified HMRC regarding the VAT exposure and discussion is ongoing with HMRC to finalise the underpayment of VAT. Further details are disclosed in the Estimates section in note 2. The Consolidated Financial Statements have been restated to reflect these two tax exposures due to their materiality and the information being available at the time of the respective restated years.

2 Key judgemental areas adopted in preparing these Financial Statements continued

Equity investment in Zanbato, Inc (Zanbato)

The Group holds a 9.9% equity shareholding in Zanbato of £5.3m and convertible loan note asset receivable of £3.8m from Zanbato. On 26 July 2019, upon maturity of the convertible loan note asset, the Group formally exercised its right to convert the loan notes to equity. The conversion had not taken effect as at 30 September 2019.

While the Group's equity shareholding remains at 9.9% at 30 September 2019, as a result of the maturity of the convertible loan notes and the Group's decision to exercise its right to convert, the Group has considered whether its investment in Zanbato constitutes an investment in an associate in accordance with IAS 28.

A key judgement is whether the Group is able to participate in the decision making process of Zanbato, the definition of significant influence. The Group judges that it does have significant influence on the basis that it has a voting representative on the Board of Directors and as a result of potential additional voting rights following the decision to exercise the convertible loan note. The Group has therefore used the equity method to account for the investments in associates from 26 July 2019.

Cash generating units

The Group conducts impairment reviews at the cash generating unit (CGU) level. As permitted by IAS 36 'Impairment of Assets', impairment reviews for goodwill are performed at the groups of CGUs (gCGUs) level, representing the lowest level at which the Group monitors goodwill for internal management purposes and no higher than the Group's operating segments. The Group considers monitoring of goodwill to be the level at which return on net assets including allocated goodwill is monitored for internal performance. Following further integration within the Group, the level at which goodwill impairment reviews was performed was reassessed and gCGUs aggregated (note 12).

Estimates

Goodwill and other intangibles impairment

Goodwill is impaired where the carrying value of goodwill is higher than the net present value of future cash flows of those cash generating units to which it relates. Key assumptions in calculating the net present value are the forecast cash flows, the long-term growth rate of the applicable CGU groups and the discount rate applied to those cash flows. The sensitivity analysis is disclosed in note 12. Goodwill held on the Statement of Financial Position at 30 September 2019 was £246.3m (2018: £414.7m).

Acquisitions

The purchase consideration for the acquisition of a subsidiary or business is allocated over the net fair value of identifiable assets and liabilities acquired with any excess consideration representing goodwill. Determining the fair value of assets and liabilities acquired requires significant estimates and assumptions. The Group recognises intangible assets acquired as part of a business at fair value at the date of acquisition. The determination of these fair values includes assumptions on the timing and amount of future cash flows generated by the assets and the selection of an appropriate discount rate. In the determination of the customer relationships, the most material intangible asset recognised, an attrition rate of 5% and discount rate of 12% was applied.

Additionally, management must estimate the expected useful lives of intangible assets and charge amortisation on the assets accordingly.

Taxation

The Group's tax expense on profit is the sum of the total current and deferred tax expense. The calculation of the total tax charge necessarily involves a degree of estimation in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

The final resolution of some of these items may give rise to material profit and loss and/or cash flow variances.

The Group is a multinational with tax affairs in many geographical locations. This inherently leads to complexity in the Group's tax structure and makes the degree of estimation challenging. This is especially the case where there has been a change in tax law in the year. The resolution of issues is not always within the control of the Group and it is often dependent on the efficiency of the legislative processes in the relevant taxing jurisdictions in which the Group operates. Issues can, and often do, take many years to resolve. Payments in respect of tax liabilities for an accounting period include payments on account and depend on the final resolution of open items. As a result, there can be substantial differences between the tax expense in the Income Statement and tax payments.

The Group has significant open items in several tax jurisdictions and as a result the amounts recognised in the Consolidated Financial Statements in respect of these items are derived from the Group's best estimation. However, the inherent uncertainty regarding the outcome of these items means eventual resolution could differ from the accounting estimates and therefore affect the Group's results and cash flows.

The Group considers each uncertain tax matter on the technical merits of the case in law, taking into account all relevant evidence, including the known attitude of tax authorities in making an assessment of the likelihood a matter will crystallise. The uncertain tax provisions are calculated by determining the single most likely cash flow for each issue rather than by applying a probability threshold and this methodology has been applied consistently year-on-year.

Direct tax

Where arrangements that have been adopted on the basis of professional advice are challenged by tax authorities and there is an expectation that there is more likely than not to be a cash outflow, this risk is provided for.

The Group has fully provided for an exposure relating to an HMRC enquiry, which has a maximum exposure of £10.7m. This matter is now proceeding to litigation. The outcome of the litigation is binary. The Group received HMRC's statement of case in May 2019 and responded with its witness statements in September 2019. A court hearing date will be advised in due course and it is expected that the hearing will take place in mid to late 2020. No adjustment to the provision is being made at this time.

Notes to the Consolidated Financial Statements continued

The maximum additional exposure for the Group in relation to challenges by tax authorities not provided for is approximately £20m which is for the challenge by the Canadian Revenue Agency (CRA) and the Quebec Tax Authorities (Revenu Quebec) on a foreign currency trade in 2009. The CRA views that the loss sustained by BCA on an intra-group derivative transaction cannot be deducted in computing income has not changed. The case will be heard in the Tax Court of Canada, Ottawa in June 2020. BCA has provided satisfactory security for payment to the CRA for 50% of the tax being contested of £3.5m and to Revenu Quebec for 50% of the tax owing amounting to £3.2m. The outcome of the case is binary. No provision is recognised based on external counsel's opinion that the Group's case should ultimately prevail.

Indirect tax
The Group reviews and assesses other indirect tax exposures across the Group and a £4.6m provision is the Group's best estimate of the most probable outflow relating to these exposures, excluding the VAT and payroll tax exposures outlined below. This provision relates largely to US sales tax.

Payroll taxes and VAT
During the year, the Group has identified an underpayment of PAYE and NIC to HMRC in respect of contractors. The Group has notified HMRC that a voluntary disclosure will be made and is currently in the process of finalising this voluntary disclosure. The Group will seek to engage with HMRC to agree a settlement during the first half of 2020. As such, the provision recognised in the current period is subject to ongoing discussion with HMRC. The Group considered the most probably outcome at this stage is a cash outflow of £8.2m. A provision of £1.5m, including interest and penalties, has been recognised in the current year. The prior year has been restated to reflect the exposure up to the opening Balance Sheet position in October 2017 and a provision of £1.8m (including interest and penalties) for 2018. Further details on the restatement are included on page 114.

During the second half of the year, the Group discovered a VAT exposure relating to the understatement of VAT on intra-group transactions in respect of the four years ended 30 September 2018. The Group notified HMRC as soon as the exposure was identified in September 2019. A protective assessment was subsequently issued by HMRC in respect of the year ended 30 September 2015. Details of the potential exposure will be discussed and finalised with HMRC during the first half of the 2020 financial year. The Group considered that the most probable outcome at this stage is a cash outflow of £11.3m, including £0.3m of interest accrued in 2019. A prior year provision of £11.0m has been recognised and due to the amount being considered material the 2018 comparative financial information has been restated. The VAT element of the provision has been treated as an exceptional item in line with the Group's accounting policy because it is material and not expected to recur. The interest element is excluded from the adjusted results as it relates directly to the exceptional item as explained in note 1 and in the Chief Financial Officer's review on page 16.

The Group has estimated the combined potential exposure in respect of VAT and payroll taxes to be in the range of £6.9m and £26.4m. For VAT, the sensitivity relates to the amount of intra-group charges that are subject to VAT. For payroll taxes, the range of outcomes are based on assumptions around the applicable rate of PAYE and NIC; whether the look-back periods should be four years or six years; the risk classification of each contractor; and what levels of PAYE and NIC have already been paid by the individuals. Both of the exposures include estimates of interest and penalties applicable to the underpayment.

Retirement benefit schemes
The surplus or deficit in the defined benefit pension scheme that is recognised through the Statement of Comprehensive Income is subject to a number of assumptions and uncertainties. The calculated assets and liabilities of the scheme are based on assumptions regarding salary increases, inflation rates, discount rates, the long-term expected return on the scheme's assets and member longevity. Details of the assumptions and related sensitivities used are shown in note 27. Such assumptions are based on actuarial advice and are benchmarked against similar pension schemes.

The Group operates the Metal Bulletin plc Pension Scheme and participates in the Harmsworth Pension Scheme which are defined benefit schemes, both of which are closed to new entrants. The assumptions for the discount rate and mortality rates have been reviewed and adjusted to reflect the latest market rates increasing the net pension deficit from £2.9m at 30 September 2018 to £6.2m at 30 September 2019. An exceptional gain of £1.2m has been recognised in the period as a result of the Trustees of the Metal Bulletin plc Pension Scheme changing the scheme rules for the underlying index for deferred revaluation from RPI to CPI (note 5).

3 Segmental analysis

Segmental information is presented in respect of the Group's segments and reflects the Group's management and internal reporting structure. The Group is organised into three segments: Asset Management; Pricing, Data & Market Intelligence; and Banking & Finance.

Revenues generated in the Asset Management and Pricing, Data & Market Intelligence segments are primarily from subscriptions. Banking & Finance revenues consist mainly of sponsorship income and delegates revenue. A breakdown of the Group's revenue by type is set out below.

Following the disposal of Mining Indaba (note 15) during the year, the Commodity Events segment has been incorporated into the Pricing, Data & Market Intelligence segment. The segment information for the Mining Indaba business has been reclassified as a sold business.

As a result of the closure of Centre for Investor Education (CIE), the segment information for this business has been reclassified from Asset Management to closed businesses.

Euromoney Financing Events and Thought Leadership have been moved from Banking & Finance to the Pricing, Data & Market Intelligence segment. Global Investor has also moved from Asset Management to the Pricing, Data & Market Intelligence segment. These movements are due to the realignment of how the businesses are managed internally.

The comparative split of segmental revenues, revenue by type, operating profits, acquired intangible amortisation, exceptional items and depreciation and amortisation has been restated to reflect Commodity Events, Euromoney Financing Events, Thought Leadership and Global Investor being incorporated into the Pricing, Data & Market Intelligence segment and Mining Indaba and CIE being reclassified as a sold/closed business.

The Asset Management segment has been classified as discontinued operations (note 11), therefore it is presented as such throughout this report and the 2018 Income Statement disclosures have been re-presented. In 2018, the Global Markets Intelligence Division (GMID) was classified as a discontinued operation and disposed of on 30 April 2018 and is therefore presented as such throughout this report.

Events revenue consists of sponsorship and delegates revenue.

Analysis of the Group's three main geographical areas is also set out to provide additional information on the trading performance of the businesses.

Inter-segment sales are charged at prevailing market rates and shown in the eliminations columns.

2019	Subscriptions and content £000	Advertising and other £000	Events £000	Total revenue £000
Revenue by segment and type:				
Asset Management	**117,891**	**10,789**	**16,942**	**145,622**
Pricing, Data & Market Intelligence	**115,449**	**19,360**	**61,569**	**196,378**
Banking & Finance	**7,248**	**8,173**	**45,738**	**61,159**
	240,588	**38,322**	**124,249**	**403,159**
Sold/closed businesses	**–**	**–**	**1,997**	**1,997**
Foreign exchange losses on forward contracts	**–**	**(3,483)**	**–**	**(3,483)**
Segment revenue	**240,588**	**34,839**	**126,246**	**401,673**
Discontinued operations – Asset Management	**(117,891)**	**(10,789)**	**(16,942)**	**(145,622)**
Continuing operations	**122,697**	**24,050**	**109,304**	**256,051**

2018	Subscriptions and content £000	Advertising and other £000	Events £000	Total revenue £000
Revenue by segment and type:				
Asset Management	118,876	11,216	15,362	145,454
Pricing, Data & Market Intelligence	92,489	19,408	56,126	168,023
Banking & Finance	7,496	8,641	47,581	63,718
	218,861	39,265	119,069	377,195
Sold/closed businesses (excluding GMID)	–	–	11,826	11,826
Foreign exchange gains on forward contracts	–	1,258	–	1,258
Segment revenue	218,861	40,523	130,895	390,279
Discontinued operations – Asset Management	(118,876)	(11,216)	(15,362)	(145,454)
Continuing operations	99,985	29,307	115,533	244,825

Continuing events revenue of £109.3m and print advertising of £13.2m are recognised at a point in time. The remaining subscription and online advertising revenue is recognised over time.

Notes to the Consolidated Financial Statements continued

3 Segmental analysis continued

	United Kingdom		North America		Rest of World		Eliminations		Total	
	2019 £000	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000
Revenue by segment and source:										
Asset Management	**–**	884	**145,696**	144,660	**–**	–	**(74)**	(90)	**145,622**	145,454
Pricing, Data & Market Intelligence	**139,295**	124,425	**53,482**	37,924	**6,565**	6,568	**(2,964)**	(894)	**196,378**	168,023
Banking & Finance	**32,628**	34,479	**25,159**	24,943	**3,796**	4,766	**(424)**	(470)	**61,159**	63,718
Sold/closed businesses (excluding GMID)	**–**	7,269	**–**	1,073	**1,997**	3,484	**–**	–	**1,997**	11,826
Foreign exchange (losses)/gains on forward contracts	**(3,483)**	1,258	**–**	–	**–**	–	**–**	–	**(3,483)**	1,258
Segment revenue	**168,440**	168,315	**224,337**	208,600	**12,358**	14,818	**(3,462)**	(1,454)	**401,673**	390,279
Discontinued operations – Asset Management	**–**	(884)	**(145,696)**	(144,660)	**–**	–	**74**	90	**(145,622)**	(145,454)
Continuing operations	**168,440**	167,431	**78,641**	63,940	**12,358**	14,818	**(3,388)**	(1,364)	**256,051**	244,825
Statutory revenue by destination	**41,695**	36,347	**105,456**	90,480	**108,900**	117,998	**–**	–	**256,051**	244,825

	United Kingdom		North America		Rest of World		Total	
	2019 £000	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000
Adjusted operating profit by segment and source:								
Asset Management	**3**	150	**62,148**	58,739	**–**	–	**62,151**	58,889
Pricing, Data & Market Intelligence	**54,715**	46,199	**18,552**	16,468	**(3,860)**	(2,495)	**69,407**	60,172
Banking & Finance	**4,458**	5,279	**9,524**	9,674	**(313)**	692	**13,669**	15,645
Sold/closed businesses (excluding GMID)	**(134)**	3,759	**(7)**	3,048	**590**	(908)	**449**	5,899
Unallocated corporate costs	**(35,899)**	(33,909)	**(2,807)**	(3,168)	**(1,527)**	(1,923)	**(40,233)**	(39,000)
Adjusted operating profit[1]	**23,143**	21,478	**87,410**	84,761	**(5,110)**	(4,634)	**105,443**	101,605
Discontinued operations – Asset Management	**(3)**	(244)	**(66,926)**	(61,416)	**–**	–	**(66,929)**	(61,660)
Continuing operations	**23,140**	21,234	**20,484**	23,345	**(5,110)**	(4,634)	**38,514**	39,945
Acquired intangible amortisation[2] (note 12)	**(7,128)**	(7,609)	**(7,049)**	(4,343)	**(38)**	(38)	**(14,215)**	(11,990)
Exceptional items (note 5)	**15,861**	(9,483)	**(6,739)**	75,434	**(2,772)**	13,959	**6,350**	79,910
Operating profit/(loss)	**31,873**	4,142	**6,696**	94,436	**(7,920)**	9,287	**30,649**	107,865
Share of results in associates and joint ventures (note 14)							**(88)**	157
Finance income (note 7)							**1,873**	5,248
Finance expense (note 7)							**(2,983)**	(6,454)
Profit before tax							**29,451**	106,816
Tax expense on profit (note 8)							**(9,317)**	(41,358)
Profit for the year from continuing operations							**20,134**	65,458

1 Operating profit including discontinued operations of Asset Management before acquired intangible amortisation and exceptional items. A detailed reconciliation of the Group's statutory results to the adjusted and underlying results is set out on pages 15 to 18.

2 Acquired intangible amortisation represents amortisation of acquisition-related non-goodwill assets such as trademarks and brands, customer relationships, databases and software (note 12).

3 Segmental analysis continued

	Acquired intangible amortisation		Exceptional items		Depreciation and amortisation	
	2019 £000	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000
Other segmental information by segment:						
Asset Management	**(10,928)**	(10,749)	**(2,494)**	(3,850)	**(1,181)**	(1,126)
Pricing, Data & Market Intelligence	**(11,283)**	(8,642)	**(7,916)**	(5,277)	**(907)**	(1,374)
Banking & Finance	**(234)**	(222)	**–**	–	**–**	–
Sold/closed businesses (excluding GMID)	**(2,432)**	(2,853)	**14,226**	90,523	**(9)**	(12)
Unallocated corporate costs	**(266)**	(273)	**40**	(5,336)	**(2,746)**	(3,752)
Total	**(25,143)**	(22,739)	**3,856**	76,060	**(4,843)**	(6,264)
Discontinued operations – Asset Management	**10,928**	10,749	**2,494**	3,850	**1,181**	1,126
Continuing operations	**(14,215)**	(11,990)	**6,350**	79,910	**(3,662)**	(5,138)

The closing net book value of goodwill, other intangible assets, property, plant and equipment and investments is analysed by geographic area as follows:

	United Kingdom		North America		Rest of World		Total	
	2019 £000	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000
Goodwill	**102,367**	104,227	**139,246**	303,399	**4,668**	7,096	**246,281**	414,722
Other intangible assets	**42,763**	45,656	**115,898**	127,326	**479**	521	**159,140**	173,503
Property, plant and equipment	**4,617**	5,325	**10,310**	10,165	**367**	622	**15,294**	16,112
Investments	**5,271**	4,261	**–**	–	**–**	–	**5,271**	4,261
Non-current assets	**155,018**	159,469	**265,454**	440,890	**5,514**	8,239	**425,986**	608,598
Additions to property, plant and equipment	**(112)**	(602)	**(1,408)**	(1,006)	**(117)**	(370)	**(1,637)**	(1,978)

The Group has taken advantage of paragraph 23 of IFRS 8 'Operating Segments' and does not provide segmental analysis of net assets as this information is not used by the Directors in operational decision making or monitoring of business performance.

4 Operating profit

	Continuing operations 2019 £000	Restated continuing operations 2018 £000
Revenue	**256,051**	244,825
Cost of sales	**(59,993)**	(63,505)
Gross profit	**196,058**	181,320
Distribution costs	**(1,461)**	(1,641)
Administrative expenses	**(163,948)**	(71,814)
Operating profit	**30,649**	107,865

Administrative expenses include items separately disclosed in exceptional items from continuing operations of £6.4m (2018: £79.9m) (note 5). The administrative expenses for 30 September 2018 have been restated to reflect the impact of the payroll taxes and VAT adjustments (note 1).

Notes to the Consolidated Financial Statements continued

4 Operating profit continued

	Continuing operations 2019 £000	Restated continuing operations 2018 £000
Profit is stated after charging/(crediting):		
Staff costs (note 6)	**122,437**	112,583
Intangible amortisation:		
Acquired intangible amortisation	**14,215**	11,990
Licences and software including internally generated assets	**1,245**	2,577
Depreciation of property, plant and equipment	**2,417**	2,561
Property operating lease rentals	**7,749**	7,197
Loss on disposal of property, plant and equipment	**11**	5
Exceptional items (note 5):		
Profit on disposal of businesses/associates	**(16,998)**	(86,817)
Impairment charges	**2,410**	3,048
Amendment to defined benefit pension scheme	**(1,224)**	–
VAT underpayments	**–**	(5,336)
Other exceptional costs/(income)	**9,462**	(1,477)
Foreign exchange loss	**168**	881

	2019 £000	2018[1] £000
Audit and non-audit services relate to:		
Group audit:		
Fees payable for the audit of the Group's annual accounts	**1,285**	977
Fees payable for other services to the Group:		
Audit of subsidiaries pursuant to local legislation	**258**	268
	1,543	1,245
Assurance services:		
Audit related assurance services	**121**	123
Non-audit services:		
Taxation compliance services	**–**	6
Other assurance services	**132**	76
Other services	**2**	2
	134	84
Total Group auditors' remuneration	**1,798**	1,452

1 Subsequent to the completion of the audit of the 2018 Consolidated Financial Statements, additional audit fees for subsidiaries amounting to £0.1m were incurred, which have been included in the 2018 fee analysis above.

5 Exceptional items

Exceptional items are items of income or expense considered by the Directors as being significant, non-recurring and which require additional disclosure in order to provide an indication of the underlying trading performance of the Group.

	2019 £000	Restated 2018 £000
Profit on disposal of businesses/associates	**16,998**	86,817
Impairment charges	**(2,410)**	(3,048)
Amendment to defined benefit pension scheme	**1,224**	–
VAT underpayments	**–**	(5,336)
Other exceptional (costs)/income	**(9,462)**	1,477
Continuing operations	**6,350**	79,910
Exceptional items from discontinued operations – Asset Management	**(812)**	(3,850)
Cost of disposal of discontinued operations – Asset Management	**(1,682)**	–
	3,856	76,060

For the year ended 30 September 2019, the Group recognised a continuing operations exceptional credit of £6.4m.

The Group sold Mining Indaba for a profit of £17.0m (note 15).

5 Exceptional items continued

The impairment charge relates to goodwill of £2.4m resulting from the closure of Centre for Investor Education (CIE). Costs associated with this closure are included in the other exceptional costs and restructuring.

The Trustees of the Metal Bulletin plc Pension Scheme, which is a defined benefit scheme, changed the scheme rules for the underlying index of deferred revaluation from RPI to CPI, which resulted in a £1.2m reduction in the net pension deficit.

Other exceptional (costs)/income consist of the recognition of the earn-out payments of £2.5m for the acquisitions of Site Seven Media Ltd (TowerXchange) & Random Lengths which are treated as compensation costs. It is Group policy to treat, as exceptional, significant earn-out payments required by IFRS to be recognised as a compensation cost. The acquisition-related costs of £5.4m for Random Lengths, BoardEx and The Deal (note 15) are treated as exceptional due to the magnitude of the costs associated with the acquisitions. Significant costs associated with an acquisition project that did not complete of £1.2m are treated as exceptional items. The remaining costs are as a result of a strategic review undertaken for the major restructuring of CIE have been treated as exceptional items. Normal restructuring costs are not treated as exceptional items.

The Group's tax charge includes a related tax charge on the continuing operations exceptional items of £2.8m (note 8).

The discontinued operations have incurred exceptional costs, including engaging with advisors to assist with the strategic review of Asset Management. These exceptional costs of £1.7m have been disclosed separately (note 11). The exceptional items incurred by the discontinued operation relate to a strategic review undertaken for the major restructuring of certain businesses. The Group's tax charge includes a related tax credit on the discontinued operations exceptional items of £0.2m (note 8).

For the year ended 30 September 2018, the Group recognised a continuing operations exceptional credit of £79.9m.

The Group sold Adhesion (profit £9.8m), World Bulk Wine (profit £0.9m) and Institutional Investor Journals (profit £4.4m) which resulted in a net profit of £15.1m. The disposal of the associate investment in Dealogic resulted in a profit of £71.7m.

The impairment charge related to a goodwill impairment of £3.0m for Layer123 Events and Training Limited (Layer123). The impairment of Layer123 was a result of its disappointing financial performance post acquisition.

Other exceptional (costs)/income consisted of restructuring costs, earn-out payments treated as compensation costs and acquisition related costs offset by the favourable settlement of the legal dispute with the previous owners of CIE. The acquisition related costs of Random Lengths were treated as exceptional due to the magnitude of the costs associated with the acquisition. Acquisition costs for smaller acquisitions were not treated as exceptional.

The 2018 exceptional charge has been restated for the VAT underpayment of £5.3m (note 1).

The Group's tax charge included a related tax charge on the continuing operations exceptional items of £12.1m (note 8).

The Asset Management discontinued operations exceptional items related to costs as a result of a strategic review undertaken for the major restructuring of certain businesses. Normal restructuring costs are not treated as exceptional items.

6 Staff costs

Following the disposal of Mining Indaba (note 15) during the year, the Commodity Events segment has been incorporated into the Pricing, Data & Market Intelligence segment. Euromoney Financing Events and Thought Leadership have been moved from Banking & Finance to the Pricing, Data & Market Intelligence segment. Global Investor has also moved from Asset Management to the Pricing, Data & Market Intelligence segment. The comparative split of staff costs has been restated to reflect these changes.

(i) Number of staff (including Directors and temporary staff)

	2019 Monthly average	Restated 2018 Monthly average
By business segment:		
Asset Management	**394**	462
Pricing, Data & Market Intelligence	**1,084**	1,028
Banking & Finance	**195**	203
Central	**283**	299
Total	**1,956**	1,992
Continuing operations	**1,562**	1,235
Discontinued operations	**394**	757
Total	**1,956**	1,992

Notes to the Consolidated Financial Statements continued

6 Staff costs continued

(ii) Staff costs (including Directors and temporary staff)

	2019 Monthly average	Restated 2018 Monthly average
By geographical location:		
United Kingdom	**826**	840
North America	**644**	644
Rest of World	**486**	508
Total	**1,956**	1,992
Continuing operations	**1,562**	1,235
Discontinued operations	**394**	757
Total	**1,956**	1,992

	Continuing operations 2019 £000	Restated continuing operations 2018 £000
Wages and salaries	**107,442**	99,601
Social security costs	**10,419**	8,866
Other pension costs (note 27)	**3,693**	2,629
Long-term incentive expense (note 24)	**883**	1,487
	122,437	112,583

Details of Directors' remuneration have been disclosed in the Directors' Remuneration Report on pages 72 to 91. The 2018 social security costs have been restated for payroll taxes (£1.6m) to reflect the estimated exposure as detailed in note 1.

7 Finance income and expense

	2019 £000	Restated 2018 £000
Finance income		
Interest receivable from short-term investments	**1,198**	2,870
Movements in acquisition commitments (note 25)	**–**	2,378
Fair value remeasurement	**675**	–
	1,873	5,248
Finance expense		
Interest payable on borrowings	**(1,362)**	(4,201)
Net interest expense on defined benefit liability (note 27)	**(100)**	(248)
Movements in acquisition commitments (note 25)	**(1,022)**	–
Movements in deferred consideration (note 25)	**(36)**	(1,122)
Interest on tax	**(463)**	(883)
	(2,983)	(6,454)
Continuing operations net finance costs	**(1,110)**	(1,206)

The 2018 finance expense has been restated for the payroll taxes (£0.2m) and VAT underpayments (£0.2m) to reflect the estimated interest related to these exposures as detailed in note 1.

	2019 £000	Restated 2018 £000
Reconciliation of net finance costs in Income Statement to adjusted net finance costs		
Continuing operations net finance costs in Income Statement	**(1,110)**	(1,206)
Add back:		
Movements in acquisition commitments	**1,022**	(2,378)
Movements in deferred consideration	**36**	1,122
Fair value remeasurement	**(675)**	–
Other	**156**	(455)
	539	(1,711)
Continuing operations adjusted net finance costs	**(571)**	(2,917)
Discontinued operations adjusted net finance income – Asset Management	**(99)**	84
Total adjusted net finance costs	**(670)**	(2,833)

7 Finance income and expense continued

The reconciliation of net finance costs in the Income Statement has been provided since the Directors consider it necessary in order to provide an indication of the adjusted net finance costs (page 17).

Charges and credits relating to the movements in acquisition commitments and deferred consideration reflect future payments and receipts expected on historical transactions that do not directly relate to the current year results.

The Group's convertible loan note asset is measured at fair value through profit or loss (FVTPL) (note 1). The fair value remeasurement is an adjusting item as it relates to historical M&A activity rather than the current trading performance and is as a result of the revaluation of the convertible loan note as at 30 September 2019.

Other items in the adjusted net finance costs consist of interest income of £0.2m (September 2018: £0.6m charge) for movements in respect of uncertain tax positions. Finance costs of £0.3m (2018: £0.2m) as a result of the VAT underpayment are excluded as the related charge is not expected to recur. In addition, at 30 September 2018, the other items included a gain realised on the close-out of the interest rate swaps of £2.1m offset by the write-off of capitalised borrowing costs of £0.9m following the repayment of the Group's term loan. The net gain was excluded from adjusted finance costs as it would not have crystallised had the disposal of GMID not completed.

8 Tax expense on profit

	Continuing operations 2019 £000	Discontinued operations – Asset Management 2019 £000	Continuing operations 2018 £000	Discontinued operations – Asset Management 2018 £000
Current tax expense				
UK corporation tax expense	9,438	–	17,661	–
Foreign tax expense	1,754	12,638	10,596	12,743
Adjustments in respect of prior years	(959)	(759)	8,063	(61)
	10,233	11,879	36,320	12,682
Deferred tax expense/(credit)				
Current year	(1,821)	603	5,694	(3,880)
Adjustments in respect of prior years	905	(133)	(656)	–
	(916)	470	5,038	(3,880)
Tax expense in Income Statement	9,317	12,349	41,358	8,802
Effective tax rate	32%	23%	39%	19%

The adjusted effective tax rate for the year is set out below:

	Continuing operations 2019 £000	Discontinued operations – Asset Management 2019 £000	Total adjusted 2019 £000	Continuing operations 2018 £000	Discontinued operations – Asset Management 2018 £000	Total adjusted 2018 £000
Reconciliation of tax expense in Income Statement to adjusted tax expense						
Total tax expense in Income Statement	9,317	12,349	21,666	41,358	8,802	50,160
Add back:						
Deferred tax on acquired intangible amortisation	2,258	–	2,258	3,668	1,364	5,032
Tax on exceptional items	(2,837)	173	(2,664)	(12,116)	–	(12,116)
Other tax adjusting items	(479)	–	(479)	(13,725)	1,313	(12,412)
Deferred tax on goodwill and intangible amortisation	(843)	–	(843)	(3,043)	–	(3,043)
Share of tax on profits of associates and joint ventures	(38)	–	(38)	333	–	333
Adjustments in respect of prior years	54	892	946	(7,407)	61	(7,346)
	(1,885)	1,065	(820)	(32,290)	2,738	(29,552)
Adjusted tax expense	7,432	13,414	20,846	9,068	11,540	20,608
Adjusted profit before tax			104,647			99,882
Adjusted effective tax rate			20%			21%

The Group presents the above adjusted effective tax rate reconciliation to help users of this report better understand its tax charge. In arriving at this rate, the Group removes the tax effect of exceptional and adjusting items that reconcile statutory to adjusted profit. A detailed reconciliation of the Group's statutory results to the adjusted and underlying results is set out on pages 15 to 18. The Group excludes the deferred tax effects of intangible assets and goodwill, as the Group considers that this more accurately reflects its expected cash tax payable position. The deferred tax effects on goodwill and intangible items would only crystallise in the event of a disposal and that is not the current intention.

Notes to the Consolidated Financial Statements continued

8 Tax expense on profit continued

Tax on exceptional items are excluded as exceptional items are adjusted in terms of the Group policy. For the year ended 30 September 2019, tax on exceptional items relates largely to tax on gain on the disposal of Indaba of £3.2m. Adjustments in respect of prior years are excluded on the basis that they relate mainly to finalisation of US tax reform related items which are one off in nature. Share of tax on profits of associates and joint ventures is calculated on the adjusted profits of associates and joint ventures and excludes tax on exceptional items consistent with the Group's historical approach and policy.

The actual tax expense for the year is different from the UK blended rate of 19% of profit before tax for the reasons set out in the following reconciliation:

	Continuing operations 2019 £000	Discontinued operations – Asset Management 2019 £000	Continuing operations 2018 £000	Discontinued operations – Asset Management 2018 £000
Profit before tax	29,451	55,090	106,816	47,145
Cost of disposal of discontinued operations	–	(1,682)	–	–
	29,451	53,408	106,816	47,145
Tax at 19.0% (2018: 19.0%)	5,596	10,148	20,295	8,958
Factors affecting tax charge:				
Different tax rates of subsidiaries operating in overseas jurisdictions	27	4,635	1,330	4,164
Share of tax on associates and joint ventures	38	–	(67)	–
Non-taxable income	–	(9)	13	(2,257)
Goodwill and intangibles	–	–	1,401	(181)
Disallowable expenditure	1,613	404	1,601	789
Disposal of businesses	–	–	(3,227)	–
Other timing differences	83	–	–	–
Other items deductible for tax purposes	1,915	(1,915)	(1,746)	(2,202)
US tax reform	–	–	3,169	–
Non-recoverable withholding tax	–	–	14,553	905
Impact of change in rate	99	(22)	(3,371)	(1,313)
Adjustments in respect of prior years	(54)	(892)	7,407	(61)
Total tax expense for the year	9,317	12,349	41,358	8,802

The Group's effective tax rate depends mainly on the geographic mix of profits and applicable tax rates. Different tax rates of subsidiaries operating in overseas jurisdictions of £4.7m (2018: £5.5.m) reflects higher profits earned in jurisdictions which have a higher tax rate than the UK.

Disallowable expenditure of £2.0m (2018: £2.4m) relates largely to expenses that are capital in nature and therefore not deductible for tax purposes.

Other items deductible for tax purposes reflects the tax impact of allocating group interest expense between continuing operations and discontinued operations on a proportionate basis. There is no net impact on the total tax expense for the year.

Adjustments in respect of prior years of £0.9m (2018: £7.3m) relate to adjustments made to US tax reform related items following the release of certain final regulations during the current period and a reassessment of temporary differences.

In addition to the amount charged to the Income Statement, the following amounts relating to tax have been directly recognised in other comprehensive income and equity:

	Other comprehensive income		Equity	
	2019 £000	2018 £000	2019 £000	2018 £000
Deferred tax (note 22)	(880)	474	124	796

9 Dividends

	2019 £000	2018 £000
Amounts recognisable as distributable to equity holders in the year		
Final dividend for the year ended 30 September 2018 of 22.30p (2017: 21.80p)	**24,348**	23,784
Interim dividend for year ended 30 September 2019 of 10.80p (2018: 10.20p)	**11,799**	11,136
	36,147	34,920
Employee share trusts dividend	**(561)**	(559)
	35,586	34,361
Proposed final dividend for the year ended 30 September	**24,363**	24,347
Employee share trusts dividend	**(368)**	(383)
	23,995	23,964

The proposed final dividend of 22.30p (2018: 22.30p) is subject to approval at the AGM on 28 January 2020 and has not been included as a liability in these Financial Statements in accordance with IAS 10 'Events after the Reporting Period'.

10 Earnings per share

	2019 £000	Restated 2018 £000
Profit for the year from continuing operations	**20,134**	65,458
Non-controlling interests	**(264)**	(139)
Earnings from continuing operations	**19,870**	65,319
Profit for the year from discontinued operations	**41,059**	129,685
Total earnings	**60,929**	195,004
Adjustments	**22,586**	(115,871)
Total adjusted earnings	**83,515**	79,133

	2019 Number 000	2018 Number 000
Weighted average number of shares	**109,226**	109,148
Shares held by the employee share trusts	**(1,667)**	(1,733)
Weighted average number of shares	**107,559**	107,415
Effect of dilutive share options	**95**	131
Diluted weighted average number of shares	**107,654**	107,546
	Pence	Pence
Earnings per share from continuing operations		
Basic	**18.5**	60.8
Diluted	**18.5**	60.7
Earnings per share from discontinued operations		
Basic	**38.1**	120.7
Diluted	**38.1**	120.6
Total earnings per share		
Basic	**56.6**	181.5
Diluted	**56.6**	181.3
Total adjusted earnings per share		
Basic	**77.6**	73.7
Diluted	**77.6**	73.6

The adjusted earnings per share figures have been disclosed since the Directors consider it necessary in order to give an indication of the adjusted trading performance reflecting the performance both of the Group's continuing and discontinued operations. A detailed reconciliation of the Group's statutory results to the adjusted and underlying results is set out on pages 15 to 18.

Notes to the Consolidated Financial Statements continued

11 Discontinued operations and disposal groups classified as held for sale

Following the announcement on 10 September 2019 that the Group was to explore strategic options for Asset Management, the Group has engaged with advisors to assess its options and the segment is being actively marketed. The Asset Management segment meets the IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' criteria to be classified as held for sale at 30 September 2019. The assets and liabilities of Asset Management have been disclosed separately on the face of the Consolidated Statement of Financial Position. The assets and liabilities held for sale are recorded at the lower of their carrying value and fair value less costs to sell. No impairment of these net assets has been identified at 30 September 2019. The segment also meets the IFRS 5 criteria to be treated as discontinued operations due to its size and the fact that it constitutes a major line of the Group's business. Asset Management is therefore presented as discontinued operations throughout this report and the 2018 Income Statement disclosures have been re-presented.

On 30 April 2018, the Group completed the disposal of GMID. This division met the IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' criteria to be treated as discontinued operations at 30 September 2018.

The results of the discontinued operations are as follows:

	Asset Management 2019 £000	Asset Management 2018 £000	GMID 2018 £000	Total 2018 £000
Total revenue	**145,622**	145,454	23,815	169,269
Operating profit before acquired intangible amortisation and exceptional items	**66,929**	61,660	7,510	69,170
Acquired intangible amortisation	**(10,928)**	(10,749)	–	(10,749)
Exceptional items	**(812)**	(3,850)	(969)	(4,819)
Operating profit	**55,189**	47,061	6,541	53,602
Finance income	**–**	84	43	127
Finance expense	**(99)**	–	(11)	(11)
Net finance income	**(99)**	84	32	116
Profit before tax	**55,090**	47,145	6,573	53,718
Tax (expense)/credit on profit	**(12,349)**	(8,802)	200	(8,602)
Profit after tax from discontinued operations	**42,741**	38,343	6,773	45,116
(Cost of)/profit on disposal of discontinued operation – exceptional items	**(1,682)**	–	91,263	91,263
Tax expense on cost of/(profit on) disposal	**–**	–	(6,694)	(6,694)
(Cost of)/profit after tax on disposal of discontinued operations	**(1,682)**	–	84,569	84,569
Profit for the year from discontinued operations	**41,059**	38,343	91,342	129,685

Reconciliation of profit before tax from discontinued operations in Income Statement to adjusted discontinued operations:	**Asset Management 2019 £000**	Asset Management 2018 £000
Profit before tax for the year from discontinued operations	**55,090**	47,145
Add back:		
Acquired intangible amortisation	**10,928**	10,749
Exceptional items	**812**	3,850
Adjusted discontinued operations profit before tax for the year	**66,830**	61,744

11 Discontinued operations and disposal groups classified as held for sale continued

The impact of the discontinued operations on the cash flows is as follows:

	Asset Management 2019 £000	Asset Management 2018 £000	GMID 2018 £000	Total 2018 £000
Operating cash flows	**35,388**	58,347	(2,520)	55,827
Investing cash flows	**(1,583)**	(3,263)	112,639	109,376
Financing cash flows	**86**	(424)	(14)	(438)
Total cash flows	**33,891**	54,660	110,105	164,765

The main classes of assets and liabilities comprising the businesses classified as held for sale are set out in the table below. These assets and liabilities are recorded at the lower of their carrying value and fair values less costs to sell.

	Asset Management 2019 £000
Goodwill	**213,030**
Acquired intangible assets	**50,165**
Licenses and software including internally generated assets	**2,821**
Property, plant and equipment	**604**
Trade and other receivables	**20,383**
Deferred consideration receivable	**185**
Contract assets	**1,450**
Derivative financial instruments	**23**
Current income tax assets	**3,368**
Cash and cash equivalents	**327**
Total assets of the businesses held for sale	**292,356**
Trade and other payables	**(661)**
Accruals	**(13,769)**
Contract liabilities	**(44,853)**
Derivative financial instruments	**(106)**
Deferred tax liabilities	**(12,145)**
Total liabilities of the businesses held for sale	**(71,534)**
Net assets	**220,822**

Notes to the Consolidated Financial Statements continued

12 Goodwill and other intangible assets

2019	Acquired intangible assets Trademarks & brands £000	Customer relationships £000	Databases £000	Total acquired intangible assets £000	Licences & software including internally generated assets £000	Goodwill £000	Total £000
Cost/carrying amount							
At 1 October 2018	205,717	151,696	13,931	371,344	19,718	462,534	853,596
Additions	–	–	–	–	8,379	–	8,379
Disposals	(5,864)	(1,388)	–	(7,252)	(67)	(5,644)	(12,963)
Balance at acquisition of company	4,379	38,231	5,346	47,956	268	27,639	75,846
Exchange differences	9,314	8,391	754	18,459	933	22,168	41,560
Classified as held for sale	(121,165)	(70,181)	(7,368)	(198,714)	(8,655)	(240,775)	(448,144)
At 30 September 2019	92,381	126,749	12,663	231,793	20,576	265,922	518,291
Amortisation and impairment							
At 1 October 2018	105,253	87,561	10,686	203,500	14,059	47,812	265,371
Amortisation charge							
Continuing operations	7,034	5,742	1,439	14,215	1,245	–	15,460
Discontinued operations	4,669	6,259	–	10,928	854	–	11,782
Impairment	–	–	–	–	–	2,410	2,410
Disposals	(5,864)	(1,388)	–	(7,252)	(67)	(5,644)	(12,963)
Exchange differences	5,006	3,918	481	9,405	708	2,808	12,921
Classified as held for sale	(77,188)	(63,993)	(7,368)	(148,549)	(5,817)	(27,745)	(182,111)
At 30 September 2019	38,910	38,099	5,238	82,247	10,982	19,641	112,870
Net book value/carrying amount at 30 September 2019	53,471	88,650	7,425	149,546	9,594	246,281	405,421

2018	Acquired intangible assets Trademarks & brands £000	Customer relationships £000	Databases £000	Total acquired intangible assets £000	Licences & software including internally generated assets £000	Goodwill £000	Total £000
Cost/carrying amount							
At 1 October 2017	210,273	150,418	13,701	374,392	17,984	467,215	859,591
Additions	–	–	–	–	3,262	–	3,262
Disposals	–	–	–	–	(1,943)	–	(1,943)
Balance at acquisition of company	5,317	5,941	–	11,258	–	10,205	21,463
Transfer	618	–	–	618	–	(618)	–
Exchange differences	4,022	2,973	230	7,225	415	9,351	16,991
Classified as held for sale	(14,513)	(7,636)	–	(22,149)	–	(23,619)	(45,768)
At 30 September 2018	205,717	151,696	13,931	371,344	19,718	462,534	853,596
Amortisation and impairment							
At 1 October 2017	95,964	80,474	9,602	186,040	12,345	67,244	265,629
Amortisation charge							
Continuing operations	5,572	5,542	876	11,990	2,577	–	14,567
Discontinued operations	4,610	6,139	–	10,749	331	–	11,080
Impairment	–	–	–	–	–	3,048	3,048
Disposals	–	–	–	–	(1,511)	–	(1,511)
Exchange differences	2,192	1,687	208	4,087	317	1,139	5,543
Classified as held for sale	(3,085)	(6,281)	–	(9,366)	–	(23,619)	(32,985)
At 30 September 2018	105,253	87,561	10,686	203,500	14,059	47,812	265,371
Net book value/carrying amount at 30 September 2018	100,464	64,135	3,245	167,844	5,659	414,722	588,225

12 Goodwill and other intangible assets continued

The individually material acquired intangible assets are as follows:

2019	Trademarks & brands 2019 £000	Trademarks & brands 2019 years[1]	Customer relationships 2019 £000	Customer relationships 2019 years[1]	Total 2019 £000
BCA[2]	**35,426**	**17**			**35,426**
Metal Bulletin	**8,851**	**17**			**8,851**
NDR[2]	**5,751**	**12**	**4,575**	**1**	**10,326**
RISI	**20,390**	**13**	**36,215**	**18**	**56,605**
The Deal			**12,953**	**19**	**12,953**
BoardEx			**24,410**	**21**	**24,410**
	70,418		**78,153**		**148,571**

2018	Trademarks & brands 2018 £000	Trademarks & brands 2018 years[1]	Customer relationships 2018 £000	Customer relationships 2018 years[1]	Total 2018 £000
BCA[2]	37,380	18			37,380
Metal Bulletin	9,892	18			9,892
NDR[2]	5,889	13	9,503	2	15,392
Fastmarkets			4,478	8	4,478
RISI	20,791	14	36,145	19	56,936
	73,952		50,126		124,078

1 The remaining useful economic life.

2 Included in assets held for sale (note 11).

Intangible assets, other than goodwill, have a finite life and are amortised over their expected useful lives at the rates set out in the accounting policies in note 1 of this report.

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination.

During the year, the goodwill in respect of each of the CGUs was tested for impairment in accordance with IAS 36 'Impairment of Assets'. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's value in use or fair value less costs of disposal.

Following the implementation of the best-of-both worlds operating model and changes to management reporting, impairment testing was based on eight groups of CGUs which reflect the level at which goodwill is monitored by management.

The following methodologies applied and key assumptions, reflecting past experience and external sources of information included:

Value in use (VIU):
- Pre-tax cash flow budgets with a CAGR of 1% to 13% for the next three years are derived from approved 2019 budgets. These budgets are based on historical growth rates and management's view of expected performance. Management believes these budgets to be achievable.
- The pre-tax discount rates derived from the Group's benchmarked weighted average cost of capital (WACC) are weighted based on the geographical area in which the CGU group's revenue is generated. The long-term growth rate applied are weighted on the same basis.

Fair value less costs of disposal (FVLCOD):
- Fair value less costs of disposal is calculated using a discounted cash flow approach, with a post-tax discount rate applied to the projected risk-adjusted post-tax cash flows and terminal value.
- Post-tax cash flows with a CAGR of -4% to 9% are derived from approved 2019 budgets. Management believes these budgets to be achievable.
- The period of specific projected cash flows is between three and five years.
- Post-tax discount rates of 9.6% to 12.0%, derived from the Group's benchmarked WACC of 8% adjusted for risks specific to the nature of CGU groups and risks included within the cash flows themselves.
- Long-term nominal growth rate of 1.8% to 2.0%.
- Uses significant inputs which are not based on observable market data. Therefore, this valuation technique is classified as level 3 in the fair value hierarchy.

Notes to the Consolidated Financial Statements continued

12 Goodwill and other intangible assets continued

The discount rates and long-term growth rates used in the calculation are as per the below table.

	2019			
CGU Group	Valuation method	Long-term growth rate %	Discount rate %	Goodwill £000
Centre for Investor Education (CIE)	VIU	–	–	–
Institutional Investor[1]	FVLCOD	1.8	9.8	5,615
Investment Research[1]	FVLCOD	2.0	9.6	207,415
Specialist Information	VIU	2.1	12.3	28,672
BoardEx and The Deal	FVLCOD	2.0	12.0	28,939
Banking & Finance	VIU	2.5	12.5	38,630
Fastmarkets	VIU	2.2	12.6	135,630
Telecoms	VIU	2.5	12.4	14,410

1 Included in assets held for sale (note 11). In the prior year, the recoverable value of these CGU groups were estimated using the value in use method, but given that the value of these CGUs will now be realised via their sale, a fair value less cost of disposal approach has been taken for the year ended 30 September 2019.

For the year ended 30 September 2019, following the closure of CIE, an impairment of £2.4m for goodwill was recognised in exceptional items (note 5). CIE is included in the sold/closed businesses segment.

For the year ended 30 September 2018, an impairment for Layer123 of £3.0m was recognised, resulting from its disappointing financial performance post acquisition. In 2019, following the review of CGUs, this CGU was aggregated to form part of the Telecoms CGU group.

Further disclosures in accordance with IAS 36 are provided where the Group holds an individual goodwill item relating to a CGU group that is significant, which the Group considers to be 15% or more of the Group's total carrying value of goodwill.

The Directors performed a sensitivity analysis on the total carrying value of each CGU group.

Significant CGU groups

For Fastmarkets, for the recoverable amount to fall to the carrying value, the discount rate would need to be increased by six percentage points, the long-term growth rate reduced by seven percentage points or the CAGR on cash flows reduced by 16 percentage points. See the VIU section on page 135 for key assumptions and methodologies applied.

For Investment Research, for the recoverable amount to fall to the carrying value, the discount rate would need to be increased by two percentage points, the long-term growth rate reduced by two percentage points or the CAGR on cash flows reduced by eight percentage points. See the FVLCOD section on page 135 for key assumptions and methodologies applied.

13 Property, plant and equipment

2019	Leasehold improvements £000	Office equipment £000	Total £000
Cost			
At 1 October 2018	**15,790**	**12,850**	**28,640**
Additions	**1,069**	**568**	**1,637**
Disposals	**(113)**	**(3,053)**	**(3,166)**
Balance at acquisition of new company	**242**	**43**	**285**
Exchange differences	**636**	**523**	**1,159**
Classified as held for sale	**(1,505)**	**(2,208)**	**(3,713)**
At 30 September 2019	**16,119**	**8,723**	**24,842**
Depreciation			
At 1 October 2018	**3,858**	**8,670**	**12,528**
Charge for the year			
Continuing operations	**1,166**	**1,251**	**2,417**
Discontinued operations	**72**	**255**	**327**
Disposals	**(113)**	**(3,020)**	**(3,133)**
Exchange differences	**160**	**358**	**518**
Classified as held for sale	**(1,111)**	**(1,998)**	**(3,109)**
At 30 September 2019	**4,032**	**5,516**	**9,548**
Net book value at 30 September 2019	**12,087**	**3,207**	**15,294**

2018	Leasehold improvements £000	Office equipment £000	Total £000
Cost			
At 1 October 2017	14,995	12,177	27,172
Additions	801	1,177	1,978
Disposals	(295)	(786)	(1,081)
Balance at acquisition of new company	–	4	4
Exchange differences	289	278	567
At 30 September 2018	15,790	12,850	28,640
Depreciation			
At 1 October 2017	2,558	7,379	9,937
Charge for the year			
Continuing operations	1,059	1,502	2,561
Discontinued operations	453	342	795
Disposals	(280)	(749)	(1,029)
Exchange differences	69	195	264
At 30 September 2018	3,859	8,669	12,528
Net book value at 30 September 2018	11,931	4,181	16,112
Net book value at 30 September 2017	12,437	4,798	17,235

There is no material difference between the property, plant and equipment's historical cost values as stated above and their fair value equivalents.

Notes to the Consolidated Financial Statements continued

14 Investments

	Investment in associates £000	Investment in joint ventures £000	Other equity investments £000	Total £000
At 1 October 2017	26,820	–	3,546	30,366
Disposals	(26,194)	–	–	(26,194)
Exchange difference	(81)	–	–	(81)
Provision against investment losses	–	13	–	13
Share of profits/(losses) after tax	170	(13)	–	157
At 30 September 2018	715	–	3,546	4,261
Impact of adopting IFRS 9	–	–	(385)	(385)
At 1 October 2018 (restated)	715	–	3,161	3,876
Fair value remeasurements	**–**	**–**	**2,131**	**2,131**
Transfer from other equity to associate investment	**5,292**	**–**	**(5,292)**	**–**
Share of losses after tax	**(88)**	**–**	**–**	**(88)**
Dividends	**(197)**	**–**	**–**	**(197)**
Transfer to subsidiary	**(451)**	**–**	**–**	**(451)**
At 30 September 2019	**5,271**	**–**	**–**	**5,271**

In accordance with IFRS 9 'Financial Instruments', other equity investments are classified as financial assets measured at fair value through other comprehensive income. The 'Available-for-sale investments' category has changed to 'Other equity investments' with effect 1 October 2018.

All of the above investments in associates and joint ventures are accounted for using the equity method in these consolidated financial statements.

	2019 £000	2018 £000
Reconciliation of share of results in associates and joint ventures in Income Statement to adjusted share of results in associates and joint ventures		
Total share of results in associates and joint ventures in Income Statement	**(88)**	157
Add back:		
Share of tax on profits	**(38)**	333
Share of tax on acquired intangible amortisation and exceptional items	**–**	(266)
Share of acquired intangible amortisation	**–**	761
Share of exceptional items[1]	**–**	125
	(38)	953
Adjusted share of results in associates and joint ventures	**(126)**	1,110

1 The share of exceptional items related to restructuring and earn-out costs in Dealogic, which was disposed of in December 2017.

The reconciliation of share of results in associates and joint ventures in the Income Statement has been provided since the Directors consider it necessary in order to provide an indication of the adjusted share of results in associates and joint ventures. A detailed reconciliation of the Group's statutory results to the adjusted and underlying results is set out on pages 15 to 18. The share of profit after tax includes a finance expense of £nil (2018: £0.3m).

For the year ended 30 September 2018, the Group disposed of its minority equity stake of 15.5% in Diamond TopCo Limited (Dealogic) for $135.0m (£100.1m) on 27 December 2017. The disposal of the associate with a net book value of £26.2m gave rise to a profit on disposal of £71.7m, after deducting disposal costs, which was recognised as an exceptional item (note 5) in the Income Statement. The Group's share of the trading profit of Dealogic was £83k.

14 Investments continued

Information on investment in associates, investment in joint ventures and other equity investments:

	Principal activity	Year ended	Date of acquisition	Type of holding	Group interest	Registered Office
Investment in associates						
Zanbato, Inc (Zanbato)	Private capital placement and workflow	30 Sep	Sept 2015	Ordinary	9.9%	715 N Shoreline Boulevard, Mountain View CA, 94043, United States
Investment in joint ventures						
Sanostro Institutional AG (Sanostro)	Hedge fund manager trading signals	31 Dec	Dec 2014	Ordinary	50.0%	Allmendstrasse 140, 8041 Zurich, Switzerland
Other equity investments						
Estimize, Inc (Estimize)	Financial estimates platform	31 Dec	July 2015	Ordinary	10.0%	43 West 24th Street, New York, NY 10010, United States

The Group previously held an associate interest of 49% of the equity share capital of Broadmedia Communications Limited (BroadGroup). On 12 April 2019, the Group acquired an additional 17% of the equity share capital of BroadGroup and is subsequently accounted for as a subsidiary (note 15).

It has been determined that the Group has significant influence over Zanbato from 26 July 2019 (note 2). The Group has therefore used the equity method to account for its 9.9% equity investment in Zanbato.

The Group interests in Sanostro and Estimize have remained unchanged since their respective dates of acquisition.

Aggregate information of associates that are not individually material:

	2019 £000	2018 £000
Group share of (losses)/profit from continuing operations	**(88)**	87
Aggregate carrying amount of the Group's interests in these associates	**5,271**	715

Notes to the Consolidated Financial Statements continued

15 Acquisitions and disposals

Purchase of businesses

The Deal, LLC (BoardEx and The Deal)

On 14 February 2019, the Group acquired 100% of the equity share capital of The Deal LLC, comprising BoardEx, an executive profiling and relationship-mapping platform, and The Deal, a trusted source of data, news and intelligence on mergers and acquisitions, activist investing, private equity and restructuring, for $93.4m (£72.5m). Both products are highly complementary to the Group's existing portfolio, serving a number of shared customer groups, particularly investors, banks and professional services firms. BoardEx and The Deal are included in the Pricing, Data & Market Intelligence segment.

The acquisition accounting is set out below and is provisional pending final determination of the fair value of the assets and liabilities acquired:

	Book value £000	Fair value adjustments £000	Provisional fair value £000
Net assets/(liabilities):			
Intangible assets	1,414	43,945	45,359
Property, plant and equipment	285	–	285
Deferred tax assets	1,335	(547)	788
Trade and other receivables	5,585	–	5,585
Trade and other payables	(3,411)	–	(3,411)
Contract liabilities	(10,645)	2,180	(8,465)
Cash and cash equivalents	4,777	–	4,777
	(660)	45,578	44,918
Net assets acquired (100%)			44,918
Goodwill			27,619
Total consideration			72,537
Consideration satisfied by:			
Cash			72,472
Working capital adjustment			65
			72,537
Net cash outflow arising on acquisition:			
Cash consideration			72,537
Less: cash and cash equivalent balances acquired			(4,777)
			67,760

Intangible assets represent customer relationships of $47.4m (£36.8m), brands of $3.8m (£3.0m), databases of $5.4m (£4.2m) and software of $1.8m (£1.4m) for which amortisation of $2.8m (£2.2m) has been charged for the period ended 30 September 2019. The intangible assets will be amortised over their respective expected useful economic lives; customer relationships of between four and 22 years, databases of between one and 10 years, software of three years and brands of 10 years.

Goodwill arises from the anticipated future operating synergies from integrating the acquired operations within the Group and the acquired workforce. Goodwill recognised in respect of the US business is expected to be deductible for US income tax purposes.

The $2.8m (£2.2m) fair value adjustment to contract liabilities relates to an adjustment to reduce the deferred revenue balance. The related deferred tax liability of $0.7m (£0.5m) has been recognised as a fair value adjustment against deferred tax assets.

The fair value of the assets acquired includes gross trade receivables of $4.1m (£3.2m) and are expected to be fully collectable.

BoardEx and The Deal contributed $14.8m (£11.6m) to the Group's revenue, $1.4m (£1.1m) to the Group's operating profit and $1.4m (£1.1m) to the Group's profit before tax for the period between the date of acquisition and 30 September 2019. If the acquisition had been completed on the first day of the financial year, BoardEx and The Deal would have contributed $24.6m (£19.2m) to the Group's revenue and $2.8m (£2.2m) to the Group's operating profit.

15 Acquisitions and disposals continued

Transfer to subsidiary

Broadmedia Communications Limited (BroadGroup)

On 12 April 2019, the Group acquired an additional 17% shareholding in BroadGroup for a cash consideration of £0.4m, bringing the Group's total shareholding to 66%. The Group previously held an associate interest of 49% of the equity share capital. The Group accounts for its increased equity shareholding in BroadGroup of 66% as a subsidiary. At the acquisition date, the non-controlling interest of 34% is measured using the proportion of net assets method. BroadGroup is included in the Pricing, Data & Market Intelligence segment.

On the date that the additional 17% shareholding was acquired, there was a revaluation gain of £0.6m on the associate investment, bringing the fair value of the associate when disposed of to £1.1m.

The remaining interest in BroadGroup is subject to put and call options under an earn-out agreement, in two instalments, based on the profits of BroadGroup for its years ended 30 September 2019 and 2020. At acquisition, the total amount that the Group expected to pay under this option agreement was £1.4m and was recognised as an acquisition commitment (note 25).

The acquisition accounting is set out below and is provisional pending final determination of the fair value of the assets and liabilities acquired:

	Book value £000	Fair value adjustments £000	Provisional fair value £000
Net assets/(liabilities):			
Intangible assets	–	2,865	2,865
Trade and other receivables	3,364	–	3,364
Trade and other payables	(3,503)	–	(3,503)
Deferred tax liabilities	–	(487)	(487)
Cash and cash equivalents	54	–	54
	(85)	2,378	2,293
Net assets acquired (66%)			1,514
Goodwill			20
Total consideration			1,534
Consideration satisfied by:			
Cash			395
Fair value of associate			1,139
			1,534
Net cash outflow arising on acquisition:			
Cash consideration			395
Less: cash and cash equivalent balances acquired			(54)
			341

Intangible assets represent customer relationships of £1.4m and the brand of £1.4m for which amortisation of £0.1m has been charged for the year. The customer relationships will be amortised over their expected useful economic lives of 15 years. The brand will be amortised over its expected useful life of 15 years.

Goodwill arises from the anticipated future operating synergies from integrating the acquired operations within the Group and the acquired workforce.

The fair value of the assets acquired includes net trade receivables of £3.0m, all of which are contracted and are expected to be collectable.

BroadGroup contributed £2.5m to the Group's revenue, £0.8m to the Group's operating profit and £0.8m to the Group's profit after tax for the period between the date of acquisition and 30 September 2019. If the acquisition had been completed on the first day of the financial year, BroadGroup would have contributed £3.5m to the Group's revenue and £0.7m to the Group's operating profit (excluding exceptional costs).

Increase in equity holdings

Reinsurance Security (Consultancy).Co.Uk (ReSec)

On 19 December 2018, the Group made an earn-out payment of £0.1m to increase its equity shareholding in ReSec. The payment increased the Group's holding from 83% to 88%.

Notes to the Consolidated Financial Statements continued

15 Acquisitions and disposals continued

Sale of business

Mining Indaba

On 23 October 2018, the Group completed the sale of Mining Indaba. The gross consideration for the sale was £30.1m, with £20.0m payable on completion and net deferred consideration of £8.7m received in June 2019. The settlement of the deferred consideration has been offset against a working capital adjustment in favour of the buyer. The sale resulted in a pre-tax profit of £17.0m after transaction costs of £0.3m, which was recognised as an exceptional item (note 5). The assets and liabilities of this business sold were classified as held for sale and disclosed separately on the face of the Consolidated Statement of Financial Position for the year ended 30 September 2018.

The net assets of the businesses at the date of disposal were as follows:

	Indaba £000
Net assets:	
Intangible assets	12,783
Trade and other receivables	1,211
Deferred income	(2,620)
	11,374
Net assets disposed	11,374
Directly attributable costs	347
Profit on disposal (note 5)	16,998
Total consideration	28,719
Consideration satisfied by:	
Cash	20,000
Deferred consideration (net of working capital adjustments)	8,719
	28,719
Net cash inflow arising on disposal:	
Cash consideration (net of directly attributable costs paid and working capital adjustments)	19,653
Receipt of deferred consideration	8,719
Total cash inflow	28,372

16 Trade and other receivables

	2019 £000	2018 £000
Amounts falling due within one year		
Trade receivables	**38,180**	53,534
Less: provision for impairment of trade receivables	**(1,588)**	(3,153)
Trade receivables – net of provision	**36,592**	50,381
Other debtors	**2,262**	4,847
Prepayments	**10,101**	10,395
Accrued income	**–**	2,662
	48,955	68,285

	2019 £000 Trade receivables	2019 £000 Loss allowance	2019 % Expected loss rate
Current	**27,966**	**(417)**	**1%**
Past due more than a month but less than two months	**1,341**	**–**	**0%**
Past due more than two months but less than three months	**4,435**	**(62)**	**1%**
Past due more than three months	**4,438**	**(1,109)**	**25%**
Total	**38,180**	**(1,588)**	**4%**

The Group has applied the expected credit loss model required by IFRS 9, using the simplified approach for trade receivables and recognised the loss allowance at an amount equal to lifetime expected credit losses (note 1). The expected credit loss model incorporates forward-looking factors at the customer level in addition to the geographical level.

Trade receivables are written off when there is no reasonable expectation of recovery.

Prior to the adoption of IFRS 9 on 1 October 2018, loans and receivables were stated net of allowances for estimated irrecoverable amounts. These allowances were recorded after identification of a loss event (the incurred loss method).

Ageing of past due but not impaired trade receivables:

	2018 £000
Past due less than a month	11,326
Past due more than a month but less than two months	3,901
Past due more than two months but less than three months	3,280
Past due more than three months	4,946
	23,453

The Group had not provided for these trade receivables as there has been no significant change in their credit quality and the amounts are still considered recoverable. These relate to a number of independent customers for whom there is no recent history of default.

Movements on the Group loss allowance:

	2019 £000	2018 £000
At 1 October	**(3,153)**	(3,688)
IFRS 9 adjustment	**828**	–
Increase in loss allowance recognised in profit or loss during the year	**(1,659)**	(2,111)
Subsequent recoveries of amounts provided for	**1,243**	1,785
Amounts written off as uncollectible	**859**	804
Exchange differences	**(54)**	(18)
Classified as held for sale	**348**	75
At 30 September	**(1,588)**	(3,153)

Notes to the Consolidated Financial Statements continued

17 Trade and other payables

	2019 £000	Restated 2018 £000
Trade creditors	**2,783**	2,687
Other creditors	**41,146**	42,244
	43,929	44,931

The Directors consider the carrying amounts of trade and other payables approximate their fair values. Other creditors have been restated, the details of which have been disclosed in note 1. The balance includes amounts relating to the payroll taxes and VAT adjustment. Of the other creditors balance at the end of 2019, £11.3m (2018: £11.0m) relates to the VAT liability and £8.2m (2018: £6.7m) relates to payroll taxes, referred to in note 1.

18 Deferred income and contract liabilities

	2018 £000	Additions £000	Releases £000	Foreign exchange £000	Classified as held for sale £000	2019 £000
Deferred subscription income	97,589	99,721	(94,273)	3,956	(40,452)	**66,541**
Other deferred income	22,815	25,509	(22,815)	779	(4,401)	**21,887**
	120,404	125,230	(117,088)	4,735	(44,853)	**88,428**
Within one year	117,088					**87,150**
In more than one year	3,316					**1,278**
	120,404					**88,428**

The deferred income balance as at 30 September 2019 is a contract liability. All movements in deferred income in the period are due to the timing difference between the right to consideration and the satisfaction of performance obligations. At 30 September 2019, contracts include £31.9m relating to performance obligations that are yet to be satisfied which will be recognised over time, of which £30.6m will be recognised within one year and the remaining balance thereafter.

19 Financial instruments and risk management

Derivative financial instruments
The derivative financial assets/(liabilities) excluding assets held for sale at 30 September comprised:

	2019		2018	
	Assets £000	**Liabilities £000**	Assets £000	Liabilities £000
Current				
Forward foreign exchange contracts – cash flow hedge	**219**	**(3,578)**	131	(2,424)
Classified as held for sale forward foreign exchange contracts – cash flow hedge	**23**	**(106)**	–	–
	242	**(3,684)**	131	(2,424)
Non-current				
Forward foreign exchange contracts – cash flow hedge	**93**	**(293)**	55	(166)
	335	**(3,977)**	186	(2,590)

Financial risk management objectives
The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk arising in the normal course of business. Derivative financial instruments are used to manage exposures to fluctuations in foreign currency exchange rates and interest rates but are not employed for speculative purposes.

Full details of the objectives, policies and strategies pursued by the Group in relation to financial risk management are set out in this note and on page 118 of the accounting policies. The Group's Tax and Treasury Committee is responsible for recommending policy to the Board. The Group's treasury policies are directed to giving greater certainty of future costs and revenues and ensuring that the Group has adequate liquidity for working capital and debt capacity for funding acquisitions.

The treasury department does not act as a profit centre, nor does it undertake any speculative trading activity and it operates within policies and procedures approved by the Board.

Interest rate swaps are used to manage the Group's exposure to fluctuations in interest rates on its floating rate borrowings. Further details are set out in the interest rate risk section (pages 148 and 149).

Forward contracts are used to manage the Group's exposure to fluctuations in exchange rate movements on foreign currency transactions. Further details are set out in the foreign exchange rate risk section (pages 147 and 148).

Capital risk management
The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2018.

The capital structure of the Group comprises equity attributable to equity holders, comprising share capital, reserves and retained earnings as disclosed in the Statement of Changes in Equity.

Net cash to adjusted EBITDA ratio
The Group's Tax and Treasury Committee reviews the Group's capital structure at least twice a year. Committed bank facilities available to the Group until December 2021 contain covenants based on a maximum 3.0 times net debt to adjusted EBITDA and a minimum interest cover ratio of 3.0 times. The amounts and foreign exchange rates used in the covenant calculations are subject to adjustments as defined under the terms of the arrangement. Management regularly monitors the covenants and prepares detailed cash flow forecasts to ensure that sufficient headroom is available and that the covenants are not at risk of a breach. Additionally, the Group arranges its currency borrowings in order that they are in proportion to the ratio of earnings in that particular currency to total Group earnings.

The bank covenant ratio uses an average exchange rate in the calculation of net debt or net cash. The resultant net cash to adjusted EBITDA ratio is 0.44 times (2018 restated: 0.71 times). Using a closing rate basis for the valuation of net cash, the ratio was 0.45 times (2018 restated: 0.73 times).

Notes to the Consolidated Financial Statements continued

19 Financial instruments and risk management continued

Categories of financial instruments
The Group's financial assets and liabilities at 30 September are as follows:

	2019 £000	2018 £000
Financial assets		
Fair value through profit or loss (FVTPL) assets		
Derivative instruments	312	186
Convertible loan note (reclassified from amortised cost)	3,759	–
Cash and cash equivalents – money market funds (reclassified from amortised cost)	36,333	–
Classified as held for sale derivatives	23	–
Amortised cost		
Other equity investments (note 14) (reclassified to FVTOCI)	–	3,546
Convertible loan note (reclassified to FVTPL)	–	2,677
Deferred consideration	–	1,120
Trade receivables and other debtors	40,628	57,890
Cash and cash equivalents – amortised cost	13,418	28,058
Cash and cash equivalents – money market funds (reclassified to FVTPL)	–	50,215
Classified as held for sale receivables (including cash at bank)	22,368	936
	116,841	144,628
Financial liabilities		
Fair value through profit or loss liabilities		
Derivative instruments	(3,871)	(2,590)
Deferred consideration	(138)	(236)
Classified as held for sale derivatives	(106)	–
Amortised cost		
Acquisition commitments	(2,626)	(272)
Deferred consideration	–	(98)
Borrowings and payables	(72,983)	(91,427)
Classified as held for sale borrowings and payables	(14,536)	(302)
	(94,260)	(94,925)

In accordance with IFRS 9 'Financial Instruments', other equity investments are classified as financial assets measured at fair value through other comprehensive income. Equity investments previously classified as 'Available-for-sale investments' are now categorised as 'Other equity investments' with effect from 1 October 2018.

The classification of each of the Group's financial instruments as per the fair value hierarchy is disclosed on page 151.

The Group has derivative assets of £0.3m (2018: £0.2m) and derivative liabilities of £3.9m (2018: £2.6m) with a number of banks. These derivatives do not meet the offsetting criteria of IAS 32, but the Group would have the right to offset same currency cash flows with the same counterparties which settled on the same date. Consequently, the gross amount of the derivative assets and the gross amount of the derivative liabilities are presented separately in the Group's Statement of Financial Position.

The Group has entered into an omnibus guarantee and setoff agreement with Lloyds Banking Group plc with a right to offset outstanding credit balances against cash balances. Cash and cash equivalents include no overdrafts in either 2019 or 2018 that are offset under the cash pooling arrangements. This agreement meets the offsetting criteria of IAS 32.

Upon transition to IFRS 9, a £0.8m reduction in the expected credit loss allowance and a £0.4m fair value loss on the Zanbato equity investment have been recognised at 1 October 2018 against opening reserves. During the year, a fair value gain of £0.7m on the FVTPL convertible loan note has been recognised in finance income (note 7) and a fair value gain of £2.1m on the Zanbato FVTOCI equity investment has been recognised in other comprehensive income. It has been determined that the Group has significant influence over Zanbato from 26 July 2019 (note 2), hence the equity method to account for its 9.9% equity investment in Zanbato as an associate. The Group's remaining FVTOCI investment in Estimize has a fair value of nil at 30 September 2019.

i) Market price risk
Market price risk is the possibility that changes in currency exchange rates, interest rates or commodity prices will adversely affect the value of the Group's financial assets, liabilities or expected future cash flows. The Group's primary market risks are interest rate fluctuations and exchange rate movements. Derivatives are used to hedge or reduce the risks of interest rate and exchange rate movements and are not entered into unless such risks exist. Derivatives used by the Group for hedging a particular risk are not specialised and are generally available from numerous sources. The fair values of forward exchange contracts are set out in this note and represent the value for which an asset could be sold or liability settled between knowledgeable willing parties in an arm's length transaction calculated using the market rates of interest and exchange at 30 September 2019. The Group has no other material market price risks. Market risk exposures are measured using sensitivity analysis.

19 Financial instruments and risk management continued

i) Market price risk continued

There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risks during the year.

ii) Foreign exchange rate risk

The Group's principal foreign exchange exposure is to the US dollar. The Group generates approximately three quarters of its revenues in US dollars, including approximately 40% of the revenues in its UK-based businesses, and approximately two-thirds of its operating profits are US dollar-denominated. The Group is therefore exposed to foreign exchange risk on the US dollar revenues in its UK businesses, the translation of results of foreign subsidiaries and loans to foreign operations within the Group where the denomination of the loan is not in the functional currency of the lender/borrower.

The Group does not hedge the translation of the results of foreign subsidiaries. Fluctuations in the value of sterling versus foreign currencies could materially affect the amount of these items in the Consolidated Financial Statements, even if their values have not changed in their original currency. The Group endeavours to match foreign currency borrowings to investments in order to provide a natural hedge for the translation of the net assets of overseas subsidiaries.

The carrying amounts of the Group's US dollar-denominated monetary assets and monetary liabilities, including assets held for sale at the reporting date, are as follows:

	Assets		Liabilities	
	2019 £000	2018 £000	**2019 £000**	2018 £000
US dollar	**122,731**	130,459	**(26,811)**	(167,253)

Subsidiaries normally do not hedge transactions in foreign currencies into the functional currency of their own operations. However, at a Group level, a series of US dollar and euro forward contracts are put in place to sell forward surplus US dollars and euros so as to hedge up to 80% of the Group's UK based US dollar and euro revenues for the coming 12 months and 50% of the Group's UK based US dollar and euro revenues for the subsequent six months. The timing and value of these forward contracts is based on management's estimate of its future US dollar and euro revenues over an 18 month period and is regularly reviewed and revised, with any changes in estimates resulting in either additional forward contracts being taken out or existing contracts' maturity dates being moved forward or back. If management materially underestimates the Group's future US dollar and euro denominated revenues, this would lead to too few forward contracts being in place and the Group being more exposed to swings in US dollar and euro to sterling exchange rates. An overestimate of the Group's US dollar and euro denominated revenues would lead to associated costs in unwinding the excess forward contracts. The Group also has a significant operation in Canada whose revenues are mainly in US dollars. A series of forward contracts are put in place up to 18 months forward to hedge the operation's Canadian dollar cost base. In addition, each subsidiary is encouraged to invoice sales in its local functional currency where possible. Forward exchange contracts are gross settled at maturity.

Impact of 10% strengthening of sterling against US dollar

The following table details the Group's sensitivity to a 10% increase and decrease in sterling against US dollar, including assets held for sale. A 10% sensitivity has been determined by the Board as the sensitivity rate appropriate when reporting an estimated foreign currency risk internally and represents management's assessment of a reasonably possible change in foreign exchange rates at the reporting date.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is not in the functional currency of the lender/borrower. Where sterling strengthens 10% against the relevant currency, a negative number below indicates a decrease in profit and equity. For a 10% weakening of sterling against the relevant currency, there would be an equal and opposite impact on the profit and other comprehensive income and the balances below would be positive.

	2019 £000	2018 £000
Change in profit for the year in Income Statement (USD net assets in UK companies)	**(919)**	(911)
Change in other comprehensive income (derivative financial instruments)	**6,550**	7,167
Change in other comprehensive income (loans to/from foreign operations)	**(5,824)**	12,122

The increase in the loss from the sensitivity analysis is due to an increase in the working capital assets. The decrease in other comprehensive income from £7.2m to £6.6m from the sensitivity analysis is mainly attributable to the exclusion of derivatives held in entities of which the functional currency is not sterling.

The change in other comprehensive income from a 10% change in sterling against US dollars in relation to the translation of loans to/from foreign operations within the Group where the denomination of the loan is not in the functional currency of the lender/borrower would result in a change of £5.8m (2018: £12.1m). The decrease in other comprehensive income from the sensitivity analysis is due to Group restructuring undertaken following disposals in the year ended 30 September 2018. The change in other comprehensive income from the retranslation of loans to/from foreign operations is completely offset by the change in value of the foreign operation's net assets from their translation into sterling.

Notes to the Consolidated Financial Statements continued

19 Financial instruments and risk management continued

ii) Foreign exchange rate risk continued
The Group is also exposed to the translation of the results of its US dollar-denominated businesses, although the Group does not hedge the translation of these results. Consequently, fluctuations in the value of sterling versus other currencies could materially affect the translation of these results in the Consolidated Financial Statements.

Forward foreign exchange contracts
It is the policy of the Group to enter into forward foreign exchange contracts to cover specific foreign currency payments and receipts. A series of US dollar and euro forward contracts are put in place to sell forward surplus US dollars and euros so as to hedge up to 80% of the Group's UK-based US dollar and euro revenues for the coming 12 months and 50% for the subsequent six months. In addition, a series of US dollar forward contracts are put in place up to 18 months forward to hedge the Group's Canadian operation's cost base held in discontinued operations.

	Average exchange rate		Foreign currency		Contract value		Fair value	
	2019	2018	2019 $000	2018 $000	2019 £000	2018 £000	2019 £000	2018 £000
Cash Flow Hedges Sell USD buy GBP								
Less than a year	**1.319**	1.372	**69,930**	69,400	**53,035**	50,587	**(3,399)**	(2,162)
More than a year but less than two years	**1.269**	1.346	**18,700**	18,300	**14,734**	13,595	**(288)**	(126)
Sell USD buy CAD[1]								
Less than a year	**1.310**	1.271	**10,567**	11,148	**8,497**	8,427	**(81)**	(131)
More than a year but less than two years	**1.322**	1.292	**2,448**	3,863	**1,986**	2,969	**(2)**	16
			€000	€000	**£000**	£000	**£000**	£000
Sell EUR buy GBP								
Less than a year	**1.119**	1.115	**21,515**	20,000	**19,227**	17,930	**40**	–
More than a year but less than two years	**1.099**	1.104	**5,890**	5,230	**5,359**	4,738	**88**	(1)
					102,838	98,246	**(3,642)**	(2,404)

1 Rate used for conversion from CAD to GBP is 1.6289 (2018: 1.6809).

At 30 September 2019, the aggregate amount of unrealised losses under forward foreign exchange contracts deferred in the fair value reserve relating to future revenue transactions is £3.6m (2018: £2.4m). It is anticipated that the transactions will take place over the next 18 months at which stage the amount deferred in equity will be released to the Income Statement. The change in value of the hedged item used as the basis for recognising hedge ineffectiveness for the year is £5.1m gain. There was no hedge ineffectiveness recognised in profit or loss during the current year (2018: nil).

The following table represents the corresponding carrying values and nominal amounts of derivatives in a continued hedge relationship including assets held for sale as at 30 September 2019:

	Derivatives		Fair value reserves				
	Nominal amounts £000	Carrying value of liabilities £000	1 October 2018 £000	Fair value loss deferred to OCI £000	FX gains recycled to the income statement £000	Exchange differences on translation of derivatives £000	30 September 2019 £000
Cash flow hedges – foreign exchange risk							
Forward foreign exchange contracts	**102,838**	**(3,642)**	**(2,404)**	**(5,061)**	**3,844**	**(21)**	**(3,642)**

During the year, the following amounts were recognised in profit or loss in relation to forward foreign exchange contracts:

	2019 £000	2018 £000
Net foreign exchange (losses)/gains included in revenue	**(3,483)**	1,258
Net foreign exchange (losses)/gains included in administrative expenses[2]	**(361)**	409
Total net foreign exchange (losses)/gains recognised in profit before tax for the period	**(3,844)**	1,667

2 Net foreign exchange movements included in administrative expenses is entirely attributable to discontinued operations.

iii) Interest rate risk
It is the Group's policy to hedge up to 80% of any long-term interest rate exposure, converting its floating rate debt into fixed debt by means of interest rate swaps. The predictability of interest costs is deemed to be more important than the possible opportunity cost foregone of achieving lower interest rates.

19 Financial instruments and risk management continued

iii) Interest rate risk continued

At 30 September 2019, the Group had no long-term debt, and as such, no interest rate swaps were outstanding, In May 2018, the Group repaid term loans of $100m and £40m and simultaneously terminated swaps converting $80m and £32m of term debt from floating to fixed rates recognising a gain of £2.1m recycled from fair value reserves.

The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk section on pages 149 and 150.

Interest rate sensitivity analysis

The sensitivity analysis has been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the balance sheet date. For floating rate instruments, the analysis is prepared assuming the amount outstanding at the balance sheet date was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents the Directors' assessment of a reasonably possible change in interest rates at the reporting date.

If interest rates had been 100 basis points higher or lower and all other variables were held constant, the Group's profit for the year ended 30 September 2019 would increase or decrease by £0.5m (2018: £0.8m). This is mainly attributable to the Group's exposure to interest rates on its variable rate cash deposits.

iv) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group seeks to limit interest rate and foreign currency risks described above by the use of financial instruments and as a result have a credit risk from the potential non-performance by the counterparties to these financial instruments, which are unsecured. The amount of this credit risk is normally restricted to the amounts of any hedge gain and not the principal amount being hedged. The Group also has a credit exposure to counterparties for the full principal amount of cash and cash equivalents. Credit risks are controlled by monitoring the amounts outstanding with, and the credit quality of, these counterparties. For the Group's cash and cash equivalents, these are principally AAA rated money market fund investments, licensed commercial banks and investment banks with strong long-term credit ratings. Treasury policies in place do not allow concentrations of risk with individual counterparties and do not allow significant treasury exposures with counterparties which are rated below investment grade. Included in cash and cash equivalents of £49.8m (2018: £78.3m) is £36.3m (2018: £50.2m) directly deposited in AAA rated money market fund investments.

The Group also has credit risk with respect to trade and other receivables and contract assets. The concentration of credit risk from trade receivables is limited due to the Group's large and broad customer base. Trade receivable exposures are managed locally in the business units where they arise. Allowance is made for bad and doubtful debts based on management's assessment of the risk of non-payment taking into account the ageing profile, experience and circumstance.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, recorded in the Statement of Financial Position. The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are related entities. Concentration of credit risk did not exceed 5% of gross monetary assets at any time during the year.

v) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due. To manage this risk the Group has readily accessible funding arrangements in place and seeks to optimise group liquidity through cash pooling arrangements.

The Group's principal source of borrowings are provided through committed bank facilities available to the Group until December 2021. These syndicated facilities include a £240m (2018: £240m) multi-currency revolving credit facility which was undrawn at 30 September 2019 (undrawn at 30 September 2018).

The Group's strategy is to use excess operating cash to pay down its drawings under the revolving credit facility and where undrawn invest in short-term bank deposits and money market funds. The Group generally has an annual cash conversion rate (the percentage by which cash generated from operations covers adjusted operating profit before acquired intangible amortisation and exceptional items) of approximately 100% due to much of its subscription, sponsorship and delegate revenue being paid in advance. The Group's underlying operating cash conversion rate based on adjusted operating profit was 98%.

The Group's forecasts and projections, looking out to September 2022 and taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level and covenants of its current and available borrowing facilities.

Notes to the Consolidated Financial Statements continued

19 Financial instruments and risk management continued

v) Liquidity risk continued

This table has been drawn up based on the undiscounted contractual cash flows of the financial liabilities including both interest and principal cash flows. To the extent that the interest rates are floating, the undiscounted amount is derived from interest rate curves at 30 September 2019. The contractual maturity is based on the earliest date on which the Group may be required to settle.

2019	Less than 1 year £000	1–3 years £000	Total £000
Deferred consideration	138	–	138
Acquisition commitments	986	1,640	2,626
Non-interest bearing liabilities (trade and other payables, and accruals)[1]	72,983	–	72,983
	74,107	1,640	75,747

2018	Less than 1 year £000	1–3 years £000	Total £000
Deferred consideration	209	125	334
Acquisition commitments	97	175	272
Non-interest bearing liabilities (trade and other payables, and accruals)[1]	91,427	–	91,427
	91,733	300	92,033

1 Other payables exclude the impact of the payroll taxes and VAT adjustments.

The following table details the Group's remaining contractual maturity for its non-derivative financial assets, mainly trade and other receivables and short-term deposits. This table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets.

2019	Weighted average effective interest rate %	Less than 1 year £000	1–3 years £000	Total £000
Variable interest rate instruments (cash at bank and short-term deposits)	2.04	49,751	–	49,751
Non-interest bearing assets (trade and other receivables excluding prepayments)	–	40,628	–	40,628
		90,379	–	90,379

2018	Weighted average effective interest rate %	Less than 1 year £000	1–3 years £000	Total £000
Variable interest rate instruments (cash at bank and short-term deposits)	1.11	78,273	–	78,273
Deferred consideration	–	650	470	1,120
Non-interest bearing assets (trade and other receivables excluding prepayments)	–	57,890	–	57,890
		136,813	470	137,283

19 Financial instruments and risk management continued

v) Liquidity risk continued

The following table details the Group's liquidity analysis for its derivative financial instruments including assets held for sale. The table has been drawn up based on the undiscounted net cash inflows and outflows on those derivatives that settle on a net basis and the undiscounted gross inflows and outflows on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as represented by the yield curves existing at the reporting date.

2019	Less than 3 months £000	3 months to 1 year £000	1–3 years £000	Total £000
Gross settled				
Foreign exchange forward contracts inflows	20,161	60,598	22,079	102,838
Foreign exchange forward contracts outflows	(21,214)	(63,302)	(22,415)	(106,931)
	(1,053)	(2,704)	(336)	(4,093)

2018	Less than 3 months £000	3 months to 1 year £000	1–3 years £000	Total £000
Gross settled				
Foreign exchange forward contracts inflows	19,377	57,566	21,302	98,245
Foreign exchange forward contracts outflows	(19,837)	(59,807)	(21,671)	(101,315)
	(460)	(2,241)	(369)	(3,070)

Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined in accordance with IFRS 13 'Fair Value Measurement' as follows:

Level 1

- The fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets is determined with reference to quoted market prices.

Level 2

- The fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.
- Foreign currency forward contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.

Level 3

- If one or more significant inputs are not based on observable market data, the instrument is included in level 3.
- The fair values of the Zanbato other equity investment as at 26 July 2019 (immediately prior to its transfer to investments in associates) and the Zanbato convertible loan note as at 30 September 2019 were calculated using the Black-Scholes option pricing model. Significant inputs include the value of Zanbato's expected round of preferred financing and its total equity value.
- The fair value of the BroadGroup investment in associates prior to the step acquisition on 12 April 2019 (note 15) was determined by reference to the amount paid for the minority shareholding.

Notes to the Consolidated Financial Statements continued

19 Financial instruments and risk management continued

Other financial instruments not recorded at fair value
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.

The Group classifies its financial instruments into the following categories:

Financial instrument category	IAS 39 measurement category	IFRS 9 Measurement category	Fair value measurement hierarchy
Derivative instruments	FVTPL[1]	FVTPL[1]	2
Other equity investments	Amortised cost	FVTOCI	3
Convertible loan note	Amortised cost	FVTPL	3
Deferred consideration asset	Amortised cost	Amortised cost	N/A
Receivables	Amortised cost	Amortised cost	N/A
Cash and cash equivalents – cash at bank and short term deposits	Amortised cost	Amortised cost	N/A
Cash and cash equivalents – money market funds	Amortised cost	FVTPL	2
Classified as held for sale receivables (including cash at bank and short-term deposits)	Amortised cost	Amortised cost	N/A
Deferred consideration liability	Amortised cost	Amortised cost	N/A
Deferred consideration liability	FVTPL	FVTPL	3
Acquisition commitments	Amortised cost	Amortised cost	N/A
Borrowings and payables	Amortised cost	Amortised cost	N/A
Classified as held for sale borrowings and payables	Amortised cost	Amortised cost	N/A

1 Changes in fair value to derivatives designated in cash flow hedging relationships, to the extent that the hedge is effective, are taken to the fair value reserve through other comprehensive income. Any ineffectiveness is recognised in profit or loss.

Movement in assets/(liabilities) arising from financing activities:

	2018 £000	Cash flow £000	Classified as held for sale £000	Interest and other non-cash movements £000	Foreign exchange £000	2019 £000
Net cash comprises						
Cash and cash equivalents	78,273	(31,150)	(327)	999	1,956	49,751
Analysis of changes in liabilities from financing activities						
Other financing items – prepaid bank fees	848	30	–	(296)	–	582
Interest payable	(1,358)	1,257	–	(1,601)	–	(1,702)
Acquisition commitments	(272)	97	–	(2,451)	–	(2,626)
Total (liabilities)/assets from financing activities	(782)	1,384	–	(4,348)	–	(3,746)

20 Borrowings

	2019 £000	2018 £000
Undrawn available committed facilities	**240,000**	240,000

Committed borrowing facilities

The Group's principal source of borrowings is provided through a committed bank facility available to the Group until December 2021. There is a further accordion facility of £130m should the Group wish to request it. Drawings under the revolving credit facility bear interest charged at LIBOR plus a margin, the applicable margin being based on the Group's ratio of adjusted net debt to EBITDA.

21 Provisions

	Onerous lease provision £000	Other provisions £000	Total £000
At 1 October 2018	845	3,275	4,120
Provision in the year	–	30	30
Used in the year	(465)	(117)	(582)
Imputed interest	–	15	15
Exchange differences	31	16	47
At 30 September 2019	**411**	**3,219**	**3,630**

	2019 £000	2018 £000
Maturity profile of provisions:		
Within one year (included in current liabilities)	**785**	248
Between one and two years (included in non-current liabilities)	**533**	1,301
Between two and five years (included in non-current liabilities)	**2,312**	2,571
	3,630	4,120

Onerous lease provision

The onerous lease provision relates to an office in Hong Kong that was vacated following the disposal of GMID (note 11). The lease expires in August 2020.

Other provisions

The provision consists of social security costs arising on share option liabilities and dilapidations on leasehold properties. A dilapidation provision of £2.6m (2018: £2.6m) is held in respect of the Group's main London offices. The leases, which expire in 2029, do not contain any break clauses. As such, it is unlikely that the provisions will be utilised before the expiry date of the leases.

Notes to the Consolidated Financial Statements continued

22 Deferred taxation

The net deferred tax liability at 30 September 2019 comprised:

	Capitalised goodwill and intangibles £000	Tax losses £000	Financial instruments £000	Pension deficit £000	Accelerated capital allowances £000	Other £000	Total £000
Deferred tax assets (restated)	(6,160)	2,509	389	498	588	4,354	2,178
Deferred tax liability (restated)	(32,527)	1,020	(11)	0	1,199	2,766	(27,553)
At 30 September 2018 (restated)	(38,687)	3,529	378	498	1,787	7,120	(25,375)
Reclassification	**(1,148)**	**319**	**11**	**–**	**(1,522)**	**2,340**	**–**
Credit/(charge) to Income Statement							
Continuing operations	**1,415**	**(684)**	**226**	**(322)**	**147**	**134**	**916**
Discontinued operations	**457**	**(6)**	**–**	**–**	**81**	**(1,002)**	**(470)**
Credit to other comprehensive income	**–**	**–**	**–**	**880**	**–**	**–**	**880**
(Charge)/credit to equity	**(182)**	**–**	**–**	**–**	**–**	**58**	**(124)**
Acquisitions and disposals	**(487)**	**1,231**	**–**	**–**	**44**	**(487)**	**301**
Exchange differences	**(3,799)**	**(133)**	**3**	**–**	**1**	**169**	**(3,759)**
Classified as held for sale	**13,671**	**(10)**	**–**	**–**	**(14)**	**(1,502)**	**12,145**
At 30 September 2019	**(28,760)**	**4,246**	**618**	**1,056**	**524**	**6,830**	**(15,486)**
Deferred tax assets	**(5,881)**	**2,248**	**618**	**1,056**	**467**	**3,724**	**2,232**
Deferred tax liability	**(22,879)**	**1,998**	**–**	**–**	**57**	**3,106**	**(17,718)**

Other deferred tax assets include share based payments and provisions.

At the balance sheet date the Group has unused tax losses available for offset against future profits. At 30 September, the deferred tax asset recognised in relation to these losses is analysed as follows:

	2019 £000	2018 £000
UK	**1,800**	1,215
US	**1,998**	1,020
Europe	**448**	1,294
	4,246	3,529

The Directors are of the opinion that based on recent and forecast trading it is probable that the level of profits in future years is sufficient to enable the above assets to be recovered. The UK tax losses are expected to reverse in the short-term. The US losses can be carried forward for a period of 20 years from the date they arose and have expiry dates between 2019 and 2038. There is no expiry date on the other losses.

The increase in the net deferred tax liability relates to the unwind of deferred tax liability on intangible assets and goodwill and recognition of deferred tax asset recognised on tax settlement payments, offset by significant foreign exchange movement on the Group's US deferred tax assets. There are no temporary differences (2018: £50.0m) relating to the unremitted earnings of overseas subsidiaries. The temporary differences at 30 September 2018 represent the unremitted earnings of those overseas subsidiaries where remittance to the UK of those earnings may still result in a tax liability, principally as a result of dividend withholding taxes levied by the overseas tax jurisdictions in which these subsidiaries operate.

23 Called up share capital

	2019 £000	2018 £000
Allotted, called up and fully paid		
109,249,352 ordinary shares of 0.25p each (2018: 109,180,729 ordinary shares of 0.25p each)	**273**	273

During the year, 68,623 ordinary shares of 0.25p each (2018: 79,121 ordinary shares) with an aggregate nominal value of £172 (2018: £198) were issued following the exercise of share options granted under the Company's share option schemes for a cash consideration of £516,126 (2018: £642,612).

24 Share-based payments

The options set out below are outstanding at 30 September and are options to subscribe for new ordinary shares of 0.25p each in the Company. All of the options outstanding are equity settled. There are no share options exercisable at 30 September 2019 (2018: nil). Further details of the Group's share plans are provided in the Directors' Remuneration Report.

2019	Income statement charge in year £000	Options outstanding at 30 September 2018 Number	Granted in year Number	Exercised during year Number	Lapsed/ forfeited during year Number	Options outstanding at 30 September 2019 Number
Incentive scheme						
SAYE/Sharesave	**130**	**244,671**	**123,379**	**(68,623)**	**(40,939)**	**258,488**
Buy-out award	**450**	**88,405**	**–**	**(44,202)**	**–**	**44,203**
PSP	**303**	**676,860**	**349,668**	**–**	**(309,874)**	**716,654**
Deferred bonus – equity settled	**–**	**23,514**	**–**	**(19,175)**	**–**	**4,339**
CAP	**–**	**5,124**	**–**	**–**	**–**	**5,124**
Total	**883**	**1,038,574**	**473,047**	**(132,000)**	**(350,813)**	**1,028,808**

2018	Income statement charge in year £000	Options outstanding at 30 September 2017 Number	Granted in year Number	Exercised during year Number	Lapsed/ forfeited during year Number	Options outstanding at 30 September 2018 Number
Incentive scheme						
SAYE/Sharesave	124	261,892	96,889	(79,121)	(34,989)	244,671
Buy-out award	450	132,607	–	(44,202)	–	88,405
PSP	913	484,497	282,492	–	(90,129)	676,860
Deferred bonus – equity settled	–	19,175	4,339	–	–	23,514
CAP	–	8,304	–	–	(3,180)	5,124
Total	1,487	906,475	383,720	(123,323)	(128,298)	1,038,574

The fair value of options awarded for the SAYE/Sharesave scheme are determined using the Black-Scholes option pricing model. The remaining incentive plans are for nil cost options, where the fair value is determined by the share price applicable when the options are granted. The fair value of options granted during the year was £4.5m (2018: £3.6m).

The weighted average exercise price of options exercised during the year was £3.91 (2018: £5.21).

The options outstanding at 30 September 2019 had a weighted average remaining contractual life of 6.70 years (2018: 6.78 years).

Save as You Earn (SAYE)/Sharesave options
The Group operates a SAYE/Sharesave scheme in which all employees, including Directors, employed in the UK are eligible to participate. Participants save a fixed monthly amount of up to £500 for three years and are then able to buy shares in the Company at a price set at a 20% discount to the market value at the start of the savings period. In line with market practice, no performance conditions attach to options granted under this plan.

The SAYE/Sharesave options were valued using the Black-Scholes option pricing model. Expected volatility was determined by calculating the historical volatility of the Group's share price over a period of three years. The expected term of the option used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Buy-out award
A one-off award was made to A Rashbass on 1 October 2015.

Performance Share Plan (PSP)
Under the PSP schemes, participants are awarded nil-cost options to obtain ordinary shares in the Company. These options have a maximum life of 10 years and would not normally vest until the respective three or five years after the date of the award, provided that the performance conditions have been met.

The share price used to determine the number of shares awarded under the PSP grants is the average of the middle market quotations of an ordinary share as derived from the Daily Official List for the five dealing days preceding the date of grant.

Deferred bonus – equity settled
Any bonus earned in excess of 100% of salary for A Rashbass is awarded as a deferred award.

Notes to the Consolidated Financial Statements continued

24 Share-based payments continued

Capital Appreciation Plan (CAP)
The CAP 2010 executive share option scheme was approved by shareholders on 21 January 2010. The remaining balance is subject to an additional performance condition, applicable for the vesting of the second tranche of awards, which requires the profits of each business in the subsequent vesting period to be at least 75% of that achieved in the year the first tranche of awards became exercisable. The options lapse to the extent unexercised by 30 September 2020. The remaining CAP 2010 share options were unlikely to vest and the charge was released in 2017.

The CAP 2014 was approved by shareholders on 30 January 2014 as a replacement for CAP 2010. The minimum performance target under CAP 2014 was not achieved and the options lapsed in 2017.

25 Acquisition commitments and deferred consideration

The Group is party to consideration arrangements in the form of acquisition commitments, acquisition deferred consideration payments and deferred consideration receipts on disposals. Acquisition commitments comprise put options held by minority shareholders of acquired businesses which are held at amortised cost. Deferred consideration payments comprise consideration contingent on the future performance of acquired businesses held at fair value and deferred consideration payable at a set amount in the future. These liabilities are recognised at the discounted present value and remeasured each period. The discount is unwound as a notional interest charge and the remeasurement of these liabilities is recognised in the Income Statement.

	Acquisition commitments		Deferred consideration payments		Deferred consideration receipts	
	2019 £000	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000
At 1 October	**(272)**	(13,125)	**(334)**	(350)	**1,120**	1,989
Additions from acquisitions during the year (note 15)	**(1,429)**	–	**–**	(209)	**–**	–
Additions from disposals during the year	**–**	–	**–**	–	**8,719**	593
De-recognition on disposal of business	**–**	317	**–**	–	**–**	–
Payment/(receipt) during the year	**–**	–	**232**	1,470	**(9,671)**	(1,607)
Exercise of commitments	**97**	10,130	**–**	–	**–**	–
Net movements in finance income and expense during the year (note 7)	**(1,022)**	2,378	**(36)**	(1,245)	**–**	123
Exchange differences to reserves	**–**	28	**–**	–	**17**	22
Classified as held for sale	**–**	–	**–**	–	**(185)**	–
At 30 September	**(2,626)**	(272)	**(138)**	(334)	**–**	1,120
Within one year	**(986)**	(97)	**(138)**	(209)	**–**	650
In more than one year	**(1,640)**	(175)	**–**	(125)	**–**	470
	(2,626)	(272)	**(138)**	(334)	**–**	1,120

The addition to acquisition commitments of £1.4m relates to BroadGroup (note 15). The remaining interest in BroadGroup is subject to put and call options under an earn-out agreement, in two instalments, based on the profits of BroadGroup for its years ended September 2019 and 2020.

For the year ended 30 September 2018, the non-controlling interest of NDR exercised their put options over the remaining 15% stake in NDR for a total consideration of £8.8m. The Group's equity shareholding in NDR increased to 100%. The Group acquired the remaining 39% of Layer123 for £1.3m and deferred compensation costs of £0.7m.

Exchange differences to reserves were recorded within net exchange differences on translation of net investments in overseas subsidiary undertakings in the Statement of Comprehensive Income.

	Acquisition commitments		Deferred consideration payments		Deferred consideration receipts	
Reconciliation of finance income and expense (note 7):	**2019 £000**	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000
Remeasurement during the year	**(1,022)**	2,766	**(36)**	(1,245)	**–**	82
Imputed interest	**–**	(388)	**–**	–	**–**	41
Net movements in finance income and expense during the year	**(1,022)**	2,378	**(36)**	(1,245)	**–**	123

26 Operating lease commitments

At 30 September, the Group had committed to make the following payments in respect of operating leases on land and buildings:

	2019 £000	Restated 2018 £000
Within one year	**7,750**	8,546
Between one and five years	**37,005**	28,519
After five years	**40,186**	43,738
Continuing operations	**84,941**	80,803
Discontinued operations	**2,767**	3,399
Total	**87,708**	84,202

The Group's operating leases do not include any significant leasing terms or conditions.

At 30 September, the Group had contracted with tenants to receive the following payments in respect of operating leases on land and buildings:

	2019 £000	Restated 2018 £000
Within one year	**1,127**	441
Between one and five years	**3,546**	1,583
	4,673	2,024

27 Retirement benefit schemes

Defined contribution schemes

The Group operates the following defined contribution schemes: Euromoney PensionSaver and the Metal Bulletin Group Personal Pension Plan in the UK and a 401(k) savings and investment plan in the US.

In compliance with the Pension Act 2008, the Group operated a defined contribution plan, DMGT PensionSaver, up to 30 June 2017 and thereafter the Euromoney PensionSaver, into which relevant employees are automatically enrolled.

The pension charge in respect of defined contribution schemes for the year ended 30 September for continuing operations and discontinued operations for Asset Management, comprised:

	2019 £000	2018 £000
Euromoney and DMGT PensionSaver	**2,356**	2,111
Metal Bulletin Group Personal Pension Plan	**16**	17
Private schemes	**2,359**	1,134
	4,731	3,262

Euromoney PensionSaver

The Euromoney PensionSaver is the principal pension arrangement offered to employees of the Group. Employees contribute at an initial default rate of 3% of salary with an equal company contribution in the first three years of employment and thereafter at twice the employee contribution rate, up to a maximum employer contribution of 10% of salary. Assets are invested in funds selected by members and held independently from the Group's finances. The investment and administration is undertaken by Fidelity Pension Management.

Metal Bulletin Group Personal Pension Plan

The Metal Bulletin Group Personal Pension Plan is a defined contribution arrangement under which contributions are paid by the employer and employees. The scheme is closed to new members. The plan's assets are invested under trust in funds selected by members and held independently from the Group's finances. The investment and administration of the plan is undertaken by Skandia Life Group.

Private schemes

Institutional Investor LLC contributes to a 401(k) savings and investment plan for its employees which is administered by an independent investment provider. Employees are able to contribute up to 50% of salary (maximum of $52,000 a year) with the company matching up to 50% of the employee contributions, up to 6% of salary.

Defined benefit schemes

The Group operates the Metal Bulletin plc Pension Scheme (MBPS) and participates in the Harmsworth Pension Scheme (HPS), which is a scheme operated by Daily Mail and General Trust (DMGT), both of which are now closed to new entrants. In 2016, due to a change in DMGT's policy to allocate the assets and liabilities of DMGT group's defined benefit plan on a buy-out basis, the Group's share of HPS's liability was recognised at 30 September 2016.

Notes to the Consolidated Financial Statements continued

27 Retirement benefit schemes continued

In October 2018, the High Court ruled in the Lloyds Banking Group case that UK pension schemes which had contracted out of the State Earnings Related Pension Scheme will need to equalise benefits for the effect of unequal Guaranteed Minimum Pensions (GMP) between men and women. The judgement also provided comments on the method to be adopted to equalise these benefits.

Following the ruling, a past service charge adjustment of £3.0m was recognised in the HPS respect of the impact of the GMP equalisation. The Group has accounted for approximately 1% of this adjustment, reflecting its share of the total scheme's participation. The MBPS is not affected by the equalisation ruling as it is contracted in.

Harmsworth Pension Scheme
HPS is a multi-employer defined benefit scheme operated by DMGT and closed to further accrual. The Group accounts for approximately 1% of HPS.

A full actuarial valuation of the scheme is carried out triennially by the scheme actuary. Following the results of the latest triennial valuation as at 31 March 2016, DMGT agreed a Recovery Plan involving a series of annual funding payments, of £13.0m on 5 October 2016 to 2018, £16.3m on 5 October 2019, £16.2m on 5 October 2020 to 2025, and £76.2m on 5 October 2026. DMGT considers that these contribution rates are sufficient to eliminate any deficit over the agreed period. This Recovery Plan will be reviewed at the next triennial funding valuation of DMGT's main schemes which is due to be completed with an effective date of 31 March 2019.

In February 2014, DMGT agreed with the Trustees that should it continue its share buyback programme, it would make additional contributions to its schemes amounting to 20% of the value of shares purchased. No contributions relating to this agreement were made in the years to 30 September 2018 and 2019.

DMGT enabled the Trustees of HPS scheme to acquire a beneficial interest in a Limited Partnership investment vehicle (LP). The LP has been designed to facilitate payment of £10.8m as part of the deficit funding payments described above over the period to 2026. In addition, the LP is required to make a final payment to the Scheme of £149.9m, or the funding deficit within the Scheme on an ongoing actuarial valuation basis at the end of the period to 2026 if this is less. For funding purposes, HPS's interest in the LP is treated as an asset of the Scheme and reduces any actuarial deficit within the Scheme. However, under IAS 19 'Employee Benefits' the LP is not included as an asset of the Scheme and therefore is not included in the disclosures below.

DMGT expects to contribute approximately £16.2m to the Scheme during the year to 30 September 2020 relating to the deficit funding payments described above. In addition, following its disposal of Euromoney during the period, DMGT has made £117.0m available from cash resources to the defined benefit pension schemes. In light of the forthcoming actuarial valuation as at 31 March 2019, DMGT and the Trustees of the pension schemes are in discussions to finalise these arrangements. The Euromoney Group expects to make cash contributions amounting to £0.1m during the year to 30 September 2020.

The International Financial Reporting Interpretations Committee, in its document IFRIC 14, has interpreted the extent to which a company can recognise a pension surplus on its Statement of Financial Position. Having taken account of the rules of the Scheme, the Group considers that recognition of a surplus in the Scheme on its Statement of Financial Position would be in accordance with the interpretation of IFRIC 14.

Northcliffe Trustees Limited (the Trustee) has been appointed by DMGT as an independent trustee to administer and manage the HPS on behalf of the members in accordance with the terms of the HPS Trust Deed and Rules and relevant legislation (principally the Pension Schemes Act 1993, the Pensions Act 1995 and the Pensions Act 2004).

Metal Bulletin Pension Scheme
A full actuarial valuation of the defined benefit scheme is carried out triennially by the Scheme Actuary. The latest valuation of the MBPS was completed as at 1 June 2016. As a result of the 2016 valuation, the Group agreed to make annual contributions of 38.9% per annum of pensionable salaries, plus £55,900 per month to the scheme over the period to 2022. The Group considers that the contributions set at the last valuation date are sufficient to eliminate the deficit and that regular contributions, which are based on service costs, will not increase significantly.

The Group contributed £0.7m to the MBPS during the year to 30 September 2019. Pension Legacy Trustees Limited (the Trustee) has been appointed by Euromoney Global Limited as an independent trustee to administer and manage the MBPS on behalf of the members in accordance with the terms of the MBPS Trust Deed and Rules and relevant legislation (principally the Pension Schemes Act 1993, the Pensions Act 1995 and the Pensions Act 2004). The assumptions for the discount rate and mortality rates have been reviewed and adjusted to reflect the latest market rates increasing the net pension deficit from £2.9m at 30 September 2018 to £6.2m at 30 September 2019.

The Trustees of the MBPS have changed the scheme rules for the underlying index of deferred revaluation from RPI to CPI, which resulted in a £1.2m reduction in the net pension deficit (note 5).

The Group operates a number of pension schemes under which contributions are paid by the employer and employees. The total net pension costs from continuing operations of the Group for the year ended 30 September 2019 were £3.7m (2018: £2.6m).

27 Retirement benefit schemes continued

A reconciliation of the net pension obligation reported in the Statement of Financial Position is shown in the following table:

	2019			2018		
	MBPS £000	**HPS £000**	**Total £000**	MBPS £000	HPS £000	Total £000
Present value of defined benefit obligation	**(59,862)**	**(27,724)**	**(87,586)**	(44,940)	(24,016)	(68,956)
Fair value of plan assets	**52,139**	**29,235**	**81,374**	40,070	25,953	66,023
(Deficit)/surplus reported in the Statement of Financial Position	**(7,723)**	**1,511**	**(6,212)**	(4,870)	1,937	(2,933)

The deficit for the year excludes a related deferred tax asset of £1.1m (2018: £0.5m).

The movements in the defined benefit liability over the year is as follows:

2019	**Present value of obligation £000**	**Fair value of plan assets £000**	**Net defined benefit liability £000**
At 1 October 2018	**(68,956)**	**66,023**	**(2,933)**
Current service cost	**1,158**	**–**	**1,158**
Interest (expense)/income	**(1,205)**	**1,105**	**(100)**
Total charge recognised in Income Statement	**47**	**1,105**	**1,058**
Remeasurements:			
Return on plan assets, excluding amounts in interest expense/income	**–**	**16,332**	**16,332**
Gain due to change in financial assumptions	**(22,748)**	**–**	**(22,748)**
Gain due to change in demographic assumptions	**1,206**	**–**	**1,206**
Experience gain	**35**	**–**	**35**
Total losses recognised in Statement of Comprehensive Income	**(21,507)**	**16,332**	**(5,175)**
Contributions – employers	**–**	**838**	**838**
Contributions – plan participants	**(8)**	**8**	**–**
Payments from the plans – benefit payments	**2,932**	**(2,932)**	**–**
At 30 September 2019	**(87,586)**	**81,374**	**(6,212)**

2018	Present value of obligation £000	Fair value of plan assets £000	Net defined benefit liability £000
At 1 October 2017	(74,781)	64,827	(9,954)
Current service cost	(73)	–	(73)
Interest (expense)/income	(1,246)	998	(248)
Total charge recognised in Income Statement	(1,319)	998	(321)
Remeasurements:			
Return on plan assets, excluding amounts in interest expense/income	–	1,302	1,302
Gain due to change in financial assumptions	3,314	–	3,314
Gain due to change in demographic assumptions	1,796	–	1,796
Experience gain	83	–	83
Total losses recognised in Statement of Comprehensive Income	5,193	1,302	6,495
Contributions – employers	–	847	847
Contributions – plan participants	(7)	7	–
Payments from the plans – benefit payments	1,958	(1,958)	–
At 30 September 2018	(68,956)	66,023	(2,933)

Notes to the Consolidated Financial Statements continued

27 Retirement benefit schemes continued

The major categories and fair values of plan assets are as follows:

	2019 £000	2018 £000
Equities and diversified growth fund	**30,991**	24,607
Bonds	**13,456**	29,334
Liability Driven Investments	**21,067**	5,025
Property	**4,636**	4,957
Infrastructure	**2,052**	–
With profits policy	**–**	1,640
Cash and cash equivalents	**872**	460
Insured annuities	**8,300**	–
	81,374	66,023

Equities include hedge funds and infrastructure funds. All the assets listed above, excluding property and cash and cash equivalents, have a quoted market price in an active market. The assets do not include any of the Group's own financial instruments nor any property occupied by, or other assets used by, the Group. The actual return on plan assets was £8.2m (2018: £2.3m). The assets disclosed above include insured annuities with an estimated value of £8.3m. The corresponding liability associated with these annuities means that their net impact is considered to be nil.

The key financial assumptions adopted are as follows:

	MBPS		HPS	
	2019 %	2018 %	2019 %	2018 %
Discount rate	**1.80**	2.80	**1.80**	2.80
Price inflation	**2.95**	3.15	**3.10**	3.25
Salary increases	**2.50**	2.50	**2.50**	2.50
Pension increases	**2.80**	3.00	**3.00**	3.10

The discount rate for both scheme liabilities and for the fair value of scheme assets reflects yields at the year-end date on high-quality corporate bonds and are based on a cash flow-based yield curve, calculating a single equivalent discount rate reflecting the average duration of the schemes liabilities, rounded to the nearest 0.05% p.a. This methodology incorporated bonds given an AA rating from at least two of the four main rating agencies.

RPI inflation is derived in a similar way to the discount rate but with reference to the Bank of England spot curve at the duration of the schemes' weighted average duration with an appropriate allowance for inflation risk premium (MBPS: 0.30% p.a., HPS: 0.20% p.a.). The nominal and real spot curves provided by the Bank of England were extrapolated up to 50 years using a bootstrapping method, which uses gilt price information provided by the UK Debt Management Office.

Mortality assumptions take account of scheme experience, and also allow for further improvements in life expectancy based on the Continuous Mortality Investigation (CMI) projections but with a long-term rate of improvement in future mortality rates of 1.25% p.a. and a smoothing parameter of 7.0 for MBPS and 7.5 for HPS. Allowance is made for the extent to which employees have chosen to commute part of their pension for cash at retirement.

The average duration of the defined benefit obligation at the end of the year is approximately 19 years for MBPS (2018: 19 years) and 18 years for HPS (2018: 18 years).

	MBPS		HPS	
Assumed life expectancy in years, on retirement[1]	**2019**	2018	**2019**	2018
Retiring at the end of the reporting year:				
Males	**25.8**	26.3	**26.7**	26.2
Females	**27.8**	28.3	**28.3**	28.2
Retiring 20 years after the end of the reporting year:				
Males	**27.2**	27.8	**27.1**	26.7
Females	**29.3**	29.8	**29.0**	29.2

1 MPBS – 62 years; HPS – 60 years.

27 Retirement benefit schemes continued

Pension costs and the size of any pension surplus or deficit are sensitive to the assumptions adopted. The sensitivity of the defined obligation to changes in the weighted principal assumptions is:

Assumption	Change in assumption	Change in liabilities
Discount rate	Increase by 0.1%	Decrease by 0.6%
Inflation rate	Increase by 0.1%	Increase by 1.0%
Salary increases	Increase by 0.25%	Increase by 0.1%
Life expectancy	Increase by one year	Increase by 3.5%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. The sensitivity of the defined benefit obligation to significant actuarial assumptions has been estimated by projecting the results of the last full actuarial valuation at 1 June 2016 forward to 30 September 2019.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

These are the significant risks in connection with running defined benefit schemes, and the key risks are detailed below:

Discount rate risk
The present value of the defined benefit obligation is calculated using a discount rate set with reference to high-quality corporate bond yields. A decrease in corporate bond yields will increase the present value of the defined benefit obligation, although this will be partially offset by an increase in the value of corporate bonds held by the schemes.

Inflation rate risk
A significant proportion of the defined benefit obligation is linked to inflation, therefore increased inflation will result in a higher defined benefit obligation. The Trustees have sought to acquire certain assets with exposure to inflationary uplifts in order to negate a proportion of this risk.

Life expectancy risk
The present value of the defined benefit obligation is calculated with reference to the best estimate of the mortality of scheme members. An increase in assumed life expectancy will result in an increase in the defined benefit obligation. Regular reviews of mortality experience are performed to ensure life expectancy assumptions remain appropriate.

Investment risk
This is a measure of the uncertainty that the return on the schemes' assets keeps pace with the discount rate. The schemes hold a significant proportion of equities and similar 'growth assets', which are expected to outperform the discount rate in the long-term.

28 Contingent liabilities

Claims in Malaysia
Four writs claiming damages for libel were issued in Malaysia against the Group and three of its employees in respect of an article published in one of the Group's magazines, International Commercial Litigation, in November 1995. The writs were served on the Group on 22 October 1996. Two of these writs were discontinued. The total outstanding amount claimed on the two remaining writs was Malaysian ringgit 83.4m (£15.5m) at 30 September 2018. As the limitation period for enforcing these claims has passed, the case has closed during the year.

European Commission (EC) Inspection
In January 2018, the EC conducted an unannounced inspection at the Brussels office of RISI Sprl (RISI), a wholly-owned subsidiary within the Group, as part of an investigation into the sector of kraft paper and industrial paper sacks in the European Union/European Economic Area. On 10 May 2019, the Group received confirmation that this case has been closed.

EC investigation into state aid
On 2 April 2019, the EC concluded their state aid investigation into the Group Financing Exemption (GFE) in the UK controlled foreign company rules on the GFE and ruled that the GFE is only justified where there are no UK activities involved in generating the finance profits. The UK government has decided to appeal against the EC decision but an aid recovery process has also commenced as this is required under EU law. The maximum exposure is £8.0m.

Notes to the Consolidated Financial Statements continued

29 Related party transactions

Daily Mail & General Trust plc (DMGT) shareholders approved distribution of DMGT's shares in Euromoney Institutional Investor PLC, amounting to approximately 49% of the issued share capital of the Group, to its participating shareholders, following a review by the DMGT Board. There is no direct accounting impact of the transaction for the Group. The relationship deed entered into between DMGT and the Group in December 2016 has terminated and DMGT's representative Directors on the Board have stepped down. This was effective from 2 April 2019. The related party transactions with DMGT below are up to this effective date.

The Group has taken advantage of the exemption allowed under IAS 24 'Related Party Disclosures' not to disclose transactions and balances between group companies that have been eliminated on consolidation. Other related party transactions and balances are detailed below:

(i) During the year ended 30 September 2019, the Group expensed services recharged by DMGT and other fellow group companies of £57k (2018: £64k).

(ii) The Group participates in the Harmsworth Pension Scheme (HPS), a defined benefit scheme operated by DMGT. The Group's share of the HPS surplus is £1.5m (2018: £1.9m).

(iii) During the year, the Group provided services to Risk Management Solution Ltd, a DMGT subsidiary, for HKD713,337 (2018: HKD1,336,936).

(iv) During the year the Group charged BroadGroup for services when it was accounted for as an associate of £48k (2018: 40k). In addition, the Group received dividends of £197k (2018: nil).

(v) The Directors who served during the year received dividends of £0.1m (2018: £0.2m) in respect of ordinary shares held in the Company.

(vi) During the year ended 30 September 2018, the Group's equity shareholding in NDR increased to 100%.

(vii) During the year ended 30 September 2018, the Group sold sponsorship revenue to Trepp LLC, a DMGT subsidiary, 2018: $60k.

(viii) The compensation paid or payable for key management is set out below. Key management includes the Executive and Non-Executive Directors as set out in the Directors' Remuneration Report and other key Divisional Directors who are not on the Board.

Key management compensation	2019 £000	Restated 2018 £000
Salaries and short-term employee benefits	**6,300**	8,239
Non-Executive Directors' fees and benefits	**548**	628
Post-employment benefits	**269**	316
Other long-term benefits (all share-based)	**668**	591
	7,785	9,774
Of which:		
Executive Directors	**2,984**	3,010
Non-Executive Directors	**548**	628
Divisional Directors	**4,253**	6,136
	7,785	9,774

Details of the remuneration of Directors are given in the Directors' Remuneration Report.

30 Events after the balance sheet date

The Directors propose a final dividend of 22.30p per share (2018: 22.30p) totalling £24.0m (2018: £24.0m) for the year ended 30 September 2019. The dividend will be submitted for approval by shareholders at the AGM to be held on 28 January 2020.
In accordance with IAS 10 'Events after the Reporting Period', these Financial Statements do not reflect this dividend payable which will be accounted for in shareholders' equity as an appropriation of retained earnings in the year ending 30 September 2020.

There were no other events after the balance sheet date.

31 List of Subsidiaries

In accordance with section 409 of the Companies Act 2006, a full list of subsidiaries, the registered office and the effective percentage of equity owned included in these Consolidated Financial Statements at 30 September 2019 are disclosed below.

Company	Proportion held	Principal activity and operation	Registered Office
Euromoney Institutional Investor PLC	N/A	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
ABF1 Limited	100%	Dormant	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
ABF2 Limited	100%	Dormant	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
BCA Research, Inc.	100%	Research and data services	1002 Sherbrook Street West, Montreal, Quebec, H3A 3L6, Canada
Boardex LLC	100%	Information services	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Bright Milestone Limited	100%	Investment holding company	38/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Broadmedia Communications Limited	66%	Events and publishing business	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Centre for Investor Education (UK) Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Centre for Investor Education Pty Limited	100%	Events	Level 8, 168 Lonsdale Street, Melbourne, VIC 3000, Australia
EII (Ventures) Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
EII Holdings, Inc.	100% *	Investment holding company	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
EII Holdings II, Inc.	100%	Investment holding company	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
EII US, Inc.	100%	Investment holding company	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
EIMN LLC	100%	Events	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Euromoney BML Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Bulgaria EOOD	100%	Shared service centre	Polygraphia Office Center, 47A Tsarigradsko Shose Boulevard, 1124, Sofia, Bulgaria
Euromoney Canada Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Charles Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Consortium 2 Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Consortium Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney ESOP Trustee Limited	100%	Dormant	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Global Limited	100%	Publishing and events	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Guarantee Limited	100%	Dormant	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Holdings 2 Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Holdings Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Euromoney Holdings US, Inc	100%	Investment holding company	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Euromoney Institutional Investor (Jersey) Limited	100% †	Publishing, training and events	15 Esplanade, St Helier, JE1 1RB, Jersey
Euromoney Institutional Investor (Shanghai) Limited	100%	Publishing, training and events	Unit 305C, 3/F, Azia Center, 1233 Lujiazui Ring Road, Shanghai, China
Euromoney Publications (Jersey) Limited	100%	Investment holding company	15 Esplanade, St Helier, JE1 1RB, Jersey
Euromoney Services Inc	100%	Research and data services	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Euromoney (Singapore) Pte Limited	100%	Events	8 Marina Boulevard, #05-02, Marina Bay Financial Centre, 018981, Singapore
Euromoney SPRL	100%	Investment holding company	Avenue Louise 523, 1050 Brussels, Belgium
Euromoney Trading Limited	100%	Publishing, training and events	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Fantfoot Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
FOEX Indexes Oy	100%	Research and data services	Mannerheimintie 40 D 85, 00100, Helsinki, Finland
Fastmarkets Limited	100%	Publishing	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Fastmarkets Pte Limited	100%	Publishing	600 North Bridge Road, #23-01 Parkview Square, 188778, Singapore

Notes to the Consolidated Financial Statements continued

31 List of Subsidiaries continued

Company	Proportion held	Principal activity and operation	Registered Office
Fastmarkets Inc	100%	Publishing	310 Alder Road PO Box 841, Dover, Kent, DE 19904, United States
Glenprint Limited	100%	Publishing	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Global Commodities Group Sarl	100%	Events	Rue Boulevard de Saint-Georges 72, 1205 Geneva, Switzerland
Insider Publishing Limited	100%	Dormant	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Institutional Investor Networks Inc	100%	Publishing and events	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Institutional Investor LLC	100%	Publishing and events	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Institutional Investor Networks UK Limited	100%	Information services	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Internet Securities Argentina S.A.	85%	Dormant	Suipacha 1111, Piso 11, Buenos Aires, Argentina
Internet Securities Egypt Ltd	100%	Dormant	3 El Badia street, Off Al Thawra Street, Heliopolis, Cairo, Egypt
Internet Securities, Inc.	100%	Information services	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Layer123 Events & Training Limited	100%	Events	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Management Diagnostics Limited	100%	Information services	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
MDL ESOP Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Metal Bulletin Holdings LLC	100%	Investment holding company	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Ned Davis Research, Inc.	100%	Research and data services	600 Bird Bay Drive West, Venice, FL 34285, United States
PL Holdings LLC	100%	Research and data services	National Registered Agents, Inc., 160 Greentree Drive, Ste 101 Dover, DE 19904, United States
Random Lengths Publications, Inc	100%	Research and data services	PO BOX 867, Eugene, OR 97440, United States
Redquince Limited	100%	Investment holding company	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Reinsurance Security (Consultancy).CO.UK Limited	83%	Publishing	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
RISI Asia (Hong Kong) Limited	100%	Research and data services	Room 909, 9/F., Wayson Commercial Building, 28 Connaught Road West, Sheung Wan, Hong Kong
RISI Consulting Beijing Co Ltd	100%	Research and data services	Room 1561,Unit 01-06, Floor 15, Section A, Building 9, Dongdaqiao Road, Chaoyang, Beijing, China
RISI Consultoria em Productos Florestais	100%	Research and data services	Rua Bernadino de Campos, nº 98, Sobreloja, Bairro Paraíso, CEP 04004-040, São Paulo, Brazil
RISI Inc	100%	Research and data services	National Registered Agents, Inc., 160 Greentree Drive, Ste 101 Dover, DE 19904, United States
RISI US (Holdco) Inc	100%	Research and data services	National Registered Agents, Inc., 160 Greentree Drive, Ste 101 Dover, DE 19904, United States
RISI Sprl	100%	Research and data services	Avenue Louise 523, 1050 Brussels, Belgium
Shanghai Leadway E-commerce Co Ltd	100%	Research and data services	Room 907, No. 388, West Nanjing Road, Huangpu District, Shanghai, China
Steel First Limited	100%	Dormant	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Site Seven Media Ltd	100%	Publishing	8 Bouverie Street, London, EC4Y 8AX, United Kingdom
Storas Holdings Pte Ltd	100%	Dormant	38 Beach Road, #29-11 South Beach Tower, 189767, Singapore
The Deal India Private Limited	100%	Research and data services	B Block, Ground Floor, Central Block, Sunny Side No 8-17, Shafee Mohammed Road, Nungambakkam, Chennai, Tamil Nadu, India
The Deal LLC	100%	Information services	Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, United States
Tipall Limited	100%	Property holding	8 Bouverie Street, London, EC4Y 8AX, United Kingdom

* 100% preference shares held in addition.

† Euromoney Institutional Investor (Jersey) Limited's principal country of operation is Hong Kong.

31 List of Subsidiaries continued

All holdings are of ordinary shares. In addition, the Group has a small number of branches outside the United Kingdom.

The dormant companies listed above are exempt from preparing individual accounts and from filing with the registrar individual accounts by virtue of s394A and s448A of Companies Act 2006 respectively.

A list of associates, joint ventures and joint arrangements is disclosed in note 14.

For the year ended 30 September 2019, the following subsidiary undertakings of the Group were exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of section 479A of the Companies Act 2006:

Company	Company registration number
Euromoney Charles Limited	04082590
EII (Ventures) Limited	05885797
Redquince Limited	05994621
Reinsurance Security (Consultancy).CO.UK Limited	04121650
Euromoney Consortium Limited	04082769
Euromoney Consortium 2 Limited	03803220
Fastmarkets Limited	03879279
Glenprint Limited	02703517
Euromoney BML Limited	10975335
Euromoney Holdings Limited	10925251
Centre for Investor Education (UK) Limited	01951332
Layer123 Events & Training Limited	07162466
Euromoney Holdings 2 Ltd	11823364
MDL ESOP Limited	03318615

Company Balance Sheet

as at 30 September 2019

	Notes	2019 £000	2018 £000
Fixed assets			
Tangible assets	5	**263**	333
Investments	6	**1,225,648**	1,231,729
Debtors	7	**150,614**	151,680
		1,376,525	1,383,742
Current assets			
Debtors	7	**44,712**	67,109
Cash at bank and in hand		**46**	529
		44,758	67,638
Creditors: Amounts falling due within one year	8	**(34,303)**	(145,150)
Net current assets/(liabilities)		**10,455**	(77,512)
Total assets less current liabilities		**1,386,980**	1,306,230
Creditors: Amounts falling due after more than one year	8	**(534)**	(978)
Net assets		**1,386,446**	1,305,252
Capital and reserves			
Called up share capital	10	**273**	273
Share premium account		**104,306**	103,790
Other reserve		**64,981**	64,981
Capital redemption reserve		**56**	56
Capital reserve		**1,842**	1,842
Own shares		**(19,682)**	(20,462)
Reserve for share-based payments		**40,120**	39,687
Profit and loss account		**1,194,550**	1,115,085
Total shareholders' funds		**1,386,446**	1,305,252

Euromoney Institutional Investor PLC (registered number 954730) has taken advantage of section 408 of the Companies Act 2006 and has not included its own profit and loss account in these accounts. The profit after taxation of Euromoney Institutional Investor PLC included in the Group profit for the year is £115.4m (2018: £208.2m).

The Company Accounts on pages 166 to 172 were approved by the Board of Directors on 21 November 2019 and signed on its behalf by:

Andrew Rashbass

Wendy Pallot
Directors

Company Statement of Changes in Equity

for the year ended 30 September 2019

	Share capital £000	Share premium account £000	Other reserve £000	Capital redemption reserve £000	Capital reserve £000	Own shares £000	Reserve for share-based payments £000	Fair value reserve £000	Profit and loss account £000	Total shareholders' funds £000
At 1 October 2017	273	103,147	64,981	56	1,842	(21,005)	38,395	1,358	941,309	1,130,356
Profit for the year	–	–	–	–	–	–	–	–	208,231	208,231
Change in fair value of cash flow hedges	–	–	–	–	–	–	–	(1,358)	–	(1,358)
Credit for share-based payments	–	–	–	–	–	–	1,741	–	–	1,741
Cash dividends paid[1]	–	–	–	–	–	–	–	–	(34,361)	(34,361)
Exercise of share options	–	643	–	–	–	543	(449)	–	(94)	643
At 30 September 2018	273	103,790	64,981	56	1,842	(20,462)	39,687	–	1,115,085	1,305,252
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**115,381**	**115,381**
Credit for share-based payments	**–**	**–**	**–**	**–**	**–**	**–**	**883**	**–**	**–**	**883**
Cash dividends paid[1]	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(35,586)**	**(35,586)**
Exercise of share options	**–**	**516**	**–**	**–**	**–**	**780**	**(450)**	**–**	**(330)**	**516**
At 30 September 2019	**273**	**104,306**	**64,981**	**56**	**1,842**	**(19,682)**	**40,120**	**–**	**1,194,550**	**1,386,446**

1 Refer to the Consolidated Financial Statements note 9.

The investment in own shares is held by the Euromoney Employee Share Ownership Trust and Euromoney Employee Share Trust. The trusts waived the rights to receive dividends. Interest and administrative costs are charged to the profit and loss account of the trusts as incurred and included in the Consolidated Financial Statements.

	2019 Number	2018 Number
Euromoney Employee Share Ownership Trust	**58,976**	58,976
Euromoney Employee Share Trust	**1,593,198**	1,656,575
Total	**1,652,174**	1,715,551
Nominal cost per share (p)	**0.25**	0.25
Historical cost per share (£)	**11.91**	11.93
Market value (£000)	**24,452**	23,091

The other reserve represents the share premium arising on the shares issued for the purchase of Metal Bulletin plc in October 2006.

Of the reserves above, a total of £231.2m (2018: £144.1m) is distributable to equity shareholders of the Company, comprising the share-based payments reserve of £40.1m (2018: £39.7m) and £210.8m (2018: £124.9m) of the profit and loss account less £19.7m (2018: £20.5m) in relation to own shares by virtue of s381 Companies Act 2006. The remaining balance of the profit and loss account of £983.7m (2018: £990.2m) is not distributable.

Notes to the Company Accounts

1 Accounting policies

Basis of preparation
These Financial Statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102), and the Companies Act 2006. The accounts have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards and the United Kingdom Companies Act 2006. The accounting policies set out below have, unless otherwise stated, been applied consistently throughout the current and prior year. The going concern basis has been applied in these accounts. No operating segments have been disclosed as the Company operates as one operating segment.

Disclosure exemptions
The Company satisfies the criteria of being a qualifying entity as defined in FRS 102. Its Financial Statements are consolidated into the Financial Statements of the Group. As such, advantage has been taken of the following disclosure exemptions available under FRS 102 in relation to share-based payments, financial instruments, presentation of a cash flow statement, certain related party transactions and the effect of future accounting standards not yet adopted.

Leased assets
Operating lease rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

Tangible fixed assets
Tangible fixed assets are stated at cost less accumulated depreciation and any recognised impairment loss. Depreciation of tangible fixed assets is provided on a straight-line basis over their expected useful lives at the following rates per year:

Short-term leasehold improvements:	Over term of lease

Taxation
Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the Financial Statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in Financial Statements. Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Investments in subsidiaries
Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect amendments from contingent consideration. Cost also includes directly attributable cost of investment.

Interest in associates
Investments in associates are held at historical cost less accumulated impairment losses.

Impairment of investments in subsidiaries
Impairment reviews are performed when there is an indicator that the carrying value of an investment could exceed its recoverable value, being the higher of value in use and fair value less costs of disposal as outlined below:

- Value in use is derived from the discounted cash flows attributable to the subsidiary. These cash flows are extracted from Board-approved budgets. The discount rate is based on the Group's pre-tax weighted average cost of capital, adjusted to reflect the characteristics specific to the subsidiary, such as geographical region and size; and
- Fair value less costs of disposal is intended to reflect what the subsidiary would be worth if sold in an arm's-length transaction. The fair value is determined by applying a multiple to the subsidiary's results and cash flows. This multiple is determined with reference both to the Company's past acquisitions and disposals and to data obtained from independent sources.

When the carrying value of an investment is greater than both the value in use and fair value less costs of disposal valuations, an impairment is recognised in the Income Statement.

Trade and other debtors
Trade receivables are recognised and carried at original invoice amount, less provision for impairment. A provision is made and charged to the profit and loss account when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms.

Cash at bank and in hand
Cash at bank and in hand includes cash, short-term deposits and other short-term highly liquid investments with an original maturity of three months or less.

Dividends
Dividends are recognised as an expense in the period in which they are approved by the Company's shareholders. Interim dividends are recorded in the period in which they are paid.

Provisions
A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that economic benefits will be required to settle the obligation. If material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Share-based payments
The Company makes share-based payments to certain employees which are equity-settled. These payments are measured at their estimated fair value at the date of grant, calculated using an appropriate option pricing model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of the number of shares that will eventually vest. At the period end the vesting assumptions are revisited and the charge associated with the fair value of these options updated. The Company operates the Group's PSP and other Group share-based payment schemes, details of which can be found in note 24 to the Group accounts.

1 Accounting policies continued

Own shares held by Employee Share Ownership Trust and Employee Share Trust

Transactions of the Group-sponsored trusts are included in the Consolidated Financial Statements. In particular, the trusts' holdings of shares in the Company are debited direct to equity. The Group provides finance to the trusts to purchase Company shares to meet the obligation to provide shares when employees exercise their options or awards. Costs of running the trusts are charged to the Income Statement. Shares held by the trusts are deducted from other reserves.

2 Key judgemental areas adopted in preparing these Financial Statements

Investments

Investments are impaired where the carrying value is higher than the recoverable value of the investment, assessed as the greater of the fair value less costs of disposal and the net present value of future cash flows prepared on a value in use basis. The recoverable value of the Company's investments has been determined taking into account the future budgeted cash flows attributable to the relevant businesses, discounted using the weighted average costs of capital specific to the region in which the businesses operate. These discount rates range between 11.4% and 13.4%. An impairment charge of £6.1m was recognised in the year which has arisen due to an increase the UK weighted average cost of capital from 11.0% in 2018 to 11.5% in 2019. A 0.5% increase in the UK cost of capital reduces the value of the relevant investments by £61.4m. Investments held in the Statement of Financial Position at 30 September 2019 were £1,225.6m (2018: £1,231.7m).

3 Staff costs

The monthly average number of persons employed by the Company during the year amounted to:

	2019 No.	2018 No.
Executive Directors	**2**	2

Details of Directors' remuneration are set out in the Directors' Remuneration Report on pages 72 to 91 and in note 6 to the Consolidated Financial Statements.

4 Remuneration of auditor

	2019 £000	2018 £000
Fees payable for the audit of the Company's annual accounts	**16**	16

5 Tangible assets

	Short-term leasehold improvements £000
Cost	
At 1 October 2018 and at 30 September 2019	**701**
Depreciation	
At 1 October 2018	**368**
Charge for the year	**70**
At 30 September 2019	**438**
Net book value at 30 September 2019	**263**
Net book value at 30 September 2018	333

Notes to the Company Accounts continued

6 Investments

	2019		2018	
	Subsidiaries £000	Total £000	Subsidiaries £000	Total £000
At 1 October	1,231,729	1,231,729	1,086,904	1,086,904
Additions	–	–	193,452	193,452
Impairment	(6,081)	(6,081)	(48,627)	(48,627)
At 30 September	1,225,648	1,225,648	1,231,729	1,231,729

The Company recognised an impairment of £6.1m in its investments in EII (Ventures) Limited and Euromoney Canada Limited. The impairment is the result of an increase in the weighted average cost of capital used to discount the cash flows attributable to the Company's UK investments. The weighted average cost of capital increased from 11.0% last year to 11.5% this year.

For the year ended 30 September 2018, the Company subscribed to 100 new ordinary shares of $1 each in Fantfoot Limited for a total consideration of $253m (£193.5m). The Company and its subsidiaries underwent capital restructuring which included receiving a dividend of $303.8m (£232.7m) from Euromoney Canada Limited. Following the restructuring and the reallocation of certain central costs, an impairment review was performed and investments in EII (Ventures) Limited and Euromoney Canada Limited were written down to their fair value less costs of disposal, resulting in an impairment of £48.6m.

Details of the principal subsidiary and associated undertakings of the Company at 30 September 2019 can be found in note 31 to the Consolidated Financial Statements.

7 Debtors

	2019 £000	2018 £000
Amounts falling due within one year		
Amounts owed by Group undertakings	44,446	66,843
Other debtors	266	266
	44,712	67,109

Amounts owed by Group undertakings of £44.4m (2018: £38.6m) are interest free and repayable on demand. In 2018, amounts owed by Group undertakings included a loan of £28.2m with an interest rate of 3.0% and was repaid in September 2019.

	2019 £000	2018 £000
Amounts falling due after more than one year		
Amounts owed by Group undertakings	150,297	151,097
Other debtors	317	583
	150,614	151,680

Amounts owed by Group undertakings include a loan of £150.3m (2018: £151.1m) with interest rate of 2.8% (2018: 2.8%) which is repayable on demand and expires in September 2022.

8 Creditors

	2019 £000	2018 £000
Amounts falling due within one year		
Amounts owed to Group undertakings	**(30,154)**	(137,919)
Provisions (note 9)	**(62)**	(149)
Corporate tax creditor	**(2,878)**	(6,210)
Accruals	**(1,209)**	(872)
	(34,303)	(145,150)

Amounts owed to Group undertakings of £30.2m (2018: £5.0m) are interest free and repayable on demand. In 2018, amounts owed to Group undertakings included a loan of £133.0m with an interest rate of 2.1% and was repaid in May 2019.

	2019 £000	2018 £000
Amounts falling due after more than one year		
Provisions (note 9)	**(534)**	(492)
Other creditors	**–**	(486)
	(534)	(978)

9 Provisions

	Dilapidation provisions £000	Other provisions £000	Total £000
At 1 October 2018	274	367	641
Provision in the year	–	52	52
Used in the year	–	(97)	(97)
At 30 September 2019	274	322	596

	2019 £000	2018 £000
Maturity profile of provisions:		
Within one year	**62**	149
Between one and five years	**534**	492
	596	641

The other provision consists of social security costs arising on share option liabilities. The dilapidation provision represents the Directors' best estimate of the amount likely to be payable on expiry of the Company's property leases.

Notes to the Company Accounts continued

10 Called up share capital

	2019 £000	2018 £000
Allotted, called up and fully paid		
109,249,352 ordinary shares of 0.25p each (2018: 109,180,729 ordinary shares of 0.25p each)	**273**	273

During the year, 68,623 ordinary shares of 0.25p each (2018: 79,121 ordinary shares) with an aggregate nominal value of £172 (2018: £198) were issued following the exercise of share options granted under the Company's share option schemes for a cash consideration of £516,126 (2018: £642,612).

11 Commitments and contingent liability

At 30 September, the Company has committed to make the following payments in respect of operating leases on land and buildings:

	2019 £000	2018 £000
Within one year	**756**	889
Between one and five years	**2,096**	3,243
	2,852	4,132

The operating lease cost is charged to the profit or loss account of a fellow Group company.

Cross-guarantee
The Company and certain other companies in the Euromoney Institutional Investor PLC Group have given an unlimited cross-guarantee in favour of its bankers.

12 Related party transactions

Related party transactions and balances are detailed below:

(i) Other than the transactions disclosed in note 29 of the Consolidated Financial Statements and notes 3 and 11 of the Company's Financial Statements, the Company's other related party transactions were with wholly owned subsidiaries and so have not been disclosed.

(ii) In accordance with Section 409 of the Companies Act 2006, a full list of subsidiaries and partnerships, the registered office and the effective percentage of equity owned are disclosed in note 31 to the Consolidated Financial Statements.

13 Post balance sheet event

The Directors propose a final dividend of 22.30p per share (2018: 22.30p) totalling £24.0m (2018: £24.0m) for the year ended 30 September 2019 subject to approval at the AGM to be held on 28 January 2020. These Company Accounts do not reflect this dividend payable but will be accounted for in shareholders' equity as an appropriation of retained earnings in the year ending 30 September 2020.

There were no other events after the balance sheet date.

Five year record

Consolidated Income Statement Extracts

	Restated 2015 £000	Restated 2016 £000	Restated 2017 £000	Restated 2018 £000	**2019 £000**
CONTINUING OPERATIONS					
Revenue	236,251	218,429	224,926	244,825	**256,051**
Operating profit before acquired intangible amortisation, long-term incentive credit and exceptional items	39,571	28,823	18,708	39,945	**38,514**
Acquired intangible amortisation	(7,491)	(7,516)	(10,012)	(11,990)	**(14,215)**
Long-term incentive credit	2,490	–	–	–	**–**
Exceptional items	34,712	(35,370)	(3,658)	79,910	**6,350**
Operating profit	69,282	(14,063)	5,038	107,865	**30,649**
Share of results in associates and joint ventures	(381)	(1,823)	(1,890)	157	**(88)**
Net finance income/(costs)	328	(2,221)	(1,026)	(1,206)	**(1,110)**
Profit before tax	69,229	(18,107)	2,122	106,816	**29,451**
Tax expense on profit	(11,607)	(4,596)	7,030	(41,358)	**(9,317)**
Profit for the year from continuing operations	57,622	(22,703)	9,152	65,458	**20,134**
DISCONTINUED OPERATIONS					
Profit for the year from discontinued operations	45,703	51,679	30,273	129,685	**41,059**
PROFIT FOR THE YEAR	103,325	28,976	39,425	195,143	**61,193**
Attributable to:					
Equity holders of the parent	103,083	28,707	38,956	195,004	**60,929**
Equity non-controlling interests	242	269	469	139	**264**
	103,325	28,976	39,425	195,143	**61,193**
Basic earnings per share	81.6p	22.7p	34.6p	181.5p	**56.6p**
Diluted earnings per share	81.5p	22.7p	34.6p	181.3p	**56.6p**
Diluted weighted average number of ordinary shares	126,460,787	126,584,778	112,704,904	107,545,653	**107,654,086**
Dividend per share	23.40p	23.40p	30.60p	32.50p	**33.10p**

Consolidated Statement of Financial Position Extracts

Intangible assets	531,379	551,139	593,962	588,225	**405,421**
Non-current assets	47,760	50,753	56,230	28,273	**28,477**
Accruals	(55,743)	(73,375)	(67,819)	(64,143)	**(48,562)**
Deferred income	(112,129)	(118,786)	(116,978)	(120,404)	**(88,428)**
Other net current assets	63,418	101,854	31,251	84,744	**259,586**
Non-current liabilities	(33,225)	(40,009)	(208,815)	(38,109)	**(30,446)**
Net assets	441,460	471,576	287,831	478,586	**526,048**

The five year record does not form part of the audited Financial Statements. The five year record has been restated to take into account the restatements relating to discontinued operations, payroll taxes and VAT as disclosed on page 114.

Shareholder information

Financial calendar

2019 final results announcement	Thursday 21 November 2019
Final dividend ex-dividend date	Thursday 28 November 2019
Final dividend record date	Friday 29 November 2019
Trading update	Tuesday 28 January 2020*
2020 AGM (approval of final dividend)	Tuesday 28 January 2020
Payment of final dividend	Thursday 13 February 2020
2020 interim results announcement	Thursday 21 May 2020*
Interim dividend ex-dividend date	Thursday 28 May 2020*
Interim dividend record date	Friday 29 May 2020*
Payment of 2020 interim dividend	Thursday 25 June 2020*
2020 final results announcement	Thursday 19 November 2020*

* Provisional dates and subject to change.

Company Secretary and registered office

Tim Bratton
8 Bouverie Street
London
EC4Y 8AX
England registered number: 954730

Shareholder enquiries

Administrative enquiries about a holding of Euromoney Institutional Investor PLC shares should be directed in the first instance to the Company's registrars, Equiniti:

Telephone: 0371 384 2951 Lines are open 8.30 a.m. to 5.30 p.m. (UK time), Monday to Friday, excluding English public holidays.

Overseas Telephone: (00) 44 121 415 0246

A number of facilities are available to shareholders through the secure online site www.shareview.co.uk.

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