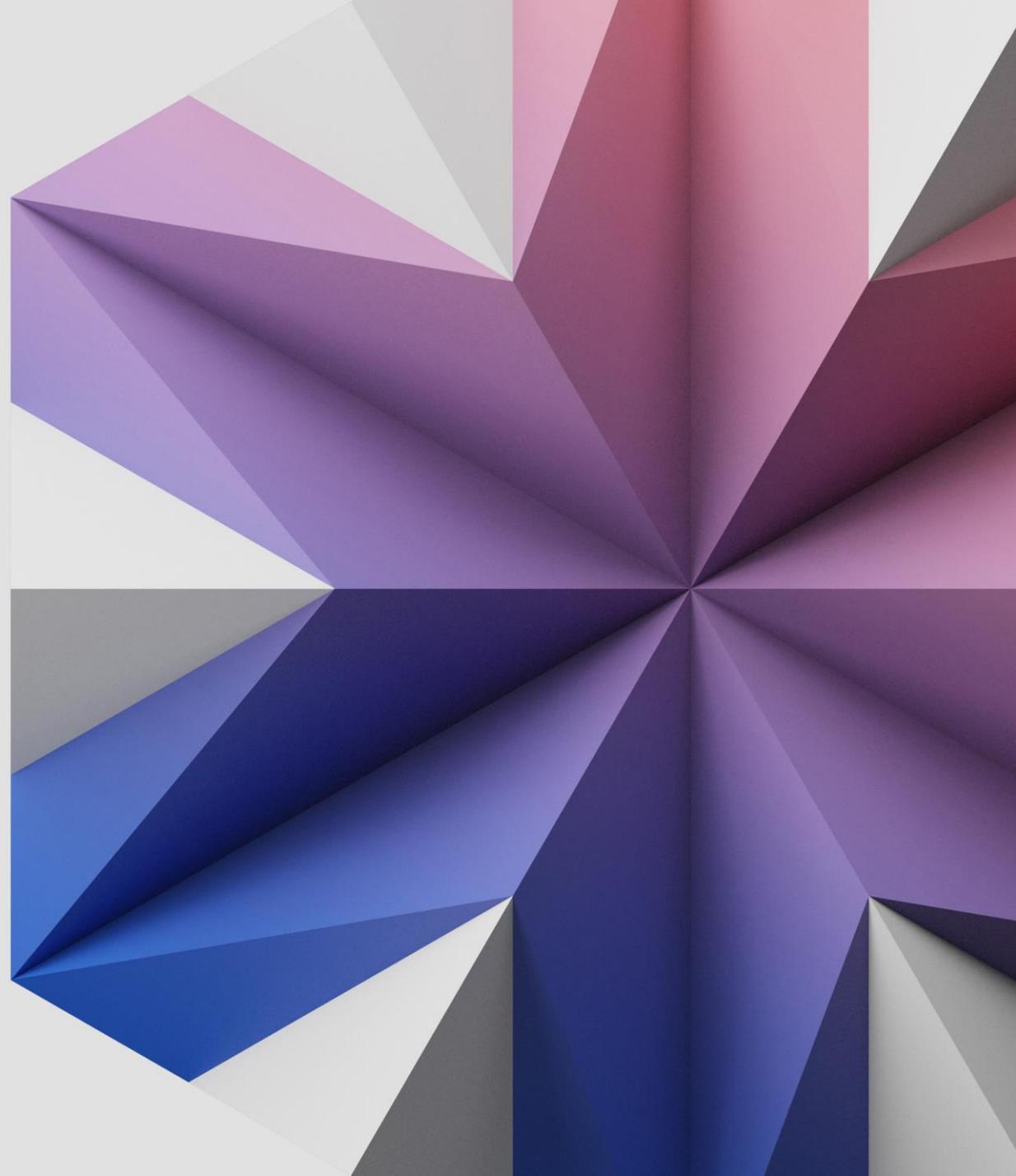


# ASCENTIAL

Act today, win tomorrow.

## Annual Results

31 December 2020



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# Agenda

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**01**

**Results Summary**  
Duncan Painter

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**02**

**Financials**  
Mandy Gradden

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**03**

**Business Overview & Outlook**  
Duncan Painter

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**04**

**Q&A**

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**05**

**Appendix**

**ASCENTIAL**

# 01 Results Summary

Duncan Painter

# 2020 financial highlights



Total revenue

**£264m**

Reported growth

31% ▼



Adjusted EPS

**1.9p**



Digital subscriptions & platforms

**£208m**

Proforma revenue growth

11% ▲

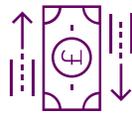


Adjusted EBITDA

**£29m**

Reported growth

74% ▼



Operating cash flow

**90%** Conversion



Digital Commerce

**£103m**

Proforma revenue growth

25% ▲

# Covid-19

## Our path through the pandemic

---



Protecting our people, customers and wider stakeholders.



Proactively managed our costs and balance sheet to execute our strategic plan and protect our shareholder equity.



Protected the long-term integrity of our brands by super-serving our customers and reacting rapidly to their needs.



Built on our positive partnership with our lending banks to manage external volatility and provide financial certainty for 2021.



Accelerating our plans to be ready for a post-Covid world.

## What we learnt

---



The customer need for our Digital Commerce optimisation platform is very clear. Strong endorsement of our Retail 5.0 strategy.



Our global total addressable market and growth opportunity has increased significantly.



Strong growth in new segments for our Product Design information products. Our forecasting methodology is unique and is being quickly adopted by new sectors.



We have had record digital engagement with our marquee event brands. Value remains in live execution. Digital can enhance the reach and customer experience but is not a viable replacement for live.



Our operating model was effective in reacting to customer, market and other geo-political events.

# Ascential today

## Four business operating units focussed on one objective

### ASCENTIAL

Ascential delivers specialist information, analytics and eCommerce optimisation to the world's leading consumer brands and their ecosystems.

Our businesses **improve performance and solve problems** for our customers by delivering immediately actionable information combined with visionary longer-term thinking across:

Digital  
Commerce

Product  
Design

Marketing

Retail & Financial  
Services

# Digital Commerce - overview



## 2020 key achievements

Flywheel Digital expansion into new ecosystems: Instacart, Walmart, Kroger, Home Depot, Target.

Edge: good momentum with double digit Digital Shelf billings growth.

Integration of Yimian with Edge and cross-selling success.

Acquisition of X Target, a Flywheel-style platform for China.

Acquisition of Intellibrand, providing geographic coverage of LATAM and entry into Food Service Aggregators.



## 2020 financial results\*

Revenue **£103m**

**25%** ▲

Adjusted EBITDA **£23m**

**85%** ▲

\*Proforma Growth



## 2021 key objectives

Continue to drive strong growth into new ecosystems with further establishment of our platform.

Expand Edge services into Food Service Aggregator coverage.

Consolidate our new China platform and expand capabilities into South East Asia.



## Customer engagement statistics

One-third of growth from existing customers



FLYWHEELDIGITAL.COM

## Driving Growth in Digital Retail

The most successful digital commerce agency with a proven track record of accelerating growth for the world's largest and most sophisticated brands.

### Paid Search Strategy

- Identify and refine a priority SKU list based on a variety of factors.
- Develop and manage Walmart.com Sponsored Product campaigns.
- Build single SKU campaigns to ensure granular management and reporting.
- Proprietary technology platform allows for optimization at scale so campaigns help your top and bottom line via mix management.
- Comprehensive Search analysis, developing keywords lists by each priority SKU.
- To further your investment, we have built an incrementality model and create an investment strategy by keyword to maximize additional POS.



### Paid Search Execution

- Our tech + team approach monitors performance in real time to ensure optimal campaign performance.
- Our Reporting and custom dashboards allow clients performance visibility at any time.
- Flywheel handles end-to-end execution so your team can focus on the business.



WANT TO UNIFY YOUR STRATEGY ACROSS DIGITAL RETAIL PLATFORMS? Email us at [walmart@flywheeldigital.com](mailto:walmart@flywheeldigital.com).



# Product Design - overview



## 2020 key achievements

Strong growth performance of new, non-fashion, categories. Food & Drink launch ahead of plan.

Integration of Digital Commerce data into forecast reporting.

Extension of Trend Curve to Beauty, Food & Drink and Lifestyle & Interiors.

Beauty expanded to five languages.



## 2020 financial results\*

Revenue **£88m**

1% ▲

Adjusted EBITDA **£38m**

4% ▼

\*Proforma Growth



## 2021 key objectives

Drive growth in new segments.

Launch into one new major segment.

Accelerate data billings.

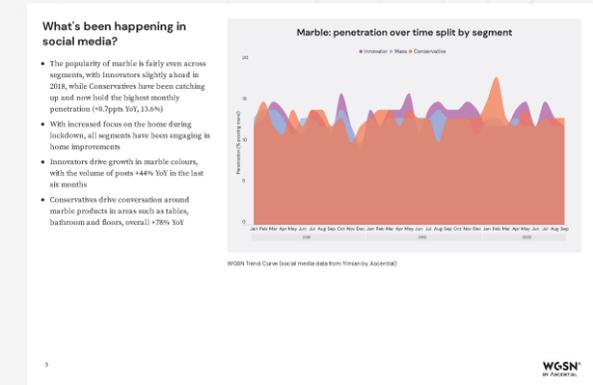
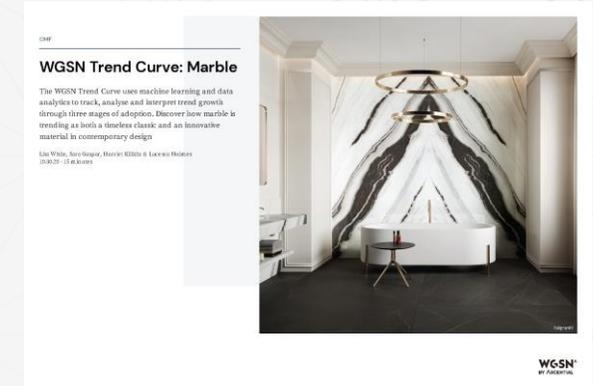
Double new business subscriptions growth rates.



## Customer engagement statistics

Record NPS 47  
+6 vs 2019

Retention Rate: 88%



**WGSN**

coloro START use fashion  
by WGSN

# Marketing - overview



## 2020 key achievements

Launch of Lions Live, with over 80,000 participants.

Strong, double-digit, growth of WARC with expansion into brands and new geographies.

Confirmation of MediaLink strategy with record transformation consulting engagement wins.



## 2020 financial results\*

Revenue **£54m**

**59%** ▼

Adjusted EBITDA **£(1)m**

**101%** ▼

\*Proforma Growth



## 2021 key objectives

Launch of our new physical and hybrid events' model expanding our addressable market for the Lions brand.

Launch of Membership Services in Lions for year-round digital engagement.

Continued progression of our strategic investment in Hudson.



## Customer engagement statistics

Lions Live **>80,000** participants

WARC NPS **45**  
**+6** vs 2019

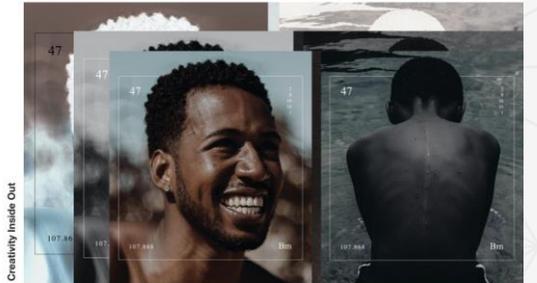


LIONS LIVE  
19-23.10.2020

From Brief To Lion

## MUSIC VIDEO OR MOVEMENT? RECLAIMING BLACK CULTURE

\*BLUESMAN / BACO EXU DO BLUES / AKQA / GRAND PRIX WINNER / BRAZIL / 2019



Creativity Inside Out



LIONS MEDIALINK

WARC

# Retail & Financial Services - overview



## 2020 key achievements

Launch of MoneyFest, with over 12,000 participants.

Launch of WRC Connected, with over 4,000 attendees.

Over 50% revenue growth for Retail Alternative Data.



## 2020 financial results\*

Revenue **£18m**

**77%** ▼

Adjusted EBITDA **£(14)m**

**157%** ▼



## 2021 key objectives

Launch our new style Money20/20 physical and digital events in September (Europe) and October (US).

Integrate our Retail Information Assets.

World Retail Congress to fully return in September.



## Customer engagement statistics

MoneyFest **>12,000** participants

Alternative Data renewal rate **>100%**



**MONEY  
20/20**

**RetailWeek** NEW

**WORLD RETAIL  
CONGRESS**

\*Proforma Growth

# Lions' path to recovery

The first half of 2021 remains highly volatile for live events. Lions has multiple products with two directly linked to the physical Lions Festival of Creativity in Cannes.

## Awards benchmark product

- Benchmark is fully running in 2021 across 9 tracks and 28 categories.
- No dependency for this product on the physical event.
- Work across two years (March 2019-April 2021) is eligible.

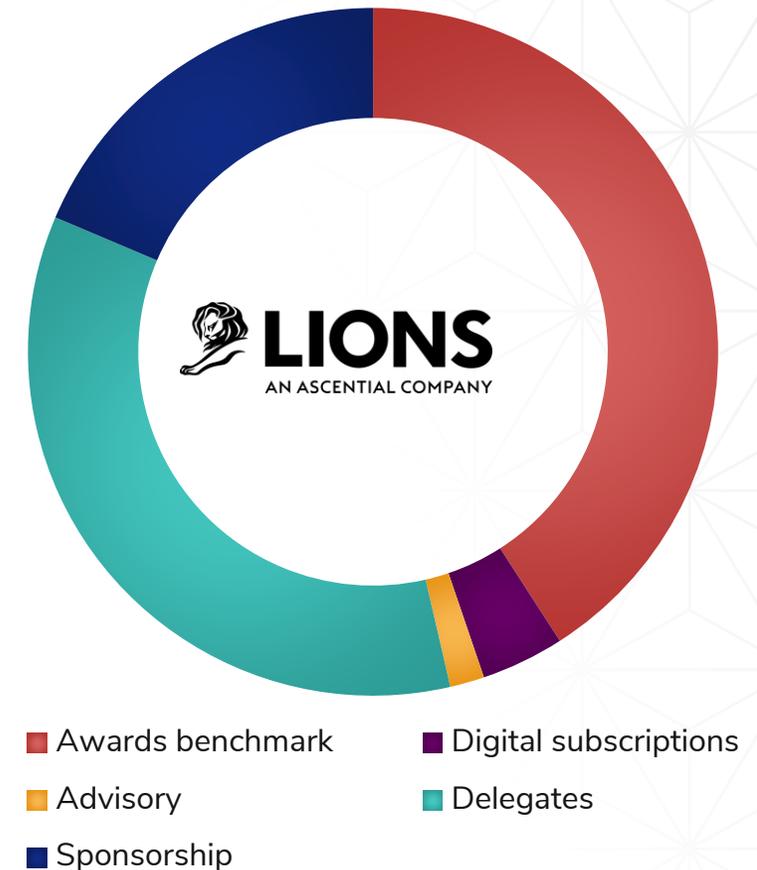
## Digital subscriptions and advisory

- Products are unaffected by the operation of the live event.
- Performing to expectations.

## Delegates and sponsorship

- Planning to offer both digital and physical products for sponsorship and attendance for the Lions Festival of Creativity in Cannes in June.
- We have customer demand for both styles of attendance.
- Currently we do not have a licence from the French government for a physical event.

## Revenue by product type for 2019



**ASCENTIAL**

## **02 Financials**

Mandy Gradden

# Headlines of the year

## Adjusted results (£m)

	2020	2019*	Reported growth	Organic growth	Proforma growth
<b>Revenue</b>	263.7	380.3	(31%)	(32%)	(31%)
Operating costs	(235.2)	(271.3)	(13%)	(14%)	(14%)
<b>EBITDA</b>	28.5	109.0	(74%)	(75%)	(73%)
<b>EBITDA margin</b>	10.8%	28.7%			
Depreciation and amortisation	(22.5)	(21.8)			
<b>Operating profit</b>	6.0	87.2			
Associates and JVs	(0.2)	0.9			
Net finance costs	(15.7)	(10.3)			
<b>Profit before tax</b>	(9.9)	77.8			
Tax	1.5	(17.1)			
<b>PAT- Continuing operations</b>	(8.4)	60.7			
PAT- Discontinued operation (BEP)	16.7	15.1			
<b>PAT -Total operations</b>	8.3	75.8			
Diluted EPS – Total operations	1.9p	18.8p			

\*Restated on a continuing basis

- Results in line with expectations
  - BEP treated as a discontinued operation
- Organic revenue reduction of 32% and EBITDA reduction of 75%
  - Events and Advisory revenue impacted by pandemic down £130m and £14m respectively
- Operating costs down 13%
  - saving £36m on prior year and £59m versus plan
- Diluted EPS from total operations 1.9p
- No final dividend declared for 2020
  - The Board will keep shareholder cash returns continually under review
- Good cash generation
  - Operating cash conversion of 90%
- Net debt of £229m
  - £140m proforma for disposal of BEP, acquisition of Intellibrand and X Target and deferred consideration payable in 2021

# Revenue by type

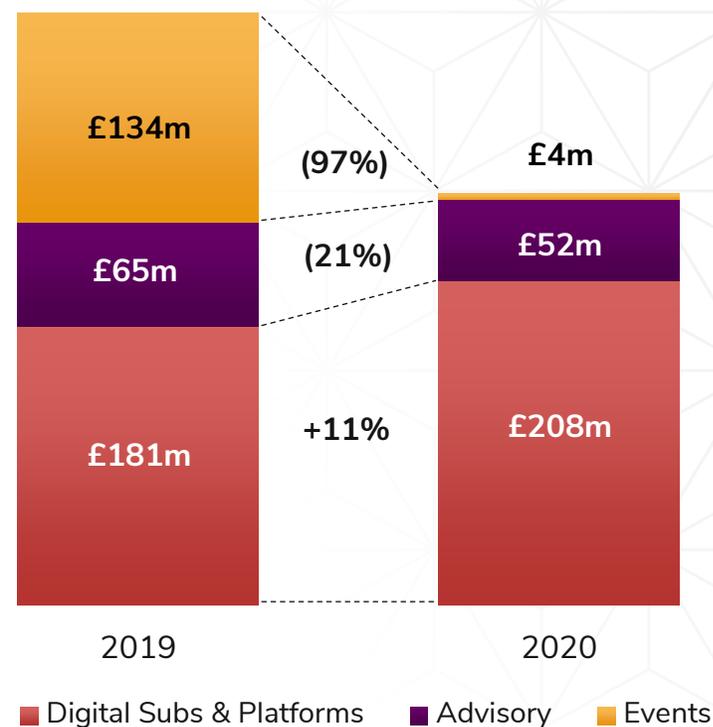
## Robust growth in digital subscriptions & platforms revenue

### Revenue by type by segment

	Digital Subscriptions & Platforms		Advisory		Events		Total revenue	
	£m	Growth	£m	Growth	£m	Growth	£m	Growth
Digital Commerce	95.6	25%	7.5	24%	-	-	103.1	25%
Product Design	81.3	2%	6.8	(9%)	-	-	88.1	1%
Marketing	17.0	8%	35.0	(29%)	2.3	(97%)	54.3	(59%)
Retail & Financial Services	14.3	(3%)	2.2	2%	1.7	(97%)	18.2	(77%)
<b>Total revenue</b>	<b>208.2</b>	<b>11%</b>	<b>51.5</b>	<b>(21%)</b>	<b>4.0</b>	<b>(97%)</b>	<b>263.7</b>	<b>(31%)</b>

Growth shown on proforma basis

### Revenue by type



# Segmental overview

## Digital Commerce now our largest segment

Segment	Revenue	% Revenue	Growth <sup>1</sup>	EBITDA <sup>2</sup>	Margin	Business model
Digital Commerce	£103m	39%	+25%	£23m	22%	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>Advisory 7%</p> </div>  <div style="margin-left: 10px;"> <p>Digital Subscriptions &amp; Platforms 93%</p> </div> </div>
Product Design	£88m	33%	+1%	£38m	43%	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>Advisory 8%</p> </div>  <div style="margin-left: 10px;"> <p>Digital Subscriptions &amp; Platforms 92%</p> </div> </div>
Marketing	£54m	21%	(59%)	(£1m)	n.m.	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>Events 4%</p> </div>  <div style="margin-left: 10px;"> <p>Digital Subscriptions &amp; Platforms 31%</p> </div> </div>
Retail & Financial Services	£18m	7%	(77%)	(£14m)	n.m.	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>Events 9%</p> </div>  <div style="margin-left: 10px;"> <p>Digital Subscriptions &amp; Platforms 79%</p> </div> </div>
<b>Total</b>	<b>£263m</b>	<b>100%</b>	<b>(31%)</b>	<b>£29m</b>	<b>11%</b>	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>Events 1%</p> </div>  <div style="margin-left: 10px;"> <p>Digital Subscriptions &amp; Platforms 79%</p> </div> </div>

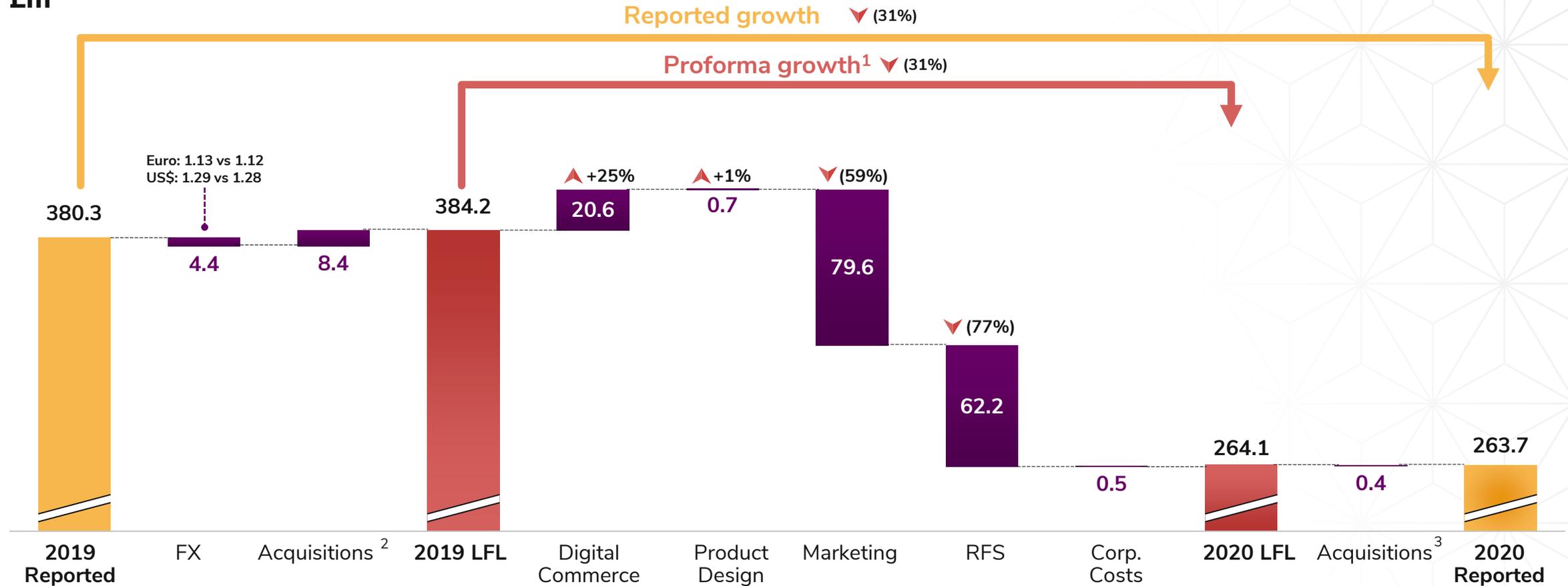
<sup>1</sup>

<sup>1</sup>Proforma basis

<sup>2</sup>Adjusted EBITDA (total includes Group costs of £17m)

# Revenue performance

£m



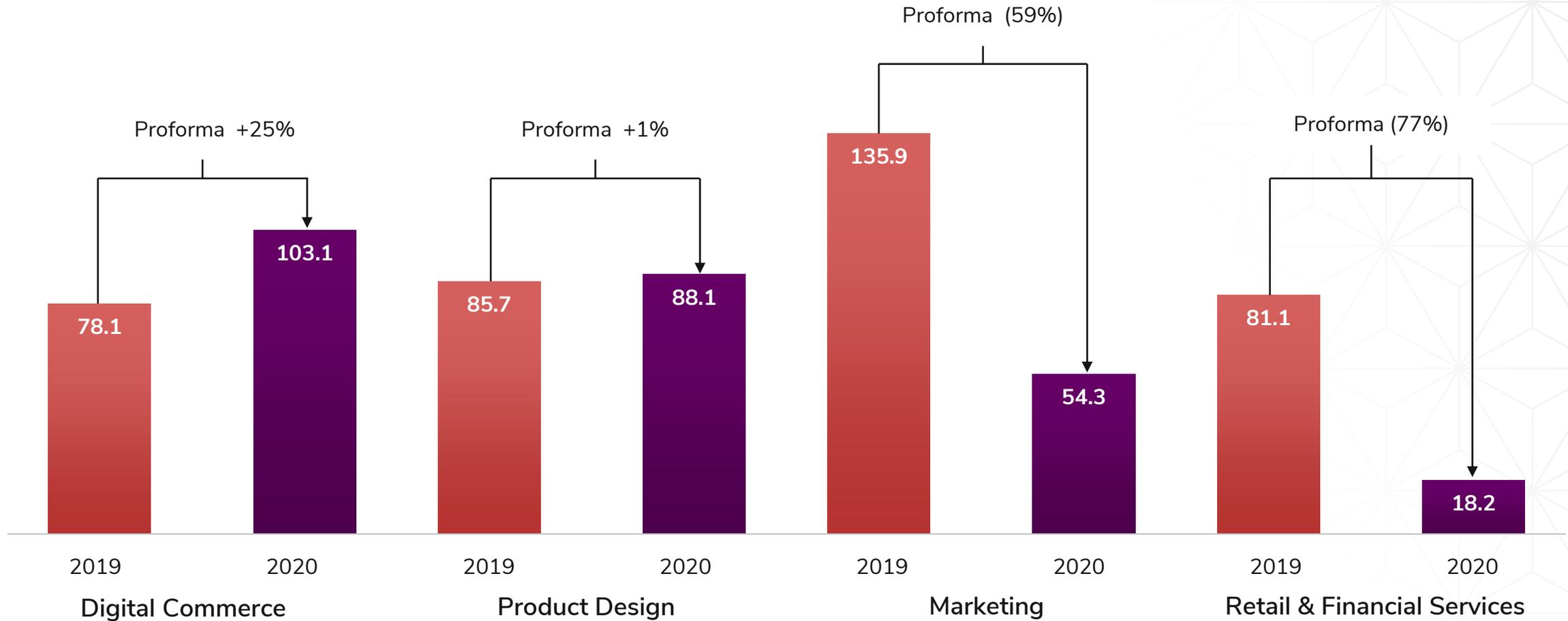
<sup>1</sup> Proforma growth includes growth from businesses acquired in 2019 and 2020, as if owned since January 2019

<sup>2</sup> 2019 pre-acquisition results of Yimian, WGSN China JV and Indigitous

<sup>3</sup> 2020 pre-acquisition results of Indigitous

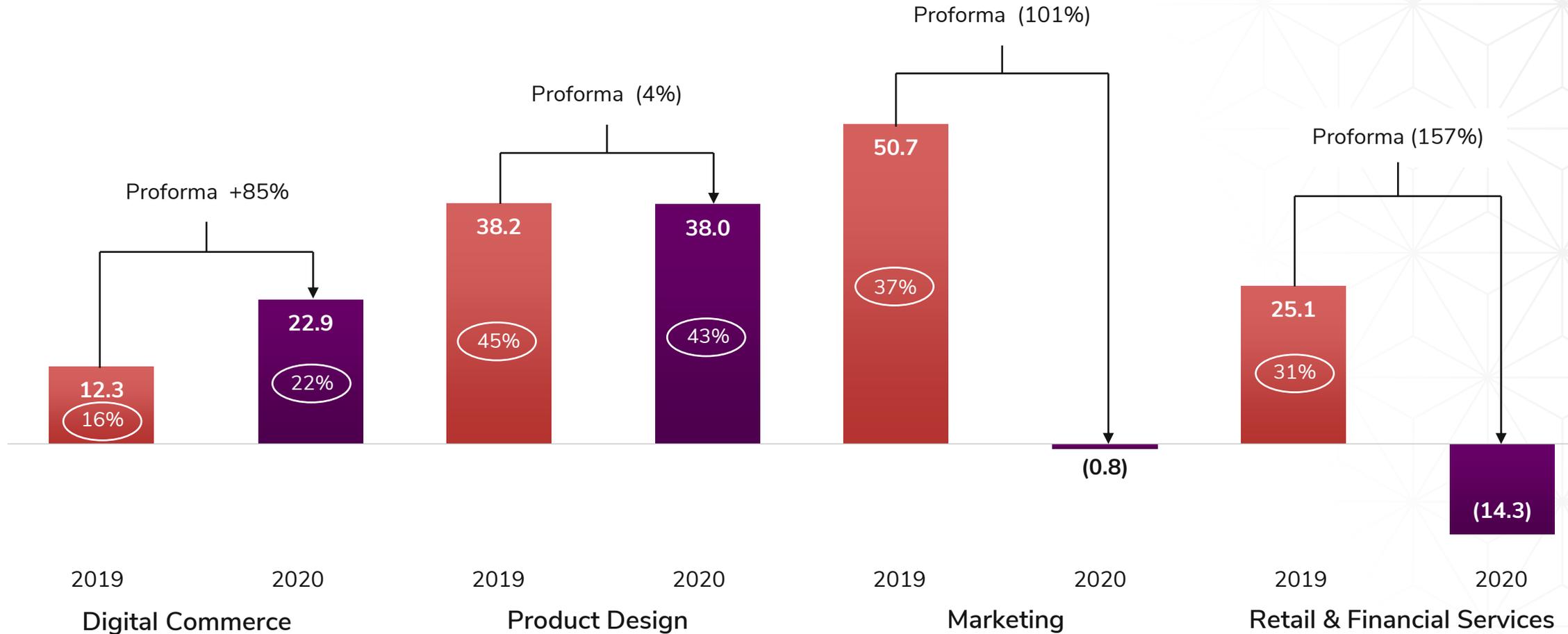
# Performance by segment - revenue

Revenue (£m) and growth (%)



# Performance by segment - EBITDA

Adjusted EBITDA (£m), growth and margin (%)



# Impact of discontinued operations

£m	2020	2019	Growth*	2020 Margin	2019 Margin
<b>Total Revenue</b>	<b>301.1</b>	<b>416.2</b>	<b>(28%)</b>		
Discontinued operations: BEP	(37.4)	(35.9)	1%		
<b>Continuing Revenue</b>	<b>263.7</b>	<b>380.3</b>	<b>(31%)</b>		
<b>Total adjusted EBITDA</b>	<b>50.0</b>	<b>128.5</b>	<b>(60%)</b>	<b>16.6%</b>	<b>30.9%</b>
Discontinued operations: BEP	(19.7)	(17.0)	14%	52.7%	47.4%
Stranded costs formerly recharged to BEP	(1.7)	(2.5)	(32%)		
<b>Continuing adjusted EBITDA</b>	<b>28.5</b>	<b>109.0</b>	<b>(73%)</b>	<b>10.8%</b>	<b>28.7%</b>

\* Growth shown on proforma basis

- The Built Environment & Policy segment has been sold in 2021 and treated as discontinued in the accounts of 2020
- Solid performance from BEP in 2020 with growth of 1% in revenue and 14% in EBITDA
- Total proceeds of £257.9m represent 15.2x 2019 EBITDA and 13.1x 2020 EBITDA
- “Stranded costs formerly recharged to BEP” of £1.7m (2019: £2.5m) is the element of central costs formerly recharged to the BEP segment that are retained following the disposal
- Impact of the disposal of the higher margin, lower growth, BEP business on total company margin, based on 2019, is a reduction of c.2pts (29% vs 31%)

# Exceptional items

£m	2020	2019
<b>Deferred consideration</b>		
- Flywheel Digital	(88.2)	(36.9)
- Other	(9.4)	3.8
<b>Sub total</b>	<b>(97.6)</b>	<b>(33.1)</b>
Impairment of RWRC and UK P&P	(28.4)	-
Redundancy costs	(7.0)	-
Property related costs	(4.8)	-
Acquisition and integration expenses	(2.6)	(8.3)
<b>Total exceptional items</b>	<b>(140.4)</b>	<b>(41.4)</b>

Deferred consideration relates to the revaluation of earnouts and consideration contingent on continued employment.

- Flywheel Digital has materially outperformed its original acquisition case. On acquisition in 2018, total consideration was expected to be in the range of \$107m to \$256m with a cap of \$400m. Our current expectation (dependent on revenue performance in 2021) is that total consideration will be c.\$290m.

Other exceptional costs include:

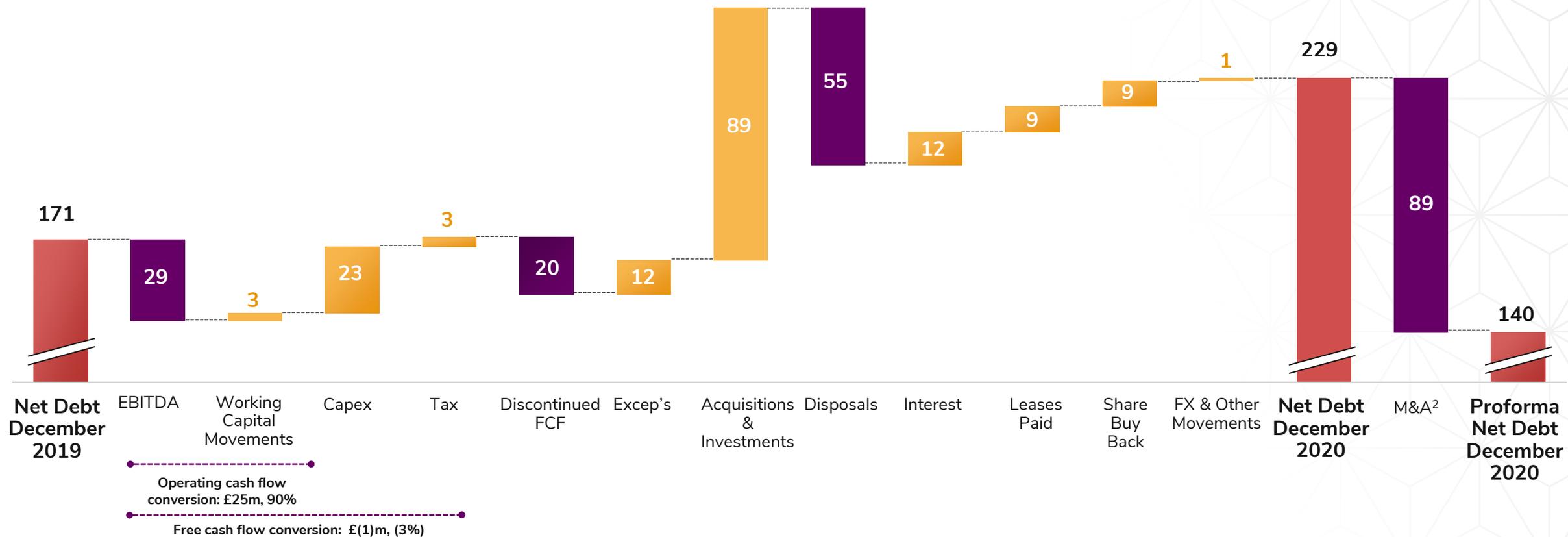
- a non-cash £28.4m impairment in the value of RWRC and UK Retail P&P
- £7.0m of costs relating to a redundancy programme necessitated by the pandemic
- £4.8m of costs relating to surplus property that will not be reoccupied post Covid-19
- £2.6m for professional fees for acquisitions of Intellibrand and X Target and investment in Hudson MX

In addition to the £140.4m of exceptional items in continuing operations, there are £3.0m of BEP disposal costs reported in discontinued operations.

# Net debt bridge

Significant reduction in net debt post year-end

£m



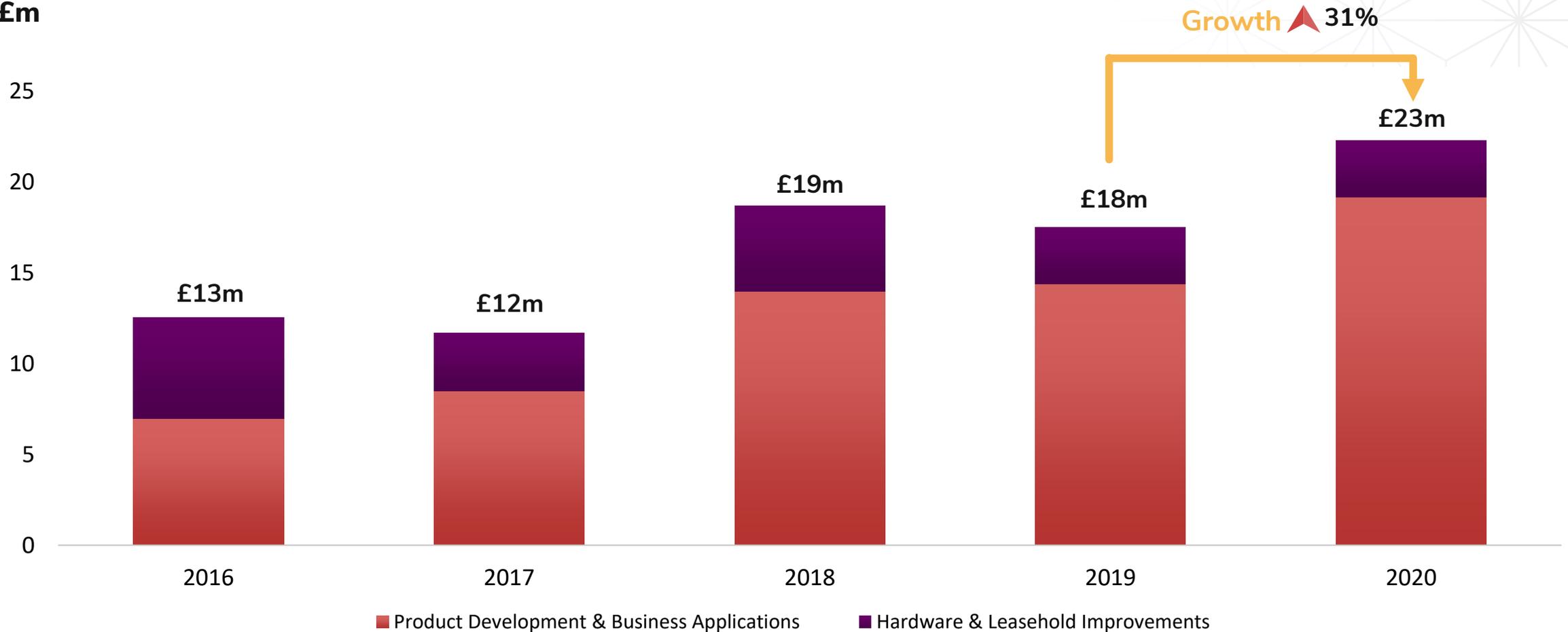
<sup>1</sup> Acquisitions & Investments include deferred consideration for Flywheel: £45m, Edge: £10m, MediaLink: £9m, Yimian: £3m, plus £15m of investment in Hudson MX.

<sup>2</sup> Proforma for cash proceeds from the sale of the BEP businesses, less the acquisitions of Intellibrand and X Target and deferred consideration payable in the first half of 2021.

# Investing capital to drive organic growth

Investment in product and technology prioritised despite the pandemic

Capital expenditure 2016-2020  
£m



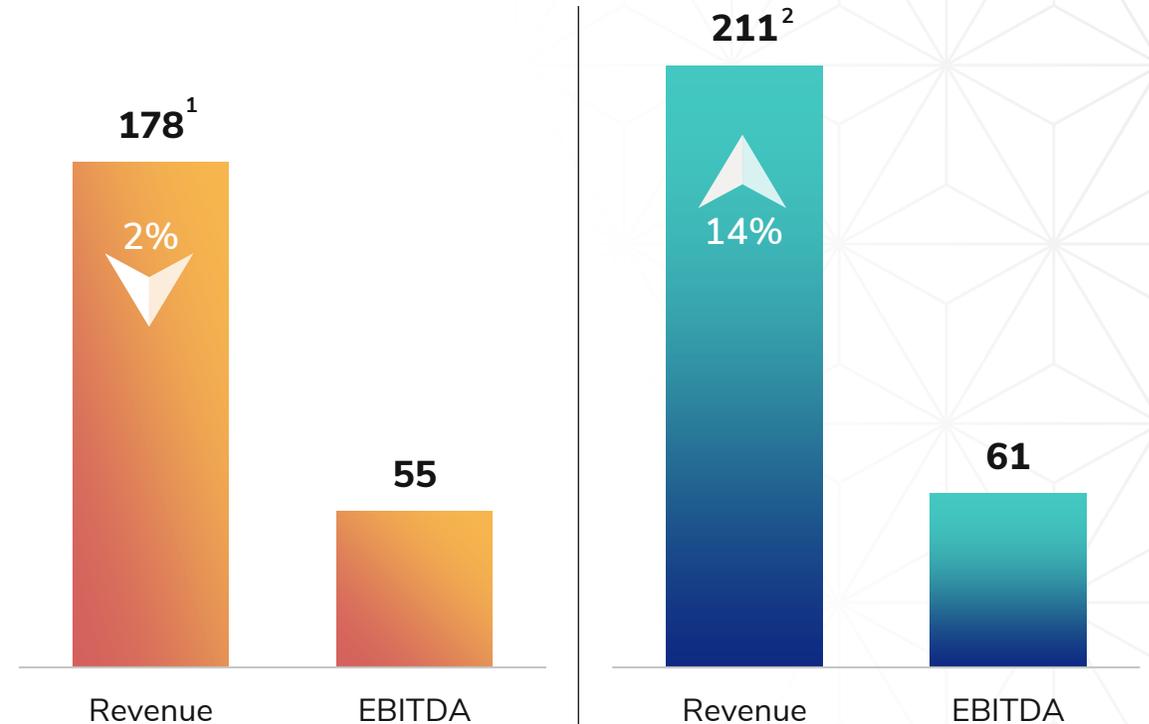
# Legacy assets leveraged to focus on growth markets

Lower growth assets sold to fund acquisitions in higher growth, earlier stage assets

Cash generated/deployed 2014 to present (£m)



Performance of disposals v acquisitions (£m)



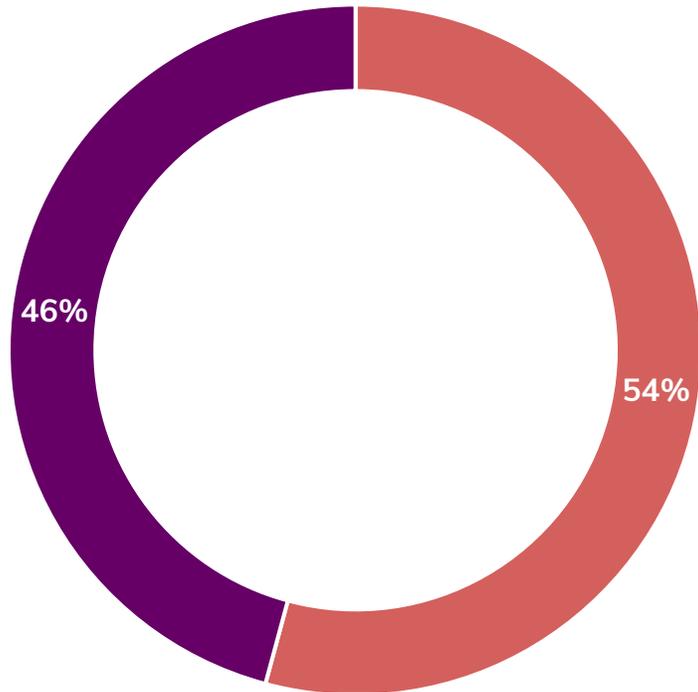
<sup>1</sup> Disposal performance: year prior to disposal (Heritage Brands, Exhibitions and BEP)

<sup>2</sup> Acquisition performance: 2019 (Money20/20), 2020 (Edge, MediaLink, WARC, Flywheel Digital, Yimian, X Target, Intellibrand). Growth: weighted average CAGR across post acquisition period.

# Application of Capital 2014-2020

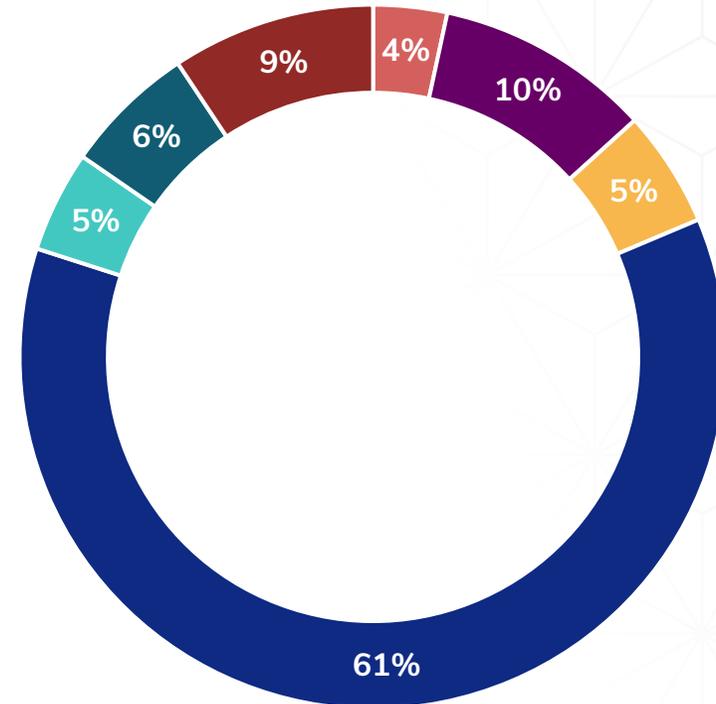
Prioritised organic and inorganic investment funded by operating cash flow and portfolio rationalisation

## Sources



■ Operating Cashflow ■ Disposals

## Uses



■ Tax ■ Capital Expenditure ■ Exceptionals  
■ Acquisitions ■ Investments ■ Interest  
■ Dividends

# Capital allocation considerations

## Five key priorities



### Organic investment

- Capex investment at 5-6% of normalised revenue
- £23m in 2020



### Dividend policy

- Historic policy of 30% of Adjusted net profit (1/3 interim, 2/3 final)
- 2019 final dividend not declared in light of Covid-19
- No dividend declared for 2020
- The Board will keep shareholder cash returns continually under review

2020 leverage temporarily elevated



### M&A

- Initial consideration of £15m for X Target and Intellibrand paid in 2021
- Deferred consideration
  - £69m paid in 2020; £122m due in 2021; c.£50m estimated in 2022-24
- Hudson MX: £23m invested in 2021 to date
- Pipeline of other bolt-on M&A



### Other shareholder returns

- £120m share repurchase programme commenced in February 2020 but suspended in light of Covid-19 (having repurchased £9.2m of shares)
- The Board will keep shareholder cash returns continually under review

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## **03 Business Overview & Outlook**

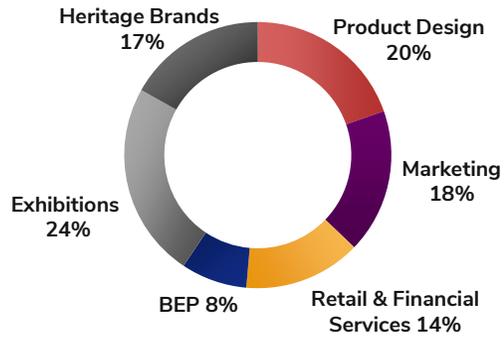
Duncan Painter

# Transformation since IPO

## Digital information company

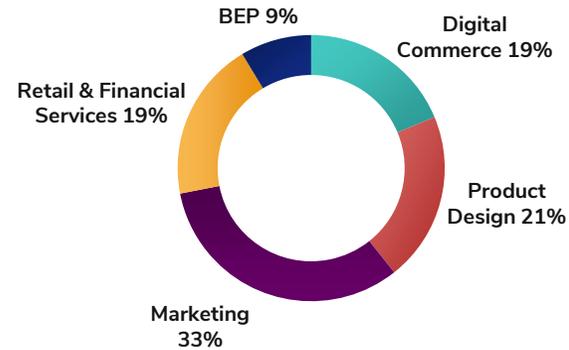
2016

c.50% revenue from strategic core segments



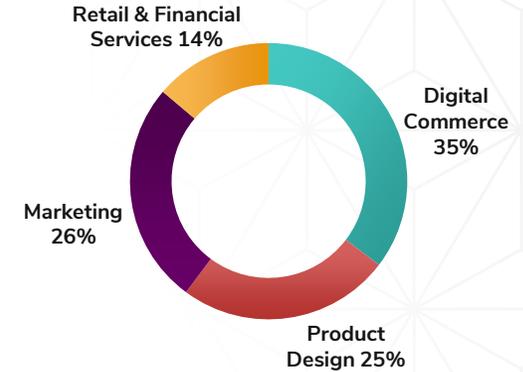
2019

c.90% revenue from strategic core segments



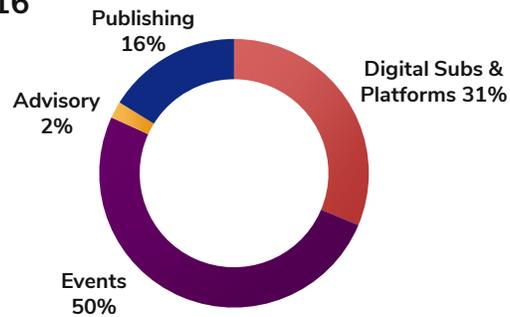
2021\*

100% revenue from strategic core segments

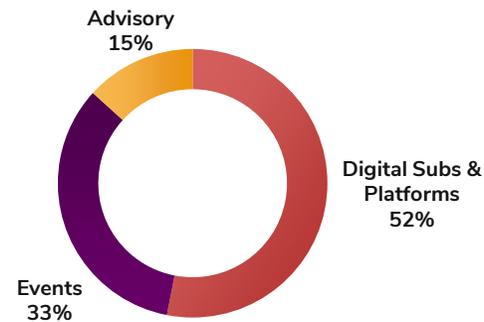


## Subscription based revenue streams have doubled, bringing greater resilience and visibility

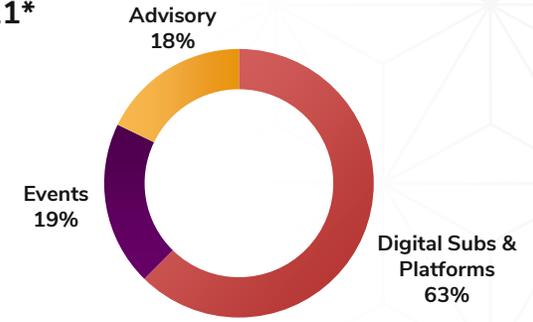
2016



2019



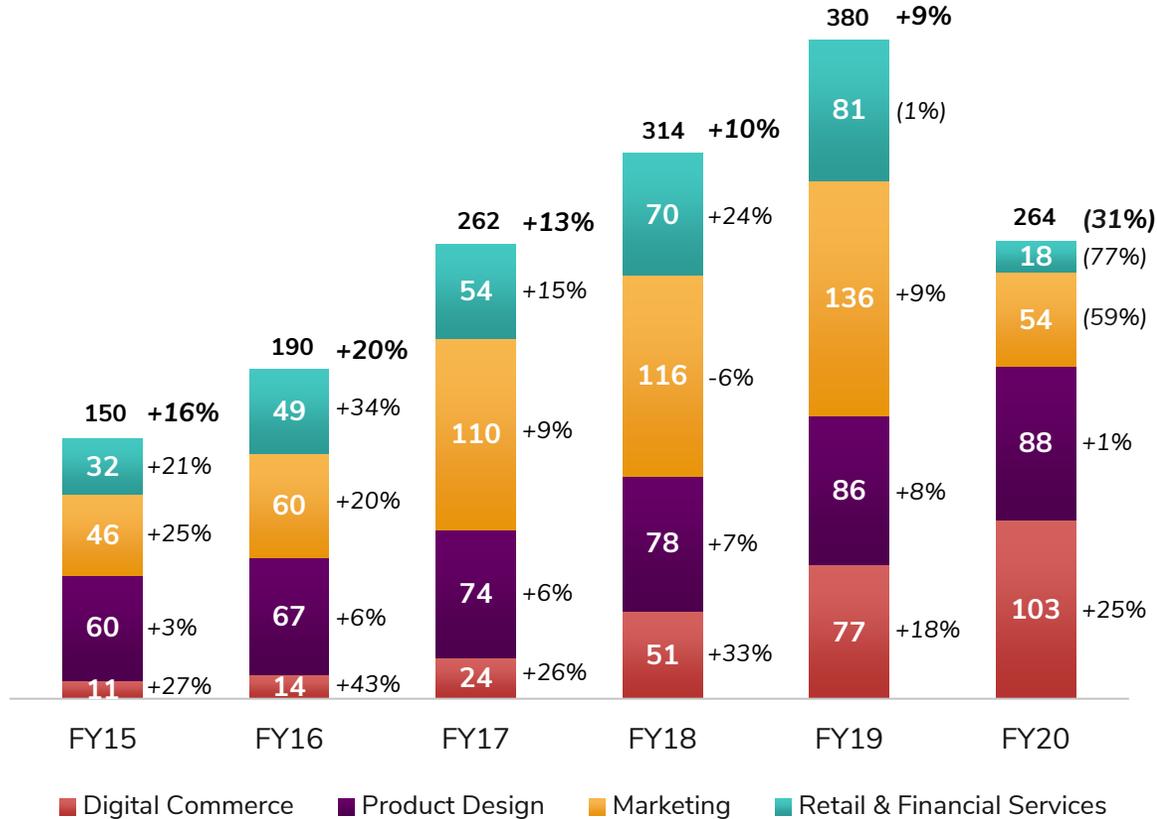
2021\*



\*Analyst estimate range (March 2021)

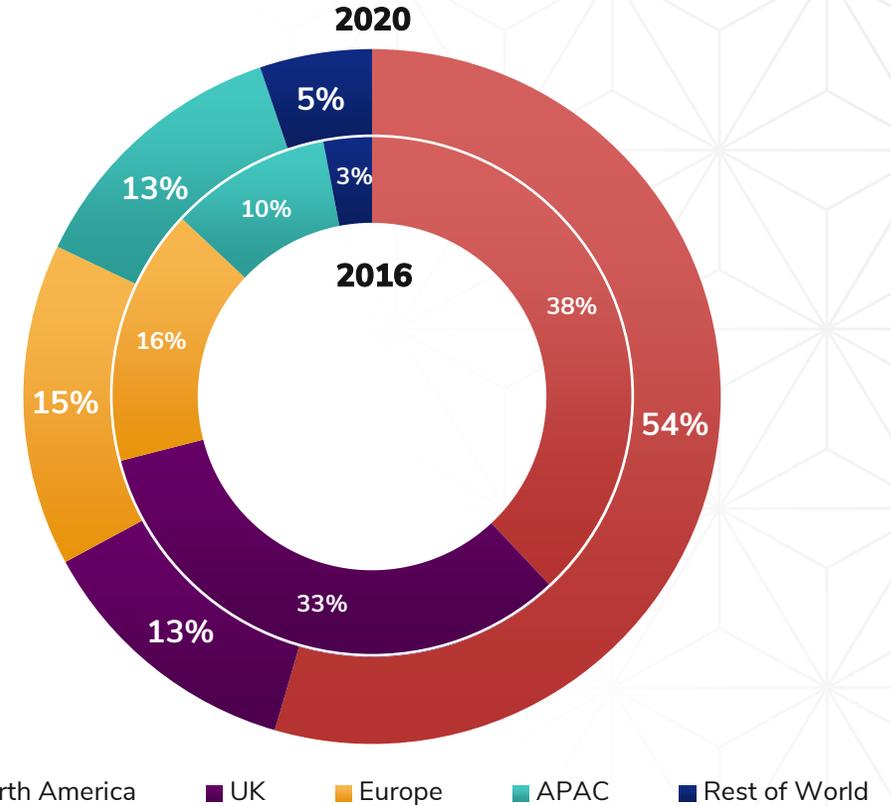
# Track record of strong growth and geographic expansion

## Proforma revenue growth by segment (£m/%)



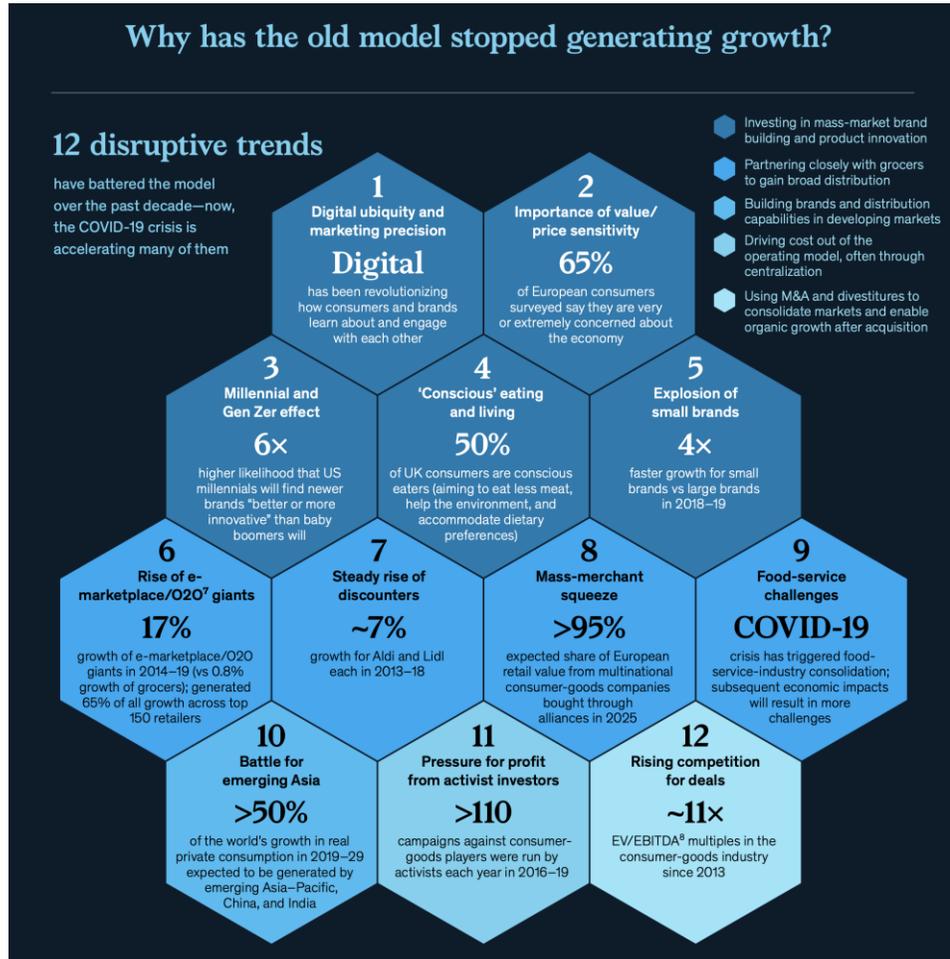
Revenue growth is stated on a proforma basis, as if all acquisitions and disposals in the period 2015-20 were acquired/disposed at 1st January 2015. Revenue values are stated on a Continuing basis, proforma for disposals only.

## Geographic diversification



Revenue by Geography:  
2016 – Actual basis, 2020 - Continuing basis (excludes BEP)

# The consumer products industry: Most significant period of change in 25 years



- Demands of the new consumer for unique, sustainable and healthy products.
- Transparency and ubiquity driven by the digital world.
- Proliferation of categories, products and competitors.
- Collapsing product life cycles.
- Intelligent supply chains.
- Digital mass personalization.
- Shift to real-time digital retail.

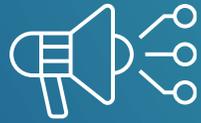
McKinsey  
& Company

# Our information platforms enable our customers to:



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Create the right products



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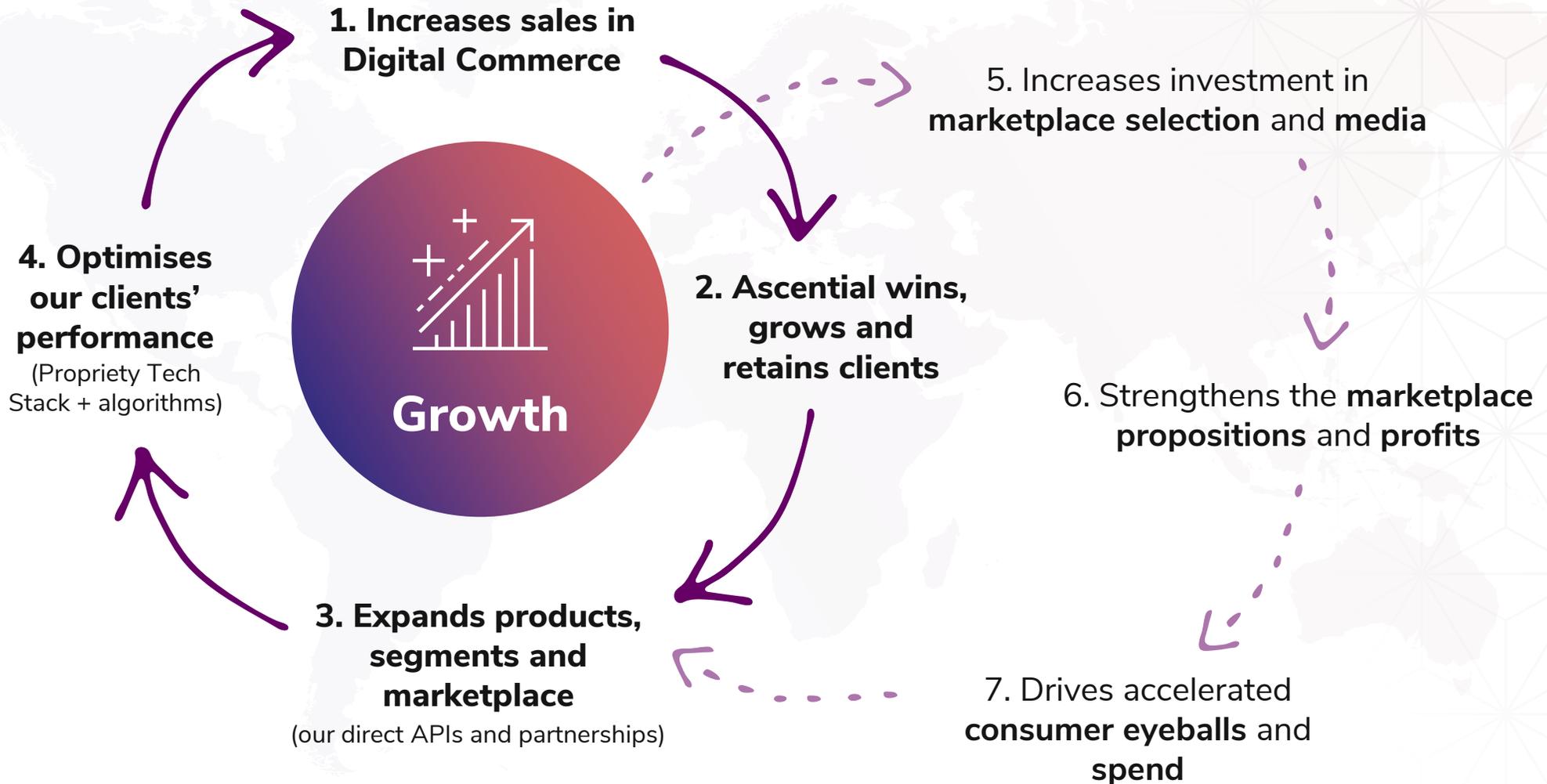
Maximise their brand marketing impact



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Optimise their eCommerce execution

# The Ascential network effect



# Ascential's reach

Partnering in over 100 countries with major eCommerce ecosystems



# Retail 5.0:

## Accelerating the network effect

### What is Retail 5.0?

Retail is on the cusp of entering the fifth generation and the next era of its evolution: Retail 5.0.

By 2025, online sales are expected to account for around 40% of Consumer Product companies' total sales and eCommerce will be dominated by a handful of major ecosystems

These platforms will increasingly own consumers' loyalty, and brands will require specific strategies, and agility and integration of distribution and product creation models, to compete.



Tier 1  
Platforms



Tier 2  
Platforms



Major  
Incumbents



Etc...

- Best in class capabilities for the major platforms of Amazon, Alibaba and JD.com.
- We also have the widest and most comprehensive platforms for trading, measurement and share across the new entrants – ahead of all other players.
- For the major US platforms, we can now offer cross platform optimisation real time which is a unique proposition.
- Planning to establish cross platform trading and optimisation for all major global platforms.
- Our addressable market is expanding daily with both platform and total market expansion as new retailers enter the marketplace world.

# The size of our opportunity

We operate in markets of substantial scale, with clear growth prospects

**Addressable market  
by segment (2020)**  
Forecast CAGR (2020-2023)

**Total**  
**\$15.7bn** 14% ▲

## Digital Commerce

**\$4.7bn** 29% ▲

Analytics & Advisory	+10-20%
Retail Managed Services	+20-30%
Media Managed Services	+40-50%
Managed Services, China	+30-40%
Content Syndication	+10-20%

## Product Design

**\$6.0bn** 5% ▲

Trend Intelligence	+6-10%
Product Design Consultancy	+2-6%
Consumer Sentiment Analytics	+7-13%
Market Research	+2-6%

## Marketing

**\$5.1bn** 6% ▲

Events & Benchmarks	+110-130%
Advisory	+4-10%
Media Management Systems	+3-7%
Measurement	+2-6%

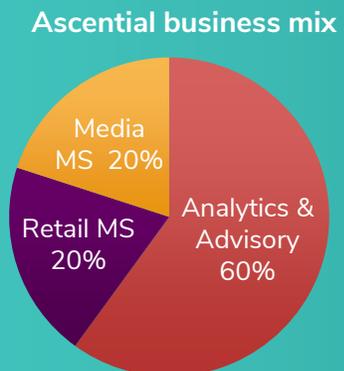
Source: PwC market review, December 2020 (sub-segment growth range adjusted, based on CAGR 2019-2023 forecast)  
The PwC market data quoted in this document is sourced from a publicly available market report that can be found on [www.ascential.com](http://www.ascential.com). PwC owes no duty of care to anyone other than Ascential in relation to this report.

# The size of our opportunity

## Focus on Digital Commerce

**Addressable market by segment (2020)**  
Forecast CAGR (2020-2023)

**Total \$15.7bn**



### Growth rate weighted by business mix

- +18% Low (1P) Our business today addresses only 1P (1<sup>st</sup> party vendors)
- +23% Medium
- +28% High (3P) 3P (3<sup>rd</sup> party vendors) are estimated to be growing c.10% points faster than 1P\*

\*Source: marketpulse.com (Amazon Gross Merchandise Value)

### Digital Commerce

**\$4.7bn** 29% ▲

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# Our priorities for 2021



**Accelerate investments** to drive growth in Digital Commerce plus bolt on investments.



**Continue to streamline our operations**, enabling accelerated investment and further strengthening our balance sheet.



**Ensure Cannes Lions and Money20/20 are set up to bounce back strongly**, subject to the easing of local restrictions and pandemic recovery.



**Accelerate our new customer segment** expansion for Product Design.



**Continue to build on our innovative culture**, record level of employee engagement and empower success for our diverse workforce at all levels of our organisation.

# Outlook and current trading

2021 has started well:

- Strong growth in revenue and profit in the first two months of the year.
- Led by Digital Commerce.

The speed of vaccine deployment and easing of government restrictions will heavily influence the near-term financial success of our event products.

**We have high levels of confidence in our digital subscriptions and platforms products and, after double-digit growth in 2020, expect these revenue streams to continue to grow well in the coming year.**

The actions we have taken and the priorities we are executing against position us well to return to continued strong growth over the coming years.

# ASCENTIAL

## 04 Q&A

**ASCENTIAL**

**05 Appendix**

# Reported results

£m	2020			2019		
	Adjusted results	Adjusting items	Statutory results	Adjusted results	Adjusting items	Statutory results
Revenue	263.7	-	263.7	380.3	-	380.3
Adjusted EBITDA	28.5	-	28.5	109.0	-	109.0
Adjusted EBITDA Margin	10.8%	-	10.8%	29.3%	-	29.3%
Depreciation	(22.5)	-	(22.5)	(21.8)	-	(21.8)
Amortisation and impairment	-	(66.9)	(66.9)	-	(35.6)	(35.6)
Share-based payments	-	1.6	1.6	-	(8.4)	(8.4)
Exceptional items – Deferred consideration	-	(97.6)	(97.6)	-	(33.1)	(33.1)
Exceptional items - Other	-	(9.6)	(9.6)	-	(8.3)	(8.3)
<b>Operating profit</b>	<b>6.0</b>	<b>(172.5)</b>	<b>(166.5)</b>	<b>87.2</b>	<b>(85.4)</b>	<b>1.8</b>
Associates and JVs	(0.2)		(0.2)	0.9	(0.3)	0.6
Net finance costs	(15.7)	(1.9)	(17.6)	(10.3)		(10.3)
<b>Profit before tax</b>	<b>(9.9)</b>	<b>(174.4)</b>	<b>(184.3)</b>	<b>77.8</b>	<b>(85.7)</b>	<b>(7.9)</b>
Tax	1.5	33.9	35.4	(17.1)	18.5	1.4
Effective tax rate	15.2%	19.4%	19.2%	22.0%	21.6%	17.7%
<b>Profit after tax – continuing operations</b>	<b>(8.4)</b>	<b>(140.5)</b>	<b>(148.9)</b>	<b>60.7</b>	<b>(67.2)</b>	<b>(6.5)</b>
Profit after tax - discontinued operations	16.7	(3.2)	13.5	15.1	(0.5)	14.6
<b>Profit after tax - total operations</b>	<b>8.3</b>	<b>(143.7)</b>	<b>(135.4)</b>	<b>75.8</b>	<b>(67.7)</b>	<b>8.1</b>
Minority interest	0.7		0.7	0.2		
Diluted EPS – total	1.9p	(35.9p)	(34.0p)	18.8p	(16.8p)	2.0p

# Segmental results

£m	Revenue		Adjusted EBITDA		Adjusted EBITDA margin	
	2020	2019	2020	2019	2020	2019
Digital Commerce	103.1	78.1	22.9	12.3	22%	16%
Product Design	88.1	85.7	38.0	38.2	43%	45%
Marketing Segment	54.3	135.9	(0.8)	50.7	nm	37%
Retail & Financial Services	18.2	81.1	(14.3)	25.1	nm	31%
Intercompany/corporate costs		(0.5)	(17.3)	(17.3)		
<b>Total continuing operations</b>	<b>263.7</b>	<b>380.3</b>	<b>28.5</b>	<b>109.0</b>	<b>10.8%</b>	<b>28.7%</b>
Discontinued operations - BEP	37.4	35.9	19.7	17.0	53%	47%
Stranded central costs formerly recharged to BEP			1.7	2.5		
<b>Total operations</b>	<b>301.1</b>	<b>416.2</b>	<b>50.0</b>	<b>128.5</b>	<b>16.6%</b>	<b>30.9%</b>

# Deferred consideration

£m	2020	2019
<b>Balance sheet liability at start of year</b>	<b>103.2</b>	<b>96.7</b>
Additions	1.6	3.3
Acquisition-related employment costs accrued in the period	33.5	20.1
Revaluation of liability	64.1	13.0
Cash paid	(69.1)	(31.8)
Unwind of discount on deferred consideration	7.9	5.5
FX	(4.7)	(3.6)
Transfer to held for sale	(0.3)	-
<b>Balance sheet liability at end of year</b>	<b>136.2</b>	<b>103.2</b>
<b>Expected future cash payable</b>	<b>c.170-180</b>	<b>c.120-140</b>
- in 2021	122	
- in 2022	c.30	
- after 2022	c.20	

- The revaluation of the deferred consideration liability relates primarily to Flywheel Digital where business performance (both revenue and profit) in both 2019 and now in 2020 has exceeded initial expectations.
- On acquisition of Flywheel in October 2018, the total consideration announced was expected to be in the range of \$107m to \$256m with a cap of \$400m. Our current expectation (which is dependent on revenue performance in 2021) is that total consideration will be c\$290m.

# Adjusted net finance costs

£m	2020	2019
Interest expense	(7.4)	(6.8)
Interest receivable	0.3	0.9
Amortisation of loan arrangement fees	(0.8)	(1.1)
Revaluation of investment to fair value	1.4	1.6
FX	0.2	2.0
Loss on interest rate caps	(0.3)	-
Unwind of discount on:		
- deferred consideration	(7.9)	(5.5)
- discount on lease liability	(1.1)	(1.3)
- discount of property provisions	(0.1)	(0.1)
<b>Net finance costs</b>	<b>(15.7)</b>	<b>(10.3)</b>

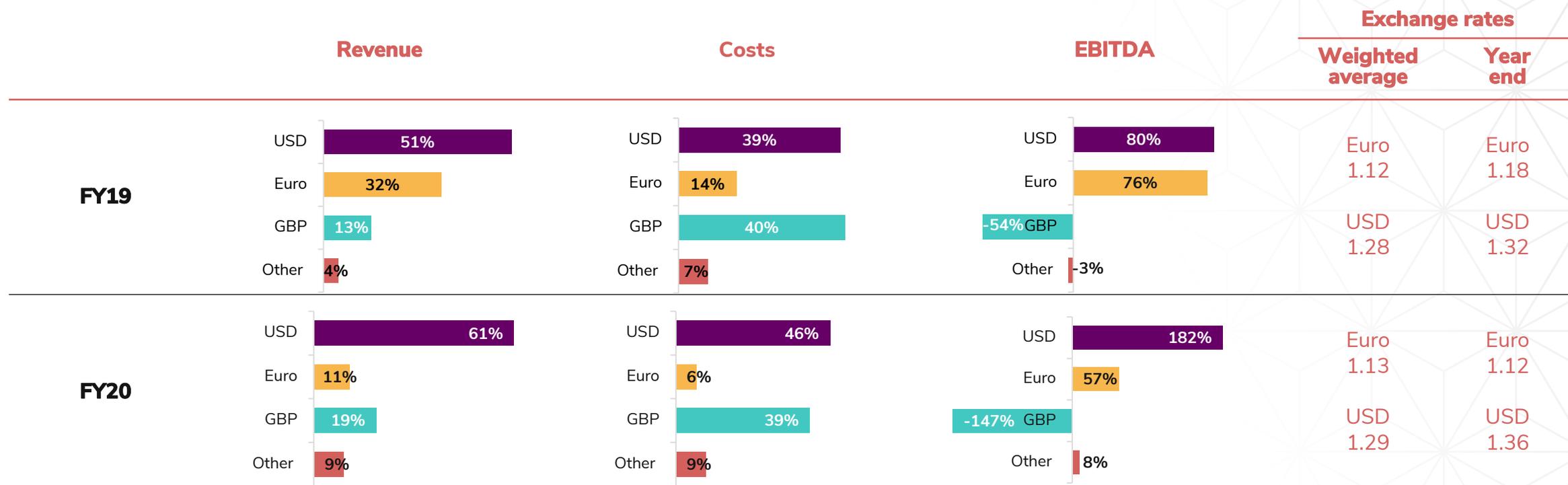
- Effective annual interest rate in 2020: 2.5% (2019: 2.1%)
- Increase in discount unwind on deferred consideration driven by increase in valuation of Flywheel Digital.
- Revaluation of £1.4m relates to investment in Infosum (2019: investments in Hudson MX and Shoptalk).
- Additionally, included within adjusting items, £1.9m of exceptional costs were incurred in relation to the refinancing of debt facilities in January 2020.

# Debt facilities

	Dec 2020		Dec 2019	
	£m	Interest rate	£m	Interest rate
GBP borrowings	(82.5)	2.5%	(66.0)	2.2%
USD borrowings	(85.8)	2.7%	(72.7)	3.3%
Euro borrowings	(144.4)	2.5%	(145.1)	1.1%
<b>Total debt drawn</b>	<b>(312.7)</b>	<b>2.5%</b>	<b>(283.8)</b>	<b>1.9%</b>
Unamortised arrangement fees	3.2		1.2	
Cash	80.2		111.7	
<b>Net debt</b>	<b>(229.3)</b>		<b>(170.6)</b>	
<b>Total facilities</b>	<b>450.0</b>		<b>378.8</b>	
Less total debt	(312.7)		(283.8)	
Cash	80.2		111.7	
<b>Available liquidity</b>	<b>217.5</b>		<b>206.7</b>	

- In January 2020 we entered into a new £450m multi-currency RCF with an initial 5-year maturity.
- Leverage covenant of 3.25x (with acquisition spikes) and interest cover covenant of 3.00x. Leverage covenants subsequently relaxed (subject to a minimum liquidity test):
  - December 2020 – waived
  - June 2021 – 4.75x
  - December 2021 – between 4.50x and 3.50x depending on level of profits from live events
  - June 2022 – 3.75x if either Money20/20 Europe or USA does not take place in 2021

# Currency exposure



## Sensitivity to a 1% movement in FX rates:

	FY20			FY19		
	Revenue	Costs	EBITDA	Revenue	Costs	EBITDA
USD	£1.6m	(£1.1)m	£0.5m	£1.9m	£(1.1)m	£0.8m
Euro	£0.3m	£(0.1)m	£0.2m	£1.2m	£(0.4)m	£0.8m

# Taxation

£m	2020			2019			
	Continuing operations	Adjusted results	Adjs	Statutory results	Adjusted results	Adjs	Statutory results
PBT	(9.9)	(174.4)	(184.3)	77.8	(85.7)	(7.9)	
Tax	1.5	33.9	35.4	(17.1)	18.5	1.4	
ETR	15.2%	19.4%	19.2%	22.0%	21.6%	17.7%	
<b>Total operations</b>							
Tax paid			(3.3)			(3.2)	

## Tax charge

Adjusted effective tax rate of 15.2%.

- Increasing proportion of US vs UK profits (taxed at 26% vs 19% respectively)
- Expect the ETR to be approximately 25-26% in the medium term with potential to increase if US federal tax rates are increased above 21%
- Increase of UK corporation tax rate to 25% in 2023 will, when enacted, impact both adjusted and adjusting tax charge with revaluation of deferred tax assets and liabilities.

## Tax paid

- Cash tax of £3.3m (2019: £3.2m) net of the utilisation of £0.8m (2019: £4.5m) of tax losses.
- Cash tax will continue to benefit from the utilisation of UK and US losses and other deferred tax assets over more than 10 years (but with approximately 75% expected to be recovered in the next four years).

# Deferred taxation

£m	Dec 2020	Dec 2019
<b>Deferred tax composition</b>		
- Assets	55.0	42.7
- Liabilities	(4.6)	(22.9)
<b>Net Asset</b>	<b>50.4</b>	<b>19.8</b>
<b>Made up of :</b>		
- Recognised tax losses	28.9	14.3
- Other deferred tax assets	41.0	28.9
- US deductible intangibles	28.6	17.3
- Share based payments	2.3	2.3
- Capital allowances	6.6	6.5
- Other	3.5	2.3
- Non-deductible intangibles	(19.5)	(22.9)
<b>Net Asset</b>	<b>50.4</b>	<b>19.8</b>
<b>Unrecognised tax losses –tax value</b>		
- Unrecognised tax losses - income	19.6	31.2
- Unrecognised tax losses – capital	21.8	19.5
<b>Total</b>	<b>41.4</b>	<b>50.7</b>

Our net Deferred Tax Asset relates mainly to UK and US losses (£28.9m), US tax deductible intangibles (£28.6m) and accelerated capital allowances (£6.6m).

These assets are recoverable over more than 10 years with approximately 75% expected to be recovered in the next four years.

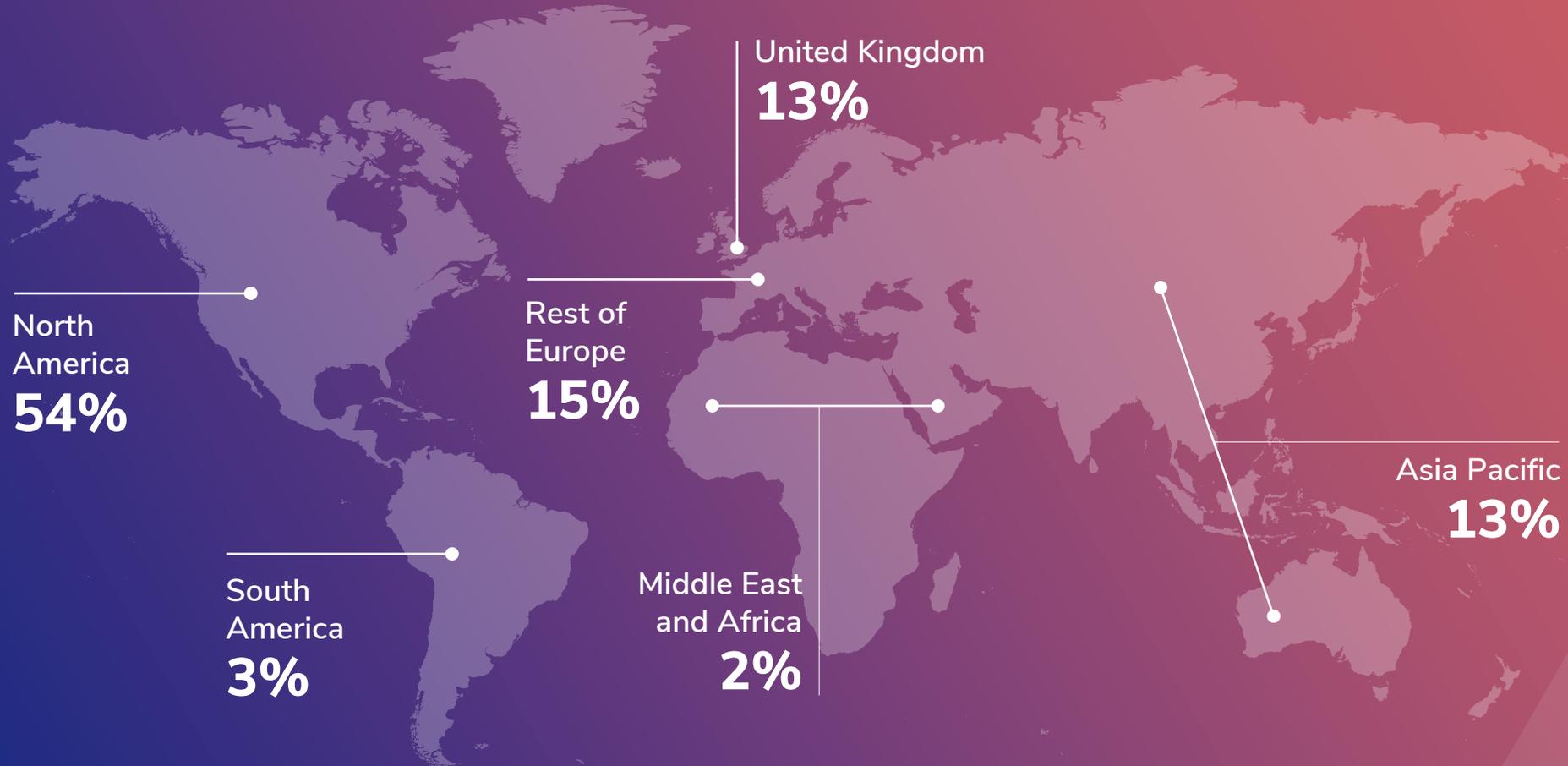
Liabilities arise from acquired intangibles.

Unrecognised tax losses:

- £19.6m of unrecognised deferred tax assets on income tax losses in the US, Ireland and Rest of the World, of which, £11.2m expire within the next two years.
- Do not recognise UK capital losses as do not currently intend to make the UK asset disposals which would utilise these.

# Geographical exposure

Revenue by location of customer



# Cash flow

Continuing operations £m	2020	2019
Adjusted EBITDA	28.5	109.0
Working capital movements – Flywheel reimbursables	(7.3)	(5.8)
Working capital movements – other	4.5	(9.0)
<b>Operating cash flow</b>	<b>25.7</b>	<b>94.2</b>
% Operating cash flow conversion	90%	86%
Capex	(23.1)	(17.6)
Tax	(3.3)	(3.2)
<b>Free cash flow</b>	<b>(0.7)</b>	<b>73.4</b>
% Free cash flow conversion	(3%)	67%

Discontinued operations £m	2020	2019
Adjusted EBITDA	21.5	19.5
Working capital movements	(0.6)	(0.5)
<b>Operating cash flow</b>	<b>20.9</b>	<b>19.0</b>
% Operating cash flow conversion	97%	97%
Capex	(0.9)	(0.9)
<b>Free cash flow</b>	<b>20.0</b>	<b>18.1</b>
% Free cash flow conversion	93%	93%

Total operations £m	2020	2019
<b>Free cash flow</b>	<b>19.3</b>	<b>91.5</b>
Exceptional costs paid	(12.4)	(11.3)
Acquisition of investments	(16.8)	(64.5)
Acquisition consideration paid (inc earnouts)	(71.8)	(48.6)
Disposal proceeds received/(costs paid)	55.1	(2.3)
<b>Cash flow before financing activities</b>	<b>(26.6)</b>	<b>(35.2)</b>
Dividend	-	(22.9)
Interest	(12.0)	(6.2)
Lease liabilities paid	(8.9)	(9.0)
Shares issued, sold or repurchased	(7.9)	1.2
Debt drawn	25.7	-
<b>Net cash flow</b>	<b>(29.7)</b>	<b>(72.1)</b>
Opening cash balance	111.7	182.0
FX	(1.8)	1.8
<b>Closing cash balance</b>	<b>80.2</b>	<b>111.7</b>
Unamortised fees and derivatives	3.2	1.5
Debt	(312.7)	(283.8)
<b>Net debt</b>	<b>(229.3)</b>	<b>(170.6)</b>

# Balance sheet

£m	Dec 2020	Dec 2019
<b>Assets</b>		
<b>Non-current assets</b>		
Intangible assets	674.1	760.7
Property, plant and equipment	5.5	8.4
Lease assets (IFRS16)	15.4	21.6
Investments	32.4	67.9
Investment property	0.8	2.1
Deferred tax assets	55.0	42.7
Other receivables	0.7	-
<b>Total non-current assets</b>	<b>783.9</b>	<b>903.4</b>
<b>Current assets</b>		
Inventories	2.1	4.1
Trade and other receivables <sup>1</sup>	197.9	141.4
Assets held for sale (BEP)	40.2	-
Cash	78.2	111.7
Other investments	-	1.4
<b>Total current assets</b>	<b>318.4</b>	<b>258.6</b>

	Dec 2020	Dec 2019
<b>Liabilities</b>		
Trade and other payables <sup>2</sup>	137.3	85.7
Deferred income	91.8	99.2
Deferred and contingent consideration	136.2	103.2
Lease liabilities (IFRS16)	20.4	26.8
Liabilities held for sale (BEP)	13.3	-
Current tax liabilities	2.4	6.1
Borrowings	309.5	282.6
Deferred tax liabilities	4.6	22.9
Provisions	9.0	3.4
<b>Total liabilities</b>	<b>724.5</b>	<b>629.9</b>
<b>Net assets</b>	<b>377.8</b>	<b>532.1</b>

<sup>1</sup> Includes £105m (2019: £43m) of media reimbursable receivables relating to Flywheel Digital.

<sup>2</sup> Includes £93m (2019: £39m) of media reimbursable payables relating to Flywheel Digital.

# Scenario planning to stress test financing

The scenarios used for our 31 December 2020 assessment are as follows:

Scenario modelling assumptions	Economy	H1 2021 Events	H2 2021 Events	2022 Events
<b>Base Case</b> – Successful vaccine roll out by mid-2021	Robust recovery in economic activity from Summer 2021	Cannes Lions (June)	Money20/20 Europe (Sept) and US (Oct)	Regular events as scheduled starting in June 2022
<b>Severe case</b> - slow vaccine roll out with meaningful coverage not achieved in end markets until the end of 2021	Economic recovery delayed until 2022	All events are cancelled	All events are cancelled	Regular events as scheduled starting in June 2022

Within the severe scenario we consider the financing headroom and covenant tests including a range of mitigating options, such as:



Future dividend policy



Debt factoring arrangements



Further restructuring and cost cutting measures

Robust exercise supports going concern conclusion under “severe but plausible” scenarios

In assessing going concern, and in accordance with FRC guidance, we consider a “severe but plausible” downside scenario, which we have adapted to the current climate to stress test our cash flows.

Critical assumptions include the shape and severity of the Covid-19 related recession in each region we operate in, the impact of that on the specific end-markets that we serve and when live events will be held.

Additional covenant headroom has been agreed with lenders to provide further comfort.

**ASCENTIAL**

**Thank you**