AI Wertheimer Holdings Limited

Annual Report and Financial Statements

Jersey registered number 124975

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31 December 2023

Contents

Company information

Jersey registered number
124975

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Strategic report

Strategic report for the year ended 31 December 2023
The directors present their strategic report for AI Wertheimer Holdings Limited (‘the Company’) and its subsidiaries (together the 'Group') for the year ended 31 December 2023.

Ownership
The AI Wertheimer Holdings Group is owned by funds containing institutional investors. It is controlled by funds advised by Advent International Corporation, a private equity investment company.

AI Wertheimer Holdings Limited is the ultimate parent company of the Williams Lea Group. The board of AI Wertheimer Holdings Limited directs and controls the operating and financing activities of the Williams Lea Group.

History of the Group
In November 2017, AI Wertheimer Holdings Limited and its Williams Lea Tag subsidiaries were acquired by funds advised by Advent International Corporation.

In 2019 the Group pursued its strategy to develop two distinct business units with separate leadership and business models. A separate internal governance structure was established to disaggregate Williams Lea from Tag.

On 30 June 2023 the Group sold the entire Tag business, leaving Williams Lea as the Group’s remaining trading segment. Further details of the Tag disposal are provided in the acquisitions and disposal section of the Strategic Report and in note 7 to the financial statements. Following the sale of Tag, on 7 July 2023 the Group bought back the non-controlling interest held by Deutsche Post DHL Group in AI Wertheimer Parentco UK Limited, resulting in the Group holding 100% of AI Wertheimer Parentco UK Limited’s share capital.

Business model
The Williams Lea Group is a global provider of skilled business-critical support services worldwide. Prior to the disposal of Tag on 30 June 2023 the Group comprised two strategic business units with a clear distinction in the services provided.

Williams Lea generates revenue from Business Support Services & Publishing Services (TSO). Williams Lea clients are concentrated in the Legal, Financial Services & Professional Services sectors.

Tag was a creative production agency that generated revenue from Strategy & Consulting, Creative Content & Production, Sourcing & Channel activation, and Technology. Tag clients were concentrated in the Food & Beverage, Automotive, Life Sciences and Retail & Consumer industries.

The Group's purpose is to create value for its clients by working smarter, leveraging technology, enhancing efficiencies, improving their customers’ experience, and strengthening their brand reputation. The Group's clients and their customers are at the heart of everything the business does. Long-term partnerships, strong relationships, exceptional employees, and leading technology have been the driving force behind the Group's success.

Williams Lea is a provider of tech-enabled business support services for a hybrid workforce, serving some of the world’s largest financial, legal, and consulting firms (including a number of blue-chip global law firms, investment banks and consulting firms), connecting people, processes and technology to streamline key business and administrative functions and helping organisations adapt to a more virtual and digital workplace. TSO, a digital publishing business provides specialist support services to UK based regulatory/government organisations.

Built on a strong heritage, great client relationships and world-class talent, Williams Lea is a trusted global outsourcing provider to clients in highly regulated environments.

Strategic report *(continued)*

Tag was a leading global end-to-end, tech enabled, marketing activation platform. Tag's global footprint and offerings have expanded substantially as a highly successful standalone business that became one of the world's leading omnichannel digital marketing production companies. It developed an end-to-end proprietary marketing execution platform called Digital Interact ('di') and, through acquisitions, enhanced its CGI, e-commerce, content origination, and data analytics capabilities. Tag Together was a global project which fundamentally changed Tag's delivery model, transforming its global operating model by offshoring activities and providing clients with scalable solutions and round-the-clock coverage. With a global presence and a diverse world-class leadership team, Tag's end-to-end platform provided digital, personalised marketing for many of the world's leading brands.

On 7 March 2023, it was announced that Advent had agreed to sell the Group's Tag business to Dentsu Group Inc. ('Dentsu'), one of the world's largest global marketing and advertising agency networks. On 30 June 2023 the Group sold the entire Tag business, leaving Williams Lea as the Group's remaining trading segment. Further details of the Tag disposal are provided in the acquisitions and disposal section of the Strategic Report and in note 7 to the financial statements.

Strategy
The Group's key future strategies are to deliver growth as follows:

- Focus on winning new customers and upselling value-added business support services offered by Williams Lea;
- Increasing mix shift towards higher value technology enabled services which yield higher gross margin;
- Transitioning services to deliver onshore/offshore delivery models, such that clients benefit from a specialist service provider and lower cost with resulting efficiencies shared with Williams Lea through higher margins;
- Investment in digital capabilities to improve the client offerings, creating stronger client relationships and driving efficiencies;
- Relentlessly drive customer excellence programmes to deliver commercial effectiveness and enhance client experience and value; and
- Build the mergers and acquisition pipeline to bolster strategic capabilities and to strengthen or extend service lines through continued geographical expansion.

Review of the business
The key performance indicators of the business are set out in the table below:

Key performance indicators	**Year ended 31 December 2023**	**Year ended 31 December 2022**
Revenue*	€416.9m	€407.8m
EBITDA before exceptional items*	€39.4m	€41.6m
Exceptional items*	€13.7m	€6.0m
Operating cash flow**	€(27.0)m	€7.2m

* from continuing operations, 2022 re-presented to remove Tag which is now classified as a discontinued operation

** Operating cash flow includes tax paid which increased by €27.6m in the year, mainly arising from the gain on sale of Tag

Revenue from continuing operations for the year ended 31 December 2023 amounted to €416.9m (2022: €407.8m) and EBITDA before exceptional items from continuing operations was €39.4m (2022: €41.6m).

Strategic report *(continued)*

Actions were undertaken by the Group in 2021 and 2022 to invest in customer capability programmes as well as key customer technology platforms enabled the Group to return to strong revenue growth. Improved gross margins through offshoring and leveraging technology has led to increases in Williams Lea EBITDA despite significant cost inflation pressures in 2023, with overall continuing Group EBITDA slightly down in the year mainly due to a higher allocation of centralised costs following the sale of Tag.

Exceptional items of €13.7m (2022: €6.0m) incurred during the year included:
• business transformation and restructuring which included costs to prepare Williams Lea to operate as an independent business unit following the sale of Tag;
• professional fees for legal, accounting and tax advice relating to a strategic review of the business.

Further details can be found in note 5 to the financial statements.

Operating cash flow decreased by €34.2m during the year to €(27.0)m, driven by an increase in tax payments of €27.6m, mainly arising from the sale of Tag and a decrease in net cash generated from operating activities of €6.6m.

Financial position
Net liabilities at 31 December 2023 increased to €92.7m from €84.4m during the year. Changes in the year improving the net liability position include positive EBITDA before exceptional items and the sale of Tag which generated net cash proceeds of €555.3m, offset by dividends paid of €336.9m and other assets disposed of totalling €108.9m. This improvement to net liabilities is offset by the amortisation and depreciation of intangible and fixed assets and payments of exceptional items, interest and tax during the year, which when taken together caused net liabilities to increase. Movements in borrowings during the year is discussed in the refinancing of borrowings section below.

Refinancing of borrowings
In June 2023, the Group amended its existing borrowing facilities, reducing the size of the financing and acquisition facilities from €310.0m and €50.0m to €185.0m and €13.7m respectively, with both still repayable in 2027. The size of the revolving credit facility of €40.0m repayable in 2025 was reduced to €30.0m and the term extended to 2026. On 30 June 2023 using part of the proceeds from the sale of Tag, €125.0m was repaid on the financing facility, €11.0m and £22.5m repaid on the acquisition facility and €7.5m and £10.3m repaid in respect of the revolving credit facility, together with any accrued interest on the amounts repaid. In December 2023 €3.7m of interest was capitalised on the financing facility resulting in a drawn facility of €188.7m at the year end.

Further details can be found in this strategic report on page 9 and in note 18 to the financial statements.

Acquisitions and disposals
The Group did not make any acquisitions during 2023.

Tag disposal
On 30 June 2023 the Group sold its Tag business to Dentsu Group Inc. ('Dentsu'). The sale of Tag business is accounted as a single disposal group in these accounts, and any related goodwill and acquisition purchase price allocation are included in the carrying value of the disposal group's net assets.

The pre-sale financial performance of the Tag business is presented in the Consolidated profit and loss account as discontinued operations in both current and prior year.

Strategic report *(continued)*

Consideration received for Tag equity after customary adjustments was €524.3m. The carrying amount of the net assets disposed was €84.0m, resulting in a gain on disposal of €440.3m. Costs incurred by the Group in 2023 to dispose of the Tag business, included in exceptional items were €17.7m (2022: €4.2m)

Further details can be found in note 7 to the financial statements.

Subsequent events
No reportable adjusting or non-adjusting events have been identified since 31 December 2023.

Outlook
Williams Lea
Market dynamics are providing Williams Lea with significant growth opportunities. COVID-19 accelerated the tendency to outsource across many industries. This is expected to continue as companies have adapted to the remote management of business workflows. The perceived cost of change in transitioning workflows to third party business process outsource providers, such as Williams Lea, has been significantly overcome. The inflationary cost environment being experienced globally is similarly driving businesses to focus on optimisation and cost saving through outsourcing. Seismic shifts in employment market dynamics driven by COVID-19, whereby working from home has become a more acceptable norm, has made remote service delivery options accepted by clients, which has accelerated the shift to outsourcing. These market shifts, particularly in the legal and investment banking industries where Williams Lea has a strong presence, provide significant growth opportunities. Furthermore, digitalisation and automation are opening up new opportunities to Williams Lea, both in terms of upgrading existing support services, as well as introducing new solutions. Significant investments in technologies, such as the ENGAGE digital client platform, have provided Williams Lea a strong foothold in the fast growing segment of digital support services to professional firms.

Principal risks and uncertainties
The Group assesses risk at board level and through other operational boards which meet on a regular basis. The principal risks and uncertainties facing the Group are set out below:

General business environment
The business of the Group substantially depends on the financial health of our customers which in turn depends on the global macro-economic environment.

Competition
The Group operates in a competitive environment as customers look to drive efficiency within their budgets. All contracts and processes are subject to regular analysis with the aim of retaining existing customers, growing the customer base, and optimising the economic performance under customer contracts.

Employees
The hard work, expertise and commitment of its employees are essential to the commercial success of the Group and a high priority is placed on the effectiveness of employment practices and human resource development initiatives. Actions and programmes in relation to employee engagement and involvement are described in the Directors' report.

Information technology and cyber risks
Information technology is an integral part of the Group's service capability, and its business performance depends heavily on the functioning and performance of its applications and infrastructure. Active risk management processes are in place to maximise the efficiency of the Group's technology. Where there is technological change, the Group looks to be at the forefront of the change to best serve its customers. The Executive Committee (Exco) and Information Security team continuously monitor data security compliance and risk.

Strategic report *(continued)*

Financial risk management
The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's activities expose it to a variety of financial risks including inflation risk, credit risk, contract risk, AI risk, market risk and liquidity risk.

Inflation risk
Inflation risk arises when goods and services sold by the Group are purchased from external suppliers. These costs are subject to regular review and competitive procurement processes. Additionally, wages and salary costs incurred by the Group are also subject to inflationary pressures. Where possible the Group passes the effects of such volatility to its customers.

Credit risk
Credit risk is the risk of financial loss to the Group if a customer fails to meet its contractual obligations. Credit risk management follows normal best practice and includes varying levels of credit assessments according to customer size and active credit performance management through key performance indicators such as days' sales outstanding. As the customer base is predominantly leading businesses in the legal, financial, and professional services sectors, the risk of a major client defaulting is considered low.

Contract risk
Contract risk is the risk of financial loss to the Group arising from contract breach. Contract risk is managed by formal contract approval processes, active operational management and, in some cases, certain risks are insured.

AI risk
There is a risk that the Group's revenues and brand could be impacted by AI, however this risk is assessed as low in the short to medium term as limited services have the potential to be impacted, while the speed of risk averse clients to adopt AI is also expected to be low. The Group will continue to assess and deploy future opportunities around AI, partnering with external specialists and engaging employees to contribute to and or develop solutions.

Market risk
Market risk is the risk that changes in foreign exchange rates and interest rates will affect the Group's income or costs.

- Foreign currency risk is attributable to investments, financing measures and operating activities. Cross-currency interest rate swaps are used to limit foreign currency risk where appropriate relating to the Group's borrowing.
- Hedging instruments in issue during 2023 as part of foreign currency risk management related primarily to Sterling, the US dollar, and the Euro. Further details are set out in note 17 to the financial statements.
- Interest rate risk results from changes in market interest rates, primarily for medium and long-term debt. Cross-currency interest rate swaps are entered into to hedge against this risk.

Liquidity risk
Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with financial liabilities. The Group aims to mitigate liquidity risk by managing cash generation in its operations and maintains funds on demand to meet all operational expenses including the servicing of financial obligations. Further details of the Group's bank facilities and other borrowings are set out in note 18 to the financial statements.

Strategic report *(continued)*

Borrowings

Senior facilities

In May 2022, the Group completed a refinancing of its existing borrowings whereby a new funding structure was put in place including a financing facility of €310m and a further acquisition facility of €50m both repayable in 2027. Interest under the financing facility was charged at a rate of EURIBOR (subject to 0% floor when EURIBOR is less than zero) plus a ratchet margin of 6.25% - 7.00%.

In June 2023, the Group amended its existing borrowing facilities, reducing the size of the financing facility from €310m to €185m, with €125m repaid on 30 June 2023 using part of the proceeds from the sale of Tag. The maturity of the facility remained unchanged, repayable in 2027. In December 2023 €3.7m of interest was capitalised on the financing facility resulting in a drawn facility of €188.7m at the year end.

Interest under the financing facility is now charged at a rate of EURIBOR (subject to 0% floor when EURIBOR is less than zero) plus a ratchet margin of 6.50% - 7.25% depending on the leverage ratio.

Under the funding structure agreed the Group is subject to a net debt to EBITDA covenant. At all testing periods during the year, the covenant tests were met.

Acquisition facility

The financing facility agreed in May 2022 included an acquisition facility of €50m, which is secured by a charge over all the Group's subsidiaries and is repayable in 2027. Interest was charged at a rate of EURIBOR (subject to 0% floor when EURIBOR is less than zero) plus a ratchet margin of 6.25% - 7.00% depending on the leverage ratio. An additional step up of 0.50% or 0.75% per annum applied on drawdowns in GBP and USD, respectively.

In June 2023, the Group reduced the size of the acquisition facility from €50m to €13.7m, still repayable in 2027. Interest is charged at a rate of EURIBOR (subject to 0% floor when EURIBOR is less than zero) plus a ratchet margin of 6.50% - 7.25% depending on the leverage ratio. An additional step up of 0.50% or 0.75% per annum applies on drawdowns in GBP and USD, respectively.

On 30 June using part of the proceeds from the sale of Tag, €11m and £22.5m was repaid on the acquisition facility. Drawdowns on the acquisition facility that were outstanding as at 31 December 2023 amounted to nil.

Revolving facility

In May 2022 the Group entered into a revolving credit facility of €40m maturing in 2025 with interest to be charged at variable interest rates. In June 2023 the size of the revolving credit facility of €40m repayable in 2025 was reduced to €30m and the term extended to 2026. Drawdowns on this new revolving facility that were outstanding as at 31 December 2023 totalled €15.0m.

Strategic report *(continued)*

Statement of compliance
The Directors consider the Annual Report and Financial Statements to comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity, with the intention of filing of the Annual Report and Financial Statements within six months of the Group year end.

By order of the board

DocuSigned by:
BA0D617A61954A8...
C Benson
7 June 2024

26 New Street
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Directors’ report

Directors’ report for the year ended 31 December 2023
The directors present their report and the audited financial statements of the Group for the year ended 31 December 2023.

Future developments
The Directors intend to follow the strategy as set out in the Strategic report, to be a global provider of skilled business-critical support services worldwide through Williams Lea.

Commentary
The commentary on the performance of the Group for the year is set out in the Strategic report.

Dividends
A dividend of €336,859,000 was paid on 7 July 2023 by the Group (2022: none).

Donations
Charitable donations of €3,800 (2022: €15,800) were made by the Group and no political donations were made (2022: nil).

Financial risk management and financial instruments
Details of financial risk management and financial instruments are provided in the Strategic report and in note 17 to the financial statements.

Research and development
The Group’s research and development activities are focussed on technology and efficiency activities, with specific attention to process improvements in workflow management and in developing solutions for data analytics.

Going concern
The directors make an estimate of the future performance of the Group in order to prepare the financial statements on a going concern basis. When assessing future performance, the directors consider financial projections which reflect current expected market conditions, liquidity requirements, opportunities and risks. The Group's forecasts and projections also take account of a severe but plausible change in trading performance which show that the Group should be able to operate within the level of its current facilities over the forecast period.

On the basis of their assessment and notwithstanding the net liabilities on the balance sheet at 31 December 2023, the directors remain of the view that the Group has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of approving these financial statements. The Group therefore continues to adopt the going concern as a basis for the preparation of these financial statements.

Directors
The directors who held office during the year and up until the date of approval of the financial statements unless otherwise indicated were as follows:

J Brocklebank
C Benson

None of the directors hold any interest in the shares of the Group. Messrs Brocklebank and Benson are representatives of Advent International Corporation.

Directors' report *(continued)*

Qualifying third-party and pension scheme indemnity provisions
A comprehensive insurance policy is in place against certain liabilities which could arise from a negligent act or a breach of duty by the Company's directors and officers and those of its subsidiaries in the discharge of their duties. This is a qualifying third-party indemnity provision, which was in force throughout the financial year and at the date of approval of the financial statements.

Beyond Business
The Group has a strong commitment to environmental, social, and governance issues through its platform Beyond Business. Beyond Business includes and promotes all aspects of ESG, including diversity, equity and inclusion ('DE&I'), environmental sustainability, and strong corporate governance. In 2023, the Group further reinforced its commitment to ESG by becoming a participant in the UN Global Compact and selecting five sustainable development goals it will focus on.

Employees
The Group believes that the well-being of its employees and their active participation in two-way communication forums is fundamental to the success of the business. Regular meetings, conference calls and webcasts are held where business strategy and operational matters are discussed. Training is provided according to structured training and development plans for employees at all levels.

Ways of engaging surveys are conducted annually, and the results of the surveys are built into communication and engagement strategy planning for the year.

Full consideration is given to all applications for employment and to treat all staff fairly, regardless of gender, religion, race, age, or disability. Where existing employees become disabled, it is the Group's policy, where practicable, to provide continuing employment under normal terms and conditions and to provide training and career development and promotion opportunities to disabled employees.

Our Learning
Learning and development ('L&D') is a constant focus, where we respond to industry developments and client demands by continually learning new disciplines. Our investment in our people is vital to professional and personal development and assures both our people and clients we are committed to their growth.

We provide all employees with ample opportunity to build on existing skills but encourage growth into new disciplines across industry practices. We want to cultivate a place of work where employees feel they are performing at their best, growing in confidence, exploring internal prospects and ultimately, reaching their full potential.

Diversity, equity, and inclusion
The Group is committed to providing equal opportunities in employment, eliminating unlawful and unfair discrimination and has a zero-tolerance policy for any kind of discrimination against employees relating to age, disability, gender, marriage and civil partnership, pregnancy and maternity, religion, or belief, sex, or sexual orientation.

The Group values the differences that a diverse workforce brings to the organisation and will not discriminate because of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race (which includes colour, nationality and ethnic or national origins), religion or belief, sex, or sexual orientation (each of these being a 'protected characteristic' in discrimination law). The Group embraces difference through diversity of thought, experience, and expertise to maximise potential and bring the greatest benefits for its people and its clients.

Directors' report *(continued)*

The gender split of the Group's work force at the end of December 2023 is set out below:

	Male No.	Female No.	Non-binary No.	Not declared No.	Total No.
Board of Directors of the Company	2	-	-	-	2
Senior management	9	5	-	-	14
Total workforce	**3,541**	**3,209**	**15**	**43**	**6,808**

In accordance with the Equality Act 2010 (Gender Pay Gap Information) Regulations 2018, the Group published its 2022 Gender Pay Gap Analysis which can be viewed on the business websites at:
https://d38bj6fsu7xdz4.cloudfront.net/wp-content/uploads/2023/03/30093743/WL-UK-GPG-Data-1.pdf

Environmental management and sustainability

The Group recognises that environmental issues are a fundamental challenge for the global community. The business is committed to managing the environmental impacts that arise through the lifecycle of its products and services.

Williams Lea has developed an environmental, social, governance ('ESG') strategy known as Beyond Business which is aligned to the principles of the United Nations Global Compact (UNGC). The Williams Lea Beyond Business ESG policy places a primary focus on material goals for the organisation using the UN Sustainable Development Goals (SDG) framework including goal 13: Climate Action.

The Group has in place an environmental management system that demonstrates its commitment to environmental protection, pollution prevention, waste reduction and the preservation of its natural resources. The Group recognises its responsibility to manage the environmental impacts that arise through its operations and the need to support our clients in achieving their environmental objectives.

The Group's integrated safety, health, environment and quality ('SHEQ') policy is in place to guide the organisation as it seeks to add value by safeguarding reputation, minimising loss, providing continued service delivery and improving sustainability performance.

The Williams Lea SHEQ Policy set the high-level structure within which the organisation can meet its legal, regulatory, and contractual obligations. Environmental aspects and impacts within the Group's operations are identified and managed in accordance with good industry practice.

The Group's SHEQ Policies for Williams Lea include:

- We are committed to ensure that no harm occurs to our people or those affected by our operations;
- We strive to reduce waste and minimise pollution from our business operations;
- We aim to ensure our products and services are sustainable by having a low impact to the environment including reducing our carbon emissions, efficient use of resources and responsible supply chain management;
- We strive to deliver world leading products and services that satisfy customer's needs, through the implementation of quality processes;
- All our activities, products and services will comply with applicable legislation, contractual requirements, and Group policies;
- We are committed to ensuring our people are competent by providing required training, information, and supervision to enable them to provide the highest quality of products and services in a safe manner;
- We strive to continuously improve our SHEQ management systems to enhance our performance through measurable SHEQ targets; and
- We align our health & safety management system with ISO 45001, our environmental management system with ISO 14001, our quality management system with ISO 9001 and maintain accredited certifications where required.

Directors' report *(continued)*

Key environmental aspects and impacts for the organisation include greenhouse gas ('GHG') emissions and resource use. The organisation publishes information on the CDP portal about its climate change risks and CO2 emissions. The 2023 submission is the first year that Williams Lea has expanded its coverage to include the global operations and the scope 3 emissions. As a result our CDP disclosure score has improved from a C to a B- for 2023.

The details of the Williams Lea GHG emissions, excluding Tag, for the UK are listed below in the table below:

Reporting period (January - December):	**2023 (UK & offshore)**	**2022 (UK & offshore)**
Total energy consumption used to calculate emissions / kWh	592,421	745,107*
Emissions from combustion of gas (Scope 1) / tCO2e	7.7	17.5
Emissions from combustion of fuel for transport purposes (Scope 1) / tCO2e	-	0.5
Emissions from business travel in rental cars or employee-owned vehicles where company is responsible for purchasing the fuel (Scope 3) / tCO2e	30.9	10.2
Emissions from purchase of electricity, heat, steam and cooling purchased for own use (Scope 2, location based) / tCO2e	93.0	131.9
Emissions from purchase of electricity, heat, steam and cooling purchased for own use (Scope 2, market based) / tCO2e**	2.5	26.2
Total gross CO2e based on above (location based) / tCO2e	131.6	160.1
Intensity ratio: Intensity ratio: tCO2e / £m revenue	0.89	1.34
Revenue (€m)	148.0	119.4

** Emissions for the previous year have been re-stated due to improvements in the availability of data for the whole reporting period (2022 previously reported: Total energy consumption used to calculate emissions / kWh - 836,739)*

*** market based emmissions excluded from total gross CO2e figure of 131.6 (2022:160.1)*

Figures previously reported for Tag in 2022 and UK data for 2021 and 2020 reported as a consolidated Williams Lea Tag group, are set out below:

	Tag 2022	**Group 2021**	**Group 2020**
Total KWH*	1,520,212	11,146,693	12,000,985
Total tCO2e**	322	2,511	2,932
tCO2e per €'m of UK gross revenue	1.96	7.54	7.4

** Scope 1&2 energy use*

***Scope 1 & 2 emissions*

Methodology

As part of a large unquoted company incorporated in the UK, William Lea is required to report its energy use and carbon emissions in accordance with the "environmental reporting guidelines: including mandatory greenhouse gas emissions reporting guidance" (March 2019) issued by the Department for Business, Energy & Industrial Strategy (BEIS). William Lea's methodology is consistent with the World Resources Institute's Greenhouse Gas Protocol Corporate Accounting and Reporting Standard.

The data detailed in this table represents emissions and energy use for which Williams Lea is responsible, including energy used in offices and fuel used in company owned or operated vehicles or for company business. We have used the main requirements of the Greenhouse Gas Protocol Corporate Standard to calculate our emissions, along with the UK Government GHG Conversion Factors for Company Reporting 2023. Data was collected internally within Williams Lea and includes actual data from invoices from our sites. Any estimates included in our totals are derived from actual data. Emissions for the previous year have been re-stated due to improvements in the availability of data for the whole reporting period.

Directors' report *(continued)*

Scope and boundary
The scope and boundary of the energy data which has been reported for scope 1 and 2 is limited to the UK operations. Williams Lea provides services on our client's locations with limited control over energy use therefore related emissions are listed in scope 3.

Energy efficiency actions
Actions taken in 2023 to reduce emissions included:
- The first assessment of our scope 3 Greenhouse Gas (GHG) emissions;
- Deployment of environmental management and sustainability training for key teams within the organisation;
- Pledge for the planet campaign with staff to raise awareness of positive behaviours that can be undertaken to reduce their environmental impact;
- Rationalisation of office estate and operations in Glasgow, and
- Initiated a decrease office floor space occupation in the Central Avenue Norwich location.

The reduction in emissions from 2022 to 2023 have also benefited from the closure of the Normanton site in 2022.

Climate Related Risks and Opportunities
The Group's General Council and Global Head of Risk and Compliance hold responsibilities for the risk management framework and are also primary participants in the companies ESG programme (named Beyond Business). Both General Counsel and the Global Head of Risk and Compliance are standing members on the Group's risk and compliance forum where broad risk topics are considered, including climate. Climate related risks are formally reconsidered on an annual basis, and further escalation and overview at a board level depends on the likelihood and impact of the particular risk.

An assessment of various risks (aspects and impacts) arising from operations takes place at an operational level. The assessments may include climate related impacts and the affects climate change may have on the organisation and its ability to carry out its operations. This is reviewed annually at an operational level. This process may also look at the immediate short-term risks and opportunities, as well as longer term objectives to meet client requirements which may include climate challenges. The Risk and Compliance forum (as noted above) includes a review of broad risks impacting the business including climate.

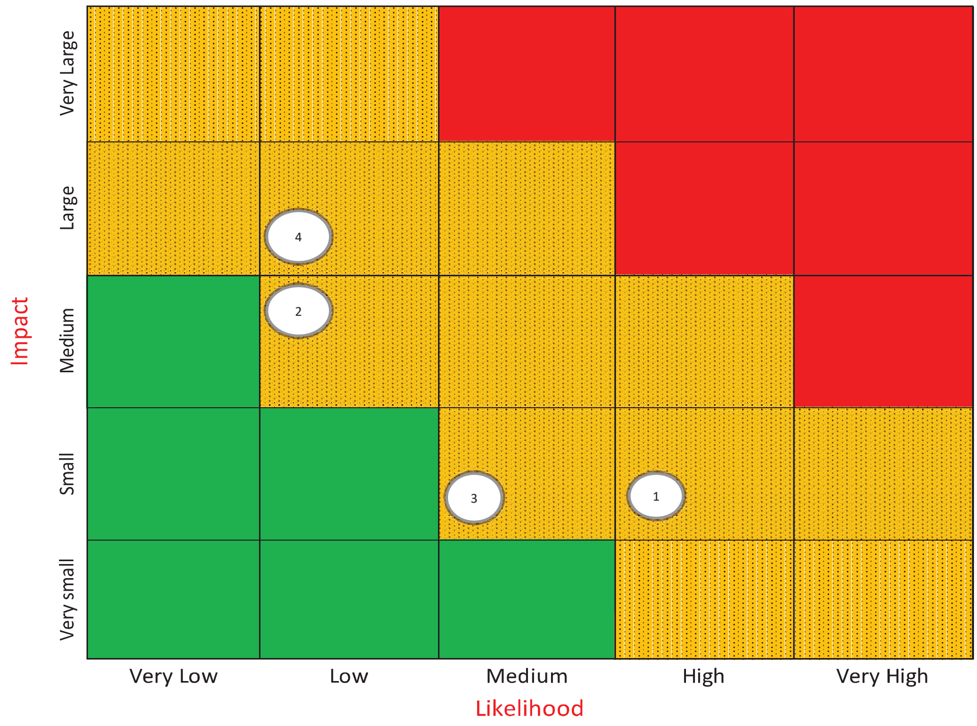
An assessment of upstream value chain risk e.g. suppliers is undertaken via the Group's sourcing team. Various topics are assessed based on a risk category level for suppliers and their ability to deliver products or services to our organisation over the short and medium term is included. Climate related risks are assessed as part of this program to ensure that suppliers are managing climate change impacts.

The business wide risk management framework considers risks that will impact the products and services we offer to our clients. The Group accepts that societal attitudes may change over time, impacting the sensitivity and urgency of climate response requirements and this consideration is included in the risk evaluation and strategy (a focus on client specific drivers such as movement to digital delivery alongside consolidation of services support our business model, whilst also addressing key climate risks). Client expectations and concerns are also captured during quarterly business reviews and client questionnaires that informs the Group's financial and operational strategy.

The Group has a formal risk management methodology which assesses each risk based on likelihood and impact. Significant impacts for the organisation would include financial impact in excess of £5 million. Key thresholds are defined in the organisations risk management methodology when the adverse event will impact the strategic business objectives set around the four pillars of growth, delivery, talent, and culture. The organisation looks at short term risks from 0-3 years, medium term risks 3-5 years and long-term risks being 5 years and over.

Directors' report *(continued)*

Significant climate related risk



#	Risk Title : risk exposure arising through:	S/M/L Term	Rating	TFCD Risk Category
1	Operations Impacted by extreme weather impacts (employee wellbeing, loss of revenue, service continuity reputation).	S - M		Acute Physical Risks
2	Non-compliance with Climate related regulations (increased cost of compliance)	M		Policy and Legal Transition Risks
3	Climate initiative pressures (client/sector)	M - L		Market Transition Risks
4	Supply Chain Impacts disrupt operations	S		Acute Physical Risks

Acute physical risks: Operations may be impacted by extreme weather events with a particular focus on India where detailed crisis management and business continuity plans are in place. The India operations span multiple locations enabling each site to be a backup of the other. This risk is also being tracked in so far as acute physical risks may impact supply chain however at present there is very limited exposure assessed in relation to this risk.

Policy and legal transition risks: A risk that the Group does not adapt to evolving legislative change regarding climate leading to non-compliance and risk or penalties and reputational harm. The Group continues to closely track emerging regulations in all regions where it operates.

Market transition risks: As the Group's clients and societal influences become more robust in terms of climate response the Group will be presented with increasing pressure to adopt and align to climate mitigation initiatives. The Group continues to partner closely with clients to understand their areas of concern and focus.

Directors' report *(continued)*

Consideration of climate risk will see our revenue decline in traditional print media business and increase sales demand and revenue in digital content-based services. The adoption of a net zero target by a number of clients has elevated the focus on climate risks for existing and new business opportunities. Sustainable paper use and technology optimisation will be a key part of our growth strategy. Services we provide to our clients are becoming increasingly digital/technical, which requires employees to be both competent and efficient in using updated systems.

At this point the Group has not undertaken a formal scenario analysis taking into consideration different climate-related scenarios, including a 2°C or lower scenario. The Group does not currently have the understanding to enable it to be used as an effective tool within the business. A plan is in place to move towards this in the next two years.

The Group has not established formal targets for its climate related risks but is planning to do so over the next 12 months.

Social, community and human rights issues
The Group is a proud participant of the UN Global Compact. In 2023 joining the UN Global Compact, committing to the following Sustainable Development Goals (SDGs):

- Good health and wellbeing
- Diversity, equity and inclusion
- Decent work and economic growth
- Climate action

In joining the UN Global Compact, the Group has aligned our ESG strategy to the SDGs, allowing us to continuously improve our performance and meet measurable targets. Through our ESG program, Beyond Business, we offer our teams robust learning and engagement opportunities and encourage our employees to actively participate in their communities through charitable initiatives. Our employees across the world regularly donate time, goods, and funds for the betterment of the communities where they live and work.

The Group is engaged with an independent third party (EcoAct) to assess carbon emissions across the business and create a pathway to net-zero using science-based targets. In 2022, we received a Gold rating from EcoVadis on an assessment of the business across four themes: environment, fair labour practices, ethics/fair business practices and supply chain, and against 21 key CSR indicators.

Pursuant to Section 54(1) of the Modern Slavery Act 2015, the Group has taken and is continuing to take adequate practices to ensure that modern slavery or human trafficking is not taking place within its business or supply chain.

People
Our dedicated global diversity, equity, and inclusion ('DE&I') teams drove initiatives to make a difference to the Group's people with the aim to break down barriers, encourage conversation and ignite ideas.

All employees are encouraged to have a voice, to openly express who they are and to feel safe, respected and valued. DE&I at the Group is an all-inclusive request for equality that encompasses gender, gender identity, age, race, religion, ethnicity, disability and more.

Collecting global baseline data is key to identifying opportunities where the Group can improve diversity across genders, and race/ethnicities and helps to establish measurable DE&I objectives and programmes for the forthcoming years.

Directors' report *(continued)*

Williams Lea is proud to have:
- Diverse teams spanning the globe;
- Global & regional DE&I committees;
- Structured employee training and development plans;
- Participation in events such as International Women's Day, Pride & LGBTQIA+, World Mental Health Day and Annual cultural days.

Williams Lea:
- hired 849 women in 2023;
- promoted 231 women in 2023.

Policies
The Group's internal policies ensure that it is conducting business in an ethical and transparent manner, such as:

- Recruitment policy : This includes vetting, eligibility to work, safeguarding employees against human trafficking or individuals being forced to work against their will;
- Code of conduct : The Group's code defines the objectives and rules that reflect its commitment to responsible, ethically irreproachable, and legally compliant behaviour from all employees and contractors;
- Whistleblowing policy : Where there are concerns regarding any unethical conduct within the business, including any forms of modern slavery, employees are strongly encouraged to report the concern so the situation can be properly and quickly investigated and resolved. An external independent whistleblowing hotline service operates 24 hours a day, 365 days a year, across approximately 40 countries enabling employees to report matters anonymously, without fear of reprisal.

Suppliers
The Group works with a wide and varied network of suppliers to execute and support solutions that it designs for its clients. Supplier due diligence is a critical part of what is provided for the Group's clients and essential for the security and performance of the business.

All suppliers to the Group must go through a due diligence process at the on-boarding stage and are then subject to regular audits and reviews for tactical and strategic suppliers. These audits are based on perceived risk (i.e., country of supplier, strategic importance of supplier, and handling of confidential data) with a tiered approach taken to ensure each supplier's CSR policies are aligned with that of the Group and United Nations Global Compact, the UN Universal Declaration of Human Rights and the 1998 International Labour Organization Declaration on Fundamental Principles and Rights at Work. In addition, suppliers must be fully compliant with the UK legislation, including the Modern Slavery Act.

The supplier code of conduct sets the minimum standards for doing business with the Group and is requested to be signed by each supplier as part of the on-boarding process, with follow-ups to ensure the Group's policies are adhered to. Supply chain contracts are also reviewed to ensure they contain the appropriate legislative requirements.

Breaches of the supplier code of conduct and/or the Modern Slavery Act within the supply chain will be treated seriously and investigated in detail. Whilst the Group looks to support companies in their efforts to comply with the legislation, in the event of a serious breach, a termination of the supplier relationship would be considered.

Looking Forward
Williams Lea is committed to continuous improvement and will regularly review all programs and policies any changes will be reflected in future annual statements.

Directors' report *(continued)*

Branches outside the UK
During the 2023 reporting year, the subsidiaries of the Group operated branches in: China, Finland, Korea, New Zealand, Poland, Spain, Saudi Arabia, Switzerland, Taiwan, Turkey, and the UAE.

Corporate governance
The Group continues to adhere to the corporate governance code as set out in the Walker Guidelines for Disclosure and Transparency in Private Equity. These are included within the introductory information available to new and all employees. Compliance in line with these guidelines is actively monitored and there have been no identified instances of departure during the financial year. The Group has the intention of filing of the report and financial statements within 6 months of the Group year end.

Statement of directors' responsibilities
The directors are responsible for preparing financial statements for each financial year which give a true and fair view, in accordance with applicable Companies (Jersey) Law 1991 and United Kingdom Accounting Standards comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"), of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing those financial statements, the directors are required to:
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with The Companies (Jersey) Law, 1991. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors
The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and are deemed to be reappointed under Article 113 of the Companies (Jersey) Law 1991.

By order of the board.

DocuSigned by:
BA0D617A61954A8...
C Benson
7 June 2024

26 New Street
St Helier
Jersey
JE2 3RA

Independent auditors' report to the members of AI Wertheimer Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, AI Wertheimer Holdings Limited's group financial statements:

- give a true and fair view of the state of the group's affairs as at 31 December 2023 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

We have audited the financial statements, included within the Annual Report, which comprise: the consolidated balance sheet as at 31 December 2023; the consolidated profit and loss account, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, and the consolidated cash flow statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Independent auditors' report to the members of AI Wertheimer Holdings Limited *(continued)*

Report on the audit of the financial statements *(continued)*

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, 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.

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 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities, 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 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 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.

Independent auditors' report to the members of AI Wertheimer Holdings Limited *(continued)*

Report on the audit of the financial statements *(continued)*

Auditors' responsibilities for the audit of the financial statements *(continued)*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies (Jersey) Law 1991 and tax legislation, including equivalent local laws and regulations applicable to significant overseas locations, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 inappropriate journal entries to manipulate results and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations or fraud;
- Evaluation of management's controls designed to prevent and detect irregularities;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations;
- Challenging assumptions and judgements made by management in their significant accounting estimates;
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing;
- Review of meeting minutes, including those of the board of directors

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. 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 parent company's members as a body in accordance with Article 113A of the Companies (Jersey) Law 1991 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.

Independent auditors' report to the members of AI Wertheimer Holdings Limited *(continued)*

Other required reporting

Companies (Jersey) Law 1991 exception reporting

Under the Companies (Jersey) Law 1991 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit.

We have no exceptions to report arising from this responsibility.

Andy Grimbly
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants
Cambridge
7 June 2024

Consolidated profit and loss account

for the year ended 31 December 2023

	Note	Year ended 31 December					
		2023			**2022**		
		Continuing operations	**Discontinued operations**	**Total**	**Continuing operations**	**Discontinued operations***	**Total**
		€'000	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**
Revenue	*3*	**416,870**	**315,434**	**732,304**	407,840	665,000	1,072,840
EBITDA before exceptional items	*4*	**39,363**	**3,244**	**42,607**	41,581	17,586	59,167
Exceptional items	*5*	**(13,650)**	**(32,790)**	**(46,440)**	(6,042)	(17,532)	(23,574)
Amortisation and impairment	*6*	**(12,146)**	**(8,013)**	**(20,159)**	(22,207)	(11,696)	(33,903)
Depreciation and impairment	*6*	**(2,071)**	**(1,068)**	**(3,139)**	(1,451)	(4,223)	(5,674)
Operating profit/(loss)	*6*	**11,496**	**(38,627)**	**(27,131)**	11,881	(15,865)	(3,984)
Profit on disposal of operations	*7*	**-**	**440,300**	**440,300**	-	5,113	5,113
Profit/(loss) before interest and taxation		**11,496**	**401,673**	**413,169**	11,881	(10,752)	1,129
Interest receivable and similar income	*9*	**6,428**	**(4,596)**	**1,832**	12	51	63
Interest payable and similar expenses	*10*	**(42,631)**	**(4,178)**	**(46,809)**	(43,320)	(2,128)	(45,448)
(Loss)/profit before taxation		**(24,707)**	**392,899**	**368,192**	(31,427)	(12,829)	(44,256)
Tax on (loss)/profit	*11*	**(6,122)**	**(32,706)**	**(38,828)**	(9,825)	(1,838)	(11,663)
(Loss)/profit for the financial year		**(30,829)**	**360,193**	**329,364**	(41,252)	(14,667)	(55,919)
(Loss)/profit attributable to owners of the parent		**(25,744)**	**284,681**	**258,937**	(32,603)	(11,593)	(44,196)
(Loss)/profit attributable to non-controlling interests		**(5,085)**	**75,512**	**70,427**	(8,649)	(3,074)	(11,723)
		(30,829)	**360,193**	**329,364**	(41,252)	(14,667)	(55,919)

* 2022 Discontinued operations re-presented to include the results of the Tag business which was sold on 30 June 2023

Consolidated statement of comprehensive income

for the year ended 31 December 2023

	Note	Year ended 31 December 2023 €'000	Year ended 31 December 2022 €'000
Profit/(loss) for the year		**329,364**	(55,919)
Other comprehensive (expense)/income:			
Currency translation differences		**(9,330)**	(14,896)
Remeasurement of net defined benefit obligation	*19*	**(69)**	1,052
Deferred tax arising on gains recognised in this statement		**-**	(263)
Other comprehensive expense for the year, net of tax		**(9,399)**	(14,107)
Total comprehensive income/(loss) for the year		**319,965**	(70,026)
Total comprehensive income/(loss) attributable to owners of the parent		**251,448**	(55,346)
Total comprehensive income/(loss) attributable to non-controlling interests		**68,517**	(14,680)
		319,965	(70,026)

Consolidated balance sheet
at 31 December 2023

		Group	
	Note	**2023**	**2022**
		€'000	**€'000**
Fixed assets			
Intangible assets	*12*	**105,229**	236,722
Tangible assets	*13*	**7,461**	14,543
		112,690	251,265
Current assets			
Inventories	*14*	**1,038**	10,187
Debtors	*15*	**42,678**	212,897
Cash at bank and in hand		**33,547**	53,023
		77,263	276,107
Creditors: amounts falling due within one year	*16*	**(73,846)**	(269,350)
Net current assets		**3,417**	6,757
Total assets less current liabilities		**116,107**	258,022
Creditors: amounts falling due after more than one year	*17*	**(198,260)**	(321,625)
Post-employment benefits	*19*	**(5,994)**	(6,818)
Provisions for other liabilities	*20*	**(4,584)**	(14,001)
Net liabilities		**(92,731)**	(84,422)
Capital and reserves			
Called up share capital	*23*	**148,107**	148,107
Accumulated losses		**(227,488)**	(194,045)
Accumulated other comprehensive losses		**(18,591)**	(14,922)
Total equity attributable to owners of the parent		**(97,972)**	(60,860)
Non-controlling interests	*30*	**5,241**	(23,562)
Total equity		**(92,731)**	(84,422)

The notes on pages 29 to 67 are an integral part of these financial statements.

These financial statements on pages 24 to 67 were authorised for issue by the board of directors on 7 June 2024 and were signed on its behalf by:

DocuSigned by:
BA0D617A61954A8...
C Benson
Director
Company registered number: 124975

Consolidated statement of changes in equity

for the year ended 31 December 2023

Group	Called up share capital €000	Accumulated losses €000	Accumulated other comprehensive losses/(income) €000	Equity attributable to the owners of the parent €000	Non controlling interest €000	Total equity €000
Balance at 1 January 2022	148,107	(155,818)	(1,484)	**(9,195)**	(9,029)	**(18,224)**
Loss for the year	-	(44,196)	-	**(44,196)**	(11,723)	**(55,919)**
Other comprehensive expense for the year	-	-	(11,150)	**(11,150)**	(2,957)	**(14,107)**
Total comprehensive loss for the year	-	(44,196)	(11,150)	**(55,346)**	(14,680)	**(70,026)**
Total changes in ownership interests in subsidiaries that do not result in a loss of control	-	3,681	-	**3,681**	(3,681)	**-**
Transfer on disposal of subsidiary	-	2,288	(2,288)	**-**		**-**
Total transactions with owners, recognised directly in equity	**-**	5,969	(2,288)	**3,681**	(3,681)	**-**
Transactions with non-controlling interests	-	-	-	**-**	3,828	**3,828**
Balance at 31 December 2022	**148,107**	**(194,045)**	**(14,922)**	**(60,860)**	**(23,562)**	**(84,422)**

Group	Called up share capital €000	Accumulated losses €000	Accumulated other comprehensive losses €000	Equity attributable to the owners of the parent €000	Non controlling interest €000	Total equity €000
Balance at 1 January 2023	148,107	(194,045)	(14,922)	**(60,860)**	(23,562)	**(84,422)**
Profit for the year	-	258,937	-	**258,937**	70,427	**329,364**
Other comprehensive expense for the year	-	-	(7,489)	**(7,489)**	(1,910)	**(9,399)**
Total comprehensive income/(loss) for the year	-	258,937	(7,489)	**251,448**	68,517	**319,965**
Total changes in ownership interests in subsidiaries that do not result in a loss of control	-	39,714	-	**39,714**	(39,714)	**-**
Transfer on disposal of subsidiaries	-	(3,820)	3,820	**-**	-	**-**
Dividends paid	-	(336,859)	-	**(336,859)**	-	**(336,859)**
Share-based payments	-	8,585	-	**8,585**	-	**8,585**
Total transactions with owners, recognised directly in equity	-	(292,380)	3,820	**(288,560)**	(39,714)	**(328,274)**
Transactions with non-controlling interests	-	-	-	**-**	-	**-**
Balance at 31 December 2023	**148,107**	**(227,488)**	**(18,591)**	**(97,972)**	**5,241**	**(92,731)**

Consolidated cash flow statement
for the year ended 31 December 2023

	Note	Year ended 31 December 2023 €'000	Year ended 31 December 2022 €'000
Net cash from operating activities	*25*	**6,472**	13,082
Taxation paid		**(33,469)**	(5,838)
Net cash (used in)/generated from operating activities		**(26,997)**	7,244
Cash flow from investing activities			
Purchase of subsidiaries (net of cash acquired)		**-**	(13,772)
Disposal of subsidiaries (net of cash disposed)	*7*	**555,339**	8,460
Purchase of intangible fixed assets	*12*	**(6,172)**	(10,470)
Purchase of tangible fixed assets	*13*	**(4,028)**	(9,742)
Receipts from sales of tangible fixed assets		**590**	3,680
Receipts from sales of intangible fixed assets		**790**	-
Interest received	*9*	**135**	63
Net cash generated from/(used in) investing activities		**546,654**	(21,781)
Cash flow from financing activities			
Receipts from senior loan facilities (net of issue costs)	*18*	**(1,900)**	298,766
Repayments of senior loan facilities	*18*	**(125,000)**	(120,554)
Repayments of payment in kind loan	*18*	**-**	(137,429)
Receipts from revolving credit facility (net of issue costs)	*18*	**23,311**	8,470
Repayments of revolving credit facility	*18*	**(21,340)**	(24,318)
Receipts from acquisition facility (net of issue costs)	*18*	**(137)**	35,193
Repayments of acquisition facility	*18*	**(37,029)**	-
Interest paid		**(38,378)**	(39,467)
Dividends paid		**(336,859)**	-
Receipts from non-controlling interests	*30*	**-**	3,828
Net cash (used in)/generated from financing activities		**(537,332)**	24,489
Net (decrease)/increase in cash and cash equivalents		**(17,675)**	9,952
Cash and cash equivalents at the beginning of the year		**53,023**	43,649
Exchange losses on cash and cash equivalents		**(1,801)**	(578)
Cash and cash equivalents at the end of the year		**33,547**	53,023
Cash and cash equivalents consist of:			
Cash at bank and in hand		**33,547**	53,023
		33,547	53,023

Notes to the financial statements

1 Accounting policies

General information

AI Wertheimer Holdings Limited ('the Company') and its subsidiaries ('the Group') provided marketing and skilled business-critical support services worldwide during 2023.

AI Wertheimer Holdings Limited is a private Company limited by shares and is incorporated in Jersey. The address of its registered office is 26 New Street, St Helier, Jersey, JE2 3RA.

Statement of compliance

The Group financial statements of AI Wertheimer Holdings Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, ''The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland'' (''FRS 102'') and the Companies (Jersey) Law 1991.

The Company has chosen not to present its Company finanical statements as allowed under Companies (Jersey) Law 1991.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to the periods presented, unless otherwise stated.

Basis of preparation

The consolidated financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Going concern

The Group meets its day-to-day working capital requirements through its own financial resources, trade receivables financing (note 15) and bank facilities (note 18). On 30 June 2023, the Group amended its existing borrowings putting in place a new funding structure following the sale of Tag. Further details on the refinancing are set out in the Strategic Report, which is included in these financial statements and in note 18 to the financial statements.

The directors make an estimate of the future performance of the Group in order to prepare the financial statements on a going concern basis. When assessing future performance, the directors consider financial projections which reflect current expected market conditions, liquidity requirements, opportunities and risks. The Group's forecasts and projections also take account of a severe but plausible change in trading performance which show that the Group should be able to operate within the level of its current facilities over the forecast period.

On the basis of their assessment and notwithstanding the net liabilities on the balance sheet at 31 December 2023, the directors remain of the view that the Group has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of approving these financial statements. The Group therefore continues to adopt the going concern as a basis for the preparation of these financial statements.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Basis of consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings together with the Group's share of the results of any associates made up for the year to 31 December 2023.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where the Group owns less than 50% of the voting powers of an entity but controls the entity by virtue of an agreement with other investors which give it control of the financial and operating policies of the entity it accounts for that entity as a subsidiary.

Where a subsidiary has different accounting policies to the Group, adjustments are made to those subsidiary financial statements to apply the Group's accounting policies when preparing the consolidated financial statements.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the Group holds a long-term interest and where the Group has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting.

Any subsidiary undertakings or associates sold or acquired during the year are included up to, or from, the dates of change of control or change of significant influence respectively.

Where control of a subsidiary is lost, the gain or loss on disposal is recognised in the consolidated profit and loss account. The cumulative amounts of any exchange differences on translation, recognised in equity, are not included in the gain or loss on disposal and are transferred to retained earnings. The gain or loss also includes amounts included in other comprehensive income that are required to be reclassified to profit or loss but excludes those amounts that are not required to be reclassified.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Adjustments are made to eliminate the profit or loss arising on transactions with associates to the extent of the Group's interest in the entity.

Foreign currency

The Group financial statements are presented in Euros and rounded to thousands.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Foreign currency *(continued)*

Foreign exchange gains and losses that relate to borrowings, hedging activities and cash and cash equivalents are presented in the profit and loss account within 'finance (expense)/income'. All other foreign exchange gains and losses are presented in the profit and loss account within 'Other operating (losses)/gains'.

The trading results of Group undertakings are translated into Euros at the average exchange rates for the period. The assets and liabilities of overseas undertakings, including goodwill and fair value adjustments arising on acquisition, are translated at the exchange rates ruling at the period-end. Exchange adjustments arising from the retranslation of opening net investments and from the translation of the profits or losses at average rates are recognised in 'Other comprehensive income' and allocated to non-controlling interest as appropriate.

Revenue recognition

All income relating to normal business operations is recognised as revenue in the profit and loss account. All other income is reported as other operating income.

Revenue is recognised to the extent that the Group obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty.

The following criteria must also be met before revenue is recognised:

Sale of goods
Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services
Revenue from the provision of services is recognised when the risks and rewards of ownership have transferred to the buyer, the Group retains no continuing involvement or control, the amount of revenue can be measured reliably, it is probable that future economic benefits will flow to the Group and when delivery of those services is complete. Revenue that meets these criteria but that has not been invoiced is recognised as accrued income. When assessing the value of accrued income management considers factors including selling price, the ageing profile and historical experience. Revenue that has been invoiced but that does not meet the recognition criteria is deferred and any related direct costs are recognised as work in progress.

Interest income
Interest income is recognised as it accrues using the effective interest rate method.

Exceptional items

Items which are significant by virtue of their size or nature and which are considered non-recurring are classified as exceptional items. Such items are included within the appropriate profit and loss account category and disclosed on the face of the profit and loss account. Furthermore, they are highlighted separately in the notes to the financial statements. Exceptional items are excluded from the underlying profit measures used by the board to monitor and measure the underlying performance of the Group (see note 5 to the financial statements).

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Employee benefits

The Group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

Short-term benefits
Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

Annual bonus plans
The Group operates a number of annual bonus plans for employees. An expense is recognised in the profit and loss account when the Group has a legal or constructive obligation to make payments under the plans as a result of past events and a reliable estimate of the obligation can be made.

Defined contribution pension plans
The Group operates a number of country-specific defined contribution plans for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

Defined benefit pension plans
The Group operates defined benefit plans for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the reporting date less the fair value of the plan assets at the reporting date.

The defined benefit obligation is calculated using the projected unit credit method. Annually the Group engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating the estimated period of the future payments (‘discount rate’).

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Group’s policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as ‘Re-measurement of net defined benefit liability’.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

i. the increase in pension benefit liability arising from employee service during the period; and

ii. the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as ‘Finance expense’.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Employee benefits *(continued)*

Termination benefits
Any payments awarded to individuals where the group decides to terminate employee's employment by way of legislation, contractually or other agreements, are determined to be termination benefits. The group recognises a corresponding liability and expense when it has demonstrably committed either the terminating before the normal retirement date, or as a result of an offer made in order to encourage voluntary redundancy.

Either of these will be deemed as demonstrably committed when communicated in a formal plan for the termination and is without realistic possibility of withdrawal from the plan.

Such payments are measured at the expected expenditure required to be settled at the reporting date. Where these are due more than 12 months after the end of the reporting period they shall be measured at their discounted present value.

Share-based payments

The Group operates two share scheme awards as part of the Management Incentive Plan (MIP) for directors and senior executives employed by subsidiaries of the Group. This is in addition to their annual salary, other benefits, and bonus. The two schemes are MIP B share and MIP C share, and the purpose of these awards is to incentivise and encourage retention of staff. At the discretion of the Remuneration Committee (RemCo), awards are granted to directors and senior executives to subscribe to the B and C ordinary shares of AI Wertheimer Holdco UK Limited (AIW Holdco), an intermediate holding company within the Group, these shares are held in and by the Williams Lea Tag Employee Benefit Trust (WLT EBT).

Prior to 2023, no charge has been recognised in the Consolidated profit and loss account in respect of awards granted, as the annual and cumulative charge for each of the past years' was assessed as immaterial in relation the operation of the scheme. The sale of the Tag business triggered an acceleration in the vesting of a certain group of MIP C share awards, resulting in an increase in the cumulative charge, in which management consider as material in the current reporting year. As a result, MIP charge is recognised for the first time in the Group's 2023 financial statement, with no restatement to prior periods.

Both, MIP B share and MIP C share schemes are equity-settled arrangements. In accordance with FRS 102, equity-settled share-based payments are measured at the fair value of the equity instruments, which is determined at the grant date. The fair value is recognised as a charge over the vesting period/s of the awards, in the Consolidated profit and loss account, based on an estimate of the number of shares that are ultimately expected to vest at each reporting period. Estimation factors include length of vesting period, length of service employment and non-market performance conditions such as an Exit event. Estimates are reviewed for changes and revised at each reporting date. On the vesting date, the estimate is revised to reflect the actual number of equity instruments that has vested. Therefore, changes in expectations of the estimates can lead to the recognition of different amounts in different periods and the reversal of previously recognised share-based payment expenses.

Market vesting conditions and non-vesting conditions are taken into account when calculating the fair value of the equity instruments at grant date, these factors are not subsequently adjusted, regardless of the outcome of the market or non-vesting condition.

The Group has no cash-settled arrangements.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Taxation

Taxation expense for the year comprises current and deferred tax recognised in the reporting year. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

Current tax
Current tax is the amount of income tax payable/receivable in respect of the taxable profit/loss for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax
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. 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.

The entity applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to Section 29 issued in July 2023.

Business combinations and goodwill

Business combinations are accounted for by applying the purchase method of accounting. The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

Contingent consideration is initially recognised at estimated amounts where the consideration is probable and can be measured reliably. Where (i) the contingent consideration is not considered probable or cannot be reliably measured but subsequently becomes probable and measurable or (ii) contingent consideration previously measured is adjusted, the amounts are recognised as an adjustment to the cost of the business combination.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Business combinations and goodwill *(continued)*

On acquisition, goodwill is allocated to cash-generating units ('CGU's') that are expected to benefit from the combination.

Goodwill is amortised over its expected useful lives which is estimated to be 10 or 20 years. Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the profit and loss account. No reversals of impairment are recognised.

Other intangible assets

Other intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses.
Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

- Brand	7 - 15 years
- Customer relationships	15 years
- Technology platforms	3 - 5 years

Intangible assets under development are not amortised until they are brought into use, at which point they are transferred into the appropriate intangible asset category above. Amortisation is included in administration expenses in the profit and loss account.

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

Intangible assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

Costs associated with maintaining technology platforms are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- the expenditure attributable to the software during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Tangible assets

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs.

Buildings - leasehold improvements
Buildings include short leasehold improvements and are stated at cost less accumulated depreciation and accumulated impairment losses.

Plant and machinery and computer and office equipment
Plant and machinery and computer and office equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation and residual values
Depreciation on assets is calculated, using the straight-line method, to allocate the depreciable amount to their residual values over their estimated useful lives, as follows:

- Buildings	over the period of the lease
- Plant and machinery	10 – 15 years
- Computer and office equipment	3 – 8 years

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Subsequent additions and major components
Subsequent costs, including major inspections, are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the Group and the cost can be measured reliably.

The carrying amount of any replaced component is derecognised. Major components are treated as a separate asset where they have significantly different patterns of consumption of economic benefits and are depreciated separately over its useful life.

Repairs, maintenance and minor inspection costs are expensed as incurred.

Assets in the course of construction
Assets in the course of construction are stated at cost. These assets are not depreciated until they are available for use.

De-recognition
Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in profit or loss within operating profit or loss.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Leased assets

At inception the Group assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases.

Operating leased assets
Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in profit or loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

Goodwill is allocated on acquisition to the cash generating unit expected to benefit from the synergies of the combination. Goodwill is included in the carrying value of cash generating units for impairment testing.

Inventories

All inventories are stated at the lower of cost and estimated selling price less costs to sell. The cost is recognised as an expense in the period in which the related revenue is recognised.

Raw materials, consumables and goods for resale
Cost is determined on the first-in, first-out (FIFO) method. Cost includes the purchase price, including taxes and duties and transport and handling directly attributable to bringing the inventory to its present location and condition.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Inventories *(continued)*

Raw materials, consumables and goods for resale (continued)
At the end of each reporting period inventories are assessed for impairment. If an item of inventory is impaired, the identified inventory is reduced to its selling price less costs to complete and sell and an impairment charge is recognised in the profit and loss account. Where a reversal of the impairment is required the impairment charge is reversed, up to the original impairment loss, and is recognised as a credit in the profit and loss account.

Work in progress and finished goods
Cost of work in progress and finished goods includes all costs incurred in bringing each product and service to its present location and condition. Cost includes direct materials, labour plus attributable overheads based on a normal level of activity.

Amounts recoverable on contracts

Direct incremental costs incurred on contracts prior to and during service commencement and reimbursable during the contract are included in amounts recoverable on contracts and amortised over the life of the contract.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

Provisions and contingencies

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations might be small. In particular, restructuring provisions are recognised when the Group has a detailed, formal plan for the restructuring and has raised a valid expectation in those affected by either starting to implement the plan or announcing its main features to those affected and therefore has a legal or constructive obligation to carry out the restructuring. Provision is not made for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Financial instruments

The Group has chosen to adopt sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets
Basic financial assets and liabilities, including trade and other receivables, cash and bank balances, trade and other payables and loans from fellow Group companies are recognised at transaction price, unless the arrangement constitutes a financing transaction. The Group currently has no such financing transactions.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities
Basic financial liabilities, including trade payables and other payables, bank loans and loans from fellow Group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is recognised in profit or loss.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Financial instruments *(continued)*

Financial liabilities (continued)
Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless they are included in a hedging arrangement.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting
Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Distributions to equity holders

Dividends and other distributions to the Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

Related party transactions

The Group discloses transactions with related parties which are not wholly owned within the same Group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the Group financial statements.

Notes to the financial statements *(continued)*

2 Accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Accounting judgements

Management exercises judgement when making decisions on the accounting policies to apply in the preparation of this financial statement, and some judgements have significant effects on the amounts recognised. The judgements which have the most significant effects on the amounts is as follows:

Exceptional items
Management applies judgement when determining whether a transaction should or should not be classified as an exceptional item, and this has an impact on EBITDA. The internal Exceptional items policy frames the judgements made by management and these judgements are approved by the Executive Committee and the Board.

Key sources of estimation uncertainty

The preparation of this financial statement also requires management to make certain assumptions and estimates that may affect the amounts of the assets and liabilities included in the balance sheet, as well as the amounts of income and expenses in the profit and loss account. The resulting accounting estimates will, by definition, seldom equal the actual results.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are as follows:

Technology platforms
Development expenditure on internal technology platforms is capitalised in accordance with the accounting policy for intangible assets. Initial capitalisation is based on management's judgement that technical and economic feasibility is confirmed, usually when a development project has reached a defined milestone. In determining the amounts to be capitalised, management makes an estimate regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.

Income taxes
The Group has operating activities around the globe and is subject to local tax laws. Management uses estimates in calculating the amounts of current and deferred taxes in the relevant countries. Although management believes that it has made a reasonable estimate in relation to tax matters that are inherently uncertain, there can be no guarantee that the actual outcome of these uncertain tax matters will correspond exactly to the original estimate made. Any difference between the actual outcomes of these uncertain tax matters could have an effect on the tax liabilities and deferred taxes in the period in which the matter is finally decided.

Impairment of intangible assets and goodwill
At each reporting date, the Group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified, an estimate of the recoverable amount of the relevant cash generating units (CGUs) is required to determine the need for any impairment charges. This requires an estimation of the future cash flows of the CGUs and the selection of appropriate discount rates in order to calculate the net present value of those cash flows.

Notes to the financial statements *(continued)*

3 Revenue

The table below sets out an analysis of the Group's revenue by geography and business operation.

	Business support services 2023 €'000	**Marketing activation platform 2023 €'000**	**Total 2023 €'000**	**Business support services 2022 €'000**	**Marketing activation platform 2022 €'000**	**Total 2022 €'000**
UK, Rest of Europe, Middle East and Africa	145,767	82,930	**228,697**	130,121	191,051	321,172
Americas	214,183	130,605	**344,788**	206,248	309,543	515,791
Asia-Pacific	54,727	104,092	**158,819**	55,846	180,031	235,877
Total revenue	414,677	317,627	**732,304**	392,215	680,625	1,072,840

Marketing activation platform revenue mainly relates to revenue in Tag entities disposed, but also includes revenue earned by retained Williams Lea entities.

4 EBITDA and net operating expenses

Group EBITDA (Earnings before interest, tax, depreciation and amortisation) is calculated as follows:	**2023 €'000**	**2022 €'000**
Revenue	**732,304**	1,072,840
Net operating costs	**(759,435)**	(1,076,824)
Operating loss	**(27,131)**	(3,984)
Depreciation, amortisation and impairment	**23,298**	39,577
Exceptional items	**46,440**	23,574
EBITDA	**42,607**	59,167

Net operating expenses of the Group, including exceptional items (note 5), comprise:	**2023 €'000**	**2022 €'000**
Cost of sales	**568,973**	862,956
Administration expenses	**196,462**	225,762
Other operating income	**(6,000)**	(11,894)
Net operating costs	**759,435**	1,076,824

Notes to the financial statements *(continued)*

5 Exceptional items

Exceptional items included within net operating expenses (note 4) are categorised as follows:	**2023 €'000**	**2022 €'000**
Recruitment costs	**31**	93
Severance costs	**1,882**	4,807
Other staff costs	**4,670**	6,132
Legal, professional and consultancy fees	**29,291**	10,685
System separation and implementation costs	**4,323**	1,476
Other reorganisation costs	**6,243**	381
Total	**46,440**	23,574

Exceptional items incurred during the year comprised:
• business transformation and restructuring which included costs to complete the separation of Williams Lea and Tag into two independent business units and insourcing of back office finance functions; and
• professional fees for legal, accounting and tax advice relating to the sale of Tag on 30 June 2023 and a strategic review of the Williams Lea business

6 Operating loss

Operating loss is stated after charging/(crediting)	**2023 €'000**	**2022 €'000**
Wages and salaries	**338,525**	389,029
Social security costs	**23,739**	29,206
Other pension costs	**10,352**	11,629
Share-based payments	**8,585**	-
Total staff costs	**381,201**	429,864
Operating lease rentals	**12,395**	18,352
Net foreign exchange losses	**1**	-
Exceptional items (note 5)	**46,440**	23,574
Amortisation and impairment of intangible fixed assets	**20,159**	33,903
Depreciation and impairment of tangible fixed assets	**3,139**	5,674
Loss on disposal of tangible and intangible fixed assets	**1,332**	410
Impairment of trade receivables/(reversal of impairment)	**975**	(518)

Notes to the financial statements *(continued)*

6 Operating loss *(continued)*

Auditors' remuneration:	**2023 €'000**	**2022 €'000**
Audit of the Company and the Group consolidated financial statements	**2,033**	1,639
Amounts receivable by the Company's auditors and their associates in respect of:		
Audit of the Company's subsidiaries	**154**	486
Tax and other advisory services	**6,051**	2,606
Tax compliance services	**1,620**	751

7 Discontinued operations

Financial year 2023

Sale of Tag business

On 7 March 2023, Advent entered into an agreement to sell the Group's Tag business to Dentsu Group Inc ('Dentsu') and the sale completed on 30 June 2023. The sale of the Tag business is accounted as a single disposal group in these Group financial statements and the related goodwill and acquisition purchase price allocation are included in the carrying value of the disposal group's net assets.

The pre-sale financial performance of the Tag business is presented in the Consolidated profit and loss account as discontinued operations in both, current and prior year. Transaction costs of €4.2m and €17.7m which are directly related to the sale of Tag business are recognised in the exceptional items line of the profit and loss account, in 2022 and 2023 respectively.

There are no other comprehensive income or expense items related to the Tag business which are recycled to the profit and loss account as part of this disposal. A total of €4.8m of accumulated foreign exchange loss associated to Tag business at the point of sale, is transferred to retained earnings.

The provisional cash consideration and intercompany settlement received at completion was updated for customary adjustments prior to the finalisation of these Group financial statements by €3.3m and €2.8m respectively. A reconciliation of the gain on disposal of Tag business is set out below:

	2023 €'000
Provisional cash consideration received	**527,594**
Cash received for intercompany payables settlement	**46,682**
Cash proceeds received before customary adjustments	**574,276**
Accrued customary adjustment to cash consideration	**(3,344)**
Accrued customary adjustment to intercompany settlement	**(2,793)**
Sale proceeds after customary adjustments	**568,139**
Cash proceeds received before customary adjustments	**574,276**
Less: Cash derecognised on disposal	**(18,937)**
Total cash proceeds received net of cash derecognised on disposal	**555,339**

Notes to the financial statements *(continued)*

7 Discontinued operations *(continued)*

Gain on disposal

Consideration received for equity including customary adjustment	**524,250**
Net assets derecognised on disposal*	**(83,950)**
Gross gain on disposal	**440,300**
Transaction costs (incurred in 2022 and 2023)	**(21,887)**
Tax on gain on disposal	**(27,399)**
Total net gain on disposal of Tag business	**391,014**

*Net assets derecognised on disposal includes intercompany payable of €43.9m, which is eliminated on consolidation prior to disposal.

Financial year 2022

Sale of CCM
As part of the Group's strategy to streamline operations, the Group sold its investment in WL CCM Limited ('CCM') on 1 April 2022 for a cash consideration of €10.2m. CCM provided secure personalised customer communications through a transactional print service with limited back office integration into the Group. In 2022, CCM contributed post-tax profits of €0.2m. The net assets at the date of disposal were €5.1m and a profit on disposal of €5.1m was recognised in the profit and loss account.

8 Employees and directors

Employees
The average monthly number of persons (including directors) employed by the Group during the year was as follows:

	Number of employees	
	Group 2023	**Group 2022**
Business support services	**6,464**	6,089
Marketing activation platform	**1,151**	2,431
Administration	**635**	674
	8,250	9,194

Key management compensation

Key management includes the directors and members of senior management which includes directors of group companies. The compensation paid or payable to key management for employee services during the year was €10.5m (2022: €6.0m).

Notes to the financial statements *(continued)*

9 Interest receivable and similar income

	2023 €'000	2022 €'000
Bank interest receivable	**-**	34
Net foreign exchange gains	**1,697**	-
Other interest receivable	**135**	29
	1,832	63

Net foreign exchange gains include €4.7m of foreign exchange losses related to Tag business (presented in discontinued operations in the Consolidated profit and loss account).

10 Interest payable and similar expenses

	2023 €'000	2022 €'000
Senior bank loan interest	**29,579**	21,262
Amortisation of capitalised bank fees	**6,834**	2,870
Payment in kind loan interest	**-**	4,370
Net interest on post-employment benefits	**355**	169
Interest on receivables factoring	**8,644**	9,978
Net foreign exchange losses	**-**	3,983
Other interest payable	**1,397**	2,816
	46,809	45,448

Notes to the financial statements *(continued)*

11 Tax on profit or loss for the year

Analysis of charge/(credit) in year	2023 €'000	2022 €'000
UK corporation tax		
Current tax on income for the year	**(57)**	-
Adjustments in respect of previous periods	**206**	788
Foreign tax		
Current tax on income for the year	**38,200**	6,796
Adjustments in respect of previous periods	**2,857**	(1,093)
Total current tax	**41,206**	6,491
Deferred tax		
Origination and reversal of timing differences	**480**	5,562
Adjustments in respect of previous periods	**(3,405)**	(1,145)
Effect of changes in tax rates	**547**	755
Total deferred tax	**(2,378)**	5,172
Tax charge on profit/(loss) on ordinary activities	**38,828**	11,663

Factors affecting the tax charge for the current year
The Group's income tax charge for the year differed from the amount that would have resulted from applying the statutory rate of corporation tax in the UK to the Group's loss before tax for the reasons explained below.

Total tax reconciliation	2023 €'000	2022 €'000
Profit/(loss) before taxation	**368,192**	(44,256)
Income tax charge/(credit) at UK corporation tax rate of 23.52% (2022: 19.00%)	**86,599**	(8,409)
Effects of:		
Tax on disposal of operations	**(75,159)**	-
Expenses not deductible for tax purposes	**12,748**	7,900
Tax rate differences	**547**	755
Effect of different foreign tax rates	**7,994**	4,298
Adjustments in respect of previous periods	**(341)**	(1,450)
Deferred tax assets not recognised	**8,569**	11,772
Utilisation of previously unrecognised deferred tax assets	**(54)**	(788)
Foreign exchange and consolidation adjustments	**(2,075)**	(2,415)
Total tax charge	**38,828**	11,663

Notes to the financial statements *(continued)*

11 Tax on profit or loss for the year *(continued)*

Factors that may affect future current and total tax charges
The Company is incorporated in Jersey, where the tax rate is 0%, however it is tax resident in the UK. As such the tax rate used in the tax reconciliation for the year is the UK corporation tax rate of 23.52% (2022: 19.00%) reflecting the average rate for the year.

The UK corporation tax rate increased to 25% from 1st April 2023. This rate has been used to value UK deferred tax assets and liabilities.

The effect of different foreign tax rates is due mainly to US State taxes on the disposal of operations.

International Tax Reform
To give effect to the OECD consensus on global minimum tax (Pillar Two BEPS), the UK on 11 July 2023 enacted Finance (No. 2) Act 2023, introducing a Multinational Top-up Tax (MTT) with effect from 1 January 2024. The Company expects to be in the scope of this legislation. MTT may be charged on the Company or its subsidiaries wordwide which are taxed at a rate below the minimum effective tax rate of 15%.

Using FY23 continuing operations as a basis, the Company estimates that Pillar Two would have had an immaterial tax impact on continuing operations. The development of further guidance and legislation will be monitored by management to assess the potential impact on the Group.

The entity applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to Section 29 issued in July 2023.

Notes to the financial statements *(continued)*

12 Intangible assets

	Goodwill	Brands	Customer relationships	Technology platforms	Intangible assets under development	Total
	€'000	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**
At 1 January 2023	137,706	79,900	85,900	70,418	9,054	382,978
Additions	-	-	-	3,185	2,987	6,172
Disposed of in business combinations	(87,326)	(54,226)	(22,600)	(30,027)	(951)	(195,130)
Disposals	-	-	-	(15,150)	(125)	(15,275)
Transfers	-	-	-	10,139	(10,139)	-
Foreign currency translation adjustment	-	-	-	702	220	922
At 31 December 2023	50,380	25,674	63,300	39,267	1,046	179,667
Accumulated amortisation						
At 1 January 2023	31,704	27,272	29,534	57,746	-	146,256
Charge for year	6,638	3,557	4,663	5,301	-	20,159
Disposed of in business combinations	(25,987)	(20,184)	(12,804)	(18,923)	-	(77,898)
Disposals	-	-	-	(14,485)	-	(14,485)
Foreign currency translation adjustment	-	-	-	406	-	406
At 31 December 2023	12,355	10,645	21,393	30,045	-	74,438
Net book value						
At 31 December 2023	**38,025**	**15,029**	**41,907**	**9,222**	**1,046**	**105,229**
At 31 December 2022	106,002	52,628	56,366	12,672	9,054	236,722

The net book value of brands includes the following material items:	2023 €'000	2022* €'000
Williams Lea brand	**14,965**	50,311

* 2022 total relates to the Williams Lea Tag brand

The directors consider each acquisition separately for the purpose of determining the amortisation period of any goodwill that arises. Goodwill arising on the acquisition of AI Wertheimer Parentco UK Limited and its subsidiaries, the Williams Lea Tag Group on 30 November 2017 is being amortised evenly over the directors' estimate of its useful life of 20 years. Goodwill arising on the 2022 acquisition of Intelligent Office is being amortised over the directors' estimated useful life of 10 years for each acquisition.

As part of the disposal of Tag, intangible assets with a net book value of €117.2m were disposed of. This is a combination of Goodwill and intangible assets recognised on consolidation from prior acquisitions that have been allocated to the Tag business and technology platforms and intangible assets under development recognised in entities that were sold.

The Group assesses at each reporting date whether there are any indicators that the carrying values of intangible assets may be impaired. Certain design costs amounting to €nil (2022: €8.0m) which related to technology no longer being developed by the Group were impaired during the year. There were no other impairment indicators as at 31 December 2023 for the Group.

Notes to the financial statements *(continued)*

13 Tangible assets

	Buildings €'000	Plant and machinery €'000	Computer and office equipment €'000	Assets in the course of construction €'000	Total €'000
At 1 January 2023	15,591	8,754	17,780	427	42,552
Additions	1,418	511	1,188	911	4,028
Disposed of in business combinations	(5,771)	(2,154)	(9,022)	(264)	(17,211)
Disposals	(4,039)	(968)	(4,796)	(57)	(9,860)
Reclassification	263	(3,269)	3,006	-	-
Transfers	188	16	812	(1,016)	-
Foreign currency translation adjustment	(425)	22	(78)	20	(461)
At 31 December 2023	7,225	2,912	8,890	21	19,048
Accumulated depreciation					
At 1 January 2023	8,884	7,253	11,872	-	28,009
Charge for year	1,306	296	1,537	-	3,139
Disposed of in business combinations	(2,823)	(1,571)	(6,915)	-	(11,309)
Disposals	(3,205)	(786)	(3,947)	-	(7,938)
Reclassification	(1,534)	(2,328)	3,862	-	-
Foreign currency translation adjustment	(7)	(368)	61	-	(314)
At 31 December 2023	2,621	2,496	6,470	-	11,587
Net book value					
At 31 December 2023	**4,604**	**416**	**2,420**	**21**	**7,461**
At 31 December 2022	6,707	1,501	5,908	427	14,543

The net book amount of buildings comprises:	Group 2023 €'000	Group 2022 €'000
Short leasehold improvements	**4,604**	6,707

Notes to the financial statements *(continued)*

14 Inventories

	2023 €'000	2022 €'000
Raw materials and consumables	**40**	54
Work in progress	**28**	9,021
Finished goods and goods for resale	**970**	1,112
	1,038	10,187

There is no significant difference between the replacement cost of the inventory and its carrying amount.

15 Debtors

	2023 €'000	2022 €'000
Trade debtors	**23,567**	131,303
Other debtors	**3,395**	12,774
Prepayments and accrued income	**3,223**	46,324
Corporation tax assets	**(831)**	4,556
Deferred tax assets (note 21)	**13,324**	17,940
	42,678	212,897
Trade debtors are stated after deducting provisions for impairment of	**(1,270)**	(954)
Other debtors includes amounts falling due after more than one year of	**2,368**	5,710

Other debtors falling due after more than one year include rent and dilapidation deposits on property.

The Group has access to a receivables financing and accelerated payments scheme. The outstanding value of the accelerated payments scheme at 31 December 2023 was €26.9m (2022 - €56.1m). A discount rate is charged per the face value of the invoice per 30 days.

16 Creditors: amounts falling due within one year

	2023 €'000	2022 €'000
Revolving credit facility (note 18)	**14,223**	12,250
Acquisition facility (note 18)	**(406)**	35,451
Trade creditors	**15,918**	93,027
Corporation tax	**1,876**	5,202
Other taxation and social security costs	**2,446**	4,008
Other creditors	**7,551**	32,783
Accruals and deferred income	**32,238**	86,629
	73,846	269,350

Notes to the financial statements *(continued)*

16 **Creditors: amounts falling due within one year** *(continued)*

Accruals and deferred income at 31 December 2023 includes an amount of €2.7m (US$ 2.9m) (2022 - €2.8m (US$3.0m)) in relation to a legal claim made against a subsidiary of the Group in 2020 for breach of employment practices in the State of California. Mediation proceedings were entered into with the claimant during 2021 and a settlement proposal amounting to US$2.9m agreed in principle. The claim was settled in March 2024 for the amount recognised at 31 December 2023.

Acquistion facility balance due within one year relate to amortisation of loan fees.

17 Creditors: amounts falling due after more than one year

	2023	**2022**
	€'000	**€'000**
Senior bank loans (note 18)	**189,867**	308,633
Other creditors	**1,898**	6,224
Derivative financial instruments	**6,495**	6,768
	198,260	321,625

Other creditors
Other creditors includes contingent consideration payable on the Group's acquisitions.

Derivative financial instruments
The Group entered a series of replacement cross currency interest rate swap transactions effective 29 February 2020 to receive interest at EURIBOR and pay interest at a fixed percentage rate. The swaps were based on a principal amount of €75.0m, being 75% of the Group's existing Euro senior bank loans at that time and had a maturity date of February 2022. The maturity of the swaps have subsequently been extended, with €25.0m maturing in May 2024 and €50.0m maturing in June 2026. The instruments are used to hedge the Group's exposure to interest rate on a proportion of its senior debt. The hedging arrangements fixed the total interest payable on the proportion of debt hedged to an average rate of 11% during the year. Payments are made quarterly on the interest rate swaps, until maturity, and on the senior loan payments are made either quarterly or semi-annually, at the discretion of the Group. The fair value of the swaps is €6.5m (€6.8m). During 2023, a gain of €0.3m (2022: €1.2m loss) was recognised in the profit and loss account.

Notes to the financial statements *(continued)*

18 Loans and other borrowings

	Revolving credit facility (note 16) €'000	Acquisition facility (note 16) €'000	Senior bank loans (note 17) €'000	Total €'000
Capital				
At 1 January 2023	13,449	36,104	310,000	359,553
Capitalised interest	-	-	3,741	3,741
Drawdowns	23,611	-	-	23,611
Repayments	(21,340)	(37,029)	(125,000)	(183,369)
Foreign currency translation adjustment	(720)	925	-	205
At 31 December 2023	15,000	-	188,741	203,741
Issue costs				
At 1 January 2023	(1,199)	(653)	(9,737)	(11,589)
New borrowings	(300)	(137)	(1,900)	(2,337)
Amortisation for year	722	384	5,728	6,834
Foreign currency translation adjustment	-	-	(34)	(34)
At 31 December 2023	(777)	(406)	(5,943)	(7,126)
Amortised cost adjustment				
At 1 January 2023	-	-	8,370	8,370
Change in year	-	-	(1,301)	(1,301)
At 31 December 2023	-	-	7,069	7,069
Net loans and other borrowings				
At 31 December 2023	**14,223**	**(406)**	**189,867**	**203,684**
At 31 December 2022	12,250	35,451	308,633	356,334

Net loans and other borrowings are repayable as follows:

Within one year	14,759	(123)	5,268	19,904
Between two to five years	(536)	(283)	184,599	183,780
	14,223	**(406)**	**189,867**	**203,684**

Senior bank loans

In May 2022, the Group signed a new financing agreement and completed a refinancing of its existing borrowings whereby a new funding structure was put in place including a financing facility of €310.0m and a further acquisition facility of €50.0m both repayable in 2027. The existing senior bank loans of €120.0m were repaid in full on 10 May 2022. Interest under this facility was charged at a rate of EURIBOR (subject to 0% floor when EURIBOR is less than zero) plus a ratchet margin of 6.25% - 7.00% depending on the leverage ratio. The loans are secured by charges over several of the Group's trading subsidiaries.

Notes to the financial statements *(continued)*

18 Loans and other borrowings *(continued)*

On June 30 2023, following the disposal of Tag, the existing facility was amended providing a financing facility of €185.0m and a further acquisition facility of €13.7m. On this date €125.0m of the financing facility and €37.0m of the acquisition facility were repaid. Interest after repayment is charged at a rate of EURIBOR plus a ratchet margin of 6.5% - 7.25% depending on the leverage ratio. In December 2023 interest of €3.7m (€2022: nil) was capitalised, resulting in a balance of €188.7m at 31 December 2023 (2022: €310.0m).

Revolving credit facility
In May 2022 the Group entered into a revolving credit facility of €40.0m maturing in 2025 with interest to be charged at variable interest rates. In June 2023 the size of the revolving credit facility of €40.0m repayable in 2025 was reduced to €30.0m and the term extended to 2026. Drawdowns on the revolving credit facility as at 31 December 2023 totalled €15.0m (2022: €13.4m).

19 Post-employment benefits

Defined contribution pension schemes
The Group operates a number of country-specific defined contribution plans for its employees. The pension charge for the year represents contributions payable by the Group to the plans and amounted to €10.4m (2022: €11.6m). There were no outstanding or prepaid contributions as at 31 December 2023 (2022: €nil). The plan's assets are held separately from the Group in independently administered funds.

Defined benefit schemes
The Group also operates a number of country-specific defined benefit schemes for its employees, in the UK, Germany and India. Details of the material Group schemes are disclosed below.

a. UK defined benefit bridging pension scheme
The UK Group funds a bridging pension scheme for certain former employees of The Stationery Office Limited who were made redundant between the ages of 50 and 60, with entitlements structured on age and service. The arrangement is closed to further accrual. The scheme was valued by a qualified independent actuary at 31 December 2023, using the assumptions below.

	2023	**2022**
Valuation assumptions		
Long term inflation assumption	**2.50%**	2.45%
Rate of increase in pensions in payment	**2.50%**	2.45%
Discount rate	**4.50%**	4.80%

The long term inflation and pension increases assumptions are based on CPI.

The post-retirement mortality assumptions used are based on the S3PXA CMI 2022 1.25% LTR and are as follows:

	2023	**2022**
Life expectancy from age 60	**Years**	**Years**
Males currently aged 60	**86.0**	86.6
Female currently aged 60	**88.8**	89.2

Notes to the financial statements *(continued)*

19 Post-employment benefits *(continued)*

b. The movements on the Group defined benefit pension scheme net liabilities during the year, by country, were as follows:

	UK €'000	Germany €'000	India €'000	Group €'000
At 1 January 2023	5,413	460	945	6,818
Disposed of in business combinations	-	(307)	(274)	(581)
Additional amounts provided	-	-	255	255
Charged/(credited) to other comprehensive income	47	(41)	63	69
Interest cost	251	-	104	355
Amounts paid	(566)	(1)	(262)	(829)
Foreign exchange adjustment	114	25	(232)	(93)
At 31 December 2023	**5,259**	**136**	**599**	**5,994**

Analysis of profit and loss charge:	2023 €'000	2022 €'000
Current service cost	**255**	307
Interest cost	**355**	169
	610	476

Movement on plan assets:	€'000
At 1 January 2023	542
Employer contribution	494
Interest income	43
Return on plan assets, less interest income	(28)
Benefits paid	(220)
Disposed of in business combination	(255)
Other movements	(12)
At 31 December 2023	**564**

Actual return on plan assets:	2023 €'000	2022 €'000
Interest income	**43**	30
Return on plan assets, less interest income	**(28)**	(2)
	15	28

Fair value of plan assets:	2023 €'000	2022 €'000
Assets under insurance schemes	**564**	542

Notes to the financial statements *(continued)*

20 Provisions for other liabilities

	Deferred tax (note 21) €'000	Dilapidations and onerous leases €'000	Onerous contracts €'000	Employee benefits €'000	Total €'000
At 1 January 2023	4,655	1,040	3,146	5,160	14,001
Disposed of in Business combinations	(4,642)	(237)	(3,328)	(1,404)	(9,611)
Amounts utilised	-	(492)	(1,320)	(2,299)	(4,111)
Charge/(credit) to the profit and loss account:					
Additional amounts provided	-	386	1,893	3,337	5,616
Amounts released unused	(7,241)	(538)	(364)	(175)	(8,318)
Transfer to deferred tax assets	7,228	-	-	-	7,228
Foreign exchange translation adjustment	-	(7)	65	(279)	(221)
At 31 December 2023	**-**	**152**	**92**	**4,340**	**4,584**

Dilapidations and onerous leases
As part of the Group's property leasing arrangements there is an obligation to restore property to its original condition at the end of the lease. The expected cost is charged to profit and loss at the start of the lease and deferred in its entirety. This deferred expenditure is amortised on a straight-line basis over the term of the lease. The provision is expected to be utilised between 2024 and 2029 as the leases terminate.

Onerous contracts
The Group regularly assesses its client and supplier contracts to ensure that the expected economic benefits exceed the unavoidable costs of meeting the Group's obligations under those contracts. Where costs to fulfil a contract are determined as exceeding the economic benefits, an immediate charge is made to profit and loss.

Employee benefits
Employee benefits includes provision for long service leave for the Group's employees in Australia and provision for a non-qualified deferred compensation plan for employees in the US. Employees decide how much they wish to defer from receipt as income and select the funds in which those funds should be invested. There is no employer investment involvement and no funding assumptions are required. There are a number of different benefit schemes across different regions, with the expectation to be utilised by 2030.

Notes to the financial statements *(continued)*

21 Deferred tax

The elements of the deferred tax assets and provisions are as follows:	**2023 €'000**	**2022 €'000**
Asset (note 15)		
Accelerated capital allowances	**827**	3,047
Other timing differences	**786**	4,519
Tax losses	**1,957**	7,276
Post-employment benefits	**1,315**	1,353
Provisions for other liabilities	**1,211**	1,745
Acquired intangible assets	**7,228**	-
	13,324	17,940
Provisions (note 20)		
Acquired intangible assets	**-**	4,655

	Acquired intangible assets €'000	**Tax losses €'000**	**Capital allowances €'000**	**Post-employment benefits €'000**	**Other timing differences €'000**	**Total €'000**
At 1 January 2023	(4,655)	7,276	3,047	1,353	6,264	13,285
Credit/(charge) to the profit and loss for the year	7,241	(3,209)	(147)	(41)	(4,871)	(1,027)
Adjustments in respect of previous periods	-	1,461	(832)	3	2,773	3,405
Disposal of businesses	4,642	(3,571)	(1,240)	-	(2,169)	(2,338)
Foreign exchange translation adjustment	-	-	(1)	-	-	(1)
At 31 December 2023	**7,228**	**1,957**	**827**	**1,315**	**1,997**	**13,324**

The net deferred tax asset expected to reverse in 2024 is €1.8m. This relates to the amortisation of acquired intangibles, which comprised of goodwill, brands, customer relationships and technology platforms of €1.6m and the utilisation of tax losses in the US and Singapore of €0.2m.

The Group has €207m (2022: €222m) gross value of unrecognised UK losses and other tax attributes carried forward including €71m (2022: €34m) of interest disallowed and available for reactivation. Recognition of these assets in their entirety would result in an increase in the reported deferred tax asset of €52m (2022: €55m).

Notes to the financial statements *(continued)*

22 Financial instruments

	2023 €'000	2022 €'000
Financial assets that are debt instruments measured at amortised cost		
Trade debtors	**23,567**	131,303
Other debtors	**3,395**	12,774
	26,962	144,077
Financial liabilities measured at fair value through profit or loss		
Derivative financial instruments	**6,495**	6,768
Financial liabilities measured at amortised cost		
Revolving credit facility	**14,223**	12,250
Acquisition facility	**(406)**	35,451
Senior bank loan	**189,867**	308,633
Trade creditors	**15,918**	93,027
Accruals	**32,238**	86,629
Other creditors	**9,449**	39,007
	261,289	574,997

23 Called up share capital

Ordinary shares of €0.01 each	**2023 Number 000s**	**2023 €'000**	**2022 Number 000s**	**2022 €'000**
Allotted, called up and fully paid				
At 31 December	**14,810,706**	**148,107**	14,810,706	148,107

The ordinary shares issued by the Company have full voting, dividend and capital distribution rights. They do not confer any rights of redemption.

24 Capital and other commitments

The Group had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	2023 €'000	2022 €'000
Not later than one year	**6,995**	13,517
Later than one year and not later than five years	**11,478**	24,841
Later than five years	**1,776**	3,591
	20,249	41,949

Notes to the financial statements *(continued)*

25 Notes to the cash flow statement

	2023 €'000	2022 €'000
Profit/(loss) for the financial year	**329,364**	(55,919)
Adjustments for:		
Tax on profit/(loss)	**38,828**	11,663
Net interest expense	**44,977**	45,385
Profit on disposal of operations	**(440,300)**	(5,113)
Operating loss	**(27,131)**	(3,984)
Amortisation and impairment	**20,159**	33,903
Depreciation and impairment	**3,139**	5,674
Loss on disposal of tangible and intangible assets	**1,332**	410
Share-based payments	**8,585**	-
Other write-offs	**3,273**	-
Impairment of trade receivables/(reversal of impairment)	**975**	(518)
Post-employment benefits less payments	**(829)**	(625)
Other provisions less payments	**428**	(5,163)
	9,931	29,697
Working capital movements:		
Decrease/(increase) in inventories	**5,800**	(5,360)
Decrease/(increase) in debtors	**11,873**	(2,121)
Decrease in creditors	**(21,132)**	(9,134)
Net cash from operating activities	**6,472**	13,082

Analysis of changes in net debt

	At beginning of year €'000	Cash flow €'000	Other non-cash changes €'000	Foreign exchange adjustment €'000	At end of year €'000
Cash and cash equivalents	53,023	(17,675)	-	(1,801)	**33,547**
Revolving credit facility (net of issue costs)	(12,250)	(1,971)	(722)	720	**(14,223)**
Acquisition facility (net of issue costs)	(35,451)	37,166	(384)	(925)	**406**
Senior bank loans (net of issue costs)	(308,633)	126,900	(8,168)	34	**(189,867)**
Total	**(303,311)**	**144,420**	**(9,274)**	**(1,972)**	**(170,137)**

Notes to the financial statements *(continued)*

26 Share-based payments

MIP B Share
The MIP B share scheme was introduced in 2018, to incentivise the retention of directors and senior executives after the acquisition of Williams Lea Tag Group by Advent International Corporation (Advent) in 2017. Under this scheme awards are granted, at the discretion of RemCo, to directors and senior executives to subscribe to B ordinary share of AIW Holdco. There are no vesting conditions (such as minimum length of service) on MIP B shares, therefore awards vest immediately when participants subscribe for the shares. There are no requirements to return or sell back shares to the WLT EBT when a participant leaves their employment, unless required to do so at the discretion of RemCo or if a participant is considered a bad leaver resulting from voluntary resignation, breach of contract or summary dismissal. In the case of a bad leaver, their shares will be forfeited and as such their award do not attract a charge.

MIP B share has non-vesting conditions, such as restrictions on the sale of shares and the ability to obtain value only on an Exit, and these are factored in the estimates of the fair value of the B shares at grant date. The fair value of MIP B share is based on unrestricted market value, derived from Advent's equity valuation of Williams Lea Tag Group excluding the estimated fair value of C shares at each grant date. Management believes this is a reasonable proxy to value MIP B shares at grant date given the similar capital rights and characteristics of B ordinary shares to the A ordinary shares of AIW Holdco.

MIP C Share
Similar to MIP B share scheme, the MIP C share scheme was introduced in 2018 for directors and senior executives, subsequent to the acquisition of Williams Lea Tag Group by Advent in 2017. Under this scheme awards are granted, at the discretion of RemCo, to directors and senior executives to subscribe to C ordinary share of AIW Holdco. The vesting of MIP C shares is subject to service condition (participant remaining as an employee of the Group for 4 years) as well as non-market performance condition (an Exit event of Williams Lea Tag Group), as such an estimate of the vesting period, length of service and the expectation of an Exit is required when estimating the number of C shares expected to vest at each reporting period. A charge is calculated based on these estimates and is recognised over the vesting period.

When a MIP C shareholder leaves (cease being an employee of the Group), AIW Holdco could require the shareholder to transfer their shares to another employee or to the WLT EBT. In addition, if the shareholder is categorised as a good leaver (cease being an employee due to death, disability, redundancy, reasons other than those categorised as a bad leaver, or deemed to be a good leaver by RemCo), their awards will vest in full when they leave. Whilst, for a bad leaver, their shares will be forfeited and as such their award do not attract a charge.

Following the sale of the Tag business to Dentsu at the end of June 2023, certain MIP C shareholders ceased being an employee of the Group post the disposal. For this group of shareholders, their cessation as Group employees do not constitute a leaver in respective of service vesting condition, instead the scheme considers this a division sale and therefore their awards are deemed as fully vested when the sale of Tag business took place.

The fair value of MIP C shares at grant date is determined using the Black-Scholes Model. This model is the most well-known valuation model for share options, and given the capital rights of MIP C shares is akin to a share option management considers this to be the most appropriate valuation model.

Costs recognised in the Consolidated profit and loss account in relation to share-based payments during the year are as follows:

Equity-settled	**2023** **€'000**
MIP B Share scheme	**382**
MIP C Share scheme	**8,203**
Total share-based payment expense included in total staff costs (note 6)	**8,585**

Notes to the financial statements *(continued)*

26 Share-based payments *(continued)*

Movements in the number of shares during the year is as follows:

	B shares No. (000)	C shares No. (000)
Allocated at 1 January 2023	471,622	3,994,608
Granted	-	370,285
Sold / returned to WLT EBT	-	(28,753)
Total allocated at 31 December 2023	**471,622**	**4,336,140**

27 Events after the reporting period

No material events have been identified subsequent to the reporting date that required an adjustment to the 2023 financial statements or disclosure.

28 Related party disclosures

Dividends paid to parent

The Group paid dividends totalling €336.9m during the year following the sale of Tag. This included a dividend paid on 7 July 2023 of €270.0m which was paid to the immediate parent of the company, AI Wertheimer (Luxembourg) S.à.r.l. The remaining dividend was paid to non-controlling interests by a subsidiary company.

Other than the transactions disclosed in note 8, Employees and directors, the Group's related party transactions were with wholly owned subsidiaries.

29 Controlling party

The immediate parent company is AI Wertheimer (Luxembourg) S.à.r.l.

The directors regard the ultimate controlling party as GPE VIII funds managed by Advent International Corporation.

AI Wertheimer Holdings Limited is the parent undertaking of the largest group for which consolidated financial statements are prepared. Copies of these financial statements can be obtained from Darwin House Leeds Valley Park, Leeds, Savannah Way, LS10 1AB.

30 Non-controlling interests

	2023 €'000	2022 €'000
At 1 January	(23,562)	(9,029)
Total comprehensive gain/(loss) for the year attributable to non-controlling interests	68,517	(14,680)
Total changes in ownership interests in subsidiaries that do not result in a loss of control	(39,714)	(3,681)
Other transactions with non controlling interests	-	3,828
At 31 December	**5,241**	(23,562)

Notes to the financial statements (continued)

31 Subsidiaries and related undertakings

There are no other related undertakings. The list of subsidiaries is as follows:

Name	Address of the registered/principal office	Interest	Nature of business
AI Wertheimer Parentco UK Limited[3]	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100.00%	Holding company
AI Wertheimer Holdco UK Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	77.09%	Holding company
AI Wertheimer Debtco UK Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Holding company
AI Wertheimer Midco UK Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Holding company
Wertheimer UK Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Holding company
Wertheimer Germany GmbH[1]	Menuhinstraße 6, 53113, Bonn, Germany	100%	Holding company
AI Wertheimer USA Inc	535 8th Avenue, 4th Floor, New York, NY 10018, USA	100%	Holding company
Foundry Film Studios Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Film production
G8 FLM LTD[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Holding company
GoodsandServices.tv Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Pre-media production and creative services
Intelligent Office Consulting Services Limited	The E Centre, Cooperage Way, Alloa, Scotland, FK10 3LP	100%	Dormant
Intelligent Office Transcription Services Limited	5 South Charlotte Street, Edinburgh EH2 4AN	100%	Communication supply chain services
IO Outsourcing Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Communication supply chain services
Intelligent Office UK Limited	5 South Charlotte Street, Edinburgh, Scotland, EH2 4AN	100%	Communication supply chain services
Lednyak & Associates Pty Ltd[1]	Level 3, 40 King Street, Sydney, NSW 2000	100%	Social media agency
LLC Tag Rus (ООО "ТАГ РУС")	16 Kalanchevskaya St., bld 1, 4/1A2, 129090, Moscow, Russian Federation	100%	In liquidation
Marketing Media Investments Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Holding company

Notes to the financial statements *(continued)*

31 Subsidiaries and related undertakings *(continued)*

Name	Address of the registered/principal office	Interest	Nature of business
Moni-Media Limited[1]	7/F, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong	100%	Digital commerce solutions
Moni-Media Pte. Ltd.[1]	80 Robinson Road, #02-00, Singapore 068898	100%	Digital commerce solutions
Moni-Media (Taiwan) Company Limited[1]	12th Floor, No. 81-1, Sec. 2, Keelung Rd., Xinyi Dist., Taipei City 110, Taiwan	100%	Digital commerce solutions
Popcorn Displays Australia Pty Limited[1]	Level 2, 60-62 Clarence St, Sydney NSW 2000, Australia	100%	Design and manufacture of point of sale displays
Popcorn Displays USA Inc[1]	530 Seventh Ave, 23rd Floor, New York, NY 10018, USA	100%	Pre-media production and creative services
Smoke and Mirrors Productions Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Pre-media production and creative services
Tag Belgium SA[1]	Chaussée de Charleroi, 112, Saint Gilles, 1060 Brussels, Belgium	100%	Marketing
Tag EquityCo Limited[1]	c/o Equity Trust Company (Cayman) Limited, 4th Floor, Monaco Towers, 11 Dr Roy's Drive, PO Box 10338, Grand Cayman, KY1-1003, Cayman Islands	100%	Dormant
Tag Europe Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Marketing
Tag India Private Limited[1]	Room 203, Second Flr, 2-A/3 Kundan Mansion, Asaf Ali Rd, New Delhi, Delhi, 110002, India	100%	Marketing
Tag Japan Limited[1]	Gotenyama Trust Tower 9f., 7-35, Kitashinagawa 4-chome, Shinagawa-ku, Tokyo, Japan	100%	Marketing
Tag Pac Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Non-trading
Tag Response Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Holding company
Tag Sao Paulo Servicos de Consultoria LTDA[1]	Rua Wisard, no. 305, Sala 52, Edificio 'W305', Bairro Vila Madalena, Sao Paulo, CEP 05434-080, Brazil	100%	Marketing
Tag Topco Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Non-trading
Tag Worldwide Asia Limited[1]	4007 Central Plaza, 18 Harbour Road, Wanchai, Hong Kong	100%	Marketing

Notes to the financial statements *(continued)*

31 Subsidiaries and related undertakings *(continued)*

Name	Address of the registered/principal office	Interest	Nature of business
Tag Worldwide (Australia) Pty Ltd[1]	Level 3, 40 King Street, Sydney, NSW 2000, Australia	100%	Marketing
Tag Worldwide (Canada) Holdings Inc[1]	44 Chipman Hill Suite 1000, Saint John NB E2L 2A9, Canada	100%	Pre-media production and creative services
Tag Worldwide (Canada) Inc[1]	349 Carlaw Avenue, Suite 100, Toronto ON M4M 2TI, Canada	100%	Advertising agency
Tag Worldwide France SAS[1]	33 Rue Lafayette, Paris, 75009, France	100%	Marketing
Tag Worldwide GmbH[1]	Menuhinstraße 6, 53113, Bonn, Germany	100%	Marketing
Tag Worldwide Group Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Marketing
Tag Worldwide Holdings Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Holding company
Tag Worldwide (Italy) S.r.L.[1]	Largo Toniolo, 6, 00186, Roma, Italy	100%	Pre-media production and creative services
Tag Worldwide (Malaysia) Sdn BHD.[1]	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia	100%	Marketing
Tag Worldwide (Netherlands) BV	Anchorage Avenue 32, 1118LD Schiphol, The Netherlands	100%	Marketing
Tag Worldwide Pty Limited[1]	Level 3, 40 King Street, Sydney, NSW 2000, Australia	100%	Marketing
Tag Worldwide (Shanghai) Co Ltd[1]	Unit 05-06, 6F, Tower 1, Shanghai Arch, 523 Lou Shan Guan Road, Shanghai 200051, P.R.China	100%	Marketing
Tag Worldwide (Singapore) Pte Ltd[1]	90 EU Tong Sen Street, #03-01, 059811 Singapore	100%	Marketing
Tag Worldwide Spain SL[1]	Rambla Catalunya, 62 ppal.1ª, 08007 Barcelona, Spain	100%	Marketing
Tag Worldwide Tech Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Marketing
Tag Worldwide (Thailand) Company Limited[1]	44 Soi Sukhumvit 64, Sukhumvit Road, Phra Khanong-Tai Sub-district, Phra Khanong District, Bangkok, Thailand	100%	Pre-media production and creative services

Notes to the financial statements *(continued)*

31 Subsidiaries and related undertakings *(continued)*

Name	Address of the registered/principal office	Interest	Nature of business
Williams Lea Holdings Inc (formerly Tag Worldwide (USA) Holdings Inc.)	535 8th Avenue, 4th Floor, New York, NY 10018, USA	100%	Holding company
Tag Worldwide (USA) Inc.[1]	530 Seventh Ave, 23rd Floor, New York, NY 10018, USA	100%	Marketing
Tag Worldwide (Vietnam) IM Company Limited[1]	Sô 617-617A, Quôc lô 13, Khu phô 3, Phuong Hiêp Binh Phuóc, Thành phô Thu Đúc, Thành phô, Hô Chí Minh Vietnam	100%	Marketing
TAGWW MÉXICO, S. DE R.L. DE C.V.[1]	Av. Insurgentes Sur 1605, Piso 12, Col. San José Insurgentes, Del. Benito Juárez, C.P. 03900, Mexico City, Mexico	100%	Marketing
Taylor James GmbH	c/o Bunzel and Partner Stb GmbH, Kronenstraße 1,10119, Berlin, Germany	100%	Dormant
Taylor James (Holdings) Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Holding company
Taylor James Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Pre-media production and creative services
Taylor James Ltd[1]	530 Seventh Ave, 23rd Floor, New York, NY 10018, USA	100%	Pre-media production and creative services
The Gate Films Limited[1]	1-5 Poland Street, Soho, London, W1F 8PR	100%	Film production
The Stationery Office Holdings Limited	18 Central Avenue, St. Andrews Business Park, Norwich, NR7 0HR	100%	Dormant
The Stationery Office Limited	18 Central Avenue, St. Andrews Business Park, Norwich, NR7 0HR	100%	Communication supply chain services
The Stationery Office Pension Trustees Limited	18 Central Avenue, St. Andrews Business Park, Norwich, NR7 0HR	100%	Dormant
THP International Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Non trading
Wertheimer FX Company Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Financial management
Williams Lea Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Communication supply chain services

Notes to the financial statements *(continued)*

31 Subsidiaries and related undertakings *(continued)*

Name	Address of the registered/principal office	Interest	Nature of business
Williams Lea LLC	535 8th Avenue 4th Floor New York, NY 10018 USA	100%	Communication supply chain services
Williams Lea Argentina S.A	c/o Severgnini Robiola Grinberg Larrechea, Reconquista 336, 2ndo Piso, Buenos Aires C1003ABH, Argentina	100%	Dormant
Williams Lea Australia Pty Ltd	c/o Ehh Accountants & Advisors, Suite 11, 431 Burke Road, Glen Iris VIC 3146, Australia	100%	Communication supply chain services
Williams Lea (Beijing) Limited	Room 1201-28, No.8 Jianguomenbei Road, Dongcheng District, Beijing, China	100%	Communication supply chain services
Williams Lea (Brazil) Assessoria Em Solucoes Empresariais Ltda	Av. Nove De Julho 3228 CONJ 604 Sao Paulo 01406-000 Brazil	100%	Communication supply chain services
Williams Lea (Canada), Inc.	3700-1000 rue De La Gauchetière Montréal (Québec) H3B4W5, Canada	100%	Communication supply chain services
Williams Lea Finland Oy[2]	c/o Revico Grant, Thornton Oy, PL 18 00271, Helsinki, Finland	100%	In liquidation
Williams Lea France SAS	122 rue Amelot 75011 Paris France	100%	Communication supply chain services
Williams Lea Germany GmbH	Opernplatz XIV, 60313, Frankfurt am Main, Hesse, Germany	100%	Communication supply chain services
Williams Lea Group Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Holding company
Williams Lea (Hong Kong) Limited	4007 Central Plaza, 18 Harbour Road, Wanchai, Hong Kong	100%	Communication supply chain services
Williams Lea India Private Limited	Module 0308, D Block Tidel Park, 4 Canal Bank Road, Taramani, Chennai 600113, India	100%	Communication supply chain services
Williams Lea International Limited	Darwin House, Leeds Valley Park, Savannah Way, Leeds, LS10 1AB	100%	Holding company

Notes to the financial statements *(continued)*

31 Subsidiaries and related undertakings *(continued)*

Name	Address of the registered/principal office	Interest	Nature of business
Williams Lea Ireland Limited	Ground Floor, 71 Lower Baggot Street, Dublin D02 P593, Ireland	100%	Communication supply chain services
Williams Lea Japan Limited	Cozy Works Room#5 Gotenyama Trust Tower 3rd Floor 4-7-35 Kitashinagawa Shinagawa-ku Tokyo 140-0001 Japan	100%	Communication supply chain services
Williams Lea Private Limited	8 Wilkie Road, #03-01 Wilkie Edge, Singapore 228095, Singapore	100%	Communication supply chain services
Williams Lea, s.r.o	Mlýnská 326/13 Trnitá Brno 602 00 Czech Republic	100%	In liquidation
Williams Lea Ukraine LLC	23 A Yaroslaviv Val Street, Kyiv 01034, Ukraine	100%	In liquidation

All of the above subsidiaries are included in the consolidation and are held indirectly with the exception of AI Wertheimer Parentco UK Limited which is held directly.

Notes:
1 Disposed on 30 June 2023 on disposal of Tag
2 Deregistered on 22 January 2024
3 On 7 July 2023 the Company bought back the non-controlling interest held by Deutsche Post DHL Group